

Agromino completes the acquisition of Resilient a.s. against issuance of new shares

Agromino A/S ("Agromino" or the "Company") has today completed the acquisition of 100 per cent of the shares of Resilient a.s. ("Resilient") from Mabon investiční fond s proměnným základním kapitálem a.s. ("Mabon") for a consideration of 7,473,810 newly issued shares in Agromino, equivalent to a value of EUR 12,935,000 (the "Transaction"). Mabon subscribed for the newly issued shares at a subscription price of SEK 18.6 per share and is now controlling approximately 74.3 per cent of the outstanding shares and votes in Agromino.

The Transaction in brief:

- The Transaction was announced on July 31st, 2019 and approved by the extraordinary general meeting of the Company on September 2nd, 2019.
- The Company acquired 100 percent of the shares in Resilient, which owns a total of 18 wholly owned subsidiaries out of which 1 is incorporated in the Czech Republic and 17 are incorporated in Ukraine.
- The consideration consisted of 7,473,810 newly issued ordinary shares in Agromino, subscribed for by Mabon at a subscription price of SEK 18.6 per share, based on an acquisition value of EUR 12,935,040. The final valuation made by the Company's financial adviser, BDO, confirmed that the fair market value of Resilient corresponds to EUR 13,474,000.
- As a result of the Transaction, the total number of shares in the Company increased from 17,421,313 to 24,895,123.
- Resilient farms become part of Agromino group with centralized functions like finance, legal, audit, procurement, sales of the production, grain storage management, security and sowing plans management. The group will benefit from sharing of management skills, agronomists, machinery, etc.
- Resilient will be consolidated as part of Agromino group from October 17th, 2019 onwards with more detailed information on the impact of the acquisition to its consolidated accounts in the fourth quarter report.

Purchase price and issue of Consideration Shares

The total consideration for 100 per cent of the shares in Resilient consisted of 7,473,810 newly issued Agromino shares (the "**Consideration Shares**") subscribed for at a price of SEK 18.6 per new share. The number of newly issued shares is calculated based on the acquisition value of Resilient of EUR 12,935,040. The Consideration Shares will be admitted to trading on Nasdaq Stockholm. A prospectus regarding the admission to trading of the new shares was approved by the Swedish Financial Supervisory Authority and published on October 15th, 2019.

Agromino's extraordinary general meeting on September 2nd, 2019 resolved on approval of the Transaction and an authorization to the Board of Directors to resolve on the completion of the proposed acquisition of Resilient and the related issuance of the Consideration Shares. The issuance of the Consideration Shares was carried out as a directed issue in favor of Mabon by way of a contribution in kind of the shares in Resilient.

Based on the calculation of the Consideration Shares set out above, the Consideration Shares represents 30.02 per cent of the total number of outstanding shares and votes in Agromino post-Transaction. Accordingly, the issue of the Consideration Shares entailed a dilution of approximately 30 per cent of the total number of shares and votes in the Company calculated after the Transaction. Together with the approximately 63.3 per cent of shares held prior to the Transaction, Mabon now controls approximately 74.3 per cent of the outstanding shares and votes in Agromino.

Advisors

BDO acted as financial advisor and Poul Schmith (as to Danish law), Hamilton Advokatbyrå (as to Swedish law) Rowan Legal (as to Czech law), and WinnerLex (as to Ukrainian law) acted as legal advisors to Agromino in the Transaction.

For further information, please contact

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About Agromino

We are farmers and agribusiness managers, with operations in Ukraine, Russia and Estonia. Agromino A/S' shares are traded on the main market of Nasdaq Stockholm.

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This information is information that Agromino A/S is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 8:00 CEST on October 17, 2019.