

PRESS RELEASE

THE SHAREHOLDERS' MEETING OF ISAGRO SPA HAS:

- **APPROVED 2017 FINANCIAL STATEMENTS**

2017 consolidated results

Revenues	€ 149.6 million (-0.1% vs. 2016)
EBITDA	€ 12.6 million (-22.6% vs. 2016)
Net result	€ 0.2 million (vs. € 2.7 million of 2016)
Net financial position (at debt)	€ 46.2 million (vs. € 52.7 million of 12.31.2016)
Debt/Equity ratio	0.47 (vs. 0.52 as of 12.31.2016)

- **APPOINTED THE NEW BOARD OF DIRECTORS**
- **APPROVED THE 2018-2021 RETENTION AND INCENTIVE PLAN**
- **AUTHORIZED THE BOD TO PURCHASE GROWTH SHARES AND TO SELL TREASURY ORDINARY SHARES**

Milan, April 24th, 2018 – Isagro S.p.A. announces that today took place the Shareholders' Meeting of the Company, which:

- reviewed 2017 consolidated results of Isagro Group, as approved by the Board of Directors of the Company on March 13th, 2018 and already communicated to the Market, including the Directors' Management report, summarized as follows:
 - Revenues equal to 149.6 Euro million vs. 149.7 Euro million of 2016;
 - EBITDA equal to 12.6 Euro million vs. 16.2 Euro million of 2016;
 - Net profit of 0.2 Euro million vs. 2.7 Euro million of 2016;
 - Net financial position (at debt) equal to 46.2 Euro million vs. 52.7 Euro million as of December 31st, 2016, with a debt/equity ratio of 0.47 vs. 0.52 as of December 31st, 2016;



- o approved 2017 financial statements of Isagro S.p.A., as approved by the Board of Directors of the Company on March 13th, 2018 and already communicated to the Market, including the Directors' Management report, summarized as follows:

- Revenues equal to 106.8 Euro million vs. 103.0 Euro million of 2016;
- EBITDA equal to 6.7 Euro million vs. 9.8 Euro million of 2016;
- Net loss equal to 2.3 Euro million vs. the net loss of 0.7 Euro million of 2016.

The item "Retained earnings after Growth Shares listing - pursuant to article 24 of the By-Laws" for Euro 1,454,684 and the item "Retained earnings" for Euro 804,635 were utilized to cover the loss of the year of Euro 2.259.319;

- o resolved to increase from 8 to 11 the number of members of the Board of Directors and appointed, until the approval of the financial statements as of December 31st, 2020, the new Board of Directors composed by the following members:

- Giorgio Basile (President);
- Maurizio Basile;
- Riccardo Basile;
- Roberto Bonetti;
- Silvia Lazzeretti;
- Margherita Zambon;
- Enrica Maria Ghia, Independent director;
- Giuseppe Persano Adorno, Independent director,

proposed by the majority shareholder Holdisa S.r.l., and:

- Marcella Elvira Antonietta Logli, Independent director;
- Erwin Paul Walter Rauhe, Independent director;
- Angelo Zaccari, Independent director,

proposed by the minority shareholder Mediolanum Gestione Fondi SGR;

- o approved the retention and incentive long-term Plan named "2018-2021 Restricted Shares and Performance Shares Plan", which provides the free assignment of Growth Shares to the top management of Isagro;
- o authorized the Board of Directors to proceed, for the aforementioned Plan, with the purchase of Growth Shares (until a maximum of no. 1,000,000 of shares) and with the sale of the no. 50,000 Treasury Ordinary Shares.

Lastly, the Shareholders' Meeting resolved favorably on the Compensation Report – first section – drafted pursuant to article 123-*ter*, Legislative Decree no. 58/1998.



It has to be remembered that the documentation related to the fiscal year 2017, also including the annual financial statements, the consolidated financial statements, the reports of the Board of Statutory Auditors and of the Independent Auditor, the consolidated non-financial report and the reports of the Board of Directors on the other items of the agenda, is available to the public (i) at the Corporate office in Milan, Via Caldera no. 21, (ii) on the Corporate website www.isagro.com and (iii) at the centralized storage mechanism "1INFO" on the website www.1info.it.

Pursuant to article 125-quarter, paragraph 2, D. Lgs no. 58/1998 (TUF) and to article 77, paragraph 3 of Consob Issuers' Regulation, a synthetic vote statement - containing the number of shares represented in the Shareholders' Meeting for which the relevant vote has been exercised, the percentage of Equity represented by such shares and the number of votes in favor or against the resolutions and the number of abstentions - will be made available to the public on the Corporate website, section *Corporate Governance/Assemblea Azionisti 2018*, within five days from the date of the Shareholders' Meeting.

Lastly, the minutes of the Shareholders' Meeting will be made available to the public within 30 days from the date of the Shareholders' Meeting with the above mentioned modalities.

Isagro S.p.A., an independent company from 1993 with Montecatini/Montedison origin, today leads a Group operating in research, development, production and distribution of agropharmaceuticals (the products for the protection and development of crops) with sales in 80 countries amounting around € 150 million (of which 4/5 outside Italy) and 600 employees worldwide. Isagro is based on the Innovative Research of new molecules, carried out in its Research Center of Novara, and invests in R,I&D activities around 10% of annual turnover. The Group has 5 manufacturing sites (4 in Italy and 1 in India) and distributes directly its products in some selected markets, developing at the same time local presences for marketing and regulatory support.

Isagro operates with a unique business model in the agrochemical Industry, proposing itself as a supplier of innovative products originated by its own Research. Isagro, in fact, associates to the direct exploitation of its Intellectual Property also an indirect exploitation, through agreements with Third Parties attributing to them rights on a territorial basis and/or for mixtures with their active ingredients.

Isagro S.p.A., listed on the Milan Stock Exchange since 2003 and on the STAR – High Requirements Stock Segment – since 2004, in 2014 has issued Growth Shares, an innovative category of special shares specifically conceived for companies having a Controlling Subject. Their main characteristics are the absence of voting rights, an extra-dividend vs. Ordinary Shares (20% in the case of Isagro) and the automatic conversion into Ordinary Shares in the ratio 1:1 in any case of loss of controlling stake and/or of Compulsory Public Offer.

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Attachment 1

RECLASSIFIED CONSOLIDATED PROFIT & LOSS STATEMENT

(€ 000)	Year 2017	Year 2016	Differences	
Revenues from sales and services	149,580	149,717	-137	-0.1%
Other revenues and income	3,299	3,347	-48	
Consumption of materials and external services	(107,953)	(105,051)	-2,902	
Variations in inventories of products	(2,316)	(2,786)	+470	
Costs capitalized for internal works	2,204	2,858	-654	
Allowances and provisions	(1,000)	(2,560)	+1,560	
Labor costs	(29,427)	(27,677)	-1,750	
Bonus accruals	(1,830)	(1,631)	-199	
EBITDA	12,557	16,217	-3,660	-22.6%
<i>% on Revenues</i>	<i>8.4%</i>	<i>10.8%</i>		
Depreciation and amortisation:				
- tangible assets	(3,882)	(3,829)	-53	
- intangible assets	(5,316)	(5,344)	+28	
- write-down of tangible and intangible assets	(490)	(174)	-316	
EBIT	2,869	6,870	-4,001	-58.2%
<i>% on Revenues</i>	<i>1.9%</i>	<i>4.6%</i>		
Interest, fees and financial discounts	(863)	(747)	-116	
Exchange gain and derivatives	154	719	-565	
Revaluations of equity investments	135	28	+107	
Result before taxes	2,295	6,870	-4,575	N/S
Current and deferred taxes	(1,882)	(3,887)	+2,005	
Net result from continuing operations	413	2,983	-2,570	N/S
Net result of discontinued operations	(200)	(250)	+50	
Net result	213	2,733	-2,520	N/S

Attachment 2

RECLASSIFIED CONSOLIDATED BALANCE SHEET

(€ 000)	Dec. 31, 2017	Dec. 31, 2016	Differences	
Net fixed assets				
Goodwill	3,377	3,599	-222	
Other intangible assets	49,774	48,209	+1,565	
Tangible assets	20,553	22,620	-2,067	
Financial assets	437	313	+124	
Other medium/long term assets and liabilities	12,693	14,941	-2,248	
Total net fixed assets	86,834	89,682	-2,848	-3.2%
Net current assets				
Inventories	45,040	46,971	-1,931	
Trade receivables	44,502	50,597	-6,095	
Trade payables	(30,998)	(31,663)	+665	
Subtotal Net working capital	58,544	65,905	-7,361	
Risk funds	(2,055)	(1,991)	-64	
Other current assets and liabilities	4,795	3,954	+841	
Subtotal Other assets and liabilities	2,740	1,963	+777	
Total net current assets	61,284	67,868	-6,584	-9.7%
Invested capital	148,118	157,550	-9,432	-6.0%
Severance Indemnity Fund (S.I.F)	(2,591)	(2,747)	+156	
Net invested capital	145,527	154,803	-9,276	-6.0%
Held for sale non-financial assets and liabilities	-	-	-	
Total	145,527	154,803	-9,276	-6.0%
<i>financed by:</i>				
Equity				
Capital stock	24,961	24,961	-	
Reserves and retained earnings	82,901	80,213	+2,688	
Translation reserve	(8,769)	(5,822)	-2,947	
Net profit of the Group	213	2,733	-2,520	
Total equity	99,306	102,085	-2,779	-2.7%
Net financial position				
<i>Medium/long term debts:</i>				
- due to banks	43,728	37,929	+5,799	
- due to other lenders	1,581	1,932	-351	
- other financial liabilities/(assets) and derivatives	26	-	+26	
Total medium/long term financial debts	45,335	39,861	+5,474	+13.7%
<i>Short-term debts:</i>				
- due to banks	32,541	28,259	+4,282	
- due to other lenders	348	987	-639	
- other financial liabilities/(assets) and derivatives	(302)	70	-372	
Total short-term financial debts	32,587	29,316	+3,271	+11.2%
Cash and cash equivalents	(31,701)	(16,459)	-15,242	N/S
Total net financial position	46,221	52,718	-6,497	-12.3%
Total	145,527	154,803	-9,276	-6.0%



Attachment 3
CONSOLIDATED CASH-FLOW STATEMENT

(€ 000)	2017	2016
Cash and cash equivalents (as of January 1st)	16,459	16,714
<i>Operating activities</i>		
Net result of continuing operation	413	2,983
Net result of discontinued operation	(200)	(250)
- Depreciation of tangible assets	3,882	3,829
- Amortisation of intangible assets	5,316	5,344
- Losses in value of tangible and intangible assets	490	174
- Provisions to reserves (including employee indemnity)	2,174	2,002
- Gains from disposal of tangible and intangible assets	(32)	-
- Interests from held for trading assets	(162)	(123)
- Net interest expenses paid to financial institutions and leasing companies	1,182	1,173
- Net loss/(income) on derivative instruments	(1,722)	176
- Result on investments valued with the equity method	(135)	(28)
- Income taxes	1,882	3,887
Cash-flow from current operations	13,088	19,167
- Decrease in trade receivables	4,428	1,733
- Decrease in inventories	534	2,403
- Increase/(decrease) in trade payables	19	(6,166)
- Net change in other assets/liabilities	1,976	(2,031)
- Use of funds (including employee indemnity)	(2,257)	(2,046)
- Net interest expenses paid to financial institutions and leasing companies	(1,104)	(1,175)
- Financial flow from derivative instruments	1,356	(2)
- Income taxes paid	(2,481)	(3,907)
Cash-flow from operating activities	15,559	7,976
<i>Investment activities</i>		
- Investments in intangible assets	(7,658)	(9,706)
- Investments in tangible assets	(2,157)	(2,555)
- Net sale price from disposal of tangible/intangible assets	129	6
- Dividends from affiliated companies	11	11
- Cash-flow from assets held for trading	162	123
Cash-flow for investment activities	(9,513)	(12,121)
<i>Financing activities</i>		
- Contracting of non-current financial debts	34,017	37,182
- Repayment of non-current financial debts	(23,815)	(15,066)
- Repayment of current financial debts	(679)	(17,077)
- Dividend distribution	-	(1,038)
Cash-flow from financing activities	9,523	4,001
Changes from exchange differences	(327)	(111)
Cash-flow of the period	15,242	(255)
Cash and cash equivalents at the end of the period (as of December 31st)	31,701	16,459



Attachment 4
RECLASSIFIED PROFIT & LOSS STATEMENT OF ISAGRO SPA

(€ 000)	Year 2017	Year 2016	Differences	
Revenues from sales and services	106,795	102,954	+3,841	+3.7%
Other revenues and income	2,319	2,813	-494	
Consumption of materials and external services	(80,072)	(72,267)	-7,805	
Variations in inventories of products	(1,361)	(2,457)	+1,096	
Costs capitalized for internal works	1,922	2,477	-555	
Allowances and provisions	(674)	(2,326)	+1,652	
Labor costs	(20,809)	(19,993)	-816	
Bonus accruals	(1,446)	(1,377)	-69	
EBITDA	6,674	9,824	-3,150	-32.1%
<i>% on Revenues</i>	<i>6.2%</i>	<i>9.5%</i>		
Depreciation and amortisation:				
- tangible assets	(3,174)	(3,131)	-43	
- intangible assets	(5,421)	(5,523)	+102	
- write-down of tangible and intangible assets	(543)	(181)	-362	
EBIT	(2,464)	989	-3,453	N/S
<i>% on Revenues</i>	<i>-2.3%</i>	<i>1.0%</i>		
Dividends from equity investments	711	1,697	-986	
Financial charges	(881)	(823)	-58	
Exchange gain and derivatives	446	256	+190	
Losses from equity investments	(21)	(2,198)	+2,177	
Result before taxes	(2,209)	(79)	-2,130	N/S
Current and deferred taxes	(50)	(654)	+604	
Net result	(2,259)	(733)	-1,526	N/S

Attachment 5
RECLASSIFIED BALANCE SHEET OF ISAGRO SPA

(€ 000)	Dec. 31 st , 2017	Dec. 31 st , 2016	Differences	
<u>Net fixed assets</u>				
Goodwill	1,631	1,631	-	
Other intangible assets	52,323	50,761	+1,562	
Tangible assets and investment property	17,118	18,914	-1,796	
Financial assets	22,566	20,892	+1,674	
Other medium/long term assets and liabilities	9,107	11,233	-2,126	
Total net fixed assets	102,745	103,431	-686	-0.7%
<u>Net current assets</u>				
Inventories	34,860	35,401	-541	
Trade receivables	29,050	31,068	-2,018	
Trade payables	(25,417)	(22,938)	-2,479	
Subtotal Net working capital	38,493	43,531	-5,038	
Risk funds	(1,674)	(1,662)	-12	
Other current assets and liabilities	2,181	3,118	-937	
Subtotal Other assets and liabilities	507	1,456	-949	
Total net current assets	39,000	44,987	-5,987	-13.3%
Invested capital	141,745	148,418	-6,673	-4.5%
Severance Indemnity Fund (S.I.F)	(2,351)	(2,588)	+237	
Net invested capital	139,394	145,830	-6,436	-4.4%
Held for sale non-financial assets and liabilities	-	-	-	
Total	139,394	145,830	-6,436	-4.4%
<i>financed by:</i>				
<u>Equity</u>				
Capital stock	24,961	24,961	-	
Reserves and retained earnings	61,958	62,735	-777	
Loss of the period	(2,259)	(733)	-1,526	
Total equity	84,660	86,963	-2,303	-2.6%
<u>Net financial position</u>				
<i>Medium/long term debts:</i>				
- due to banks	43,720	37,929	+5,791	
- due to other lenders	1,581	1,929	-348	
- other financial liabilities/(assets) and derivatives	26	-	+26	
Total medium/long term financial debts	45,327	39,858	+5,469	N/S
<i>Short-term debts:</i>				
- due to banks	27,706	24,928	+2,778	
- due to other lenders	348	983	-635	
- due to subsidiaries, associates, parent companies	(528)	(1,520)	+992	
- other financial liabilities/(assets) and derivatives	(292)	20	-312	
Total short-term financial debts	27,234	24,411	+2,823	+11.6%
Cash and cash equivalents	(17,827)	(5,402)	-12,425	N/S
Total net financial position	54,734	58,867	-4,133	-7.0%
Total	139,394	145,830	-6,436	-4.4%

Attachment 6
CASH-FLOW STATEMENT OF ISAGRO SPA

(€ 000)	2017	2016
Cash and cash equivalents (as of January 1st)	5,402	6,106
<i>Operating activities</i>		
Net result of continuing operation	(2,259)	(733)
- Depreciation of tangible assets	3,174	3,131
- Amortisation of intangible assets	5,421	5,523
- Losses in value of tangible and intangible assets	543	181
- Losses in value of equity investments	21	2,198
- Provisions to reserves (including employee indemnity)	1,663	1,778
- (Gains)/losses from disposal of tangible and intangible assets	(86)	2
- Dividends from subsidiaries, joint ventures and associates	(711)	(1,697)
- Net interest expenses paid to financial institutions and leasing companies	1,099	1,292
- Gains on derivatives	(1,809)	(50)
- Income taxes	50	654
<i>Cash-flow from current operations</i>	<i>7,106</i>	<i>12,279</i>
- Decrease in trade receivables	1,268	1,571
- Decrease in inventories	541	2,567
- Increase/(decrease) in trade payables	2,479	(8,334)
- Net change in other assets/liabilities	3,287	(1,468)
- Use of funds (including employee indemnity)	(1,888)	(1,694)
- Net interest expenses paid to financial institutions and leasing companies	(1,114)	(1,247)
- Financial flow from derivative instruments	1,496	77
- Collection of dividends from subsidiaries and affiliates	711	1,697
- Income taxes paid	(42)	(197)
Cash-flow from operating activities	13,844	5,251
<i>Investment activities</i>		
- Investments in intangible assets	(7,774)	(9,902)
- Investments in tangible assets	(1,382)	(2,314)
- Net sale price from disposal of tangible/intangible assets	88	1
- Investment in equity investments	(27)	(415)
Cash-flow for investment activities	(9,095)	(12,630)
<i>Financing activities</i>		
- Contracting of non-current financial debts	34,000	37,182
- Repayment of non-current financial debts	(23,737)	(15,066)
- Other changes in financial debts (current and non-current)	(2,670)	(14,416)
- Decrease in financial receivables	83	13
- Dividend distribution	-	(1,038)
Cash-flow from financing activities	7,676	6,675
Cash-flow of the period	12,425	(704)
Cash and cash equivalents at the end of the period (as of December 31st)	17,827	5,402