

CROP DEMETRA

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PRESS RELEASE PUBLISHED BY ISAGRO S.P.A. ON BEHALF OF CROP DEMETRA LIMITED

MANDATORY TENDER OFFER ON THE OUTSTANDING ORDINARY SHARES OF ISAGRO S.P.A. PROMOTED BY CROP DEMETRA LIMITED

SETTLEMENT OF THE JOINT PROCEDURE

DELISTING OF THE SHARES OF ISAGRO

London, August 9, 2021 – Reference is made to the mandatory tender offer promoted by Crop Demetra Limited (the “**Offeror**”) pursuant to and for the purposes of Article 106, paragraph 1 and 3, lett. a), of the CLF and Article 45 of the Regulation issued by CONSOB with Resolution No. 11971/1999 (the “**Issuers’ Regulation**”) on all the ordinary shares (the “**Shares**”) of Isagro S.p.A. (the “**Issuer**” or “**Isagro**”), not already owned directly or indirectly by the Offeror (the “**Offer**”).

Reference is also made to (i) the press release issued by the Offeror on July 6, 2021 in which the Offeror published the final results of the Offer and the terms and conditions for carrying out the procedure for fulfilling the Purchase Obligation pursuant to Article 108, paragraph 2, of the CLF (the “**Final Results Notice**”) and (ii) the press release issued by the Offeror on August 2, 2021 in which the Offeror published the final results of the procedure for the fulfilment of the Purchase Obligation under Article 108, paragraph 2, of the CLF and the terms and conditions for the fulfilment of the joint procedure for the exercise of the Purchase Right and the Purchase Obligation pursuant to Article 108, paragraph 1, of the CLF (the “**Notice on the Final Results of the Purchase Obligation**”).

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them in the offer document approved by CONSOB with resolution no. 21890 of June 21, 2021 and published on June 11, 2020 (the “**Offer Document**”).

SETTLEMENT OF THE JOINT PROCEDURE

The Offeror announces that, on the date hereof, the settlement of the Joint Procedure took place in relation to the Additional Remaining Shares, *i.e.* no. 1,736,978 ordinary shares of the Issuer, representing 4.49% of the Issuer’s corporate capital.

In particular, the Offeror announces that, on the date hereof, it has notified to the Issuer the deposit of a sum equal to the aggregate consideration for the Additional Remaining Shares, corresponding to a total of EUR 4,794,059.28, on the bank account opened in the name of the Offeror at Mediobanca – Banca di Credito Finanziario S.p.A., reserved to the payment of the consideration due to the shareholders holding the Additional Remaining Shares and, therefore, to the settlement of the Joint Procedure.

Thus, in accordance with Article 111, paragraph 3, of the CLF, as from the notice of the deposit, on the date hereof the transfer of the Additional Remaining Shares in favor of the Offeror has become effective with the subsequent registration of the Offeror as holder of the Additional Remaining Shares in the shareholders' ledger by the Issuer.

The owners of the Additional Remaining Shares will be entitled to receive the payment of the consideration of the Joint Procedure – equal to the consideration of the Offer, *i.e.* EUR 2.76 for each Additional Remaining Share – from the Depository Intermediaries. The Offeror's obligation to pay the consideration for the Joint Procedure shall be deemed to have been fulfilled when the relative amounts have been transferred to the Appointed Intermediaries. The holder of the Additional Remaining Shares will bear the entire risk that the Appointed Intermediaries or the Depository Intermediaries fail to transfer such amounts to the parties entitled thereto or delay such transfer.

Pursuant to Article 2949 of the Italian Civil Code, once the five-year statutory limitation period has elapsed from the date of abovementioned deposit, the Offeror shall have the right to obtain the reimbursement of the sums deposited as consideration for the Joint Procedure and not collected by the entitled parties.

DELISTING

As from the date hereof, by means of resolution no. 8789 of August 3, 2021 issued by Borsa Italiana, the Shares (ISIN IT0001069902) have been revoked from listing on the *Mercato Telematico Azionario*, Segment STAR (so-called delisting), in accordance with Article 2.5.1, paragraph 6, of the Stock Exchange Regulation.

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This press release does not constitute or intend to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Isagro S.p.A. in any country in breach of applicable laws. The Offer was made by way of publication of the relevant offer document, subject to CONSOB approval. The offer document contains a full description of the terms and conditions of the Offer, including how to accept.

No copy of this communication or other documents relating to the Offer shall be, nor can they be, sent by post or otherwise transmitted or distributed in any or from any country where the provisions of local legislation may cause risks of a civil, criminal or regulatory nature where information relating to the Offer is transmitted or made available to shareholders of Isagro S.p.A. in that country or other countries where such conduct would constitute a breach of that country's laws and any person who receives such documents (including such as custodians or trustees) is required not to send by post or otherwise transmit or distribute them to or from none of such countries.