Not for distribution in the United States of America

AGRI RESOURCES GROUP S.A.

(incorporated in Luxembourg as a public limited liability company (Société Anonyme) under the laws of the Grand Duchy of Luxembourg)

Prospectus

for the issue of up to € 50,000,000.00 8.00% Fixed Rate Notes due 2026

Issue Price 100.00%

International Securities Identification Number (ISIN): DE000A287088;
German Securities Code (*Wertpapierkennnummer*, WKN): A28708

AGRI RESOURCES GROUP S.A., having its registered office at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg ("**Luxembourg**"), registered with the Luxembourg trade and companies register (R.C.S. Luxembourg) under number B 201.266 ("**AGRI RESOURCES**", the "**Company**" or the "**Issuer**" and, together with its consolidated subsidiaries, the "**Group**") will issue on 17 March, 2021 (the "**Issue Date**") up to €50,000,000.00 8.00% fixed rate notes due 2026 (the "**Notes**") in an aggregate principal amount of up to € 50,000,000.00 (the "**Aggregate Principal Amount**"). The Notes will be issued in bearer form in denomination of €1,000.00 (the "**Principal Amount**"). The Notes will be governed by the laws of the Federal Republic of Germany ("**Germany**"). In accordance with article 100-14, second para., and article 470-20 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, articles 470-1 through 470-19 of such law shall not apply to or in connection with the Notes. The Notes will constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer, ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.

This Prospectus (the "**Prospectus**") relates to an offering of the Notes to (i) to holders of the existing 2016/2021 Notes (ISIN: XS1413726883; WKN: A183JV (issued on 17 June 2016 and due in 2021) (the "**2016/2021 Notes**" or the "**Existing Notes**") in the context of a public exchange offer (the "**Exchange Offer**") from 19 February 2021 (inclusive) to 5 March 2021 (inclusive) (the "**Exchange Period**"), and to (ii) the public in Germany and the Grand Duchy of Luxembourg ("**Luxembourg**") in the context of a cash subscription offer in the period from 24 February 2021 (inclusive) to 10 March 2021 (inclusive) (the "**Subscription Period**"); and (iii) an exempt offer ("**Private Placement**") to qualified investors ("**Qualified Investors**") within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended (the "**Prospectus Regulation**") in member states of the European Economic Area ("**EEA**") ((ii) and (iii) together the "**Cash Subscription Offer**", and together with the Exchange Offer, the "**Offering**").

This Prospectus constitutes a prospectus within the meaning of Art. 6 para. 3 of the Prospectus Regulation. This Prospectus has been approved by the Luxembourg Commission for the Supervision of the Financial Sector (*Commission de Surveillance du Secteur Financier* - "**CSSF**") as the competent authority under the Prospectus Regulation. In accordance with Article 25 (1) of the Prospectus Regulation, the Issuer has requested the CSSF to provide the competent authority in Germany (*Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin)* with a certificate of approval attesting that this Prospectus has been drawn up in accordance with the Prospectus Regulation.). The CSSF only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should neither be considered as an endorsement of the Issuer that is the subject of this Prospectus nor of the quality of the securities that are the subject of this Prospectus. By approving a prospectus, the CSSF shall give no undertaking as to the economic and financial soundness of the operation or the quality or solvency of the Issuer pursuant to Article 6 para. 4 of the Luxembourg *Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières*. Application is intended to be made for the Notes to be included to trading on the unregulated market (*Open Market – Quotation Board*) of Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which does not qualify as a regulated market for purposes of the Markets in Financial Instruments Directive II (Directive 2014/65/EU, "**MiFID II**").

The Notes have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and are being offered and sold in transactions outside the United States of America ("United States") to non-U.S. persons (as defined in Regulation S under the Securities Act ("Regulation S")) in reliance on Regulation S. The Notes are not being offered in the United States.

This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, the Notes in any jurisdiction where such offer or solicitation is unlawful.

Prospective investors should be aware that an investment in the Notes involves risks and that if certain risks, in particular those described under "Risk Factors", occur, investors may lose all or a substantial part of their investment. Investors should make their own assessment as to the suitability of investing in the Notes.

Warning notice regarding the validity of this Prospectus:

This Prospectus is valid for 12 months upon its approval by the CSSF in accordance with Article 12 (1) of the Prospectus Regulation, provided that the Prospectus is supplemented by any supplement in accordance with Article 23 of the Prospectus Regulation. Any significant new fact, material mistake or material inaccuracy relating to the information contained in this Prospectus, which is capable of affecting the valuation of the Notes and which arises or is discovered between the approval date of this Prospectus and the expiry of the Offering must be promptly disclosed in a supplement to this Prospectus in accordance with Article 23 of the Prospectus Regulation. The obligation to prepare a supplement to the prospectus in case of important new circumstances, material inaccuracies or material inaccuracies shall cease to apply after the expiry of the Offering, *i.e.*, unless the period for the Offering is extended by a supplement required in such case pursuant to Article 23 of the Prospectus Regulation, from 11 March 2021 onwards.

Sole Global Coordinator and Bookrunner

futurum bank AG

The date of this Prospectus is 17 February, 2021

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NOTICE

This Prospectus should be read and construed with any supplement thereto.

The information contained in this Prospectus has been provided by the Issuer and the other sources identified herein. To the fullest extent permitted by law, no representation or warranty is made or implied by futurum bank AG, Hochstraße 35-37, 60313 Frankfurt/Main, Germany (the "**Sole Global Coordinator**") or any of their respective affiliates, and neither the Sole Global Coordinator nor any of their respective affiliates make any representation or warranty or accept any responsibility, as to the accuracy or completeness of the information contained in this Prospectus or for any statement purported to be made by or on behalf of the Sole Global Coordinator. Investors in the Notes must solely rely on the information contained in this Prospectus.

No person has been authorized to provide any information or to make any representation concerning the Issuer or the Notes (other than as contained in this Prospectus) and, if provided or made, any such information or representation should not be relied upon as having been authorized by the Issuer or the Sole Global Coordinator, or their respective affiliates. In making an investment decision, investors must rely on their own examination of the Issuer and the terms of the offering, including the merits and risks involved. Any decision to purchase Notes should solely be based on this Prospectus.

Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information contained herein for any purpose other than considering an investment in the Notes is prohibited. Each offeree of the Notes, by accepting delivery of this Prospectus, agrees to the foregoing.

The Issuer has confirmed to the Sole Global Coordinator that this Prospectus is true and accurate in all material respects and is not misleading; that any opinions and intentions expressed herein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuer, the omission of which would make this Prospectus as a whole or any statement herein or opinions or intentions expressed herein misleading in any material respect; and that all reasonable enquiries have been made to verify the foregoing.

To the fullest extent permitted by law, the Sole Global Coordinator does not accept any responsibility for the contents of this Prospectus or for any other statements made or purported to be made by the Sole Global Coordinator or on their behalf in connection with the Issuer or the Notes. Accordingly, the Sole Global Coordinator disclaims all and any liability whether arising in tort or contract or otherwise which they might otherwise have in respect of this Prospectus or any such statement.

Neither the delivery of this Prospectus nor the offering, sale or delivery of Notes shall, in any circumstances, create any implication that the information contained in this Prospectus is true subsequent to the date upon which this Prospectus has been published or most recently amended or supplemented, or that there has been no adverse change in the financial position of the Issuer after the date hereof or, as the case may be, the date upon which this Prospectus has been most recently amended or supplemented or that any other information supplied in connection with the Notes is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

None of the Issuer or the Sole Global Coordinator, or any of their respective affiliates, is making any representation to any offeree or purchaser of the Notes regarding the legality of an investment in the Notes by such offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should not construe anything in this Prospectus as legal, tax, business or financial advice. Each investor should consult with his or her own advisors as to the legal, tax, business, financial and related aspects of purchases of Notes.

The Notes have not been and will not be registered under the Securities Act and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons; see "*3.11 Selling Restrictions*".

The distribution of this Prospectus as well as the offering, sale, and delivery of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer and the Sole Global Coordinator to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or an invitation to purchase, any Notes in any jurisdiction in which such offer, exercise or invitation would be unlawful. None of the Issuer or the Sole Global Coordinator, or any of their respective affiliates accepts any legal responsibility for any violation by any person, whether or not a prospective investor, of any such restrictions.

Persons into whose possession this Prospectus comes are required by the Issuer and the Sole Global Coordinator to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers,

sales and deliveries of Notes and on the distribution of this Prospectus and other offering material relating to the Notes, see "*3.11 Selling Restrictions*".

Potential investors should examine whether an investment in the Notes is appropriate in view of their individual situation. Any investor should, in particular:

(i) have the necessary expertise and experience to appropriately assess the Notes, the chances and risks of the investment and the information contained in this Prospectus;

(ii) have access to and knowledge of suitable methods of analysis in order to be able to evaluate the influence the Notes will have on its entire investment portfolio within the context of its financial situation;

(iii) have at its disposal sufficient financial reserves and liquidity to compensate all risks associated with an investment in the Notes, including the payment of capital or interest in one or more currencies, or the possibility that capital or interest may be denominated in a currency different to that used or preferred by the investor;

(iv) thoroughly read and understand the Terms and Conditions of the Notes; and

(v) be able to (either on its own or with the assistance of a financial advisor) evaluate possible developments in the economy, interest rates and other factors that could have an impact on the investment and the potential for risks to materialize.

Investments by certain investors are subject to investment laws and regulations and the supervision or regulation by certain authorities. Any potential investor should consult a financial advisor to determine if and to what extent (i) the Notes constitute a suitable investment for such an investor, (ii) the Notes may be used as collateral for different forms of borrowing, and (iii) other restrictions are applicable to any purchase or pledging of the Notes. Financial institutions should consult their legal advisors or regulator to determine how the Notes are to be classified according to applicable risk capital rules or comparable provisions.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

For the avoidance of doubt, the target market assessment does not constitute (i) an assessment of suitability or appropriateness for the purposes of MiFID II or (ii) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Notes.

UK MIFIR PRODUCT GOVERNANCE

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the

Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

USE OF PROCEEDS / ELIGIBLE ASSETS

It is the Issuer's intention to apply the proceeds from the issue of the Notes specifically to finance or refinance, projects, hereinafter collectively referred to as "**Eligible Assets**" that support the achievement of the United Nations ("**UN**") Sustainable Development Goals (SDGs) set by the UN for the years 2015 – 2030 in the domains of environmental sustainability and social development.

The Sole Global Coordinator makes no representation as to the suitability of the Notes to fulfil environmental and sustainability criteria required by prospective investors. The Sole Global Coordinator has neither undertaken, nor is it responsible for, any assessment of the Eligible Assets, any verification of whether the Eligible Assets meet the eligibility criteria of the sustainability bond framework (the "**Sustainability Bond Framework**" or the "**Framework**"), or the monitoring of the use of proceeds. Investors should refer to the Framework for information. Vigeo Eiris, the second-party opinion provider, has been appointed by the Issuer.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements. A forward-looking statement is a statement that does not relate to historical facts and events. They are based on analyses or forecasts of future results and estimates of amounts not yet determinable or foreseeable. These forward-looking statements are identified by the use of terms and phrases such as "anticipates", "believes", "estimates", "expects", "intends", "plans", "predicts", "projects", "targets" and similar terms and phrases, including references and assumptions. This applies, in particular, to statements in this Prospectus containing information on the future plans and expectations regarding AGRI RESOURCES' business and management, its growth and profitability, and general economic and regulatory conditions and other factors that affect it.

Forward-looking statements in this Prospectus are based on current estimates and assumptions that the Issuer makes to the best of its present knowledge. These forward-looking statements are subject to risks, uncertainties and other factors, which could cause actual results, including AGRI RESOURCES' financial condition and results of operations, to differ materially from, and be worse than, results that have expressly or implicitly been assumed or described in these forward-looking statements. AGRI RESOURCES' business is also subject to a number of risks and uncertainties that could cause actual developments to differ from the forward-looking statements, estimates or predictions in this Prospectus.

In light of the uncertainties and assumptions, it is also possible that the future events mentioned in this Prospectus may not occur or may differ materially from actual events. In addition, the forward-looking estimates and forecasts reproduced in this Prospectus from third party sources could prove to be inaccurate. The foregoing may prevent the Issuer from achieving its financial and strategic objectives.

The forward-looking statements contained in this Prospectus speak only as of the date on which they were made. Investors are advised that neither the Issuer nor the Sole Global Coordinator assumes any obligation and do not intend to, except as required by law, publicly release any updates or revisions to these forward-looking statements to reflect any change in the Issuer's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based or to adjust them in line with future events or developments.

SOURCES OF MARKET DATA

To the extent not otherwise indicated, the information contained in this Prospectus on the market environment, market developments, growth rates, market trends and competition in the markets in which AGRI RESOURCES operates are based on the Issuer's assessments. These assessments, in turn, are based in part on internal observations of the market and on various market studies.

Irrespective of the assumption of responsibility for the content of this Prospectus by the Issuer, the Issuer has not independently verified the figures, market data or other information on which third parties have based their studies. Accordingly, the Issuer makes no representation or warranty as to the accuracy of any such information from third-party studies. Prospective investors should note that the Issuer's own estimates and statements of opinion and belief are not always based on studies of third parties.

To the extent information contained in this Prospectus has been sourced from third parties, such information has been accurately reproduced and as far as the Issuer is aware and able to ascertain from information published by that respective third party, no facts have been omitted which would render the reproduced information inaccurate or misleading

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SUMMARY OF THIS PROSPECTUS

Section A - Introduction containing warnings

This Prospectus relates to the offer of the fixed-interest, non-subordinated, unsecured Notes to the public issued in Euro with the international securities identification number ("**ISIN**") DE000A287088 in the Federal Republic of Germany ("**Germany**") and in the Grand Duchy of Luxembourg ("**Luxembourg**").

Issuer and offeror of the Notes is AGRI RESOURCES GROUP S.A., Luxembourg, Legal Entity Identifier ("**LEI**") 529900BTVBBK80K2NX09, with its registered office 8 rue Dicks, L-1417 Luxembourg, Luxembourg (Phone: +(0)377 97 98 43 00; website: www.agri-resources.com) (the "**Issuer**" or the "**Company**" and together with its consolidated subsidiaries at the respective time, the "**Group**").

This Prospectus has been approved on 17 February 2021 by the competent authority for the approval of this Prospectus, the Commission de Surveillance du Secteur Financier ("**CSSF**") 283, route d'Arlon, L-1150 Luxembourg (telephone: +352 26 25 1 - 1 (switchboard), fax: +352 26 25 1 - 2601, email: direction@cssf.lu) in Luxembourg. The CSSF approved this Prospectus after having completed a completeness check, including a consistency and comprehensibility check in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus that has to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**").

The summary (the "**Summary**") should be read as an introduction to the prospectus; any decision to invest in the securities should be based on a consideration of the prospectus as a whole by the investor; the investor could lose all or part of the invested capital; where a claim relating to the information contained in a prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the prospectus before the legal proceedings are initiated; civil liability attaches only to those persons, who have tabled the summary including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the prospectus, or where it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities.

Section B - Key information on the issuer

B.1 Who is the issuer of the securities?

Domicile, legal form, LEI, legislation, country of incorporation

AGRI RESOURCES GROUP S.A. was established on 30 October 2015 and is incorporated as a public limited liability company under the laws of the Grand Duchy of Luxembourg (*société anonyme* – S.A.). The Issuer operates under the laws of the Grand Duchy of Luxembourg. Its registered office is located at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg. The Issuer is registered with the Luxembourg Register of Trade and Companies (*Registre de commerce et des sociétés, Luxembourg*) under number B201266.

The Issuer's LEI is 529900BTVBBK80K2NX09.

The Issuer's legal name is "AGRI RESOURCES GROUP S.A.". The Issuer also operates on the market under the commercial name "Agri Resources".

The issuer's principal activities

Established in 2015, AGRI RESOURCES GROUP S.A. (together with its subsidiaries "**AGRI RESOURCES**" or the "**Group**") is a holding company of an internationally operating group of companies specialised in the sustainable cultivation and processing of agricultural products. AGRI RESOURCES is *inter alia* focusing on the cultivation of crops in Sub-Saharan Africa and vanilla and spices in the regions of Madagascar and Mauritius that are being marketed *inter alia* to retail and commercial customers in Europe and Asia. The cultivated agricultural products range from import substitution crops to vanilla, spices and niche products.

The Group's business operations are divided into three business units: "**Agriculture**", "**Fruits & Vegetables**" and "**Vanilla & Spices**". In the Agriculture business unit the Group develops and prepares land for fast-growing, quick-rotating crops in multiple locations across Africa (*e.g.* Republic of Guinea, Republic of Congo and Ghana) to supply local and neighbouring market demands while in the Fruits & Vegetables business unit fresh fruits and vegetables and vegetable-based foods are being processed (canned) and marked locally and internationally. In the Vanilla & Spices business unit the Group produces or procures, processes and exports high quality vanilla, spices,

coffee and niche products in Madagascar and Mauritius. In addition to using land owned or leased by it, AGRI RESOURCES sources green vanilla and spices from local producers while the vanilla is being exported to manufacturers and importers internationally.

The Group relies on long-term and sustainable relationships with farmers, growers, customers and business partners and delivers its products to local markets in Western Africa as well as to end-users worldwide. In particular, the vanilla produced by AGRI RESOURCES is exported to manufacturers and importers at an international level. Some of the products have been supplied since 2011 by its parent company Agricorp Invest S.A. ("**AGRICORP**") which manages the agro-industrial division of Monaco Resources Group S.A.M. ("**MONACO RESOURCES GROUP**"), an international diversified natural resources group specialized in production, trade and services related to the natural resources sector. Since 2014, AGRICORP and AGRI RESOURCES expanded the agricultural activities and invested in sourcing sites in Guinea, Madagascar, Congo, Ghana and most recently Benin. AGRI RESOURCES has a current presence in 11 countries.

During the financial year ended 31 December 2020, AGRI RESOURCES's average number of employees, converted to full-time equivalents was 519 of which 518 FTEs were employed outside of Luxembourg (during the financial year ended 2019: 360 FTEs of which 360 were employed outside of Luxembourg).

Identity of the issuer's key managing directors

The Issuer's board of directors consists of:

- Anouar Belli;
- Mehdi Megdoud; and
- Sébastien Yves Maurin.

All powers not expressly reserved to the shareholders by law or the Issuer's articles of association fall within the competence of the board of directors, which has full power to carry out and approve all acts and operations consistent with the Company's corporate purpose.

The issuer's major shareholders, including whether it is directly or indirectly owned or controlled and by whom

The Issuer is wholly-owned by AGRICORP, while AGRICORP is a wholly-owned subsidiary of Agricorp S.A.M., which, in turn, is a wholly-owned subsidiary of MONACO RESOURCES GROUP. To the extent known to the Issuer, MONACO RESOURCES GROUP is controlled by Cycorp First Investment Ltd. ("**Cycorp**") as the majority shareholder holding 100% of the share capital of MONACO RESOURCES GROUP. Accordingly, Cycorp indirectly controls the Issuer. To the extent known to the Issuer, the ultimate beneficial shareholder of Cycorp with more than 25% is Pascale Younès.

Identity of the issuer's statutory auditor

The Issuer's consolidated financial statements for the years ended 31 December 2020 and 31 December 2019, respectively, have been audited by Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Am Kupfergraben 4-4a, 10117 Berlin, Germany ("**Baker Tilly**"), as independent auditors. Baker Tilly is a member of the professional body of accountants (*Mitglied der Wirtschaftsprüferkammer*) in Germany.

B.2 What is the key financial information regarding the issuer?

The following selected financial information of the Issuer has been taken or derived from the audited consolidated financial statements of the Company as of and for the fiscal years ended 31 December 2020 and 31 December 2019, respectively (the "**Consolidated Financial Statements**"). The Consolidated Financial Statements were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as adopted by the European Union and its interpretations adopted by the International Accounting Standards Board (**IASB**).

B.2.1 Selected consolidated information on the Profit and Loss account of the Issuer

IFRS	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2019
	(in € thousand)	
	(audited)	
Operating profit	**2.756**	**2.010**

B.2.2 Selected consolidated balance sheet information of the Issuer

IFRS	As of December 31, 2020	As of December 31, 2019
	(in € thousand)	
	(audited)	
Total equity	**151.268**	**152.052**
Net financial debt (*)	**25.337**	**23.510**

(*) Non-current and current financial liabilities (excluding provisions, accruals, trade payables, net related parties and taxes and similars) less cash and cash equivalents.

B.2.3 Selected consolidated cash flow information of the Issuer

IFRS	Fiscal year ended December 31, 2020	Fiscal year ended December 31, 2019
	(in € thousand)	
	(audited)	
Cash flow from operating activities	**-3.063**	**-1.781**
Cash flow from investment activities	**-12.257**	**-5.118**
Cash flow from financing activities	**15.648**	**4.674**

B.3 What are the key risks that are specific to the issuer?

B.3.1 Industry- and market-specific risks

- The Group is dependent on the overall economic situation and the economic development and is exposed to the risk of political or economic instability in the markets in which it operates, in particular on the African continent.

B.3.2 Risks related to the Group´s business

- The availability and prices of the agricultural commodities and agricultural commodity products AGRI RESOURCES procures, stores, transports and merchandises can be affected by weather conditions, disease, government programs, competition, and various other factors beyond the Group's control.
- AGRI RESOURCES' business may be adversely affected by unfavorable weather conditions or natural calamities that reduce agricultural production.
- AGRI RESOURCES depends on maintenance of access to land subject to contracts with farmers and/or local agencies.
- Changing worldwide demand for food could have an effect on the price of farm commodities and, consequently, the demand for certain agricultural equipment.

B.3.3 Environmental, Social and Governance (ESG) risks

- The Group's operations could be adversely affected by natural disasters, pandemics, epidemics outbreaks of infectious diseases such as the recent SARS-CoV-2 pandemic or other catastrophic events beyond the Group's control.
- There is a risk of liability as a disrupter of behavior or condition due to operational contamination of land and/or other environmental pollution.

B.3.4 Legal, Regulatory and Tax risks

- Risks may result from legal disputes.
- The Group and more particular its operating entities are subject to a wide variety of regulations and may face substantial liability if any fail to comply with existing or future regulations applicable to its businesses.

B.3.5 Risks related to the Group´s shareholder structure

- The Issuer serves as a holding company and bears risks arising from the financing structure of the Issuer and its subsidiaries.

Section C – Key information on the securities

C.1 What are the main features of the securities?

Type, class and ISIN of the securities offered

The securities (International Securities Identification Number (ISIN): DE000A287088; security identification number (WKN): A28708) are fixed-interest bearer notes.

Currency, denomination, par value, the number of securities issued and the term of the securities

The currency of the securities issue is Euro/€. The Group issues up to 50,000 bearer notes with a principal amount of EUR 1,000.00 (the "**Principal Amount**") each at a aggregate principal amount of up to EUR 50,000,000.00 (the "**Aggregate Principal Amount**"). The Notes are due on 17 March 2026 (the "**Notes**" or the "**Notes 2021/2026** ").

Rights attached to the securities

The holders of the Notes 2021/2026 are entitled to annual interest payments. Interest is payable beginning from the issue date on 17 March 2021 (the "**Issue Date**") (inclusively) until the first interest payment day on 17 March 2022 (exclusively) and afterwards in arrears from the interest payment day of each year (inclusively) until the following interest payment day (exclusively). If the Issuer experiences a change of control (as defined in the Terms and Conditions), the Holders of the Notes will have the right to require the Issuer to offer to repurchase the Notes at a purchase price equal to 101% of their Principal Amount, plus accrued and unpaid interest, if any, to, but excluding, the date of repurchase. The Terms and Conditions also provide for a series of events of default which entitle each Noteholder, if such event of default is continuing, to declare due and payable by submitting a termination notice to the Issuer its entire claims arising from the Notes and demand (subject to certain exemptions) immediate redemption at the Principal Amount thereof together with unpaid interest accrued to (but excluding) the date of actual redemption. In particular, an event of default under the Terms and Conditions of the Notes arises if there is a payment default.

Ranking

The obligations under the Notes 2021/2026 constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer ranking pari passu among themselves and pari passu with all other unsecured and unsubordinated obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.

Limitations

If the tax laws applicable to the Issuer change in such a way that the Issuer is obliged to pay additional taxes or fees and this obligation cannot be avoided by taking reasonable measures, the Notes may be redeemed, in whole but not in part, at the Issuer's option at any time at their Principal Amount together with the interest accrued up to the date fixed for the redemption.

Interest rate

The Notes 2021/2026 will bear interest at a rate of 8.00% per annum as from 17 March 2021 (inclusively) until 17 March 2026 (exclusively). Interest is payable in arrears on 17 March of each year, *i.e.* on 17 March 2022, 17 March 2023, 17 March 2024, 17 March 2025 and, for the last time, on 17 March 2026. If the due date for interest is not a business day, interests will be payable on the next business day.

Repayment procedure

The Issuer will redeem the Notes 2021/2026 on 17 March 2026 (the "**Maturity Date**") at 100 % of their Principal Amount unless previously redeemed.

C.2 Where will the securities be traded?

The inclusion of the Notes 2021/2026 to trading on the unregulated market (*Open Market – Quotation Board*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which does not qualify as a regulated market for purposes of the Markets in Financial Instruments Directive II (Directive 2014/65/EU, "**MiFID II**"), is expected to take place on 17 March 2021.

C.3 What are the key risks that are specific to the securities?

C.3.1 Risks relating to the offer to the public of the Notes 2021/2026

- The Notes are not appropriate for every investor.
- There is a risk of early redemption of the Notes.
- There is a risk of a partial or total failure of the Issuer to make interests and/or redemption payments.

C.3.2 Risks in connection with the Exchange Offer

- Noteholders of the existing 8.00% 2016/2021 bearer Notes (as defined below in D.1) who accept the Exchange Offer (as defined below) will acquire new bearer notes which will become due for repayment only after the 2016/2021 bearer Notes.

C.3.3 Risks related to the classification as Sustainable Bond

- The Notes 2021/2026 may not be a suitable investment for all investors seeking exposure to assets with green characteristics.

Section D – Key information on the offer of securities to the public and/or admission to trading on a regulated market

D.1 Under which condition and timetable can I invest in this security?

Terms and conditions of the offer as well as plan for distribution

The Issuer is offering up to EUR 50,000,000.00 8.00% notes due on 17 March 2026 in a denomination of EUR 1,000.00 in Germany and Luxembourg (the "**Offer**"). The Offer consists of the following:

(i) a public exchange offer by the Issuer in Germany and Luxembourg, to be made exclusively by the Issuer to holders of the 8.00% 2016/2021 Notes (the "**Notes 2016/2021**") to exchange their 2016/2021 Notes for the newly offered Notes, which will be published on the Issuer's website (www.agri-resources.com) under the heading "Investor Area" on 19 February 2021 and in the Federal Gazette (*Bundesanzeiger*) (the "**Exchange Offer**") including a multiple purchase option, under which participants in the Exchange Offer may subscribe for additional Notes ("**Multiple Purchase Option**");

Holders of Notes 2016/2021, who want to offer their notes for exchange will receive, upon execution of the Exchange Offer, ten Notes 2021/2026 with a nominal value of EUR 1,000.00 for each Note 2016/2021 with a nominal value of EUR 10,000.00 and Accrued Interest (as defined below). "**Accrued Interest**" means the interest accrued pro rata from the last interest payment date (inclusive) of the Notes 2016/2021 until the Issue Date of the Notes 2021/2026 (exclusive).

(ii) an offer of securities to the public made by the Issuer in Germany and Luxembourg, which is made exclusively via the subscription functionality *Direct Place* of the Frankfurt Stock Exchange (*Zeichnungsfunktionalität der Frankfurter Wertpapierbörse*) in the XETRA trading system or the trading system replacing such trading system for the collection and settlement of subscription orders (the "**Subscription Functionality**") (the "**Subscription Offer**") (the Exchange Offer (including the Multiple Purchase Option) and the Subscription Offer together the "**Public Offer**").

There will be no offer of securities to the public outside Germany and Luxembourg. In Luxembourg, the Exchange Offer (including the Multiple Purchase Option) and the Subscription Offer will be communicated by placing an advertisement in the *Tageblatt*.

In addition, an exempt offer of the Notes to qualified investors in member states of the European Economic Area other than the United States of America (the "**United States**"), Canada, Australia and Japan will be made in accordance with the applicable exemptions for private placements, in particular pursuant to Article 1 (4) of the Prospectus Regulation or any equivalent exemptions under this regulation (the "**Private Placement**").

Expected timetable of the offer

It is expected that the Notes will be offered as follows (the "**Offer Period**"):

- The Exchange Offer will commence on 19 February 2021 and will end on 5 March 2021 (12:00 (noon) CET).
- The Subscription Offer will commence on 24 February 2021 and will end on 10 March 2021 (12:00 (noon) CET).
- The Private Placement will take place from 24 February 2021 to 10 March 2021 (12:00 (noon) CET).

In the event of an Over-Subscription (as defined below), the Offer Period will end, however, before the aforementioned time, on the respective trading day on which such oversubscription has occurred.

An "**Over-Subscription**" occurs if the total amount of the subscription offers received exceeds the Aggregate Principal Amount of the Notes offered. Once an Over-Subscription occurs, the Issuer has the right to reduce offers or reject individual subscriptions under the Exchange Offer and under the Subscription Offer in its absolute discretion and after consultation with futurum bank AG, Frankfurt am Main, Germany ("**futurum bank**") acting as Sole Global Coordinator. In the event of a reduction or rejection of subscriptions, investors will be repaid the respective subscription amount. Investors will be informed via their deposit bank to which extent their subscriptions were accepted.

The Issuer reserves the right to extend or shorten the offer period for the Exchange Offer, the Subscription Offer and/or the Private Placement. The Issuer may without stating any reasons extend or shorten the offer period, terminate the exchange early or withdraw the Exchange Offer, the Subscription Offer and/or the Private Placement at any time in its sole and absolute discretion. Any shortening or extension of the Offer Period will be published on the Issuer's website www.agri-resources.com under the heading "Investor Area" and in the Federal Gazette (*Bundesanzeiger*). In addition, the Issuer shall, if necessary, obtain CSSF's approval of any supplement to this Prospectus and publish it in the same manner as this Prospectus.

Plans for Distribution

When the Notes are allocated, first the subscription offers which are received as part of the Exchange Offer shall be taken into account and fully allocated, provided they are received by futurum bank acting – via CACEIS BANK S.A., Germany Branch with business address at Lilienthalallee 36, 80939 Munich, Germany, registered with the local court (*Amtsgericht*) of Munich under HRB 229834 – as the main exchange agent no later than 5 March 2021 12:00 (noon) CET. Subscription offers which are received via the Subscription Functionality in the context of the Subscription Offer shall be fully allocated thereafter and, as long as no Over-Subscription occurs, in full.

Estimate of the total expenses of the issue and/or the offer, including estimated expenses charged to the investor by the issuer or the offeror

The total expenses of the issue (including non-performance related costs, in particular legal fees and auditor's fees, as well as costs dependent on the principal amount of the finally issued Notes, in particular in the form of the Sole Global Coordinator's commission) amount to up to approximately EUR 2,000,000.00 (the "**Total Issue Costs**"). The Issuer will not charge to the investor any expenses arising in connection with the issue of the Notes. The depositary institutions will usually charge to the Noteholders fees for executing the subscription orders. Potential Noteholders should obtain information as to the amount of the respective fees from their depositary institution in advance.

D.2 Why is this Prospectus being produced?

Reasons for the offer

The reason for the Offer is to generate proceeds from the issuance of the Notes, which is the subject matter of this Prospectus.

Purpose of proceeds and estimated net proceeds

In connection with the Offer, the Issuer may receive expected issue proceeds of approximately up to EUR 50,000,000.00 million on the basis of a full placement of the Notes 2021/2026 in the amount of EUR 50,000,000.00 (before deduction of Total Issue Costs). The Issuer intends to use the net issue proceeds, *i.e.* the issue proceeds resulting from the Public Offer and the Private Placement or the liquidity resulting from the acceptance of the Exchange Offer, after deduction of the Total Issue Costs (the "**Net Issue Proceeds**"), as the case may be, to finance or refinance projects that support the achievement of the United Nations ("**UN**") "Sustainable Development Goals" set by the UN for the years 2015 – 2030 in the domains of environmental sustainability and social development. Furthermore Net Issue Proceeds may be used for the repayment of the Notes 2016/2021 and

potential acquisitions.The actual amount of the Net Issue Proceeds, however, will largely depend on the rate of acceptance of the Exchange Offer on the one hand and the exercise of the Multiple Purchase Option as well as the acceptance quotas of the Subscription Offer and the rate of placement within the Private Placement on the other hand.

As per the date of this Prospectus, Notes 2021/2026 in the amount of EUR 16,120.000,00 are outstanding. In the event of a full placement of the Notes 2021/2026 in the amount of EUR 16,120,000.00 by way of the Exchange Offer to the holders of the 2016/2021 Notes and, thus, a partly nonplacement of the Notes 2021/2026 by way of the Subscription Offer and the Private Placement, the Issuer would not receive the full amount of the issue proceeds but an amount equal to EUR 33,880,000.00 (calculated as the expected gross proceeds less the redemption amount for the outstanding Notes 2016/2021). In this case, however, the Issuer could obtain liquidity due to the partial lapse of the obligation to pay the redemption amount otherwise due for the Notes 2016/2021 on 27 June 2021 (maturity date), which are currently outstanding, for redemption in the total amount of EUR 16,120,000.00.

In the inverse event of a full placement of the Notes 2021/2026 in the amount of EUR 50,000,000.00 by way of the exercise of the Multiple Purchase Option, the Subscription Offer and the Private Placement, *i.e.* a full non-placement of the Notes by way of the Exchange Offer, the issue proceeds would amount to EUR 50,000,000.00. In this case, the Issuer would have to fully redeem the 2016/2021 Notes on 27 June 2021.

Underwriting agreement

Not applicable. There is no underwriting agreement with an institution.

Interests material to the issuer/offering including conflicting interests

In connection with this issue and the listing of the Notes, futurum bank acting as Sole Global Coordinator and main exchange agent is in a contractual relationship with the Issuer. Upon successful completion of the offer, futurum bank will receive a fee, the amount of which will be contingent, *inter alia*, on the aggregate principal amount of the Notes placed in the course of the offering. In this respect, futurum bank has an economic interest in the successful implementation of the offering, which can give rise to a conflict of interests.

Furthermore, Bankhaus Gebr. Martin Aktiengesellschaft, with business address at Kirchstr. 35, 73033 Göppingen, Germany, registered in the Commercial Register of the Local Court (*Amtsgericht*) of Ulm under HRB 533403 ("**Bankhaus Gebr. Martin**") acting as paying agent of the Notes has a contractual relationship with the Issuer. If the offer is successful, Bankhaus Gebr. Martin will receive a remuneration, the amount of which will depend, among other things, on the total nominal amount of the Notes placed in connection with the offer. In this respect, Bankhaus Gebr. Martin also has an economic interest in the successful execution of the offer, from which a potential conflict of interest may arise.

DEUTSCHE ÜBERSETZUNG DER ZUSAMMENFASSUNG DES PROSPEKTS

Abschnitt A – Einleitung mit Warnhinweisen

Dieser Prospekt bezieht sich auf das öffentliche Angebot der festverzinslichen, nicht nachrangigen, unbesicherten, in Euro ausgegebenen Schuldverschreibungen mit der internationalen Wertpapieridentifikationsnummer („**ISIN**“) DE000A287088 in der Bundesrepublik Deutschland („**Deutschland**“) und im Großherzogtum Luxemburg („**Luxemburg**“).

Emittentin und Anbieterin der Schuldverschreibungen ist AGRI RESOURCES GROUP S.A., Luxemburg, Rechtsträgerkennung (*Legal Entity Identifier* - „**LEI**“) 529900BTVBBK80K2NX09, mit Sitz in 8 rue Dicks, L-1417 Luxemburg, (Telefon: + 377 97 98 43 00; Webseite: www.agri-resources.com) (die „**Emittentin**“, die „**Gesellschaft**“ und zusammen mit ihren konsolidierten Tochtergesellschaften zum jeweiligen Zeitpunkt, die „**Gruppe**“).

Dieser Prospekt wurde am 17. Februar 2021 von der für die Billigung dieses Prospekts zuständigen Behörde, der Commission de Surveillance du Secteur Financier („**CSSF**“) 283, route d'Arlon, L-1150 Luxemburg (Telefon: +352 26 25 1 – 1 (Zentrale), Fax: +352 26 25 1 - 2601, E-Mail: direction@cssf.lu) gebilligt. Die CSSF billigte diesen Prospekt nach Abschluss einer Vollständigkeitsprüfung, einschließlich einer Prüfung der Konsistenz und Verständlichkeit gemäß der Verordnung (EU) 2017/1129 des Europäischen Parlaments und des Rates vom 14. Juni 2017 über den Prospekt, der bei m öffentlichen Angebot von Wertpapieren oder bei deren Zulassung zum Handel an einem geregelten Markt zu veröffentlichen ist (die „**Prospektverordnung**“).

Die Zusammenfassung (die „**Zusammenfassung**“) ist als Prospekteinleitung zu verstehen; Anleger sollten sich bei der Entscheidung, in die Wertpapiere zu investieren, auf den Prospekt als Ganzes stützen; Anleger könnten das gesamte angelegte Kapital oder einen Teil davon verlieren. Für den Fall, dass vor einem Gericht Ansprüche aufgrund der in einem Prospekt enthaltenen Informationen geltend gemacht werden, kann der als Kläger auftretende Anleger nach nationalem Recht die Kosten für die Übersetzung des Prospekts vor Prozessbeginn zu tragen haben. Zivilrechtlich haften nur diejenigen Personen, die die Zusammenfassung samt etwaiger Übersetzungen vorgelegt und übermittelt haben, und dies auch nur für den Fall, dass die Zusammenfassung, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, irreführend, unrichtig oder widersprüchlich ist oder dass sie, wenn sie zusammen mit den anderen Teilen des Prospekts gelesen wird, nicht die Basisinformationen vermittelt, die in Bezug auf Anlagen in die betreffenden Wertpapiere für die Anleger eine Entscheidungshilfe darstellen würden.

Abschnitt B – Basisinformationen über den Emittenten

B.1 Wer ist der Emittent der Wertpapiere?

Sitz, Rechtsform des Emittenten, seine LEI, für ihn geltendes Recht und Land der Eintragung

AGRI RESOURCES GROUP S.A. wurde am 30. Oktober 2015 gegründet und ist als Aktiengesellschaft nach dem Recht des Großherzogtums Luxemburg (*société anonyme - S.A.*) eingetragen. Für die Emittentin gilt das Recht des Großherzogtums Luxemburg. Ihr eingetragener Sitz befindet sich in 8 rue Dicks, L-1417 Luxemburg, Großherzogtum Luxemburg. Die Emittentin ist im luxemburgischen Handels- und Gesellschaftsregister (*Registre de commerce et des sociétés, Luxembourg*) unter der Nummer B201266 eingetragen.

Die LEI-Nummer der Emittentin lautet: 529900BTVBBK80K2NX09.

Der rechtliche Name der Emittentin lautet „AGRI RESOURCES GROUP S.A.“. Die Emittentin tritt im Markt auch unter dem Handelsnamen "Agri Resources" auf.

Haupttätigkeiten des Emittenten

Die 2015 gegründete AGRI RESOURCES GROUP S.A. (zusammen mit ihren Tochtergesellschaften „**AGRI RESOURCES**“ oder die „**Gruppe**“) ist eine Holdinggesellschaft einer international tätigen Unternehmensgruppe, die sich auf den nachhaltigen Anbau und die Verarbeitung von landwirtschaftlichen Produkten spezialisiert hat. AGRI RESOURCES konzentriert sich unter anderem auf den Anbau von Nutzpflanzen in Afrika südlich der Sahara sowie auf Vanille und Gewürze in den Regionen Madagaskar und Mauritius, die unter anderem an Einzelhandel- und Gewerbekunden in Europa und Asien vermarktet werden. Die angebauten landwirtschaftlichen Produkte reichen von Importsubstitutionskulturen bis hin zu Vanille, Gewürzen und Nischenprodukten.

Die Geschäftstätigkeit von AGRI RESOURCES ist in drei Geschäftsbereiche unterteilt: „Landwirtschaft“, „Obst & Gemüse“ und „Vanille & Gewürze“. Im Geschäftsbereich „Landwirtschaft“ entwickelt und bereitet der Konzern an mehreren Standorten in Afrika (z. B. Republik Guinea, Republik Kongo und Ghana) Land für schnell

wachsende, schnell rotierende Kulturen vor, um die lokale und benachbarte Marktnachfrage zu befriedigen während im Geschäftsbereich „Obst & Gemüse“ frisches Obst und Gemüse sowie Lebensmittel auf Gemüsebasis verarbeitet (konserviert) und lokal und international vermarktet werden. Im Geschäftsbereich „Vanille & Gewürze“ werden in Madagaskar und Mauritius hochwertige Vanille, Gewürze, Kaffee und Nischenprodukte produziert oder beschafft, verarbeitet und exportiert. Neben der Nutzung von eigenem oder gepachtetem Land bezieht AGRI RESOURCES grüne Vanille und Gewürze von lokalen Produzenten, während die Vanille an Hersteller und Importeure international exportiert wird.

Die Gruppe stützt sich auf langfristige und nachhaltige Beziehungen zu Landwirten, Erzeugern, Kunden und Geschäftspartnern und liefert ihre Produkte auf die lokalen Märkte in Westafrika sowie an Endverbraucher weltweit. Insbesondere die von AGRI RESOURCES produzierte Vanille wird an Hersteller und Importeure auf internationaler Ebene exportiert. Einige der Produkte werden seit 2011 von der Muttergesellschaft Agricorp Invest S.A. („**AGRICORP**“) geliefert, die die agro-industrielle Abteilung der Monaco Resources Group S.A.M. („**MONACO RESOURCES GROUP**“), einer internationalen diversifizierten Gruppe für natürliche Ressourcen, die auf Produktion, Handel und Dienstleistungen im Zusammenhang mit dem Sektor der natürlichen Ressourcen spezialisiert ist, leitet. Seit 2014 erweiterten AGRICORP und AGRI RESOURCES die landwirtschaftlichen Aktivitäten und investierten in Beschaffungsstandorte in Guinea, Madagaskar, Kongo, Ghana und zuletzt in Indonesien. AGRI RESOURCES ist derzeit in 11 Ländern vertreten.

Während des zum 31. Dezember 2020 endenden Geschäftsjahres betrug die durchschnittliche Anzahl der Mitarbeiter von AGRI RESOURCES, umgerechnet in Vollzeitbeschäftigte („**Vollzeitbeschäftigte**“), 519 Vollzeitbeschäftigte, von denen 518 außerhalb von Luxemburg beschäftigt waren (während des zum 31. Dezember 2019 endenden Geschäftsjahres: 360 Vollzeitbeschäftigte, von denen 360 außerhalb von Luxemburg beschäftigt waren).

Identität der Hauptgeschäftsführer des Emittenten

Der Vorstand (*Board of directors*) der Gesellschaft besteht aus:

- Anouar Belli;
- Mehdi Megdoud; und
- Sébastien Yves Maurin.

Alle Befugnisse, die nicht ausdrücklich durch Gesetz oder Satzung der Emittentin den Aktionären vorbehalten sind, fallen in die Zuständigkeit des Vorstands, der die volle Befugnis hat, alle Handlungen und Operationen, die mit dem Gesellschaftszweck der Gesellschaft in Einklang stehen, durchzuführen und zu genehmigen.

Hauptanteilseigner der Emittentin, einschließlich der Angabe, ob an ihr unmittelbare oder mittelbare Beteiligungen oder Beherrschungsverhältnisse bestehen und wer die Beteiligung hält oder die Beherrschung ausübt

Sämtliche Anteile der Emittentin werden von AGRICORP gehalten, die wiederum eine hundertprozentige Tochtergesellschaft der AGRICORP S.A.M. ist. Letztere ist eine hundertprozentige Tochtergesellschaft der MONACO RESOURCES GROUP. Soweit der Emittentin bekannt ist, wird die MONACO RESOURCES GROUP wiederum von der Cycorp First Investment Ltd. („**Cycorp**“) als Mehrheitsgesellschafterin, der 100% des Grundkapitals der MONACO RESOURCES GROUP hält, beherrscht. Demzufolge wird die Emittentin indirekt von der Cycorp. beherrscht. Soweit der Emittentin bekannt ist, ist der wirtschaftliche Letztbegünstigte der Cycorp mit mehr als 25 % Pascale Younès.

Identität des Abschlussprüfers

Die Konzernabschlüsse der Emittentin für die zum 31. Dezember 2020 bzw. zum 31. Dezember 2019 endenden Geschäftsjahre wurden von der Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Am Kupfergraben 4-4a, 10117 Berlin, Deutschland („**Baker Tilly**“) als unabhängige Abschlussprüfer geprüft. Baker Tilly ist Mitglied der deutschen Wirtschaftsprüfungskammer.

B.2 Welches sind die wesentlichen Finanzinformationen über den Emittenten?

Die folgenden ausgewählten Finanzinformationen der Gesellschaft wurden den geprüften Konzernabschlüssen für die zum 31. Dezember 2020 bzw. zum 31. Dezember 2019 endenden Geschäftsjahre (die „**Konzernabschlüsse**“) entnommen oder hieraus abgeleitet. Die Konzernabschlüsse wurden im Einklang mit den von der Europäischen Union verabschiedeten International Financial Reporting Standards („**IFRS**“) und ihren Interpretationen, wie sie vom International Accounting Standards Board („**IASB**“) herausgegeben wurden, erstellt.

B.2.1 Ausgewählte Daten zur Gewinn- und Verlustrechnung der Emittentin

IFRS	Geschäftsjahr endend zum 31. Dezember	
	2020	2019
	(in EUR Tausend)	
	(geprüft)	
Operative Gewinnmarge	**2.756**	**2.010**

B.2.2 Ausgewählte Bilanzdaten der Emittentin

IFRS	Zum 31. Dezember	
	2020	2019
	(in EUR Tausend)	
	(geprüft)	
Eigenkapital	**151.268**	**152.052**
Nettofinanzverbindlichkeiten (*)	**25.337**	**23.510**

(*) Langfristige und kurzfristige Finanzverbindlichkeiten (ohne Rückstellungen, Verbindlichkeiten aus Lieferungen und Leistungen, verbundene Unternehmen und Steuern und sonstiges) abzüglich liquider Mittel (d.h. Kassenbestände und Barmitteläquivalente).

B.2.3 Ausgewählte Daten zur Kapitalflussrechnung der Emittentin

IFRS	Geschäftsjahr endend zum 31. Dezember	
	2020	2019
	(in EUR Tausend)	
	(geprüft)	
Cashflow aus betrieblichen Aktivitäten	**-3.063**	**-1.781**
Cashflow aus Investitionstätigkeiten	**-12.257**	**-5.118**
Cashflow aus Finanzierungstätigkeiten	**15.648**	**4.674**

B.3 Welches sind die zentralen Risiken, die für den Emittenten spezifisch sind?

B.3.1 Branchen- und marktspezifische Risiken

- Die Gruppe ist von der allgemeinen Wirtschaftslage und der wirtschaftlichen Entwicklung abhängig und zudem dem Risiko politischer oder wirtschaftlicher Instabilität der Märkte, auf denen sie tätig ist, ausgesetzt, insbesondere im Hinblick auf den afrikanischen Kontinent.

B.3.2 Risiken im Zusammenhang mit der Geschäftstätigkeit der Gruppe

- Die Verfügbarkeit und die Preise der von AGRI RESOURCES beschafften Agrarrohstoffe und Agrarrohstoffprodukte, die gelagert, transportiert und verkauft werden, können durch Wetterbedingungen, Krankheiten, Regierungsprogramme, Wettbewerb und verschiedene andere Faktoren, die sich der Kontrolle der Gruppe entziehen, beeinflusst werden.
- Die Geschäftstätigkeit von AGRI RESOURCES kann durch ungünstige Wetterbedingungen oder Naturkatastrophen, die die landwirtschaftliche Produktion verringern, beeinträchtigt werden.
- AGRI RESOURCES ist von der Aufrechterhaltung des Zugangs zu Land abhängig, der von Verträgen mit Landwirten und/oder lokalen Behörden abhängig ist.
- Eine sich ändernde weltweite Nachfrage nach Lebensmitteln könnte sich auf die Preise für landwirtschaftliche Rohstoffe und damit auf die Nachfrage nach bestimmten landwirtschaftlichen Erzeugnissen auswirken.

B.3.3 Umwelt-, Sozial- und Governance-Risiken (ESG-Risiken)

- Die Tätigkeit der Gruppe könnte durch Naturkatastrophen, Pandemien, Ausbrüche von Infektionskrankheiten wie die jüngste SARS-CoV-2-Pandemie oder andere katastrophale Ereignisse, die sich der Kontrolle der Gruppe entziehen, nachteilig beeinflusst werden.
- Es besteht das Risiko einer Verhaltensstörer- oder Zustandsstörerhaftung aufgrund betrieblicher Kontamination von Land und/oder anderer Umweltverschmutzung.

.B.3.4 Rechtliche, regulatorische und steuerliche Risiken

- Risiken können sich aus Rechtsstreitigkeiten ergeben.
- Die Gruppe und insbesondere ihre operativen Einheiten unterliegen einer Vielzahl von Vorschriften, sodass sie bei jedem Verstoß gegen bestehende oder künftige Vorschriften, die für ihre Geschäfte gelten, mit einer erheblichen Haftung konfrontiert werden können.

B.3.5 Risiken im Zusammenhang mit der Aktionärsstruktur der Gruppe

- Die Emittentin ist als Holdinggesellschaft organisiert und birgt daher Risiken, die sich aus der Finanzierungsstruktur der Emittentin und ihrer Tochtergesellschaften ergeben.

Abschnitt C – Basisinformationen über die Wertpapiere

C.1 Welches sind die wichtigsten Merkmale der Wertpapiere?

Art, Gattung und ISIN der angebotenen Wertpapiere

Die Wertpapiere (ISIN): DE000A287088; Wertpapierkennnummer (WKN): A28708) sind festverzinsliche Inhaberschuldverschreibungen.

Währung, Stückelung, Nennwert, Anzahl und Laufzeit der begebenen Wertpapiere

Die Währung der Wertpapieremission ist Euro/EUR. Die Emittentin begibt bis zu 50.000 Inhaberschuldverschreibungen im Nennwert von je EUR 1.000,00 zu einem Gesamtnennwert von bis zu EUR 50.000.000,00. Die Schuldverschreibungen haben eine Laufzeit bis zum 17. März 2026 (die „**Schuldverschreibungen**“ bzw. die „**Schuldverschreibungen 2021/2026**“).

Mit den Wertpapieren verbundene Rechte

Die Inhaber der Schuldverschreibungen 2021/2026 haben Anspruch auf jährliche Zinszahlungen. Die Zinsen sind ab dem Begebungstag am 17. März 2021 (der „**Begebungstag**“) (der (einschließlich) bis zum ersten Zinszahlungstag am 17. März 2021 (ausschließlich) und anschließend ab dem Zinszahlungstag jeden Jahres (einschließlich) bis zum folgenden Zinszahlungstag (ausschließlich) nachträglich zahlbar.

Im Falle eines Kontrollwechsels bei der Emittentin (wie in den Anleihebedingungen definiert) haben die Inhaber der Schuldverschreibungen das Recht, von der Emittentin zu verlangen, dass sie ein Angebot zum Rückkauf der Schuldverschreibungen zu einem Kaufpreis in Höhe von 101% ihres Nennbetrags, zuzüglich aufgelaufener und nicht gezahlter Zinsen und zusätzlicher Beträge (wie hierin definiert), falls vorhanden, bis zum, aber ausschließlich des Rückkaufdatums, abgibt. Die Anleihebedingungen sehen zudem auch eine Reihe von Verzugsereignissen vor, die jeden Inhaber der Schuldverschreibungen berechtigen, falls ein solches Verzugsereignis andauert, seine gesamten Ansprüche aus den Schuldverschreibungen für fällig und zahlbar zu erklären, indem er der Emittentin seine gesamten Ansprüche aus den Schuldverschreibungen mittels einer Kündigungsmitteilung an die Emittentin übermittelt und (vorbehaltlich bestimmter Ausnahmen) die sofortige Rückzahlung zum Nennbetrag der Schuldverschreibungen zusammen mit aufgelaufenen und unbezahlten Zinsen bis zum (aber ausschließlich) Datum der tatsächlichen Rückzahlung verlangt. Insbesondere tritt ein Verzugsfall gemäß den Bedingungen der Schuldverschreibungen ein, wenn es zu einem Zahlungsausfall bei der Emittentin kommt.

Rang

Die Schuldverschreibungen 2021/2026 begründen unmittelbare, unbedingte, unbesicherte und nicht nachrangige Verpflichtungen der Emittentin, die untereinander und mit allen anderen unmittelbaren, unbesicherten und nicht nachrangigen Verpflichtungen der Emittentin gleichrangig sind, es sei denn, diesen Verpflichtungen wird aufgrund zwingender gesetzlicher Bestimmungen Vorrang eingeräumt.

Beschränkungen

Wenn sich die für die Emittentin geltenden Steuergesetze in der Weise ändern, dass die Emittentin zur Zahlung zusätzlicher Steuern oder Gebühren verpflichtet ist und diese Verpflichtung nicht durch angemessene Maßnahmen vermieden werden kann, können die Schuldverschreibungen nach Wahl der Emittentin jederzeit zum Nennbetrag zusammen mit den bis zum festgelegten Rückzahlungstermin aufgelaufenen Zinsen ganz, aber nicht teilweise, zurückgezahlt werden.

Zinssatz

Die Schuldverschreibungen 2021/2026 werden ab dem 17. März 2021 (einschließlich) bis 17. März 2026 (ausschließlich) mit 8.00% pro Jahr verzinst. Die Zinsen sind jeweils am 17. März eines jeden Jahres, d.h. am 17. März 2022, 17. März 2023, 17. März 2024, 17. März 2025 und letztmalig am 17. März 2026, rückwirkend zu zahlen. Ist das Fälligkeitsdatum für die Zinsen kein Geschäftstag, sind die Zinsen am nächsten Geschäftstag fällig.

Rückzahlungsverfahren

Die Emittentin wird die Schuldverschreibungen 2021/2026 am 17. März 2026 (das „**Fälligkeitsdatum**“) zu 100 % ihres Nennwertes zurückzahlen, sofern sie nicht zuvor bereits ganz oder teilweise zurückgezahlt wurden.

C.2 Wo werden die Wertpapiere gehandelt?

Die Aufnahme der Schuldverschreibungen 2021/2026 in den Handel am ungeregelten Markt (Open Market - Quotation Board) der Frankfurter Wertpapierbörse, der nicht als geregelter Markt im Sinne der Richtlinie über Märkte für Finanzinstrumente II (Richtlinie 2014/65/EU, „**MiFID II**“) gilt, wird voraussichtlich am 17. März 2021 erfolgen.

C.3 Welches sind die zentralen Risiken, die für die Wertpapiere spezifisch sind?

C.3.1 Risiken im Zusammenhang mit dem öffentlichen Angebot der Schuldverschreibungen 2021/2026

- Die Schuldverschreibungen sind nicht für jeden Anleger geeignet.
- Es besteht das Risiko einer vorzeitigen Rückzahlung der Schuldverschreibungen.
- Es besteht das Risiko, dass die Emittentin die Zins- und/oder Tilgungszahlungen teilweise oder vollständig nicht leisten kann.

C.3.2 Risiken im Zusammenhang mit dem Umtauschangebot

- Die Inhaber der bestehenden 8,00%-Inhaberschuldverschreibungen 2016/2021(wie unten in D.1 definiert), die das Umtauschangebot (wie nachstehend in Abschnitt D.1 definiert) annehmen, werden Inhaber neuer Schuldverschreibungen, die erst nach den Inhaberschuldverschreibungen 2016/2021 zur Rückzahlung fällig werden.

C.3.3 Risiken im Zusammenhang mit der Klassifizierung als nachhaltige Anleihe

- Die Schuldverschreibungen sind möglicherweise nicht für alle Anleger geeignet, die nach nachhaltigen Investitionsmöglichkeiten suchen.

Abschnitt D – Basisinformationen über das öffentliche Angebot von Wertpapieren und/oder die Zulassung zum Handel an einem regulierten Markt

D.1 Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?

Die Emittentin bietet bis zu EUR 50.000.000,00 8,00% (der „**Gesamtnennbetrag**“) Schuldverschreibungen mit Fälligkeit am 17. März 2026 in einer Stückelung von EUR 1.000,00 (der „**Nennbetrag**“) in Deutschland und Luxemburg an (das „**Angebot**“). Das Angebot setzt sich zusammen aus:

(i) einem öffentlichen Umtauschangebot der Emittentin in Deutschland und Luxemburg, welches ausschließlich durch die Emittentin durchgeführt wird, an die Inhaber der 8,00%-Schuldverschreibungen 2016/2021 (die „**Schuldverschreibungen 2016/2021**“) zum Umtausch ihrer 2016/2021-Schuldverschreibungen in die neu angebotenen Schuldverschreibungen, das am 19. Februar 2021 auf der Webseite der Emittentin (www.agri-resources.com) unter der Rubrik "Investor Area" und im Bundesanzeiger veröffentlicht wird (das „**Umtauschangebot**“), einschließlich einer Mehrerwerbsoption, bei der Teilnehmer des Umtauschangebots weitere Schuldverschreibungen zeichnen können („**Mehrerwerbsoption**“).

Inhaber von Schuldverschreibungen 2016/2021, die ihre Schuldverschreibungen 2016/2021 zum Umtausch anbieten wollen, erhalten bei Durchführung des Umtauschangebots je Schuldverschreibung 2016/2021 mit einem Nennbetrag von jeweils EUR 10.000,00 zehn neue Schuldverschreibungen 2021/2026 im Nennbetrag von je EUR 1.000,00 und Stückzinsen (wie nachstehend definiert). „**Stückzinsen**" bedeutet die anteilsmäßig angefallenen Zinsen vom letzten Zinszahlungstag (einschließlich) der Umtauschschuldverschreibungen bis zum Begebungstag der Neuen Schuldverschreibungen (ausschließlich).

(ii) einem öffentlichen Angebot der Emittentin in Deutschland und Luxemburg, das ausschließlich über die Zeichnungsfunktionalität *Direct Place* der Frankfurter Wertpapierbörse im XETRA-Handelssystem oder dem an die Stelle dieses Handelssystems getretenen Handelssystem zur Einholung und Abwicklung von Zeichnungsaufträgen (die „**Zeichnungsfunktionalität**") (das „**Zeichnungsangebot**") von der Emittentin durchgeführt wird (das Umtauschangebot (einschließlich der Mehrerwerbsoption) und das Zeichnungsangebot zusammen das "**Öffentliche Angebot**").

Außerhalb Deutschlands und Luxemburgs wird es kein öffentliches Angebot geben. In Luxemburg wird das Öffentliche Angebot durch Schaltung einer Anzeige im *Tageblatt* kommuniziert.

Ferner erfolgt eine Privatplatzierung der Schuldverschreibungen an qualifizierte Anleger in den Mitgliedstaaten des Europäischen Wirtschaftsraums und außerhalb Vereinigten Staaten von Amerika (die „**Vereinigten Staaten**"), Kanada, Australien und Japan gemäß den anwendbaren Ausnahmeregelungen für Privatplatzierungen, insbesondere nach Artikel 1 Abs. 4 der Prospektverordnung bzw. dieser Vorschrift entsprechender Ausnahmetatbestände (die „**Privatplatzierung**").

Voraussichtlicher Zeitplan des Angebots

Die Schuldverschreibungen werden voraussichtlich wie folgt angeboten:

- Das Umtauschangebot wird am 19. Februar 2021 beginnen und am 5. März 2021 (12:00 Uhr MEZ) enden.
- Das Zeichnungsangebot wird am 24. Februar 2021 beginnen und am 10. März 2021 (12:00 Uhr MEZ) enden.
- Die Privatplatzierung wird vom 24. Februar 2021 bis zum 10. März 2021 (12:00 Uhr MEZ) durchgeführt werden.

Im Falle einer Überzeichnung (wie unten definiert) endet der Angebotszeitraum für das Öffentliche Angebot jedoch vor dem vorgenannten Zeitpunkt, und zwar an dem Handelstag, an dem die Überzeichnung eingetreten ist.

Eine „**Überzeichnung**" liegt vor, wenn der Gesamtbetrag der erhaltenen Zeichnungsangebote den Gesamtnennbetrag der angebotenen Schuldverschreibungen übersteigt. Sobald eine Überzeichnung vorliegt, hat die Emittentin das Recht, Angebote zu reduzieren oder einzelne Zeichnungen im Rahmen des Umtauschangebots und im Rahmen des Zeichnungsangebots nach eigenem Ermessen und nach Rücksprache mit der futurum bank AG, Frankfurt am Main, Deutschland („**futurum bank**"), die als Alleiniger Globaler Koordinator fungiert, abzulehnen. Im Falle einer Reduzierung oder Ablehnung von Zeichnungen wird den Anlegern der jeweilige Zeichnungsbetrag zurückgezahlt. Die Anleger werden über ihre jeweilige Depotbank darüber informiert, in welchem Umfang ihre Zeichnungen angenommen wurden.

Die Emittentin behält sich das Recht vor, den Angebotszeitraum für das Umtauschangebot, das Zeichnungsangebot und/oder die Privatplatzierung zu verlängern oder zu verkürzen. Die Emittentin kann ohne die Angabe von Gründen nach ihrem alleinigen Ermessen den Angebotszeitraum verlängern oder verkürzen, den Umtausch vorzeitig beenden oder das Umtauschangebot, das Öffentliche Angebot und/oder die Privatplatzierung zurücknehmen. Jede Verkürzung oder Verlängerung des Angebotszeitraums wird auf der Webseite der Emittentin www.agri-resources.com im Bereich „Investor Area" und im Bundesanzeiger veröffentlicht. Des Weiteren wird die Emittentin, falls erforderlich, die Zustimmung der CSSF zu Nachträgen dieses Prospekts einholen und diese in derselben Weise wie dieses Prospekt veröffentlichen.

Plan für den Vertrieb: Bei der Zuteilung der Schuldverschreibungen werden zunächst die Zeichnungsangebote, die im Rahmen des Umtauschangebots eingehen, berücksichtigt und vollständig zugeteilt, sofern sie bis spätestens 5. März 2021, 12:00 Uhr MEZ bei der futurum bank handelnd – über die CACEIS BANK S.A., Germany Branch mit Geschäftsanschrift Lilienthalallee 36, 80939 München, Deutschland, eingetragen im Handelsregister des Amtsgerichts München unter HRB 229834 – als zentrale Umtauschstelle eingehen. Zeichnungsangebote, die über die Zeichnungsfunktionalität im Rahmen des Zeichnungsangebots eingehen, werden danach und, solange keine Überzeichnung eintritt, vollständig zugeteilt.

Schätzung der Gesamtkosten der Emission und des Angebots, einschließlich der geschätzten Kosten, die dem Anleger von dem Emittenten oder Anbieter in Rechnung gestellt werden

Die Gesamtkosten der Emission (einschließlich erfolgsunabhängiger Kosten, insbesondere die Kosten für Rechtsberatung und Kosten des Abschlussprüfers, als auch vom Nennbetrag der letztlich emittierten Schuldverschreibungen abhängige Kosten, insbesondere in Form der Provision des Sole Global Coordinators) belaufen sich auf bis zu ca. EUR 2.000.000,00 (die „**Gesamt-Emissionskosten**“).

Die Emittentin wird dem Anleger keine Kosten in Rechnung stellen, die im Zusammenhang mit der Emission der Schuldverschreibungen entstehen. Die Depotstellen werden den Anleihegläubigern in der Regel Gebühren für die Ausführung der Zeichnungsaufträge in Rechnung stellen. Potenzielle Inhaber von Schuldverschreibungen sollten sich über die Höhe der jeweiligen Gebühren im Voraus bei ihrer Depotstelle informieren.

D.2 Weshalb wird dieser Prospekt erstellt?

Gründe für das Angebot

Der Grund für das Angebot ist die Erzielung von Erlösen aus der Emission der Schuldverschreibungen, die Gegenstand dieses Prospekts sind.

Zweckbestimmung der Erlöse und die geschätzten Nettoerlöse

Die Emittentin kann im Zusammenhang mit dem Angebot einen voraussichtlichen Emissionserlös von bis zu EUR 50.000.000,00 ausgehend von einer Vollplatzierung der Schuldverschreibungen in Höhe von EUR 50.000.000,00 erzielen. Die Emittentin beabsichtigt, den Nettoerlös, d.h. die Emissionserlöse aus dem Zeichnungsangebot und der Privatplatzierung oder die liquiden Mittel aus der Annahme des Umtauschangebots (einschließlich der Mehrerwerbsoption) nach Abzug der Gesamt-Emissionskosten, (die „**Nettoemissionserlöse**“), vollständig zur Finanzierung oder Refinanzierung von Projekten zu verwenden, die die Erreichung der von den Vereinten Nationen („**UN**“) für die Jahre 2015 - 2030 festgelegten Ziele der nachhaltigen Entwicklung in den Bereichen ökologische Nachhaltigkeit und soziale Entwicklung unterstützen. Darüber hinaus kann der Nettoemissionserlös für die Rückzahlung der Schuldverschreibungen 2016/2021 sowie potentielle Akquisitionen verwendet werden.

Der tatsächliche Emissionserlös hängt jedoch in hohem Maße von der Annahmequote des Umtauschangebots (einschließlich der Mehrerwerbsoption) einerseits und sowie der Platzierungsquoten im Rahmen des Öffentlichen Angebots über die Zeichnungsfunktionalität und der Privatplatzierung ab.

Zum Datum dieses Prospekts stehen Schuldverschreibungen 2016/2021 in einem Gesamtbetrag von EUR 16.120.000,00 aus. Im Falle einer vollständigen Platzierung der Schuldverschreibungen in Höhe von EUR 16.120.000,00 im Rahmen des Umtauschangebots an die Inhaber der Schuldverschreibungen 2016/2021 und somit eine teilweise Nichtplatzierung der Schuldverschreibungen im Rahmen des Zeichnungsangebots und der Privatplatzierung würde die Emittentin nicht den vollen Betrag des Bruttoerlöses erhalten, sondern einen Betrag in Höhe von EUR 33.880.000,00 (berechnet als erwarteter Bruttoerlös abzüglich des Rückzahlungsbetrags für die noch ausstehenden Schuldverschreibungen 2016/2021). In diesem Fall könnte die Emittentin jedoch aufgrund des teilweisen Erlöschens der Verpflichtung zur Zahlung des Rückzahlungsbetrags in Höhe von EUR 16.120.000,00 für die Schuldverschreibungen 2016/2021, der am 17. Juni 2021 fällig ist, Liquidität erhalten.

Im umgekehrten Fall einer vollständigen Platzierung der Schuldverschreibungen in Höhe von EUR 50.000.000,00 und dem Erhalt des erwarteten Bruttoerlöses durch das Zeichnungsangebot und die Privatplatzierung, d.h. einer vollständigen Nichtplatzierung der Schuldverschreibungen 2021/2026 durch das Umtauschangebot, würde der erwartete Bruttoerlös EUR 50.000.000,00 betragen. In diesem Fall müsste die Emittentin jedoch die Schuldverschreibungen 2016/2021 am 17. Juni 2021 (Fälligkeitsdatum) vollständig zurückzahlen.

Übernahmevertrag

Nicht anwendbar. Es besteht kein Übernahmevertrag mit einem Institut.

Angabe der wesentlichsten Interessenkonflikte in Bezug auf das Angebot oder die Zulassung zum Handel:

Im Zusammenhang mit dieser Emission steht die futurum bank als Alleiniger Globaler Koordinator und als zentrale Umtauschstelle in einem Vertragsverhältnis mit der Emittentin. Nach erfolgreichem Abschluss des Angebots erhält die futurum bank eine Gebühr, deren Höhe unter anderem vom Gesamtnennbetrag der im Rahmen des Angebots platzierten Schuldverschreibungen abhängt. In dieser Hinsicht hat die futurum bank ein wirtschaftliches Interesse an der erfolgreichen Durchführung des Angebots, was zu einem Interessenkonflikt führen kann.

Die Bankhaus Gebr. Martin Aktiengesellschaft mit Geschäftsadresse Kirchstr. 35, 73033 Göppingen, eingetragen im Handelsregister des Amtsgerichts Ulm unter HRB 533403 („**Bankhaus Gebr. Martin**“) steht ebenfalls in einem vertraglichen Verhältnis mit der Emittentin. Bei erfolgreicher Durchführung des Angebots erhält das

Bankhaus Gebr. Martin eine Vergütung, deren Höhe unter anderem von der Höhe des platzierten Gesamtnennbetrags der Schuldverschreibungen im Rahmen des Angebots abhängt. Insofern hat das Bankhaus Gebr. Martin auch ein wirtschaftliches Interesse an der erfolgreichen Durchführung des Angebots, aus dem sich ein möglicher Interessenkonflikt ergeben kann.

1. RISK FACTORS

*Before deciding to invest in notes issued by AGRI RESOURCES GROUP S.A. ("**AGRI RESOURCES**"" or the "**Issuer**" or the "**Company**" and together with its consolidated subsidiaries at the respective time the "**Group**"), investors should carefully read and consider the material risk factors described below along with the other information contained in this Prospectus. The following risks, alone or together with additional risks and uncertainties not currently known to the Company, or that the Company might currently deem immaterial, could have a material adverse effect on the business, assets, financial condition, and results of operations of the Company and, if any of such risks should occur, the price of the Company's Notes (the "**Notes**") may decline and investors may lose all or part of their investment. Prospective investors should consider carefully whether an investment in Notes or other securities issued by the Company is suitable for them in the light of the information in the Prospectus and their personal circumstances.*

Based on a qualitative as well as a quantitative assessment, the Company has divided the following risks in several categories and has, within each category, and in an descending order set out the two most material risks first taking into account the probability of their occurrence and the expected magnitude of their negative impact on the Company and the Notes. However, it shall be taken into account that such an assessment made by the Company is based on assumptions which may in hindsight turn out to be incorrect. The risks mentioned herein may materialize individually or cumulatively.

1.1 Industry- and market-specific risks

1.1.1 The Group is dependent on the overall economic situation and the economic development and is exposed to the risk of political or economic instability in the markets in which it operates, in particular on the African continent.

AGRI RESOURCES focuses on the cultivation of crops in Sub-Saharan Africa and vanilla and spices in the regions of Madagascar and Mauritius, products, which are being exported into international markets such as Europe and the Northern Americas. The Group is focusing on the agriculture and food industry with a regional focus on Americas, Africa, Europe and Asia, *i.e.* markets which may be significantly less developed and with legal, regulatory, disclosure, accounting, auditing and reporting standards which may be less stringent and may not provide the same degree of protection or information to investors as would generally apply in Western European market. Thus, the Group derives and will continue to derive a significant portion of its revenue from customers in emerging markets (in particular on the African continent) undergoing rapid economic, political and social development. The Group's operations are, and will continue to be, exposed to risks common to regions undergoing rapid political, economic and social change, including economic recession, currency fluctuations, exchange control restrictions, an evolving regulatory environment, inflation, tax regime changes, local market disruption, acts of war, hostilities, natural disasters, epidemics or terrorism and labor unrest.

Due to its export markets primarily located in Europe and the Northern Americas, the Group is also depended on the development of the global economy. As a result, a decline in global trade volumes and, in particular, the occurrence of any negative economic, political or geographical events could have an adverse impact on the Group's revenues.

The growth of the global economy in the last two decades has particularly been driven by the growth dynamics of the emerging economies. There may, however, not be sustained growth in the global economy or in emerging economies, and these economies may experience contraction, or at least may not develop as expected in the future. A worldwide economic downturn, a rise in the inflation rate, deflationary tendencies, an increase in barriers to international trade or a sustained upturn in interest rates could adversely affect macroeconomic performance. Furthermore, protective measures may be taken by countries with the intention to support local economies, leading to declining trade volumes which would affect freight. Moreover, a recession in the Eurozone, particularly the need for some governments to cut back on spending to retain credibility in the financial markets, as could be seen as a result of the global financial crisis beginning in about 2007 and which has still not been entirely overcome, impacts economic developments in Germany. The European and global economies may also be subsequently impacted by the United Kingdom's decision to leave the European Union ("**Brexit**"), the current severe geopolitical crises in the Middle East as well as the uncertain economic prospects in China and other parts of the world, the possibility of increased barriers to trade or "trade conflicts" *e.g.* between the United States and China or with other countries or regions, and other factors, such as the fluctuation of raw material prices and currency fluctuations.

According to the International Monetary Fund ("**IMF**"), global growth, estimated at 2.9 % in 2019 – its slowest pace since the global financial crisis (*Source: IMF Source: IMF, World Economic Outlook, October 2019).* Global growth is projected to increase to 3.3 % in 2020 and inch up further to 3.4 % in 2021 reflecting a sharp decline followed by a return closer to historical norms for a group of underperforming and stressed emerging market and developing economies, while in in sub-Saharan Africa, growth is expected to strengthen to 3.5 % in 2020–2021 (from 3.3 % in 2019) thereby reflecting downward revisions for South Africa (where structural constraints and deteriorating public finances are holding back business confidence and private investment) and for Ethiopia (where public sector consolidation, needed to contain debt vulnerabilities, is expected to weigh on growth) (*Source: IMF, World Economic Outlook, January 2020*).

The African continent is undergoing a rapid transition and is said to be the fastest urbanizing region. While Sub-Saharan Africa's urban population share was 18.3% in 1970, it amounts to 40.4% in 2018. It is projected to average 47.0% by 2030 and 58.1% by 2050 (Source: *UN, 2018*). The population of sub-Saharan Africa grew from 509 million in 1990 to 1,078 million in 2018 (Source: *UN, 2018*). African economies have historically experienced significant volatility characterized by slow or negative growth, significant inflation, weak fiscal and monetary policies, low foreign currency reserves, high external debts, currency depreciation, political uncertainty, declining investment, government and private sector debt defaults, high taxes, nationalization issues, skilled labor shortages, inadequate legislation and bureaucratic red tape. Historically, Africa achieved an increasing GDP growth over the past 15 years with GDP rising from 2.0 % during the 1980-90's to approximately 4.0 % in 2001-2016 *(Source: UNCTAD, Statistics, data centre).* After peaking at 4.7 % in 2010-2014, Africa's real GDP growth slowed to 3.5 % in 2015 and 2.1 % in 2016 due partly to the drastic drop in oil prices and other regional shocks such as drought in East Africa and Southern Africa (*Source: African Development Bank, African Economic Outlook 2019*).

Political systems in some of the countries AGRI RESOURCES operates in could be unstable and lead to insecurity, which could affect AGRI RESOURCES` financial condition and operating activities. The results of a market downturn in Africa generally (or in certain of the countries in Africa in which the Group has operations), a downturn in the commodity markets on which certain producing countries rely, or a downturn in credit markets on which certain consuming countries rely, could have a material adverse effect on the Group's business, results of operations, financial condition and/or prospects. Furthermore, inefficiencies in the judicial systems - particularly in African countries - and the fragmentation of jurisdictions and legal systems may create an uncertain environment for investment and business activity. Corruption in infrastructure may increase project costs, lengthens delivery times, reduces output quality, and thus lowers benefits. Corruption can cripple a state's effectiveness in maintaining the formal economy, as well as impose additional costs on firms in the form of bribery payments and misallocated resources. Overall, any negative trends in the economy of the Group's relevant markets on the African continent could have adverse effects on the demand for the products and therefore have a material adverse effect on AGRI RESOURCE's financial position and results of operations.

Overall, any negative trends in the economy of the Group's relevant markets could have adverse effects on the demand for the products and therefore have a material adverse effect on the Group's financial position and results of operations.

1.1.2 The Group's business may be adversely affected by protectionist policies and regulatory regimes adopted by countries globally.

There is a risk that countries could, in response to real or perceived currency manipulations, trade imbalances or excessive state aid, resort to protectionist measures or make changes to the regulatory regimes in which the Group operates, in order to protect and preserve domestic industries. Such measures could include raising import tariffs, providing subsidies to domestic industries, abandonment of national or international free trade zones (*e.g.* NAFTA), withdrawal from, or blocking of, international trade agreements and the creation of other trade barriers. Governmental policies affecting in particular the agricultural industry, such as taxes, tariffs, duties, subsidies, incentives and import and export restrictions products, including policies related to genetically modified organisms, traceability standards, product safety and labelling, renewable fuels and low carbon fuel mandates, can *inter alia* influence the planting of certain crops, the location and size of crop production, whether unprocessed or processed commodity products are traded, the volume and types of imports and exports, industry profitability and, in turn, the viability and volume of production of certain of the Group's products. Such protectionist measures may have a negative impact on trade volumes which, in turn, could particularly negatively affect export/import volumes and trade volumes markets, such as Africa, where the Group has built upon its operational main centre of interest. A global trend towards protectionism would be harmful to the global economy and trade in general, as protectionist measures would cause world trade to shrink and counter measures taken by protectionist policies' target countries would increase the chance of trade wars.

For example, changes in government policies or regulations, including international trade regulations, can adversely affect global agricultural commodity trade flows by limiting or disrupting trade between countries or regions. Furthermore, the imposition of sanctions or import restrictions, such as the sanctions imposed against Russia by the European Union or against China by the administration of the United States of America, may lead to additional risks and costs. As a result, future government policies and regulations, or changes to existing policies and regulations, may adversely affect the supply of, demand for, and prices of Group's products and services and, in turn, have a material adverse effect on the Group's business, particularly in its Agriculture segment, financial condition or results of operation.

Furthermore, the Group may also be exposed to a lack of certainty with respect to the legal systems in a number of countries in which it operates, and, such legal systems may not be immune from the influence of political pressure, corruption or other factors that are inconsistent with the rule of law. The Group's ability to pursue recourse against the impact of certain of these risks, should they materialize, may be limited or non-existent, including with respect to any countries where no investment treaty protection is available. Without a bilateral investment treaty or similar protections in place, foreign private investment in certain of the countries in which the Group operates may be constrained. The above risks could arise in any of the countries in which the Group operates. The occurrence of such risks could have a material adverse effect on the Group's business, results of operations and financial condition.

As the Group's business success hinges, among other things, on global trade volumes, potential protectionist policies and corresponding regulatory regimes would have a material adverse effect on the Group's business, financial condition and results of operations.

1.1.3 Government policies and regulations affecting the agricultural sector and related industries could adversely affect the AGRI RESOURCES' operations and profitability.

Agricultural production and trade flows are significantly affected by government policies and regulations. Governmental policies affecting the agricultural industry (such as taxes, tariffs, duties, subsidies and import and export restrictions on agricultural commodities and commodity products) can influence industry profitability, the planting of certain crops versus other uses of agricultural resources, the location and size of crop production, whether unprocessed or processed commodity products are traded and the volume and types of imports and exports. In addition, international trade disputes can adversely affect agricultural commodity trade flows by limiting or disrupting trade between countries or regions. In the past, rising commodity prices and concerns about food security have prompted governments in several countries to introduce export bans on key agricultural commodities and commodity products. There is no assurance that such export bans may not become more prevalent whether across countries or products. Future government policies may adversely affect the supply of, demand for and prices of AGRI RESOURCES' products, restrict AGRI RESOURCES' ability to do business in its existing and target markets and could cause AGRI RESOURCES's financial results to suffer.

1.2 Risks related to the Group's business

1.2.1 The availability and prices of the agricultural commodities and agricultural commodity products AGRI RESOURCES procures, stores, transports and merchandises can be affected by weather conditions, disease, government programs, competition, and various other factors beyond the Group's control.

The availability and prices of agricultural commodities are subject to wide fluctuations due to changes in weather conditions, crop disease, plantings, government programs and policies, competition, changes in global demand, changes in standards of living, and global production of similar and competitive crops. AGRI RESOURCES uses a global network of procurement, processing and transportation of assets, as well as robust communications between global commodity trade teams, to continually assess price and basis opportunities. However, these factors have historically caused volatility in the availability and prices of agricultural commodities. Reduced supply of agricultural commodities due to seasonal and weather factors, which can vary unpredictably, could adversely affect the AGRI RESOURCES' profitability by increasing the cost of raw materials and/or limiting its ability to procure, transport, store and merchandise agricultural commodities in an efficient manner. Additionally, AGRI RESOURCES depends on partnerships with local agricultural producers to ensure an adequate supply of the agricultural commodities for supply and trade operations. Conversely, if supplies are abundant and crop production globally outpaces demand for more than one or two crop cycles, price volatility could be somewhat diminished and result in reduced operating results due to reduced market spread and basis opportunities. Furthermore, advances in technology, such as seed and crop protection technology, farming techniques, or speed of information

flow, may reduce the significance of dislocations and arbitrage opportunities in the agricultural global markets. If any of these risks were to materialize, this could have a material adverse effect on the Group's business, net assets, financial condition or results of operations.

1.2.2 AGRI RESOURCES' business may be adversely affected by unfavorable weather conditions or natural calamities that reduce agricultural production.

Poor weather conditions, particularly during the planting and early growing season, can significantly affect agricultural production and yields. The timing and quantity of rainfall are two of the most important factors in agricultural production. Insufficient levels of rain prevent farmers from planting new crops and may cause growing crops to die or result in lower yields. Excessive rain or flooding can prevent planting from occurring at optimal times and may cause crop loss through increased disease. Temperatures outside normal ranges, such as unusually warm or cold temperatures, can also cause crop failure or decreased yields, and may also affect disease incidence. Temperature affects the rate of growth, crop maturity and crop quality. If any of these risks were to materialize, this could have an adverse effect on AGRI RESOURCES' business, net assets, financial condition or results of operations.

1.2.3 AGRI RESOURCES depends on maintenance of access to land subject to contracts with farmers and/or local agencies.

AGRI RESOURCES' activities depend on access to land to start its production. This access requires title to the relevant property (such as long term lease contracts) and contracts with existing farmers. In order to reduce the importing costs and local taxes, the Group obtained local agreements with local agencies. From 2014 (when business activities were conducted via the Issuer's parent company, AGRICORP S.A.M ("**AGRICORP**")) to 2018, investments were made in sourcing locations, including *e.g.* plantations, land bank, warehouses and equipment. For example, in the Sava region in Madagascar, AGRI RESOURCES maintains two facilities for procurement, production and processing of Vanilla on a 22 ha vanilla plantation while additionally 125 hectares ("**ha**") are currently in the process of being developed for vanilla and other cultures. For its crop division, the Group currently holds over 90,000 ha for cultivating rice, beans, potatoes, and soybeans mainly located in Republic of Guinea, Ghana and the Republic of Congo. Any change or breach in any contracts related to these assets may have an adverse impact on the Group's business.

1.2.4 Changing worldwide demand for food could have an effect on the price of farm commodities and, consequently, the demand for certain agricultural equipment.

Changing worldwide demand for farm outputs to meet the world's increasing food and bio-energy demands, driven in part by government policies and a growing world population, are likely to result in fluctuating agricultural commodity prices, which directly affect sales of agricultural equipment. Lower farm commodity prices directly affect farm incomes, which could negatively affect sales of agricultural equipment, particularly if farm level incomes remained depressed for a prolonged period of time. Furthermore, changing bio-fuel demands may cause farmers to change the types or quantities of the crops they raise, with corresponding changes in equipment demands. Finally, changes in governmental policies regulating bio-fuel utilization could affect demand for diesel-fueled equipment, any of which changes or risks could have an adverse effect on the AGRI RESOURCES' business, particularly in its agriculture division, financial condition or results of operations.

1.2.5 The global nature of the Group's business strategy is subject to a variety of economic, political, legal and accounting risks, in particular in emerging markets.

AGRI RESOURCES conducts its business in eight countries predominantly located in sub-Saharan Africa, including less developed countries, exposing investors to a range of potential economic, political and legal risks, which could have an adverse effect on it. These may include, but are not limited to, declines in economic growth, higher rates of inflation, deflation, adverse fluctuations in currency exchange rates, currency revaluation and exchange controls, nationalism, expropriation, imposition of taxes imposed by taxing authorities outside the shareholder's own domicile, confiscatory taxation, adverse regulation, less liquid markets, less available current information about an issuer, higher transaction costs, less government supervision of exchanges, brokers and issuers, difficulty in enforcing contractual obligations, less stringent requirements relating to fiduciary duties, fewer investor protections, greater price volatility, governmental restrictions, negative diplomatic developments, social or political instability, military conflicts and terrorist attacks.

The markets in countries where AGRI RESOURCES´ investments may be made may be significantly less developed than in the developed Western European markets. Certain investments may be subject to extensive regulation by national governments and/or political subdivisions thereof, which could prevent the Group from making investments they otherwise would make, or to incur substantial additional costs or delays that they otherwise would not suffer. In addition, the laws of various countries governing business organizations, bankruptcy and insolvency may make legal action difficult and provide little, if any, legal protection for investors, including AGRI RESOURCES. Any such laws or regulations may change unpredictably based on political, economic, social and/or market developments.

In addition to the risks specific to AGRI RESOURCES' activities in which it is engaged, AGRI RESOURCES' business is also exposed to general downturns in economic, political and market conditions and natural disasters. The realisation of any or all of the foregoing risks could result in a material adverse effect on the Group's business activities and thus could have a material adverse effect on the Group's financial position and results of operations.

1.2.6 The imposition of exchange controls and limits on convertibility of funds in the countries in which the Group operates may restrict the Company's ability to transfer and receive funds from within the Group.

The introduction of new foreign exchange controls, new interpretations of existing foreign exchange controls or future shortages of foreign currency would subject local currency held by the Group's operating companies to variations in the exchange rate between the local currency and the relevant foreign currency. There can be no assurance that foreign exchange control restrictions will not be introduced in the future or that the Company's ability to receive funds from its subsidiaries and associate companies will not consequently be restricted. If the Group fails to adequately protect against currency exchange risk, the costs of servicing its debt obligations and providing its services may increase, which could have a material adverse effect on its business, results of operations, financial condition and prospects. Moreover, if the value of the currencies in which the Group derives its revenue declines relative to the currency in which its borrowing is denominated, it could increase the debt servicing costs of, and the financial burden on, the Group.

1.2.7 The Group may be unable to retain existing customers upon the expiration of existing agreements, may be unable to attract new customers, or may face claims from current customers for its products and services or services conducted by third-parties (e.g. suppliers), which could result in monetary damages and damage to its market reputation.

The Group via its direct or indirect subsidiaries has entered into numerous contracts and agreements with suppliers and customers. Part of these contracts and agreements is of material significance for the Group and its business activities. However, the termination of material contracts could have a material adverse effect on the Group's financial condition and results of operations.

The Group via its subsidiaries conducts its services in its Vanilla & Spices and its Agriculture business units (mainly) in Africa and Asia for its global customers with whom it maintains international partnerships, such as De Monchy, Symrise, Euro Vanille and the World Bank Group, many of which are highly recognized companies with a global business scale. Therefore, the Group depends on its reputation and on maintaining good relationships with its (global) customers, business partners, employees and regulators. In each of the Group's business units, it cannot be guaranteed that the Group's customers will continue to use the Group's services in the future. There is also no guarantee that these relationships will be extended in the future. In addition, the Group's current customers may be acquired by or merged into other companies which then turn to other service providers. The Group's relationships with these major customers and their level of business with the Group going forward will affect the Group's performance and results of operations in the future. The Group's success therefore significantly depends on the Group's ability to attract a sufficient number of customers for its services. Customers could opt for services of competitors without facing discernible constraints. Customer contracts and/or bookings on less favorable terms or a lack of suitable replacements for expired customer contracts could have a material adverse effect on the Group's business, financial condition and results of operation. Additionally, some of the Groups' operations depend on obtaining raw materials, semi-finished goods, parts, components, manufacturing equipment and other supplies, as well as certain services, from suppliers in sufficient quality and quantity in a timely manner. The services rendered by such third-party contractors or suppliers may not be satisfactory and may not match the Group's required quality levels and indirectly harm the Group's business relationships with its major customers. Hence, the Group is dependent on suppliers and contractors to serve certain customers and the loss of suppliers and contractors, without an alternative arrangement being put in place, could have a material effect on the Group's customer base, financial condition and results of operations.

In addition, there is a risk that major contractors may experience financial or other difficulties which may affect their ability to carry out their contractual obligations, thus delaying or preventing the completion of projects or the rendering of services. In turn, such non-performance or underperformance of third-party contractors or suppliers or the lack of availability of such services, could lead to a total loss of major customers in some areas of the Groups' business operations. Should any of the above risks materialize, this could have a material adverse effect on the Group's business, financial condition and results of operation.

1.2.8 The departure or reassignment of some or all of AGRI RESOURCES' professionals, such as farmers, could prevent the Group from achieving its investment objectives.

AGRI RESOURCES depends on the diligence, skill and business contacts of directors, officers and employees in its operational subsidiaries and in particular on its farmers. The Group's future success will depend on the continued service of these individuals, who may terminate their employment with AGRI RESOURCES. The departure of any of these individuals for any reason, or the failure to appoint qualified or effective successors in the event of such departures, could have a material adverse effect on AGRI RESOURCES' financial position and results of operations.

1.2.9 The terms and conditions of its existing and future financing arrangements could increase AGRI RESOURCES' borrowing costs and the associated expenses, and could adversely affect AGRI RESOURCES' ability to refinance its financial obligations by entering into new or extending existing financial liabilities.

As of December 31, 2020, AGRI RESOURCES has incurred debt attributable to various debt funding sources consisting of a corporate bond and intra-group loans. As of December 31, 2020, AGRI RESOURCES' non-current and current liabilities together amounted to approximately €38.2 million (as of December 30, 2019: € 26.1 million). Further growth will probably require AGRI RESOURCES to borrow additional funds.

AGRI RESOURCES' loan agreements and notes stipulate many different obligations that AGRI RESOURCES must fulfill. For instance, the terms of certain of the notes issued by the Company include what is known as a "negative pledge clause" which categorically prohibits the Company and its subsidiaries from furnishing and maintaining security for capital market liabilities if the same type of security with the same rank is not provided to the noteholders, or if the security provided to them is not economically equivalent. Capital market liabilities within the meaning of a negative pledge clause include bonds, debentures, loan stock or other securities that can be traded on or off exchange. The terms of conditions of AGRI RESOURCES' existing notes additionally require compliance with specified financial ratios (so called financial covenants) and other covenants by the Issuer which are governed by English law. In addition, the terms and conditions of the existing notes also contain so-called cross-default and cross-acceleration clauses, so that an event of default under one instrument could result in events of default or acceleration under the other financing agreements or instruments. If one or more loans or notes were to become due because of premature termination, the Issuer may not be able to refinance the loans or notes coming due in a timely manner or at all, or may only be able to do so on considerably less favorable terms. In such an event, if AGRI RESOURCES were unable to refinance the terminated financing, possibly on short notice, the worst case scenario could be the insolvency of the Company.

The occurrence of any of the above-mentioned risks could have an overall material adverse effect on AGRI RESOURCES' business, net assets, financial condition and results of operations and, in the worst case scenario, result in insolvency of the Company.

1.2.10 As an intermediate holding company AGRI RESOURCES does not have any business operations and depends on the success of its subsidiaries.

As an intermediate holding company within its group, AGRI RESOURCES' business depends on a number of factors including, among others, the actual results of operations and financial condition of its subsidiaries in the Vanilla & Spices division, the Agriculture division and most recent the Fruits & Vegetables division. If AGRI RESOURCES is unable to receive cash distributions from its operational subsidiaries, it could have a material adverse effect on AGRI RESOURCES' financial position and results of operations.

1.2.11 Some consolidated group entities have a limited operating history and may not be able to, among other things, implement the Groups' business strategies.

Some of the Group's consolidated entities only have a limited operating history within the Group since they have recently been acquired. For instance in 2016, Agro Resources Mauritius was founded During that period the

strategy was to consolidate assets and resources under AGRI RESOURCES and its positioning as a holding company for its operations conducted via its subsidiaries. Some of these entities are still in the process of developing their business independently and implement the Group's business strategies.

Companies that are implementing and expanding their businesses are subject to significant uncertainty and volatility. The Group's future financial performance and success depends on the ability of its entities to implement their business strategies successfully, including their strategy to develop business segments towards entering and expanding in future markets. It cannot be guaranteed that the Group's recently acquired entities will successfully implement their business strategies or that implementing these strategies will sustain or improve, and not harm, the Groups' results of operations.

In addition, the costs involved in implementing business strategies, including using proceeds derived from the offer, may be significantly greater than currently anticipated. Moreover, the estimated amount of capital expenditures required may be insufficient to cover the actual cost due to cost overruns or other unexpected expenses. Any failure to develop, revise or implement business strategies in a timely and effective manner may negatively affect reputation and finances of said entities and in turn, of the whole Group. The occurrence of any of these events may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.2.12 The Group may be unable to identify or accurately evaluate suitable candidates for acquisition or merger, or to complete or integrate past or prospective acquisitions or mergers successfully or in a timely or cost-effective manner, which could adversely affect the Group's overall strategy. In addition, the Group may also face risks with respect to any divestments.

The Group's business has historically and in recent years grown inorganically through mergers and acquisitions, and has undertaken strategic divestments to streamline its footprint and focus on its core subscriber-facing operations. To the extent the Group undertakes mergers, acquisitions or divestments, it may strain the Group's management and financial resources. Amongst the risks associated in particular with mergers or acquisitions that could materially adversely affect the Group's growth, are the following:

- the Group may not identify suitable candidates;
- the Group may not plan or manage any merger or acquisition effectively;
- the financing needed for any such inorganic growth may be unavailable in a timely manner or be only available on unfavorable terms;
- the Group may incur substantial costs, delays or other operational or financial problems in integrating businesses, such as costs and issues relating to adopting and implementing consistent Group-wide policies and procedures, monitoring, hiring and training of new personnel, subscriber loss in certain acquisitions of customer bases or the integration of IT and accounting, internal control and internal reporting systems;
- the Group may be subject to adverse price regulation changes made after a merger or an acquisition;
- increased investments may be needed in order to understand new markets and adapt to trends in these markets in order to effectively compete;
- the Group may not be sufficiently familiar with the market of an acquired business to accurately predict its performance;
- mergers or acquisitions may divert management's attention from the operation of existing businesses;
- the Group may not be able to retain key personnel at the newly-integrated businesses;
- the Group may encounter unanticipated events, circumstances or legal liabilities related to the newly-integrated businesses; and
- a merger or acquisition may not achieve anticipated synergies or other expected benefits.

In addition, following the integration of a new business into the Group, whether through merger or acquisition, such business may not be able to generate the expected margins or cash flows. The inorganic component of the Group's growth strategy is based, in part, on strategic streamlining of the Group's operational footprint, which included the Group's disposal of a company in Cameroon in 2017, while the Group has expanded through the years since it commenced its activities in 2015.

Although the Group assesses each candidate for inorganic growth, these assessments are subject to a number of assumptions and estimates concerning markets, profitability, growth, addressable subscriber base, market pricing, interest rates and company and asset valuations. The Group's assessments of, and assumptions regarding, candidates may prove to be incorrect and actual developments may differ significantly from the Group's expectations. Moreover, the Group may incur write downs, impairment charges or unforeseen liabilities, or

encounter other difficulties in connection with mergers, acquisitions or divestments, that could adversely affect the Group's business, results of operations, financial condition and prospects.

1.2.13 The due diligence process that the Group undertakes in connection with its investments may not reveal all facts that may be relevant in connection with an investment.

Before the Group makes an investment, it conducts due diligence it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. The objective of the due diligence process is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment. When conducting due diligence, AGRI RESOURCES will be expected to evaluate a number of important business, financial, tax, accounting, environmental and/or legal issues in determining whether or not to proceed with an investment. The due diligence process is subjective, particularly with respect to newly organized companies for which only limited information is available. Accordingly, AGRI RESOURCES cannot assure that the due diligence investigation that AGRI RESOURCES will carry out with respect to any investment opportunity will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. AGRI RESOURCES also cannot assure that such an investigation will result in an investment being successful. If any of these risks materialize, a material adverse effect on AGRI RESOURCES' financial position and results of operations could result.

1.2.14 Economic recessions or downturns could impair the value of AGRI RESOURCES' subsidiaries and limit any potential appreciation in value and revenue growth.

AGRI RESOURCES may make investments in companies that are susceptible to economic recessions or downturns. During periods of adverse economic conditions, these companies may experience decreased revenues, financial losses, difficulty in obtaining access to financing and increased funding costs. During such periods, these companies may also have difficulty in expanding their businesses and operations and be unable to meet their debt service obligations or other expenses as they become due. Any of the foregoing could cause the value of AGRI RESOURCES' investments to decline and thus could have a material adverse effect on AGRI RESOURCES' financial position and results of operations.

1.2.15 The Group's subsidiaries might not be sufficiently insured.

As the Group's business is being conducted by its subsidiaries in the vanilla & spices and agriculture divisions the operations are subject to the specific risks normally associated with these various operations, such as cultivation, production and processing with respect to products such as vanilla, soya beans, rice etc. Several insurance agreements are concluded to cover possible risks arising from regular business activities. In particular, this includes global liability, employer's liability, property, fire and business disrupt insurances. For example, there is a pending insurance claim in the amount of approximately EUR 350 thousand related to the Group's business in the Republic of Congo where intense heat had an impact on rice harvest. However, these insurance and indemnities may not adequately cover all risks or expenses, *e.g.* these policies do not cover damages caused to the crops by hurricanes or storms. Even though the Group´s employees and farmers use well-established practices to mitigate such impact, the Group can not give any assurance that existing insurance and indemnity coverage is reasonable enough to cover all the risks to which the Group and its subsidiaries may be subject to or that the proceeds of insurance applicable to covered risks or recovery under indemnities will be adequate to cover expenses relating to losses or liabilities. Accordingly, the Group's subsidiaries may suffer material losses from uninsurable or uninsured risks or insufficient insurance and indemnity coverage and are also subject to the risk of unavailability, increased premiums or deductibles, reduced coverage and additional or expanded exclusions in connection with insurance policies. In the event of any occurrence which results in losses or other adverse effects on the Group's subsidiaries for which it does not have adequate insurance or indemnity coverage, this may have a material adverse effect on the Group's business, financial condition and results of operations.

1.2.16 The Group faces significant competition in the agriculture industry, which could adversely affect its ability to maintain or increase its profitability.

The global agriculture industry is highly competitive. The Group faces significant competition from other global agriculture companies, which may have comparatively greater name recognition, reputation, substantially greater financial and marketing resources or access to lands or financing opportunities. The Group deems Olam International Limited, a Singapore-based agri-business company and a subsidiary of Temasek Holdings, which is wholly-owned by Singapore's Minister for Finance as one of its competitiors. Further competitors include smaller regional agri-business operators predominantly situated in the same locations as the Group. The Group competes

with other companies for access and securing land primarily on the basis of payments to be made to the owner of the relevant plantation. Governments or other land owners may also consider other factors, including, among other things, the extent of the regional dominance. Consequently, the Group may face a competitive disadvantage when competing in regions or countries in which the Group is the not the market leading operator.

Competition within the agriculture industry has resulted in the Group's entities having to compete with other agriculture companies, some of which are larger than the Group and have greater financial resources than the Group and, therefore, may be able to bid for securing land or facilities for higher rates, invest more heavily or effectively in their facilities or withstand price competition and price volatility more successfully than the Group. In addition, some of the Group's competitors may have broader operational experience and longer standing relationships with international companies.

There can be no assurance that competition within the agriculture industry will not become more prevalent or that the Group's competitors will not undertake additional mergers and acquisitions to increase their capacity, economies of scale and financial and market strength.

1.2.17 Risks may arise from deviations between the corporate planning and the actual business development.

Information on the basis of the Group's business plan such as turnover, expenses and income, as well as any forward-looking statements and outlooks contained in this document are based on certain assumptions and thus - even though all available findings, experiences of the past and prospects of the management in the event of the corporate planning have been considered - may prove to be wrong. There is a risk that any deviation from the expected cost and income on the basis of the business plan also affects the expected outcome and may have a negative impact on the results of operation. The Group relies on its profound knowledge and experience in trading commodities in the natural resources industry and has developed sound integrated controlling measures. However, no assurance can be given that undesirable developments in the corporate planning can be detected timely, if at all, and risks for the Group may arise. Moreover, no assurance can be given that any measures taken to counter the undesirable development will be on time or even effective at all. Significant negative deviations from corporate planning therefore could have a material adverse effect on the Group's financial condition and results of operations.

1.2.18 The Group may not be able to effectively hedge the Group's risk of price fluctuations for some of the products that the Group trades.

The prices of all the products that the Group trades fluctuate. For some products, such as rice, vanilla etc. there are no futures markets and as such, there are no derivative instruments available for the Group to hedge the risks of adverse price fluctuations. Under such circumstances, the Group is fully exposed to price risks until the Group has sold the products that the Group has purchased or has bought products that the Group has contracted to sell. If the price of products the Group sells is lower than the price at which the Group procured them, the Group's business, results of operations and financial position may be adversely affected.

1.2.19 Fluctuations in currency exchange rates could have an adverse effect on the Group's results of operations.

The reporting currency on the level of the Group and its subsidiaries is the euro (79% of revenue as per 31 December 2020) which exposes the Group to risks from currency exchange rate fluctuations in other currencies, in particular in U.S. dollar (7% of revenue as per 31 December 2020) and local currencies (14% of revenue as per 31 December 2020) in which the Group generates revenue and incurs expenses such as Macedonian denars, Bulgarian Leva and Franc CFA (XAF) in Congo. Revenues, capital expenditure and financing expenses are predominantly in U.S. dollars. Fluctuations between the U.S. dollar and the euro may negatively impact the Group' results of operations when the euro appreciates against the U.S. dollar. As a result, currency fluctuations can have a material impact on the Group's balance sheet.

In addition to these conversion risks, the Group is exposed to transaction risks as a result of differences in the currency mix of its operating revenue and cost of sales, for instance personnel costs and rents. As a result, a depreciation or appreciation of a particular local currency against the euro could have either a positive or negative impact on the Group's balance sheet and profit margin or therefore its profit for the year. Fluctuations in currency exchange rates could therefore have a material adverse effect on the Group's business, financial condition, results and prospects.

1.2.20 Errors of the IT processing systems, may derogate the business of the Group.

The Group via its subsidiaries is operating different IT processing systems in its business units and has implemented an IT system architecture, which supports its operating business and which includes certain security measures. Although each of the Group's terminals, based on the nature of its business, is configured to keep its systems operational under abnormal conditions, including with respect to business processes and procedures, any failure or breakdown in these systems could interrupt its normal business operations and result in a significant slowdown in operational and management efficiency for the duration of such failure or breakdown. No assurance can be given that outside influences beyond the Group's control such as fire, blizzard, disturbances, damages, electricity shortages, computer viruses, so-called hacker attacks and similar incidents do not lead to operational disturbances or breakdown of these systems. Any prolonged failure or breakdown could dramatically impact the Group's ability to offer services to its customers, which could have a material adverse effect on the Group's business, results of operation and financial condition. Similarly, any significant delays or interruptions in the Group's loading or unloading of a customer's cargo could negatively impact its reputation as an efficient and reliable terminal operator.

Risks to technology and cyber-security change rapidly and require continued focus and investment. Given the increasing sophistication and scope of potential cyber-attack, it is possible that future attacks may lead to significant breaches of security. Failure to adequately manage cyber-security risk and continually review and update current processes in response to new threats could adversely affect the Group's reputation, business, prospects, results of operation and financial condition. The Group is also reliant on third party vendors to supply and maintain much of its information technology since the Group has outsourced data to cloud providers. In the event that one or more of the other third-party vendors that the Group engages to provide support and upgrades with respect to components of the Group's information technology ceased operations or became otherwise unable or unwilling to meet the Group's needs, there can be no assurance that the Group would be able to replace any such vendor promptly or on commercially reasonable terms, if at all. Delay or failure in finding a suitable replacement could materially adversely affect the Group's business, results of operation and financial condition.

Any of those incidents could affect the Group's ability to keep its business process efficiently integrated and may have a material adverse effect on the operational business of the Group and its financial condition and results of operation.

1.2.21 The Group relies on the members of its Management and may not be able to attract and retain key and highly-qualified members of management.

The Group's future performance significantly depends on the continued service of its management and other key personnel and employees with extensive industry knowhow, research and development expertise and extensive industry contacts. The loss of the services, or the Group's inability to attract and retain members of the Group's management or other key members of management or other personnel could have a material adverse effect on the Group's business, financial condition and results of operations.

1.2.22 If the Group fails to retain and attract qualified and experienced employees, its business may be harmed.

The Group's success will depend, in part, on its ability to continue to recruit and retain qualified and experienced personnel. The Group is likely to face challenges in recruiting and retaining qualified personnel to run its business, as a result of the shortage of qualified candidates *inter alia* in African countries with experience in the agriculture industries. As a result, competition in these industries for personnel is considerable in particular in Africa. There is intense competition for skilled personnel, especially at the senior management level, due to a disproportionately low number of available qualified and/or experienced individuals compared to current demand. If the Group is unable to retain experienced, capable and reliable personnel, especially senior and middle management with appropriate professional qualifications, or fails to recruit skilled professional and technical staff in pace with its further development, its business and financial results may suffer. Consequently, when talented employees leave, the Group may have difficulty, and incur additional costs, replacing them. The loss of any member of the Group's management team or any of the Group's terminal managers may result in: (i) a loss of organizational focus; (ii) poor execution of operations; and (iii) an inability to identify and execute potential strategic initiatives such as expansion of capacity. These adverse results could, among other things, reduce potential revenue, prevent the Group from diversifying its service lines and expose it to downturns in the markets in which the Group operates, all of which could materially adversely affect the Group's business, results of financial condition and operation.

1.2.23 Measures taken by the Group or its member entities, its suppliers as well as by the customers of the Group within the course of employment law or collective agreement related disputes may negatively influence the business activities of the Group.

The Group, its member entities, its suppliers or customers may be affected by measures taken in the course of labor disputes, such as strikes or stoppages. This could impact the business and operations of the Group as a whole throughout the entire value chain.

The risk of labor disputes could also affect the Group through measures taken at its suppliers or customers, adversely affecting the marketing and supply chain. Any decline in sales therefore could have a material adverse effect on the Group's financial condition and result of operations.

1.2.24 Rating agencies may publish credit ratings relating to AGRI RESOURCES without any instruction from the Group (unsolicited rating).

Rating agencies may publish credit ratings relating to AGRI RESOURCES without any instruction from AGRI RESOURCES (unsolicited rating). Such ratings may be based on information gathered by rating agencies which do not adequately reflect AGRI RESOURCES´ market position or financial situation. In addition, ratings by different rating agencies may vary, due to different rating methodologies and other rating agencies may not assign an identical rating to AGRI RESOURCES.

1.2.25 The Group may not be able to maintain or obtain statutory and regulatory licences, permits and approvals required for its business.

In order to carry out its business operations, the Group requires certain legal and regulatory licenses, permits and approvals, which may be subject to certain conditions. So far, licences were renewed and provided on an annual basis conditional on compliance with the required reporting and obligations which Agri Resources complies with. Although the Group has therefore been able to maintain or obtain such licenses, authorisations and consents in the past, there can be no assurance that the competent authorities will issue such licenses, authorisations or consents in a timely manner, at all or on terms acceptable to the Group. If the Group may not be able to maintain or obtain required licences, permits and approvals required for its business this could have a material adverse effect on the Group's financial condition and result of operations.

1.2.26 The Group is often unable to obtain accurate market (e.g. third-party) data to corroborate its market position.

In some cases, and in order to meet the demands of the Group's customers in developed countries, the Group sources agricultural products from a supplier in numerous developing countries. As such, the Group is exposed to inefficient markets where the Group relies on its own employees to overcome the lack of political, legal and financial infrastructure to obtain accurate, reliable and available data. The Group may not always be able to verify all aspects of how and where the agricultural products that the Group sources are produced and under what conditions they are so produced.

In addition, the Group may also not be able to verify the overall presence of other market participants. Given the fragmented nature of the markets for the Group's products, the Group is therefore often unable to obtain accurate third-party market data to corroborate the Group's perceived market positions.

1.3 Environmental, Social and Governance ("*ESG*") Risks

1.3.1 The Group's operations could be adversely affected by natural disasters, pandemics, epidemics outbreaks of infectious diseases such as the recent SARS-CoV-2 pandemic or other catastrophic events beyond the Group's control.

The Group's business operations could be adversely affected or disrupted by natural disasters (such as earthquakes, floods, tsunamis, hurricanes, fires or typhoons) or other catastrophic or otherwise disruptive events, including, but not limited to:

- changes to predominant natural weather, hydrologic and climatic patterns, including sea levels;

- the amount of silting that occurs in the areas around and leading to the Group's facilities;
- invasion, piracy, sabotage, rebellion, revolution, insurrection, military or usurped power, war and radioactive or other material environmental contamination;
- riots or other forms of civil disturbance;
- major accidents, including chemical, and radioactive or other material environmental contamination; and
- strike or lock-out or other industrial action by workers or employers.

Pandemics, epidemics, outbreaks of infectious diseases or any other serious public health concerns, such as the outbreak of SARS-CoV-2 first identified in December 2019 and its associated disease ("**COVID-19**"), together with any measures aimed at mitigating a further expansion thereof, such as restrictions on travel, imposition of quarantines, prolonged closures of workplaces, or curfews or other social distancing measures, may have a material adverse effect on the global economy and international financial markets in general and on the markets in which the AGRI RESOURCES operates, in particular in Africa, where health insurance funds and the health sector is generally underdeveloped compared to western countries.

The implications of such outbreaks depend on a number of factors, such as the duration and spread of the respective outbreak as well as the timing, suitability and effectiveness of measures imposed by authorities, the availability of resources, including human, material, infrastructure and financial (*e.g.*, governmental stimulus packages and/or measures introduced by central banks) required to implement effective responses to the respective situation at the international, national and regional level as well as the level of civil compliance with such measures. There is no guarantee that such measures, or a combination thereof, are effective means to combat such an outbreak and the implications resulting therefrom, which may result in an increase of credit risk, liquidity risk and operational risk for the Group.

The Issuer expects that this development will adversely affect its business and result of operation. It could have adverse effects on its financial condition and its liquidity. While it is currently impossible to estimate and quantify the extent of its negative effects on its business, results of operations and financial condition, the COVID-19 pandemic poses material risks to its supply chains, our production, the sales of our products and the delivery of its services. These effects could for example be caused by restrictions on business activities of its suppliers, customers and ourselves, including its personnel, imposed by public authorities on a regional, national or international level, by unavailability of critical workforce and increased costs.

The occurrence of any of these events at one or more of the Group's facilities, projects or in the regions in which the Group operates may cause delays in the services or disruptions to the Group's operations in part or in whole, which may increase the costs associated with such activities, and may subject the Group to liability or impact its brand and reputation and may otherwise hinder the normal operation of its business operations, which could materially and adversely affect the Group's business, results of financial condition and operation. The effect of any of these events may be worsened to the extent that any such event involves risks for which the Group is uninsured or not fully insured.

1.3.2 There is a risk of liability as a disrupter of behavior or condition due to operational contamination of land and/or other environmental pollution.

The Group has secured more than 82,000 ha of lands in the Republic of Guinea, Ghana and the Republic of Congo as well as further lands in other countries, *e.g.* in Madagascar (149 ha) and manages processing centers in Africa. It cannot be ruled out that group entities, as property owners or tenants or leaseholders, may be held liable for contamination caused by their properties or the production facilities located on them (*e.g.* groundwater contamination). The Group could also be held liable as producer and thus as a polluter as a result of environmental pollution within the framework production at the Group's production sites or insufficient purification of water or other substances contaminated during production. The above-mentioned circumstances could lead to obligations to pay damages or remedy. This could have a significant negative impact on the assets, financial and earnings position of the issuer.

1.3.3 The compliance of environmental laws and liability risks connected to environmental damages and polluted areas might cause substantial costs.

The Group's operations are subject to a number of international, national and local environmental regulations and any actual of perceived infraction of those regulations by the Group may incur significant liability or reduce or terminate operations. The Group's operations, particularly those relating to the cultivating of land and plantations, are subject to various environmental and occupational safety and health laws and regulations. In particular, the Group is subject to restrictions on emissions land and water and any non-compliance with the restrictions could have a material adverse effect on the Group's financial condition and results of operations. Despite the Group's efforts to comply, there is a risk that the Group may be in technical breach of certain laws and regulations which are unclear or subject to interpretation. In addition, since the Group uses *e.g.* third party contractors for cultivating and processing of its agricultural products for sale, it relies on the compliance of those third parties with relevant environmental and occupational safety and health laws and regulations. However, the Group has taken specific precautions to deal with these risks by implementing specifications to be met by the suppliers. The selection of suppliers is based on compliance with the requirement. Nevertheless, the Group may be subject to potentially significant fines or penalties if it fails to comply with any of these requirements. The requirements of these laws and regulations are complex, change frequently and could become more stringent in the future, including new laws and regulations that may increase the cost of operating these sites above currently expected levels and require substantial future capital and other expenditures. The effect of any future laws and regulations or industry standards or any changes to existing laws and regulations or industry standards, or their current interpretation, could have a material adverse effect on the Group's business, results of operation, financial condition and prospects.

1.3.4 AGRI RESOURCES' group-wide risk management organization could be insufficient or may not be updated in line with the planned growth of the Group.

AGRI RESOURCES' group-wide risk management organization comprises a risk management system and monitoring system. The risk management system is controlled by the Management Board or management of the group companies or by risk officers especially designated for this purpose and comprises all companies of the Group which are included in its consolidated financial statements. Its group-wide risk management system has been adapted and further developed to align it to AGRI RESOURCES' growth and development. It now comprises a central risk and compliance management unit, an internal and external revision and clearly distinguished risk and compliance responsibilities.

The monitoring system was set up to enable AGRI RESOURCES to identify early on and adequately react to developments that could endanger its continuation as a going concern. The controls are applied by the central finance department in accordance with guidelines approved by the Management Board, whereas the finance department identifies, evaluates, and acts to safeguard against financial risks.

AGRI RESOURCES has a risk management framework consisting of various components such as the Code of Conduct of its parent company AGRICORP, which is also binding for AGRI RESOURCES and all its subsidiaries. The same applies to AGRICORP´s Sustainability Policy which includes health and safety aspects, protection of the environment and human rights as well as the support of the United Nation´s sustainable development goals. AGRI RESOURCES is committed to adhering to the Code of Conduct as well as to AGRICORP´s the Sustainability Policy. If AGRI RESOURCES were to fail to comply with AGRICORP´s policies or to suitably develop its internal organizational, information, risk monitoring, and risk management structures, align these with the planned further growth of the Group and adapt them to a possibly changing environment for business operations in order to identify, assess, monitor, and manage potential risks as early as possible, unfavorable business or administrative developments could occur and incorrect decisions could be made that could have material adverse effects on AGRI RESOURCES. Should any of the above risks materialize, this could have material adverse effects on AGRI RESOURCES' business, net assets, financial condition and results of operations.

1.4 Legal, Regulatory and Tax risks

1.4.1 Risks may result from legal disputes.

The Group has operations in various countries including a number of developing countries in Africa and Asia. As a result, the Group's entities may be involved in legal disputes, including disputes over projects or liability for damage and contractual disputes with suppliers and customers. Defending private actions due to operations and the Group's presence in various countries around the globe can be costly and time consuming. If a judgment against

the Group and/or its entities were given, the Group as a whole might be exposed to substantial financial liabilities, which might not be covered by its insurance and could result in losses. In addition to private actions, governmental and quasi-governmental agencies could bring a variety of actions against the Group and/or its entities. Other than the financial costs of defending these actions, governmental or quasi-governmental agencies may impose penalties for failures to comply with laws, rules or regulations. In addition to financial penalties, the Group could be sanctioned, as a result of which it may be unable to operate in certain countries or be forced to incur substantial costs to comply with the applicable laws and regulations. The costs and losses associated with administrative proceedings and litigation could have a material adverse effect on the Group's business, financial condition results of operations.

1.4.2 The Group and more particular its operating entities are subject to a wide variety of regulations and may face substantial liability if any fail to comply with existing or future regulations applicable to its businesses.

In each of the jurisdictions in which the Group operates via its subsidiaries and will operate, it has to comply with laws, regulations and administrative policies which relate to *inter alia* environmental protection and safety standards but also employment (including pensions), anti-corruption, bribery, economic and trade sanctions *e.g.* administered and enforced by the U.S. Office of Foreign Assets Control ("**OFAC"**), banking and tax. The Group's ability to operate its business is contingent on the Group's ability to comply with these laws and regulations and to obtain, maintain and renew as necessary related approvals, permits and licenses from governmental agencies and authorities in the countries in which the Group operates.

As the laws and regulations governing the Group's operations, and the legal interpretations of these laws and regulations, are not uniform across the countries in which the Group operates, it is exposed to the costs and administrative difficulties involved in keeping itself informed of new and evolving legislation and regulations that span many jurisdictions. Because of the complexities involved in ensuring compliance with different and sometimes inconsistent national and international regulatory regimes, there can be no assurance that the Group will remain in compliance with all of the regulatory and licensing requirements imposed on it in each relevant jurisdiction.

The Group's failure to comply with applicable regulations and to obtain and maintain requisite certifications, approvals, permits and licenses, whether intentional or unintentional, could lead to substantial penalties, including criminal or administrative penalties or other punitive measures, result in revocation of the Group's licenses and/or increased regulatory scrutiny, impair the Group's reputation, subject it to liability for damages, trigger a default under one or more of its financing agreements or invalidate or increase the cost of the insurance that it maintains for its ports business. Additionally, the Group's failure to comply with regulations that affect its staff, such as health and safety regulations, could affect its ability to attract and retain staff. In addition, important official permits in favour of the Group might not be given or renewed or might be revoked. The Group's current and anticipated future operations, including further business development activities, require permits from various federal, state, provincial, territorial, and local governmental authorities. There can be no assurance that all permits, which future projects of the Group require for the conduct of services, will be obtainable on reasonable terms, or at all. Delays or failure to obtain such permits, or a failure to comply with the terms of any such permits that the Group has obtained, could have a material adverse effect on the Group's financial condition and results of operations. In addition, changes to existing regulations or tariffs or the introduction of new regulations or licensing requirements (which may be retrospective) are beyond the Group's control and may be influenced by political or commercial considerations not aligned with the Group's interests. Any such regulations, tariffs or licensing requirements could materially and adversely affect the Group's business by reducing its revenue, increasing its operating costs or both and the Group may be unable to mitigate the impact of such changes. Further or future tariff reductions at one or more of the Group's terminals could have a negative effect on the Group's results of operations.

Finally, any expansion of the scope of the regulations governing the Group's environmental obligations, in particular, would likely involve substantial additional costs, including costs relating to maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other financial assurance of the Group's ability to address environmental incidents or external threats. If the Group is unable to control the costs involved in complying with these and other laws and regulations or recover the full amount of such costs from its customers, the Group's business, results of financial condition and operation could be materially and adversely affected.

1.4.3 The Group could be subject to fraudulent behavior from employees and/or third parties.

Employees of, and/or third parties acting as agents for the Group could engage in fraudulent behavior against the Group on their own, or that of others' initiative, making them act against the interest of the Group. Such actions could include, but are not limited to, document fraud, port bribes, fraudulent commission agreements, facilitation payments and bribes to get access to exclusive business. Whether deliberate or not, such actions could potentially put the Group at risk for both legal liabilities and reputational damage. Furthermore, involvement in potential non-compliance proceedings and investigations could harm the Group's reputation and that of the management, which may lead to the loss of customers and have a negative impact on the Group's efforts to compete for new customers. Major customers and/or third parties could also initiate legal proceedings against us for substantial sums of money.

Following the introduction of the UK Bribery Act 2010 (the "**Bribery Act**"), and the subsequent international conventions on the subject (UN, OECD, EU), and the extraterritorial scope of the anti-bribery provisions of the Bribery Act and the U.S. Foreign Corrupt Practices Act ("**FCPA**") which also applies to foreign firms and persons who cause, directly or through agents, an act in furtherance of such a corrupt payment to take place within the territory of the United States of America, a growing number of countries are intensifying their efforts towards fighting corruption. The Group is continuously working to ensure such adequate procedures to prevent fraudulent behavior from individuals inside, or with connections to, the Group are implemented and repeatedly reinforced in all levels of the organization. However, should the Group or any member of the Group fail to meet applicable regulation this could potentially trigger criminal, civil and employment sanctions. Ensuing attention from the media could further increase reputation risk. Consequently, the reputational risk of employees acting beyond or without the mandate of a Group entity could be detrimental to the Group's ability to retain and attract customers. As a consequence of non-compliance with anti-bribery provisions such as the Bribery Act, the FCPA or specific regional provisions for instance in Africa, governmental agencies or third parties may impose against the Group or members thereof or the management. In addition to financial penalties, the Group could be sanctioned, as a result of which it may be unable to operate in certain countries or be forced to incur substantial costs to comply with the applicable laws and regulations. The realization of any of the above risks may have a material adverse effect on the Group's business, financial condition and results of operations.

1.4.4 The tax laws in the Group's jurisdictions may adversely change and the Group as a taxable entity could be affected negatively and an obligation of payments may arise in the context of a future tax audit or social insurance audit.

The Group consists of entities located in different tax jurisdictions, so the Group's effective tax rate is subject to a number of different taxation and legislation (as well as jurisdictions and administrations). Should the fiscal environment or the tax rates change in jurisdictions where the Group and its subsidiaries conduct their business operations, this may increase the tax burden and may have a material adverse effect on the Group's financial condition and results of operations. Adverse changes in or conflicting interpretations of, tax legislation and practice in the different jurisdictions in which the Group operates may lead to an increase in the Group's taxation liabilities and effective tax rate. As with other international groups, the Group is subject to the risk of future changes to the taxation treatment of cross-border transactions arising as a result of the implementation of the OECD's Action Plan on Base Erosion and Profit Shifting ("**BEPS**").

In addition, on 12 July 2016, the European Council formally adopted a directive containing a package of measures to combat tax avoidance ("**ATAD**") and introducing notably a new interest limitation rule, a general anti-abuse rule, controlled foreign company income rules and hybrid mismatches rules. This directive was transposed into domestic Luxembourg law by the law dated 21 December 2018. The scope of ATAD was amended and widened by a further directive formally adopted by the European Council on 29 May 2017 resulting in an extension of the scope of the anti-hybrid mismatches provisions to mismatches involving third countries (*i.e.*, non-EU countries) and encompassing additional forms of hybrid mismatches. This later directive was transposed into domestic Luxembourg law by the law of 20 December 2019. The implementation of ATAD may adversely affect the Issuer and other relevant entities, or certain or all of the Noteholders.

Since its formation, the Issuer and its group entities have not been subject of any tax assessment by a tax authority. There can be no assurance that the Issuer will not be retrospectively obliged to pay taxes, interests or penalties due to a different treatment of taxation issues by relevant taxation authorities. Ongoing or future tax audits may lead to demands for back taxes, tax penalties, interest and similar payments. Such payments may arise, for example, from the full or partial non-recognition of intra-group transfer prices. In countries where there are no limitation periods for tax payments, the Group may also face demands for back taxes relating to any earlier period. As a result, the Group's provisions for tax and related risks may be insufficient to cover any actual settlement amount. Risks may also arise due to changes in tax or customs laws or accounting principles, including the implementation

of new accounting standards. If any of these risks were to materialise, this could have a material adverse effect on the Group's business, net assets, financial condition or results of operations. Similar risks apply to unfavourable social insurance audits. Any such event may have a material adverse effect on the Group's financial condition and operating results.

1.5 Risks related to the Group's shareholder structure

1.5.1 The Issuer serves as a holding company and bears risks arising from the financing structure of the Issuer and its subsidiaries.

The Issuer currently operates as a management holding company whose assets are essentially based upon its shares in its operating subsidiaries and their sub-entities in the individual business areas. If the subsidiaries are unable to distribute sufficient profits to the Issuer this could have materially detrimental impact on the ability of the Issuer to make payments and may have a material adverse effect on the Group's financial condition and operating results.

1.5.2 Insolvencies of the Issuer's subsidiaries would have a negative impact on the Issuer.

The Issuer acts as a holding company of the corporate group and holds shares in its operating subsidiaries. In the event of a bankruptcy of any of its subsidiaries, the Issuer would be ranked as subordinated creditor *i.e.* the Issuer's claims would not be privileged and would only be satisfied after the privileged creditors have been satisfied from the liquidation proceeds. Furthermore, in the case of an insolvency, the market participants' assessment of the creditworthiness of debtors in general or about debtors operating in the same business as the Issuer, might change negatively. This could affect the business, financial condition and results of operations of the Issuer and the Group in general and could in turn, adversely affect the financial ability of the Issuer with respect to the repayment of the principal amount and interest with respect to the Notes.

1.5.3 The interests of the Issuer's direct and indirect shareholders do not necessarily correspond to the interests of the Noteholders.

The interests in the Issuer are held indirectly by several natural persons. The interests of the Issuer's shareholders could conflict with the interests of the holders of the Notes ("**Noteholders**" or each a "**Noteholder**"), particularly if AGRI RESOURCES encounters financial difficulties or if it is unable to pay its debts when due. The Issuer's shareholder, namely AGRICORP S.A.M. ("**AGRICORP**"), which is heading the agri-industry division of its shareholder Monaco Resources Group S.A.M. ("**MONACO RESOURCES**"), which, in, in turn holds 100% of the shares in AGRICORP, and which could also have an interest in pursuing acquisitions, divestitures, financings, dividend distributions or other transactions that, in their judgment, could enhance their equity investment, although such transactions might involve risks to the holders of the Notes. Finally, the Issuer's shareholder may have strategic objectives or business interests that could conflict with AGRI RESOURCES' own strategies or interests. If the interests of the Issuer's shareholder conflict with its interests or the interests of the Noteholders of the Notes, or if the Issuer's shareholder engage in activities or pursue strategic objectives that conflict with its interests or the interest of the Noteholders, AGRI RESOURCES and the Noteholders could be disadvantaged. Any of these factors could have an adverse effect on AGRI RESOURCEs' business, financial condition and results of operations.

1.5.4 As a managing director of the Issuer's parent company (Monaco Resources Group S.A.M.), Mrs. Pascale Younès has significant influence on the Issuer's governance, and the interests of the parent company could conflict with the interests of the Noteholders.

Mrs Pascale Younès assumes the function of managing director of the Issuer's indirect shareholder, MONACO RESOURCES. In addition, to the extent known to the Issuer, MONACO RESOURCES is controlled by Cycorp First Investment Ltd. ("**CYCORP**") as the majority shareholder holding 100% of the share capital of MONACO RESOURCES thereby indirectly controlling the Issuer. To the extent known to the Issuer, the ultimate beneficial shareholder of CYCORP with more than 25% is Mrs. Pascale Younès.

In addition, the interests of MONACO RESOURCES or its shareholders may substantially deviate from, or conflict with, the Issuer's interests or the interests of the Noteholders. There is no assurance that MONACO RESOURCES or its shareholders will exercise its influence over the Company in a way that serves the Issuer's interests or the Issuer's Noteholders. Hence, the interests of Mrs. Pascale Younès could generally deviate from, or conflict with, the interests of the Issuer and the Noteholders. This could have adverse effects on the Group's

financial condition and operating results assets, and the ability of the Issuer to fulfill its payments under the Terms and Conditions of the Notes.

1.6 Risks relating to the nature of the securities

1.6.1 Risk of Early Redemption

At the Issuer's option, the Notes may be redeemed pursuant to § 6 (4) of the Terms and Conditions of the Notes, if 80 %. or more in principal amount of the Notes initially issued have been purchased by the Issuer or within a period of three months prior to the maturity date. In the event that the Issuer exercises the option to call and redeem the Notes, the Noteholders might suffer a lower than expected yield and might not be able to reinvest the funds on the same terms.

If the Notes are redeemed earlier than expected by a Noteholder, the Noteholder is exposed to the risk that due to the early redemption his investment will have a lower than expected yield and to the risks connected with any reinvestment of the cash proceeds received as a result of the early redemption. The redemption amount may be lower than the then prevailing market price of and the purchase price for the Notes paid by the Noteholder for the Notes so that the Noteholder in such case would not receive the total amount of the capital.

1.6.2 Risk of a partial or total failure of the Issuer to make interest and/or redemption payments.

Any person who purchases the Notes is relying on the creditworthiness of the Issuer and has no rights against any other person. Noteholders are subject to the risk of a partial or total failure of the Issuer to make interest and/or redemption payments that the Issuer is obliged to make under the Notes. A materialization of the credit risk (for example, because of the materialization of any of the risks regarding the Issuer and/or the Group) may result in partial or total failure of the Issuer to make interest and/or redemption payments under the Notes.

1.6.3 The insolvency laws of Luxembourg may not be as favorable to Noteholders as the laws of other jurisdictions. Furthermore, the Issuer may shift its center of main interest to jurisdictions that are less favorable to Noteholders and thereby preclude or limit the ability of Noteholders to recover payments due on the Notes.

Regulation (EU) no. 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (the "**EU Insolvency Regulation**") entered into force on 26 June 2017 and is applicable to insolvency proceedings opened on or after that date. Pursuant to the EU Insolvency Regulation, which applies within the European Union (other than Denmark), the court which shall have jurisdiction to open main insolvency proceedings in relation to a company is the court of the Member State where the company has its "centre of main interests" (which, according to Article 3(1) of the EU Insolvency Regulation, is "the place where the debtor conducts the administration of its interests on a regular basis and which is ascertainable by third parties"). The determination of where any such company has its "centre of main interests" is a question of fact on which the courts of the different Member States may have differing and even conflicting views.

The term "centre of main interests" is not a static concept and may change from time to time. Although there is a rebuttable presumption under Article 3(1) of the EU Insolvency Regulation that a company has its "centre of main interests" in the Member State in which it has its registered office, this presumption only applies if the registered office has not been moved to another Member State within the 3-month period prior to the request for the opening of insolvency proceedings.

The Issuer is organized under the laws of Luxembourg and has its registered office in Luxembourg. A court is therefore likely to hold that the center of main interest of the Issuer is in Luxembourg. Consequently, provided that this presumption will not be rebutted and the center of main interest will not be shifted to another jurisdiction by the Issuer, any insolvency proceedings with regard to the Issuer are likely to be initiated in Luxembourg and would most likely be governed by the insolvency laws of Luxembourg. The provisions of Luxembourg insolvency law may differ substantially from the insolvency laws of other jurisdictions, including with respect to preferred satisfaction of secured creditors from enforcement proceedings, the ability to obtain post-petition interest and the duration of the insolvency proceedings, and hence may be less favorable to Noteholders than comparable provisions of other jurisdictions.

The Issuer may shift its center of main interest, and thereby the applicable restructuring or insolvency laws, to another jurisdiction, which could offer less favorable terms to Noteholders than the laws of Luxembourg. In addition, even without such intentional shift of the center of main interests by the Issuer, it cannot be ruled out that

a court or other competent authority of such other jurisdiction, will deem the restructuring or insolvency laws of such jurisdiction to be applicable and opens restructuring or insolvency proceedings under the laws of such jurisdiction with or without the consent of the Issuer.

Thus, the ability of Noteholders to recover payments due on the Notes may be or may become more limited or precluded than would be the case under the laws of other jurisdictions.

1.6.4 The Issuer's ability to redeem or repurchase the Notes upon the occurrence of e.g. a change of control event may be limited by its access to funds.

Upon the occurrence of a change of control event, the Noteholders will have the right to require the redemption or, at the option of the Issuer, repurchase (or procure the purchase) in whole or in part of all of their Notes at 101% of the principal amount of such Notes, plus unpaid interest accrued up to (but excluding) the date of redemption. The Issuer's ability to redeem or repurchase the Notes upon such a change of control event will be limited by its access to funds at the time of the redemption or repurchase.

Upon a change of control event, the Issuer may be required to repay 101% of the principal amount of such Notes, plus accrued and unpaid interest within a short period of time. The source of funds for these repayments would be the available cash or cash generated from other sources. However, there can be no assurance that there will be sufficient funds available upon a change of control event to make these repayments and any required redemption or repurchases of tendered Notes.

1.6.5 In case of certain events of default, the Notes will only be redeemable if Noteholders holding at least 15% of the aggregate principal amount of the Notes then outstanding declare the Notes due and payable. Such declaration of acceleration may be rescinded by majority resolution of the Noteholders.

The Terms and Conditions provide that, in case of certain events of default, any notice declaring the Notes due and payable shall become effective only when Bankhaus Gebr. Martin Aktiengesellschaft, with business address with business address at Kirchstr. 35, 73033 Göppingen, Germany, registered in the Commercial Register of the Local Court of Ulm under HRB 533403 ("**Bankhaus Gebr. Martin**" or the "**Paying Agent**") has received such default notices from Noteholders representing at least 15% of the aggregate principal amount of the Notes then outstanding. In addition, under the SchVG, even if the threshold of 15% for a default notice has been reached, the Noteholders could rescind such acceleration by majority resolution within three months. A simple majority of votes would be sufficient for a resolution on the rescission of such acceleration but, in any case, more Noteholders would have to consent to a rescission than have delivered default notices.

Noteholders should be aware that, as a result, they may not be able to accelerate the Notes upon the occurrence of certain events of default, unless the required quorum of Noteholders delivers default notices and such acceleration is not rescinded by majority resolution of the Noteholders.

1.6.6 Notes could be paid back prematurely on their nominal value due to the Issuer exercising its call option in case of special tax reasons. Therefore, the return could be lower than expected.

The Issuer may repay the Notes (in full, not in part) at its discretion for tax reasons on the nominal value plus accrued interest up to the date the cancellation becomes effective pursuant to § 6 (2) of the Terms and Conditions, provided a future event specified in § 6 (2) of the Terms and Conditions incurs, in particular when the Issuer is obliged to pay additional taxes or fees due to changes in the relevant tax laws. Thus, the yield from the investment in the Notes may be lower than expected.

1.6.7 Since no Noteholders' Representative will be appointed as from the Issue Date, it may be difficult for Noteholders to take collective action with respect to the Notes.

No initial representative for the Noteholders ("**Noteholders' Representative**") will be appointed under the Terms and Conditions and as a consequence it will become more difficult for Noteholders to take collective action with respect to the Notes. Any appointment of a Noteholders' Representative of the Notes post-issuance of the Notes will, therefore, require a majority resolution of the Noteholders.

If a Noteholders' Representative has been appointed by majority resolution of the Noteholders, it is possible that a Noteholder may be deprived of its individual right to pursue and enforce its rights under the Terms and Conditions against the Issuer, if such right was passed to the Noteholders' Representative by a majority vote. In

such case, the Noteholders' Representative becomes exclusively responsible to claim and enforce the rights of all of the Noteholders.

1.6.8 It is possible that a Noteholder may be deprived in its individual right to pursue and enforce its rights under the Terms and Conditions if such right was passed on a Noteholders' Representative.

If a Noteholders' Representative will be appointed by majority decision of the Noteholders it is possible that a Noteholder may be deprived of its individual right to pursue and enforce its rights under the Terms and Conditions against the Issuer, if such right was passed to the Noteholders' representative by majority vote for the Notes who is then exclusively responsible to claim and enforce the rights of all the Noteholders of the Notes.

1.6.9 The Notes (being denominated in Euro) may be, especially to those Noteholders to whom the Euro constitutes a foreign currency, subject to a currency risk. Furthermore, governments or competent authorities may adopt exchange or capital controls.

The Notes are denominated in Euro. If the Euro is a foreign currency to a Noteholder, such Noteholder is exposed to exchange rate fluctuations, which may affect the return on the Notes. Exchange rate fluctuations may be caused by various factors including, macroeconomic factors, speculations and interventions by central banks or governments. Furthermore, as has occurred in the past, governments or monetary authorities may impose foreign exchange controls that may detrimentally affect the exchange rate. As a result thereof, Noteholders may receive less principal or interest than expected or no principal or interest at all.

1.6.10 The Notes are not secured. Furthermore, the issuer is solely an holding company. Noteholders may in case of the insolvency of an operative subsidiary of the Issuer only claim secondary satisfaction from the assets involved in the insolvency proceedings. In case of an insolvency of the Issuer, Noteholders are exposed to the risk of a total loss, because neither statutory deposit insurance nor a comparable insurance exists.

The Notes are unsecured and the Issuer is solely a holding company. Noteholders may in case of the insolvency of an operative subsidiary only claim secondary satisfaction from the assets involved in the insolvency proceedings. In addition, the Notes are financial investments, which are not subject to any legal deposit protection (*e.g.* a bank deposit protection or a statutory deposit security scheme) or any comparable security. In case of an insolvency of the Issuer, Noteholders are exposed to the risk of a total loss, because neither statutory deposit insurance nor a comparable insurance exists. In case of an insolvency of the Issuer, the Noteholders have the same rank as other non-preferential creditors of the Issuer pursuant to the applicable insolvency code. All assets of the Issuer would be realized and the proceeds would be distributed among the creditors at the ratio of their respective claims to the total liabilities of the Issuer. The actual proceeds of an asset realization may turn out to be lower than the amount of the claim. Therefore, Noteholders might lose part or all of their invested capital.

1.6.11 Noteholders are exposed to the inflation risk during the term of the Notes. Thus, the real interest rate of the investment in the Notes may be reduced.

Inflation decreases the value of the capital exposed to the Notes by the Noteholders. Notes with a contractual term, which is fixed to five years in the present case, create an inflation risk which may lead to a loss of value and therefore decrease the real yield from the investment in the Notes. At the same time, the opportunities to sell the Notes are limited. Thus, the Noteholder should expect to hold the Notes until the Redemption Date and to realize any loss of value caused by inflation to the full amount.

1.6.12 A Noteholder is exposed to the risk of being overruled and losing rights vis-a-vis the Issuer in a Noteholders' assembly against his will, if the majority of the Noteholders, in accordance with the Terms and Conditions of the Notes by means of a majority decision pursuant to the German Bond Act) of the year 2009 (Schuldverschreibungsgesetz, SchVG), agree upon the amendment of the Terms and Conditions of the Notes.

A Noteholder is exposed to the risk of being overruled and lose its rights vis-à-vis the Issuer in a Noteholders' assembly against his will, if the majority of the Noteholders pass a majority resolution in accordance with the German 2009 Bond Act *(Schuldverschreibungsgesetz* – "**SchVG**") and in accordance with the Terms and Conditions to amend the Terms and Conditions. If and to the extent a joint representative of all Noteholders is appointed, an individual Noteholder could lose all or some of its rights to assert or enforce its rights against the Issuer.

1.6.13 Noteholders have no voting rights.

The Noteholders are creditors of the Company and provide debt to it. In their capacity as lenders Noteholders have no right to participate in corporate decisions of the Company. In particular, an investment in the Notes cannot be equated to a shareholding in the Company. Noteholders do not have any membership rights, management rights or rights to have a say. In particular, investors do not have any administrative rights (such as the right to attend general shareholders' meetings, the right to obtain information or the right to contest resolutions of general shareholders' meetings). There is also a dependency on the decisions of the shareholders and no possibility to have a say in this regard. Consequently, the Noteholders cannot influence any decisions by the Issuer or its management regarding the capital structure or any matters relating to the Issuer.

1.6.14 Noteholders of the existing 8.00% 2016/2021 bearer notes, who accept the exchange offer will acquire new bearer notes, which will become due for repayment only after the 2016/2021 bearer notes.

The existing up to €25,000,000 8.00% 2016/2021 bearer notes which were issued by the Issuer on 17 June 2016 (the "**2016/2021 Notes**") will become due prior to the new Notes to be issued under this Prospectus. The 2016/2021 Notes will mature in the volume at which the respective noteholders have not exchanged them and to the extent that they are not otherwise redeemed from the proceeds of the new notes. However, to the extent that the Noteholders of the 2016/2021 Notes participate in the exchange offer, they will acquire the new notes which will only mature in 2026 and thus significantly later than the existing 2016/2021 Notes. As the repayment of the 2016/2021 Notes is not secured, the risk profile for the investors participating in the exchange offer increases.

Should the repayment or refinancing of the previously due 2016/2021 Notes fails, this could have a significant adverse effect on the Issuer's net assets, financial position and results of operations and could lead to insolvency of the Issuer. Investors participating in the exchange offer could therefore lose all or part of their invested capital.

1.6.15 Noteholders, who finance the acquisition of the Notes using a loan may be exposed to a significant increase of loss in case of default of the Notes.

If a loan is used by a Noteholder to finance the acquisition of the Notes and the Notes subsequently go into default, or if the trading price diminishes significantly, the Noteholder not only has to face a potential loss on its investment but will also have to repay the loan and pay interest thereon. This may significantly increase the risk of a loss. Noteholders should not assume that they will be able to repay the loan or pay interest thereon from the profits of a transaction. Instead, potential investors should assess their financial situation prior to an investment, as to whether they are able to pay interest on the loan, or to repay the loan on demand, even if they may suffer losses instead of realising gains.

1.6.16 Payments of interest on the Notes and/or profits realised by the Noteholder upon the sale or repayment of the Notes, may be subject to taxation.

Payments of interest on the Notes and/or profits realised by the Noteholder upon the sale or repayment of the Notes, may be subject to taxation in the Noteholder's home jurisdiction or in other jurisdictions in which it is required to pay taxes.

1.6.17 Special Investment Risks- U.S. Foreign Account Tax Compliance Withholding

Whilst the Notes are in global form and held within a clearing system in all but the most remote circumstances, it is not expected that FATCA will affect the amount of any payment received by the clearing system. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. It also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA including any IGA legislation, if applicable), provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or

intermediary to make a payment free of FATCA withholding. Investors should consult their own tax adviser to obtain a more detailed explanation of FATCA and how FATCA may affect them.

If an amount in respect of U.S. withholding tax were to be deducted or withheld from interest, principal or other payments on the Notes as a result of FATCA, neither the Issuer, nor any paying agent or any other person would, pursuant to the Terms and Conditions of the Notes be required to pay additional amounts as a result of the deduction or withholding. As a result, investors may receive less interest or principal than expected.

1.6.18 Potential Noteholders could become subject to a Financial Transaction Tax which is currently being discussed among certain EU member states.

On February 14, 2013, the European Commission has published a proposal for a Directive (the "**Draft Directive**") for a common financial transaction tax ("**FTT**") in certain EU Member States, including Germany.

The proposed FTT has very broad scope and could, if introduced in its current form, apply to certain dealings in the Notes (including secondary market transactions) in certain circumstances. Primary market transactions referred to in Article 5(c) of Regulation (EC) No 1287/2006 are exempt. Under current proposals the FTT could apply in certain circumstances to persons both within and outside of the Participating Member States. Generally, it would apply to certain dealings in the Notes where at least one party is a financial institution, and at least one party is established in a Participating Member State. A financial institution may be, or be deemed to be, "established" in a Participating Member State in a broad range of circumstances, including (a) by transacting with a person established in a Participating Member State or (b) where the financial instrument which is subject to the dealings is issued in a Participating Member State.

According to the coalition agreement between the German Christian Democratic Party and the German Social Democratic Party, the current German government still has the intention to introduce a FTT.

However, the FTT proposal remains subject to negotiation between the (still) Participating Member States and its adoption and the scope of any such tax is uncertain. Prospective investors should consult their own tax advisers in relation to the consequences of the FTT associated with subscribing for, purchasing, holding and disposing of the Notes.

1.6.19 Because the Global Notes are held by or on behalf of Clearstream Banking, Frankfurt, investors will have to rely on their procedures for transfer, payment and communication with the Issuer.

The Notes will be represented by one or more Global Notes. Such Global Notes will be deposited with a common depositary for Clearstream Banking, Frankfurt. Investors will not be entitled to receive definitive Notes. Clearstream Banking Frankfurt ("**Clearstream**") will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by one or more Global Notes, investors will be able to trade their beneficial interests only through Clearstream and the Issuer will discharge its payment obligations under the Notes by making payments to the common depositary for Clearstream for distribution to their account holders. A holder of a beneficial interest in a Global Note must rely on the procedures of Clearstream to receive payments under the Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of beneficial interests in the Global Notes.

1.6.20 No assurance can be given as to the impact of any possible judicial decision or change of laws or administrative practices after the Interest Commencement Date.

The Terms and Conditions of the Notes are based on German law in effect as at thebInterest Commencement Date. No assurance can be given as to the impact of any possible judicial decision or change to German law (including German tax laws) or administrative practice or the official application or interpretation of German law after the Interest Commencement Date.

1.6.21 The Notes may not be a suitable investment for all investors seeking exposure to assets with green characteristics.

In connection with this offering, Vigeo Eiris, a research and rating agency that evaluates companies with regard to their sustainability efforts has issued a second-party opinion stating, among other things, the view that the Notes

are aligned with the latest versionof the International Capital Market Association's Green Bond Principles and Social Bond Principles voluntary guidelines (GBP & SBP), both edited in June 2018. This second-party opinion is not incorporated into and does not form part of this Prospectus and may not reflect the potential impact of all risks related to the structure, market, additional risk factors discussed above and other factors that may affect the value of the Notes. It should be noted that there is currently no clearly defined definition (legal, regulatory or otherwise) of, nor market consensus as to what constitutes, a "sustainable" or any equivalently labelled project nor can any assurance be given that such clear definition or consensus will develop over time.

There can be no assurance that the Notes, including the use of proceeds therefrom, expected management of the proceeds, selection of projects and reporting, will satisfy an investor's requirements or any future legal or quasi legal standards for investment in assets with sustainable characteristics. The Issuer does not purport to and has not obtained in relation to this issuance third-party analysis of its compliance with any sustainability-related standards other than as set forth above.

The examples of projects in the Issuer's "Sustainable Bond Framework" set out in this Prospectus are for illustrative purposes only and no assurance can be provided that disbursements for projects with these specific characteristics will be made by the Issuer with the proceeds from the Notes or, if such disbursements are made, the timing of such disbursements and the allocation of such disbursements across the project categories. There can be no assurance that the projects funded with the proceeds from the Notes will meet investor expectations or any binding or non-binding legal standards regarding sustainability performance, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability of social impact of any projects or uses, the subject of or related to, any "Eligible Sustainable Projects". Adverse environmental or social impacts may occur during the design, construction and operation of the projects or the projects may become controversial or criticized by activist groups or other stakeholders.

Any negative change in market perception of the suitability of the Notes as green or sustainable bonds, including due to shifting perceptions of what constitutes an environmentally-beneficial and sustainable activity or in criteria for green or sustainability labels, may negatively affect the value of the Notes and/or may have consequences to the extent investors hold the Notes within portfolio mandates specified as investing in green or sustainable assets.

No assurance or representation is given as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by AGRI RESOURCES) which may be made available in connection with the issue of the Notes and in particular with any Eligible Sustainable Projects to fulfill any environmental, sustainability, social and/or other criteria. For the avoidance of doubt, any such opinion or certification (i) is not, nor shall be deemed to be, incorporated into and/or form part of this Prospectus, (ii) is not, nor should be deemed to be, a recommendation by AGRI RESOURCES to buy, sell or hold any Notes and (iii) would only be current as of the date that it was initially issued.

Prospective investors must determine for themselves the relevance of any such opinion or certification and/or the information contained therein and/or the provider of such opinion or certification for the purpose of any investment in the Notes. Currently, the providers of such opinions and certifications are not subject to any specific regulatory or other regime or oversight.

Currently no application has been made or is expected to be made for the Notes to trading on a dedicated "sustainable" or "green" bond trading venue/segment; however, the Issuer may decide to do so to further attract institutional investors, who's investment criteria may only allow investments in financial instruments that are traded on such venues. In the event that the Notes will be listed or admitted to trading on any dedicated green, environmental, sustainable or other equivalently-labeled segment of any stock exchange or securities market (whether or not regulated), no representation or assurance is given by AGRI RESOURCES or any other person that such listing or admission satisfies, whether in whole or in part, any present or future investor expectations or requirements as regards any investment criteria or guidelines with which such investor or its investments are required to comply, whether by any present or future applicable law or regulations or by its own by-laws or other governing rules or investment portfolio mandates, in particular with regard to any direct or indirect environmental, sustainability or social impact of any projects or uses, the subject of or related to, any Eligible Sustainable Projects. Additionally, it should be noted that the criteria for any such listings or admission to trading may vary from one stock exchange or securities market to another. Nor is any representation or assurance given or made by the Issuer or any other person that any such listing or admission to trading will be obtained in respect of the Notes or, if obtained, that any such listing or admission to trading will be maintained during the life of the Notes and such venues may become illiquid.

Any such event or failure to apply the proceeds of the Notes for any project(s) or use(s), including any Eligible Sustainable Projects, and/or the withdrawal modification or downgrade or any opinion or certification as described above or any such opinion or certification attesting that the Issuer is not complying in whole or in part with any matters for which such opinion or certification is opining or certifying on, and/or the Notes no longer being listed or admitted to trading on any stock exchange or securities market as aforesaid may have a material adverse effect on the value of the Notes and also potentially the value of any other Notes which are intended by the Issuer to finance Eligible Sustainable Projects and/or result in adverse consequences for certain investors with portfolio mandates to invest in securities to be used for a particular purpose.

1.7 Risks relating to the offering and/or admission to trading

1.7.1 A market for the Notes does not exist prior to their issue. Furthermore, there is a lack of certainty of whether a solvent secondary market will emerge for the Notes, or - in the event of the emergence of such a market - whether the market will persist. In case of an illiquid market, an investor might not at any time be able to dispose of his Notes at an appropriate market price.

An application for inclusion of the Notes on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) in the Open Market (*Freiverkehr*) has been made. However, there is a risk that a liquid secondary market for the Notes will not develop or, if it does develop, that it will not remain liquid in the future. The mere fact that the Notes will be listed does not necessarily mean that the Notes will be more liquid in comparison to OTC-traded notes. In an illiquid market, all investors are exposed to the risk of not being able to sell their Notes at a fair market price. In addition, the sale of the Notes may be subject to further restrictions in certain countries.

1.7.2 The Noteholders are exposed to the risk that, due to non-compliance with listing obligations by the Issuer or for other reasons, the Notes may no longer be included in the Open Market of the Frankfurt Stock Exchange or in the trading in a different stock exchange, with the consequence that the Notes are not or only difficultly tradable.

The Notes of the Issuer are expected to be included in the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Since the inclusion of its existing up to 25,000,000 notes 2016/2021 to the Open Market, the Issuer is obliged to fulfil certain listing obligations and to comply with the provisions stipulated in the Regulation (EU) No 596/2014 ("**Market Abuse Regulation**"**)**. Non-compliance with these obligations and provisions will generally lead to legal consequences that ultimately might include the suspension and removal of the Notes from trading and may lead to significant fines to be imposed by the competent regulatory authority. As a consequence, Noteholders might not be able to trade or face difficulties to trade their Notes. There is no guarantee that the Issuer's accounting, controlling and legal or other corporate administrative functions will be capable of responding to these requirements without difficulties and inefficiencies that cause the Issuer to incur significant additional expenditures and/or expose the Issuer to legal, regulatory or civil costs or penalties.

1.7.3 The Noteholders are exposed to the risk of an unfavourable performance of the Notes, caused by a sell-off in the Notes before the Redemption Date.

The development of the Notes' market price depends on various factors, such as changes of interest levels, the policy of central banks, general economic developments, the rate of inflation as well as the level of demand for the Notes. Thus, Noteholders are exposed to the risk of a detrimental development in the prices of the Notes in connection with the sale of the Notes prior to their final redemption date. If, however, Notes are held by the Noteholder until the Redemption Date, they will be redeemed in accordance with their Terms and Conditions.

1.7.4 In case the creditworthiness of the Issuer deteriorates or if the market participants change their assessment of the creditworthiness of the Issuer following future changes to accounting standards and, in consequence, balance sheet items, the market price of the notes may decrease.

If one or more of the risks described herein would lower the probability that the Issuer will be able to comply with its obligations under the Notes, the price of the Notes will fall. Even if the probability that the Issuer will be able to comply with its obligations under the Notes does not decrease, market participants may form a different view, causing the price of the Notes to fall. Moreover, the market participants' assessment of the creditworthiness of

institutional borrowers, in general, or of borrowers operating in the same industry as the Issuer may decrease. As a consequence, the price of the Notes might fall.

The consolidated annual accounts of the Issuer for the financial years ended 31 December 2020 and 2019, respectively, were prepared in accordance with the International Financial Reporting Standards, as adopted by the EU ("**IFRS**"). New or amended accounting rules could lead to adjustments of the balance sheet items of the Issuer. This could change the market participants' perception as regards the creditworthiness of the Issuer. As a consequence, there is the risk that the price of the Notes falls. The Noteholders are exposed to the risk of an unfavourable price movement in the Notes, which may arise when selling the Notes prior to the final redemption date.

2. GENERAL INFORMATION REGARDING THE NOTES

2.1 Responsibility statement

AGRI RESOURCES GROUP S.A., a company incorporated as a public limited liability company (*Société Anonyme*) established and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (*Registre de commerce et des sociétés, Luxembourg*) under number B 201.266 (hereinafter also referred to as "**AGRI RESOURCES**", or the "**Company**" or the "**Issuer**" and together with its consolidated subsidiaries at the respective time, the "**Group**" assumes responsibility for the contents of this Prospectus and hereby confirms that to the best of their knowledge, the information contained in this Prospectus is in accordance with the facts and that the Prospectus makes no omission likely to affect its import. Notwithstanding Article 23 of Regulation (EU) 2017/1129 of the European Parliament and of the Council as of June 14, 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**") the Company is not required by law to update this Prospectus.

The Issuer further confirms that (i) this Prospectus contains all information with respect to the Issuer and the Group and to the Notes which is material in the context of the issue and offering of the Notes, including all information which, according to the particular nature of the Issuer and of the Notes is necessary to enable investors and their investment advisors to make an informed assessment of the Issuer's assets and liabilities, financial position, profits and losses, and prospects of the Issuer and the Group and of the rights attached to the Notes; (ii) the statements contained in this Prospectus relating to the Issuer, the Group and the Notes are in every material aspect true and accurate and not misleading; (iii) there are no other facts in relation to the Issuer, the Group or the Notes the omission of which would, in the context of the issue and offering of the Notes, make any statement in this Prospectus misleading in any material aspect; and (iv) reasonable enquiries have been made by the Issuer to ascertain such facts and to verify the accuracy of all such information and statements.

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating this Prospectus before the legal proceedings are initiated.

2.2 Purpose of this Prospectus

This Prospectus relates to the offer to the public of up to EUR 50,000,000.00 8.00% Notes due 17 March 2026 in a denomination of EUR 1,000.00 in the Federal Republic of Germany ("**Germany**") and the Grand Duchy of Luxembourg ("**Luxembourg**") to:

- Noteholders of the 2016/2021 Notes in the context of a public exchange offer in the period from 19 February 2021 (inclusive) to 5 March 2021 (inclusive);
- an offer of securities to the public in Germany and Luxembourg in the context of a cash subscription offer in the period from 24 February 2021 (inclusive) to 10 March 2021 (inclusive); and
- an exempt offer to Qualified Investors in member states of the EEA (the "**Private Placement**").

The Notes are governed by German law and constitute notes in bearer form (*Inhaber-Teil-Schuldverschreibungen*) in accordance with Sec. 793 et seq. of the German Civil Code (*BGB*). In accordance with article 100-14, second para., and article 470-20 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, articles 470-1 through 470-19 of such law shall not apply to or in connection with the Notes. The Notes are freely transferable. The security codes of the Notes are as follows:

International Securities Identification Number (ISIN):	DE000A287088
German Securities Code (*Wertpapierkennnummer - WKN*):	A28708

2.3 Approval of the Prospectus

This Prospectus has been approved by the Luxembourg Commission for the Supervision of the Financial Sector (*Commission de Surveillance du Secteur Financier* - "**CSSF**") as the competent authority under the Prospectus Regulation on 17 February 2021. The CSSF only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should neither be considered as an endorsement of the Issuer that is the subject of this Prospectus nor of the quality of the

securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the offered Notes.

Information contained on the Company's website (www.agri-resources.com) does not form part of this Prospectus unless that information is incorporated by reference into the Prospectus. Such information has not been scrutinized or approved by the CSSF.

2.4 Authorization for the issue of the Notes

The creation and issue of the Notes was authorized by resolution of the Issuer's Board of Directors on 15 February 2021. The issue of the Notes will take place on 17 March 2021.

2.5 Consent regarding the subsequent use of the Prospectus by financial intermediaries

The Issuer has given its explicit consent to the use of this Prospectus including any supplements thereto exclusively to futurum bank AG, Hochstraße 35-37, 60313 Frankfurt/Main, Germany ("**futurum bank**") during the public exchange offer in the period from 19 February 2021 to 5 March 2021 and in the context of a cash subscription offer in the period from 24 February 2021 to 10 March 2021 and declares in this connection that it will assume liability for the content of the Prospectus also in case of a subsequent resale or final placement of the securities. The consent is not subject to any further conditions.

Each further financial intermediary, which is unknown at the time of the approval of the Prospectus that is subsequently reselling or finally placing the Notes is entitled to use the Prospectus in Germany and Luxembourg for the subsequent resale or final placement of the Notes during the aforementioned periods, provided, however, that the Prospectus is still valid in accordance with Article 23 of the Prospectus Regulation. The Issuer accepts responsibility for the information given in this Prospectus also with respect to such subsequent resale or final placement of the Notes.

The Prospectus may only be delivered to potential investors together with all supplements published before such delivery. Any supplement to the Prospectus will be available for viewing in electronic form on the Issuer's website (https://www.agri-resources.com/Investor Area) and of the Luxembourg Stock Exchange (*Société de la Bourse de Luxembourg*) (www.bourse.lu).

When using the Prospectus, each relevant further financial intermediary must ascertain to comply with all applicable laws and regulations in force in the respective jurisdictions.

In the event of an offer being made by a further financial intermediary, the further financial intermediary shall provide information to investors on the terms and conditions of the Notes at the time of that offer.

Any further financial intermediary using the Prospectus shall state on its website that it uses the Prospectus in accordance with the consent of the Issuer and the conditions attached to this consent.

Should the Issuer grant its consent to the use of this Prospectus by other financial intermediaries, it will immediately announce this fact on its website (https://www.agri-resources.com/Investor Area) and on any other websites where this Prospectus has been published with its consent during the offer period, in particular, on the website of Luxembourg Stock Exchange (*Société de la Bourse de Luxembourg*) (www.bourse.lu).

2.6 Clearing

The Notes will initially be represented by a temporary global bearer note (the "**Temporary Global Note**") without coupons which will be kept in custody by Clearstream Banking Aktiengesellschaft, Mergenthalerallee 61, 65760 Eschborn, Germany ("**Clearstream**").

Notes represented by the Temporary Global Note will be exchangeable for Notes represented by a permanent global bearer note (the "**Permanent Global Note**", and each of the Temporary Global Note and the Permanent Global Note, a "**Global Note**") without coupons not earlier than 40 days after the Issue Date in accordance with the provisions set out in the Terms and Conditions of the Notes. In particular such exchange and any payment of interest on Notes represented by the Temporary Global Note shall only be made upon delivery of certifications as to non-U.S. beneficial ownership in accordance with the rules and operating procedures of Clearstream. Payments on the Temporary Global Note will only be made against presentation of such certifications. No definitive notes or coupons will be issued.

The Notes have been accepted for clearance by Clearstream.

2.7 Inclusion to Trading

Inclusion to trading in the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange is expected to occur on 17 March 2021. The Issuer and the Global Coordinator reserve the right to organize a trading on the terms of issue (*Handel per Erscheinen*). It is not intended to include the Notes to trading in a "regulated market" pursuant to Directive 2014/65/EU ("**MiFID II**").

2.8 Interested Parties

In connection with this issue and the listing of the Notes, futurum bank acting as Sole Global Coordinator and main exchange agent is in a contractual relationship with the Issuer. Upon successful completion of the offer, futurum bank will receive a fee, the amount of which will be contingent, *inter alia*, on the aggregate principal amount of the Notes placed in the course of the offering. In this respect, futurum bank has an economic interest in the successful implementation of the offering, which can give rise to a conflict of interests.

Bankhaus Gebr. Martin Aktiengesellschaft, with business address at Kirchstr. 35, 73033 Göppingen, Germany, registered in the Commercial Register of the Local Court (*Amtsgericht*) of Ulm under HRB 533403 ("**Bankhaus Gebr. Martin**") acting as paying agent of the Notes has a contractual relationship with the Issuer in connection with the offer and listing of the Notes. If the offer is successful, Bankhaus Gebr. Martin will receive a remuneration, the amount of which will depend, among other things, on the total nominal amount of the Notes placed in connection with the offer. In this respect, Bankhaus Gebr. Martin also has an economic interest in the successful execution of the offer, from which a potential conflict of interest may arise.

2.9 Notice to Noteholders

All notices to the Noteholders regarding the Notes will be published in the Federal Gazette (*Bundesanzeiger*). The Issuer will be entitled to deliver all notices concerning the Notes to the Clearing System for communication by the Clearing System to the Noteholders to the extent that the rules of the stock exchange on which the Notes are listed so permit.

2.10 Documents available for inspection

Electronic versions of the following documents cited in this Prospectus are available on the Issuer's website (https://www.agri-resources.com/Investor Area):

- the audited consolidated financial statements of the Company (IFRS) for the fiscal year ended December 31, 2020;
- the audited consolidated financial statements of the Company (IFRS) for the fiscal year ended December 31, 2019;
- this Prospectus;
- the terms and conditions of the Notes;
- the terms and conditions of the Exchange Offer;
- the Sustainable Bond Framework as well as the Second Party opinion thereon; and
- the Company's Articles of Association.

The Prospectus and any supplement thereto will be publicly available on the Issuer's website for a period of ten (10) years following its approval.

2.11 Third Party Information

With respect to any information included herein and specified to be sourced from a third party (i) the Issuer confirms that any such information has been accurately reproduced and as far as the Issuer is aware and is able to ascertain from information available to it from such third party, no facts have been omitted the omission of which

would render the reproduced information inaccurate or misleading and (ii) neither the Issuer nor the Global Coordinator has independently verified any such information and neither the Issuer nor the Global Coordinator accepts any responsibility for the accuracy thereof.

2.12 Rating

Neither the Issuer nor the Notes are currently being rated by any rating agency and obtaining such ratings is currently not envisaged.

2.13 Profit forecasts or estimates

The Issuer is not including any profit forecasts or profit estimates in this Prospectus.

2.14 Alternative performance measures

The Prospectus does not contain any alternative performance measures as defined in the guidelines issued by the European Securities and Markets Authority (ESMA) on 5 October 2015 on alternative performance measures.

2.15 Presentation of figures

2.15.1 Presentation of financial data

Where financial information contained in this Prospectus is described as "**audited**", this means, unless otherwise indicated, that it has been taken from the audited consolidated financial statements of the Company prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**") as of and for the fiscal years ended December 31, 2020 and 2019 (the "**Consolidated Financial Statements**"). All information on value increases and decreases (absolute and in %-age terms) and ratios has been calculated by the Company and is unaudited.

2.15.2 Rounding differences

Figures are commercially rounded to one digit after the decimal point. Changes, including %, age changes, are calculated based on the numbers as presented in this Prospectus and commercially rounded to one digit after the decimal point. As a result of rounding effects, the aggregated figures in the tables may differ from the totals shown and the aggregated percentages may not equal 100.0%. In addition, rounded totals and subtotals in the tables may vary marginally from unrounded figures indicated elsewhere in this Prospectus.

In respect of financial information set out in this Prospectus, a dash ("–") signifies that the relevant figure is not available, while a zero ("0") signifies that the relevant figure is available but has been rounded to or equals zero.

2.15.3 Other information

References to “CET” in this Prospectus refers to Central European Time or Central European Summertime, as the case may be. References to time in this Prospectus refers to CET, unless stated otherwise.

This Prospectus contains figures denoted in euros. Figures denoted in euros are indicated with "EUR" or "€" preceding the amount and are shown in thousands of Euro (in € thousands or “€ thousand”), except as otherwise stated.

3. THE OFFERING

3.1 Subject matter of the Offering

This Prospectus relates to the offer to the public of up to EUR 50,000,000.00 8.00% (the "**Aggregate Principal Amount**") Notes due 17 March 2026 in a denomination of EUR 1,000.00 (the "**Principal Amount**") in Germany and Luxembourg to:

(i) Noteholders of the 2016/2021 Notes in the context of an exchange offer to exchange their 2016/2021 Notes for the newly offered Notes, which will be published on the Issuer's website (www.agri-resources.com) under the heading "Investor Area" on 19 February 2021 and in the Federal Gazette (*Bundesanzeiger*) (the "**Exchange Offer**") including a multiple purchase option, under which participants in the Exchange Offer may subscribe for additional Notes ("**Multiple Purchase Option**"); and

(ii) an offer of securities to the public made by the Issuer in Germany and Luxembourg exclusively via the subscription functionality *Direct Place* of the Frankfurt stock exchange in the XETRA trading system or the trading system replacing such trading system for the collection and settlement of subscription orders (the "**Subscription Functionality**" (the "**Subscription Offer**").

In addition, an exempt offer of the Notes exclusively addressed to qualified investors in member states of the EEA other than the United States of America (the "**United States**"), Canada, Australia and Japan will be made in accordance with the applicable exemption rules for private placements, in particular pursuant to Article 1 (4) of the Prospectus Regulation or any equivalent exemption under this regulation, which will be conducted by the Sole Global Coordinator (the "**Private Placement**"((i) and (ii) together the "**Public Offer**", and together with the Private Placement, the "**Offering**")).

In Luxembourg the Public Offer will be communicated by means of an advertisement in the daily newspaper *Tageblatt*, which is exclusively carried out by the Issuer.

There is no minimum or maximum amount for subscription offers with regard to the Notes or for the exchange within the scope of the Exchange Offer. Investors may submit exchange offers or subscription offers in any amount starting at the Principal Amount, whereas the volume of the exchange offers or subscription offers must always be divisible by the Principal Amount and is limited to the volume of the Aggregate Principal Amount. There are no fixed tranches for the Notes.

There are no predetermined tranches of Notes for each of the Exchange Offer, the Suscription Offer and the Private Placement. There is no minimum or maximum amount of subscription offers for Notes. Investors may place subscription offers in any amount starting with the denomination of one Note, *i.e.* EUR 1,000.00. After the acceptation of the offer, the acceptance is binding and investors have no right to unilaterally reduce the respective subscription amount, unless provided otherwise by statutory law (*e.g.* in the event of any supplement to this Prospectus).

3.2 Envisaged timetable of the Offering

The envisaged timetable of the Offering is as follows:

Date	Event
17 February, 2021	• Approval of the Prospectus by the Commission de Surveillance du Secteur Financier („**CSSF**") and notification to the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* - BaFin) • Publication of the approved Prospectus on the Company's website (http://www.agri-resources.com) under the heading "Investor Area".
19 February, 2021	Publication of the Exchange Offer on the Issuer's website and in the German Federal Gazette (*Bundesanzeiger)* and in the *"Tageblatt"* in Luxembourg
19 February, 2021	Commencement of Exchange Offer
24 February, 2021	Commencement of Subscription Offer and Private Placement
5 March, 2021	End of Exchange Offer (about 12:00 (noon) CET)
10 March, 2021	End of Subscription Offer and Private Placement (12:00 (noon) CET)
17 March, 2021	Issue of the Notes

Date	Event
17 March, 2021	Introduction of the Notes in the Open Market (*Quotation Board*) of Deutsche Börse AG (unregulated market of the Frankfurt stock exchange (*Freiverkehr der Frankfurter Wertpapierbörse*))

3.3 The Exchange Offer

The purpose of the public Exchange Offer is to refinance the existing 2016/2021 Note in the outstanding amount of EUR 16.120.000,00. The Exchange Offer also provides investors with a reinvestment opportunity by means of an exchange of the 2016/2021 Notes for the new Notes which are the subject matter of this Prospectus.

On the basis of the Exchange Offer to be published on the Issuer's website on 19 February 2021 and in the German Federal Gazette (*Bundesanzeiger)*, the Noteholders of the 2016/2021 Notes are invited to exchange their 2016/2021 Notes into the Notes as offered in this Prospectus (the "**Invitation**"). The Exchange Offer will be carried out in such way that Noteholders of the 2016/2021 Notes, who wish to offer their 2016/2021 Notes for exchange will receive an offered new Note with the Principal Amount each, which are the subject matter of this Prospectusin exchange for each 2016/2021 Note with a principal amount of EUR 1,000.00. In addition, the exchanging Noteholders of the 2016/2021 Notes will receive the equivalent of the interest amount accrued under the exchanged 2016/2021 Notes for the current interest period until the Issue Date of the new Notes, *i.e.* until 17 March 2021 (exclusively), in exchange for each 2016/2021 Note.

Within the Exchange Period (as defined below), holders of the 2016/2021 Notes, who wish to exchange their Notes according to the Exchange Offer may submit a valid offer via their custodian bank which will be forwarded by the Clearing System (as defined in "*2.6 Clearing"*) to the Exchange Agent (as defined hereinafter) by no later than 5 March 2021 (12:00 (noon) CET).

The Settlement Agent is futurum bank acting – via CACEIS BANK S.A., Germany Branch with business address at Lilienthalallee 36, 80939 Munich, Germany, registered with the local court (Amtsgericht) of Munich under HRB 229834 – as the main exchange agent (the "**Exchange Agent**".

3.3.1 Exchange Ratio

The exchange shall be effected at the principal amount of the 2016/2021 Notes.

The "**Exchange Ratio**" for the 2016/2021 Notes is 1:10, which means that the holder of the 2016/2021 Note with a principal amount of EUR 10,000.00 each will receive ten (10) new Notes per one (1) 2016/2021 Note, if the Issuer accepts such offer.

3.3.2 Exchange Period

The period during which exchange offers may be made for the exchange of 2016/2021 Notes into new Notes commences on 19 February 2021 and ends on 5 March 2021 at 12:00 (noon) CET (the "**Exchange Period**").

The Issuer is entitled at any time and in its sole discretion to extend or shorten the Exchange Period, to amend the Invitation or to withdraw it in its entirety and is further entitled not to accept exchange offers or to accept them after the Exchange Period has elapsed. Any shortening or extension of the Exchange Period will be published on the Issuer's website www.agri-resources.com under the heading "Investor Area" and in the German Federal Gazette (*Bundesanzeiger)* and *Tageblatt* in Luxembourg. In addition, the Issuer shall, if necessary, obtain CSSF's approval of any supplement to this Prospectus and publish it in the same manner as this Prospectus.

3.4 The Subscription Offer

The Subscription Offer is made to all potential investors in Germany and Luxembourg and is not restricted to specific categories of potential investors. Under the Subscritpion Offer the Notes are offered at the Issue Price (*i.e.* 100% of the Principal Amount).

3.4.1 Means of subscription offers

Subscription offers are exclusively made by investors via the Subscription Functionality. Investors in Germany and Luxembourg, who would like to place subscription offers for Notes must submit their subscription orders via their respective depositary institution/custodian during the Offer Period (as defined below). To make use of the Subscription Functionality the depositary institution must (i) be admitted as a trading participant to the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the "**Trading Participant**") or have access to trading on the Frankfurt Stock Exchange via an accredited trading participant, (ii) be connected to XETRA, and (iii) be authorised and able to use the Subscription Functionality in accordance with the terms and conditions for use of the subscription functionality of the Frankfurt Stock Exchange.

A list of Trading Participants by country that are admitted to the Frankfurt Stock Exchange may be retrieved under the following website: https://www.xetra.com/xetra-en/trading/xetra-participants.

The Trading Participant shall make subscription offers on behalf of the investor at the investor's request via the Subscription Functionality. Subscription offers made via the Subscription Functionality are deemed to have been received as soon as a so-called order book manager (in the sense of the terminology of the Frankfurt Stock Exchange) has issued a confirmation on behalf of the Issuer. The subscription offers by investors are freely revocable until the end of the Offer Period (as defined below); however, once the allotment has been made, revocation is excluded. Pursuant to Article 23(2) of the Prospectus Regulation, investors, who, prior to the publication of a supplement to the prospectus, have already made a subscription prior to the publication of a supplement to the prospectus have the right to withdraw their declaration of intent within two (2) working days following the publication of any supplement, provided that the new circumstance or the inaccuracy due to which the supplement was published occurred prior to the final closing of the Public Offer and prior to the delivery of the Notes.

Acceptance of the subscription offers by the order book manager will result in a purchase contract for the Notes subject to the condition precedent that the Notes are issued on the Issue Date (as stipulated in § 1(1) of the Terms and Conditions of the Notes (see: "*5 TERMS AND CONDITIONS OF THE NOTES*").

Investors, whose depositary insitution is a Trading Participant (as defined above) participate in the Public Offer directly through their depositary institution. Investors (*e.g.* in Luxembourg), whose depositary institution is not a Trading Participant at the Frankfurt Stock Exchange may instruct a Trading Participant via their depositary institution to settle the subscription offer together with the investor's depositary institution.

3.4.2 Offer Period

The Public Offer will commence on 24 February 2021 and will end on 10 March 2021 (12:00 (noon) CET) (the "**Offer Period**").

In the event of an over-subscription (as defined in "3.6 *Allocation and publication of result*"), the Offer Period for the Public Offer will end, however, before the aforementioned time, on the respective trading day on which such over-subscription has occurred.

The Issuer reserves the right to extend or shorten the Offer Period and may – without stating any reasons – extend or shorten the Offer Period, terminate the Public Offer and/or the Private Placement at any time in its sole and absolute discretion. Any shortening or extension of the Offer Period will be published on the Issuer's website www.agri-resources.com under the heading "Investor Area" and in the German Federal Gazette (*Bundesanzeiger*). In addition, the Issuer shall, if necessary, obtain CSSF's approval of any supplement to this Prospectus and publish it in the same manner as this Prospectus.

3.5 The Private Placement

The Private Placement is carried out by the Issuer and addressed to qualified investors in Germany, Luxembourg and in certain other member states of the EEA excluding the United States of America, Canada, Australia and Japan, in accordance with the applicable exemption rules for private placements. Futurum bank is entitled to grant standard market sales commissions and so-called incentives to investors as part of the Private Placement, thus the issue price can be less than 100% of the Principal Amount.

3.6 Allocation and publication of result

When the Notes are allocated, first the subscription offers which are received as part of the Exchange Offer shall be taken into account and fully allocated, provided they are received by the Exchange Agent no later than 5 March 2021, 12:00 (noon) CET.

Subscription offers which are received via the Subscription Functionality in the context of the Subscription Offer shall be allocated thereafter and, as long as no Over-Subscription (as defined below) occurs, in full.

An "**Over-Subscription**" occurs if the total amount of the subscription offers received exceeds the Aggregate Principal Amount of the Notes offered.

Once an Over-Subscription occurs, the Issuer has the right to reduce offers or reject individual subscriptions under under the Offering in its absolute discretion and after consultation of the Global Coordinator. The Issuer intends to apply a pro rata reduction in the event of an Over-Subscription. In the event of a reduction or rejection of subscriptions, investors will be repaid the respective subscription amount. Investors will be informed via their deposit bank to which extent their subscriptions were accepted.

The result of the Offering will be published on the Issuer's website www.agri-resources.com under the heading "Investor Area" on or around 11 March 2021 and notified vis-à-vis CSSF.

3.7 Delivery and settlement

Delivery and settlement of the Notes will be carried out either by the Global Coordinator or the Exchange Agent / Paying Agent by the Issuer's order. Delivery of the Notes will be made with value date as of the Issue Date of the Notes. Delivery of the Notes will be made by booking via the Clearing System (as defined in "*2.6 Clearing*") in its capacity as the clearing system and the depositary institutions.

With respect to the Exchange Offer the Settlement Agent shall by order of the Issuer reimburse to the holders of the 2016/2021 Notes which have submitted their securities under the Exchange Offer also any interest for the 2016/2021 Notes accrued until the Issue Date of the Notesvia the respective depositary institutions.

Delivery and settlement for investors in Luxembourg whose depositary institution does not have direct access to the Clearing System will be made via a correspondence bank with direct access to the Clearing System instructed by the depositary institution.

3.8 Issue price, Term, Interest, Repayment and Yield

The issue price per Note for the Subscription Offer is 100.00%.

The term of the Notes commences on 17 March 2021 (inclusively) and ends on 17 March 2026 (exclusively).

The Notes will bear interest at a rate of 8.00% per annum as from 17 March (inclusively) until 17 March 2026 (exclusively). Interest is payable in arrears on 17 March of each year, *i.e.* on 17 March 2022, 17 March 2023, 17 March 2024, 17 March 2025 and, for the last time, on 17 March 2026 and, if the due date for interest is not a business day, on the next business day.

Unless previously redeemed, the Issuer shall repay the Notes at 100 % of the Principal Amount per Note on 17 March 2026.

The annual yield equals the interest on the Principal Amount and amounts to 8.00% on the basis of an issue price of 100% of the Principal Amount and redemption at the end of the term of the Notes.

3.9 Issue, Number of Notes to be issued and Result of the Offering

The issue of the Notes will take place on 17 March 2021. The number of Notes to be issued will be determined following the end of the Exchange Period and the Offer Period and will be announced in a notice which will be published on the Issuer's website www.agri-resources.com under the heading "Investor Area" together with the results of the Offering on or around the Issue Date of the Notes, on 11 March 2021.

3.10 Costs of the Investors in Connection with the Offering

The Issuer will not charge the investor for any costs, expenses or taxes in connection with the Notes directly vis-à-vis the Noteholders. Investors shall inform themselves regarding costs, expenses and taxes which may occur in

connection with the Notes, including possible fees charged by their depository banks in connection with the Offering and subscription and holding of the Notes.

3.11 Selling Restrictions

The Issuer and the Global Coordinator have represented and agreed that they will comply to the best of their knowledge with all applicable laws and regulations in force in any jurisdiction in which it takes selling efforts or other measures in relation to the issue of the Notes or in which it will possess or circulate the Prospectus or any documents relating to the placement of the Notes. The Issuer and the Global Coordinator will have no responsibility for, and they will obtain any consent, approval or permission required by them for, the sale of Notes under the laws and regulations in force in any jurisdiction to which they are subject or in or from which they make any sale. The Global Coordinator is not authorized to make any representation or use any information in connection with the issue, subscription and sale of the Notes other than as contained in, or which is consistent with, this Prospectus or any supplement thereto.

3.11.1 United States of America

The Notes have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered, sold or delivered within the United States of America (the "**United States**") to or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Global Coordinator will neither offer nor sell or deliver any Notes within the United States except in accordance with Rule 903 of Regulation S under the U.S. Securities Act. Accordingly, the Global Coordinator nor their affiliates nor any persons acting on its or their behalf will engage in any directed selling efforts or general solicitation with respect to the Notes. Terms used in this subparagraph have the meaning given to them by Regulation S.

The Notes will be issued in accordance with the provisions of United States Treasury Regulation § 1.163-5(c)(2)(i)(D) (the "**TEFRA D Rules**" or "**TEFRA D**"):

(a) the Global Coordinator will not offer or sell, such Notes to a person who is within the United States or its possessions or to a United States person, and it has not delivered and agrees that it will not deliver within the United States or its possessions such Notes that are sold during the restricted period;

(b) throughout the restricted period the Global Coordinator will have in effect procedures reasonably designed to ensure that its employees or agents who are directly engaged in selling such Notes are aware that such Notes may not be offered or sold during the restricted period to a person who is within the United States or its possessions or to a United States person, except as permitted by the D Rules;

(c) If it is a United States person, the Global Coordinator is acquiring such Notes for purposes of resale in connection with their original issuance and if it retains such Notes for its own account, it will only do so in accordance with the requirements of U.S. Treasury Regulation 1.163-5(c)(2)(i)(D)(6); and

(d) With respect to each affiliate that acquires such Notes from the Global Coordinator for the purpose of offering or selling such Notes during the restricted period, the Global Coordinator have repeated and confirmed the representations and agreements contained in paragraphs (a), (b) and (c) above on such affiliate's behalf.

Terms used in this subparagraph have the meanings given to them by the U.S. Internal Revenue Code and regulations thereunder, including the TEFRA D Rules.

3.11.2 European Economic Area (EEA)

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), no Notes have been offered or will be offered pursuant to the Offering to the public in that Relevant State prior to the publication of a prospectus in relation to the Notes, which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant

State, all in accordance with the Prospectus Regulation, except that the Notes may be offered to the public in that Relevant State at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the Global Coordinator and Bookrunner for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Notes shall require the Company to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Notes in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Notes to be offered so as to enable an investor to decide to purchase or subscribe for any Notes.

3.11.3 United Kingdom

The Notes have not been offered or will be offered to the public in the United Kingdom prior to the publication of a prospectus in relation to the Notes which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc (EU Exit) Regulations 2019/1234, except that the Notes may be offered to the public in the United Kingdom at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of Global Coordinator and Bookrunner for any such offer; or

(c) in any other circumstances falling within Section 86 of the FSMA.

provided that no such offer of the Notes shall require the Issuer to publish a prospectus pursuant to Section 85 of the Financial Services and Markets Act 2000, as amended ("**FSMA**")) or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.For the purposes of this provision, the expression an "offer to the public" in relation to the Notes in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Notes to be offered so as to enable an investor to decide to purchase or subscribe for any Notes and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Global Coordinator and Bookrunner will

(a) only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(b) comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

As used herein "**United Kingdom**" means the United Kingdom of Great Britain and Northern Ireland.

3.12 Underwriting Agreement

There is no underwriting agreement with any institution.

4. SUSTAINABILITY FRAMEWORK AND USE OF PROCEEDS

4.1 Net Proceeds and costs of the Offering

Assuming full placement of the Notes in the principal amount of EUR 50,000,000.00 the Offering, the Issuer can receive gross issue proceeds of up to EUR 50,000,000.00 from the Offering. The Issuer expects to incur expenses in connection with the Offering (comprising the selling commissions of the Bookrunner and other offering-related expenses) of up to an aggregate amount of up to approximately EUR 2,000,000.00 (the "**Total Issue Costs**"). Assuming full placement of the Notes, the net proceeds from the Offering received by the Issuer (after deduction of Total Issue Costs) will therefore presumably be approximately EUR 48,000,000.00, depending on the acceptance/quota of the Exchange Offer (inclusing the Multiple Purchase Option) (the "**Net Proceeds**").

However, the actual amount of gross proceeds will depend, in part, on the rate of acceptance of the Exchange Offer with respect to the 2016/2021 Notes due 17 June 2021 (*see section 3.3 "The Exchange Offer"*) because the Issuer will not receive cash proceeds from the exchange offer but will be relieved, to the extent the exchange offer is accepted, of its repayment obligation under the 2016/2021 Notes.

As per the date of this Prospectus, an aggregate principal amount of EUR 16,120,000.00 of the 2016/2021 Notes is outstanding (the "**2016/2021 Redemption Amount**"). Accordingly, in the event of a full placement of the Notes in the amount of EUR 50,000,000.00 and, concurrently, full placement of EUR 16,120,000 Notes by way of the Exchange Offer to the holders of the 2016/2021 Notes, the Issuer will receive an amount equal to EUR 33,880,000.00 (*i.e.* gross proceeds less 2016/2021 Redemption Amount) as cash gross proceeds from the Offering and will be relieved from its repayment obligation under the 2016/2021 Notes.

In the inverse event, *i.e.* full placement of the Notes in the amount of EUR 50,000,000.00 and no placement of Notes in the course of the Exchange offer, the gross proceeds will amount to EUR 50,000,000.00. However, in this case, the Issuer will have to fully redeem the 2016/2021 Notes on 17 June 2021 and, accordingly, an amount equaling EUR 16,120,000.00 of the issue proceeds will have to be reserved for repayment of the 2016/2021 Notes in June 2021.

4.2 Sustainability Bond Framework

In January 2020, the Company's board of directors of the Issuer resolved on the adoption of a Resources Group Sustainable Bond Framework (the "**Framework**"). The Framework will guide future sustainable finance transactions including, but not limited to, social bonds, green bonds, sustainability bonds (*e.g.* bonds where the proceeds are allocated to green and social assets) (collectively referred to as "**Agri Resources Group Sustainable Bonds**"). While Agri Resources Group is focusing on a sustainable bond issuance being the subject matter of this Prospectus, the Framework could also be used – going forward – to issue *e.g.* green loans.

The Framework aligns with the 2018 Green Bond Principles, the 2018 Social Bond Principles and the 2018 Sustainability Bond Guidelines each as published by the International Capital Markets Association (ICMA) and the 2018 Green Loan Principles, as published by the Loan Market Association (LMA) and will be updated as market practices evolve.

As stipulated by the Framework, the Issuer intends to follow best market practice with regard to Agri Resources Group Sustainable Bonds and will communicate in a transparent manner on:

(i) Use of proceeds;

(ii) Process for asset selection and evaluation;

(iii) Management of proceeds; and

(iv) Reporting on use of proceeds and impacts.

4.2.1 Use of proceeds

Except for an amount to be reserved for the repayment of the 2016/2021 Redemption Amount and for potential acquisitions, the Issuer intends to use the Net Proceeds from the Offering to finance projects, hereinafter collectively referred to as "**Eligible Assets**", that support the achievement of the United Nations ("**UN**") Sustainable Development Goals (SDGs) as stipulated by the UN for the years 2015 – 2030 in the domains of

environmental sustainability and social development.

Agri Resources' look-back period for Eligible Assets is 36 months prior to the date of the respective issuance date. The Issuer's goal is to fully allocate the net proceeds of an Agri Resources Group Sustainable Bond within 24 months of issuance (*i.e.*, with respect to the Offering, 60% in 2021 and 40% in 2022.)

The following tables outline the eligibility categories for proceeds of the different types of Agri Resources Group Sustainable Bonds.

- Category: Environmentally sustainable management of living natural resources and land use

ELIGIBLE PROJECTS SUB-CATEGORIES	PROJECTS	REGION OF IMPACT	KPI	ALIGNMENT WITH THE UN SDGS
SUSTAINABLE AGRICULTURE	Development and certification of existing landbanks	*Madagascar* *Ghana*	*# of certifications* *# of Ha covered by sustainable land and water resources management practices* *# tonnes certified vanilla* *# of jobs created* *# tonnes yield green vanilla per Ha*	    
	Additional land brought under sustainable practices : - further acquisitions of plantations - collaboration with local farmers	*Madagascar*		
	Development and certification of other crops & essential oils on existing land banks	*Madagascar*		
	Development of a technical centre for the region leveraging net houses and smart utilisation of water resources	*Mauritius*	*# yield per Ha* *# R&D expenditure* *# studies aiming improvements in agronomic performance* *% fertiliser use optimisation*	
	Creation of a traceability system for vanilla in partnership with Inside Madagascar	*Madagascar*	*# farmers trained* *# of tonnes of traceable vanilla bought* *# of farmers benefiting from incentives* *% Share of farmers benefitting from incentives compared to total # of farmers*	
LAND RESTORATION, AGROFORESTRY & BIODIVERSITY	Agroforestry	*Madagascar*	*# of Ha (preserved)* *# of Ha (created* *# of new trees introduced in landscapes* *# of local species planted*	
	Protection of residual forests located within our plantation supporting biodiversity	*Madagascar*		

- Category: socioeconomic advancement and empowerment

ELIGIBLE PROJECTS SUB-CATEGORIES	PROJECTS	REGION OF IMPACT	KPI	ALIGNMENT WITH THE UN SDGS
CREATING EMPLOYMENT OPPORTUNITIES	Investment in processing equipment for local rice transformation	*Benin*	*# of new jobs* *# net job creation* *# Volume of processed rice* *% of rice sold to the domestic market*	
SUPPORT TO LOCAL ECONOMIC AND SOCIAL DEVELOPMENT OF COMMUNITIES	Investment in a factory for essential oils that will benefit from existing and unexploited raw materials from local farms	*Madagascar*	*# of new jobs* *# net job creation* *# of farmers from remote locations benefitting from the processing equipment* *# of new jobs (FT, PT, by youth, women)* *# volume processed of essential oils (kg)*	
	Contribution to general interest causes in association with partner, Inside Madagascar	*Madagascar*	*# of people benefitting from relevant projects* *# of new suppliers*	
TRAINING ON SUSTAINABLE PRACTICES	Systems to support and train communities secure sustainable supply chains and a steady source of income	*Madagascar*	*# farmers trained* *# communities / organisations engaged*	

4.2.2 Process for asset selection and evaluation

In order to evaluate and select Eligible Asset(s) which will be financed through the respective Agri Resources Group Sustainability Bond issuance, AGRI RESOURCES has implemented an operating procedure that will guide the company during deployment of the proceeds and their monitoring, evaluation and reporting.

The Eligible Asset(s) selection procedure comprises the following tasks:

(1) List and review of all projects by "Selection and Evaluation Committee" (as defined below), including information on start date and the current status;

(2) Exclusion of projects where environmental or social risk have not yet been fully assessed, or where the expected impact is low;

(3) Assessment of projects vis-à-vis the list of Agri Resources Group strategic objectives and selection criteria as well as a selection of projects where results can be measured/tracked; and

(4) Validation of the list of eligible projects and their associated impact (including Key performance indicators (KPIs)) by relevant stakeholders, including senior manager and team leads.

This process was, and will continue to be, supported by AGRI RESOURCES` direct and indirect parent companies, being Agricorp and Monaco Resources Group, including the Leadership and the Marketing & Communications teams. Traceability of decision-making will be documented through formal meetings on an annual basis, or more regularly in the event of a controversy, with the Selection and Evaluation Committee (the "**Selection and Evaluation Committee**") comprising

- Agri Resources Group (CEO and Directors): involved in the initial project long-list identification step and in all of the following steps as "leads";
- Agricorp (CFO & Co-Director of Vanilla & Spices): involved in project assessment, providing input both on financial and Environmental and social governance ("**ESG**") issues, based on extensive first-hand local and sector expertise; and
- Monaco Resources Group (Leadership Team, HR, Marketing & Communications): involved in the final discussion, primarily to provide input on ESG alignment.

This may provide updates to the register of eligible projects. Any updates will be publicly communicated as part of AGRI RESOURCES annual reports shared on our website (www.agri-resources.com).

4.2.3 Management of Proceeds

The proceeds from the Agri Resources Group Sustainable Bond will be progressively allocated to Eligible Assets.

AGRI RESOURCES' asset portfolio will be dynamic with Eligible Assets maturing and new Eligible Assets being added.

AGRI RESOURCES will set up an internal tracking system within its treasury management to facilitate the allocation process during the lifetime of the Sustainability Bond issued, the net proceeds will be deposited in a separate bank account and will be earmarked and tracked appropriately by the Issuer.

In case of temporary unallocated funds, funds will be kept as liquidity at AGRI RESOURCES level, until the matter has been resolved, for the allocation of the fund to the initially planned project or project category. Furthermore, AGRI RESOURCES commits not to invest temporarily unallocated proceeds in the extraction, processing, transport and distribution of fossil fuels or other controversial activities related to Greenhouse gas.

If an Eligible Asset no longer qualifies according to the Eligibility Criteria, or in case of project postponement, cancellation or divestment, AGRI RESOURCES commits to substitute any Eligible Assets that no longer qualify and reallocate the proceeds, as soon as practical (once qualifying substitution assets have been identified)within a maximum period of 12 months.

AGRI RESOURCES will track the use of proceeds of the Sustainable Bond using internal information systems. Externally, the allocation of proceeds to eligible projects will be verified via external audits.

4.2.4 Reporting on use of proceeds

AGRI RESOURCES will publish an updated report on the progress of material projects under Framework and the use of the proceeds of the issue to the material projects described in the Framework. Such report will be published on the Issuer's website (www.agri-resources.com) for the duration of the Notes and not later than three months after the respective reporting date (being 30 June or 31 December of the respective year).The reports will include *inter alia*:

- List and description of the projects funded;
- The total amount of net proceeds allocated to selected projects;
- The share of co-financing of eligible projects (%);
- Percentage of refinancing at Eligible Category level (%);
- The share of allocated proceeds vs. unallocated proceeds (%);
- The type and amounts of temporary placements in which unallocated funds are kept; and

- Developments relating to the Bonds and to the eligible projects, including in case of ESG controversies will be reported on its website.

4.2.5 External Review

Pre-issuance

The Issuer has appointed Vigeo Eiris ("**Vigeo Eiris**") to provide a second party opinion (the "**Second Party Opinion**") on the Issuer's Framework. The Second Party Opinion and the Framework will be made available on the Issuer's website.

Post-issuance

Post issuance, the aligment with key features of AGRI RESOURCES' Framework will be subject to an external verification performed by a third-party expert annually and until full allocation of proceeds. The verification processs will address the allocation of the net proceeds of the Notes in accordance with the eligibility criteria set forth in the use of proceeds section of the Framework as well as verification of the metrics used to report on the environmental and social benefits of the projects.

5. TERMS AND CONDITIONS OF THE NOTES

ANLEIHEBEDINGUNGEN

(die „**Anleihebedingungen**")

Diese Anleihebedingungen sind in deutscher Sprache abgefasst und mit einer Übersetzung in die englische Sprache versehen. Der deutsche Wortlaut ist allein rechtsverbindlich. Die englische Übersetzung dient nur zur Information.

§ 1
Währung, Stückelung, Form, Bestimmte Definitionen

(1) *Währung; Stückelung*. Diese Emission von Schuldverschreibungen (die „**Schuldverschreibungen**") der AGRI RESOURCES GROUP S.A. (die „**Emittentin**") wird am 17. März 2021 (der „**Begebungstag**") im Gesamtnennbetrag von bis zu € 50,000,000.00 (in Worten: fünfzig Millionen Euro) (der „**Nennbetrag**") in einer Stückelung von € 1.000,00 (die „**Festgelegte Stückelung**") begeben.

(2) *Form*. Die Schuldverschreibungen lauten auf den Inhaber.

(3) *Vorläufige Globalurkunde – Austausch gegen Dauerglobalurkunde*.

(a) Die Schuldverschreibungen werden anfänglich durch eine vorläufige Globalurkunde (die „**Vorläufige Globalurkunde**") ohne Zinsscheine verbrieft. Die Vorläufige Globalurkunde wird gegen Schuldverschreibungen in der Festgelegten Stückelung, die durch eine Dauerglobalurkunde (die „**Dauerglobalurkunde**" und, zusammen mit der Vorläufigen Globalurkunde, die „**Globalurkunden**") ohne Zinsscheine verbrieft sind, ausgetauscht. Jegliche Zinszahlungsansprüche aus den Schuldverschreibungen sind durch die jeweilige Globalurkunde verbrieft. Die Vorläufige Globalurkunde und die Dauerglobalurkunde werden jeweils von oder im Namen der Emittentin unterschrieben und sind jeweils von der Zahlstelle oder in deren Namen mit einer

TERMS AND CONDITIONS

(the "**Terms and Conditions**")

These Terms and Conditions are written in the German language and provided with an English language translation. The German text will be the only legally binding version. The English language translation is provided for convenience only.

§ 1
Currency, Denomination, Form, Certain Definitions

(1) *Currency; Denomination.* This issue of notes (the "**Notes**") of AGRI RESOURCES GROUP S.A. (the "**Issuer**"), is being issued in the aggregate principal amount of €50,000,000.00 (in words: fifty million Euro) (the "**Principle Amount**") in a denomination of € 1,000.00 each (the "**Specified Denomination**") on 17 March 2021 (the "**Issue Date**").

(2) *Form.* The Notes are being issued in bearer form.

(3) *Temporary Global Note – Exchange for Permanent Global Note*.

(a) The Notes are initially represented by a temporary global note (the "**Temporary Global Note**") without coupons. The Temporary Global Note will be exchangeable for Notes in the Specified Denomination represented by a permanent global note (the "**Permanent Global Note**" and, together with the Temporary Global Note, the "**Global Notes**") without coupons. Any claim for interest payments under the Notes shall be represented by the relevant Global Note. The Temporary Global Note and the Permanent Global Note shall each be signed by or on behalf of the Issuer and shall each be authenticated by or on behalf of the Paying Agent. Definitive certificates representing individual Notes and coupons will not be issued.

Kontrollunterschrift versehen. Einzelurkunden für die Schuldverschreibungen und Zinsscheine werden nicht ausgegeben.

(b) Die Vorläufige Globalurkunde wird gegen die Dauerglobalurkunde nach Ablauf von mindestens 40 Tagen und höchstens 180 Tagen nach dem Begebungstag ausgetauscht. Ein solcher Austausch darf nur nach Vorlage von Bescheinigungen erfolgen, wonach der oder die wirtschaftlichen Eigentümer der Schuldverschreibungen keine U.S.-Person(en) ist bzw. sind (ausgenommen bestimmte Finanzinstitute oder bestimmte Personen, die Schuldverschreibungen über solche Finanzinstitute halten). Solange die Schuldverschreibungen durch eine Vorläufige Globalurkunde verbrieft sind, werden Zinszahlungen erst nach Vorlage solcher Bescheinigungen vorgenommen. Eine gesonderte Bescheinigung ist für jede solche Zinszahlung erforderlich. Jede Bescheinigung, die am oder nach dem 40. Tag nach dem Begebungstag eingeht, wird als ein Ersuchen behandelt werden, die Vorläufige Globalurkunde gemäß diesem Absatz (b) auszutauschen. Schuldverschreibungen, die im Austausch für die Vorläufige Globalurkunde geliefert werden, dürfen nur außerhalb der Vereinigten Staaten (wie in Absatz (6) definiert) geliefert werden.

(b) The Temporary Global Note shall be exchanged for the Permanent Global Note not less than 40 nor more than 180 days after the Issue Date. Such exchange shall only be made upon delivery of certifications to the effect that the beneficial owner or owners of the Notes is or are, as applicable, not (a) U.S. person(s) (other than certain financial institutions or certain persons holding Notes through such financial institutions). Payment of interest on Notes represented by a Temporary Global Note will be made only after delivery of such certifications. A separate certification shall be required in respect of each such payment of interest. Any such certification received on or after the 40th day after the Issue Date will be treated as a request to exchange the Temporary Global Note pursuant to this paragraph (b). Any Notes delivered in exchange for the Temporary Global Note shall be delivered only outside of the United States (as defined in paragraph (6)).

(4) *Clearingsystem*. Jede Globalurkunde wird solange von einem oder im Namen eines Clearingsystems verwahrt, bis sämtliche Verbindlichkeiten der Emittentin aus den Schuldverschreibungen erfüllt sind. „**Clearingsystem**“ bezeichnet Clearstream Banking Aktiengesellschaft, Frankfurt am Main, mit Geschäftsanschrift Mergenthalerallee 61, 65760 Eschborn („**Clearstream**”) sowie jeder Funktionsnachfolger.

(4) *Clearing System*. Each Global Note will be kept in custody by or on behalf of the Clearing System until all obligations of the Issuer under the Notes have been satisfied. “**Clearing System**” means the following: Clearstream Banking Aktiengesellschaft, Frankfurt am Main, business address: Mergenthalerallee 61, 65760 Eschborn (“**Clearstream**”) and any successor in such capacity.

(5) *Gläubiger von Schuldverschreibungen*. „**Gläubiger**“ bezeichnet jeden Inhaber eines Miteigentumsanteils oder eines anderen vergleichbaren Anteils oder Rechts an den Schuldverschreibungen.

(5) *Noteholder*. “**Noteholder**” means any holder of a proportionate co-ownership or another beneficial interest or right in the Notes.

(6) *Vereinigte Staaten.* Für die Zwecke dieser Anleihebedingungen bezeichnet „**Vereinigte Staaten**“ die Vereinigten Staaten von Amerika (einschließlich deren Bundesstaaten und des District of Columbia) sowie deren Territorien (einschließlich Puerto Rico, der U.S. Virgin Islands, Guam, American Samoa, Wake Island und den Northern Mariana Islands).

(6) *United States*. For the purposes of these Terms and Conditions, “**United States**” means the United States of America (including the States thereof and the District of Columbia) and its possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and Northern Mariana Islands).

(7) *Definitionen.*

„**Anleihebedingungen**“ hat die diesem Begriff in der Überschrift zugewiesene Bedeutung.

„**Ausübungszeitraum**“ hat die diesem Begriff in § 6 (3) (a) zugewiesene Bedeutung.

„**Begebungstag**“ hat die diesem Begriff in § 1 (1) zugewiesene Bedeutung.

„**Berichtsstichtag**“ ist der 31. Dezember eines jeden Jahres sowie gegebenenfalls jeder andere Tag, an dem ein Zeitraum endet, für den die Emittentin einen Konzernabschluss veröffentlicht.

„**Clearingsystem**“ hat die diesem Begriff in § 1 (4) zugewiesene Bedeutung.

„**Code**“ hat die diesem Begriff in § 8 (3) zugewiesene Bedeutung.

„**Dauerglobalurkunde**“ hat die diesem Begriff in § 1 (3) (a) zugewiesene Bedeutung.

„**Depotbank**“ hat die diesem Begriff in § 15 (4) zugewiesene Bedeutung.

„**Emittentin**“ hat die diesem Begriff in § 1 (1) zugewiesene Bedeutung.

„**Fälligkeitstag**“ hat die diesem Begriff in § 6 (1) zugewiesene Bedeutung.

„**FATCA Quellensteuer**“ hat die diesem Begriff in § 8 (3) zugewiesene Bedeutung.

„**Festgelegte Stückelung**“ hat die diesem Begriff in § 1 (1) zugewiesene Bedeutung.

„**Gemeinsamer Vertreter**“ hat die diesem Begriff in § 13 (5) zugewiesene Bedeutung.

(7) *Definitions.*

“**Terms and Conditions**” has the meaning as defined in the headline.

“**Put Period**” has the meaning as defined in § 6 (3) (a).

“**Issue Date**” has the meaning as defined in § 1 (1).

“**Reporting Date**” means December 31 of each year and such other dates, if any, on which a period for which the Issuer publishes Consolidated Financial Statements ends.

“**Clearing System**” has the meaning as defined in § 1 (4).

“**Code**” has the meaning as defined in § 8 (3).

“**Permanent Global Note**” has the meaning as defined in § 1 (3) (a).

“**Custodian**” has the meaning as defined in § 15 (4).

“**Issuer**” has the meaning as defined in § 1 (1).

“**Maturity Date**” has the meaning as defined in § 6 (1).

“**FATCA Withholding**” has the meaning as defined in § 8 (3).

“**Specified Denomination**” has the meaning as defined in § 1 (1).

“**Noteholders' Representative**” has the meaning as defined in § 13 (5).

„**Geschäftsleitung**“ bezeichnet (a) in Bezug auf die Emittentin oder eine andere Körperschaft ein entsprechendes Leitungsorgan, wie z.B. die Geschäftsführung einer Gesellschaft mit beschränkter Haftung, dieser Körperschaft (und im besonderen Fall der Emittentin, ihr *conseil d'administration*) oder einen ihrer ordnungsgemäß mit einer Handlungsvollmacht für dieses Organ ausgestatteten Ausschüsse; (b) in Bezug auf eine Personengesellschaft die Geschäftsführung des unbeschränkt haftbaren Gesellschafters dieser Personengesellschaft; und (c) in Bezug auf eine andere Person, das Organ oder den Ausschuss dieser Person mit vergleichbarer Funktion.

“**Board of Directors**” means (a) with respect to the Issuer or any other corporation, the management board or analogous governing body such as the board of managing directors (*Geschäftsführung*) of a limited liability company (*Gesellschaft mit beschränkter Haftung*) of the corporation (and in the particular case of the Issuer, its *conseil d'administration*) or any committee thereof duly authorized to act on behalf of such board; (b) with respect to a partnership, the management body of the general partner of the partnership; and (c) with respect to any other Person, the board or committee of such Person serving a similar function.

„**Geschäftstag**“ hat die diesem Begriff in § 5 (4) zugewiesene Bedeutung.

“**Business Day**” has the meaning as defined in § 5 (4).

„**Gläubiger**“ hat die diesem Begriff in § 1 (5) zugewiesene Bedeutung.

“**Noteholder**” has the meaning as defined in § 1 (5).

„**Gläubiger-Ausübungserklärung**“ hat die diesem Begriff in § 6 (3) (c) zugewiesene Bedeutung.

“**Put Notice**” has the meaning as defined in § 6 (3) (c).

„**Gläubiger-Rückzahlungswahlrecht**“ hat die diesem Begriff in § 6 (3) (a) zugewiesene Bedeutung.

“**Put Option**” has the meaning as defined in § 6 (3) (a).

„**Globalurkunde**“ hat die diesem Begriff in § 1 (3) (a) zugewiesene Bedeutung.

“**Global Note**” has the meaning as defined in § 1 (3) (a).

„**IFRS**“ bezeichnet die International Financial Reporting Standards des International Accounting Standard Board (IASB) in jeweils geltender Fassung.

“**IFRS**” means the International Financial Reporting Standards as published by the International Accounting Standards Board (IASB), as in effect from time to time.

„**Kontrollwechsel**“ hat die diesem Begriff in § 6 (3) (a) zugewiesene Bedeutung.

“**Change of Control**” has the meaning as defined in § 6 (3) (a).

„**Konzern**“ bezeichnet die Emittentin und ihre Tochtergesellschaften.

“**Group**” means the Issuer together with its Subsidiaries.

„**Konzernabschluss**“ bezeichnet den nach IFRS erstellten Konzernabschluss der Emittentin und ihrer Tochtergesellschaften mit Anhang.

“**Consolidated Financial Statements**” means the consolidated financial statements of the Issuer and its Subsidiaries prepared in accordance with IFRS, including the notes to such financial statements.

„**Konzerninterne Finanzverbindlichkeiten**“ bezeichnet Finanzverbindlichkeiten, die ausschließlich zwischen der Emittentin und

“**Intercompany Indebtedness**” means Indebtedness to which the only parties are the Issuer and its shareholders and/or the Issuer and

ihren Gesellschaftern und/oder zwischen der Emittentin und einer oder mehreren ihrer Tochtergesellschaften oder ausschließlich zwischen Tochtergesellschaften bestehen.

any Subsidiary or Subsidiaries, or only Subsidiaries.

„**Kündigungserklärung**“ hat die diesem Begriff in § 10 (2) zugewiesene Bedeutung.

“**Termination Notice**” has the meaning as defined in § 10 (2).

„**Kündigungsgrund**“ hat die diesem Begriff in § 10 (1) zugewiesene Bedeutung.

“**Event of Default**” has the meaning as defined in § 10 (1).

„**Maßgebliche Steuerjurisdiktion**“ hat die diesem Begriff in § 8 (1) zugewiesene Bedeutung.

“**Relevant Taxing Jurisdiction**” has the meaning as defined in § 8 (1).

„**Person**“ bezeichnet natürliche Personen, Körperschaften, Personengesellschaften, Joint Ventures, Vereinigungen, Trusts, nicht rechtsfähige Vereinigungen, Regierungen oder Regierungsbehörden oder Gebietskörperschaften.

“**Person**” means any individual, corporation, partnership, joint venture, association, trust, unincorporated organization or government or any agency or political subdivision thereof.

„**Qualifizierte Mehrheit**“ hat die diesem Begriff in § 13 (2) zugewiesene Bedeutung.

“**Qualified Majority**” has the meaning as defined in § 13 (2).

„**Relevante Finanzverbindlichkeit**“ bezeichnet jede Finanzverbindlichkeit in Form von oder verbrieft in Schuldverschreibungen oder vergleichbaren Wertpapieren, die jeweils an einer Wertpapierbörse oder in einem Wertpapiermarkt (u.a. einschließlich einem over-the-counter Markt) zugelassen sind oder notiert oder gehandelt werden oder üblicherweise dort zugelassen, notiert oder gehandelt werden können, mit Ausnahme von Finanzverbindlichkeiten aus Schuldscheindarlehen.

“**Relevant Indebtedness**” means any Indebtedness which is in the form of, or represented by, notes or any similar securities which are, for the time being, or are ordinarily capable of being, listed, quoted or traded on any stock exchange or in any securities market (including, without limitation, any over-the-counter market), but shall not include any Indebtedness under any promissory note (*Schuldscheindarlehen*).

„**Relevante Person(en)**“ hat die diesem Begriff in § 6 (3) (a) zugewiesene Bedeutung.

“**Relevant Person(s)**” has the meaning as defined in § 6 (3) (a).

„**Relevanter Zeitraum**“ bezeichnet die jeweils letzten vier aufeinander folgenden Quartale, die vor dem jeweiligen Datum der Feststellung des Konsolidierten Zinsdeckungsgrads enden.

“**Relevant Period**” means the respective most recent four consecutive quarters ending prior to the respective date of determination of the Consolidated Coverage Ratio.

„**Rückzahlungsbetrag**“ hat die diesem Begriff in § 6 (1) zugewiesene Bedeutung.

“**Final Redemption Amount**” has the meaning as defined in § 6 (1).

„**Rückzahlungsereignis-Mitteilung**“ hat die diesem Begriff in § 6 (3) (b) zugewiesene Bedeutung.

“**Put Event Notice**” has the meaning as defined in § 6 (3) (b).

„**Schuldscheindarlehen**“ bezeichnet Schuldscheindarlehen nach deutschem Recht.

“**Schuldscheindarlehen**” means certificates of indebtedness (*Schuldscheindarlehen*) governed by German law.

„**Schuldverschreibungen**“ hat die diesem Begriff in § 1 (1) zugewiesene Bedeutung.

“**Notes**” has the meaning as defined in § 1 (1).

„**SchVG**“ hat die diesem Begriff in § 13 (1) zugewiesene Bedeutung.

“**SchVG**” has the meaning as defined in § 13 (1).

„**Sicherheit**“ bezeichnet in Bezug auf einen Vermögenswert jede Hypothek, jedes Pfandrecht, jede Verpfändung, jede Grundschuld, jedes Sicherungsrecht oder jedwede Belastung. Für Zwecke dieser Definition ist eine Person als Eigentümer eines Vermögenswertes anzusehen, den sie nach Maßgabe eines Kaufvertrags mit Eigentumsvorbehalt, einer Kapitalleasing- oder sonstigen Vereinbarung erworben hat oder hält, gemäß der das Eigentum des Vermögenswertes für Sicherungszwecke einer anderen Person vorbehalten ist oder übertragen wird und ein solcher Eigentumsvorbehalt eine „**Sicherheit**“ darstellt.

“**Lien**” means, with respect to any Property, any mortgage, lien, pledge, charge, security interest or encumbrance of any kind. For the purposes of this definition, a Person shall be deemed to be the owner of any Property which it has acquired or holds subject to a conditional sale agreement, capital lease or other arrangement pursuant to which title to the Property has been retained by or vested in some other Person for security purposes, and such retention of title shall constitute a “**Lien**”.

„**Stimmberechtigte Anteile**“ bezeichnet die Aktien (oder entsprechende Kapitalanteile) einer Person der Klasse oder Klassen, die unter normalen Umständen mit dem allgemeinen Recht ausgestattet sind, mindestens eine Mehrheit der Mitglieder der Geschäftsleitung, Manager oder Treuhänder dieser Person zu wählen (unabhängig davon, ob bei Eintritt eines Sonderfalls eine oder mehrere andere Klasse(n) mit Stimmrechten ausgestattet sind oder sein können).

“**Voting Stock**” means capital stock (or equivalent equity interest) of a Person of the class or classes having general voting power under ordinary circumstances to elect at least a majority of the Board of Directors, managers or trustees of such Person (irrespective of whether or not at the time capital stock (or equivalent equity interests) of any other class or classes has or might have voting power upon the occurrence of any contingency).

„**Tochtergesellschaft**“ bezeichnet in Bezug auf eine Person (für Zwecke dieser Definition wird diese Person als eine „**bestimmte Person**“ bezeichnet) eine Körperschaft oder eine andere Person, deren ausstehende Stimmberechtigte Anteile zu mehr als 50 % (gemessen an Stimmrechten und nicht an der Anzahl der Anteile) zum Datum der Feststellung direkt oder indirekt im Eigentum dieser bestimmten Person und/oder einer oder mehrerer der anderen Tochtergesellschaften dieser bestimmten Person stehen.

“**Subsidiary**” means, with respect to any Person (such Person, for purposes of this definition, the “**specified person**”), any corporation or other Person more than 50% of the outstanding Voting Stock (measured by voting power rather than number of shares) of which at the date of determination is owned, directly or indirectly, by the specified person and/or by one or more other Subsidiaries of the specified person.

„**Verbriefung**“ bezeichnet jede Verbriefung bestehender oder künftiger Aktiva und/oder

“**Securitization**” means any securitization of existing or future assets and/or revenues,

Einnahmen, vorausgesetzt, dass (i) jede damit verbundene Sicherheit ausschließlich auf die Aktiva und/oder Einnahmen beschränkt ist, die Gegenstand der Verbriefung sind; und (ii) sich der Rückgriff in Verbindung mit dieser Verbriefung auf die verbrieften (als Sicherheiten gestellten) Aktiva und/oder Einnahmen als Hauptquelle für die Rückzahlung der ausgereichten Gelder beschränkt.

provided that (i) any Lien in connection therewith is limited solely to the assets and/or revenues which are the subject of the securitization; and (ii) recourse in respect of such securitization is limited to the assets and/or revenues so securitized as the principal source of repayment for the money advanced.

„**Vereinigte Staaten**“ hat die diesem Begriff in § 1 (6) zugewiesene Bedeutung.

“**United States**” has the meaning as defined in § 1 (6).

„**Vermögenswert**“ bezeichnet alle Sachanlagen oder Vermögenswerte, ob in Form von unbeweglichen oder beweglichen Vermögenswerten oder einer Mischung von beiden, u.a. einschließlich Immobilienbesitz, sonstiger Werte des Umlaufvermögens und Aktien, jedoch ohne Einlagenkonten, die am Begebungstag im Eigentum der Emittentin oder einer ihrer Tochtergesellschaften stehen oder danach von der Emittentin oder einer ihrer Tochtergesellschaften erworben werden.

“**Property**” means any property or asset, whether real, personal or mixed, including, without limitation, Real Estate Property, other current assets and shares of capital stock, but excluding deposit accounts, owned at the Issue Date or thereafter acquired by the Issuer or any of its Subsidiaries.

„**Verzinsungsbeginn**“ hat die diesem Begriff in § 4 (1) zugewiesene Bedeutung.

“**Interest Commencement Date**” has the meaning as defined in § 4 (1).

„**Vorläufige Globalurkunde**“ hat die diesem Begriff in § 1 (3) (a) zugewiesene Bedeutung.

“**Temporary Global Note**” has the meaning as defined in § 1 (3) (a).

„**Wahl-Rückzahlungsbetrag (Call)**“ hat die diesem Begriff in § 6 (5) zugewiesene Bedeutung.

“**Call Redemption Amount**” has the meaning as defined in § 6 (5).

„**Wahl-Rückzahlungsbetrag (Put)**“ hat die diesem Begriff in § 6 (3) (a) zugewiesene Bedeutung.

“**Put Redemption Amount**” has the meaning as defined in § 6 (3) (a).

„**Wahl-Rückzahlungstag (Call)**“ hat die diesem Begriff in § 6 (5) zugewiesene Bedeutung.

“**Call Redemption Date**” has the meaning as defined in § 6 (5).

„**Wahl-Rückzahlungstag (Put)**“ hat die diesem Begriff in § 6 (3) (c) zugewiesene Bedeutung.

“**Put Date**” has the meaning as defined in § 6 (3) (c).

„**Wesentliche Tochtergesellschaft**“ hat die diesem Begriff in § 10 (4) zugewiesene Bedeutung.

“**Material Subsidiary**” has the meaning as defined in § 10 (4).

„**Zahlstelle**“ hat die diesem Begriff in § 7 (1) zugewiesene Bedeutung.

“**Paying Agent**” has the meaning as defined in § 7 (1).

„**Zinsperiode**“ hat die diesem Begriff in § 4 (3) zugewiesene Bedeutung.

„**Zinszahlungstag**“ hat die diesem Begriff in § 4 (1) zugewiesene Bedeutung.

„**Zusätzliche Beträge**“ hat die diesem Begriff in § 8 (2) zugewiesene Bedeutung.

“**Interest Period**” has the meaning as defined in § 4 (3).

“**Interest Payment Date**” has the meaning as defined in § 4 (1).

“**Additional Amounts**” has the meaning as defined in § 8 (2).

§ 2
Status

Die Schuldverschreibungen begründen unmittelbare, unbedingte, nicht besicherte und nicht nachrangige Verbindlichkeiten der Emittentin, die untereinander und mit allen anderen nicht besicherten und nicht nachrangigen Verbindlichkeiten der Emittentin gleichrangig sind, soweit solchen Verbindlichkeiten nicht durch zwingende gesetzliche Bestimmungen ein Vorrang eingeräumt wird.

§ 2
Status

The obligations under the Notes constitute direct, unconditional, unsecured and unsubordinated obligations of the Issuer ranking *pari passu* among themselves and *pari passu* with all other unsecured and unsubordinated obligations of the Issuer, unless such obligations are accorded priority under mandatory provisions of statutory law.

§ 3
Negativverpflichtung

(1) *Negativverpflichtung*. Die Emittentin verpflichtet sich, solange Schuldverschreibungen ausstehen, jedoch nur bis zu dem Zeitpunkt, an dem alle Beträge an Kapital und Zinsen der Zahlstelle (wie in § 7 (1) definiert) zur Verfügung gestellt wurden, keine dinglichen Sicherungsrechte (mit Ausnahme der im Rahmen des ordnungsgemäßen Geschäftsbetriebs bestellten Sicherheiten, insbesondere zum Zwecke der Anlagen- und Handelsfinanzierung) an ihrem gegenwärtigen oder künftigen Geschäft, Unternehmen oder Vermögen oder an ihren gegenwärtigen oder künftigen Einnahmen zur Besicherung Relevanter Finanzverbindlichkeiten zu bestellen oder bestellen zu lassen, ohne gleichzeitig oder zuvor die Schuldverschreibungen im gleichen Rang und anteilig zu besichern.

Eine nach diesem Absatz (1) zu bestellende Sicherheit kann auch zugunsten einer Person, die als Treuhänder der Gläubiger tätig ist, bestellt werden.

(2) *Bestellung Zusätzlicher Sicherheiten*. Entsteht für die Emittentin eine Verpflichtung zur Besicherung der Schuldverschreibungen gemäß diesem § 3, so ist die Emittentin berechtigt, diese Verpflichtung dadurch zu erfüllen, dass sie ein Sicherungsrecht an dem jeweiligen

§ 3
Negative Pledge

(1) *Negative Pledge.* The Issuer undertakes, so long as any Notes are outstanding, but only up to the time all amounts of principal and interest have been placed at the disposal of the Paying Agent (as defined in § 7 (1)), not to create or permit to subsist any Lien (except for any Security in the ordinary course of business *i.e.*, in particular for asset financing of equipment and trade financing) upon, or with respect to, any of its present or future business, undertaking, assets or revenues to secure any Relevant Indebtedness, without at the same time or prior thereto securing the Notes equally and rateably therewith.

Any security which is to be provided pursuant to this paragraph (1) may also be provided to a person acting as trustee for the Noteholders.

(2) *Provision of Additional Security*. Whenever the Issuer becomes obligated to secure the Notes pursuant to this § 3, the Issuer shall be entitled to discharge such obligation by providing a security interest in the relevant collateral to a security trustee, such security trustee to hold

Sicherungsgegenstand zugunsten eines Sicherheitentreuhänders bestellt, und zwar in einer Weise, dass der Sicherheitentreuhänder diesen Sicherungsgegenstand dinglich oder, falls rechtlich nicht möglich, aufgrund schuldrechtlicher Vereinbarung gleichrangig zugunsten der Gläubiger der Schuldverschreibungen und der Gläubiger der Relevanten Finanzverbindlichkeit hält, die aufgrund der Besicherung zur Bestellung dieses Sicherungsrechts an dem betreffenden Sicherungsgegenstand führte.

such collateral and the security interest that gave rise to the creation of such collateral, equally, for the benefit of the Noteholders and the holders of the Relevant Indebtedness secured by the security interest that gave rise to the creation of such security interest in such collateral, such equal rank to be created *in rem* or, if impossible to create *in rem*, contractually.

§ 4
Verzinsung

(1) *Zinssatz und Zinszahlungstage.* Die Schuldverschreibungen werden bezogen auf ihren Nennbetrag verzinst, und zwar vom 17. März 2021 (der „**Verzinsungsbeginn**“) (einschließlich) mit 8,00% p.a. bis zum Fälligkeitstag (ausschließlich). Die Zinsen sind jährlich nachträglich am 17. März zahlbar (jeweils ein „**Zinszahlungstag**“). Die erste Zinszahlung erfolgt am 17. März 2022.

(2) *Zahlungsverzug*. Wenn die Emittentin aus irgendeinem Grund die Schuldverschreibungen bei Fälligkeit nicht zurückzahlt, wird der ausstehende Betrag vom Tag der Fälligkeit (einschließlich) bis zum Tag der tatsächlichen Rückzahlung der Schuldverschreibungen (ausschließlich) mit dem gesetzlichen Verzugszins[1] verzinst. Die Geltendmachung eines weitergehenden Schadens im Falle eines Zahlungsverzugs ist nicht ausgeschlossen.

(3) *Berechnung der Zinsen.* Sind Zinsen für einen Zeitraum zu berechnen, der kürzer ist als die Zinsperiode (wie in diesem Absatz (3) definiert), wird der Zins auf Grundlage der tatsächlichen Anzahl der in dem betreffenden Zeitraum abgelaufenen Kalendertage (einschließlich des ersten, aber ausschließlich des letzten Tages dieses Zeitraums) geteilt durch die tatsächliche Anzahl der Kalendertage der Zinsperiode

§ 4
Interest

(1) *Rate of Interest and Interest Payment Dates.* The Notes shall bear interest on their principal amount at the rate of 8.00% per annum from (and including) 17 March 2021 (the “**Interest Commencement Date**”) to (but excluding) the Maturity Date. Interest shall be payable annually in arrears on 17 March (each such date, an “**Interest Payment Date**”). The first payment of interest shall be made on 17 March, 2022.

(2) *Late Payment.* If the Issuer for any reason fails to redeem the Notes when due, interest shall continue to accrue on the outstanding amount from (and including) the due date to (but excluding) the date of actual redemption of the Notes at the default rate of interest established by law[2]. Claims for further damages in case of late payment are not excluded.

(3) *Calculation of Interest*. Where interest is to be calculated in respect of a period, which is shorter than an Interest Period (as defined in this paragraph (3)), the interest will be calculated on the basis of the actual number of calendar days elapsed in the relevant period, from (and including) the first date in the relevant period to (but excluding) the last date of the relevant period, divided by the actual number of calendar

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[1] Der gesetzliche Verzugszinssatz beträgt fünf Prozentpunkte über dem von der Deutschen Bundesbank jeweils veröffentlichen Basiszinssatz, §§ 288 Abs. 1, 247 Abs. 1 BGB.

[2] The default rate of interest established by statutory law is five percentage points above the base rate of interest published by *Deutsche Bundesbank* from time to time, sections 288 paragraph 1, 247 paragraph 1 of the German Civil Code (*Bürgerliches Gesetzbuch*).

(einschließlich des ersten, aber ausschließlich des letzten Tages dieses Zeitraums), in den der maßgebliche Zeitraum fällt, ermittelt.

„**Zinsperiode**“ bezeichnet den Zeitraum ab dem Verzinsungsbeginn (einschließlich) bis zum ersten Zinszahlungstag (ausschließlich) und anschließend den Zeitraum vom jeweiligen Zinszahlungstag (einschließlich) bis zum darauffolgenden Zinszahlungstag (ausschließlich).

days in the Interest Period in which the relevant period falls (including the first such day of the relevant Interest Period, but excluding the last day of the relevant Interest Period).

"**Interest Period**" means the period from (and including) the Interest Commencement Date to (but excluding) the first Interest Payment Date and thereafter from (and including) each relevant Interest Payment Date to (but excluding) the next following Interest Payment Date.

§ 5
Zahlungen

(1) *Zahlung von Kapital und Zinsen*. Die Zahlung von Kapital und Zinsen auf die Schuldverschreibungen erfolgt, vorbehaltlich Absatz (2), an die Zahlstelle zur Weiterleitung an das Clearingsystem oder dessen Order zur Gutschrift auf den Konten der jeweiligen Kontoinhaber des Clearingsystems.

(2) *Zahlungsweise*. Vorbehaltlich geltender steuerlicher und sonstiger gesetzlicher Regelungen und Vorschriften werden auf die Schuldverschreibungen fällige Zahlungen in Euro geleistet.

(3) *Erfüllung*. Die Emittentin wird durch Zahlung an das Clearingsystem oder dessen Order von ihrer Zahlungspflicht befreit.

(4) *Geschäftstag*. Ist der Tag für eine Zahlung in Bezug auf eine Schuldverschreibung ein Tag, der kein Geschäftstag ist, so hat der Gläubiger keinen Anspruch auf Zahlung vor dem nächsten Geschäftstag am jeweiligen Ort und ist nicht berechtigt, weitere Zinsen oder sonstige Zahlungen aufgrund dieser Verspätung zu verlangen. Für diese Zwecke bezeichnet „**Geschäftstag**“ einen Tag (außer einem Samstag oder Sonntag), an dem Banken in Luxemburg und Frankfurt am Main für den allgemeinen Geschäftsverkehr geöffnet sind und an dem das Clearingsystem sowie alle maßgeblichen Bereiche des Trans-European Automated Real-time Gross Settlement Express Transfer System 2 (TARGET2) betriebsbereit sind, um Zahlungen vorzunehmen.

§ 5
Payments

(1) *Payment of Principal and Interest.* Payment of principal and interest in respect of the Notes shall be made, subject to paragraph (2) below, to the Paying Agent for forwarding to the Clearing System or to its order for credit to the accounts of the relevant accountholders of the Clearing System.

(2) *Manner of Payment.* Subject to applicable fiscal and other laws and regulations, payments of amounts due in respect of the Notes shall be made in Euro.

(3) *Discharge.* The Issuer shall be discharged by payment to, or to the order of, the Clearing System.

(4) *Business Day*. If the date for payment of any amount in respect of any Note is not a Business Day then the Noteholder shall not be entitled to payment until the next such day in the relevant place and shall not be entitled to further interest or other payment in respect of such delay. For these purposes, "**Business Day**" means a day (other than a Saturday or a Sunday) on which banks are open for general business in Luxembourg and Frankfurt am Main and on which the Clearing System as well as all relevant parts of the Trans-European Automated Real-time Gross Settlement Express Transfer System 2 (TARGET2) are operational to effect payments.

(5) *Bezugnahmen auf Kapital und Zinsen*. Bezugnahmen in diesen Anleihebedingungen auf Kapital der Schuldverschreibungen schließen, soweit anwendbar, die folgenden Beträge ein: Rückzahlungsbetrag, Wahl-Rückzahlungsbetrag (Put), Wahl-Rückzahlungsbetrag (Call), gegebenenfalls gemäß § 8 (2) zahlbare Zusätzliche Beträge und alle Aufschläge oder sonstigen auf die Schuldverschreibungen oder im Zusammenhang damit gegebenenfalls zahlbaren Beträge. Bezugnahmen in diesen Anleihebedingungen auf Zinsen auf die Schuldverschreibungen schließen, soweit anwendbar, sämtliche gegebenenfalls gemäß § 8 (2) zahlbaren Zusätzlichen Beträge ein.

(6) *Hinterlegung von Kapital und Zinsen*. Die Emittentin ist berechtigt, u.a. beim Amtsgericht Frankfurt am Main Kapital- oder Zinsbeträge zu hinterlegen, die von den Gläubigern nicht innerhalb von zwölf Monaten nach dem Fälligkeitstag beansprucht worden sind, auch wenn die Gläubiger sich nicht in Annahmeverzug befinden. Wenn und soweit eine solche Hinterlegung erfolgt und auf das Recht der Rücknahme verzichtet wird, erlöschen die diesbezüglichen Ansprüche der Gläubiger gegen die Emittentin.

(5) *References to Principal and Interest*. References in these Terms and Conditions to principal in respect of the Notes shall be deemed to include, as applicable: the Final Redemption Amount, the Put Redemption Amount, Call Redemption Amount, Additional Amounts which may be payable under § 8 (2) and any other premium and any other amounts which may be payable under or in respect of the Notes. References in these Terms and Conditions to interest in respect of the Notes shall be deemed to include, as applicable, any Additional Amounts which may be payable under § 8 (2).

(6) *Deposit of Principal and Interest*. The Issuer may deposit with *e.g.* the local court (*Amtsgericht*) in Frankfurt am Main principal or interest not claimed by Noteholders within twelve months after the Maturity Date, even though such Noteholders may not be in default of acceptance of payment. If and to the extent that the deposit is effected and the right of withdrawal is waived, the respective claims of such Noteholders against the Issuer shall cease.

§ 6
Rückzahlung

(1) *Rückzahlung bei Endfälligkeit.* Soweit nicht zuvor bereits ganz oder teilweise zurückgezahlt oder angekauft und entwertet, werden die Schuldverschreibungen zu ihrem Rückzahlungsbetrag am 17 März 2026 (der „**Fälligkeitstag**“) zurückgezahlt. Der „**Rückzahlungsbetrag**“ einer jeden Schuldverschreibung entspricht dabei ihrem Nennbetrag.

(2) *Vorzeitige Rückzahlung aus steuerlichen Gründen*. Die Schuldverschreibungen können jederzeit insgesamt, jedoch nicht teilweise, nach Wahl der Emittentin mit einer Kündigungsfrist von mindestens 45 und höchstens 60 Tagen durch Erklärung gegenüber der Zahlstelle und gemäß § 14 gegenüber den Gläubigern gekündigt und zu ihrem Nennbetrag zuzüglich bis zum für die Rückzahlung festgesetzten Tag (ausschließlich) aufgelaufener Zinsen vorzeitig zurückgezahlt werden, falls die Emittentin als Folge einer

§ 6
Redemption

(1) *Redemption at Maturity*. Unless previously redeemed in whole or in part or purchased and cancelled, the Notes shall be redeemed at their Final Redemption Amount on 17 March 2026 (the “**Maturity Date**”). The “**Final Redemption Amount**” in respect of each Note shall be its principal amount.

(2) *Early Redemption for Reasons of Taxation*. If as a result of any change in, or amendment to, the laws or regulations of the Grand Duchy of Luxembourg or the Federal Republic of Germany (or in the event the Issuer becoming subject to another tax jurisdiction pursuant to § 8 (4), the laws or regulations of such other tax jurisdiction) affecting taxation or the obligation to pay duties of any kind, or any change in, or amendment to, an official interpretation or application of such laws or regulations, which

Änderung oder Ergänzung der Gesetze oder Vorschriften des Großherzogtums Luxemburg oder der Bundesrepublik Deutschland (oder für den Fall, dass die Emittentin gemäß § 8 (4) einer anderen Steuerrechtsordnung unterworfen wird, der Gesetze oder Vorschriften dieser anderen Steuerrechtsordnung), die Steuern oder die Verpflichtung zur Zahlung von Abgaben jeglicher Art betreffen, oder als Folge einer Änderung oder Ergänzung der offiziellen Auslegung oder Anwendung dieser Gesetze und Vorschriften (vorausgesetzt, diese Änderung oder Ergänzung wird am oder nach dem Tag der Begebung der Schuldverschreibungen wirksam) am nächstfolgenden Zinszahlungstag zur Zahlung von Zusätzlichen Beträgen verpflichtet sein wird und diese Verpflichtung nicht durch das Ergreifen der Emittentin zur Verfügung stehender Maßnahmen vermieden werden kann, die nach Auffassung der Emittentin zumutbar sind (wobei jeweils die Interessen der Gläubiger zu berücksichtigen sind).

amendment or change becomes effective on or after the date on which the Notes were issued, the Issuer is required to pay Additional Amounts on the next succeeding Interest Payment Date, and this obligation cannot be avoided by the use of measures available to the Issuer which are, in the judgement of the Issuer in each case taking into account the interests of Noteholders, reasonable, the Notes may be redeemed, in whole but not in part, at the option of the Issuer, at any time upon not less than 45 days' nor more than 60 days' prior notice of redemption given to the Paying Agent and, in accordance with § 14, to the Noteholders, at the principal amount together with interest accrued to (but excluding) the date fixed for redemption.

Eine solche Kündigung darf allerdings nicht (i) früher als 90 Tage vor dem frühestmöglichen Termin erfolgen, an dem die Emittentin verpflichtet wäre, solche Zusätzlichen Beträge zu zahlen, falls eine Zahlung auf die Schuldverschreibungen dann fällig wäre, oder (ii) erfolgen, wenn zu dem Zeitpunkt, zu dem die Kündigung erklärt wird, die Verpflichtung zur Zahlung von Zusätzlichen Beträgen nicht mehr wirksam ist.

However, no such notice of redemption may be given (i) earlier than 90 days prior to the earliest date on which the Issuer would be obligated to pay such Additional Amounts if a payment in respect of the Notes was then due, or (ii) if at the time such notice is given, such obligation to pay such Additional Amounts does not remain in effect.

Eine solche Kündigung hat gemäß § 14 zu erfolgen. Sie ist unwiderruflich, muss den für die Rückzahlung festgelegten Termin nennen und eine zusammenfassende Erklärung enthalten, welche die das Rückzahlungsrecht der Emittentin begründenden Umstände darlegt.

Any such notice shall be given in accordance with § 14. It shall be irrevocable, must specify the date fixed for redemption and must set forth a statement summarizing the facts constituting the basis for the right of the Issuer so to redeem.

(3) *Vorzeitige Rückzahlung nach Wahl der Gläubiger bei Vorliegen eines Kontrollwechsels*.

(a) Tritt nach dem Begebungstag ein Kontrollwechsel ein, so ist jeder Gläubiger berechtigt, aber nicht verpflichtet, von der Emittentin die vollständige oder teilweise Rückzahlung oder, nach Wahl der Emittentin, den Ankauf (oder die Veranlassung eines Ankaufs) seiner Schuldverschreibungen innerhalb von 60 Tagen, nachdem die

(3) *Early Redemption at the Option of the Noteholders upon a Change of Control*.

(a) If a Change of Control occurs after the Issue Date, each Noteholder shall have the right, but not the obligation, to require the Issuer to redeem or, at the Issuer's option, purchase (or procure the purchase of) in whole or in part his Notes, within 60 days after a Put Event Notice under subparagraph (b) has been published (the "**Put Period**"), at the Put Redemption

Rückzahlungsereignis-Mitteilung gemäß Unterabsatz (b) bekannt gegeben wurde (der „**Ausübungszeitraum**“), zum Wahl-Rückzahlungsbetrag (Put) (das „**Gläubiger-Rückzahlungswahlrecht**“) zu verlangen. Dieses Gläubiger-Rückzahlungswahlrecht ist wie nachstehend unter den Unterabsätzen (b) bis (c) beschrieben auszuüben.

Amount (the “**Put Option**”). Such Put Option shall operate as set out below under subparagraphs (b) to (c).

Ein „**Kontrollwechsel**“ gilt jedes Mal als eingetreten (unabhängig davon, ob das zuständige Leitungsorgan der Emittentin zugestimmt hat), wenn eine oder mehrere Personen, die gemeinsam handeln, (die „**Relevante(n) Person(en)**“) oder ein oder mehrere Dritte, die im Auftrag der Relevanten Person(en) handeln, zu irgendeiner Zeit unmittelbar oder mittelbar (i) mehr als 50 % des Grundkapitals der Emittentin, oder (ii) eine solche Anzahl von Aktien der Emittentin, auf die 50 % oder mehr der Stimmrechte entfallen, erwirbt bzw. erwerben oder hält bzw. halten.

A “**Change of Control**” shall be deemed to have occurred at each time (whether or not approved by the competent governing body of the Issuer) that any person or persons acting in concert (“**Relevant Person(s)**”) or any person or persons acting on behalf of any such Relevant Person(s), at any time directly or indirectly acquire(s) or come(s) to own (i) more than 50% of the share capital of the Issuer, or (ii) such number of the shares in the capital of the Issuer carrying 50% or more of the voting rights.

Der „**Wahl-Rückzahlungsbetrag (Put)**“ bezeichnet für jede Schuldverschreibung 101,00 % des Nennbetrags einer solchen Schuldverschreibung zuzüglich nicht gezahlter bis zum Wahl-Rückzahlungstag (Put) (ausschließlich) aufgelaufener Zinsen.

“**Put Redemption Amount**” means for each Note 101.00% of the principal amount of such Note, plus unpaid interest accrued to (but excluding) the Put Date.

(b) Tritt nach dem Begebungstag ein Kontrollwechsel ein, so teilt die Emittentin dies unverzüglich, nachdem die Emittentin davon Kenntnis erlangt hat, den Gläubigern gemäß § 14 mit (eine „**Rückzahlungsereignis-Mitteilung**“) und gibt dabei die Art des Kontrollwechsels und das in diesem Absatz (5)(3) vorgesehene Verfahren zur Ausübung des Gläubiger-Rückzahlungswahlrechts an (mit Angaben zum Clearingsystem-Konto der Zahlstelle für die Zwecke von Unterabsatz (c)(ii)(x) dieses Absatzes (3)).

(b) If a Change of Control occurs after the Issue Date, then the Issuer shall, without undue delay, after the Issuer becoming aware thereof, give notice of the Change of Control (a “**Put Event Notice**”) to the Noteholders in accordance with § 14 specifying the nature of the Change of Control and the procedure for exercising the Put Option contained in this paragraph (5)(3) (including the information on the Clearing System account of the Paying Agent for purposes of subparagraph (c)(ii)(x) of this paragraph (3)).

(c) Zur Ausübung des Gläubiger-Rückzahlungswahlrechts muss der Gläubiger an einem Geschäftstag innerhalb des Ausübungszeitraums, (i) bei der Zahlstelle eine ordnungsgemäß ausgefüllte und unter-zeichnete Ausübungserklärung in

(c) To exercise the Put Option, the Noteholder must deliver on any Business Day within the Put Period (i) to the Paying Agent a duly signed and completed notice of exercise in the then current form obtainable from the Paying Agent (a “**Put Notice**”)

der jeweils bei der Zahlstelle erhältlichen maßgeblichen Form einreichen (die „**Gläubiger-Ausübungserklärung**“) und (ii) Schuldverschreibungen in Höhe des Gesamtbetrags der Festgelegten Stückelung einreichen, für die der Gläubiger sein Gläubiger-Rückzahlungswahlrecht ausüben möchte, und zwar entweder durch (x) Übertragung dieser Schuldverschreibungen auf das Clearingsystem-Konto der Zahlstelle oder (y) Abgabe einer unwiderruflichen Anweisung an die Zahlstelle, die Schuldverschreibungen aus einem Wertpapierdepot des Gläubigers bei der Zahlstelle auszubuchen. Die Emittentin wird die betreffende(n) Schuldverschreibung(en) sieben Tage nach Ablauf des Ausübungszeitraums (der „**Wahl-Rückzahlungstag (Put)**“) zurückzahlen oder nach ihrer Wahl ankaufen (oder ankaufen lassen), soweit sie nicht bereits vorher zurückgezahlt oder angekauft und entwertet wurde(n). Die Zahlung in Bezug auf solchermaßen eingereichte Schuldverschreibungen erfolgt gemäß den üblichen Verfahren über das Clearingsystem. Eine einmal abgegebene Gläubiger-Ausübungserklärung ist unwiderruflich.

and (ii) the aggregate Specified Denomination of Notes for which the Noteholder wishes to exercise its Put Option by either (x) transferring such Notes to the Clearing System account of the Paying Agent or (y) giving an irrevocable instruction to the Paying Agent to withdraw such Notes from a securities account of the Noteholder with the Paying Agent. The Issuer shall redeem or, at its option, purchase (or procure the purchase of) the relevant Note(s) on the date seven days after the expiration of the Put Period (the “**Put Date**”) unless previously redeemed or purchased and cancelled. Payment in respect of any Note so delivered will be made in accordance with the customary procedures through the Clearing System. A Put Notice, once given, shall be irrevocable.

(4) *Vorzeitige Rückzahlung bei Geringem Ausstehenden Gesamtnennbetrag der Schuldverschreibungen*. Wenn 80 % oder mehr des Gesamtnennbetrags der Schuldverschreibungen nach diesem § 6 von der Emittentin oder einer direkten oder indirekten Tochtergesellschaft der Emittentin zurückgezahlt oder angekauft wurden, ist die Emittentin jederzeit berechtigt, nach vorheriger Bekanntmachung gegenüber den Gläubigern gemäß § 14 mit einer Frist von mindestens 45 und höchstens 60 Tagen nach ihrer Wahl die ausstehenden Schuldverschreibungen insgesamt, aber nicht teilweise, zum Nennbetrag zuzüglich bis zum tatsächlichen Rückzahlungstag (ausschließlich) nicht gezahlter, aufgelaufener Zinsen zurückzuzahlen.

(4) *Early Redemption in case of Minimal Outstanding Aggregate Principal Amount of the Notes.* If 80% or more of the aggregate principal amount of the Notes have been redeemed or purchased by the Issuer or any direct or indirect Subsidiary of the Issuer pursuant to the provisions of this § 6, the Issuer may at any time, on not less than 45 or more than 60 days' notice to the Noteholders given in accordance with § 14, redeem, at its option, the remaining Notes in whole but not in part at the principal amount thereof plus unpaid interest accrued to (but excluding) the date of actual redemption.

(5) *Vorzeitige Rückzahlung nach Wahl der Emittentin zum Wahl-Rückzahlungsbetrag (Call).* Die Emittentin kann die Schuldverschreibungen (ausgenommen Schuldverschreibungen, deren Rückzahlung der Gläubiger bereits in Ausübung seines Wahlrechts nach § 6 (3) verlangt hat)

(5) *Early Redemption at the Option of the Issuer at the Call Redemption Amount.* The Issuer may upon not less than 45 days' nor more than 60 days' prior notice of redemption given to the Paying Agent and, in accordance with § 14, to the Noteholders redeem on any date specified by

insgesamt, jedoch nicht teilweise, nach ihrer Wahl mit einer Kündigungsfrist von nicht weniger als 45 und nicht mehr als 60 Tagen durch Erklärung gegenüber der Zahlstelle und gemäß § 14 gegenüber den Gläubigern kündigen und an einem von ihr anzugebenden Tag (der „**Wahl-Rückzahlungstag (Call)**“) zu ihrem Wahl-Rückzahlungsbetrag (Call) (zuzüglich etwaigen bis zum betreffenden Wahl-Rückzahlungstag (Call) (ausschließlich) aufgelaufenen aber noch nicht gezahlten Zinsen) zurückzahlen.

it (the “**Call Redemption Date**”), at its option, the Notes (except for any Note which is the subject of the prior exercise by the Noteholder thereof of its option to require the redemption of such Note under § 6 (3)) in whole but not in part, at their Call Redemption Amount together with accrued but unpaid interest, if any, to (but excluding) the relevant Call Redemption Date.

Der „**Wahl-Rückzahlungsbetrag (Call)**“ je Schuldverschreibung entspricht ab dem 17. März 2023 (einschließlich) bis 17. März 2024 (ausschließlich) 102,00 % des Nennbetrages und innerhalb eines Zeitraums ab dem 17. März 2024 bis 17. März 2025 (ausschließlich) 101,50 % des Nennbetrages und innerhalb eines Zeitraums ab dem 17. März 2025 (einschließlich) bis zum Fälligkeitstag 101,00 % des Nennbetrages.

The “**Call Redemption Amount**” per Note shall be within the period commencing on 17 March 2023 (inclusively) and ending on 17 March 2024 (exclusively) 102.00 % of the Principal Amount and within the period commencing on 17 March 2024 (inclusively) and ending on 17 March 2025 (exclusively) 101.50 % of the Principal Amount and within the period commencing on 17 March 2025 (inclusively) ending on the Maturity Date 101.00 % of the Principal Amount.

Die Kündigung ist den Gläubigern der Schuldverschreibungen durch die Emittentin gemäß § 14 bekanntzugeben.

Notice of redemption shall be given by the Issuer to the Noteholders of the Notes in accordance with § 14.

Eine solche Kündigungserklärung ist unwiderruflich und muss den für die Rückzahlung festgelegten Termin nennen sowie eine zusammenfassende Erklärung enthalten, welche die das Rückzahlungsrecht der Emittentin begründenden Umstände darlegt.

Any such notice shall be irrevocable and must specify the date fixed for redemption and must set forth a statement in summary form of the facts constituting the basis for the right of the Issuer so to redeem.

§ 7
Zahlstelle

(1) *Bestellung.* Die anfänglich bestellte Zahlstelle ist:

Zahlstelle:

Bankhaus Gebr. Martin Aktiengesellschaft, mit Geschäftsanschrift Kirchstr. 35, 73033 Göppingen, Deutschland, eingetragen im Handelsregister des Amtsgerichts Ulm unter HRB 533403.

(2) *Änderung oder Beendigung der Bestellung*. Die Emittentin behält sich das Recht vor, jederzeit die Bestellung der Zahlstelle zu ändern oder zu beenden und zusätzliche oder eine oder mehrere andere Zahlstellen zu bestellen. Die Emittentin wird zu jedem Zeitpunkt eine Zahlstelle unterhalten. Eine Änderung, Beendigung,

§ 7
Paying Agent

(1) *Appointment*. The initial Paying Agent shall be:

Paying Agent:

Bankhaus Gebr. Martin Aktiengesellschaft, with business address at Kirchstr. 35, 73033 Göppingen, Germany, registered in the Commercial Register of the Local Court (*Amtsgericht*) of Ulm under HRB 533403.

(2) *Variation or Termination of Appointment.* The Issuer reserves the right at any time to vary or terminate the appointment of the Paying Agent and to appoint another Paying Agent, additional or other paying agents. The Issuer shall at all times maintain a Paying Agent. Any variation, termination, appointment or change shall only

Bestellung oder ein Wechsel wird nur wirksam (außer im Insolvenzfall, in dem eine solche Änderung sofort wirksam wird), sofern die Gläubiger hierüber gemäß § 14 vorab unter Einhaltung einer Frist von mindestens 30 und höchstens 45 Tagen informiert wurden.

take effect (other than in the case of insolvency, when it shall be of immediate effect) after not less than 30 nor more than 45 days' prior notice thereof shall have been given to the Noteholders in accordance with § 14.

(3) *Erfüllungsgehilfen der Emittentin*. Die Zahlstelle und jede andere nach Absatz (2) bestellte Zahlstelle handeln ausschließlich als Erfüllungsgehilfen der Emittentin und übernehmen keinerlei Verpflichtungen gegenüber den Gläubigern, und es wird kein Auftrags- oder Treuhandverhältnis zwischen ihnen und den Gläubigern begründet.

(3) *Agents of the Issuer*. The Paying Agent and any other paying agent appointed pursuant to paragraph (2) act solely as the agents of the Issuer and do not assume any obligations towards or relationship of agency or trust with any Noteholder.

§ 8
Steuern

(1) *Zahlungen ohne Einbehalt oder Abzug von Steuern*. Alle in Bezug auf die Schuldverschreibungen zu zahlenden Beträge werden ohne Einbehalt oder Abzug von oder aufgrund von gegenwärtigen oder zukünftigen Steuern oder Abgaben gleich welcher Art gezahlt, die von oder im Namen des Großherzogtums Luxemburg oder der Bundesrepublik Deutschland (die „**maßgebliche Steuerjurisdiktion**“) oder einer jeweiligen steuererhebungsberechtigten Gebietskörperschaft oder Steuerbehörde eines dieser Länder im Wege des Einbehalts oder Abzugs an der Quelle auferlegt oder erhoben werden, es sei denn, ein solcher Einbehalt oder Abzug ist gesetzlich vorgeschrieben.

(2) *Zahlung Zusätzlicher Beträge*. Ist ein Einbehalt oder Abzug in Bezug auf zu zahlende Beträge auf die Schuldverschreibungen gesetzlich vorgeschrieben, so wird die Emittentin diejenigen zusätzlichen Beträge (die „**Zusätzlichen Beträge**“) zahlen, die erforderlich sind, damit die den Gläubigern zufließenden Nettobeträge nach einem solchen Einbehalt oder Abzug jeweils den Beträgen entsprechen, die ohne einen solchen Einbehalt oder Abzug erhalten worden wären; eine Verpflichtung zur Zahlung solcher Zusätzlichen Beträge besteht jedoch nicht für Zahlungen auf eine Schuldverschreibung, wenn:

(a) die Zahlungen an einen Gläubiger oder in dessen Namen an einen Dritten geleistet

§ 8
Tax

(1) *Payments Free of Taxes.* All amounts payable in respect of the Notes shall be made without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied at source by way of withholding or deduction by or on behalf of the Grand Duchy of Luxembourg or the Federal Republic of Germany (the “**Relevant Taxing Jurisdiction**”) or any respective political subdivision or any authority thereof or therein having power to tax, unless such withholding or deduction is required by law.

(2) *Payments of Additional Amounts*. If such withholding or deduction with respect to amounts payable in respect of the Notes is required by law, the Issuer will pay such additional amounts (the “**Additional Amounts**”) as shall be necessary in order that the net amounts received by the Noteholders, after such withholding or deduction shall equal the respective amounts which would otherwise have been receivable in the absence of such withholding or deduction; except that no such Additional Amounts shall be payable in relation to any payment in respect of any Note:

(a) to, or to a third party on behalf of, a Noteholder who is liable to such taxes,

werden, der solchen Steuern, Abgaben, Steuerveranlagungen oder behördlichen Gebühren in Bezug auf diese Schuldverschreibung deshalb unterliegt, weil er gegenwärtig oder in der Vergangenheit eine andere Beziehung zur Rechtsordnung der Emittentin hat bzw. hatte als den bloßen Umstand, dass er (i) Inhaber einer solchen Schuldverschreibung ist oder (ii) Kapital, Zinsen oder einen anderen Betrag in Bezug auf eine solche Schuldverschreibung erhält; oder

duties, assessments or governmental charges in respect of such Note by reason of his having or having had a connection with the jurisdiction of incorporation of the Issuer other than (i) the mere holding of such Note or (ii) the receipt of principal, interest or other amounts in respect of such Note, or

(b) die Schuldverschreibung von einem Gläubiger oder im Namen eines Gläubigers zur Auszahlung vorgelegt wird, welcher einen solchen Einbehalt oder Abzug nach rechtzeitiger Aufforderung durch die Emittentin durch Vorlage eines Formulars oder einer Urkunde und/oder durch Abgabe einer Nichtansässigkeits-Erklärung oder Inanspruchnahme einer vergleichbaren Ausnahme oder Geltendmachung eines Erstattungsanspruches hätte vermeiden können; oder

(b) presented for payment by or on behalf of a Noteholder who would have been able to avoid such withholding or deduction by presenting any form or certificate and/or making a declaration of non-residence or similar claim for exemption or refund upon timely request by the Issuer, or

(c) die aufgrund (i) einer Richtlinie oder Verordnung der Europäischen Union betreffend die Besteuerung von Zinserträgen oder (ii) einer zwischenstaatlichen Vereinbarung, eines zwischenstaatlichen Abkommens oder einer zwischenstaatlichen Verständigung über deren Besteuerung, an der der Staat, in dem die Emittentin steuerlich ansässig ist oder die Europäische Union beteiligt ist, oder (iii) einer gesetzlichen Vorschrift, die diese Richtlinie, Verordnung oder dieses Abkommen oder diese Vereinbarung umsetzt oder befolgt dient, diesen entspricht oder zur Anpassung an diese eingeführt wurde (einschließlich des luxemburgischen Gesetzes vom 23. Dezember 2005, in seiner jeweils geltenden Fassung (*Relibi Gesetz*), einzubehalten oder abzuziehen sind; oder

(c) which are to be withheld or deducted pursuant to (i) any European Union Directive or Regulation concerning the taxation of interest income, or (ii) any international treaty, agreement or understanding relating to such taxation and to which Issuer's country of domicile for tax purposes or the European Union is a party, or (iii) any provision of law implementing, or complying with, or introduced to conform with, such Directive, Regulation, treaty or understanding (including the Luxembourg Law dated 23 December 2005, as amended (*Relibi Law*), or

(d) die nicht erhoben oder einbehalten oder abgezogen worden wären, wenn es der Gläubiger oder der wirtschaftliche Eigentümer der Schuldverschreibungen (für die vorliegenden Zwecke einschließlich Finanzinstitute, über die der Gläubiger oder wirtschaftliche Eigentümer die

(d) would not have been imposed, withheld or deducted but for the failure of the Holder or beneficial owner of Notes (including, for these purposes, any financial institution through which the Holder or beneficial owner holds the Notes or through which payment on the Notes is made), following a

Schuldverschreibungen hält oder über die Zahlungen auf die Schuldverschreibungen erfolgen) nicht unterlassen hätte, nach einer an den Gläubiger oder wirtschaftlichen Eigentümer gerichteten schriftlichen Aufforderung der Emittentin, einer Zahlstelle oder in deren Namen (die so rechtzeitig erfolgt, dass der Gläubiger bzw. der wirtschaftliche Eigentümer dieser Aufforderung mit zumutbaren Anstrengungen nachkommen kann, in jedem Fall aber mindestens 30 Tage, bevor ein Einbehalt oder Abzug erforderlich wäre), einer aufgrund von Gesetzen, Abkommen, Verordnungen oder der Verwaltungspraxis in der maßgeblichen Steuerjurisdiktion vorgeschriebenen Bescheinigungs-, Identifizierungs-, Informations-, oder sonstigen Nachweispflicht nachzukommen, die Voraussetzung für eine Befreiung von in der maßgeblichen Steuerjurisdiktion erhobenen Steuern oder für eine Reduzierung der Höhe des Einbehalts oder Abzugs solcher Steuern ist (u. a. eine Bescheinigung, dass der Gläubiger bzw. der wirtschaftliche Eigentümer nicht in der maßgeblichen Steuerjurisdiktion ansässig ist), jedoch jeweils nur, soweit der Gläubiger bzw. der wirtschaftliche Eigentümer rechtlich berechtigt ist, die Bescheinigung, Information oder Dokumentation vorzulegen; oder

(e) die aufgrund jeglicher Kombination der Absätze (a) bis (d) zu entrichten sind.

Zur Klarstellung wird festgehalten, dass die in der Bundesrepublik Deutschland gemäß dem zum Begebungstag geltenden Steuerrecht auf der Ebene der Depotbank erhobene Kapitalertragsteuer zuzüglich des darauf anfallenden Solidaritätszuschlags sowie Kirchensteuer, soweit eine solche im Wege des Steuerabzugs erhoben wird, keine Steuern oder Abgaben der vorstehend beschriebenen Art darstellen, für die von der Emittentin Zusätzliche Beträge zu zahlen wären.

(3) *FATCA*. Ungeachtet sonstiger hierin enthaltener Bestimmungen, darf die Emittentin Beträge, die gemäß einer beschriebenen Vereinbarung in Section 1471(b) des U.S. Internal Revenue Code von 1986 (der „**Code**“) erforderlich sind oder die anderweitig aufgrund der Sections 1471 bis 1474

written request by or on behalf of the Issuer or a Paying Agent addressed to the Holder or beneficial owner (and made at a time that would enable the Holder or beneficial owner acting reasonably to comply with that request, and in all events, at least 30 days before any withholding or deduction would be required), to comply with any certification, identification, information or other reporting requirement whether required by statute, treaty, regulation or administrative practice of the relevant Taxing Jurisdiction, that is a precondition to exemption from, or reduction in the rate of withholding or deduction of, taxes imposed by the relevant Taxing Jurisdiction (including, without limitation, a certification that the Holder or beneficial owner is not resident in the relevant Taxing Jurisdiction), but in each case, only to the extent the Holder or beneficial owner is legally entitled to provide such certification, information or documentation, or

(e) are payable due to any combination of items (a) to (d).

For the avoidance of doubt, the withholding tax levied in the Federal Republic of Germany at the level of the custodian bank plus the solidarity surcharge imposed thereon as well as church tax, where such tax is levied by way of withholding, pursuant to tax law as in effect as of the Issue Date do not constitute a tax or duty as described above in respect of which Additional Amounts would be payable by the Issuer.

(3) *FATCA*. Notwithstanding any other provisions contained herein, the Issuer shall be permitted to withhold or deduct any amounts required pursuant to an agreement described in Section 1471(b) of the U.S. Internal Revenue Code of 1986 (the “**Code**”) or otherwise imposed

des Codes (oder jeder Änderung oder Nachfolgeregelung), der Regelungen oder Verträge darunter, der offiziellen Auslegungen davon oder jeglicher rechtsausführender und zwischenstaatlicher Zusammenarbeit dazu beruhen, einbehalten oder abziehen („**FATCA Quellensteuer**"). Die Emittentin ist aufgrund einer durch die Emittentin, eine Zahlstelle oder eine andere Partei abgezogenen oder einbehaltenen FATCA Quellensteuer nicht zur Zahlung zusätzlicher Beträge oder anderweitig zur Entschädigung eines Investors verpflichtet.

(4) *Andere Steuerjurisdiktion*. Falls die Emittentin zu irgendeinem Zeitpunkt einer anderen Steuerrechtsordnung als der gegenwärtig maßgeblichen Steuerrechtsordnung der Emittentin oder einer zusätzlichen Steuerrechtsordnung unterworfen wird, sollen die Bezugnahmen in diesem § 8 auf die Rechtsordnung der Emittentin als Bezugnahmen auf die Rechtsordnung der Emittentin und/oder diese anderen Rechtsordnungen gelesen und ausgelegt werden.

pursuant to Sections 1471 through 1474 of the Code (or any amended or successor provisions), any regulations or agreements thereunder, official interpretations thereof, or any law implementing any intergovernmental approach thereto ("**FATCA Withholding**"). The Issuer will have no obligation to pay additional amounts or otherwise indemnify an investor for any such FATCA Withholding deducted or withheld by the Issuer, any paying agent or any other party.

(4) *Other Tax Jurisdiction*. If at any time the Issuer becomes subject to any taxing jurisdiction other than, or in addition to, the currently relevant taxing jurisdiction of the Issuer references in this § 8 to the jurisdiction of the Issuer shall be read and construed as references to the jurisdiction of the Issuer, and/or to such other jurisdiction(s).

§ 9
Vorlegungsfrist, Verjährung

Die Vorlegungsfrist gemäß § 801 Absatz 1 Satz 1 BGB für die Schuldverschreibungen wird auf ein Jahr verkürzt. Die Verjährungsfrist für Ansprüche aus den Schuldverschreibungen, die innerhalb der Vorlegungsfrist zur Zahlung vorgelegt wurden, beträgt zwei Jahre vom Ende der betreffenden Vorlegungsfrist an.

§ 9
Presentation Period, Prescription

The presentation period provided for in section 801 paragraph 1, sentence 1 German Civil Code is reduced to one year for the Notes. The period of limitation for claims under the Notes presented during the period for presentation will be two years calculated from the expiration of the relevant presentation period.

§ 10
Kündigungsgründe

(1) *Kündigungsgründe*. Tritt ein Kündigungsgrund ein und dauert dieser an, so ist jeder Gläubiger berechtigt, seine sämtlichen Forderungen aus den Schuldverschreibungen durch Abgabe einer Kündigungserklärung gemäß Absatz (2) gegenüber der Zahlstelle fällig zu stellen und (vorbehaltlich von Absatz (4)) deren unverzügliche Rückzahlung zu ihrem Nennbetrag zuzüglich bis zum Tag der tatsächlichen Rückzahlung (ausschließlich) nicht gezahlter, aufgelaufener Zinsen zu verlangen. Jedes der folgenden Ereignisse stellt einen „**Kündigungsgrund**" dar:

§ 10
Events of Default

(1) *Events of Default*. If an Event of Default occurs and is continuing, each Noteholder shall be entitled to declare due and payable by submitting a Termination Notice pursuant to paragraph (2) to the Paying Agent its entire claims arising from the Notes and demand (subject to paragraph (4)) immediate redemption at the principal amount thereof together with unpaid interest accrued to (but excluding) the date of actual redemption. Each of the following is an "**Event of Default**":

(a) die Emittentin versäumt die Zahlung von auf die Schuldverschreibungen fälligem Kapital oder etwaigen Aufgeld am maßgeblichen Fälligkeitstermin; oder

(b) die Emittentin zahlt auf die Schuldverschreibungen fällige Zinsbeträge oder sonstige Beträge (einschließlich Zusätzlicher Beträge) (mit Ausnahme von Kapital oder Aufgeld) nicht innerhalb von 30 Tagen nach Fälligkeit; oder

(c) die Emittentin versäumt die ordnungsgemäße Erfüllung einer anderen wesentlichen Verpflichtung aus den Schuldverschreibungen (außer den Verpflichtungen gemäß § 11), und dieses Versäumnis wird, soweit es behoben werden kann, über einen Zeitraum von mehr als 60 Tagen, nachdem bei der Zahlstelle eine schriftliche Aufforderung von einem Gläubiger gemäß Absatz (2) zur Erfüllung dieser Verpflichtung eingegangen ist, nicht behoben; oder

(d) die Emittentin erfüllt eine der in § 11 (1) bis (2) enthaltenen Verpflichtungserklärungen nicht; oder

(e) eine Finanzverbindlichkeit der Emittentin (außer denen aus den Schuldverschreibungen) wird infolge eines Kündigungsgrunds (gleich welcher Bezeichnung) vor ihrer festgelegten Fälligkeit fällig und zahlbar (durch entsprechende Erklärung, durch automatische Fälligstellung oder in anderer Weise) oder ein Gläubiger der Emittentin ist berechtigt, Finanzverbindlichkeiten der Emittentin vor ihrer festgelegten Fälligkeit aufgrund des Eintritts eines Kündigungsgrunds (gleich welcher Definition) für fällig und zahlbar zu erklären, es sei denn, der Gesamtbetrag aller dieser Finanzverbindlichkeiten beträgt in jedem Fall weniger als EUR 5.000.000; oder

(f) die Emittentin oder eine Tochtergesellschaft gibt bekannt, dass sie ihre finanziellen Verpflichtungen nicht erfüllen kann, oder stellt allgemein ihre Zahlungen ein; oder

(a) the Issuer fails to pay principal, or premium, if any, due under the Notes on the relevant due date; or

(b) the Issuer fails to pay interest or any other amounts (including Additional Amounts) due (except for principal or premium) under the Notes within 30 days from the relevant due date; or

(c) the Issuer fails to duly perform any other material obligation arising from the Notes (other than any obligation arising from § 11) and such failure, if capable of remedy, continues unremedied for more than 60 days after the Paying Agent has received a written request thereof in the manner set forth in paragraph (2) from a Noteholder to perform such obligation; or

(d) the Issuer fails to comply with any covenants set out in § 11 (1) and (2); or

(e) any Indebtedness of the Issuer (other than under the Notes) becomes due and payable prior to its specified maturity (whether by declaration, automatic acceleration or otherwise) as a result of an event of default (howsoever described), or any creditor of the Issuer becomes entitled to declare any Indebtedness of the Issuer due and payable prior to its specified maturity for reason of the occurrence of an event of default (howsoever defined), unless in each case the aggregate amount of all such indebtedness is less than EUR 5,000,000; or

(f) the Issuer or any Subsidiary announces its inability to meet its financial obligations or ceases its payments generally; or

(g) gegen die Emittentin oder eine Wesentliche Tochtergesellschaft wird ein Insolvenzverfahren eröffnet und nicht innerhalb von 60 Tagen aufgehoben oder eingestellt, oder ein solches Verfahren wird von der Emittentin oder einer Tochtergesellschaft beantragt oder eingeleitet; oder

(h) die Emittentin tritt in Liquidation, es sei denn, dies erfolgt in Verbindung mit einer Verschmelzung oder einer anderen Form des Zusammenschlusses mit einem anderen Unternehmen und dieses Unternehmen übernimmt alle Verpflichtungen der Emittentin in Verbindung mit den Schuldverschreibungen.

(2) *Kündigungserklärungen*. Eine Erklärung eines Gläubigers (i) gemäß Absatz (1)(b) oder (ii) zur Kündigung seiner Schuldverschreibungen gemäß diesem § 10 (eine „**Kündigungserklärung**“) hat in der Weise zu erfolgen, dass der Gläubiger der Emittentin eine entsprechende schriftliche Erklärung in deutscher oder englischer Sprache per Brief übermittelt und dabei durch eine Bescheinigung seiner Depotbank (wie in § 15(4) definiert) nachweist, dass er die betreffenden Schuldverschreibungen zum Zeitpunkt der Kündigungserklärung hält.

(3) *Heilung*. Zur Klarstellung wird festgehalten, dass das Recht zur Kündigung der Schuldverschreibungen gemäß diesem § 10 erlischt, falls der Kündigungsgrund vor Ausübung des Rechts geheilt worden ist; es ist zulässig, den Kündigungsgrund gemäß Absatz (1)(e) durch Rückzahlung der maßgeblichen Finanzverbindlichkeiten in voller Höhe zu heilen.

(4) *Quorum.* In den Fällen der Absätze (1)(c) und (1)(e) bis (h) wird jede Kündigungserklärung im Hinblick auf die Schuldverschreibungen nur dann wirksam, wenn die Emittentin die entsprechenden Kündigungserklärungen von Gläubigern, die mindestens 15 % des zu diesem Zeitpunkt ausstehenden Gesamtnennbetrags der Schuldverschreibungen halten, erhalten hat.

„**Wesentliche Tochtergesellschaft**“ bezeichnet eine Tochtergesellschaft der Emittentin, (i) deren

(g) insolvency proceedings against the Issuer or a Material Subsidiary are instituted and have not been discharged or stayed within 60 days, or the Issuer or any Subsidiary applies for or institutes such proceedings; or

(h) the Issuer enters into liquidation unless this is done in connection with a merger or other form of combination with another company and such company assumes all obligations of the Issuer in connection with the Notes.

(2) *Termination Notices*. Any notice by a Noteholder (i) in accordance with paragraph (1)(b) or (ii) to terminate its Notes in accordance with this § 10 (a “**Termination Notice**”) shall be made by means of a written declaration to the Issuer in the German or English language delivered by mail together with evidence by means of a certificate of the Noteholder's Custodian (as defined in § 15(4)) that such Noteholder, at the time of such Termination Notice, is a holder of the relevant Notes.

(3) *Cure*. For the avoidance of doubt, the right to declare Notes due in accordance with this § 10 shall terminate if the situation giving rise to it has been cured before the right is exercised and it shall be permissible to cure the Event of Default pursuant to paragraph (1)(e) by repaying in full the relevant Indebtedness.

(4) *Quorum.* In the events specified in paragraphs (1)(c) and 1(e) to (h), any notice declaring Notes due shall become effective only when the Issuer has received such default notices from the Noteholders representing at least 15% of the aggregate principal amount of the Notes then outstanding.

“**Material Subsidiary**” means a Subsidiary of the Issuer (i) whose revenues exceed 20% of the

Umsatzerlöse 20 % der konsolidierten Umsatzerlöse der Emittentin übersteigen oder (ii) deren Bilanzsumme 20 % der konsolidierten Bilanzsumme der Emittentin übersteigt, wobei die Schwelle jeweils anhand der Daten in dem jeweils letzten geprüften oder, im Fall von Halbjahreskonzernabschlüssen, ungeprüften Konzernabschluss der Emittentin nach IFRS und in dem jeweils letzten geprüften (soweit verfügbar) oder (soweit nicht verfügbar) ungeprüften nicht konsolidierten Abschluss der betreffenden Tochtergesellschaft zu ermitteln ist.

consolidated revenues of the Issuer or (ii) whose total assets and liabilities exceed 20% of the consolidated total assets and liabilities of the Issuer, where each threshold shall be calculated on the basis of the last audited or, in case of half yearly accounts, unaudited consolidated financial statements of the Issuer in accordance with IFRS and in the last audited (if available) or (if unavailable) unaudited unconsolidated financial statements of the Subsidiary.

§ 11
Verpflichtungserklärungen

(1) *Aufrechterhaltung einer Eigenkapitalquote.* Die Emittentin stellt sicher, dass sie an jedem Berichtsstichtag eine bilanzielle Eigenkapitalquote von wenigstens fünfundzwanzig (25) Prozent aufrechterhält. Die bilanzielle Eigenkapitalquote errechnet sich in Übereinstimmung mit IFRS.

(2) *Keine Vornahme Unzulässiger Ausschüttungen.* Die Emittentin verpflichtet sich ferner, über die Laufzeit der Schuldverschreibungen keine Unzulässigen Ausschüttungen (wie nachstehend definiert) vorzunehmen.

Eine „**Unzulässige Ausschüttung**“ liegt vor, sofern die Eigenkapitalquote der Emittentin auf Basis des der Ausschüttung unmittelbar vorausgehenden Konzernjahresabschlusses der Emittentin zum Berichtsstichtag einen Wert von sechzig (60) Prozent unterschreitet.

Die „**Eigenkapitalquote**” im Sinne des § 11 (2) berechnet sich wie folgt: Eigenkapital geteilt durch Bilanzsumme, ausgedrückt in Prozent.

(3) *Berichterstattung bzgl. Projektfortgang und Verwendung des Emissionserlöses.* Die Emittentin verpflichtet sich ferner für die Dauer der Schuldverschreibung und nicht später als drei Monate nach dem jeweiligen Stichtag (30. Juni bzw. 31. Dezember des jeweiligen Jahres) einen aktualisierten Bericht über den Fortgang wesentlicher Projekte im Rahmen des Sustainability Bond Frameworks und der Allokation der Emissionserlöse für die im Sustainability Bond Framework beschriebenen

§ 11
Covenants

(1) *Maintenance of Equity Ratio.* The Issuer shall ensure that on each Reporting Date the equity ratio will be at least twenty-five (25) percent. The equity ratio shall be calculated in accordance with IFRS.

(2) *No Prohibited Distribution.* The Issuer further commits not to undertake any Prohibited Distributions (as defined below) for the term of the Notes.

A “**Prohibited Distribution** “ applies, if the Issuer's Equity Ratio on the basis of the Issuer’s consolidated financial statements as per the Reporting Date immediately prior to the distribution falls below sixty (60) percent.

The “**Equity Ratio** “ within the meaning of this § 11 (2) shall be calculated as follows: Shareholders’ Equity divided by Total Assets and Liabilities, expressed in percent.

(3) *Reporting as to proceedings of projects and use of proceeds.* The Issuer further undertakes to publish an updated report on the progress of material projects under the Sustainability Bond Framework and the allocation of the proceeds of the issue to the material projects described in the Sustainability Bond Framework on the Issuer's website for the duration of the Notes and not later than three months after the respective reporting date

wesentlichen Projekte auf der Internetseite der Emittentin zu veröffentlichen.

Für den Fall, dass die Emittentin Ihrer Pflicht nach § 11 (3) nicht nachkommt, verpflichtet sich die Emittentin dazu, die Schuldverschreibungen für die auf den Verzug der jeweiligen Veröffentlichungspflicht folgenden Zinsperiode bis zum Beginn der Zinsperiode, die auf die Zurverfügungstellung des Berichts folgt, mit einem Zinssatz, der dem unter § 4 (1) genannten Zinssatz entspricht, zuzüglich 0,5 Prozentpunkten (Actual/Actual - ICMA Rule 251) für den Zeitraum der jeweiligen Zinsperiode, zu verzinsen.

(being 30 June or 31 December of the respective year).

In the event that the Issuer fails to comply with its obligation under § 11 (3), the Issuer undertakes to pay interest on the notes for the interest period following the non-compliance with the respective publication obligation until the beginning of the interest period following the provision of the report at an interest rate equal to the interest rate specified in § 4 (1) plus 0.5 percentage points (Actual/Actual – ICMA Rule 251) for the duration of the relevant interest period.

§ 12
Begebung Weiterer Schuldverschreibungen, Ankauf und Entwertung

(1) *Begebung weiterer Schuldverschreibungen*. Die Emittentin ist, vorbehaltlich der Bestimmungen des § 11, berechtigt, jederzeit ohne Zustimmung der Gläubiger weitere Schuldverschreibungen mit in jeder Hinsicht gleicher Ausstattung (gegebenenfalls mit Ausnahme des jeweiligen Begebungstags, des Verzinsungsbeginns, der ersten Zinszahlung und/oder des Ausgabepreises) in der Weise zu begeben, dass sie mit diesen Schuldverschreibungen eine einheitliche Serie bilden.

(2) *Ankauf*. Die Emittentin ist berechtigt, jederzeit Schuldverschreibungen im Markt oder anderweitig zu jedem beliebigen Preis zu kaufen. Die von der Emittentin erworbenen Schuldverschreibungen können nach Wahl der Emittentin von ihr gehalten, weiterverkauft oder bei der Zahlstelle zwecks Entwertung eingereicht werden.

(3) *Entwertung*. Sämtliche vollständig zurückgezahlten Schuldverschreibungen sind unverzüglich zu entwerten und können nicht wiederbegeben oder wiederverkauft werden.

§ 12
Further Issues, Purchases and Cancellation

(1) *Further Issues*. Subject to § 11, the Issuer may from time to time, without the consent of the Noteholders, issue further Notes having the same terms and conditions as the Notes in all respects (or in all respects except for the relevant issue date, interest commencement date, first interest payment date and/or issue price) so as to form a single series with the Notes.

(2) *Purchases*. The Issuer may at any time purchase Notes in the open market or otherwise and at any price. Notes purchased by the Issuer may, at the option of the Issuer, be held, resold or surrendered to the Paying Agent for cancellation.

(3) *Cancellation*. All Notes redeemed in full shall be cancelled forthwith and may not be reissued or resold.

§ 13
Änderung der Anleihebedingungen durch Beschlüsse der Gläubiger, Gemeinsamer Vertreter

§ 13
Amendments of the Terms and Conditions by Resolutions of Noteholders, Joint Representative

(1) *Änderung der Anleihebedingungen*. Die Anleihebedingungen können mit Zustimmung der Emittentin durch Mehrheitsbeschluss der Gläubiger nach Maßgabe der §§ 5 ff. des Gesetzes über Schuldverschreibungen aus Gesamtemissionen („**SchVG**“) in seiner jeweils geltenden Fassung geändert werden. Die Gläubiger können insbesondere einer Änderung wesentlicher Inhalte der Anleihebedingungen, einschließlich der in § 5 Abs. 3 SchVG vorgesehenen Maßnahmen, durch Beschlüsse mit den in dem nachstehenden Absatz (2) genannten Mehrheiten zustimmen. Ein ordnungsgemäß gefasster Mehrheitsbeschluss ist für alle Gläubiger gleichermaßen verbindlich.

(2) *Mehrheit*. Vorbehaltlich des nachstehenden Satzes und der Erreichung der erforderlichen Beschlussfähigkeit, beschließen die Gläubiger mit der einfachen Mehrheit der an der Abstimmung teilnehmenden Stimmrechte. Beschlüsse, durch welche der wesentliche Inhalt der Anleihebedingungen geändert wird, insbesondere in den Fällen des § 5 Abs. 3 Nr. 1 bis 9 SchVG bedürfen zu ihrer Wirksamkeit einer Mehrheit von mindestens 75 % der an der Abstimmung teilnehmenden Stimmrechte (eine „**Qualifizierte Mehrheit**“).

(3) *Abstimmung ohne Versammlung*. Vorbehaltlich Absatz (4) sollen Beschlüsse der Gläubiger ausschließlich durch eine Abstimmung ohne Versammlung nach § 18 SchVG gefasst werden. Die Aufforderung zur Stimmabgabe enthält nähere Angaben zu den Beschlüssen und den Abstimmungsmodalitäten. Die Gegenstände und Vorschläge zur Beschlussfassung werden den Gläubigern mit der Aufforderung zur Stimmabgabe bekannt gemacht. Die Ausübung der Stimmrechte ist von einer Anmeldung der Gläubiger abhängig. Die Anmeldung muss unter der in der Aufforderung zur Stimmabgabe mitgeteilten Adresse spätestens am dritten Tag vor Beginn des Abstimmungszeitraums zugehen. Mit der Anmeldung müssen die Gläubiger ihre Berechtigung zur Teilnahme an der Abstimmung durch einen in Textform erstellten besonderen Nachweis der Depotbank gemäß § 15(4)(i)(a) und (b) und durch Vorlage eines Sperrvermerks der Depotbank, aus dem hervorgeht, dass die

(1) *Amendment of the Terms and Conditions*. The Terms and Conditions may be amended with consent of the Issuer by virtue of a majority resolution of the Noteholders pursuant to sections 5 et seqq. of the German Act on Issues of Debt Securities (*Gesetz über Schuldverschreibungen aus Gesamtemissionen* – “**SchVG**”), as amended from time to time. In particular, the Noteholders may consent to amendments which materially change the substance of the Terms and Conditions, including such measures as provided for under section 5 paragraph 3 of the SchVG by resolutions passed by such majority of the votes of the Noteholders as stated under paragraph (2) below. A duly passed majority resolution shall be binding equally upon all Noteholders.

(2) *Majority*. Except as provided by the following sentence and *provided that* the quorum requirements are being met, the Noteholders may pass resolutions by simple majority of the voting rights participating in the vote. Resolutions which materially change the substance of the Terms and Conditions, in particular in the cases of section 5 paragraph 3 numbers 1 through 9 of the SchVG, may only be passed by a majority of at least 75% of the voting rights participating in the vote (a “**Qualified Majority**”).

(3) *Vote without a meeting*. Subject to paragraph (4), resolutions of the Noteholders shall exclusively be made by means of a vote without a meeting in accordance with section 18 of the SchVG. The request for voting will provide for further details relating to the resolutions and the voting procedure. The subject matter of the vote as well as the proposed resolutions shall be notified to the Noteholders together with the request for voting. The exercise of voting rights is subject to the Noteholders' registration. The registration must be received at the address stated in the request for voting no later than the third day preceding the beginning of the voting period. As part of the registration, Noteholders must demonstrate their eligibility to participate in the vote by means of a special confirmation of the Custodian in accordance with § 15(4)(i)(a) and (b) hereof in text form and by submission of a blocking instruction by the Custodian stating

betreffenden Schuldverschreibungen ab dem Tag der Absendung der Anmeldung (einschließlich) bis zum Tag, an dem der Abstimmungszeitraum endet (einschließlich), nicht übertragbar sind, nachweisen.

that the relevant Notes are not transferable from (and including) the day such registration has been sent to (and including) the day the voting period ends.

(4) *Zweite Gläubigerversammlung*. Wird für die Abstimmung ohne Versammlung gemäß Absatz (3) die mangelnde Beschlussfähigkeit festgestellt, kann der Abstimmungsleiter eine Gläubigerversammlung einberufen, die als zweite Versammlung im Sinne des § 15 Abs. 3 Satz 3 SchVG anzusehen ist. Die Teilnahme an der zweiten Gläubigerversammlung und die Ausübung der Stimmrechte sind von einer Anmeldung der Gläubiger abhängig. Die Anmeldung muss unter der in der Bekanntmachung der Einberufung mitgeteilten Adresse spätestens am dritten Tag vor der zweiten Gläubigerversammlung zugehen. Mit der Anmeldung müssen die Gläubiger ihre Berechtigung zur Teilnahme an der Abstimmung durch einen in Textform erstellten besonderen Nachweis der Depotbank gemäß § 15(4)(i)(a) und (b) und durch Vorlage eines Sperrvermerks der Depotbank, aus dem hervorgeht, dass die betreffenden Schuldverschreibungen ab dem Tag der Absendung der Anmeldung (einschließlich) bis zum angegebenen Ende der Gläubigerversammlung (einschließlich) nicht übertragbar sind, nachweisen.

(4) *Second Noteholders' Meeting*. If it is ascertained that no quorum exists for the vote without meeting pursuant to paragraph (3), the scrutineer may convene a noteholders' meeting, which shall be deemed to be a second noteholders' meeting within the meaning of section 15 paragraph 3 sentence 3 of the SchVG. Attendance at the second noteholders' meeting and exercise of voting rights is subject to the Noteholders' registration. The registration must be received at the address stated in the convening notice no later than the third day preceding the second noteholders' meeting. As part of the registration, Noteholders must demonstrate their eligibility to participate in the vote by means of a special confirmation of the Custodian in accordance with § 15(4)(i)(a) and (b) hereof in text form and by submission of a blocking instruction by the Custodian stating that the relevant Notes are not transferable from (and including) the day such registration has been sent to (and including) the stated end of the noteholders' meeting.

(5) *Gemeinsamer Vertreter*. Die Gläubiger können durch Mehrheitsbeschluss die Bestellung oder Abberufung eines gemeinsamen Vertreters (der „**Gemeinsame Vertreter**“), die Aufgaben und Befugnisse des Gemeinsamen Vertreters, die Übertragung von Rechten der Gläubiger auf den Gemeinsamen Vertreter und eine Beschränkung der Haftung des Gemeinsamen Vertreters bestimmen. Die Bestellung eines Gemeinsamen Vertreters bedarf einer Qualifizierten Mehrheit, wenn er ermächtigt werden soll, Änderungen des wesentlichen Inhalts der Anleihebedingungen gemäß Absatz (2) zuzustimmen.

(5) *Noteholders' Representative*. The Noteholders may by majority resolution provide for the appointment or dismissal of a joint representative (the “**Noteholders' Representative**”), the duties and responsibilities and the powers of such Noteholders' Representative, the transfer of the rights of the Noteholders to the Noteholders' Representative and a limitation of liability of the Noteholders' Representative. Appointment of a Noteholders' Representative may only be passed by a Qualified Majority if such Noteholders' Representative is to be authorized to consent, in accordance with paragraph (2) hereof, to a material change in the substance of the Terms and Conditions.

(6) *Veröffentlichung*. Bekanntmachungen betreffend diesem § 13 erfolgen ausschließlich gemäß den Bestimmungen des SchVG.

(6) *Publication*. Any notices concerning this § 13 shall be made exclusively pursuant to the provisions of the SchVG.

§ 14
Mitteilungen

(1) *Mitteilungen*.

(a) Alle die Schuldverschreibungen betreffenden Mitteilungen, mit Ausnahme der in § 13(6) geregelten Mitteilungen, die ausschließlich gemäß den Bestimmungen des SchVG erfolgen, werden entweder im Bundesanzeiger oder auf der Webseite der Emittentin veröffentlicht.

(b) Die Emittentin ist berechtigt, alle die Schuldverschreibungen betreffenden Mitteilungen an das Clearingsystem zur Weiterleitung an die Gläubiger zu übermitteln, soweit dies nach den Regeln der Börse, an der die Schuldverschreibungen zugelassen oder in den Handel einbezogen sind, zulässig ist.

(2) *Wirksamkeit von Mitteilungen.* Jede Mitteilung gilt am Tag der ersten Veröffentlichung (oder, falls sie in einer Zeitung zu veröffentlichen ist, am ersten Tag, an dem die Veröffentlichung in der vorgeschriebenen Zeitung erfolgt) bzw. am vierten Geschäftstag nach dem Datum der Übermittlung an das Clearingsystem als wirksam erfolgt.

§ 14
Notices

(1) *Notices*.

(a) All notices regarding the Notes, other than any notices stipulated in § 13(6) which shall be made exclusively pursuant to the provisions of the SchVG, will be published in the Federal Gazette (*Bundesanzeiger*) or on the website of the Issuer.

(b) The Issuer will be entitled to deliver all notices concerning the Notes to the Clearing System for communication by the Clearing System to the Noteholders to the extent that the rules of the stock exchange on which the Notes are listed or admitted to trading so permit.

(2) *Effectiveness of notices.* Any notice will be deemed to have been validly given on the date of the first publication (or, if required to be published in a newspaper, on the first date on which publication shall have been made in the required newspaper) or, as the case may be, on the fourth Business Day after the date of such delivery to the Clearing System.

§ 15
Anwendbares Recht, Erfüllungsort und Gerichtsstand, Gerichtliche Geltendmachung

(1) *Anwendbares Recht.* Form und Inhalt der Schuldverschreibungen sowie die Rechte und Pflichten der Gläubiger und der Emittentin bestimmen sich in jeder Hinsicht nach deutschem Recht unter Ausschluss des internationalen Privatrechts. Zur Klarstellung: gemäß Artikel 100-14, zweiter Absatz, und Artikel 470-20 des luxemburgischen Gesetzes vom 10. August 1915 über Handelsgesellschaften in seiner geänderten Fassung finden die Artikel 470-1 bis 470-19 dieses Gesetzes keine Anwendung auf oder im Zusammenhang mit den Schuldverschreibungen.

(2) *Erfüllungsort.* Erfüllungsort ist Frankfurt am Main, Bundesrepublik Deutschland.

§ 15
Governing Law, Place of Performance and Place of Jurisdiction, Enforcement

(1) *Governing Law.* The Notes, as to form and content, and all rights and obligations of the Noteholders and the Issuer, shall be governed by German law without giving effect to the principles of conflict of laws. For the avoidance of doubt, in accordance with article 100-14, second para., and article 470-20 of the Luxembourg law of 10 August 1915 on commercial companies, as amended, articles 470-1 through 470-19 of such law shall not apply to or in connection with the Notes.

(2) *Place of Performance.* Place of performance is Frankfurt am Main, Federal Republic of Germany.

(3) *Gerichtsstand.* Vorbehaltlich eines zwingenden Gerichtsstandes für besondere Rechtsstreitigkeiten im Zusammenhang mit dem SchVG, ist nicht ausschließlicher Gerichtsstand für sämtliche im Zusammenhang mit den Schuldverschreibungen entstehenden Klagen oder sonstigen Verfahren Frankfurt am Main, Bundesrepublik Deutschland.

(4) *Gerichtliche Geltendmachung*. Jeder Gläubiger von Schuldverschreibungen ist berechtigt, in jedem Rechtsstreit gegen die Emittentin oder in jedem Rechtsstreit, in dem der Gläubiger und die Emittentin Partei sind, seine Rechte aus diesen Schuldverschreibungen im eigenen Namen auf der folgenden Grundlage zu sichern und geltend zu machen: (i) einer Bescheinigung der Depotbank, bei der er für die Schuldverschreibungen ein Wertpapierdepot unterhält, welche (a) den vollständigen Namen und die vollständige Adresse des Gläubigers enthält, (b) den Gesamtnennbetrag der Schuldverschreibungen bezeichnet, die unter dem Datum der Bestätigung auf dem Wertpapierdepot verbucht sind und (c) bestätigt, dass die Depotbank gegenüber dem Clearingsystem eine schriftliche Erklärung abgegeben hat, die die vorstehend unter (a) und (b) bezeichneten Informationen enthält, und (ii) einer Kopie der die betreffenden Schuldverschreibungen verbriefenden Globalurkunde, deren Übereinstimmung mit dem Original eine vertretungsberechtigte Person von dem Clearingsystem oder einer Verwahrstelle des Clearingsystems bestätigt hat, ohne dass eine Vorlage der Originalbelege oder der die Schuldverschreibungen verbriefenden Globalurkunde in einem solchen Verfahren erforderlich wäre. Für die Zwecke des Vorstehenden bezeichnet „**Depotbank**“ jede Bank oder ein sonstiges anerkanntes Finanzinstitut, das berechtigt ist, das Depotgeschäft zu betreiben und bei der/dem der Gläubiger ein Wertpapierdepot für die Schuldverschreibungen unterhält, einschließlich dem Clearingsystem. Unbeschadet der vorstehenden Bestimmungen ist jeder Gläubiger berechtigt, seine Rechte aus diesen Schuldverschreibungen auch auf jede andere im Land des Verfahrens zulässige Weise geltend zu machen.

(3) *Place of Jurisdiction.* Subject to any mandatory jurisdiction for specific proceedings under the SchVG, the courts of Frankfurt am Main, Federal Republic of Germany, will have nonexclusive jurisdiction for any actions or other legal proceedings arising out of or in connection with the Notes.

(4) *Enforcement*. Any Noteholder may in any proceedings against the Issuer, or to which such Noteholder and the Issuer are parties, protect and enforce in his own name his rights arising under such Notes on the basis of (i) a statement issued by the Custodian with whom such Noteholder maintains a securities account in respect of the Notes (a) stating the full name and address of the Noteholder, (b) specifying the aggregate principal amount of Notes credited to such securities account on the date of such statement and (c) confirming that the Custodian has given written notice to the Clearing System containing the information pursuant to (a) and (b) and (ii) a copy of the Global Note representing the relevant Notes certified as being a true copy of the original Global Note by a duly authorized officer of the Clearing System or a depository of the Clearing System, without the need for production in such proceedings of the actual records or the Global Note representing the Notes. For purposes of the foregoing, “**Custodian**” means any bank or other financial institution of recognized standing authorized to engage in securities custody business with which the Noteholder maintains a securities account in respect of the Notes, including the Clearing System. Each Noteholder may, without prejudice to the foregoing, protect and enforce his rights under these Notes also in any other way which is admitted in the country of the proceedings.

§ 16
Sprache

Diese Anleihebedingungen sind in deutscher Sprache abgefasst; eine Übersetzung in die englische Sprache ist beigefügt. Nur die deutsche Fassung ist rechtlich bindend. Die englische Übersetzung ist unverbindlich.

§ 16
Language

These Terms and Conditions are written in the German language and provided with an English language translation. The German version shall be the only legally binding version. The English translation is for convenience only.

6. EXCHANGE OFFER

*Dieses Umtauschangebot (das „**Umtauschangebot**") ist in deutscher Sprache abgefasst und mit einer unverbindlichen Übersetzung in die englische Sprache versehen. Der deutsche Wortlaut ist maßgeblich und allein rechtsverbindlich. Die englische Übersetzung ist unverbindlich und dient lediglich zu Informationszwecken.*

Die Emittentin wird am 19. Februar 2021 das folgende freiwillige Umtauschangebot im Bundesanzeiger veröffentlichen:

AGRI RESOURCES GROUP S.A.

8 rue Dicks, L-1417 Luxemburg
Großherzogtum Luxemburg
R.C.S. Luxembourg: B201266

Freiwilliges Angebot
an die Inhaber der

8,00% Schuldverschreibungen 2016/2021

ISIN XS1413726883

zum Umtausch ihrer Schuldverschreibungen in neue 8,00 % Schuldverschreibungen 2021/2026

ISIN DE000A287088

Die AGRI RESOURCES GROUP S.A. (nachfolgend auch die „**Emittentin**") hat am 17. Juni 2016 bis zu EUR 25.000.000 8,00% Schuldverschreibungen 2016/2021, eingeteilt in bis zu 2.500 auf den Inhaber lautende, erstrangige und untereinander gleichberechtigte Schuldverschreibungen mit einem Nennbetrag von jeweils EUR 10.000,00 und der ISIN XS1413726883 begeben (im Folgenden die „**Schuldverschreibungen 2016/2021**" und jeweils eine „**Schuldverschreibung 2016/2021**"). Derzeit steht noch ein Gesamtnennbetrag der Schuldverschreibungen 2016/2021 in Höhe von EUR 16.120.000,00 zur Rückzahlung aus.

Die Geschäftsführung der Emittentin hat beschlossen, den Anleihegläubigern der Schuldverschreibungen 2016/2021 (die „**Anleihegläubiger**") die Möglichkeit zu eröffnen, ihre Schuldverschreibungen 2016/2021 in neue 8,00 % Schuldverschreibungen 2021/2026 der Emittentin mit einem Nennbetrag von jeweils EUR 1.000,00 (ISIN DE000A287088) (die „**Neuen Schuldverschreibungen**" und jeweils eine „**Neue Schuldverschreibung**"), die von der Emittentin ab dem 19. Februar 2021 in der Bundesrepublik Deutschland und dem Großherzogtum Luxemburg der Öffentlichkeit zum Erwerb angeboten werden, umzutauschen.

Die Emittentin hat in diesem Zusammenhang einen Wertpapierprospekt für das öffentliche Angebot der

*This exchange offer (the "**Exchange Offer**") is drawn up in German language and provided with a non-binding English language translation. The German version shall be decisive and the only legally binding version. The English translation is for convenience and for information purposes only.*

The issuer will publish the following voluntary exchange offer in the German Federal Gazette (*Bundesanzeiger*) on 19 February 2021:

AGRI RESOURCES GROUP S.A.

8 rue Dicks, L-1417 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B201266

Voluntary offer
to the holders of the

8.00% 2016/2021 Notes

ISIN XS1413726883

to exchange their notes in new 8.00% 2021/2026 notes

ISIN DE000A287088

On 17 June 2016, AGRI RESOURCES GROUP S.A. (hereinafter referred to as the "**Issuer**") has issued up to EUR 25,000,000 8.00% 2016/2021 Notes, divided into up to 2,500 bearer, senior Notes ranking *pari passu* with a principal amount of each EUR 10,000.00 with ISIN XS1413726883 (hereinafter referred to as the "**2016/2021 Notes**" and each a "**2016/2021 Note**"). At present, an aggregate principal amount of EUR 16,120,000.00 of the 2016/2021 Notes is outstanding for redemption.

The management board of the Issuer has decided to give the noteholders of the 2016/2021 Notes (the "**Noteholders**") the opportunity to exchange their 2016/2021 Notes into new 8.00% 2021/2026 notes of the Issuer with a principal amount of each EUR 1,000.00 (ISIN DE000A287088) (the "**New Notes**" and a "**New Note**"), which are offered to the public by the Issuer in the Federal Republic of Germany and the Grand Duchy of Luxembourg from 19 February 2021.

In this connection, the Issuer has published a securities prospectus for the public offer of the

Schuldverschreibungen 2021/2026 erstellt, der von der *Commission de Surveillance du Secteur Financier* (CSSF) in Luxemburg gebilligt wurde (der „**Prospekt**“). Der Prospekt, auf dessen Grundlage dieses Umtauschangebot erfolgt und in dem sich weitere Informationen, insbesondere zu den Schuldverschreibungen 2021/2026 und zur Emittentin finden, ist auf der Webseite der Emittentin (https://www.agri-resources.com) und der Webseite der Luxemburger Börse (www.bourse.lu) veröffentlicht. Inhaber der Schuldverschreibungen 2016/2021 sollten den Prospekt und insbesondere die im Abschnitt „*1. RISK FACTORS*“ enthaltenen Angaben vollständig und aufmerksam lesen.

Der Umtausch erfolgt zu den nachstehenden Bedingungen (die „**Umtauschbedingungen**”).

§ 1
ANGEBOT ZUM UMTAUSCH

Die Emittentin bietet nach Maßgabe dieser Umtauschbedingungen den Anleihegläubigern an (das „**Umtauschangebot**”), verbindliche Angebote zum Umtausch ihrer Schuldverschreibungen 2016/2021 in Neue Schuldverschreibungen abzugeben (der „**Umtausch**” und das Angebot zum Umtausch der „**Umtauschauftrag**”).

§ 2
UMTAUSCHVERHÄLTNIS

(1) Der Umtausch erfolgt zum Nennbetrag der Schuldverschreibungen 2016/2021 zuzüglich der Stückzinsen (wie in Absatz (3) definiert), die auf die umgetauschten Schuldverschreibungen 2016/2021 entfallen.

(2) Das Umtauschverhältnis beträgt 1:10 (eins zu zehn). Dies bedeutet, dass jeder Anleihegläubiger, der einen Umtauschauftrag erteilt hat, im Fall der Annahme seines Umtauschauftrags durch die Emittentin je eingetauschter Schuldverschreibung 2016/2021:

(a) zehn (10) Neue Schuldverschreibungen, und

(b) die Stückzinsen (wie in Absatz (3) unten definiert), die auf die umgetauschten Schuldverschreibungen 2016/2021 entfallen

erhält.

(3) „**Stückzinsen**” bedeutet die anteilsmäßig angefallenen Zinsen vom letzten Zinszahlungstag (einschließlich) der

2021/2026 Notes, which has been approved by the *Commission de Surveillance du Secteur Financier*, Luxembourg (CSSF) (the “**Prospectus**”). The Prospectus, on the basis of which this Exchange Offer is made, contains further information, in particular with respect to the 2021/2026 Notes and to the Issuer and is published on the Issuer’s website (https://www.agri-resources.com) and the website of the Luxembourg Stock Exchange (www.bourse.lu). Holders of the 2016/2021 Notes should read the full Prospectus carefully and, in particular, the section “*1. RISK FACTORS*” contained therein.

The exchange shall take place in accordance with the following terms and conditions (the “**Terms and Conditions of Exchange**”):

§ 1
OFFER FOR EXCHANGE

The Issuer offers, in accordance with these Terms and Conditions of Exchange, to the Noteholders (the “**Exchange Offer**”) to submit binding offers to exchange their 2016/2021 Notes in New Notes (the “**Exchange**” and the offer to exchange the “**Exchange Order**”).

§ 2
EXCHANGE RATIO

(1) The Exchange shall occur at the principal amount of the 2016/2021 Notes plus accrued interest (as defined in paragraph (3) below), attributable to the exchanged 2016/2021 Notes.

(2) The Exchange Ratio is 1:10 (one to ten). This means that any Noteholder who has submitted an Exchange Order, receives in the event of acceptance of his Exchange Order by the Issuer for each exchanged 2016/2021 Notes:

(a) ten (10) New Notes, and

(b) accrued interest (as defined in paragraph (3) below) attributable to the exchanged 2016/2021 Notes.

(3) “**Accrued Interest**” means the pro rata interest accrued from the last interest payment date (included) of the

Schuldverschreibungen 2016/2021 bis zum Begebungstag der Neuen Schuldverschreibungen, dem 17. März 2021 (der „**Begebungstag**") (ausschließlich). Gemäß § 3 Absatz (c) der Anleihebedingungen der Schuldverschreibungen 2016/2021 erfolgt die Berechnung der Zinsen im Hinblick auf einen Zeitraum, der kürzer als eine Zinsperiode ist, auf der Grundlage der Anzahl der tatsächlichen verstrichenen Tage im relevanten Zeitraum (gerechnet vom letzten Zinszahlungstag (einschließlich)) dividiert durch die tatsächliche Anzahl der Tage der Zinsperiode (365 Tage bzw. 366 Tage im Falle eines Schaltjahres) (*Actual/Actual*).

2016/2021 Notes until the date of issue of the New Notes, on 17 March 2021 (the "**Issue Date**") (excluded). Pursuant to Section 3 (c) of the terms and conditions of the 2016/2021 Notes, the calculation of interest with respect to a period shorter than an interest period shall be based on the number of actual elapsed days in the relevant period (including the last interest payment date) divided by the actual number of days of the interest period (365 days or 366 days in the of a leap year) (*Actual/Actual*).

(4) Die Inhaber der Schuldverschreibungen 2016/2021, die das Umtauschangebot nach Maßgabe von § 9 der Umtauschbedingungen annehmen, haben die Möglichkeit, neben dem Umtausch weitere Neue Schuldverschreibungen der Emittentin gegen Zahlung des Nennbetrags zu zeichnen („**Mehrerwerbsoption**"). Es können hierbei nur Nennbeträge von mindestens EUR 1.000,00 und ein Vielfaches davon angelegt werden.

(4) The holders of the 2016/2021 Notes accepting the Exchange Offer pursuant to § 9 may subscribe for any additional New Notes of the Issuer against payment of the principal amount ("**Multiple Purchase Option**"), whereas only principal amounts of at least EUR 1,000.00 and a multiple of these shall be invested.

§ 3
UMFANG DES UMTAUSCHES

(1) Es gibt keine Mindest- oder Höchstbeträge für den Umtausch im Rahmen des Umtauschangebots und für Zeichnungsangebote im Rahmen der Mehrerwerbsoption. Anleger können Umtauschaufträge bezogen auf ihre Schuldverschreibungen 2016/2021 in jeglicher Höhe beginnend ab dem Nennbetrag einer Schuldverschreibung von EUR 10.000,00 abgeben, wobei das Volumen des Umtauschauftrags stets durch den Nennbetrag teilbar sein muss und auf das Volumen der Gesamtemission begrenzt ist. Es gibt keine festgelegten Tranchen für die Schuldverschreibungen.

(2) Im Falle der Überzeichnung (wie nachstehend in § 4 (2) definiert) stehen der Betrag der Neuen Schuldverschreibungen und die Annahme von Umtauschaufträgen durch die Emittentin im alleinigen und freien Ermessen der Emittentin.

§ 3
SCOPE OF EXCHANGE

(1) There is no minimum or maximum amount for the Exchange within the scope of the Exchange Offer and for subscription offers within the scope of the Multiple Purchase Option. Investors may issue Exchange Orders in respect of their 2016/2021 Notes in any amount commencing from the principal amount of a note of EUR 10,000.00 whereas the volume of the Exchange Order must always be divisible by the principal amount and is limited to the volume of the total issue. There are no fixed tranches for the notes.

(2) In the event of the Over-subscription (as defined in § 4 (2) below), the amount of the New Notes and the acceptance of Exchange Orders by the Issuer shall be in the sole and absolute discretion of the Issuer.

§ 4
UMTAUSCHFRIST

(1) Die Umtauschfrist für die Schuldverschreibungen 2016/2021 und die Frist für die Ausübung der Mehrerwerbsoption

§ 4
EXCHANGE PERIOD

(1) The exchange period for the 2016/2021 Notes and the period for exercising the Multiple Purchase Option is expected to begin on

beginnt voraussichtlich am 19. Februar 2021 und endet voraussichtlich am 5. März 2021 um 12:00 Uhr MEZ (die „**Umtauschfrist**").

(2) Die Emittentin ist jederzeit und nach ihrem alleinigen und freien Ermessen berechtigt, ohne Angabe von Gründen die Umtauschfrist zu verlängern oder zu verkürzen, den Umtausch vorzeitig zu beenden oder das Umtauschangebot zurückzunehmen. Die Emittentin wird dies auf ihrer Webseite (https://www.agri-resources.com) und im Bundesanzeiger sowie – falls rechtlich erforderlich – auf der Webseite der Luxemburger Börse (www.bourse.lu) veröffentlichen. Im Fall einer Überzeichnung behält sich die Emittentin vor, die Umtauschfrist vor Ablauf des in Absatz (1) bestimmten Termins zu beenden. Eine „**Überzeichnung**" liegt vor, wenn die im Rahmen des Umtauschangebots, der Mehrerwerbsoption und des öffentlichen Angebots sowie im Rahmen der Privatplatzierung eingegangenen Umtausch-, Mehrerwerbs- und Zeichnungsaufträge zusammengerechnet den Gesamtnennbetrag der angebotenen Neuen Schuldverschreibungen übersteigen.

19 February 2021 and is expected to end on 5 March 2021 at 12:00 (noon) CET (the "**Exchange Period**").

(2) The Issuer is, at any time and in its sole and absolute discretion, entitled to extend or shorten the Exchange Period without giving reasons, to terminate the Exchange early or to withdraw the Exchange Offer. The Issuer will publish this on its website (https://www.agri-resources.com) in the German Federal Gazette (*Bundesanzeiger*) and – to the extent required by law – on the website of the Luxembourg Stock Exchange (www.bourse.lu). In the event of an Over-subscription, the Issuer is entitled to terminate the Exchange Period before the expiry date specified in paragraph (1). An "**Over-subscription**" occurs when the exchange offers and subscription offers received within the scope of the Exchange Offer, the Multiple Purchase Option and the offers to the public as well as in the context of the Private Placement, together exceed the aggregate principal amount of the New Notes offered.

§ 5
UMTAUSCHSTELLE

(1) Die futurum bank AG, Frankfurt am Main, Deutschland, mit Geschäftsanschrift Hochstraße 35-37, 60313 Frankfurt am Main, eingetragen im Handelsregister des Amtsgerichts Frankfurt am Main unter HRB 117044 fungiert – über die CACEIS BANK S.A., Germany Branch mit Geschäftsanschrift Lilienthalallee 36, 80939 München, Deutschland, eingetragen im Handelsregister des Amtsgerichts München unter HRB 229834 – als zentrale Umtauschstelle (die „Umtauschstelle").

(2) Die Umtauschstelle handelt ausschließlich als Erfüllungsgehilfe der Emittentin und übernimmt keinerlei Verpflichtungen gegenüber den Anleihegläubigern und es wird kein Auftrags- oder Treuhandverhältnis zwischen ihr und den Anleihegläubigern begründet.

§ 5
EXCHANGE AGENT

(1) futurum bank AG, Frankfurt am Main, Germany, with business address at Hochstraße 35-37, 50313 Frankfurt am Main, registered with the local court (*Amtsgericht*) of Frankfurt am Main under HRB 117044 acts – via CACEIS BANK S.A., Germany Branch with business address at Lilienthalallee 36, 80939 Munich, Germany, registered with the local court (*Amtsgericht*) of Munich under HRB 229834 – as the main exchange agent (the "Exchange Agent").

(2) The Exchange Agent shall act solely as a vicarious agent of the Issuer and shall not assume any obligations towards the Noteholders and no contractual or trust relationship shall be established between the Exchange Agent and the Noteholders.

§ 6
UMTAUSCHAUFTRÄGE UND AUSÜBUNG DER MEHRERWERBSOPTION

(1) Anleihegläubiger, die Schuldverschreibungen 2016/2021 umtauschen wollen, müssen über ihre depotführende Stelle während der

§ 6
EXCHANGE ORDER AND EXCERCISE OF MULTIPLE PURCHASE OPTION

(1) Noteholders who want to exchange the 2016/2021 Notes must submit an Exchange

Umtauschfrist einen Umtauschauftrag einreichen.

Es wird darauf hingewiesen, dass die Möglichkeit zur Erteilung eines Umtauschauftrags durch die Anleihegläubiger über ihre jeweilige depotführende Stelle aufgrund einer Vorgabe der jeweiligen depotführenden Stelle bereits vor dem Ende der Umtauschfrist enden kann. Weder die Emittentin noch die Umtauschstelle übernehmen eine Gewährleistung oder Haftung dafür, dass innerhalb der Umtauschfrist erteilte Umtauschaufträge auch tatsächlich vor dem Ende der Umtauschfrist bei der Umtauschstelle eingehen.

(2) Umtauschaufträge haben folgendes unter Verwendung des über die depotführende Stelle zur Verfügung gestellten Formulars zu beinhalten:

(a) ein Angebot des Anleihegläubigers zum Umtausch einer bestimmten Anzahl von Schuldverschreibungen 2016/2021, die umgetauscht werden sollen („**Zum Umtausch angemeldete Schuldverschreibungen**") in schriftlicher Form, und

(b) die unwiderrufliche Anweisung des Anleihegläubigers an die depotführende Stelle, die Schuldverschreibungen 2016/2021, für die ein Umtauschauftrag erteilt wurde, zu sperren und jegliche Übertragung bis zum Begebungstag zu unterlassen (die „**Depotsperre**").

dies vorbehaltlich des automatischen Widerrufs dieser unwiderruflichen Anweisung im Fall, dass das Umtauschangebot vor dem Ende der Umtauschfrist zurückgenommen wird.

(3) Umtauschaufträge können nur unwiderruflich abgegeben werden.

(4) Inhaber der Schuldverschreibungen 2016/2021, die von der Mehrerwerbsoption Gebrauch machen wollen, müssen innerhalb der Umtauschfrist in schriftlicher Form unter Verwendung des über die depotführende Stelle zur Verfügung gestellten Formulars oder in sonstiger schriftlicher Form über die depotführende Stelle ein verbindliches Angebot zum Erwerb weiterer Schuldverschreibungen abgeben. Die Ausübung der Mehrerwerbsoption kann nur berücksichtigt

Order through their depositary institution during the Exchange Period:

It is pointed out that the possibility of the issuance of an Exchange Order by the Noteholders via the respective depositary institution can terminate on the basis of a requirement of the relevant depositary institution before the end of the Exchange Period. Neither the Issuer nor the Exchange Agent shall assume any warranty or liability for the fact that Exchange Orders placed within the Exchange Period will effectively be received by the Exchange Agent before the end of the Exchange Period.

(2) Exchange Orders shall include the following, using the form provided by the depositary institution:

(a) an offer of the Noteholder to Exchange a certain number of 2016/2021 Notes ("**Notes Registered for Exchange**") in writing, and

(b) the irrevocable instruction of the Noteholder to the depositary institution, to block the 2016/2021 Notes for which an Exchange Order has been issued and to refrain from any transfer until the Issue Date (the "**Depot Blocking**").

subject to the automatic revocation of this irrevocable instruction in the event that the Exchange Offer is withdrawn before the end of the Exchange Period.

(3) Exchange Orders shall only be issued irrevocably.

(4) Holders of the 2016/2021 Notes intending to make use of the Multiple Purchase Option will have to make a binding offer for the purchase of additional Notes within the Exchange Period in written form using the form made available via the depositary institution or in other written form via the depositary institution. The exercise of the Multiple Purchase Option can only be taken into account if this offer has been received by the Exchange Agent no later than by the end

werden, wenn dieses Angebot spätestens bis zum Ablauf der Umtauschfrist bei der Umtauschstelle eingegangen ist. Ein Mehrbezug ist nur für einen Nennbetrag von EUR 1.000,00 oder einem Vielfachen davon möglich.

of the Exchange Period. A multiple purchase is only possible for a principal amount of EUR 1,000.00 or a multiple thereof.

§ 7
DEPOTSPERRE

Die Depotsperre hat bis zum Eintritt des frühesten der nachfolgenden Ereignisse wirksam zu sein, sofern die Emittentin keine abweichende Bekanntmachung veröffentlicht:

(a) die Abwicklung am Begebungstag der Neuen Schuldverschreibungen, oder

(b) die Veröffentlichung der Emittentin, dass das Umtauschangebot zurückgenommen wird.

§ 7
DEPOT BLOCKING

The Depot blocking shall be effective until the earliest subsequent events occur, unless the Issuer publishes a deviating notice:

(a) the settlement on the Issue Day of the New Notes, or

(b) the Issuer's announcement that the Exchange Offer will be withdrawn.

§ 8
ANWEISUNG UND BEVOLLMÄCHTIGUNG

(1) Mit der Abgabe des Umtauschauftrages geben die Anleihegläubiger folgende Erklärungen ab:

(a) sie weisen ihre depotführende Stelle an, die Schuldverschreibungen 2016/2021, für die sie den Umtauschauftrag abgeben, zunächst in ihrem Wertpapierdepot zu belassen, jedoch für anderweitige Verfügungen zu sperren;

(b) sie beauftragen und bevollmächtigen die Umtauschstelle sowie ihre depotführende Stelle (jeweils unter der Befreiung von dem Verbot des Selbstkontrahierens gemäß § 181 BGB), alle zur Abwicklung dieses Umtauschauftrages erforderlichen oder zweckmäßigen Handlungen vorzunehmen sowie entsprechende Erklärungen abzugeben und entgegenzunehmen, insbesondere den Übergang des Eigentums an den Schuldverschreibungen 2016/2021, für die sie den Umtauschauftrag abgeben, herbeizuführen und die Zahlung der Stückzinsen an die Anleihegläubiger abzuwickeln; die Anleihegläubiger haben Kenntnis davon, dass die Umtauschstelle auch für die Emittentin tätig wird;

(c) sie beauftragen und bevollmächtigen die Umtauschstelle, alle Leistungen zu erhalten und Rechte auszuüben, die mit

§ 8
INSTRUCTIONS AND AUTHORISATION

(1) By submitting the Exchange Order, the noteholders make the following statements:

(a) they shall instruct their depositary institution to keep the 2016/2021 Notes for which they issue the Exchange Order in their securities account but to block them for other disposals.

(b) they shall instruct and empower the Exchange Agent, as well as its depositary institution (each under the exemption from the prohibition of self-contracting pursuant to § 181 of the German Civil Code (*Bürgerliches Gesetzbuch*)), to take all necessary or appropriate actions to settle this Exchange Order and to make and receive such declarations, in particular to settle the transfer of ownership of the 2016/2021 Notes for which they issue the Exchange Order, as well as the payment of the Accrued Interest to the Noteholders; the Noteholders are aware that the Exchange Agent will also act for the Issuer;

(c) they shall instruct and authorise the Exchange Agent to obtain all services and exercise rights in connection with

dem Besitz der umgetauschten Schuldverschreibungen 2016/2021 verbunden sind;

(d) sie übertragen – vorbehaltlich des Ablaufs der Umtauschfrist und unter der auflösenden Bedingung der Nichtannahme des Umtauschangebots durch die Emittentin (ggf. auch teilweise) – die Schuldverschreibungen 2016/2021, für die ein Umtauschauftrag erteilt wurde, auf die Emittentin mit der Maßgabe, dass Zug um Zug gegen die Übertragung eine entsprechende Anzahl an Neuen Schuldverschreibungen sowie die Gutschrift der Stückzinsen an sie übertragen werden;

(e) sie ermächtigen die depotführende Stelle, der Umtauschstelle den Namen des Depotinhabers und Informationen über dessen Anweisungen bekannt zu geben.

(2) Die vorstehenden unter den Buchstaben (a) bis (e) aufgeführten Erklärungen, Weisungen, Aufträge und Vollmachten werden im Interesse einer reibungslosen und zügigen Abwicklung unwiderruflich erteilt.

(3) Zugleich erklärt der jeweilige Inhaber der Schuldverschreibungen 2016/2021 im Hinblick auf das Verfügungsgeschäft über die Zum Umtausch angemeldeten Schuldverschreibungen das Angebot auf Abschluss eines dinglichen Vertrags nach § 929 Bürgerliches Gesetzbuch. Mit der Abgabe des Umtauschauftrags verzichten der jeweilige Inhaber der Schuldverschreibung 2016/2021 gemäß § 151 Absatz 1 Bürgerliches Gesetzbuch auf einen Zugang der Annahmeerklärungen. Die Erklärung des Umtauschauftrags und die Angebotserklärung im Hinblick auf den dinglichen Vertrag kann auch durch einen ordnungsgemäß Bevollmächtigten eines Inhabers von Schuldverschreibungen 2016/2021 abgegeben werden.

§ 9
ANNAHME DER ANGEBOTE

(1) Mit der Annahme eines Umtauschauftrags durch die Emittentin kommt zwischen dem betreffenden Anleihegläubiger und der Emittentin ein Vertrag über den Umtausch der Schuldverschreibungen 2016/2021 gegen die Neuen Schuldverschreibungen sowie Zahlung

the possession of the exchanged 2016/2021 Notes;

(d) subject to the expiration of the Exchange Period and subject to the condition precedent of the non-acceptance of the Exchange Offer by the Issuer (including, if applicable, partially), the 2016/2021 Notes for which an Exchange Order has been issued shall be transferred to the Issuer with the provision that the transfer of the corresponding number of New Notes and the credit of the Accrued Interest shall be transferred concurrently;

(e) they shall authorise the depositary institution to notify the Exchange Agent about the name of the depositor and the details of its instructions.

(2) The declarations, instructions, orders and powers set out in subparagraphs (a) to (e) above shall be given irrevocably in the interests of seamless and swift execution.

(3) At the same time, the respective holder of the 2016/2021 Notes declares the offer to conclude a contract in rem pursuant to § 929 of the German Civil Code in respect to the material transfer (*Verfügungsgeschäft*) of the Notes Registered for Exchange. By submitting the Exchange Order, the respective holder of the 2016/2021 Notes waives the receipt of the declaration of acceptance pursuant to § 151 paragraph 1 of the German Civil Code. The declaration of the Exchange Order and the offer with regard to the contract in rem may also be given by a duly authorised representative of a holder of 2016/2021 Notes.

§ 9
ACCEPTANCE OF OFFERS

(1) Upon the acceptance of an Exchange Order by the Issuer, an agreement will be concluded between the relevant Noteholder and the Issuer about the Exchange of the 2016/2021 Notes against the New Notes as well as payment of the Accrued Interest in

der Stückzinsen gemäß den Umtauschbedingungen zustande.

(2) Es liegt im alleinigen und freien Ermessen der Emittentin, Umtauschaufträge ohne Angabe von Gründen vollständig oder teilweise nicht anzunehmen. Umtauschaufträge, die nicht in Übereinstimmung mit den Umtauschbedingungen erfolgen oder hinsichtlich derer die Abgabe eines solchen Angebots nicht in Übereinstimmung mit den jeweiligen nationalen Gesetzen und anderen Rechtsvorschriften erfolgten, werden von der Emittentin nicht angenommen.

(3) Die Emittentin behält sich jedoch das Recht vor, Umtauschaufträge trotz Verstößen gegen die Umtauschbedingungen oder Versäumung der Umtauschfrist dennoch anzunehmen, unabhängig davon, ob die Emittentin bei anderen Anleihegläubigern mit ähnlichen Verstößen oder Fristversäumungen in gleicher Weise vorgeht.

(4) Mit der Übertragung der Zum Umtausch angemeldeten Schuldverschreibungen gehen sämtliche mit diesen verbundene Ansprüche und sonstige Rechte auf die Emittentin über.

§ 10
LIEFERUNG DER NEUEN SCHULDVERSCHREIBUNGEN

(1) Die Lieferung der Neuen Schuldverschreibungen sowie die Zahlung der Stückzinsen für die Schuldverschreibungen 2016/2021, für die Umtauschaufträge erteilt und von der Emittentin angenommen wurden, erfolgt an die depotführende Stelle oder dessen Order zur Gutschrift auf die Konten der jeweiligen Kontoinhaber Zug um Zug gegen Übertragung der Schuldverschreibungen 2016/2021, für die Umtauschaufträge erteilt und von der Emittentin angenommen wurden, an die Emittentin. Die Lieferung der Neuen Schuldverschreibungen findet voraussichtlich am 17. März 2021 statt.

(2) Die Gutschrift der Neuen Schuldverschreibungen und der Stückzinsen erfolgt über die jeweilige depotführende Stelle der Anleihegläubiger.

§ 11
GEWÄHRLEISTUNG DER ANLEIHEGLÄUBIGER

Jeder Anleihegläubiger, der einen Umtauschauftrag erteilt, sichert mit der Abgabe des Umtauschauftrages sowohl zum Ende der Umtauschfrist als auch zum

accordance with the Terms and Conditions of Exchange.

(2) It is in the sole and absolute discretion of the Issuer not to accept Exchange Orders in whole or in part without stating reasons. Exchange Orders, which are not made in accordance with the Terms and Conditions of Exchange or in respect of which the offering of such an offer was not made in accordance with the respective national laws and other legal provisions shall not be accepted by the Issuer.

(3) The Issuer, however, reserves the right to accept Exchange Orders in spite of violations of the Terms and Conditions of Exchange or failure to meet the Exchange Period irrespective of whether the Issuer proceeds in the same manner with other Noteholders with similar violations or missing of deadlines.

(4) With the transfer of the Notes Registered for Exchange, all claims and other rights connected with these shall pass to the Issuer.

§ 10
DELIVERY OF NEW NOTES

(1) The delivery of the New Notes and the payment of the Accrued Interest for the 2016/2021 Notes for which Exchange Orders have been issued and accepted by the Issuer shall be transferred to the depositary institution or its order for credit to the accounts of the respective account holders, concurrently against the transfer of the 2016/2021 Notes, for which Exchange Orders have been issued and accepted by the Issuer, to the Issuer. Delivery of the New Notes is expected to take place on 17 March 2021.

(2) The New Notes and the Accrued Interest shall be credited to the respective depositary institution of the Noteholder.

§ 11
WARRANTIES OF NOTEHOLDERS

Each Noteholder who submits an Exchange Order will ensure both the end of the Exchange Period and the Issue Date by submitting the Exchange Order,

Begebungstag zu, gewährleistet und verpflichtet sich gegenüber der Emittentin und der Umtauschstelle, dass:

(a) er die Umtauschbedingungen durchgelesen, verstanden und akzeptiert hat;

(b) er auf Anfrage jedes weitere Dokument ausfertigen und aushändigen wird, das von der Umtauschstelle oder von der Emittentin für notwendig oder zweckmäßig erachtet wird, um den Umtausch oder die Abwicklung abzuschließen;

(c) die Schuldverschreibungen 2016/2021, für die ein Umtauschauftrag erteilt wurde, in seinem Eigentum stehen und frei von Rechten und Ansprüchen Dritter sind; und

(d) ihm bekannt ist, dass sich – von bestimmten Ausnahmen abgesehen – das Umtauschangebot nicht an Anleihegläubiger in den Vereinigten Staaten von Amerika, Kanada, Australien und Japan richtet und das Umtauschangebot nicht in diesen Staaten abgegeben werden darf, und er sich außerhalb dieser Staaten befindet.

§ 12
STEUERLICHE HINWEISE

Die Veräußerung der Schuldverschreibungen 2016/2021 auf Basis der Teilnahme an dem Umtauschangebot kann u. U. zu einer Besteuerung eines etwaigen Veräußerungsgewinns führen. Es gelten die jeweils anwendbaren steuerrechtlichen Vorschriften. Je nach den persönlichen Verhältnissen eines Inhabers der Schuldverschreibungen 2016/2021 können ausländische steuerrechtliche Regelungen zur Anwendung kommen. Die Emittentin empfiehlt, sofern Unsicherheit über die Einschlägigkeit eines etwaigen steuerbaren Vorgangs vorliegt, vor Abgabe des Umtauschauftrags einen Steuerberater zu konsultieren.

§ 13
VERÖFFENTLICHUNGEN, VERBREITUNG DIESES DOKUMENTS, SONSTIGE HINWEISE

(1) Dieses Umtauschangebot wird am 19. Februar 2021 auf der Webseite der Emittentin www.agri-resources.com im Bereich „Investor Area“ sowie im Bundesanzeiger veröffentlicht.

(2) Da die Versendung, Verteilung oder Verbreitung dieses Umtauschangebots an Dritte sowie die Annahme dieses Umtauschangebots außerhalb der Bundesrepublik Deutschland und dem

and warrants and commits to the Issuer and the Exchange Agent that:

(a) he has read, understood and accepted the Terms and Conditions of Exchange;

(b) on request, issue and hand over any further document deemed necessary or appropriate by the Exchange Agent or the Issuer to complete the Exchange or settlement;

(c) the 2016/2021 Notes for which an Exchange Order has been issued are under his ownership, are free of rights and claims of third parties; and

(d) he is aware that - with the exception of certain exceptions - the Exchange Offer is not addressed to Noteholders in the United States of America, Canada, Australia and Japan, and the Exchange Offer shall not be issued in these States and that he is located outside these States.

§ 12
TAX NOTES

The sale and transfer of the 2016/2021 Notes on the basis of the participation in the Exchange Offer may lead to a taxation of a possible capital gain from transfer. The applicable tax provisions apply. Depending on personal circumstances of a holder of the 2016/2021 Notes, foreign tax regulations may apply. The Issuer recommends that a tax consultant shall be consulted prior to submitting the Exchange Order if there is uncertainty as to the relevance of any taxable transaction.

§ 13
PUBLICATIONS, DISTRIBUTION OF THIS DOCUMENT, OTHER NOTES

(1) This Exchange Offer will be published on the Issuer’s website www.agri-resources.com under the heading “Investor Area” as well as in the German Federal Gazette (*Bundesanzeiger*) on 19 February 2021.

(2) Since the conveyance, distribution or dissemination of this Exchange Offer to third parties and the acceptance of this Exchange Offer outside the Federal Republic of Germany and the Grand Duchy of

Großherzogtum Luxemburg gesetzlichen Beschränkungen unterliegen kann, darf dieses Umtauschangebot weder unmittelbar noch mittelbar in anderen Ländern veröffentlicht, verbreitet oder weitergegeben werden, soweit dies nach den anwendbaren ausländischen Bestimmungen untersagt oder von der Einhaltung behördlicher Verfahren oder der Erteilung einer Genehmigung oder weiterer Voraussetzungen abhängig ist. Gelangen Personen außerhalb der Bundesrepublik Deutschland und dem Großherzogtum Luxemburg in den Besitz dieses Umtauschangebots oder wollen sie von dort aus das Umtauschangebot annehmen, werden sie gebeten, sich über etwaige außerhalb der Bundesrepublik Deutschland und dem Großherzogtum Luxemburg geltende Beschränkungen zu informieren und solche Beschränkungen einzuhalten. Die Emittentin übernimmt keine Gewähr dafür, dass die Weitergabe oder Versendung dieses Umtauschangebots oder die Annahme des Umtauschangebots außerhalb der Bundesrepublik Deutschland und dem Großherzogtum Luxemburg mit den jeweiligen ausländischen Vorschriften vereinbar ist. Unabhängig von den vorstehenden Ausführungen bezüglich der Versendung, Verteilung und Verbreitung dieses Umtauschangebots wird darauf hingewiesen, dass sich dieses Umtauschangebot an alle Inhaber der Schuldverschreibungen 2016/2021 richtet.

Luxembourg are subject to legal restrictions, this Exchange Offer shall not be published, disseminated or distributed directly or indirectly in other countries, insofar as this is prohibited by applicable foreign regulations or is subject to compliance with official procedures or the granting of an authorization or other conditions. If persons who are outside the Federal Republic of Germany and the Grand Duchy of Luxembourg attain in possession of this Exchange Offer or if they want to accept the Exchange Offer, they are requested to inform themselves about any restrictions applicable outside the Federal Republic of Germany and the Grand Duchy of Luxembourg and to comply with these restrictions. The Issuer does not warrant that the transfer or distribution of this Exchange Offer or the acceptance of the Exchange Offer outside the Federal Republic of Germany and the Grand Duchy of Luxembourg complies with the respective foreign regulations. Irrespective of the above, regarding the conveyance, distribution and dissemination of this Exchange Offer, it is pointed out that this Exchange offer is addressed to all holders of the 2016/2021 Notes.

(3) Die Emittentin wird das Ergebnis dieses Umtauschangebots auf ihrer Webseite www.agri-resources.com im Bereich „Investor Area“ voraussichtlich am 8. März 2021 veröffentlichen.

(3) The Issuer will publish the results of this Exchange Offer on its website www.agri-resources.com under the heading “Investor Area” presumably on 8 March 2021.

(4) Sämtliche Veröffentlichungen und sonstigen Mitteilungen der Emittentin im Zusammenhang mit dem Umtauschangebot erfolgen darüber hinaus, soweit nicht eine weitergehende Veröffentlichungspflicht besteht, ausschließlich auf der Webseite der Gesellschaft.

(4) All publications and other notices made by the Issuer in connection with the Exchange Offer shall be published exclusively on the company’s website, unless a further obligation to publish exists.

§ 14
ANWENDBARES RECHT

Diese Umtauschbedingungen, die jeweiligen Umtauschaufträge der Anleihegläubiger sowie alle vertraglichen und außervertraglichen Schuldverhältnisse, die sich aus oder im Zusammenhang damit ergeben, unterliegen deutschem Recht unter Ausschluss der Verweisungsnormen des deutschen internationalen Privatrechts.

§ 14
APPLICABLE LAW

These Terms and Conditions of Exchange, the respective Exchange Offers of the Noteholders as well as any contractual and non-contractual obligation arising out of or in connection therewith are governed by German law to the exclusion of the reference provisions of German private international law.

§ 15
GERICHTSSTAND

Für alle Rechtsstreitigkeiten aus oder im Zusammenhang mit diesen Umtauschbedingungen, den jeweiligen Umtauschaufträgen der Anleihegläubiger sowie allen vertraglichen und außervertraglichen Schuldverhältnissen, die sich aus oder im Zusammenhang damit ergeben, ist,soweit rechtlich zulässig, ausschließlicher Gerichtsstand Frankfurt am Main.

§ 15
JURISDICTION

The courts of Frankfurt am Main, Germany have, to the extent permitted by law, exclusive jurisdiction to settle any dispute arising out of or in connection with this Terms and Conditions of Exchange, the respective Exchange Orders of the Noteholders as well as any contractual and non-contractual obligation arising out of or in connection therewith.

7. SELECTED FINANCIAL INFORMATION

The following selected financial information of the Company has been taken or derived from the audited consolidated financial statements of the Company as of and for the the fiscal years ended December 31, 2020 and 2019, respectively (the "**Consolidated Financial Statements**"). The Consolidated Financial Statements were prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("**IFRS**""), and its interpretations adopted by the International Accounting Standards Board ("**IASB**").

The selected financial information presented below should be read, in particular, in conjunction with the Consolidated Financial Statements, which are included in this Prospectus.

The Consolidated Financial Statements were audited by Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Am Kupfergraben 4-4a, Berlin, Germany ("**Baker Tilly**"), who issued unqualified audit opinions (*uneingeschränkter Bestätigungsvermerk*) thereon. Baker Tilly is member of the German Chamber of Public Accountants (*Wirtschaftsprüferkammer*), Rauchstraße 26, 10787 Berlin, Germany.

The following selected financial information should be read together with sections entitled "*2.15 - Presentation* of figures", and the Consolidated Financial Statements including the related notes contained elsewhere in this Prospectus.

Some of the financial data was subject to rounding adjustments that were carried out according to established commercial standards. As a result, totals or sub-totals in tables and other data in this Prospectus which have not been rounded may differ from information that has been rounded. Furthermore, rounded financial data may diverge from totals or subtotals in tables or other sections in this Prospectus.

AGRI RESOURCES' historical results are not necessarily indicative of the results that should be expected in the future.

7.1 Selected consolidated information from the Profit and Loss account

IFRS	Fiscal year ended December 31,	
	2020	2019
	(in € thousand)	
	(audited)	
Revenue	20.327	9.771
Cost of Sales	-14.095	-5.670
Operating profit	2.756	2.010
Net finance cost	-788	-731
Profit before tax	370	110
Income tax expense	-97	-18
Profit from continuing operations	273	92
Profit	273	92

7.2 Selected consolidated balance sheet information

IFRS	As of December 31, 2020	As of December 31, 2019
	(in € thousand, unless specified otherwise)	
	(audited)	
Total non-current assets	176.554	167.564
Total current assets	12.914	10.598
Total Equity	151.268	152.052
Total non-current liabilities	16.137	20.181
Total current liabilities	22.063	5.930
Total equity and liabilities	189.468	178.162

7.3 Selected consolidated cash flow information

IFRS	As of and for the fiscal year ended December 31, 2020	As of and for the fiscal year ended December 31, 2019
	(in € thousand)	
	(audited)	
Cash flow from operating activities	-3.063	-1.781
Cash flow from investment activities	-12.257	-5.118
Cash flow from financing activities	15.648	4.674
Movements in cash	331	-2.493

7.4 Expected Financing of Issuer's Activities

The Issuer expects to finance the activities of the Group through equity and the proceeds from the issuance of the Notes which are the subject matter of this Prospectus (to the extent these are not used for the repayment of the Notes 2016/2021).

7.5 Known trends affecting the Issuer and the Group

The business development of the Issuer and the Group is affected *e.g.* by macroeconomic and sector specific factors (such as *e.g.* weather conditions, maintenance of land).

The Issuer focuses on the cultivation of crops in Sub-Saharan Africa and vanilla and spices in the regions of Madagascar, products which are being exported into international markets such as Europe and the Northern Americas. The Group is focusing on the agriculture and food industry with a regional focus on Americas, Africa, Europe and Asia, *i.e.* markets which may be significantly less developed and which are undergoing rapid economic, political and social development and evolving regulatory environment. Due to its export markets primarily located in Europe and the Northern Americas, the Issuer and the Group are also depended on the development of the global economy.

Looking ahead, following the outbreak of the COVID-19 pandemic, the Group sees increased uncertainties and further market volatility. It is still difficult to say how effective governmental measures will be in preventing the further spread of the virus. In the event of a prolonged pandemic there may be an effect on the financial performance of the company. The Group has taken measures to ensure that its employees and partners continue to be safe while interacting together. Measures have been taken to minimise the impact of the pandemic and to continue operations in the Group's businesses. Business continues to function well and uninterrupted. Parts of it are already returning to a more or less normality. The Group continues to provide access to vital services for modern life. The Group is showing that this can be done responsibly and efficiently in challenging circumstances. The Group has sufficient cash and headroom in its financial facilities. Given the evolving nature of COVID-19, uncertainties will remain and the Group is unable to reasonably estimate the future impact.

However, the financial situation of the Group is currently healthy and it does not believe that the impact of the COVID-19 pandemic will have a material adverse effect on our financial condition or liquidity. Therefore, based on the Group's current cash balance and expected yearly cash outflow, the Group expects that it will be able to meet its financial obligations.

7.6 Recent events particular to the Issuer and which are to a material extent relevant to an evaluation of the Issuer's solvency

There are no recent events particular to the Issuer which are to a material extent relevant to an evaluation of the Issuer's solvency.

8. BUSINESS

8.1 Overview

Established in 2015, AGRI RESOURCES GROUP S.A. (together with its subsidiaries "**AGRI RESOURCES**" or the "**Group**") is an intermediate holding company of an internationally operating group of companies specialised in the sustainable cultivation and processing of agricultural products. AGRI RESOURCES is *inter alia* focusing on the cultivation of crops in Sub-Saharan Africa and vanilla and spices in the regions of Madagascar and Mauritius that are being marketed *inter alia* to retail and commercial customers in Europe and Asia. The cultivated agricultural products range from import substitution crops to vanilla, spices and niche products.

The business operations of AGRI RESOURCES which are carried out by its subsidiaried are divided into three business units: "**Agriculture**", "**Fruits & Vegetables**" and "**Vanilla & Spices**". In the Agriculture business unit the Group develops and prepares land for fast-growing, quick-rotating crops in multiple locations across Africa (*e.g.* Republic of Guinea, Republic of Congo and Ghana) to supply local and neighbouring market demands while in the Fruits & Vegetables business unit fresh fruits and vegetables and vegetable-based foods are being processed (canned) and marked locally and internationally. In the Vanilla & Spices business unit the Group produces or procures, processes and exports high quality vanilla, spices, coffee and niche products in Madagascar and Mauritius. In addition to using land owned or leased by it, AGRI RESOURCES sources green vanilla and spices from local producers while the vanilla is being exported to manufacturers and importers internationally.

The Group relies on long-term and sustainable relationships with farmers, growers, customers and business partners and delivers its products to local markets in Western Africa as well as to end-users worldwide. In particular, the vanilla produced by AGRI RESOURCES is exported to manufacturers and importers at an international level. Some of the products have been supplied since 2011 by its parent company Agricorp Invest S.A. ("**AGRICORP**") which manages the agro-industrial division of Monaco Resources Group S.A.M. ("**MONACO RESOURCES GROUP**"), an international diversified natural resources group specialized in production, trade and services related to the natural resources sector. Between 2014 and 2018, AGRICORP and AGRI RESOURCES expanded the agricultural activities and invested in sourcing sites in Guinea, Madagascar, Congo, Ghana and most recently Benin. AGRI RESOURCES has a current presence in 11 countries.

During the financial year ended 31 December 2020, AGRI RESOURCES's average number of employees, converted to full-time equivalents ("**FTEs**") was 519 FTEs of which 518 were employed outside of Luxembourg (2019: 360 FTEs of which 360 were employed outside of Luxembourg).

8.2 Competitive strengths

AGRI RESOURCES believes that the following competitive strengths have been and continue to be primary drivers of its success:

8.2.1 Well-reputed asset -based player in African agriculture business with focus on sustainability

The Group considers itself as well-reputed player in African agriculture business with a focus on sustainable agriculture and socioeconomic advancement and empowerment in Africa. While agricultural business is significant for Africa's economic growth, it will play a major role to increase in the future because of increasingly important food security.

The Group believes it is strategically well positioned to benefit from its expertise of the African agricultural business. Since 2014, the Group has invested in sourcing locations, including plantations, land bank, warehouses and equipment. Additionally, the Group has built a network of businesses in over 10 countries. This, and thus the contribution to African economic growth, would not have been possible without the efforts of the Group in prioritizing sustainable agricultural practices, in order to secure the quality of its products and full integration and transparency with its local partners, suppliers and customers.

8.2.2 Strong commitment to sustainability certified by various reputable institutions

The Group's sustainable approach is internationally acknowledged and certified *e.g.* by Ecocert S.A. as to compliance of standards for organic products and operations. In connection with this offering, Vigeo Eiris, a research and rating agency that evaluates companies with regard to their sustainability efforts has reviewed the

Company's ESG performance and has issued a second-party opinion stating, among other things, the view that the Notes are aligned with the latest versionof the International Capital Market Association's Green Bond Principles and Social Bond Principles voluntary guidelines ("GBP & SBP"), both edited in June 2018 by effectively managing its land and sharing best practices with local communities, investing in social projects aiming to close the poverty gap and environment projects for the preservation of biodiversity. Vigeo Eiris has issued a second party opinion pursuant to which the Company has achieved the highest level of assurance.

8.2.3 Diversifying business operations by scalling up the EU business operations on the ground

In 2020 certain Group business units were reorganized. Pursuant to share purchase agreements dated 22 June 2020 and 21 December 2020, 51% of Karma Produce International S.à r.l. (which holds the entire shares in Spanish-based Karma Produce S.L.) and 100% of Integrated Food S.à r.l. (which holds 61% in Bulgarian-based Peltina Food Ltd) were transferred to AGRI RESOURCES. As a consequence, an european Fruits & Vegetable business unit within the current Group structure was formed with modernized warehouses and processing and canning facilities facilitating access to end buyers and a diverse customer base.

8.2.4 Lean and well-experienced management team

AGRI RESOURCES has a lean management and organisational structure with a highly experienced management team. AGRI RESOURCES believes that it benefits from its established and highly-experienced management team as the members of the executive management are vested with extensive experience and intimate knowledge of the industry and geography as far as their business is concerned. Mr. Mehdi Megdoud spent several years in the financial services industry (*e.g.* BGL BNP Paribas Luxembourg SA, Clearstream Banking SA, ABN AMRO Bank Luxembourg SA, and holds directors' functions in various holdings companies specialized in agriculture and naturals resources. Anouar Belli assumes the function as Head of Corporate Affairs & Administration of Monaco Resources Group S.A.M. and has over 14 years of experience within the Corporate industry. Prior to this, Anouar Belli has worked within Banque Internationale à Luxembourg Group, where he was leading the Corporate Services department. Sébastien Yves Maurin worked for more than 20 years as legal advisor in major international companies of the industry and services sectors and was previously an international legal counsel in the automotive industry. Mr. Frédéric Dalmasie is the Chief Executive Officer of the Group, holds directors' functions in various holdings companies specialized in agriculture within the Group, and has over 14 years of experience within Finance & Advisory at HSBC and Deloitte in Paris and London, as well as an experience of Finance Manager Europe & Africa for the Food Division of Del Monte Fresh Produce.

8.2.5 Robust capital structure and improved financial metrics

AGRI RESOURCES has exhibited strong performance with regards to key financial metrics which have significantly improved over the past years, thus demonstrating its strong execution and financing capabilities. The Group maintains a robust capital structure with an equity ratio (calculated as total assets divided by total equity) of 79.8% as at 31 December 2020 (31 December 2019: 85.3%). In June 2016, AGRI RESOURCES placed its first unsecured note of up to EUR 25,000,000 with institutional investors in Europe. Most of the proceeds were used for the securing of the asset-base in Western and Central Africa (modern and mechanized for large-scale agriculture, storage, large concessions) as well as the development of Vanilla & Spices division's operations (vanilla plantations, certified warehouses, equipment, processing units) that was necessary to bring a greenfield project to one of the leading contributors to Madagascar vanilla trade exports.

8.2.6 Benefiting from MONACO RESOURCES GROUP's international network across the natural resources sector

Over the past years, AGRI RESOURCES has developed a significant agricultural infrastructure (*e.g.* equipment, warehouses, processing facilities) inside and outside the African continent. The Group believes that it benefits from MONACO RESOURCES' international network with contacts and experience across the natural resources sector. For example, support is currently performed in Benin by R-LOGISTIC S.A. ("**R-LOGISTIC**"), which offers specific logistics services, such as freight forwarding and bulk handling through a network of 23 entites in 15 West African countries. R-LOGISTIC is a subsidiary of R-LOGITECH S. à r.l., an infrastructure and logistics services provider with a predominant focus on the natural resources sector and a wholly-owned subsidiary of MONACO RESOURCES GROUP.

8.2.7 Adressing diversified industries and solid customer base with major customers in all business segments based on operational excellence

AGRI RESOURCES believes that it has a strong track record of long-termrelationships with a broad range of highly diversified blue-chip customers in various industries (food & cosmetics) in the US and Europe (such as Prova, Guerlain, Euro Vanille, LIDL, Edeka and REWE).

For example. the Group's major customer base in the Agriculture business unit include major global customers, such as Prova, Guerlain, IFF, De Monchy McCormick, Euro Vanille and Virginia Dare. The Group believes that it's customer relationship with such major customers throughout its business provides a significant competitive advantage.

8.2.8 Creating value while focus on minimising risks

The group's business activities carried out by its subsidiaries have a proven track record and thus creating value for the Group in its existing form. The Group believes that this is *inter alia* based on its relatively risk adverse business model which focuses on mitigating risks. As regards credit or counterparty risk, the Group seeks to minimise the risk of non-payment by its customers most of which are "bluechip" customers, *i.e.* large corporations which are said to be well-established, and financially sound companies (*see for more information regarding the quality of the Groups customer relationships: section "8.2.7 Adressing diversified industries and solid customer base with major customers in all business segments based on operational* ***excellence****").* Moreover, the Group seeks to wire payments in local currency, Euro or US-Dollar only, in order to mitigate currency translation risks. As of 31 December 2020, 79% of the Group's revenue were attributable to EURO (7% to USD). In addition, the Group usually conducts its business on the basis of medium-to-long-term contracts/concessions with its internal customers for operations *inter alia* in Africa, which usually run from 50 to 99 years.The Group therefore believes that its business model may be considered as being relatively risk averse and thus, is ahead of its competitors.

8.3 Corporate strategy

AGRI RESOURCES' primary objective is to generate profitable further growth. To achieve this goal, AGRI RESOURCES plans to implement the following measures:

8.3.1 Benefiting from African growth and regional expansion in Africa's key markets, in particular in agricultural business

In recent years, the global economy has particularly been driven by the rise of the emerging economies. The agricultural market particularly in Africa is currently being driven by disruptive global trends such as urbanization and a tremendous catch-up pace for industrialization of the African economy. Africa is said to be the epicentre of urbanization as the fastest urbanizing region in the decades to come with a projected 49 % share of Africa's population being urban in 2035 (1990: one third) (*source: UN Economic Commission for Africa 2017, Urbanization and Industrialization for Africa's Transformation, Economic Report on Africa 2017*). In total, the population of Sub-Saharan Africa grew from 509 million in 1990 to 1,078 million in 2018 (*source: UN, 2018*).

Africa continued to experience regional and global headwinds in 2016, resulting in a further slowdown in growth performance. This notwithstanding, the outlook for the medium term is positive. The decline in economic growth posted in 2016 is attributed to several factors: low commodity prices, a sluggish performance in the global economy, a gradual deceleration in China's growth and second-order effects of the Arab Spring, amplified by the prolonged conflict in Libya. But a recovery of economic growth followed by reaching a GPD growth of 3.6% in 2017 and3.5% in 2018, respectively (*source: African Development Bank, African Economic Outlook 2019*). Furthermore, solid global economic growth caused by investment and trade in development, emerging market economies and higher commodity prices, will boost demand for African exports. The Group also believes that structural reforms and a significant increase in expenditure for infrastructure projects in Africa will drive further growth on the African continent. Therefore, the Group believes that the prospects and projections for further growth in African markets still persists and further believes that the Group's business combined with the specialist knowledge and expertise in particularly in Africa positions the Group well to exploit opportunities for further growth.

Against this background, the Group believes that it is well positioned to benefit from the growth of the African agricultural industry and plans to further grow its operations in Africa. AGRI RESOURCES' position, in terms of geography and value chain contribution, offers a large scope of services to international buyers, which must secure

local, traceable, organic sourcing for an incrinseasingly demanding and growing end consumer base.

8.3.2 Focus on environmentally sustainable management of living natural resources and land use to become a key contributor of agricultural products to the food supply chain in Sub Saharan Africa

The Group is strongly committed to promote a sustainable future for employees, suppliers and local communities. It focuses on an environmentally sustainable management of living natural resources and land use *e.g.* by collaborating with key international institutional partners such as the World Bank Group to ensure the highest standards of governance, security and sustainable ingredient sourcing. In emerging markets, agriculture is of great importance to the development of the country. Over half of the African population is employed in the agricultural sector and agricultural business drives 75% of Africa´s domestic trade (*source: United Nations Industrial Development Organisation*). In this context, AGRI RESOURCES has a particular responsibility in social and environmental terms, of which the Group is aware. Adverse effects on the environment are countered by a specific environmental strategy and sustainable agricultural management. Working with local farmers and adapting to local practices not only promotes the local economy, but also the preservation of biodiversity. But sustainable agriculture also consists of further aspects like development and certification of existing land banks suitable for vanilla production as well as of other crops and essential oils on existing land banks. Furthermore, the Group's sustainable management includes development of a "Technical Centre" for the region leveraging net houses and smart utilization of water resources and the creation of a traceability system for vanilla in partnership with company's such as Natafim and Vegtech, both being reported as "leaders in green tech field". The Group's objective is to develop its research and development ("**R&D**") activities and optimize the yields and quality of products while implementing optimized practices for water, land and resources management. For example, it has built a strong partnership with Inside Madagascar, an association that aims to develop social and environmental projects with and for the SAVA community. Another major area of the Group's sustainable management focuses on land restoration, agroforestry and biodiversity to protect residual forests located within its plantation.

The Group has several major plans for the near future to further develop sustainable management:

The Group's objective is to develop additional 70ha for vanilla production across its plantations in Madagascar while continuing to meet the standards for Ecocert organic certification and the Rainforest Alliance Sustainable Agriculture Standard. Moreover, the Company aims to further develop 30ha in its existing land banks for the production of essential oils and other crops with a view to become a key contributor of agricultural products to the food supply chain *e.g.* in Sub-Saharan Africa. Additionally, the acquisition of new plantation in collaboration with local farmers in Madagascar is planned.

Another major focus area of the group is land restoration, agroforestry and biodiversity. In this regard, the Group's global objective is to plant approximately 200,000 trees in the next five years. This includes plans to plant live fences for the borders of the plantation in Madagascar, encompassing approximately 50,000 trees. Up to now, the Group has achieved at least 30 % of its objective. Regarding vanilla cultivation, the Group's objective is to cultivate 90ha of vanilla and planting 150,000 trees. Since 2016, the Group has planted approximately 40,000 trees. Another point within this focus is the protection of residual forests. The Group wants to preserve 20ha of forest within its current plantation in Madagascar by building surrounding fences, educating the local population about the importance of forest preservation and hiring local experts.

8.3.3 Focus on socioeconomic advancement and empowerment

Agriculture forms a significant portion of the economies of all African countries, as a sector it can therefore contribute towards major continental priorities, such as eradicating poverty and hunger, boosting intra-Africa trade and investments, rapid industrialisation and economic diversification, sustainable resource and environmental management, and creating jobs, human security and shared prosperity. The Group focuses on socioeconomic advancement and empowerment by creating employment opportunities, training on sustainable practices and supporting to local economic and social development of communities. In this regard the Group plans to implement different projects. In Benin, it will create employment opportunities by investing in processing equipment and storage facilities closer to the remote plantations, giving access to remote population. Furthermore, a planned training on sustainable practices in Antalaha, Madagascar is expected to encourage organized farmers to grow vanilla as a cash crop and to share best practices with the objective to obtain organic certification for their products. In Madagascar, in partnership with the association "Inside Madagascar", the Group plans to create training, educational and incentive programs for the farmers meeting organic produce and traceability standards. Furthermore, the Group plans to install oil distillery for herbs and plants which will carry benefits for the farming

community, giving local farmers access to the processing facility and creating the opportunity for them to harvest and sell product complimentary to vanilla and thus diversify their income.

8.4 Business operations

AGRI RESOURCES operates through three business units: "**Agriculture**", "**Fruits & Vegetables**" and "**Vanilla & Spices**".

8.4.1 Agriculture Business unit

The Agriculture business unit is developing and preparing land for fast-growing, quick-rotating crops in multiple locations across Africa to supply local and neighbouring markets. The Agriculture Business unit is represented by Group subsidiaries in Republic of Guinea (*Société Agricole De Guinée (SAG)*), Republic of Congo (*Agri Resources Congo*), Ghana (*Prang Agro Ghana*) and Benin (*Agri Resources Bénin*), which were established during 2013, and 2016, 2017 and 2021, respectively. These subsidiaries are developing and preparing land with the objective to support the Group strategy to become a key contributor of agricultural products to the food supply chain in Sub Saharan Africa.

8.4.1.1 Société Agricole De Guinée (SAG)

in Guinea the Group via its subsidiary Société Agricole De Guinée ("**SAG**"), produces high-grade rice seeds destined to its already prepared landbanks in the Republic of Congo ready to be used for the preparation of white rice, which is considered to be one of the three most important cereal grains contributing to global food security.SAG, which is headquartered in Conakry, Republic of Guinea, holds a land concession for 350ha in Dandakhori, where it produces mainly high quality rice seeds for export to Agri Resources Congo for white rice production farms. The non-hybrid rice seed is developed in collaboration with the Guinean agricultural research centre in Kilissi which produces CK 90 rice seeds. It is planned diversify into local transformation of local prosucts (sesame, cashew, mangoes) in partnership with a EU-based organic oil producer. In 2015, SAG was founded and became part of AGRI RESOURCES.

8.4.1.2 Agri Resources Congo

Established in 2016, Agri Resources Congo ("**ARC**") which is headquartered in Ponte Noire, Congo, holds land concessions in Louvakou (29,000 ha) and in Kibongou (40,000 ha). In Louvakou ARC's activities mainly comprise the production of white rice and paddy rice. ARC is continuously developing sustainable projects for the sourcing of value added products and increasing the part of locally processed products. The site in Louvakou includes processing facilities, warehouses and modern machinery. The equipment is also used to support local farmers in developing their own land. ARC has already prepared 5000 hA of available lands and has contracted broken rice exports to a major international Brewery.

In 2019, Kibongou ARC signed an agreement with the Congolese Ministry of Agriculture for the development of a 40,000 ha land plot. ARC has developed trials for cash crops (onions notably) and will be able to develop large scale operations from 2021 onwards.

8.4.1.3 Prang Agro Ghana

Established in 2017, Prang Agro Ghana ("**AGH**"), which is headquartered in Accra, started its commercial operations in March 2020 and is preparing 12 000 ha for the organic cultivation of *e.g.* annatto seeds with the goal to contribute to domestic food security, in line with the Ghanaian government's effort to move to a gradual ban of maize and rice importation. Annatto is used, for example, in food production as a biological colouring agent and plays a role in cancer research thanks to its high vitamin E content. As a local pioneer in this field, AGH has already secured a corresponding off-take agreement.

AGH has already secured a land concession, located in Pru East District (Bono East Region) In the heart of Ghana`s "Maize belt" and is now focusing on securing investments, offtake agreements and developing its network of International & local partners and suppliers.

AGH is driven by a strategy for local value creation, which will be supported by:

- the development of modern farming, packaging and processing units;
- the sustainable management of land and natural resources;

- the investments in people and technology to continuously improve operations and create quality job opportunities;
- the support and trainings provided for the farming communities, living in proximity to the concession; and
- the creation of cost-effective routes to markets.

AGH has also recently successfully installed drip irrigation on trial fields in Ghana, ensuring a continuous, demand-based water supply at lower energy and operating costs.

AGH is still in the development phase of its agricultural activities and has selected maize, soy bean and onion crops for cultivation in line with GAP (Good Agricultural Practices). Crop rotation will allow the soil to remain fertile during the two planting seasons of the year. AGH is committed to build a school and water wells in the region which will positively impact the six farming communities in the area.

8.4.1.4 Agri Resources Bénin

Established in 2020,Agri Resources Benin ("**ARB**"), which is headquartered in Cotonou, was set-up to accompany the local efforts to increase rice transformation production. The aim of ARB is to contribute to the development of domestic food supply chains by increasing locally farmed and processed products and using our network to ensure effective routes to market. In order to achieve these goals, ARB is partnering with R-LOGISTIC in Benin. Being part of a wider group of R-LOGISTIC S.A.S., brings additional capabilities for ARB with respect to local knowledge, assets and expertise in transport, storage, shipping and transit of goods.

8.4.2 Vanilla & Spices Business unit

In its Vanilla & Spices business unit the Group through its subsidiaries produces or procures, processes and exports high quality vanilla, spices, coffee and niche products under the trademark "Agri Spices" from/in Madagascar and Mauritius. The vanilla and spices are processed and prepared for export in own processing & warehousing facilities.

8.4.2.1 Operations of Agri Resources Madagascar SA

Founded in 2015 in Antalaha in the region of Sava, North East of Madagascar, Agri Resources Madagascar SA ("**Agri Resources Madagascar**") produces, processes and markets selected high quality madagascan vanilla and spices on 22ha lands (vanilla plantation) while 4ha are exploited in agroforestry and 125ha are dedicated to vanilla and other cultures (with additional 20ha dedicated to forest conservation). Close collaboration with local farmers from the Sava Region is aimed to ensure the traceability of the products.

The products are processed in two processing centres using traditional methods which allows for the preservence of local know-how and ensures the quality and authenticity of the products. Quality control is being performed in a separate laboratory. The products are exported to international markets, predominantly Europe and North America, making use of the Group's international network.

In June 2019, Agri Resources Madagascar's organic operation/production (plantation and handling in its processing centre) was certified by Ecocert S.A. as "100% organic".

Agri Resources Madagascar is currently preparing additional 50 ha for vanilla plantation and 12 ha for other cultures.

8.4.2.2 Agri Resources Mauritius

The financing and administration of Agri Resources's Vanilla & Spices business units is based in Mauritius, headed by Agro Resources Mauritius, which was founded in 2016 and is headquartered in Eben, Mauritius.

Agro Resources Mauritius is also developing a regional technical centre for R&D activities.

Agri Resources Mauritius is currently expanding its local location to facilitate its own vanilla exports, provide access to the African Continental Free Trade Area (AfCFTA) and further increase its logistics competence. In order to meet the increasing customer requirements in Europe, preparations are already being made to further optimise resource management and operational capacities on site.

8.4.3 Fruits & Vegetables Business unit

In the Fruits & Vegetables business unit the Group focusses on full vertical integration, which includes the production and handling of fresh produce and raw materials, as well as its subsequent logistics management.

Its processing facilities enable it to control the chain of custody, sustainability and traceability of its products and operations at all time while offering its customers the highest standards in quality and service. Within this business unit operations are performed by subsidiaries in Spain, Bulgaria and the Northern Republic of Macedonia (see below: "*8.4.3.1 Operations of Karma Produce S.L.*" and "*8.4.3.2 Operations of Peltina Group*").

8.4.3.1 Operations of Karma Produce S.L.

Based in Murcia, Spain, Karma Produce S.L ("**Karma Produce**") specialises in growing and marketing fresh fruits and vegetables (fruits, vegetables, leafy greens, aromatic herbs, superfoods) in local and international markets, serving clients all over Europe, Asia and the Middle East. Karma Produce is a wholly-owned subsidiary of Karma Produce International S.à r.l. ("**Karma Produce International**") in which AGRI RESOURCE holds a 51% stake. In 2020, Karma Produces' operational capacity was expanded by the acquisition of land and cooling facilities.

8.4.3.2 Operations of Peltina Group

The Group's canning premises are operated by Peltina E.O.O.D located in Bulgaria with a production capacity of 7 million units per annum as well as by Bonum D.O.O. and Bonum M D.O.O. (together "**Bonum**") each indirect subsidiaries which are located in the Northern Republic of Macedonia. Bonum's canning factories have a production capacity of 3 million units per annum as well as a mushroom growing facility with production capacity of 350t per annum.

8.5 Customers and sales

AGRI RESOURCES operates through three business units, Agriculture, Fruits & Vegetables and Vanilla & Spices. While the crops produced in the Agriculture business unit are mainly distributed into local or neighboring markets, the vanilla, spices, coffe and niche products produced in the Vanilla & Spices business unit are exported to manufacturers and importers internationally. The latter are the Group's main customers, namely companies that further process the products or directly distribute them to end customers. Through its Fruits & Vegetables operations in Spain & Bulgaria, AGRI RESOURCES markets fresh and processed fruits and vegetables to retailers and food distributors mostly within Europe (Germany, Spain) and to Asia.

However, the current sales strategy includes the gradual elimination of intermediaries between sourcing and the end-users in order to increase efficiency of business operations. This will not affect the retail sector which has the potential to generate large sales revenue.

8.6 Intellectual property rights and dependence on intellectual property

As at the date of this Propectus, the Group does not own any intellectual property rights and is not dependent on intellectual property.

8.7 Research and development

AGRI RESOURCES does not perform any R&D activities in a traditional sense. However, ongoing market analyses are required to assess future developments in agriculture markets.

8.8 Environment

The Group is subject to extensive, evolving and increasingly stringent safety, health and environmental regulations, which require processes and facilities to be adapted accordingly. Such laws and regulations relate, for example, to air emissions, wastewater discharges, the generation, handling, storage and transport, treatment and disposal of chemicals, materials and waste, workplace conditions and protection of employees from hazardous substances. To ensure that the Group is in compliance with the relevant regulations, additional operating costs arise as well as additional investments for improvement. The Group believes that it complies with the applicable safety regulations in all material respects.

8.9 Real estate

The Company does not own any real estate. However, certain group entities are owning land under long-term concessioned agreements (50-99 years), which implies an asset-owned status, while buildings (such as canning factories located in Northern Republic of Macedonia and Bulgaria) and other non-current assets are owned by the respective companies.

8.10 Insurance coverage

As an agricultural business AGRI RESOURCES is subject to specific risks concerning the cultivation, production and processing of products such as vanilla, soya beans etc. The Group therefore maintains various insurance policies which include global liability, employer´s liability, property, fire and business disrupt insurances. However, the insurance policies do not cover damage caused by hurricanes and storms. To prevent the negative impacts of such events, the Group´s employees and farmers apply well-established practices that have proven to be effective over time.

8.11 Material Agreements

8.00% senior unsecured up to EUR 25,000,000 Notes 2016/2021

On 17 June 2016, AGRI RESOURCES has issued up to EUR 25,000,000 8.00% 2016/2021 Notes, divided into up to 2,500 bearer, senior Notes ranking pari passu with a principal amount of EUR 10,000.00 each with ISIN XS1413726883 (hereinafter referred to as the "**2016/2021 Notes**" and each a "**2016/2021 Note**"). The 2016/2021 Notes are governed by English law and were placed to institutional investors by way of an international private placement. The terms and conditions of the 2016/2021 Notes stipulate that rights of prospective investors are limited to the assets of the Issuer (so-called limited recourse and non-petition clause). If the payments and/or deliveries received by the Issuer are not sufficient to discharge all the Notes, the obligations of the Issuer in respect of the Notes will be limited to its assets and claims of the investors (and any person acting on behalf of any of them) may not take any further action to recover such shortfall. In particular, no such party has the right to petition for the winding-up, the liquidation or the bankruptcy of the Issuer as a consequence of any shortfall or to take any similar proceedings.

The interest payments are payable annually in arrears on 17 June of each year. The 2016/2021 Notes will be redeemed at par on 17 June 2021. Noteholders of the 2016/2021 Notes may redeem their Notes prior to maturity at the principal amount plus accrued interest, if (i) for tax reasons (as a result of a change of the laws applicable in Luxembourg or a change in their official application), and (ii) at the option of a Noteholder upon a change of control event.

The terms and conditions of the 2016/2021 Notes also provide for covenant clauses such as negative pledge clause, whereas the Issuer undertakes, so long as any of the Notes are outstanding, not to create or permit to subsist, any security to secure any capital market indebtedness. Moreover, noteholders are entitled to declare their notes due and demand immediate redemption at the principal amount plus accrued interest *e.g.* in case of the occurrence of the following events of default:

(i) the issuer fails to pay principal or interest within seven days from the relevant due date;

(ii) the issuer fails to duly perform any other obligation arising from the Notes and such default, except where such default is incapable of remedy, continues unremedied for more than 30 days following notice;

(iii) the issuer or a material subsidiary states in writing that it is unable to pay its debts as they become due;

(iv) the issuer or a material subsidiary fails to fulfil any payment obligation in excess of a total amount of EUR 5,000,000 under any financial indebtedness (*e.g.* bonds, notes, principal component of obligations in respect of letters of credit, bankers' acceptances), or under any guaranty or suretyship;

(v) the issuer's assets have been subjected to an insolvency proceeding or the issuer applies for or institutes such proceedings or offers or makes an arrangement for the benefit of its creditors generallya or third party applies for insolvency proceedings against the issuer and remains discharged;

(vi) cease of issuer's business or transfer of it's assets in whole or material part (value exceeding 50% of consolidated assets and liabilities; or

(vii) the issuer is wound up unless this is effected in connection with a merger or another form of amalgamation with another company or in connection with a restructuring, and the other or the new company effectively assumes substantially all of the assets and liabilities of the Issuer, including all obligations of the Issuer arising in connection with the Notes

At present, an aggregate principal amount of EUR 16,120,000.00 of the 2016/2021 Notes is outstanding for redemption.

8.12 Employees

During the financial year ended 31 December 2020, AGRI RESOURCES's average number of FTEs was 519 FTEs of which 518 were employed outside of Luxembourg (2019: 360 FTEs of which 359 were employed outside of Luxembourg).

As at the date of this Prospectus, the number of employees has not significantly changed.

8.13 Investments

Since 31 December 2020, being the date of the last audited consolidated financial statements of the Issuer, no principal investments have been made or resolved.

8.14 Information on any governmental, legal or arbitration proceedings

Neither the Issuer nor its subsidiaries are currently, nor have they been in the last twelve months, subject of governmental, legal or arbitration proceedings, which may have, or have had in the recent past, significant effects on the Issuer's financial position or profitability. To the Issuer's best knowledge, no such proceedings are currently pending or threatened.

8.15 Market and Competition

8.15.1 Market

The following section contains forecasts, statistics, data and other information relating to markets, market sizes, market share, market position and other industry data pertaining to the Group's business and markets. The Group operates in industries and market segments for which it is difficult to obtain precise industry and market information. Unless otherwise indicated, own analysis and assessment of multiple sources, including information obtained from customers, third party industry publications or reports were compiled.

Industry publications or reports generally state that the information they contain has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. Neither the Issuer nor the Global Coordinator have independently verified the accuracy of market data that were extracted or derived from these industry publications or reports. Market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions.

The information provided below on the market environment, market developments, growth rate and market trends in which the Group operates is based (to the extent not otherwise indicated) on the Issuer's own analysis and assessment of multiple sources, including information obtained from customers, third party industry publications or reports.

8.15.1.1 World economic situation and merchandise trade

While the world's GDP growth still grew to 3.6 % in 2018, the GDP growth fell to 2.9 % in 2019. The reasons for the decline are cited as the increasing uncertainties caused by geopolitical risks or the trade conflict between USA and China. Nevertheless, global economic growth of 3.3 and 3.4 % is currently expected in 2020 and 2021. Explanatory factors for GDP growths for the years 2020 and 2021 include the relaxation of the trade dispute between the USA and China and the continued loose monetary policy of the central banks, which is strengthening consumption. Nonetheless, there are still numerous risks that may also prevent economic growth worldwide. For example, the trade dispute between the US and China could escalate again or geopolitical tensions such as the US and Iran conflict could inflame.

The individual countries will benefit differently from the estimated GDP growths. Growth will slow down in the USA and increase slightly in the euro zone. A total growth rate of 3.4% is expected for the African continent region.

8.15.1.2 Economic situation and outlook for Africa

General African economic situation and GDP

The African continent is undergoing a rapid transition and is said to be the fastest urbanizing region. While Sub-Saharan Africa's urban population share was 18.3% in 1970, it amounts to 40.4% in 2018. It is projected to average 47.0% by 2030 and 58.1% by 2050 (UN, 2018). The population of sub-Saharan Africa grew from 509 million in 1990 to 1,078 million in 2018 (UN, 2018).

Historically, Africa achieved an increasing GDP growth over the past 15 years with GDP rising from 2.0 % during the 1980-90's to approximately 4.0% in 2001-2016 *(source: UNCTAD, Statistics, Data centre).* After peaking at 4.7% in 2010-2014, Africa's real GDP growth slowed to 3.5 % in 2015 and 2.1 % in 2016 due partly to the drastic drop in oil prices and other regional shocks such as drought in East Africa and Southern Africa. A gradual recovery followed, with growth picking up to 3.6 % in 2017 (*source: African Development Bank, African Economic Outlook 2019*). Africa's economic growth continues to strengthen, reaching an estimated 3.5% in 2018, up 1.4 percentage points from the 2.1% in 2016. East Africa led with GDP growth estimated at 5.7 % in 2018, followed by North Africa at 4.3 %, West Africa at 3.3 %, Central Africa at 2.2 %, and Southern Africa at 1.2 % (*source: African Development Bank, African Economic Outlook 2019*). The following growth rates are projected for the years 2019 and 2020: Central Africa 3.6 % (2019) / 3.5 % (2020), East Africa 5.9 % (2019) / 6.1 % (2020), North Africa 4.4 % (2019) / 4.3 % (2020), Southern Africa 2.2 % (2019) / 2.8 % (2020) and Africa on the whole 4.0 % (2019) / 4.1 (2020) (*source: African Development Bank, African Economic Outlook 2019*). About 40 % of African countries are projected to see growth of at least 5 % in 2019, while about 25 % are projected to see growth of less than 3 %.

Furthermore, inflationary pressures have eased. Africa's average inflation fell from 12.6 % in 2017 to 10.9 % in 2018 and is projected to further decline to 8.1 % in 2020. Inflation dropped in oil-exporting countries, from an average of 20.7 % in 2017 to 15.4 % in 2018, and declined moderately in oil-importing countries, from 5.7 % to 5.2 % (*source: Economic Report on Africa 2019).* However, inflation rose in some countries from reasons ranging from higher oil prices in Egypt to currency devaluation in Ethiopia and subsidy elimination in Sudan. Nevertheless, West Africa is the only sub-region where inflation rose substantially in 2018 mainly due to inflationary pressures in Nigeria (16.2 %), Sierra Leone (11.7 %), Liberia (11.2 %), Guinea (9.2 %) and Ghana (8.3 %) (*source: Economic Report on Africa 2019).* Inflation was driven by rising global demand, poor harvest in the Sahel region leading to higher food prices, and higher import prices leading to increased production costs (*source: Economic Report on Africa 2019).*

Nevertheless Africa's debt is rising. By the end of 2017, the gross government debt-to-GDP reached 53 % in Africa but with uneven results in different countries. Even though there is no system risk of a debt crisis (*source: African Development Bank, African Economic Outlook 2019*). Regarding the macroeconomic forecasts for Africa, several risks are taken into account, *e.g.* further escalation of trade tensions between the United States and its main trading partners would reduce world economic growth with repercussions for Africa, political instability or negative impacts by extreme weather conditions due to climate change (*source: African Development Bank, African Economic Outlook 2019*). Four of the fastest growing economies in the world in 2019 are in Africa: Cote d'Ivoire, Ethiopia, Ghana, and Rwanda. The slower-than-expected overall growth in 2018 reflects ongoing global uncertainty, increasingly from domestic macroeconomic instability including poorly managed debt, inflation, and deficits political and regulatory uncertainty, and fragility (*source: The World Bank in Africa, Overview – worldbank.org*).

Strong global growth, driven by investment and trade in development, emerging market economies and higher commodity prices, is expected to boost demand for African exports, especially from commodity-exporting countries (*source: Economic Report on Africa 2019)*. Although domestic demand, public investments and stronger trade between Africa and global markets supported growth, commodities remain a key driver of growth in Africa, exposing economies to commodity price volatility. Consequently, while the macroeconomic stance for African countries improved in 2018, with narrower fiscal and current account deficits, stable exchange rates and lower inflation, revenue streams have narrowed since the commodity price shocks of 2014 (*source: Economic Report on Africa 2019).*

On the whole, other socioeconomic outcomes are improving. Africa's progress in reducing poverty remains steady, but slow. The poverty rate dropped from 54.3 % in 1990 to 36 % in 2016 (*source: Economic Report on Africa 2019).* Furthermore, income inequality is high, though it is declining. Inequality has been declining in 7 of 12 countries in West Africa (most of them agrarian) and in some countries in East Africa, though more slowly (*source: Economic Report on Africa 2019).* Moreover, unemployment, at just above 7 % in 2017, is expected to remain at that rate until 2019, as countries intensify efforts to diversify their economies.

Economic situation in the African countries, where the Group currently operates:

The following information outlines the economic situation in African countries, where the Group has its business operations and premises and which the Group deems significant for conducting its African business strategy:

- *Ghana:* In 2018, the GDP growth amounted to 6.3 %, while GDP growth rose to 7.5 % in 2019. According to IMF estimates, GDP growth will amount to 5.6 % in 2020 and 5.1 % in 2024.

- *Madagascar:* In 2018, the GDP growth amounted to 5.2 % and remained at the same level of 5.2 % in 2019. According to IMF estimates, GDP growth will amount to 5.3 % in 2020 and 4.3 % in 2024.

- *Mauritius:* In 2018, the GDP growth amounted to 3.8 % and fell to 3.7 % in 2019. According to IMF estimates, GDP growth will amount to 3.8 % in 2020 and 4.0 % in 2024.

- *Republic of Congo:* In 2018, the GDP growth amounted to 1.6 %, while GDP growth rose to 4.0 % in 2019. According to IMF estimates, GDP growth will amount to 2.8 % in 2020 and 2.3 % in 2024.

- *Republic of Guinea:* In 2018, the GDP growth amounted to 5.8 % and rose to 5.9 % in 2019. According to IMF estimates, GDP growth will amount to 6.0 % in 2020 and 5.0 % in 2024.

  (source: *IMF Data Mapper, Real GDP growth*)

8.15.1.3 *Agricultural markets in Africa*

Agricultural business is critically important for Africa's economic growth. It already plays a significant role in driving the economy of the continent and this role is expected to increase in the future as food security becomes more and more important.

Over half of the African population is employed in the agricultural sector, the continent has the most of the world's arable land and it is the largest contributor to total GDP. Agricultural business drives 65 % of Africa's employment and 75 % of its domestic trade (*source: United Nations Industrial Development Organisation*).

It is assumed that African cross-border expansion is not currently seen as the primary driver for revenue growth, but rather the expansion of intra-African trade which could play a significant role in economic growth and development on the continent due to advantages of economies of scale, the strengthening of commodity value chains, the opening up of new markets and the improvement of overall infrastructure.

Agricultural value chains are becoming more urbanized and consumer driven. These dynamics are creating many new growth opportunities within Africa's food system. Output and employment in agriculture continue to grow (source: *African Agriculture Status Report 2019*). Urban areas consume most of the food supply (approx. 50 – 70 %) in sub-Saharan Africa. Urbanization drove rapid growth in rural-urban value chains and in the length of supply chains. While twenty-five years ago, households consumed very little processed foods, now, processed foods constitute 40 – 65 % of urban and rural purchases. On the whole, this means cities are the main markets for farmers in Africa.

Nevertheless agricultural businesses have to eliminate different barriers to exploit the full benefits associated with intra-African trade. The most substantial barriers relate to inefficient and bureaucratic governments as well as

corruption, crime and theft. Inadequate infrastructure and political instability are further concerns. Subsequently, massive investment in critical infrastructure is essential to encourage growth, increase productive capacity and bring the needed transformation for fully unlock cross-border opportunities.

Furthermore, the same reasons as in terms of global economic growth play a role- even though a smaller one - in the growth of African agriculture, *e.g.* the increasing uncertainties caused by geopolitical risks or a disorderly exit of the British from the EU. Agricultural businesses which have a strong linkage with the UK may be affected adversely by Brexit. However, the real impact will only be evident once a considerable time period has elapsed.

8.15.2 Competition

The agriculture industry is highly fragmented and competitive. The Group faces significant competition from local farmers as well as local and international agriculture companies. The Group deems Olam International Limited, a Singapore-based agri-business company and a subsidiary of Temasek Holdings, which is wholly-owned by the Singapore Ministry of Finance as one of its competitiors. Further competitors include smaller regional agri-business operators predominantly situated in the same locations as the Group.

8.16 Regulatory Environment

AGRI RESOURCES and its business activities are materially affected by government regulations in the form of international conventions, national, regional and local laws and regulations in the jurisdictions in which it operates (in particular on the African continent and in Asia), as well as in the country or countries of its registration. Because such conventions, laws and regulations are constantly subject to revision, it is not possible to predict the continuing costs of compliance with such conventions, laws and regulations and the impact thereof on the business operations. Additional laws and regulations, environmental, security related or otherwise, may be adopted and could increase the Group's costs or limit the Group's ability to service particular areas. Due to its regional focus of its business operations, the Group's business is also subject to various European and African legislations and regulations.

Moreover, AGRI RESOURCES is subject to the laws of the Grand Duchy of Luxembourg and its respective regulations. Such regulations or similar regulations can also be found in all foreign legal systems, in which the Group operates business activities. This may also result in being more strictly regulated in the respective regulatory and market framework than in the respective regulatory framework of the Grand Duchy of Luxembourg. The following explanation is restricted to the most important conventions, laws and regulations which might be important for the Group's business operations.

8.16.1 Environmental law

The Group is subject to environmental laws in various jurisdictions. Laws and regulations protecting the environment have generally become more stringent in recent years, and may in certain circumstances impose "strict liability", rendering a corporation liable for environmental damages without regard to negligence or fault on the part of such corporation. The Group considers environmental regulations to be of fundamental importance in all of its global business operations, particularly in Africa. The Group is aware of its environment responsibilities which it has vis-à-vis employees, customers, contractors, government agencies or communities.

Environmental regulations in African countries are of a lower or inadequate standard. In some of the African states there are not any regulations at all. UN Environment has been working closely with several governments across African to incorporate environmental law into judicial institutions and to change the environmental awareness across the continent. Results can be seen in future. Especially, it remains an open question whether the African governments will advance development as envisioned in the United Nations 2030 Agenda for Sustainable Development, which would also influence environmental regulations in the countries (*source: UN Environment, Taking the stand for Environmental Law in Africa, 2017*).

8.16.2 Security and Safety matters

Agri Resources Madagascar meets the requirement of ISO 9001 which demonstrates AGRI RESOURCES´ ability to consistently provide products that meet customer and regulatory requirements which in turn minimizes the risks with regard to customer relationships. The International Organization for Standardization ("**ISO**") is an independent, non-governmental international organization with a membership of 163 national standards bodies. ISO creates guidelines or characteristics that can be used consistently to ensure that materials, products, processes and services are fit for their purpose. ISO 9001 is an International Standard that gives requirements for an organization's quality management system (QMS). ISO 9001 adopts a risk-based approach to quality that covers

a wide range of topics, including supplier's top management commitment to quality, its customer focus, the adequacy of its resources, employee competence, process management (for production, service delivery and relevant administrative and support processes), quality planning, design of the products and services it provides, review of incoming orders, purchasing, the appropriate monitoring and measurement of its processes.

8.16.3 Employment law

The vast majority of its employees are employed outside of Luxembourg (mainly on the African continent). Thus, the Group is subject to different national employment laws and regulations.

As to the date of this Prospectus, all 53 African member States have ratified the Forced Labour Convention, 1930 (No. 29), the Abolition of Forced Labour Convention, 1957 (No. 105), and the Discrimination (Employment and Occupation) Convention, 1958 (No. 111). (International Labour Organization, Labour standards in Africa). 52 African states have ratified the Right to Organise and Collective Bargaining Convention, 1949 (No. 98) while 51 states have ratified the Equal Remuneration Convention, 1951 (No. 100). Furthermore, 50 states have ratified the Worst Forms of Child Labour Convention, 1999 (No. 182) whereas 49 states have ratified the Minimum Age Convention, 1973 (No. 138) and 48 have ratified the Freedom of Association and Protection of the Right to Organise Convention, 1948 (No. 87).

As far as wages, social security, occupational safety and health, migrant workers, human resource development, maritime, fishing and indigenous peoples rights are concerned the ratification of labour standards set by the International Labour Organization is said to be rather sparse.

Some African jurisdictions provide for specific Labour Acts such as Ghana. This Act connects updated former legislation and provisions of International Labour Organization Conventions and further covers all employers and employees in non-strategic positions. Regulations include, for example, general conditions of employment, occupational health and safety and employer's organisations and collective agreements.

9. GENERAL INFORMATION ABOUT THE COMPANY AND THE GROUP

9.1 Date of Incorporation, Legal Name and Commercial Name, Legal Form, Registered Office, Companies Register, Registration Number, LEI, Contact Details, Website, Financial Year and Duration of the Issuer

The Issuer, AGRI RESOURCES GROUP S.A., was established on 30 October 2015 and is incorporated as a public limited liability company under the laws of the Grand Duchy of Luxembourg (*société anonyme* – S.A.). The Issuer operates under the laws of the Grand Duchy of Luxembourg. Its registered office is located at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg. The Issuer is registered with the Luxembourg Register of Trade and Companies (*Registre de commerce et des sociétés, Luxembourg*) under number B201266.

The Issuer's legal entity identifier ("**LEI**") is 529900BTVBBK80K2NX09.

The Issuer may be reached by telephone at + 377 97 98 43 00 or by email: info@agri-resources.com.

The Issuer does not have a commercial name different from its legal name "AGRI RESOURCES GROUP S.A.".

Further information about the Issuer and its articles of association can be found on the website of the Issuer on www.agri-resources.com under the heading "Investor Area".

The financial year of the Issuer equals the calendar year and runs from 1 January to 31 December of each year. The Issuer has been incorporated for an indefinite duration.

9.2 Corporate purpose of the Issuer

The corporate purpose of the Issuer, pursuant to article 3 of its articles of association, in their amended version dated 11 December 2015, is the following:

The Issuer's object is the creation, holding, development and realization of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio. The Issuer may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

The Issuer may borrow in any form. It may issue notes, bonds and any kind of debt and equity securities. It may lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security in any form over some or all of its assets to guarantee its own obligations and those of any other company, and, generally, for its own benefit and that of any other company or person. For the avoidance of doubt, the Issuer may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

The Issuer may use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks. The Issuer may issue stock listed shares.

The Issuer may carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object.

9.3 Share capital and shareholder structure

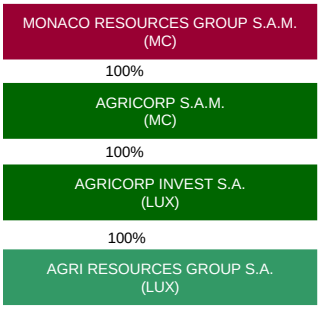
9.3.1 Issued share capital and authorised share capital

The issued share capital of the Issuer amounts to EUR 91,000,000.00 and is divided into 9,100,000,000 shares with a nominal value of one Eurocent (EUR 0.01) each. The Issuer does not have any specific classes of shares. All of the shares are in registered form (*actions nominatives*) and each share is entitled to one vote at the general meeting of shareholders. Upon request, share certificates confirming that an entry has been made in the register of shareholders will be provided to the shareholders or persons recorded in the register. Shares are freely transferable by way of a private deed or a notarial deed. The share capital of the Issuer is partially paid up to EUR 90,250,000.00 such that shares with an aggregate nominal value of EUR 750,000.00 remain unpaid.

The authorised share capital of the Issuer amounts to EUR 100,000,000 represented by up to 10,000,000,000 shares with a nominal value of one Eurocent (EUR 0.01) each.

9.3.2 Shareholder Structure

The Issuer is wholly-owned by AGRICORP, while AGRICORP, in turn, is a wholly-owned subsidiary of Monaco Resources Group.



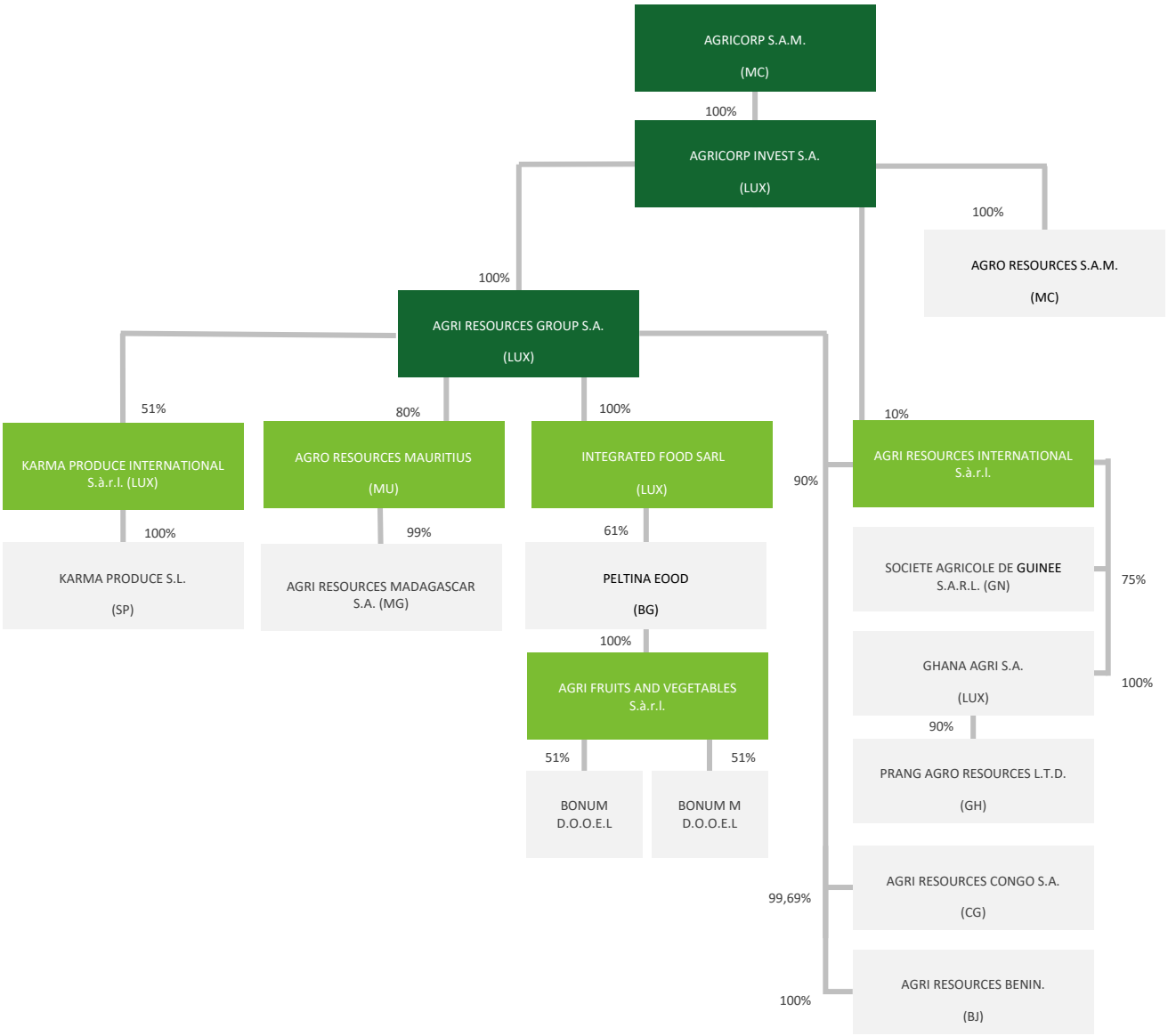
9.4 Auditors

The Group's consolidated financial statements as at and for the years ended 31 December 2020 and 31 December 2019 in accordance with the International Financial Reporting Standards as adopted by the European Union have been audited by Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Am Kupfergraben 4-4a, 10117 Berlin, Germany ("**Baker Tilly**"), as independent auditors. These financial statements are available on the website of the Issuer on www.agri-resources.com.

Baker Tilly is a member of the professional body of accountants in Germany.

9.5 Group Structure

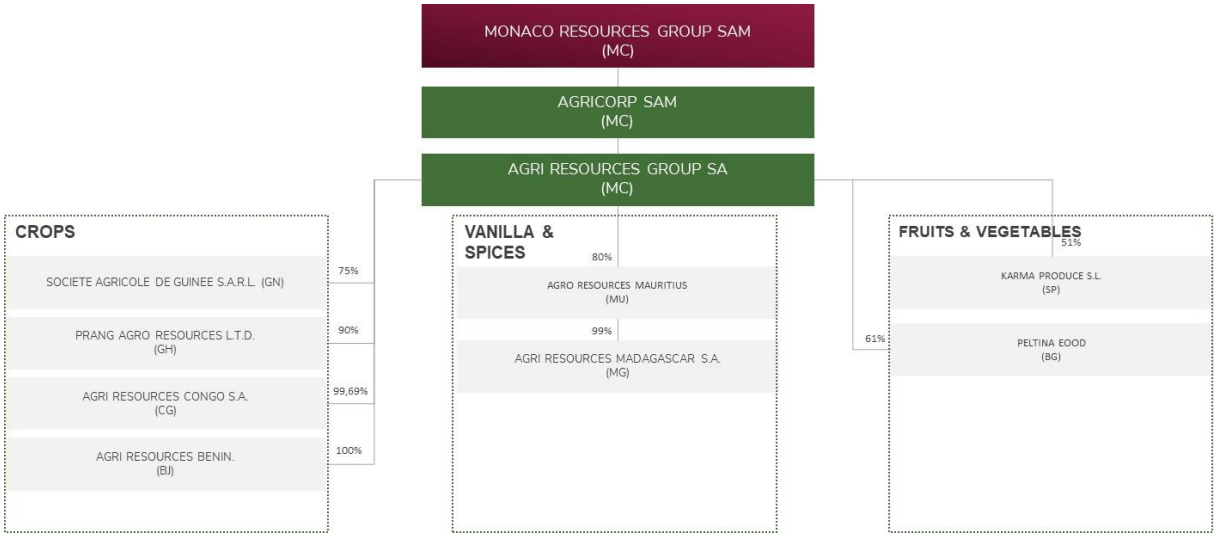
The following structure chart shows the group structure of the Issuer with its major subsidiaries:



9.5.1 Selected major subsidiaries and participations

The Issuer's business is focused on farming, processing, packing and delivering high quality products to local and international markets. The Issuer's business is organised within three business units: Agriculture, Fruits & Vegetables and Vanilla & Spices.

The operations in all three business units are conducted through various group entities:



9.5.2 Dependency on other entities within the group

The Issuer is an intermediate holding company, whose shares are held by AGRICORP, which itself is a wholly-owned subsidiary of MONACO RESOURCES GROUP. Apart from the governing and the financing of her direct and indirect subsidiaries, the Issuer does not conduct relevant transactions or undertake operational business. Therefore, the Issuer is dependent on dividend payments by its operational subsidiaries and faces similar risks and uncertainties as its subsidiaries.

9.6 History and Milestones in the Development of the Issuer

2014	Start of a trading desk in London (under the brand AGRICORP)
2015	Set-up of the agricultural activities in: - Guinea with respect to crops farming - Madagascar with respect to processing & trading of vanilla
2016	Expansion of the agriculture business unit in Republic of Congo with respect to crops farming
2017	Expansion of the agriculture activities in Ghana with respect to crops farming
2019	- Planned development of environmental and social sustainability projects addressing biodiversity conservation and sustainable management of living natural resources as well as systems for traceability of products - Obtained Ecocert-certification (organic certification for plantations and products at level of Agri Resources Madagascar)
2020	Integration, consolidation and development of processing activities from Bulgaria and Spain within the Group
2021	Ongoing expansion of the agriculture activities in Benin

10. CORPORATE BODIES OF THE ISSUER

The corporate bodies of the Issuer are the board of directors and the general meeting of shareholders. The powers of these governing bodies are set out -inter alia- in the Luxembourg law of 10 August 1915 on commercial companies, as amended, and the articles of association.

The Issuer does not have a supervisory body.

10.1 Board of Directors

The Issuer is managed by its board of directors, which shall comprise at least three members who need not be shareholders. The general meeting of shareholders appoints the directors and determines their number, remuneration and term of office. Directors cannot be appointed for a term of office of more than six years but are eligible for reappointment at the expiry of their term of office. Directors may be removed at any time, with or without cause, by a resolution of the general meeting of shareholders.

The board of directors consists of:

- Anouar Belli (class A director);
- Mehdi Megdoud (class A director); and
- Sébastien Yves Maurin (class B director).

All powers not expressly reserved to the shareholders by law or the Issuer's articles of association fall within the competence of the board of directors, which has full power to carry out and approve all acts and operations consistent with the Issuer's corporate purpose.

The board may delegate special or limited powers to one or more agents for specific matters. The board is authorised to delegate the day-to-day management and the power to represent the Issuer in this respect to one or more directors, officers, managers and other agents, whether shareholders or not, acting either individually or jointly.

The board may only validly deliberate and act if a majority of its members are present or represented. Board resolutions shall be validly adopted by a majority of the votes of the directors present or represented, provided that if the general meeting of shareholders has appointed one or several class A directors and one or several class B directors, at least one class A drector and one class B director votes in favour of the resolution. The Issuer shall be bound towards third parties in all matters by the joint signature of any class A director and any class B director. The Issuer shall also be bound towards third parties by the joint or single signature of any person(s) to whom special signatory powers have been delegated by the board.

10.1.1 Anouar Belli

Anouar Belli is currently Head of Corporate Affairs & Administration of Monaco Resources Group S.A.M. Anouar Belli has over 14 years of experience within the Corporate industry. Prior to this, Anouar has worked within Banque Internationale à Luxembourg Group, leading the Corporate Services department. As a Luxembourg experienced director for funds, Luxembourgish and foreign companies, Anouar Belli has a deep understanding as well as a wide-ranging expertise of the Luxembourg legal and finance industry.

Anouar Belli has a Bachelor degree in Law from Haute Ecole Léon – Eli Troclet of Liège (Belgium).

The business address of Anouar Belli is the registered office of the Issuer at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg.

10.1.2 Mehdi Megdoud

Mehdi Megdoud began his career in 2008 in Luxembourg while he spent several years in the banking environment at different enterprises such as BGL BNP Paribas Luxembourg SA, Clearstream Banking SA, ABN AMRO Bank Luxembourg SA, BIL Luxembourg SA. He has since then accumulated extensive knowledge and experience in custody and audit conducting of alternative investment funds mainly focused in private equity. Actually, he holds

directors' functions in various holdings companies specialized in agriculture and naturals resources. Mehdi get a bachelor's degree in social science and economic expansion at the University of Metz (France).

The business address of Mehdi Megdoud is the registered office of the Issuer at 8 rue Dicks, L-1417 Luxembourg, Grand Duchy of Luxembourg.

10.1.3 Sébastien Yves Maurin

Sébastien Yves Maurin worked for more than 20 years as legal advisor in major international companies of the industry and services sectors and was previously an international legal counsel in the automotive industry. He holds a Master II in Business Law (eq. LLM), University of Aix-Marseille III (France) and Master of Science in Tax and Finance Engineering (ESCP Europe - Business School).

The business address of Sébastien Yves Maurin is 34 avenue Monplaisir, FR-06100 Nice, France.

10.2 Potential Conflicts of Interest

To the extent known to the Issuer at the date of this prospectus, there is no potential conflict of interest between the duties of the members of the board of directors to the Issuer and their private interests or other duties.

10.3 General Meeting of Shareholders

Pursuant to article 12.4 of the Issuer's articles of association, the annual general meeting of shareholders is to be held at the registered office or in any other place within the municipality of the registered office on the second Monday of May of each year at 10 am. If that day is not a business day in Luxembourg, the annual general meeting shall be held on the following business day. Other general meetings of shareholders shall be held at the time and place specific in the convening notice.

The shareholders may be convened to general meetings by the board of directors or by the Issuer's statutory auditor(s) (it being understood that the Issuer does not currently have a statutory auditor) in accordance with the provisions of Luxembourg law and the Issuer's articles of association. Shareholders must be convened to a general meeting following a request from shareholders representing at least one-tenth of the share capital in accordance with Luxembourg law.

The general meeting has the power to adopt and ratify all acts and operations which are consistent with the Issuer's corporate object, including -inter alia- to approve the annual accounts, amend the articles of association, grant full or partial discharge to directors, appoint auditors, and dissolve the Issuer.

Resolutions to be adopted at general meetings of shareholders shall, in principle, be passed by a simple majority vote, regardless of the proportion of share capital represented. Any amendment of the articles of association and certain other matters (in accordance with Luxembourg law and the Issuer's articles of association) require a quoruom of at least one-half of the share capital. If that quorum is not reached, a second general meeting of shareholders shall be convened in accordance with Luxembourg law and the Issuer's articles of association, which shall deliberate validly regardless of the proportion of capital represented. At both general meetings, resolutions must be adopted by at least two-thirds of the votes cast. Any change in the nationality of the Issuer and any increase in a shareholder's commitment in the Issuer shall require the unanimous consent of the shareholders and bondholders.

11. OVERVIEW OF RULES REGARDING RESOLUTIONS OF NOTEHOLDERS

Pursuant to the Terms and Conditions of the Notes, the Noteholders of each of the Notes may agree to amend the Terms and Conditions of the Notes or decide on other matters relating to the Notes with binding effect on all Holders of the Notes by way of resolution to be passed by taking votes without a meeting. Any such resolution duly adopted by resolution of the Noteholders shall be binding on each Holder of the Notes, irrespective of whether such Noteholder took part in the vote and whether such Noteholder voted in favour or against such resolution.

The following is a brief overview of some of the statutory rules regarding the solicitation and conduct of the voting, the passing and publication of resolutions as well as their implementation and challenge before German courts.

11.1 Specific Rules regarding Votes without Meeting

The voting shall be conducted by the voting administrator (the "**Chairperson**"). The Chairperson shall be (i) a notary public appointed by the Issuer, (ii) where a common representative of the Noteholders (the "**Noteholders' Representative**") has been appointed, the Noteholders' Representative if the vote was solicited by the Noteholders' Representative, or (iii) a person appointed by the competent court. The notice soliciting the Noteholders' votes shall set out the period within which votes may be cast. Such period shall be at least 72 hours. During such voting period, the Noteholders may cast their votes to the Chairperson. The notice shall also set out in detail the conditions to be met for the votes to be valid. The Chairperson shall ascertain each Noteholder's entitlement to cast a vote based on evidence provided by such Noteholder and shall prepare a list of the Holders entitled to vote. If it is established that no quorum exists, the Chairperson may convene a meeting of the Noteholders. Within one year following the end of the voting period, each Noteholder participating in the vote may request a copy of the minutes of such vote and any annexes thereto from the Issuer. Each Noteholder participating in the vote may object in writing to the result of the vote within two weeks following the publication of the resolutions passed. The objection shall be decided upon by the Chairperson. If the Chairperson remedies the objection, the Chairperson shall promptly publish the result. If the Chairperson does not remedy the objection, the Chairperson shall promptly inform the objecting Noteholder in writing. The Issuer shall bear the costs of the vote and, if the court has convened a meeting or appointed or removed the Chairperson, also the costs of such proceedings.

11.2 Rules regarding Noteholders' Meetings applicable to Votes without Meeting

In addition, the statutory rules applicable to the convening and conduct of Noteholders' meetings will apply mutatis mutandis to any vote without a meeting. The following summarizes some of such rules. Meetings of Noteholders may be convened by the Issuer or the Noteholders' Representative, if any. Meetings of Noteholders must be convened if one or more Noteholders holding 5% or more of the outstanding notes so require for specified reasons permitted by statute. Meetings shall be convened at least 14 days prior to the date of the meeting. Attendance and exercise of voting rights at the meeting may be made subject to prior registration of Noteholders. The convening notice will specify the evidence required for attendance and voting at the meeting. The venue of the Noteholders' meeting in respect of a German issuer is the place of the issuer's registered office, provided, however, that where the relevant notes are listed on a stock exchange within the European Union or the European Economic Area, the meeting may be held at the place of such stock exchange. The convening notice shall be made publicly available together with the agenda of the meeting setting out the proposals for resolution. Each Noteholder may be represented by proxy.

The quorum for any Noteholders' meeting will be one or more persons representing by value at least 50% of the outstanding notes. If it is established that no quorum exists, a second meeting may be convened at which no quorum will be required, provided that where a resolution may only be adopted by a qualified majority, the quorum will be one or more persons representing at least 25% of the outstanding notes. All resolutions passed by the Noteholders must be properly published. Resolutions which amend or supplement the terms and conditions of notes certificated by one or more global notes are to be implemented by supplementing or amending the relevant global note(s). In insolvency proceedings instituted in Germany against the Issuer, the Noteholders' Representative, if appointed, is obliged and exclusively entitled to assert the Noteholders' rights under the notes. Any resolutions passed by the Noteholders are subject to the provisions of the German Insolvency Code (*Insolvenzordnung*). If a resolution constitutes a breach of the statute or the Terms and Conditions of the notes, Noteholders may bring an action to challenge such resolution. Such action must be filed with the competent court within one month following the publication of the relevant resolution.

12. TAXATION WARNING

The tax legislation of an investor's Member State and of Luxembourg as the Company's country of incorporation may have an impact on the income received from the Notes. No comment is made, or advice given by the Issuer or the Global Coordinator in respect of taxation matters relating to the Notes and investors should therefore consult their own tax advisors regarding the tax implications of acquiring, holding or transferring the Notes. Only qualified tax advisors are in a position to adequately consider the particular tax situation of individual investors.

13. RECENT DEVELOPMENTS AND OUTLOOK

13.1 Recent developments

The Issuer focuses on the cultivation of crops in Sub-Saharan Africa and vanilla and spices in the regions of Madagascar, products which are being exported into international markets such as Europe and the Northern Americas. The Group is focusing on the agriculture and food industry with a regional focus on Americas, Africa, Europe and Asia, *i.e.* markets which may be significantly less developed and which are undergoing rapid economic, political and social development and evolving regulatory environment. Due to its export markets primarily located in Europe and the Northern Americas, the Group is also dependent on the development of the global economy.

The turbulent and uncertain market conditions continue to prevail, as governments work to bring the COVID-19 pandemic under control and to restart the global economy. But, as has been demonstrated during the financial year 2020, Management believes that AGRI-RESOURCES GROUP is a highly resilient company that is providing goods that are reliable and vital for global markets. Those goods were the backbone of the Group's revenues and profits also in the financial year 2020, and Management is confident that this will continue to be the case for the upcoming financial year.There has been no material adverse change in the prospects of the Company since the date of its last published audited financial statements as at December 31, 2020.

There have been no significant changes in the Group´s financial performance since December 31, 2020 until the date of this Prospectus.

Moreover, there have been no significant changes in the Group's financial position since December 31, 2020 until the date of this Prospectus.

13.2 Outlook

As over the last years, the Issuer will ensure that the organisation remains lean in terms of headcount and expects a further increase only when the growth in the Issuer's activities requires so.

Despite the unpredictable global environment, the Company expects to realise further growth in 2021, driven by *inter alia*:

- further integration of the cultivation, processing and exporting activities;
- leveraging direct benefits from synergies across the larger group, notably from a logistics and marketing perspective; and
- the strengthening of group operations in Mauritius and Western Africa.

The Company's ability to secure a steady growth will be strongly buoyed by:

- an internationally acknowledged sustainable approach; and
- The beneficial commercial impact linked to the exposure of its activities in relation to key development banks and through successfully passed international audit (organic certifications, sustainability rating).

In the medium-term, the Group expects rapid growth over the next three years. The Group expects that, following the careful selection of crops through trials and its past investments (preparation of lands according to sustainable practices, warehouses, equipment and machineries) in West Africa, it will be nearing maximum production capacity by 2023, while it is expected that an increased focus on trading activities, in partnership with historical partners and leveraging its local position through outgrowing, will rapidly increase the volumes.

From 2023, the Group expects gross margin to benefit from the increasing portion of own production, traceable from own fields, in the volumes sourcing mix.

14. INDEX

The numbers provided refer to the page(s) on which the respective term is defined.

15. FINANCIAL INFORMATION

Consolidated Financial Statements of AGRI RESOURCES GROUP S.A.
as of and for the fiscal year ended December 31, 2020 (IFRS)

2020 | AGRI RESOURCES GROUP **ANNUAL REPORT**

AGRI RESOURCES

AGRI RESOURCES GROUP

CONTENT

01 STRATEGIC REPORT

02 CONSOLIDATED FINANCIAL STATEMENTS

03 OTHER INFORMATION

04 INDEPENDENT AUDITOR'S REPORT

01 AGRI RESOURCES GROUP
STRATEGIC REPORT

Agri Resources Madagascar - Cinq Frère Plantation, SAVA Region, Madagascar

AGRI RESOURCES GROUP

KEY DATA

REVENUES

20.3 M€

GROSS PROFIT

6.2 M€

OPERATING PROFIT

2.8 M€

EQUITY

151.3 M€

AGRI RESOURCES GROUP
WHO WE ARE

Agri Resources is an international Group headquartered in Luxembourg.

Our core business includes the cultivation, sourcing, processing, marketing and trading of agricultural goods.

Our companies participate in food and ingredients value chains in European and African markets, as well as serving international blue-chip customers in the food and cosmetics industries.

Our mission is to bring consumers closer to producers, creating more value and opportunities for our local partners and securing better quality products, while minimising our footprint on the environment.

Agri Resources Group is an subsidiary of Agricorp SAM.

AGRI RESOURCES GROUP
AT A GLANCE

Our core business includes the cultivation, sourcing, processing, marketing and trading of agricultural goods.

Agri Resources Group operates through three business units:

CROPS

The Crops business unit manages and develops agricultural activities in multiple locations across West and Central Africa, with a focus to supply local and neighbouring markets.

LOCATIONS
Ghana, Republic of Congo, Republic of Guinea, Benin

+82,000 ha
Land

Processing & Storage Facilities

VANILLA & SPICES

The Vanilla & Spices business unit - headed by Agro Resources Mauritius - produces, procures, processes and exports high-quality vanilla, spices and niche products in Madagascar and Mauritius.

LOCATIONS
Madagascar, Mauritius

+150 ha
Land

Processing & Storage Facilities

FRUITS & VEGETABLES



The Fruits & Vegetables business unit is established in Bulgaria, Republic of North Macedonia and Spain. Our subsidiaries source, transform and trade perishable and processed food commodities in European markets.

LOCATIONS
Spain, Bulgaria,
Republic of North Macedonia

2
Canning Factories

Processing &
Storage Facilities

PELTINA GROUP

BONUM CANNING FACTORY
Republic of North Macedonia

PELTINA CANNING FACTORY
Bulgaria

KARMA GROUP

KARMA FRESH
Spain

KARMA PRODUCE
Spain

AGRI RESOURCES GROUP

INTERNATIONAL PRESENCE

Agri Resources Group has developed an asset base in strategic locations.

OUR LOCATIONS

Benin

Bulgaria

Luxembourg

Madagascar

Mauritius

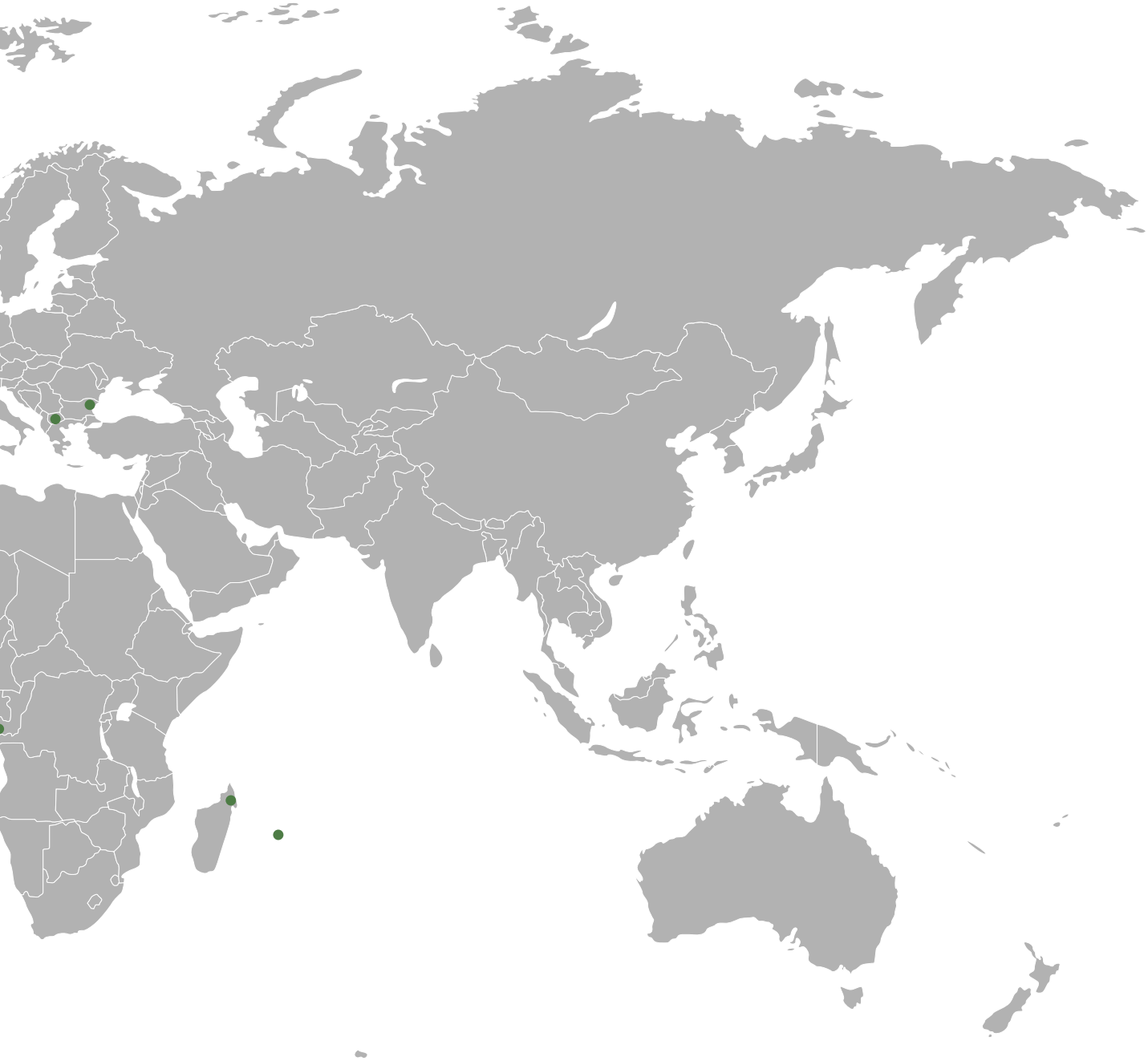
North Macedonia

Republic of Congo

Republic of Guinea

Ghana

Spain



AGRI RESOURCES GROUP

OUR STRATEGY

Our sustainable approach is central to our strategy and guides our business decisions. These elements are the pillars of our strategy and key to our success:

DEVELOPED ASSET BASE

We have invested in agricultural land, processing facilities and modern equipment, in strategic locations across Africa and Europe.

STRONG NETWORK

We have developed a robust network of local partners, suppliers and international clients, allowing us to bring high-quality products to markets in Europe, the USA and Asia.

SUSTAINABLE GROWTH

As well as increasing our trade flow volumes, we emphasise the sustainable use of existing assets and resources. We prioritise sustainable agricultural practices that are essential for the quality of our product and business development.

QUALITY

Our strong focus on quality, supported by internationally acknowledged certifications, has enabled us to build a network of reputable clients.

OUR PEOPLE

Our people are fundamental to our success. We hire and train people locally and we encourage promotion to senior positions from the communities where we operate. We treat our people fairly, and with respect, and ensure they have the opportunity to develop their careers to match their potential.

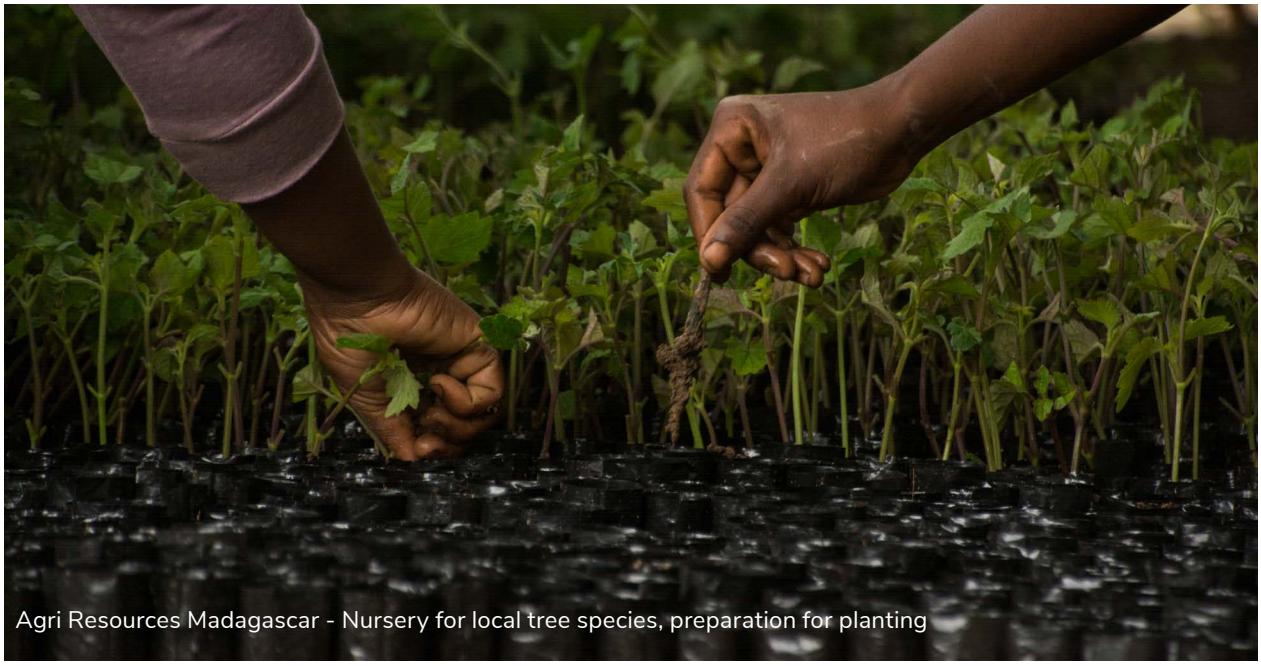
DIVERSIFICATION

Our diversified model and wide range of products reduces our exposure to changes in demand and environmental conditions. We operate in both domestic and international markets at different stages of the agricultural supply chain.

AGRI RESOURCES GROUP
SUSTAINABLE BUSINESS APPROACH

Our goal is to create value for all of our stakeholders in a manner that is responsible, transparent and respects the rights of all.

To achieve this we have committed to ensuring the best governance, social and sustainable practices applicable to all of our managed assets.



Agri Resources Madagascar - Nursery for local tree species, preparation for planting

ENVIRONMENTAL SUSTAINABILITY

Along with our strong ethical commitment to minimise our footprint, we believe that preserving the environment is essential for the long-term well-being of our industry and the quality of our products.

We have developed several programmes including:

- Incentive programmes for the adoption of good agricultural practices by local farmers
- Environmentally sustainable management of land and natural resources by preserving the residual forest and implementing agroforestry.
- Implementing environmental and social management systems addressing social and environmental risk mitigation, notably vanilla traceability in Madagascar.

SOCIAL DEVELOPMENT

We operate in underdeveloped areas and recognise that our company has an important role to play in driving positive change for our employees, suppliers and local communities.
We are strongly committed to promoting a sustainable future for all stakeholders as well as creating employment opportunities.

We have commenced several projects and initiatives for:

- Agronomic training, security and education of farming communities.
- Preservation of traditional know-how
- Creating better revenue-generating opportunities for farming communities.
- Promoting gender equality and female leadership


Agri Resources Madagascar & Inside Madagascar - Training of Local Farmers

GOVERNANCE

We collaborate with key international business and institutional partners, such as the World Bank and the IFC, to ensure the highest standards of governance, safety and sustainable sourcing of ingredients.

ALIGNED WITH THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Agri Resources Group contributes to the achievement of the Sustainable Development Goals (SDGs) set by the UN for 2015-2030 by effectively managing our land and sharing best practices with local communities. We are also investing in social projects aiming to close the poverty gap and environmental projects for the preservation of biodiversity.

SUSTAINABLE DEVELOPMENT GOALS

01 AGRI RESOURCES GROUP
STRATEGIC REPORT

AGRI RESOURCES GROUP
CROPS

We manage and develop agricultural activities in the Republic of Guinea, the Republic of Congo, Ghana and Benin.

AT A GLANCE

LOCATIONS

- Republic of Guinea, Republic of Congo, Ghana, Benin

ASSET BASE

- 82 000 hectares
- Processing centres and storage warehouses
- Large-scale agricultural machines and equipment

ACTIVITIES

- Cultivation
- Local sourcing
- Processing
- Marketing and export

OUR PRODUCTS


CEREALS


ROOTS AND TUBERS


PROTEIN CROPS


VEGETABLE CROPS


NUTS AND SEEDS


SPECIALTY CROPS

ALIGNMENT WITH UN SDGs 2015-2030

Pang Agro Resources - Organic Soybeans, Prang Region, Ghana

Agri Resources Congo - Onion Cultivation

Société Agricole de Guinée - Rice Cultivation

AGRI RESOURCES GROUP
VANILLA & SPICES

The Vanilla & Spices business unit produces, procures, processes and exports high-quality vanilla, spices, coffee and niche products in Madagascar and Mauritius. In addition to using our own land, we source green vanilla and spices from local producers.

AT A GLANCE

LOCATIONS

- Madagascar, Mauritius

ASSET BASE

- 150 hectare plantation
- Processing centres and storage warehouses

ACTIVITIES

- Production
- Processing
- Marketing and export

OUR PRODUCTS

VANILLA

SPICES

ESSENTIAL OILS

ALIGNMENT WITH UN SDGs 2015-2030

Agri Resources Madagascar - Cinq Frère Plantation, SAVA Region, Madagascar

Agri Resources Madagascar - Processing Centre, SAVA Region, Madagascar

Agri Resources Madagascar - 125ha Plantation, SAVA Region, Madagascar

AGRI RESOURCES GROUP

FRUITS AND VEGETABLES

Our fruits and vegetables business is focussed on full vertical integration, which includes the production and handling of fresh produce and raw materials, as well as its subsequent logistics management.

Our processing facilities enable us to control the chain of custody, sustainability and traceability of our products and operations at all time - offering our customers the highest standards in quality and service.

AT A GLANCE

LOCATIONS

- Bulgaria, Republic of North Macedonia, Spain

ASSET BASE

- Peltina - canning factory with production capacity of 7M units per annum.
- Bonum - canning factory with production capacity of 3M units per annum and mushroom growing facility with production capacity of 350t per anum
- Karma Produce - warehousing facilities, agricultural land

PRODUCTS

- Canning
- Farming
- Trading and marketing

PRODUCTS

FRUITS AND VEGETABLES

CANNED FOOD

CERTIFICATIONS

GLOBALG.A.P. IFS Food ZERYA BRC FOOD CERTIFICATED HACCP CERTIFIED BULGARIAN ORGANIC PRODUCT BSCI An initiative of the Foreign Trade Association (FTA) Business Social Compliance Initiative

Peltina - Canning Factory, Bulgaria

Bonum - Canning Factory, Republic of North Macedonia

Karma Produces - Warehousing & Cold chain Management facilities, Murcia, Spain

01 AGRI RESOURCES GROUP
BUSINESS PERFORMANCE

BUSINESS PERFORMANCE

GENERAL

Despite various COVID-19 related challenges, all of our assets have continued to operate and develop, with our first priority to protect the health and safety of all our employees and communities. Throughout the COVID-19 pandemic, we have implemented strict protocols globally across the business. These range from physical distancing to travel restrictions, roster changes and team splits, to flexible working arrangements, rapid screening and personal hygiene controls. The financial impact thus far has been limited, and we delivered a resilient performance—demonstrating the resilience of our business and our ability to adapt in difficult conditions. Key impacts to date on our markets, operations and workforce and our products are as follows:

- Changes to demand and logistics disruption resulting in adapting production and crop selection
- Volume impacts, both in response to market demand and in response to government directives
- Changes to operating costs, including additional costs incurred to manage the impact on our assets (e.g. costs relating to controls such as cleaning, screening and roster changes)

While uncertainties continue to exist in our business environment, we are focussed on our underlying resilience and ability to adapt in a fast-moving environment.

Agri Resources business performance has been driven following a four-layer strategy

1. SECURING AN ASSET BASE

The initial development stage was focussed on securing an asset base. Agri Resources commenced activities in 2015 with a geographic focus in Western Africa (Republic of Guinea) and the Indian Ocean (Madagascar).

The Group then invested in sourcing locations—including plantations, land banks, warehouses and modernised equipment—and in parallel expanded operations to the Republic of Congo, Ghana and Benin.

2. BUILDING A NETWORK

The Company built a strong network of companies across 11 countries, with a focus on quality products, leveraging strategic trade partnerships to bring high-quality products to markets in Africa, Europe, the USA and Asia.

The Company also invested in the enhancement of our local teams and network to prepare for a scale-up of international operations, while addressing local market demands and opportunities.

3. SECURING INTERNATIONAL ACKNOWLEDGEMENT FOR LOCAL OPERATIONS

Over the last 2 years, the Company has invested the necessary funding and allocated the right human capital to deploying a sustainable framework to guarantee the long-term development of our operations by:

- Developing existing land banks to meet high-end customer specifications (EcoCert certification, HACCP)
- Streamlining sales networks benefitting from the Group's synergies
- Securing contracts with international end buyers with existing capacity
- Diversifying product portfolios in terms of type, quality and origin
- Enhancing agronomic, financial and managerial expertise in Africa

4. GROWTH & CONSOLIDATION

Going forward the Group is now able to focus on growth and consolidation.
Increasing the existing trade flow volumes will be driven by higher sales arising from the Group's trading arm. Improving margins will result from higher sales to end users.

The Group turnover in 2020 is up by 208% to 20,327K€ from 9,771K€ in 2019.

The solvency (total group equity divided by the balance sheet total) at the balance sheet date remained stable at 79,84% in 2020.

01 AGRI RESOURCES GROUP
OUTLOOK

OUTLOOK

GENERAL

The turbulent and uncertain market conditions continue to prevail, as governments work to bring the COVID-19 pandemic under control and restart the global economy. But, as has been demonstrated during the financial year 2020, Agri-Resources Group is a highly resilient company that is providing goods that are reliable and vital for global markets. Those goods were the backbone of our revenues and profits in this reporting period, and we see every reason to be confident that this will continue to be the case for the coming financial year.

Despite the unpredictable global environment, the Company expects to realise further growth in 2021, driven by:

- Further integration of cultivation, processing and exporting activities
- Leveraging direct benefits from synergies across the larger group—notably from a logistics and marketing perspective
- The strengthening of Group operations in Mauritius and Western Africa

The Company's ability to secure a steady growth will be strongly buoyed by:

- An internationally acknowledged sustainable approach
- The beneficial commercial impact linked to the exposure of its activities in relation to key development banks and through successfully passed international audit (organic certifications, sustainability rating)

FINANCING

Long and short-term financing facilities are in place and the relationships with these banks will be maintained.

In order to further grow our activities, additional finance capacity is being developed with the Group's current and new banking and capital market relationships—notably, but not exclusively, leveraging sustainable financing.

EMPLOYEES

Consistent with previous years, the Company will ensure that the organisation remains lean in terms of headcount.

Key management positions are filled by personnel with the required experience and background, as well as entrepreneurial spirit and drive to contribute to our growth and success. Additional personnel will be employed as and when growth in activities requires. The Company will continue to endorse local promotion and training.

01 AGRI RESOURCES GROUP
RISKS & UNCERTAINTIES

RISKS & UNCERTAINTIES

The presentation of financial statements requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as reported amounts of revenues and expenses during the period. Actual results could differ from those estimates impacted by the following risks:

COVID-19

Looking ahead, following the outbreak of the COVID-19 pandemic, the Group sees increased uncertainties and further market volatility. It is still difficult to say how effective governmental measures will be in preventing the further spread of the virus. In the event of a prolonged pandemic there may be an effect on the financial performance of the Company. The Group has taken measures to ensure that its employees and partners continue to be safe while interacting together. Measures have been taken to minimise the impact of the pandemic and to continue operations in the Group's businesses. Business continues to function well and largely uninterrupted. Parts of it are already returning more or less to normality. The Group continues to provide access to vital services for modern life. The Group is showing that this can be done responsibly and efficiently in challenging circumstances. The Group has sufficient cash and headroom in its financial facilities. Given the evolving nature of COVID-19, uncertainties will remain and the Group is unable to reasonably estimate the future impact. However, the financial situation of the Group is currently healthy and it does not believe that the impact of the COVID-19 pandemic will have a material adverse effect on our financial condition or liquidity. Therefore, based on the Group's current cash balance and expected yearly cash outflow, the Group expects that it will be able to meet its financial obligations.

FLUCTUATION IN CURRENCY EXCHANGE RATES

The Company finds its suppliers and customers across the globe, while operations and operating costs are spread across several different countries and currencies. Fluctuation in exchange rates, in particular, movements in USD against EUR, may have a material impact on the Company's financial results. Note that our business is mainly executed on a dollar basis on the sales side, whereas the reporting currency is EUR. In case that foreign currency effects have a significant impact, the exposure is hedged through adequate instruments. The local expenditures are mainly covered in local African currencies that can fluctuate from the earnings that are in USD. Note that this exposure is limited.

FINANCING, CASH FLOWS AND LIQUIDITY

The company's activities are dependent on sufficient availability of liquidity.

COUNTRY RISKS, POLITICAL, COMMUNITY AND FISCAL INTERVENTION

The Company's operations and projects span numerous countries, some of which have more complex, less stable political or social climates and consequently higher country risk. Political risks include changes in laws, taxes or royalties, expropriation of assets, currency restrictions or renegotiation of, or changes to, leases of property and permits. Similarly, communities in certain regions may oppose activities for various reasons. Any of these factors could have an adverse impact on the Company's profitability in a certain geographic region or at certain operations. However, so far the Company has not experienced those problems.

OTHER RISKS

Other risks facing the Company include performance risk on agreements, quality of work performed, competition, environmental and insurance risks and uncertainty of additional financing. These risks and the mitigating measures are monitored and managed by the company on a regular basis and appropriate action is taken whenever this is required.

Luxembourg, February 15th 2021

Anouar Belli
Director A

Sebastien Maurin
Director B

02 AGRI RESOURCES GROUP CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Before appropriation of result)

EUR 1.000	Note	31/12/2020	31/12/2019
Continuing Operations			
Revenue	2	20 327	9 771
Cost of sales	2	-14 095	-5 670
Gross profit	**2**	**6 232**	**4 102**
Operating income expenses			
Selling expenses	3	-2 674	-109
Administrative expenses	3	-802	-1 981
		-3 476	**-2 091**
Operating profit		**2 756**	**2 010**
Depreciation and amortization	3	-1 598	-1 169
Non-operating expenses			
Other non operating income and expenses	4	742	642
Financial income and expense	4	-1 530	-1 373
Net finance cost		**-788**	**-731**
Profit before tax		**370**	**110**
Income tax expense	5	-97	-18
Profit from continuing operations		**273**	**92**
Profit		**273**	**92**
Profit attributable to:			
Equity holders of the Company		463	113
Non-controlling interests		-190	-21
		273	**92**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

EUR 1.000	31/12/2020	31/12/2019
Profit	**273**	**92**
Other comprehensive income		
Revaluation PPE (note 6)	2 401	23 123
Deferred Tax Liabilities	-3	-
Translation differences foreign companies	115	437
Total comprehensive income	**2 786**	**23 652**
Total comprehensive income atrributable to:		
Equity holders of Monaco Resources Group S.A.M.	2 086	18 180
Non-controlling interests	700	5 472
Total result	**2 786**	**23 652**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Before appropriation of result)

EUR 1.000	Note	31/12/2020	31/12/2019
Assets			
Non-current assets			
Property plant and equipment	6	172 781	167 502
Intangible fixed assets	7	3 741	25
Financial fixed assets		32	37
Total non-current assets		**176 554**	**167 564**
Current assets			
Inventories	8	6 599	3 838
Receivables, prepayments and accrued income	9	5 389	6 166
Cash and cash equivalents	10	925	594
Total current assets		**12 914**	**10 598**
Total assets		**189 468**	**178 162**
Equity and liabilities			
Equity			
Share capital		91 000	91 000
Reserves and retained earnings		44 339	45 823
Equity attributable to the owners of the company	11	135 339	136 823
Non-controlling interest	11	15 930	15 229
Total equity		**151 268**	**152 052**
Non-current liabilities			
Loans and borrowings	12	16 133	20 181
Provisions	12	-	-
Deferred tax liabilities		3	-
Total non-current liabilities		**16 137**	**20 181**
Current liabilities and accruals	12	22 063	5 930
Total current liabilities		**22 063**	**5 930**
Total equity and liabilities		**189 468**	**178 162**

CONSOLIDATED STATEMENT OF CASH FLOWS

(Before appropriation of result)

EUR 1.000	31/12/2020	31/12/2019
Operating profit	2 756	2 010
Adjustments for:		
- Depreciation and amortization		
	-	-
Working capital changes		
- Movements trade receivables	-1 387	-695
- Movements inventories	-2 761	-2 446
- Movements on other receivables and assets	-3 125	206
- Movements trade payables	1 549	-861
- Movements in other payables and liablilities	-	23
	-5 723	**-3 773**
Income tax paid	-97	-18
	-97	**-18**
Cash flow from operating activities	**-3 063**	**-1 781**
Investments in intangible fixed assets	-3 749	-
Disposals of intangible fixed assets	-	-
Investments in property plant and equipment	-4 939	-5 118
Disposals of goodwill and deferred taxes	-	-
Acquisitions of group companies	-3 569	-
Disposals of group companies	-	-
Acquisitions of non-consolidated companies	-	-
Disposals of non-consolidated companies	-	-
Investments in other financial assets	-	-
Disposals of other financial fixed assets	-	-
Investments in securities	-	-
Return of capital of subsidiaries	-	-
Disposals of securities	-	-
Acquisition of non-controlling interests	-	-
Cash flow from investment activities	**-12 257**	**-5 118**
Proceeds from issuance of capital	-	-
Proceeds from borrowings and leasing liabilities	13 066	6 836
Repayment of borrowings and leasing liabilities	-1 153	-3 210
Movements on loans receivable	5 289	1 779
Other finance income	-23	1 123
Other finance expense	-	-481
Interest received/paid	-1 530	-1 373
		-
Cash flow from financing activities	**15 648**	**4 674**
Net cash flow		
Exchange rate and translation differences on movements in cash	3	-268
Movements in cash	**331**	**-2 493**
Cash and cash equivalents at 1 January 2020	594	
Cash and cash equivalents at 31 December 2020	925	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(Before appropriation of result)

EUR 1.000	Issued share capital	Share premium	Revaluation reserve	Translation reserve	Other reserves	Result for the year	Legal entity share in group equity	Third-party share in group equity	Group Equity
2019									
Opening Balance	91 000	-	9 476	-225	602	272	101 125	22 407	123 533
Total comprehensive income and expense for the period									
Profit/(loss) for the period	-	-	-	-	-	113	113	-21	92
Revaluation PPE (note 6)	-	-	23 123	-	-	-	23 123	5 493	28 616
Foreign currency translation differences	-	-	-	437	-	-	437		437
Total comprehensive income and expense for the period	**-**	**-**	**23 123**	**437**	**-**	**113**	**23 673**	**5 472**	**29 145**
Other movements in equity									
Allocation of prior year result	-	-	-	-	272	-272	-	-	-
Other movements in equity	-	-	13 431	-	-1 406	-	12 025	-12 650	-625
							-		-
Total other movements in equity	**-**	**-**	**13 431**	**-**	**-1 134**	**-272**	**12 025**	**-12 650**	**-625**
Total	**91 000**	**-**	**46 030**	**212**	**-532**	**113**	**136 821**	**15 229**	**152 052**
2020									
Opening Balance	91 000	-	46 030	212	-532	113	136 821	15 229	152 052
Total comprehensive income and expense for the period									
Profit/(loss) for the period	-	-	-	-	-	463	463	-190	273
Revaluation fixed assets (note 7)	-	-	-				-	-	-
Revaluation PPE (note 6)	-	-	2 401	-	-3	-	2 398	-	2 398
Foreign currency translation differences	-	-	-	-775	-	-	-775	890	115
Total comprehensive income and expense for the period	-	-	2 401	-775	-3	463	**2 086**	700	**2 786**
Other movements in equity									
Allocation of prior year result	-	-	-	-	113	-113	-	-	-
Capital increase	-	-	-	-	-	-	-		-
Acquistions	-	-	-	-	-	-	-	-	-
Other movements in equity	-	-	-	-	**-3 569**	-	**-3 569**		**-3 569**
Total other movements in equity	**-**	**-**	**-**	**-**	**-3 456**	**-113**	**-3 569**	**-**	**-3 569**
Total	**91 000**	**-**	**48 431**	**-564**	**-3 991**	**463**	**135 339**	**15 930**	**151 268**

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ACCOUNTING POLICIES

1.1 Corporate information

The activities of Agri Resources Group S.A. ("Agri Resources Group" or "the Company") and its group companies primarily consist of the development and management of industrial farm activities. The Company has its legal seat at 8 rue Dicks, L-1417 Luxembourg, the Grand Duchy of Luxembourg, and is registered with the chamber of commerce under number B 201266.

The Company was incorporated as a limited liability company under the laws of the Grand Duchy of Luxembourg on 30 October 2015 for the purpose of establishing an industrial holding company. Its ultimate shareholder is Cycorp First Investment Ltd.

The Company has its corporate headquarters in Luxembourg, which is also the head of the group of legal entities. The consolidated annual accounts comprise the financial information of the Company and of its investments in which it exercises a controlling interest. These investments are fully included in the consolidation.

1.2 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and its interpretations adopted by the International Accounting Standards Board (IASB), and are in compliance with the provisions of the laws in Luxembourg. The above Standards and Interpretations are collectively referred to as "IFRS" in these financial statements. The Company is exempted from its obligation to prepare consolidated financial statements as Cycorp First Investment Ltd. prepares and publishes consolidated statements. However the Group has voluntarily decided to prepare consolidated financial statements over the financial year 2020. The Company-only financial statements are prepared in accordance with accounting principles applicable in the Grand Duchy of Luxembourg and are presented and published separately from the consolidated financial statements. This statutory company-only annual report of the Company prevails over this annual report from a legal perspective. The objective of this report is to provide an overview of the activities of the Company and its subsidiaries.

The consolidated financial statements of the Group are prepared in accordance with IFRS as adopted by the European Union.

1.3 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis:

- except for measurements that have some similarities to fair value but are not fair value—such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

NOTE 1.

1.4 New and revised IFRSs

A number of amendments is effective for annual periods that begin on or after 1 January 2020 and have been adapted in preparing these consolidated financial statements. None of these amendments had a significant effect on the financial statements:

Applying IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (Amendments to IFRS 4)

Amendments to References to the Conceptual Framework in IFRS Standards

Definition of a Business (Amendments to IFRS 3)

Definition of Material (Amendments to IAS 1 and IAS 8)

Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)

Covid-19-Related Rent Concessions (Amendment to IFRS 16)

The following new and revised IFRSs that are relevant for the Company have been issued but are not yet effective:

IFRS 17 Insurance Contracts: IFRS 17 will require insurance liabilities to be measured at a current fulfilment value and provides a more uniform measurement and presentation approach for all insurance contracts. These requirements are designed to achieve the goal of a consistent, principle-based accounting for insurance contracts. IFRS 17 will supersede IFRS 4 Insurance Contracts as of 1 January 2023.

The Directors have evaluated the impact that these new standards and interpretations and consider them as not material on the financial statements of the Company in the current version of IFRS 17.

1.5 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

NOTE 1.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

1.6 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date, fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date the identifiable assets acquired and the liabilities assumed are recognised at their fair value except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests, and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interest proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interest are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified.

NOTE 1.

Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is re-measured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognised in profit or loss.
When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to its acquisition date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

1.7 Goodwill

Carried at cost as established at the date of acquisition of the business (see note 1.6.) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rate based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.9 Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decision about the relevant activities require unanimous consent of the parties sharing control. The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of IFRS 9 are applied to determine whether it is necessary to recognize any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including

goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture or when the investment is classified as held for sale. When the group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no re-measurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a Group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interest in the associate or joint venture that are not related to the Group.

1.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns rebates and other similar allowances.

Revenue is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amounts of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.10 Leasing

For any new contracts entered into on or after 1 January 2019, the Group evaluates whether a contract is, or contains a lease. A lease is defined as a contract, or part of a contract, that contains the right to use an asset for a period of time in exchange for consideration to be paid.

To apply this definition the Group assesses whether the contract meets three key evaluations of IFRS 16:

- contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available.

- Group has the right to obtain substantially all of the economic benefits from use of the identified asset in the period of use, considering its rights within the defined scope of the contract the Group has the right to direct the use of the identified asset throughout the period of use.

- Group assesses whether it has the right to direct 'how and for what purpose' the asset is used in the period of use.

On the lease commencement date, the Group recognises a right-of-use asset and a lease liability on

NOTE 1.

the balance sheet. The right-of-use asset is measured at cost, which is made up of the following costs:

- the initial measurement of the lease liability;
- any initial direct costs incurred by the Grou;,
- an estimate of any costs to dismantle and remove the asset at the end of the lease and
- any lease payments made in advance of the lease commencement date net of incentives.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.
The Group also assesses the right-of-use asset for impairment when such indicators exist.
At the beginning of leasing date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease. The Group uses an incremental borrowing rate if the implicit rate is not available.

Lease payments included in the measurement of the lease liability are made up of the following:

- fixed payments;
- variable payments based on an index or rate;
- amounts expected to be payable under a residual value guarantee and
- payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has decided to choose for the possibility of IFRS 16 to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in loans and borrowings or current liabilities and accruals.

1.11 Foreign currencies

In preparing the financial statements of each individual Group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical costs in a foreign currency are not re-translated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future reductive use which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.
- exchange differences on transactions entered into in order to hedge foreign currency risks.
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into EUR using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained

interest becomes a financial asset) all of the exchange differences accumulated in equity in respect of the operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

1.12 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

1.13 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income, because items in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax based used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized., based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the consequences that would follow from the manner in which the Group expects at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination the tax effect is included in the accounting from the business combination.

NOTE 1.

1.14 Property, plant and equipment and Intangible fixed assets

Property, plant and equipment (with the exception of land) and intangible assets are stated at cost, being the fair value of the consideration given to acquire or construct the asset, including directly attributable costs required to bring the asset to the location or to a condition necessary for operation and the direct cost of dismantling and removing the asset, less accumulated depreciation and any accumulated impairment losses.

Intangible assets include goodwill.

Property, plant and equipment (with the exception of land and buildings) are depreciated to their estimated residual value over the estimated useful life of the specific asset concerned. Identifiable intangible assets with a finite life are amortised on a straight-line basis and/or UOP basis over their expected useful life. Reference is made to note 1.23 for more details on the application of the UOP method. Goodwill is not amortised. Land and buildings are valued at fair value in accordance with IFRS 13 and changes are accounted for in other comprehensive income.

The major categories of property, plant and equipment (with the exception of land and buildings) and intangible assets are depreciated/amortised on a UOP and/or straight-line basis as follows:

Land	fair value model
Buildings	0%
Plant and equipment:	10% - 33%/UOP
Other operating assets:	2%

Assets under finance leases, where substantially all the risks and rewards of ownership transfer to the Group as lessee, are capitalised and depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. All other leases are classified as operating leases, the expenditures for which are charged against income over the accounting periods covered by the lease term.

1.15 Biological assets

Agri Resources Group points in its consolidated financial statements land for the cultivation of vanilla and spices measured at fair value. Through the long life cycle and harvest cycle a fair value approach according to IFRS respective IAS 41 was not applicable in the previous years. In the financial year 2019, significant progress was made and therefore it became apparent that Agro Natural Resources Madagascar S.A. must account for their biological assets according to IAS 41.

It is the Group's position that the vanilla plant has to be separated into a bearer plant part (vanilla tendril) and biological assets/agricultural produce.

The vanilla tendril as a bearer plant falls within the scope of IAS 16 with the result that the initial recognition of the vanilla tendril has to be accounted at cost. The initial recognition is finished after the bearer plant is classified by the Group as ready to use. The subsequent measurement of the vanilla tendril is initial recognition less amortisation measured over the useful lifetime. As a consequence, all costs relating to the vanilla tendril are classified as maintenance cost.

The Group recognises the vanilla beans as a biological asset, as vanilla beans are a biological asset, which are not classified as a bearer plant and clearly identifiable on the bearer plant. Also the entity controls the asset as a result of past events, if the company will have probable future economic benefits, and the fair value or cost of the asset can be measured reliably. Therefore the company has to value the un-harvested vanilla beans on initial recognition at fair value (market value) less estimated costs to sell. The Group accounted for the profit resulting from fair value measurement of the not harvested vanilla beans within the financial year 2020. The gain on initial recognition of these biological assets at fair value less costs to sell is included in profit or loss (other financial income, see note 4). The vanilla beans will be subsequent measured at fair value less estimated costs to sell at the point of harvest or a subsequent reporting period.

1.16 Impairment

At the end of each reporting period the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When a reasonable and consistent basis can be identified, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use the estimated future cash flows are discounted to their

present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount but so that the increased carrying amount, does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in profit or loss unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.17 Inventories

Production inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a first-in-first-out basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

The Trading inventories are stated at Fair Value less costs to sell.

1.18 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1.19 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments.

Since 1 January 2019 the Group classifies its financial instruments as either financial assets at amortised cost, at fair value through other comprehensive income (FVTOCI) or at fair value through profit or loss (FVTPL). The classification depends on the Group´s business model for managing the financial assets and contractual terms of the cash flows.

Amortised cost: Assets that are held for collection of contractual cash flows represent solely payments of principal and interest. Interest income from those financial is included in finance income.

FVTOCI : Assets that are held for collection of contractual cash flows and for selling the financial assets, where the cash flows of the assets represent solely payments of principal and interest. Interest income from these financial assets is included in finance income using the effective interest rate method. Unrealised gains or losses are recorded as a fair value adjustment in the consolidated statement of comprehensive income and transferred to the consolidated income statement when this financial asset is sold. Exchange gains and losses and impairments related to these financial assets are immediately recognised in the consolidated income statement.

FVTPL : Assets that do not meet the criteria for amortised cost or FVTOCI. Changes in fair value of financial instruments at FVPL are immediately recognised in the consolidated income statement.

Listed redeemable notes held by the Group that are traded in an active market are classified as FVTPL and are stated at fair value at the end of each reporting period. Changes in the carrying amount of FVTPL

NOTE 1.

monetary financial assets relating to changes in foreign currency rates, interest income calculated using the effective interest method and dividends on FVTPL equity investments are recognised in profit or loss. Other changes in the carrying amount of FVTPL financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Dividends on FVTPL equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

The fair value of FVTPL monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised in other comprehensive income.

FVTPL equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

Financial assets are initially recognised at fair value on the trade date, including, in the case of instruments not recorded at fair value through profit or loss, directly attributable costs. Other investments, provisionally priced trade receivables and derivatives are carried at fair value. Trade receivables (without provisional price features), loans and other receivables are carried at amortised cost adjusted for any loss allowance.

Financial liabilities (except derivatives and liabilities with provisional price features) are initially recognised at fair value of consideration received net of transaction costs as appropriate and subsequently carried at amortised cost. Derivatives and financial liabilities including provisional price features are carried at FVTPL.

1.20 Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For FVTPL equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment. For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counter-party;
- breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

A loss allowance for expected credit losses is determined for all financial assets, other than those at FVTPL, at the end of each reporting period. The expected credit loss recognised represents a probability-weighted estimate of credit losses over the expected life of the financial instrument. Agri Resources Group applies the simplified approach to measure the loss allowance for trade receivables classified as amortised cost using the lifetime expected loss provision. The expected credit loss on trade receivables is estimated using a provision matrix by reference to past default experience and an equivalent credit rating, adjusted as appropriate for current observable data and forward-looking information. For all other financial assets at amortised cost the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present

value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of FVTPL equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of FVTPL debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

1.21 De-recognition of financial assets and financial liabilities

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognises a commercialised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On de-recognition of a financial asset other than its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer.

The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or losses allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

The Group de-recognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in profit or loss.

1.22 Derivatives and hedging activities

Derivative instruments, which mainly include contracts to sell or purchase commodities that do not meet the own use exemption, as well as FX derivatives to a minor extend, are initially recognize at fair value when the Company becomes a party to the contractual provisions of the instrument and are subsequently re-measured to fair value at the end of each reporting period. Fair values are determined using quoted market prices, dealer price quotations or using models and other valuation techniques, the key inputs for which include current market and contractual prices of the underlying instrument, time to expiry, yield curves, volatility of the underlying instrument and counter-party risk.

Gains and losses on derivative instruments for which hedge accounting is not applied, other than the revenue

NOTE 1.

adjustment mechanism embedded within provisionally priced sales, are recognised in cost of goods sold.

Those derivatives qualifying and designated as hedges are either:
(i) a Fair Value Hedge of the change in fair value of a recognised asset or liability or an unrecognised firm commitment, or
(ii) a Cash Flow Hedge of the change in cash flows to be received or paid relating to a recognised asset or liability or a highly probably transaction.

A change in the fair value of derivatives designated as a Fair Value Hedge is reflected together with the change in the fair value of the hedged item in the statement of income.

A change in the fair value of derivatives designated as a Cash Flow Hedge is initially recognised as a cash flow hedge reserve in shareholders' equity. The deferred amount is then released to the statement of income in the same periods during which the hedged transaction affects the statement of income. Hedge ineffectiveness is recorded in the statement of income when it occurs.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in shareholders' equity and is recognised in the statement of income when the committed or forecast transaction is ultimately recognised in the statement of income.

A derivative may be embedded in a "host contract". Such combinations are known as hybrid instruments and at the date of issuance, the embedded derivative is separated from the host contract and accounted for as a stand-alone derivative if the criteria for separation are met. The host contract is accounted for in accordance with its relevant accounting policy.

1.23 Critical accounting policies, key judgments and estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual outcomes could differ from those estimates.

The Company has identified the following areas as being critical of understanding the Company's financial position as they require management to make complex and/or subjective judgments and estimates about matters that are inherently uncertain:

Depreciation and amortisation of property plant and equipment

Certain plant and equipment are depreciated/amortised using UOP rate of depreciation/amortisation, and therefore the annual charge to operations, can fluctuate from initial estimates. This could generally result when there are significant changes in any of the factors or assumptions. Such changes could similarly impact the useful lives of assets depreciated on a straight line basis.

Assessments of extraction of UOP rates against the estimated operating and development plan are performed regularly.

Impairments

Investments in associates and other investments, advances, and loans and property, plant and equipment, and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable or at least annually for goodwill and other indefinite life intangible assets.

If an asset's recoverable amount is less than the assets' carrying amount, an impairment loss is recognised. Future cash flow estimates which are used to calculate the asset's fair value are based on expectations about future operations primarily comprising estimates about production and sales volumes, commodity prices, reserves and resources, operating rehabilitations and restoration costs and capital expenditures. Changes in such estimates could impact recoverable values of these assets.

Estimates are reviewed regularly by management.

NOTE 1.

Valuation of derivative instruments

Derivative instruments are carried at fair value and the company evaluates the quality and reliability of the assumptions and data used to measure fair value in the three hierarchy levels, Levels 1, 2 and 3, as prescribed by IFRS 7.

Fair values are determined in the following ways: externally verified via comparison to quoted market prices in active markets (Level 1); by using models with externally verifiable inputs (Level2); or using alternative procedures such as comparison to comparable instruments and/or using models with unobservable market inputs requiring the Company to make market based assumptions (Level 3).

Provisions

The amount recognised as a provision, including tax, legal, restoration and rehabilitation, contractual and other exposures or obligations is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. The Group assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements.

Fair Value measurements

In addition to recognizing derivative instruments at fair value, as discussed above, an assessment of fair value of assets and liabilities is also required in accounting for other transaction most notably, business combinations and disclosures related to fair values of marketing inventories, financial assets and liabilities. In such instances, fair value measurements are estimated based on the amounts for which the assets and liabilities could be exchanged at the relevant transaction date or reporting period end, and are therefore not necessarily reflective of the likely cash flow upon actual settlements. Where fair value measurements cannot be derived from publicly available information, they are estimated using models and other valuation methods. To the extent possible, the assumptions and inputs take into account externally verifiable inputs. However, such information is by nature subject to uncertainty; particularly where comparable market based transactions rarely exist. The company applies the fair value model to its agricultural land assets for which valuations are obtained using generally accepted valuation techniques that have been reviewed and approved by third party experts.

Extension options for leases

When the Group has the option to extend a lease, management uses its judgement to determine whether or not an option would be reasonably certain to be exercised. The Group's Management considers all facts and circumstances including their past practice, experience and any cost that will be incurred in the future to change the lease asset if an option to extend is not taken. Based on these evaluation management decides and determine the lease term. No potential lease payments have been excluded in the lease liabilities as management is reasonably certain that all the extension options will be exercised.

NOTE 2. SEGMENT INFORMATION

2.1 General

The company goal is to secure and develop farming activities in Africa, with products such as crops, vanilla and spices.

The crops activities are based in Ghana, Republic of Congo, Republic of Guinea, and the vanilla and spices activities in Madagascar and Mauritius.

Due to the fact that the company is focussed on this single segment, a further segment report cannot be provided due to commercial sensitivities.

NOTE 3. INCOME AND EXPENSES

EUR 1.000	31/12/2020	31/12/2019
Selling expenses		
Personnel	1 848	106
Sales and marketing expenses	826	3
Total selling expenses	**2 674**	**109**
Administrative expenses		
Personnel	239	1 032
Professional services fees	60	456
Facilities and offices	289	135
Other operating expenses	214	357
Total administrative expenses	**802**	**1 981**
Total operating expenses	**3 476**	**2 091**
Breakdown: depreciation and amortisation		
Property, plant and equipment	1 516	1.092
Intangible assets	8	-
Right-of-use assets	75	77
Total depreciation and amortisation	**1 599**	**1 169**
Allocated to production costs		1 169
As included in administrative expenses	**1 599**	**1 169**

The average number of employees of the Group during the year, converted to full-time equivalents, was 519 of which 518 are employed outside the Luxembourg. In the personnel expenses an amount of EUR 1 thousand (2019:EUR 1 thousand) related to pension premiums is included.

NOTE 4. FINANCIAL INCOME AND EXPENSES

EUR 1.000	2020	2019
Financial income and expense		
Other interest income and similar income	-	316
Interest expenses and similar charges	-1 313	-1 467
Other non operating income and expenses	765	647
interest expense for leasing arrangements	-217	-222
Other financing expenses	-	-
Other financing income	-	-
Total financial income and expense	**-765**	**-726**
Income from foreign exchange		
Forex gains	-	145
Forex losses	-23	-150
Total income from foreign exchange	**-23**	**-5**
Total financial income and expense	**-788**	**-731**

NOTE 5. TAXATION

Income taxes consist of the following:

EUR 1.000	2020		2019	
	%	EUR	%	EUR
Taxable result		370		110
Tax burden based on Luxembourg nominal rate	24,9%	92	24,9%	27
Tax differences		5		-9
Taxation on result on ordinary activities		**97**		**18**

The effective tax rate on the group results rate differs from the statutory Luxembourg corporate income tax rate applicable to the Company mainly due to increased activity in the farming operations in Africa.

NOTE 6. PROPERTY PLANT AND EQUIPMENT

The movements in Property plant and equipment are as follows:

EUR 1.000	Agricultural Land & related concessions	Buildings	Plant and machinery	Biological Assets	Operating assets Contruction and Development	Total
Gross carrying amount						
1 January 2019	123 850	877	8 905	125	2 193	135 950
Reallocations	3 700	-	1 210	95	113	5 118
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Acquisition	-	-	-	-	-	-
Revaluation	28 615	-	-	57	-	28 672
31 December 2019	**156 165**	**877**	**10 115**	**277**	**2 306**	**169 740**
Accumulated depreciation and impairments						
1 January 2019	-	93	873	-	103	1 069
Acquisition	-	-	-	-	-	-
Depreciation	81	185	882	-	21	1 169
31 December 2019	**81**	**278**	**1 755**	**-**	**124**	**2 238**
Net book value at 31 December 2019	156 084	599	8 360	277	2 182	167 502

EUR 1.000	Agricultural Land	Buildings	Plant and machinery	Biological Assets	Operating assets Contruction and Development	Total
Gross carrying amount						
1 January 2020	156 165	877	10 115	277	2 306	169 740
Additions	-	2 150	4 310	-	145	6 605
Disposals	-	-	-	-		-
Revaluation	2 401	-	-	23	-	2 424
31 December 2020	**158 566**	**3 027**	**14 425**	**300**	**2 451**	**178 769**
Accumulated depreciation and impairments						
1 January 2020	81	278	1 755	-	124	2 238
Additions	166	851	606	-	461	2 084
Depreciation	75	814	391	-	385	1 666
31 December 2020	**322**	**1 943**	**2 752**	**-**	**970**	**5 988**
Net book value at **31 December 2020**	158 244	1 084	11 673	300	1 481	172 781

NOTE 6.

Included in the above line items are right-of-use assets over the following:

	EUR
Agricultural land & related Concessions	3 466

Agricultural land

The Land and buildings contain the agricultural land assets that are related to the assets held in Ghana, Republic of Congo, Republic of Guinea and Madagascar.

The overview of the assets is as follows:

Ghana: land for the cultivation of crops - maize, soybean and poultry breeding. Our operation includes a waterway and grain drying facility.

Republic of Congo: land for the cultivation of crops, mainly rice - 50 years lease in Dolisie/Louvakou.

Republic of Guinea: land for farming in Moriah for the cultivation of seed rice and Bouliwell - duration of 35 years.

Madagascar: land for the cultivation of vanilla and spices - long-term leases of 99 years.

Our operation owns processing and storage facilities.

The valuation is executed by internal experts and then reviewed and confirmed by third party experts. As there is no direct market or comparable market data available, the fair value is determined in accordance with the level 3 principles under IFRS. This means that the valuation is based on generally accepted valuation methods (discounted cash flow models).

The main parameters used are local sales prices, expenses and investments that are derived from company data or other sources and converted to the applicable situation. The weighted average costs of capital that is used in the calculations ranges from 6% to 11%.

The biological assets are the vanilla beans, which are not classified as a bearer plant and clearly identifiable on the bearer plant, reference is made to note 1.14.

NOTE 7. INTANGIBLE FIXED ASSETS

EUR 1.000	Goodwill	Other intangible assets	Total
Gross carrying amount			
Acquisitions	3 737	12	3 749
30 june 2020	**3 737**	**12**	**3 749**
Accumulated amortization and impairments			
Amortization	-	8	8
30 June 2020	**-**	**8**	**8**
Net book value at 30 June 2020	**3 737**	**4**	**3 741**

Goodwill

Goodwill is related to the investments in the production activities (2020: EUR 3.737 thousand; 2019: EUR 0 thousand)

The recoverable amount of each cash-generating unit, used in the annual impairment tests performed in the fourth quarter, is based on its value in use. Key assumptions used in the impairment tests for the cash-generated units were sales growth rates, operating result and the rates used for discounting the projected cash flows. These cash flow projections were determined using management's internal forecasts that cover a period of 5 years, based on the financial plans as approved by the Company's management.

Impairment

The recoverable amount of each cash-generating unit, used in the annual impairment tests performed in the fourth quarter, is based on its value in use. Key assumptions used in the impairment tests for the cash-generated units were sales growth rates, operating result and the rates used for discounting the projected cash flows. These cash flow projections were determined using management's internal forecasts that cover a period of multiple years, based on the financial plans. The annual impairment test did not lead to any impairments of goodwill. The present value of estimated cash flows has been calculated using a pre-tax discount rate that reflects the current market assessment of the time value of money and the specific risks of the cash-generating unit.

NOTE 8. INVENTORIES

EUR 1.000	31/12/2020	31/12/2019
Raw materials and consumables	3 933	2 053
Work in progress	1 642	271
Finished goods	1 024	1 514
Total inventories	**6 599**	**3 838**

The raw materials and consumables are the acquired input resources in the various companies. The finished goods are related to the vanilla operation in Madagascar and the food production facilities. All material is pre-sold, which implies that the Company does not run any price risk. This stock is valued at fair value by using the sales prices minus costs to sell and costs to process further. No impairment has been recorded for the inventories during the year.

NOTE 9. RECEIVABLES, PREPAYMENTS AND ACCRUED INCOME

EUR 1.000	31/12/2020	31/12/2019
Trade receivables	2 171	784
Shareholder	-	773
Related parties	-	4 516
Other receivables	2 764	19
Taxation	-	10
Prepayments and accrued income	454	64
Total receivables, prepayments and accrued income	**5 389**	**6 166**

Regarding the trade receivables the Group applies a simplified approach to measure the loss allowance for trade receivables classified as amortised cost using the lifetime expected loss provision. The expected credit loss on trade receivables is estimated using a provision matrix by reference to past default experience and credit rating, adjusted as appropriate for current observable data. The following table details the risk profile of trade receivables based on the Groups´s provision matrix:

EUR 1.000	Expected default rate	Gross carrying amount	Credit Loss allowance (included)
Current	2,86%	1 627	45
1-30 days past due	2,19%	384	8
31-60 days past due	4,21%	169	7
61-90 days past due	6,59%	2	0
More than 90 days past due	8,46%	55	5
Total		**2 237**	**66**

NOTE 9.

The provision for doubtful receivables as at 31 December 2020 amounts to a total of EUR 65k (2019: EUR 63k)

The difference between the Credit loss allowance as per 31 December 2019 and 31 December 2020 amounts to EUR 3k and is recognised as other financial income.

The receivables towards related parties result from financing activities within the Group (reference is made to note 14 regarding the corresponding liabilities).

NOTE 10. CASH AND CASH EQUIVALENTS

The amount of EUR 925k in Cash and Cash Equivalents is unrestricted and free for the Company to use.

NOTE 11. SHARE CAPITAL AND RESERVES

The movement in Equity is provided in E. Consolidated statement of changes in equity.

Issued Share Capital

The share capital amounts to EUR 91.000k divided into 9.100.000.000 ordinary shares with a nominal value of EUR 0,01 each, owned 100% by Agricorp Invest S.A.

Translation Reserve

The translation reserve comprises of all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as from the translation of inter-company loans of permanent nature.

Revaluation Reserve

In accordance with Luxembourg law, the result that applies to the revaluations of assets is non-distributional and allocated to the revaluation reserve (legal reserve).

NOTE 12. LIABILITIES

EUR 1.000	31/12/2020	31/12/2019
Long-term liabilities		
Bank loans (> 1 year)	2 906	-
Bonds	-	16 304
IFRS 16 Leasing Liability	3 601	3 687
Related parties (>1 year)	9 183	-
Other Long-term Liabilities	443	190
	16 133	**20 181**
Current liabilities and accruals		
Bank loans (< 1 year)	1 736	249
Short term portion of bonds	16 811	-
Short term portion of IFRS 16 Leasing Liability	42	-
Trade payables	2 525	976
Trade payables (Factoring)	-	-
Shareholder payable	-	-
Related parties payable	101	4 561
Taxes and social security charges payable	212	-167
Other current liabilities	298	175
Accrued liabilities and deferred income	337	136
	22 063	**5 930**

Reconciliation of liabilities arising from financing activities.

	Long-term borrowings	Short-term borrowings	Lease liabilities	Total
01-jan-19	13 576	9 747	3 700	27 023
Cash-flows				
-Repayment		-2 979	-231	-3 210
-Proceeds	2 918	-	218	3 136
Non-cash				
-Foreign exchange movements	-	-838	-	-838
-Addition to right-of-use asset in exchange for increased lease liabilities	-	-	-	-
-movement in accruals	-	-	-	-
31-dec-19	16 494	5 930	3 687	26 111

	Long-term borrowings	Short-term borrowings	Lease liabilities	Total
01-jan-20	16 494	5 930	3 687	26 111
Cash-flows				
-Repayment	-	- 921	-232	-1 153
-Proceeds	12 850	-	216	13 066
Non-cash				
-Foreign exchange movements	-	1	-29	-28
-Reclassifications	-16 811	16 811	-	-
-Movements in accruals	-	201	-	201
31-dec-20	12 533	22 022	3 642	38 197

NOTE 12.

Current Liabilities and Accruals

All liabilities due in less than one year.

Short term portion of bonds represent the bond that was launched in 2016 on the Frankfurt Exchange. The term is 5 years (maturity on 17 June 2021) with an interest of 8% per annum. The Fair value of the bonds amount to 15.815k at 31 December 2020.

NOTE 13. LEASING

The Group has leases for port land concessions, warehouses and related facilities, offices, plant and machinery, some IT equipment and some vehicles. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Leases of the Group do not contain variable lease payments.

The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see Note 6), with the exemption of leases for port operation concessions which are classified separate within intangible assets .

Leases of vehicles and IT equipment are generally limited to a lease term of 2 to 5 years.

Leases of property generally have a lease term ranging from 5 years to 99 years however most leases of property are generally expected to be limited to 5 years or less except in special circumstances (concessions on land).
Lease payments of the Group are generally fixed.

Each lease generally has restrictions that, unless there is a contractual right for the Group to sub-rent the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee.

Some leases contain an option to purchase the underlying asset at the end of the lease, or to ex-tend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office and other buildings the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group has to insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right of use asset	No. of right of use assets leased	Range of remaining term	Average remaining term	No. of leases with extension options	No. of leases with options to purchase	No. of leases with termination options
Concessions (tangible)	4	46	46	4	0	0

NOTE 13.

Right-of-use assets

Additional information on the right-of-use assets by class of assets is as follows:

EUR 1.000	Asset	Carrying Amount	Additions	Depreciation	Impairment
Concessions (tangible)	4	3 466	-	75	-

The right-of-use assets are included in the same line item as where the corresponding underlying assets would be presented if they were owned.

Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

EUR 1.000	31/12/2020	31/12/2019
Non-current	3 643	3 687

The Group has no possible future lease termination options, therefore additional information on the lease liabilities and amounts in respect of possible future lease termination options not recognised are given.

At 31 December 2020 the Group had not committed to leases which had not commenced.
The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities at 31 December 2020 is as follows:

Minimum lease payment due				
	Within 1 year	1-5 years	Over 5 years	Total
31/12/2020				
Lease payments	232	928	9 520	10 680
Finance charges	216	1 065	8 319	9 600
Net present value	448	1 993	1 201	3 643
31/12/2019				
Lease payments	232	928	9 752	10 912
Finance charges	217	1 071	8 513	9 801
Net present value	449	1 999	1 239	3 687

NOTE 13.

Lease payments not recognised as a liability

The group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

EUR 1.000	EUR
Short-term leases	5
Lease payments not recognised as a liability	5

At 31 December 2020 the Group was committed to short term leases and the total commitment at that date was 5K€.

The group has no leases with Variable lease payments

Additional profit or loss and cash flow information

Total cash outflow in respect of leases in the year EUR	232

For interest expense in relation to leasing liabilities, refer to finance costs (Note 4)

NOTE 14. FINANCIAL INSTRUMENTS

The table below provides an overview of the financial instruments of the Group. Financial instruments of the class fair value through profit and loss ("FVTPL") and fair value through other comprehensive income ("FVTOCI") are not applicable.

2019 EUR 1.000	note	amortised cost	total
Financial fixed assets (other receivables)	-	37	37
Trade receivables	9	784	784
Receivables, prepayments and accrued income	9	5 382	5 382
Cash and cash equivalents		594	594
Total financial assets		**6 797**	**6 797**
Borrowings (> 1 year)	12	20 180	20 180
Current liabilities and accruals	12	5 931	5 931
Total financial liabilities		**26 111**	**26 111**

2020 EUR 1.000	note	Loans and receivables	Total
Financial fixed assets (other receivables)	9	32	32
Trade receivables	9	2 171	2 171
Receivables, prepayments and accrued income	9	3 218	3 218
Cash and cash equivalents	10	925	925
Total financial assets		**6 347**	**6 347**
Borrowings (> 1 year)	12	16 133	16 133
Trade payables	12	2 525	2 525
Current liabilities and accruals		19 539	19 539
Total financial liabilities		**38 197**	**38 197**

Fair Value Measurements

Fair values are primarily determined using quoted market prices or standard pricing models using observable market inputs where available and are presented to reflect the expected gross future cash in/ outflows. Agri Resources Group S.A. classifies the fair values of its financial instruments into a three level hierarchy based on the degree of the source and observability of the inputs that are used to derive the fair value of the financial asset or liability as follows:

- Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that Agri Resources Group S.A. can assess at the measurement date; or
- Level 2 - Inputs other than quoted inputs included in Level 1 that are observable for the assets or liabilities, either directly or indirectly; or
- Level 3 - Unobservable inputs for the assets or liabilities, requiring Agri Resources Group S.A. to make market based assumptions.

In the table above (in which the financial instruments are presented) no fair value is applied and during the year no amounts were transferred between Level 1, Level 2 and Level 3 of the fair value hierarchy. As at 31 December 2020 no financial assets and liabilities were subject to offsetting.

NOTE 14.

Financial and Capital Risk Management

The Group has exposure to the following risks arising from financial instruments:

Credit risk
Liquidity risk
Market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. During 2020 and 2019 none of the Group's revenue attributable to sales transactions with a single multinational customer exceeded 10% of the total revenue.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's payment and delivery terms and conditions are offered. This is done in close cooperation with financial institutions such as banks and credit insurance companies. Nevertheless, in principle insurance coverage is obtained for all Trade Receivables.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Market risk

Market risk is the risk that results out of changes in market prices, such as foreign exchange rates, interest rates, market prices and equity prices and will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.
The Group buys and sells derivatives in order to manage market risks. All such transactions are carried out within the guidelines set by the Group. In principle all derivatives are accounted at FVTPL; if required and appropriate, the Group seeks to apply hedge accounting in order to manage volatility in profit or loss.

Currency risk

The Production facilities mainly enter into EUR agreements and therefore, the currency risk is insignificant.
The activities are mainly exposed to the USD/EUR exchange rate versus local currencies, as the sales and purchases are predominantly in USD or EUR whilst the local expenses are denominated in the local African currencies. However, the currency risk is limited as the gross margin is mainly fixed in USD or EUR and the local currencies have a downward trend and are of decreased significance in the total.

Interest rates

To limit the interest rate risk, the Company decided to only give out and obtain loans with a fixed interest rate. For overdraft facilities the risk is limited due to the short term of these facilities.

Market price risk

The alternative source of the products that the Company produces comes from the international markets and for these products the global market prices apply. These prices are transparent. As our production is in the lower quarter of the production curve and the fact that our operations are in the local markets (more efficient logistics), the market price risk exposure to the group is limited and brought to acceptable levels.

When instruments are required, the Company prepares a sensitivity analysis with regards to the impact of the changes in commodity price and (if applicable) the changes in foreign currency risks. Based on this analysis an adequate non speculative hedging strategy is applied. At 31 December 2020, the Company has no hedging instruments and no results are realized on hedging instruments during the years 2020 and 2019.

NOTE 15. REMUNERATION OF KEY MANAGEMENT

The remuneration of key management is borne by the parent company.

NOTE 16. TRANSACTIONS WITH RELATED PARTIES

Beginning 2019, the Company has sold the trading activities to its parent company Agricorp Invest S.A. As a result the related party transactions of 2020 and 2019 are mainly related to trading activities and loans in relation to this activities. Those trading activities and loans are provided at market conditions.

EUR 1.000	Note	2020	2019
Shareholder <1yr	9	-	773
Associated companies		-	-
Related parties <1yr	9	-	4 516
Total Receivables		**-**	**5 289**
Related party >1yr	12	9 183	-
Related parties <1yr	12	101	4 561
Total Liabilities		**9 284**	**4 561**
Net receivable (- liability)		**-9 284**	**728**

NOTE 17. GUARANTEES

The Company has not provided any corporate guarantees.

NOTE 18. CONTINGENT ASSETS AND LIABILITIES

In the course of business, the company is involved in discussions with business partners from time to time. These discussions may include the interpretation and compliance with the terms and conditions of agreements and may also include claims made by the company, as well as against the company. At year end, no claims against the company existed—if any—that were assessed to be probable, nor possible to be successful.

NOTE 19. AUDITOR'S REMUNERATION

EUR 1.000	2020	2019
Audit of the financial statements	84	84
Other audit engagements	-	-
Total professional service fees	**84**	**84**

NOTE 20. LIST OF PRINCIPAL OPERATING, FINANCIAL SUBSIDIARIES AND INVESTMENTS

Name	Country of incorporation	Ownership interest	
		2020	2019
Consolidated (direct)			
Agri Resources International S.A.R.L.	Luxembourg	100,0%	100,0%
Agri Resources Congo S.A.	Republic of Congo	99,69%	99,69%
Agro Resources Mauritius Ltd.	Mauritius	80,0%	80,0%
Karma Produce International S.A.R.L.	Luxembourg	51,0%	0,0%
Integrated Food S.A.R.L.	Luxembourg	100,0%	0,0%
Agri Resources Benin S.A.	Benin	100,0%	0,0%
Consolidated (indirect)			
Agri Resources Madagascar S.A.	Madagascar	99,0%	99,0%
Prang Agro Resources Ltd.	Ghana	90,0%	90,0%
Societe Agricole de Guinee S.A.R.L.	Repulic of Guinea	75,0%	75,0%
Ghana Agri S.A.	Luxembourg	100,0%	100,0%
Agri Food and Vegetables S.A.R.L.	Luxembourg	100,0%	0,0%
Bonum D.O.O.	Macedonia	51,0%	0,0%
Bonum M D.O.O.	Macedonia	51,0%	0,0%
Karma Produce S.L.	Spain	100,0%	0,0%
Peltina E.O.O.D.	Bulgaria	61,0%	0,0%

SIGNING OF THE FINANCIAL STATEMENTS

Luxembourg, February 15th 2021

Anouar Belli
Director A

Sebastien Maurin
Director B

03 AGRI RESOURCES GROUP
OTHER INFORMATION

OTHER INFORMATION

INDEPENDENT AUDITOR'S REPORT

Reference is made to the independent auditor's report on page 68.

SUBSEQUENT EVENTS

No reportable matters.

APPROPRIATION OF RESULTS

The profit earned in a financial year is at the disposal of the general meeting. The Company may pay dividends only insofar as its equity exceeds the paid-in and called-up capital plus the reserves the company is required by law to maintain. Dividends are paid after adoption of the annual accounts, if the annual accounts demonstrate that dividend payments are permissible. Dividends are due and payable immediately after they are declared, unless the general meeting fixes another date in the relevant resolution. A shareholder's claim to a dividend will lapse five years after the dividend becomes due and payable. The general meeting may resolve to pay interim dividends and to pay dividends from a reserve that the Company is not required by law to maintain. The general meeting may resolve to pay dividends in kind. The shares held by the Company in its own capital are to be disregarded in the calculation of the amount of dividend to be paid on shares.

APPROPRIATION OF RESULT FOR THE FINANCIAL YEAR 2019

The Company-only annual report of 2019 was approved in the General Meeting of Shareholders. The General Meeting of Shareholders has determined that the appropriation of result in accordance with the proposal being made to add the result of 2019 to other reserves.

PROPOSED APPROPRIATION OF RESULT FOR THE FINANCIAL YEAR 2020

The Board of Directors proposes to transfer the result over the financial year 2020 to other reserves. The financial statements do not yet reflect this proposal.

04 AGRI RESOURCES GROUP
INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To: the General Meeting of Agri Resources Group S.A.

OUR OPINION

In our opinion the accompanying consolidated financial statements give a true and fair view of the financial position of Agri Resources Group S.A. as at 31 December 2020 and of its results and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS).

WHAT WE HAVE AUDITED

We have audited the accompanying financial statements for the year ending 2020 of Agri Resources Group S.A. Luxembourg ('the Company'). The financial statements include the consolidated financial statements of Agri Resources Group S.A. and its subsidiaries (together: 'the Group') and the company financial statements.

The consolidated financial statements comprise:

Consolidated statement of profit or loss
Consolidated statement of other comprehensive income
Consolidated statement of financial position
Consolidated statement of cash flows
Consolidated statement of changes in equity
Notes to the financial statements

The financial reporting framework that has been applied in the preparation of the consolidated financial statements are International Financial Reporting Standards as adopted by the European Union.

THE BASIS FOR OUR OPINION

We conducted our audit in accordance with International Standards on Auditing. Our responsibility under those standards is further described in the section 'Our responsibilities for the audit of the financial statements' of our report.
We are independent of Agri Resources Group S.A. in accordance with the IFAC Code on independence requirements. Furthermore, we have complied with the §§ 43, 49, 55 WPO; §§ 2f, 20ff (statue for German Auditors) and §§ 319 HGB (German Commercial Code).
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the General Meeting of Agri Resources Group S.A., but these are not a comprehensive reflection of all matters that were identified by our audit and that we discussed. We described the key audit matters and included a summary of the audit procedures we performed on those matters.

The key audit matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters or on specific elements of the financial statements. Any comments we make on the results of our procedures should be read in this context.

Key Audit Matter and description	Our audit response on Key Audit Matter
Fair Value valuation of land and buildings and intangible assets The company has disclosed an amount of EUR 158.566 million assumed land and buildings under property plant and equipment valued at fair value. The valuation of the Fair Value is subject to the future performances of the companies, industries, commodity prices, projects as well as foreign exchange rates. This requires management to closely monitor the carrying values. In 2020 no impairments were noted.	We reviewed management's assessment of the indicators of any impairment and challenged significant underlying assumptions. Furthermore, we assessed the appropriateness of management's recoverable value models, which included the inherent model inputs and significant assumptions. The valuation was carried out by a third party, we checked the appropriateness of the third party valuation in connection with ISA 620. We challenged the significant inputs and assumptions used in impairment testing for intangible assets. We also assessed the adequacy and completeness of impairment related disclosures in the financial statements, including the key assumptions used as well as the sensitivity.
Fair Value of biological assets The Company successfully expanded its agricultural projects in Africa during the year 2020. In the financial year 2020 the Group must account for their biological assets according to IAS 41 and reflect biological assets.	We performed procedures to assess the adequacy and completeness of the valuation of biological assets according to IAS 41. In addition we performed audit procedures on the existence and presentation of the biological assets.

RESPONSIBILITIES OF THE MANAGEMENT BOARD

The management is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and for the preparation of the directors' report, and for
- such internal control as the management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the management should prepare the financial statements using the going concern basis of accounting unless the management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

OUR REPORT ON THE DIRECTORS' REPORT & THE OTHER INFORMATION

We report that the directors' report, to the extent we can assess, is consistent with the financial statements.

OUR APPOINTMENT

We were appointed as auditors of Agri Resources Group S.A. on December 16th, 2020 by engagement letter dated on December 16th, 2020.

Berlin, February 15th 2021

Baker Tilly GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft (Düsseldorf)
Am Kupfergraben 4-4a
10117 Berlin

Stephan Martens
Partner

Detlef Schröder
Partner

APPENDIX TO OUR AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS 2020 OF AGRI RESOURCES GROUP S.A.

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with International Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among others of:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Concluding on the appropriateness of the management's use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Considering our ultimate responsibility for the opinion on the company's consolidated financial statements we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

[Translator's notes are in square brackets]

General Engagement Terms
for
Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften
[German Public Auditors and Public Audit Firms]
as of January 1, 2017

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [*Translators Note: The German term "Textform" means in written form, but without requiring a signature*] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.

(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party

b) examination of tax assessments in relation to the taxes referred to in (a)

c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)

d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)

e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax**;**

b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;

c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and

d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.

AGRI RESOURCES GROUP

CONTACT

AGRI RESOURCES

HEADQUARTERS
AGRI RESOURCES GROUP S.A.
8 rue Dicks
L-1417 Luxembourg
www.agri-resources.com

Consolidated Financial Statements of AGRI RESOURCES GROUP S.A.
as of and for the fiscal year ended December 31, 2019 (IFRS)

2019 AGRI RESOURCES ANNUAL REPORT

AGRI RESOURCES

AGRI RESOURCES

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01 AGRI RESOURCES STRATEGIC REPORT

AGRI RESOURCES
WHO WE ARE

Agri Resources is an international company headquartered in Luxembourg which focuses on the cultivation of crops, vanilla and spices in Africa and Asia.

Our mission is to bring consumers closer to producers, creating more value and opportunities for our local partners and securing better quality products, while minimising our footprint on the environment.

Our sustainable approach is central to our strategy and guides our business decisions. We create value by consolidating the supply chain and reinvesting in higher value-added activities. We build on our local knowledge and international experience to create efficient operations and effective routes to market.

Agri Resources Group is part of Agricorp, an international group focused on agriculture and food processing. Agricorp is a division of Monaco Resources Group, a global organisation specialising in natural resources.

AGRI RESOURCES
KEY DATA

REVENUES

9.7 M€

GROSS PROFIT

4.1 M€

OPERATING PROFIT

2 M€

EQUITY

152 M€

AGRI RESOURCES
AT A GLANCE

Agri Resources business focuses on the cultivation of agricultural products ranging from import-substitution crops to vanilla, spices and niche products.

Agri Resources operates through two business units:

AGRICULTURE

The Agriculture business unit, headed by Agri Resources Group is developing and preparing land banks with the objective to support our strategy to become a key contributor of agricultural products to the food supply chain in Sub-Saharan Africa.

VANILLA & SPICES

The Vanilla & Spices business unit, headed by Agro Resources Mauritius produces, procures, processes and exports high-quality vanilla, spices and niche products in Madagascar, Indonesia and Mauritius.

AGRI RESOURCES GROUP
Sub-Saharan Africa : Ghana, Republic of Congo, Republic of Guinea

+90,000 ha
Land

Processing & Storage facilities

AGRO RESOURCES MAURITIUS
Madagascar, Indonesia, Singapore, Mauritius

+150 ha
Land

Processing & Storage facilities

AGRI RESOURCES
INTERNATIONAL PRESENCE

Agri Resources has developed an asset base in strategic locations.

LOCATIONS

Ghana
Indonesia
Luxembourg
Madagascar
Mauritius
Monaco
Republic of Congo
Republic of Guinea
Singapore

9 COUNTRIES

AGRI RESOURCES
STRATEGY

Our sustainable approach is central to our strategy and guides our business decisions. These elements are pillars to our strategy and key to our success:

ASSET BASE

We have invested in sourcing locations, including plantations in Madagascar and significant land banks in West Africa as well as into warehouses and modern equipment, enabling us to produce high quality agricultural products.

STRONG NETWORK

We have developed a robust network of companies across 9 countries, bringing high-quality products to markets in Africa, Europe, USA & Asia. Furthermore, we have built strong relationships with local partners, suppliers and international clients.

SUSTAINABLE GROWTH

In parallel to increasing the present trade flow volumes, we emphasise the sustainable use of existing assets and resources. We prioritise sustainable agricultural practices to ensure the quality of our product and business development.

QUALITY

Our strong focus on quality, supported by internationally acknowledged certifications, has enabled us to build a network of reputable clients.

OUR PEOPLE

Our people are fundamental to our success. We hire and train people locally and we encourage promotion to senior positions from the communities where we operate. We treat our people fairly, and with respect, and ensure they have the opportunity to develop their careers to match their potential.

DIVERSIFICATION

Our diversified model and a wide range of products reduce our exposure to changes in demand and environmental conditions. We operate in both domestic and international markets at different stages of the agricultural supply chain.

AGRI RESOURCES
BUSINESS MODEL

We cultivate agricultural products ranging from import-substitution crops to vanilla, spices and niche products.

We create value by consolidating the supply chain and reinvesting in higher value-added activities. We build on our local knowledge and international expertise to create efficient operations and effective routes to market.

KEY ASSETS

We have invested in sourcing locations, including plantations in Madagascar and significant land banks in West Africa as well as investment warehouses and modern equipment.

KEY ACTIVITIES

Our key activities span the cultivation, processing, trading and marketing of agricultural products. In addition to developping our own lands banks we supply products from local producers in Madagascar and Indonesia.

OUR EXPERTISE

We combine our agronomic expertise with traditional know-how, allowing us to produce the most viable products. We use our international experience to create efficient operations and effective routes to market.

OUR PRODUCTS

Our wide range of products reduce our exposure to changes in demand and environmental conditions. Our strong focus on quality, had enabled us to build a network of reputable clients.

OUR CHANNELS

We can leverage logistics, storage and ports expertise from within our Group, enabling us to deliver our products to domestic and international markets.

MARKET SEGMENTS

Our Agriculture business unit focuses on supplying the local markets where we operate. Our Vanilla & Spices business unit exports products to Europe, North America and Asia.

KEY PARTNERS

We collaborate with key international business and institutional partners as well as non-profit organisations, to ensure the highest standards of governance, safety and sustainable sourcing and quality of ingredients.

AGRI RESOURCES

SUSTAINABLE BUSINESS APPROACH

Our goal is to create value for all of our stakeholders in a manner that is responsible, transparent and respects the rights of all.

To achieve this we have committed to ensuring the best governance, social and sustainable practices applicable to all of our managed assets.

ENVIRONMENTAL SUSTAINABILITY

Along with our strong ethical commitment to minimise our footprint, we believe that preserving the environment is essential for the long- term well-being of our industry and the quality of our products.

We have developed several programmes including:

- Incentive programmes for the adoption of good agricultural practices by local farmers
- Environmentally sustainable management of land and natural resources by preserving the residual forest and implementing agroforestry.
- Implementing environmental and social management systems addressing social and environmental risk mitigation, notably vanilla traceability in Madagascar.

SOCIAL DEVELOPMENT

We operate in underdeveloped areas and recognise that our company has an important role to play in driving positive change for our employees, suppliers and local communities.
We are strongly committed to promoting a sustainable future for all stakeholders as well as creating employment opportunities.

We have commenced several projects and initiatives for:
- Agronomic training, security and education of farming communities.
- Preservation of traditional know-how.
- Creation of better revenue generating opportunities for farming communities.
- Promoting gender equality and female leadership.

GOVERNANCE

We collaborate with key international business and institutional partners such as the World Bank and IFC, to ensure the highest standards of governance, safety and sustainable sourcing of ingredients. - Promoting gender equality and female leadership.

ALIGNED WITH THE UNITED NATIONS SUSTAINABLE DEVELOPMENT GOALS

Agri Resources Group contributes to the achievement of the Sustainable Development Goals (SDGs) set by the UN for 2015-2030 by effectively managing our land and sharing best practices with local communities, investing in social projects aiming to close the poverty gap and environmental projects for the preservation of biodiversity.

SUSTAINABLE DEVELOPMENT GOALS

01 AGRI RESOURCES STRATEGIC REPORT

AGRI RESOURCES
AGRICULTURE

Established in Republic of Guinea, Republic of Congo and Ghana, our subsidiaries are developing and preparing land banks with the objective to support Agri Resources' strategy to become a key contributor of agricultural products to the food supply chain in Sub-Saharan Africa.

Our agriculture division cultivates a diverse portfolio of products for human consumption as well as animal feeds.

Our team and agronomists are constantly evaluating new opportunities to maximise the use of our assets.

AT A GLANCE

LOCATIONS

- Republic of Guinea
- Republic of Congo
- Ghana

ASSET BASE

- 90,000 hectares
- Processing centres and storage warehouses
- Large scale agricultural machines and equipment

ACTIVITIES

- Production
- Processing
- Marketing and export

MARKETS

- Domestic market
- Neigbouring markets

ALIGMENT WITH UN SDGs 2015-2030

GHANA

REPUBLIC OF CONGO

REPUBLIC OF GUINEA

AGRI RESOURCES

VANILLA & SPICES

The Vanilla & Spices business unit produces, procures, processes and exports high-quality vanilla, spices, coffee and niche products in Madagascar, Indonesia and Mauritius. In addition to using our own land, we source green vanilla and spices from local producers.

We take pride in managing our fields and processing facilities in a sustainable manner. We strive to preserve and transfer traditional know-how to future generations.

We export our vanilla to manufacturers and importers internationally.

AT A GLANCE

LOCATIONS

- Madagascar
- Indonesia
- Mauritius

ASSET BASE

- 150 hectare plantation
- Processing centres & storage warehouses

ACTIVITIES

- Production
- Processing
- Marketing and export

MARKETS

- International markets (Europe, North America, Asia)

ALIGMENT WITH UN SDGs 2015-2030

MADAGASCAR

INDONESIA

MAURITIUS

01 AGRI RESOURCES
BUSINESS PERFORMANCE

BUSINESS PERFORMANCE

Agri Resources business performance has been driven following a 4-layer strategy

1. SECURING AN ASSET BASE

The initial development stage was focused on securing an asset base. Agri Resources commenced its activities in 2015 with a Geographic focus in Western Africa (Republic of Guinea) & Indian Ocean (Madagascar).

The Group, then invested in sourcing locations, including plantations, land banks, warehouses and modernized equipment, and in parallel expanded its operations to the Republic of Congo, Ghana and Indonesia.

2. BUILDING A NETWORK

The Company built a strong network of companies across 9 countries, with a focus on quality products, leveraging strategic trade partnerships to bring high-quality products to markets in Africa, Europe, USA & Asia.

The Company also invested in the enhancement of its local teams and network to prepare for scale-up of international operations while addressing timely local market demands and opportunities.

3. SECURING INTERNATIONAL ACKNOWLEDGEMENT FOR LOCAL OPERATIONS

Over the last 2 years, the Company has invested the necessary funding and allocated the right human capital to deploying a sustainable framework to guarantee the long-term development of its operations by:

- Developing existing land banks to meet high-end customer specifications. (EcoCert certification, HACCP)
- Streamlining sales networks benefiting from the Group's synergies.
- Securing contracts with international end buyers with existing capacity.
- Diversifying product portfolios in terms of type, quality & origin.
- Enhancing agronomic, financial and managerial expertise in Africa.

4. GROWTH & CONSOLIDATION

Going forward the Group is now able to focus on growth & consolidation.
Increasing the existing trade flow volumes will be driven by higher sales arising from the Group' trading arm. Improving margins will result from higher sales to end-users.

The Group turnover in 2019 is up by 66.34% to 9,771K€ from 5,874K€ in 2018.

The solvency (total group equity divided by the balance sheet total) at the balance sheet date remained stable at 85,3% in 2019 compared to 84.1% in 2018.

01 AGRI RESOURCES **OUTLOOK**

OUTLOOK

GENERAL

Despite the unpredictable global environment, the Company expects to realise further growth in 2020, driven by:

- further integration of the cultivation, processing and exporting activities.
- leveraging direct benefits from synergies across the larger group, notably from a logistics and marketing perspective.

The Company's ability to secure a steady growth will be strongly buoyed by:

- an internationally acknowledged sustainable approach
- the exposure of its activities in relation to key Development Banks and through successfully passed international audit (organic certifications, sustainability rating).

FINANCING

The long term and short-term financing facilities are in place and the relationships with these banks will be maintained.

In order to further grow the activities, additional finance capacity is being developed with the group's current and new banking and capital market relationships, notably, but not exclusively, leveraging sustainable financing.

EMPLOYEES

As over the last years, the Company will ensure that the organisation remains lean in terms of headcount.

Key management positions are filled by personnel with the required experience, background, and entrepreneurial spirit and drive to contribute to our growth and success. Additional personnel will be employed, as and when growth in activities requires. The Company will continue to endorse local promotion and training.

01 AGRI RESOURCES
RISKS & UNCERTAINTIES

RISKS & UNCERTAINTIES

The presentation of financial statements requires management to make estimates and assumptions which affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates impacted by the following risks:

FLUCTUATION IN CURRENCY EXCHANGE RATES

The Company finds its suppliers and customers across the globe, while operations and operating costs are spread across several different countries and currencies. Fluctuation in exchange rates, in particular, movements in US dollar against the Euro, may have a material impact on the Company's financial results. Note that our business is mainly executed on a dollar basis on the sales side, whereas the reporting currency is Euro. In case that foreign currency effects have a significant impact, the exposure is hedged through adequate instruments. The local expenditures are mainly covered in local African currencies that can fluctuate from the earnings that are in USD. Note that this exposure is limited.

FINANCING, CASH FLOWS AND LIQUIDITY

The company's activities are dependent on sufficient availability of liquidity.

COUNTRY RISKS, POLITICAL, COMMUNITY AND FISCAL INTERVENTION

The Company's operations and projects span numerous countries, some of which have more complex, less stable political or social climates and consequently higher country risk. Political risks include changes in laws, taxes or royalties, expropriation of assets, currency restrictions or renegotiation of, or changes to, leases of property and permits. Similarly, communities in certain regions may oppose activities for various reasons. Any of these factors could have an adverse impact on the Company's profitability in a certain geographic region or at certain operations. However, so far the Company has not experienced those problems.

OTHER RISKS

Other risks facing the Company include performance risk on agreements; quality of work performed, competition, environmental and insurance risks and uncertainty of additional financing. These risks and the mitigating measures are monitored and managed by the company on a regular basis and appropriate action is taken whenever this is required.

Luxembourg, March 19th 2020

Anouar Belli
Director A

Sebastien Maurin
Director B

02 AGRI RESOURCES CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(before appropriation of result)

EUR 1.000	Note	2019	2018
Continuing Operations			
Revenue	2	9 771	5 874
Cost of sales	2	-5 670	-3 097
Gross profit	2	**4 100**	**2 777**
Operating expenses			
Selling expenses	3	-109	-96
Administrative expenses	3	-1 981	-1 382
		-2 091	**-1 478**
Operating profit		**2 010**	**1 299**
Depreciation and similar	3	-1 169	-709
Non-operating expenses			
Financial income and expense	4	-731	-554
Net finance cost		-731	-554
Profit before tax		**110**	**36**
Income tax expense	5	-18	-9
Profit from continuing operations		**92**	**27**
Profit		**92**	**27**
Profit attributable to:			
Equity holders of the Company		113	272
Non-controlling interests		-21	-245
		92	**27**

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

EUR 1.000	31/12/2019	31/12/2018
Profit	**92**	**27**
Other comprehensive income		
Revaluation PPE (note 6)	23 123	5 190
Translation differences foreign associated companies	437	704
Total comprehensive income	**23 652**	**5 921**
Total comprehensive income attributable to:		
Equity holders of Agri-Corp	23 673	4 788
Non-controlling interests	5 472	1 133
Total result	**23 652**	**5 921**

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(before appropriation of result)

EUR 1.000	Note	31/12/2019	31/12/2018
Assets			
Non-current assets			
Property plant and equipment	6	167.502	134.882
Intangible fixed assets	7	25	-
Financial fixed assets	-	37	37
Total non-current assets		**167.564**	**134.919**
Current assets			
Inventories	8	3.838	1.392
Receivables, prepayments and accrued income	9	6.166	7.457
Cash and cash equivalents	10	594	3.087
Total current assets		**10.598**	**11.936**
Total assets		**178.162**	**146.855**
Equity and liabilities			
Equity			
Share capital		91.000	91.000
Reserves and retained earnings		45.823	10.125
Equity attributable to the owners of the company	11	136.823	101.125
Non-controlling interest	11	15.229	22.408
Total equity		**152.052**	**123.533**
Non-current liabilities			
Loans and borrowings	12	20.181	13.576
Deferred tax liabilities	5	-	-
Total non-current liabilities		**20.181**	**13.576**
Current liabilities and accruals	12	5.930	9.747
Total current liabilities		**5.930**	**9.747**
Total equity and liabilities		**178.162**	**146.855**

CONSOLIDATED STATEMENT OF CASH FLOWS

(before appropriation of result)

EUR 1.000	31/12/2019	31/12/2018
Operating profit	2 010	1 339
Working capital changes		
- Movements trade receivables	-695	142
- Movements inventories	-2 446	-661
- Movements on other receivables and assets	206	-312
- Movements trade payables	-861	-119
- Movements other payables and liabilities	23	-78
	-3 773	-1 029
Income tax paid	-18	-9
Payments for extraordinary expense	-	62
	-18	53
Cash flow from operating activities	-1 781	363
Investments in intangible fixed assets	-	-
Disposals of intangible fixed assets	-	-39
Investments in property plant and equipment	-5 118	-8 664
Disposals of goodwill and deferred taxes	-	-
Acquisitions of group companies	-	-
Disposals of group companies	-	-
Acquisitions of non-consolidated companies	-	-
Disposals of non-consolidated companies	-	-
Investments in other financial assets	-	-27
Disposals of other financial fixed assets	-	-
Investments in securities	-	5
Return of capital of subsidiaries	-	-
Disposals of securities	-	-
Acquisition of non-controlling interests	-	-
Cash flow from investment activities	-5 118	-8 725
Receipts from issuance of share capital	-	-
Proceeds from borrowings and leasing liabilities	6 836	8 180
Repayment of borrowings and leasing liabilities	-3 210	6 400
Movements on loans receivable	1 779	-3 688
Other finance income	1 123	1 298
Other finance expense	-481	-905
Interest received/paid	-1 373	-822
Unrealized fair value changes		
Impairment on loans receivable		
Bank costs paid		
Insurance costs paid		
Cash flow from financing activities	4 674	10 463
Net cash flow		
Exchange rate and translation differences on movements in cash	-268	704
Movements in cash	**-2 493**	**2 806**
Cash and cash equivalents at 1 January 2019	3 087	
Cash and cash equivalents at 31 December 2019	594	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(before appropriation of result)

EUR 1.000	Issued share capital	Share premium	Revaluation reserve	Translation reserve	Other reserves	Result for the year	Legal entity share in group equity	Third-party share in group equity	Group Equity
2018									
Opening Balance	91 000	-	5 183	-	208	-54	96 337	21 274	117 611
Total comprehensive income and expense for the period									
Profit/(loss) for the period	-	-	-	-	-	272	272	-245	27
Revaluation PPE (note 6)	-	-	3 812	-	-	-	3 812	1 378	5 190
Foreign currency translation differences	-	-	481	-225	448	-	704		704
Total comprehensive income and expense for the period	-	-	4 293	-225	448	272	4 788	1 133	5 921
Other movements in equity									
Allocation of prior year result	-	-	-	-	-54	54	-	-	-
Other movements in equity	-	-		-		-	-		-
							-		-
Total other movements in equity	-	-	-	-	-54	54	-	-	-
Total	91 000	-	9 476	-225	602	272	101 125	22 407	123 533
Change in accounting principles1							-	-	-
2019									
Opening Balance	91 000	-	9 476	-225	602	272	101 125	22 407	123 533
Total comprehensive income and expense for the period									
Profit/(loss) for the period	-	-	-	-	-	113	113	-21	92
Revaluation PPE (note 6)	-	-	23 123	-	-	-	**23 123**	5 493	**28 616**
Foreign currency translation differences	-	-	-	437	-	-	437		437
Total comprehensive income and expense for the period	-	-	23 123	437	-	113	23 673	5 472	29 145
Other movements in equity									
Allocation of prior year result	-	-	-	-	272	-272	-	-	-
Other movements in equity	-	-	13 431	-	-1 406	-	12 025	-12 650	-625
							-		-
Total other movements in equity	-	-	13 431	-	-1 134	-272	**12 025**	-12 650	**-625**
Total	**91 000**	**-**	**46 030**	**212**	**-532**	**113**	**136 823**	**15 229**	**152 052**

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ACCOUNTING POLICIES

1.1 Corporate information

The activities of Agri Resources Group S.A. ("Agri Resources Group" or "the Company") and its group companies primarily consist of the development and management of industrial farm activities. The Company has its legal seat at 8 rue Dicks, L-1417 Luxembourg, the Grand Duchy of Luxembourg, and is registered with the chamber of commerce under number B 201266.

The Company was incorporated as a limited liability company under the laws of the Grand Duchy of Luxembourg on 30 October 2015 for the purpose of establishing an industrial holding company. Its ultimate shareholder is Cycorp First Investment Ltd.

The Company has its corporate headquarters in Luxembourg, which is also the head of the group of legal entities. The consolidated annual accounts comprise the financial information of the Company and of its investments in which it exercises a controlling interest. These investments are fully included in the consolidation.

1.2 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, and its interpretations adopted by the International Accounting Standards Board (IASB), and are in compliance with the provisions of the laws in Luxembourg. The above Standards and Interpretations are collectively referred to as "IFRS" in these financial statements. The Company is exempted from its obligation to prepare consolidated financial statements as Cycorp First Investment Ltd. prepares and publishes consolidated statements. However the Group has voluntarily decided to prepare consolidated financial statements over the financial year 2019. The Company-only financial statements are prepared in accordance with accounting principles applicable in the Grand Duchy of Luxembourg and are presented and published separately from the consolidated financial statements. This statutory company-only annual report of the Company prevails over this annual report from a legal perspective. The objective of this report is to provide an overview of the activities of the Company and its subsidiaries.

The consolidated financial statements of the Group are prepared in accordance with IFRS as adopted by the European Union, the Group mandatory has to adopt new effective standards and apply IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors". IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" is applied in selecting and applying accounting policies, accounting for changes in estimates and reflecting corrections of prior period errors. Changes in accounting policies and corrections of errors are generally retrospectively accounted for, whereas changes in accounting estimates are generally accounted for on a prospective basis.

New Mandatory accounting standards are applied following transition method of the relevant accounting standard and described in Note 1.4.

1.3 Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for:

- measurements that have some similarities to fair value but are not fair value, such as net realizable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

NOTE 1.

1.4 New and revised IFRSs

The International Accounting Standards Board (IASB) and the US Financial Accounting Stand-ards Board (FASB) (collectively, the Boards) respectively have issued largly converged new IFRS. The Group has adopted the new accounting pronouncements which have become effec-tive this year, and are as follows:

IFRS 16 'Leases'

IFRS 16 'Leases' replaces IAS 17 'Leases' along with three Interpretations (IFRIC 4 'Determining whether an Arrangement contains a Lease', SIC 15 'Operating Leases-Incentives' and SIC 27 'Evaluating the Substance of Transactions Involving the Legal Form of a Lease'). The adoption of this new Standard has resulted in the Group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach, with the cumulative effect of adopting IFRS 16 being recognised in equity as an adjustment to retained earnings for the current period. Prior periods have not been restated.

For contracts in place at the date of initial application, the Group has elected to apply the defini-tion of a lease from IAS 17 and IFRIC 4 and has not applied IFRS 16 to arrangements that were previously not identified as lease under IAS 17 and IFRIC 4.

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 Janu-ary 2019. At this date, the Group has elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial appli-cation, the Group has relied on its historic assessment as to whether leases were onerous imme-diately before the date of initial application of IFRS 16.

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional ex-emptions to not recognise right-of-use assets but to account for the lease expense on a straight- line basis over the remaining lease term.

For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under IAS 17 immediately before the date of initial application.

On initial application of IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 6%. The Group has used hindsight for determining the lease term when considering options to extend and terminate leases.

Table 1: The following is a reconciliation of the financial statements from IAS 17 to IFRS 16 at 1 January 2019:

EUR 1.000	Carrying amount as per 31 December 2018	Reclassification	Remeasurement	Carrying amount as per 1 January 2019
Agricultural lands related concessions	-	3.700	-	3.700
Lease liabilities	-	3.700	-	3.700
Total		**3.700**		**3.700**

NOTE 1.

The following reconciliation of operating lease commitments as per 31 December 2018 to lease liabilities recognized at 1 January 2019

EUR 1.000	
Total operating lease commitments as per 31 December 2018	**11.401**
Recognition exemptions	-
• Operating lease liabilities before discounting	11.401
• Discount using incremental borrowing rate	7.701
• Operating lease liabilities	3.700
Total lease liabilities under IFRS 16 as per 01 January 2019	**3.700**

IFRIC 23 – Uncertainty over income tax treatment

The interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12 Income Taxes. Due to its global reach, including operating in high-risk jurisdictions, the Group is subject to enhanced complexity and uncertainty, which may lead to uncertain tax treatments and the corresponding recognition and measurement of current and deferred taxes. The judgements and estimates made to separately recognise and measure the effect of each uncertain tax treatment are re-assessed whenever circumstances change or when there is new information that affects those judgments. The Group has re-assessed its global tax exposure and the key estimates taken in determining the positions recorded to adopt IFRIC 23.

As of 1 January 2019, the global tax exposure has been determined by referencing to the uncertainty that the tax authority may not accept the Group's proposed treatment of tax positions. The adoption of the interpretation had no material impact on the Group.

Several other amendments to existing standards apply for the first time in 2019, but do not have an impact financial statements of the Group.

1.5 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company,other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

NOTE 1.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.
All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the group are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.
When the Group loses control of a subsidiary, a gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

1.6 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognized in profit or loss as incurred.

At the acquisition date the identifiable assets acquired and the liabilities assumed are recognized at their fair value except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with IAS 12 Income Taxes and IAS 19 respectively;

- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date; and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognized immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interest proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a

transaction-by-transaction basis. Other types of non-controlling interest are measured at fair value or, when applicable, on the basis specified in another IFRS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is re-measured at subsequent reporting dates in accordance with IAS 39, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognized in profit or loss.
When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to its acquisition-date fair value and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognized to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

1.7 Goodwill

carried at cost as established at the date of acquisition of the business (see note 1.6.) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rate based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

1.9 Investments in associates and joint ventures

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decision about the relevant activities require unanimous consent of the parties sharing control. The results and assets and liabilities of associates or joint ventures are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with IFRS 5. Under the equity method, an investment in an associate or a joint venture is initially recognized in the consolidated statement of financial position at cost and adjusted thereafter to recognize the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which

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includes any long-term interest that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognizing its share of further losses. Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognized as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognized immediately in profit or loss in the period in which the investment is acquired.

The requirements of IFRS 9 are applied to determine whether it is necessary to recognize any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any Impairment loss recognized forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture or when the investment tis classified as held for sale. When the group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with IFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition the Group accounts for all amounts previously recognized in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognized in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no re-measurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognized in the Group's consolidated financial statements only to the extent of interest in the associate or joint venture that are not related to the Group.

1.9 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns rebates and other similar allowances.

Revenue is recognized when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amounts of revenue can be measured reliably;
- it is probably that the economic benefits associated with the transaction will flow to the Group;
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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1.10 Leasing

For any new contracts entered into on or after 1 January 2019, the Group evaluates whether a contract is, or contains a lease. A lease is defined as a contract, or part of a contract, that con-tains the right to use an asset for a period of time in exchange for consideration to be payed.

To apply this definition the Group assesses whether the contract meets three key evaluations of IFRS 16:

• the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available.

• the Group has the right to obtain substantially all of the economic benefits from use of the identi-fied asset in the period of use, considering its rights within the defined scope of the contract the Group has the right to direct the use of the identified asset throughout the period of use.

• the Group assess whether it has the right to direct 'how and for what purpose' the asset is used in the period of use.
At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the following costs:

- the initial measurement of the lease liability,
- any initial direct costs incurred by the Group,
- an estimate of any costs to dismantle and remove the asset at the end of the lease, and
- any lease payments made in advance of the lease commencement date net of incen-tives.

The Group depreciates the right-of-use assets on a straight-line basis from the lease com-mencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.
The Group also assesses the right-of-use asset for impairment when such indicators exist.
At the beginning of leasing date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease. The Group uses an incremental borrowing rate if the implicit rate is not available.

Lease payments included in the measurement of the lease liability are made up of the following:

- fixed payments
- variable payments based on an index or rate,
- amounts expected to be payable under a residual value guarantee and
- payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has decided to choose for the possibility of IFRS 16 to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment and lease liabilities have been included in loans and borrowings or current liabilities and accruals.

1.11 Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical costs in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future reductive use which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.
- Exchange differences on transactions entered into

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in order to hedge foreign currency risks.

- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Euros using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognized in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset) all of the exchange differences accumulated in equity in respect of the operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognized in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognized in other comprehensive income.

1.12 Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

1.13 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before tax" as reported in the consolidated statement of profit or loss and other comprehensive income, because items in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax based used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.
The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to

the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized., based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the consequences that would follow from the manner in which the Group expects at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination the tax effect is included in the accounting from the business combination.

1.14 Property, plant and equipment and Intangible fixed assets

Property, plant and equipment (with the exception of land) and intangible assets are stated at cost, being the fair value of the consideration given to acquire or construct the asset, including directly attributable costs required to bring the asset to the location or to a condition necessary for operation and the direct cost of dismantling and removing the asset, less accumulated depreciation and any accumulated impairment losses.

Intangible assets include goodwill.

Property, plant and equipment (with the exception of land and buildings) are depreciated to their estimated residual value over the estimated useful life of the specific asset concerned. Identifiable intangible assets with a finite life are amortized on a straight-line basis and/or UOP basis over their expected useful life. Reference is made to note 1.23 for more details on the application of the UOP method. Goodwill is not amortized. Land and buildings are valued at Fair Value in accordance with IFRS 13 and changes are accounted for in other comprehensive income.
The major categories of property, plant and equipment (with the exception of land and buildings) and intangible assets are depreciated/amortized on a UOP and/or straight-line basis as follows:

Land	fair value model
Buildings	0%
Plant and equipment:	10% - 33%
Other operating assets:	2%

Assets under finance leases, where substantially all the risks and rewards of ownership transfer to the Group as lessee, are capitalized and depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. All other leases are classified as operating leases, the expenditures for which are charged against income over the accounting periods covered by the lease term.

1.15 Biological assets

Agri Resources Group points in its consolidated financial statements land for the cultivation of vanilla and spices measured at fair value. Through the long lifecycle and harvest cycle a fair value approach according to IFRS respective IAS 41 was not applicable in the previous years. In the financial year 2019 significant progress was made and therefore it became apparent that Agro Natural Resources Madagascar S.A. has to account for their biological assets according to IAS 41. It is the Group's position that the vanilla plant has to be separated into a bearer plant part (vanilla tendril) and biological assets / agricultural produce.

The vanilla tendril as a bearer plant falls within the scope of IAS 16 with the result that the initial recognition of the vanilla tendril has to be accounted at cost. The initial recognition is finished after the bearer plant is classified by the Group as ready to use. The subsequent measurement of the vanilla tendril is initial recognition less amortization measured over the useful lifetime. As a consequence, all costs relating to the vanilla tendril are classified as maintenance cost.

The Group recognizes the vanilla beans as a biological asset, as vanilla beans are a biological asset, which are not classified as a bearer plant and clearly identifiable on the bearer plant. Also the entity controls the asset as a result of past events, if the company will have probable future economic benefits, and the fair value or cost of the asset can be measured reliably. Therefore the company has to value the not harvested vanilla beans on initial recognition at fair value (market value) less estimated costs to sell. The Group accounted for the profit resulting from fair value measurement of the not harvested vanilla beans within the financial year 2019. The gain on initial recognition of these biological assets at fair value less costs to sell is included in profit

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or loss (other financial income, see note 4). The vanilla beans will be subsequent measured at fair value less estimated costs to sell at the point of harvest or a subsequent reporting period.

1.16 Impairment

At the end of each reporting period the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

When a reasonable and consistent basis can be identified, Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount but so that the increased carrying amount, does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognized immediately in profit or loss unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.17 Inventories

Production Inventories are stated at the lower of cost and net realizable value. Costs of inventories are determined on a first-in-first-out basis. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

The Trading inventories are stated at Fair Value less costs to sell.

1.18 Provisions

Provisions are recognized when the Group has a present obligation as a result of a past event it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

1.19 Financial instruments

Financial assets and financial liabilities are recognized when a group entity becomes a party to the contractual provisions of the instruments.

Since 1 January 2018 the Group classifies its financial instruments as either financial assets at amortised cost, at fair value through other comprehensive income (FVTOCI) or at fair value through profit or loss (FVTPL). The classification depends on the Group´s business model for managing the financial assets and contractual terms of the cash flows.

Amortised cost : Assets that are held for collection of contractual cash flows represent solely payments of principal and interest. Interest income frome those

financial is included in finance income.

FVTOCI : Assets that are held for collection of contractual cash flows and for selling the financial assets, where the cash flows of the assets represent solely payments of principal and interest.Interest income from these financial assets is included in finance income using the effective interest rate method. Unrealized gains or losses are recorded as a fair value adjustment in the consolidated statement of comprehensive income and transfered to the consolidated income statement when this financial asset is sold. Exchange gains and losses and impairments related to these financial assets are immediately recognized in the consolidated income statement.

FVTPL : Assets that do not meet the criterias for amortised cost or FVTOCI. Changes in fair value of financial instruments at FVPL are immediately recognized in the consolidated income statement.

Listed redeemable notes held by the Group that are traded in an active market are classified as FVTPL and are stated at fair value at the end of each reporting period. Changes in the carrying amount of FVTPL monetary financial assets relating to changes in foreign currency rates, interest income calculated using the effective interest method and dividends on FVTPL equity investments are recognized in profit or loss. Other changes in the carrying amount of FVTPL financial assets are recognized in other comprehensive income and accumulated under the heading of investments revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Dividends on FVTPL equity instruments are recognized in profit or loss when the Group's right to receive the dividends is established.

The fair value of FVTPL monetary financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate prevailing at the end of the reporting period. The foreign exchange gains and losses that are recognized in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognized in other comprehensive income.

FVTPL equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

Financial assets are initially recognised at fair value on the trade date, including, in the case of instruments not recordedat fair value through profit or loss, directly attributable costs. Other investments, provisionally priced trade receivables and derivates are carried at fair value. Trade receivables (without provisional price features), loans and other receivables are carried at amortised cost adjusted for any loss allowance.

Financial liabilities (except derivates and liabilities with provisional price features) are initially recognised at fair value of consideration received net of transaction costs as appropriate and subsequently carried at amortised cost. Derivates and financial liabilities including provisional price features are carried at FVTPL

1.20 Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For FVTPL equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment. For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as a default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables assets are assessed for impairment on a collective basis even if they were assessed not to be impaired individually. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

A loss allowance for expected credit losses is determined for all financial assets, other than those at FVTPL, at

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the end of each reporting period. The expected credit loss recognised represents a probability-weighted estimate of credit losses over the expected life of the financial instrument. Agri Resources Group applies the simplified approach to measure the loss allowance for trade receivables classified as amortised cost using the lifetime expected loss provision. The expected credit loss on trade receivables is estimated using a provision matrix by reference to past default experience and an equivalent credit rating, adjusted as appropriate for current observable data and forward-looking information. For all other financial assets at amortised cost the Group recognises lifetime expected credit losses when there has been a significant increase in credit risk since initial recognition.

For financial assets carried at amortised cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

In respect of FVTPL equity securities, impairment losses previously recognized in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognized in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of FVTPL debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

1.21 De-recognition of financial assets and financial liabilities

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

On de-recognition of a financial asset other than its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the group allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognizes on the basis of the relative fair values of those parts on the date of the transfer.

The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or losses allocated to it that had been recognized in other comprehensive income is recognized in profit or loss. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

NOTE 1.

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

1.22 Derivatives and hedging activities

Derivative instruments, which mainly include contracts to sell or purchase commodities that do not meet the own use exemption, as well as FX derivatives to a minor extend, are initially recognize at fair value when the Company becomes a party to the contractual provisions of the instrument and are subsequently re-measured to fair value at the end of each reporting period. Fair values are determined using quoted market prices, dealer price quotations or using models and other valuation techniques, the key inputs for which include current market and contractual prices of the underlying instrument, time to expiry, yield curves, volatility of the underlying instrument and counterparty risk.

Gains and losses on derivative instruments for which hedge accounting is not applied, other than the revenue adjustment mechanism embedded within provisionally priced sales, are recognized in cost of goods sold.

Those derivatives qualifying and designated as hedges are either:
(i) a Fair Value Hedge of the change in fair value of a recognized asset or liability or an unrecognized firm commitment, or
(ii) a Cash Flow Hedge of the change in cash flows to be received or paid relating to a recognized asset or liability or a highly probably transaction.

A change in the fair value of derivatives designated as a Fair Value Hedge is reflected together with the change in the fair value of the hedged item in the statement of income.

A change in the fair value of derivatives designated as a Cash Flow Hedge is initially recognized as a cash flow hedge reserve in shareholders' equity. The deferred amount is then released to the statement of income in the same periods during which the hedged transaction affects the statement of income. Hedge ineffectiveness is recorded in the statement of income when it occurs.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in shareholders' equity and is recognized in the statement of income when the committed or forecast transaction is ultimately recognized in the statement of income.

A derivative may be embedded in a "host contract". Such combinations are known as hybrid instruments and at the date of issuance, the embedded derivative is separated from the host contract and accounted for as a stand-alone derivative if the criteria for separation are met. The host contract is accounted for in accordance with its relevant accounting policy.

1.23 Critical accounting policies, key judgments and estimates

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual outcomes could differ from those estimates. Reference is made to note 1.2 concerning the changes in accounting estimates that are applied in 2018.

The Company has identified the following areas as being critical of understanding the Company's financial position as they require management to make complex and/or subjective judgments and estimates about matters that are inherently uncertain:

Depreciation and amortization of property plant and equipment

Certain plant and equipment are depreciated / amortized using UOP rate of depreciation / amortization, and therefore the annual charge to operations, can fluctuate from initial estimates. This could generally result when there are significant changes in any of the factors or assumptions. Such changes could similarly impact the useful lives of assets depreciated on a straight line basis.

Assessments of extraction of UOP rates against the estimated operating and development plan are performed regularly.

Impairments

Investments in Associates and other investments,

NOTE 1.

advances, and loans and property, plant and equipment, and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be fully recoverable or at least annually for goodwill and other indefinite life intangible assets.

If an asset's recoverable amount is less than the assets' carrying amount, an impairment loss is recognized. Future cash flow estimates which are used to calculate the asset's fair value are based on expectations about future operations primarily comprising estimates about production and sales volumes, commodity prices, reserves and resources, operating rehabilitations and restoration costs and capital expenditures. Changes in such estimates could impact recoverable values of these assets.

Estimates are reviewed regularly by management.

Valuation of derivative instruments

Derivative instruments are carried at fair value and the company evaluates the quality and reliability of the assumptions and data used to measure fair value in the three hierarchy levels, Level 1, 2 and 3, as prescribed by IFRS 7.

Fair values are determined in the following ways: externally verified via comparison to quoted market prices in active markets (Level 1); by using models with externally verifiably inputs (Level2); or using alternative procedures such as comparison to comparable instruments and/or using models with unobservable market inputs requiring the Company to make market based assumptions (Level 3).

Provisions

The amount recognized as a provision, including tax, legal, restoration and rehabilitation, contractual and other exposures or obligations is the best estimate of the consideration required to settle the related liability, including any related interest charges, taking into account the risks and uncertainties surrounding the obligation. The Group assesses its liabilities and contingencies based upon the best information available, relevant tax laws and other appropriate requirements.

Fair Value measurements

In addition to recognizing derivative instruments at fair value, as discussed above, an assessment of fair value of assets and liabilities is also required in accounting for other transaction most notably, business combinations and disclosures related to fair values of marketing inventories, financial assets and liabilities. In such instances, fair value measurements are estimated based on the amounts for which the assets and liabilities could be exchanged at the relevant transaction date or reporting period end, and are therefore not necessarily reflective of the likely cash flow upon actual settlements. Where fair value measurements cannot be derived from publicly available information, they are estimated using models and other valuation methods. To the extent possible, the assumptions and inputs take into account externally verifiable inputs. However, such information is by nature subject to uncertainty; particularly where comparable market based transactions rarely exist. The company applies the fair value model to its agricultural land assets for which valuations are obtained using generally accepted valuation techniques that have been reviewed and approved by third party experts.

Extension options for leases

When the Group has the option to extend a lease, management uses its judgement to determine whether or not an option would be reasonably certain to be exercised. The Group's Management considers all facts and circumstances including their past practice, experience and any cost that will be incurred in the future to change the lease asset if an option to extend is not taken. Based on these evaluation management decides and determine the lease term. No potential lease payments have been excluded in the lease liabilities as management is reasonably certain that all the extension options will be exercised.

NOTE 2. SEGMENT INFORMATION

2.1 General

The company goal is to secure and develop farming activities in Africa, with products such as crops, vanilla and spices.

The crops activities are based in Ghana, Republic of Congo, Republic of Guinea, and the vanilla and spices activities in Madagascar,Mauritius and Indonesia.

Beginning 2018, the Company has sold the trading activities to its parent company Agricorp Invest S.A. (at arm's length conditions). Due to the fact that the company is focused on this single segment, a further segment report cannot be provided due to commercial sensitivities.

NOTE 3. INCOME AND EXPENSES

EUR 1.000	31/12/2019	31/12/2018
Selling expenses		
Personnel	106	32
Sales and marketing expenses	3	64
Total selling expenses	**109**	**96**
Administrative expenses		
Personnel	1 032	606
Professional services fees	456	456
Facilities and offices	135	149
Other operating expenses	357	171
Depreciation and amortization		
Total administrative expenses	**1 981**	**1 382**
Total operating expenses	**2 091**	**1 478**
Breakdown: depreciation and amortization		
Property Plant and Equipment	1.092	710
Intangible assets	-	39
right-of-use assets	77	0
total depreciation and amortization	**1.169**	**2.107**
Allocated to production costs		**-40**
As included in administrative expenses	**1.169**	**709**

The average number of employees of the Group during the year, converted to full-time equivalents, was 360 of which 359 are employed outside the Luxembourg. In the personnel expenses an amount of EUR 1 thousand (2018:EUR 103 thousand) related to pension premiums is included.

NOTE 4. FINANCIAL INCOME AND EXPENSES

EUR 1.000	2019	2018
Financial income and expense		
Other interest income and similar income	316	217
Interest expenses and similar charges	-1 467	-1 039
Interest expense for leasing arrangements	-222	-
Other financing income	1 128	1 173
Other financing expenses	-481	-905
Total financial income and expense	**-726**	**-554**
Income from foreign exchange		
Forex gains	145	0
Forex losses	-150	0
Total income from foreign exchange	**-5**	**0**
Total financial income and expense	**-731**	**-554**

NOTE 5. TAXATION

Income taxes consist of the following:

EUR 1.000	2019		2018	
	%	EUR	%	EUR
Taxable result		110		36
Tax burden based on Luxembourg nominal rate	18,0%	-20	18,0%	-6
Tax rate differences.	1,7%	2	-7,0%	-3
Taxation on result on ordinary activities	**-16,3%**	**-18**	**-71,4%**	**-9**

The effective tax rate on the group results rate differs from the statutory Luxembourg corporate income tax rate applicable to the Company mainly due to increased activity in the farming operations in Africa.

NOTE 6. PROPERTY PLANT AND EQUIPMENT

The movements in Property plant and equipment are as follows:

EUR 1.000	Agricultural land & related concessions	Buildings	Plant and machinery	Biological assets	Other operating assets	Total
Gross carrying amount						
1 January 2018	118.660	673	1.047	-	1.716	122.096
Additions	-	204	7.858	125	477	8.664
Acquisition	-	-	-	-	-	-
Disposal	-	-	-	-	-	-
Revaluation	5.190	-	-	-	-	5.190
31 December 2018	**123.850**	**877**	**8.905**	**125**	**2.193**	**135.950**
Accumulated depreciation and impairments						
1 January 2018	-	72	281	-	6	359
Depreciation	-	21	592	-	97	710
31 December 2018	**_**	**93**	**873**	**-**	**103**	**1.069**
Net book value at 31 December 2018	**123.850**	**784**	**8.032**	**125**	**2.090**	**134.882**

EUR 1.000	Agricultural land & related concessions	Buildings	Plant and machinery	Biological assets	Other operating assets	Total
Gross carrying amount						
1 January 2019	123 850	877	8 905	125	2 193	135 950
Reallocations	3 700		1 210	95	113	5 118
Additions	-	-	-	-	-	-
Acquisition	-	-	-	-	-	-
Revaluation	28 615	-	-	57	-	28 672
31 December 2019	156 165	**877**	**10 115**	**277**	**2 306**	**169 740**
Accumulated depreciation and impairments						
1 January 2019	-	93	873	-	103	1 069
Acquisition	-	-	-	-	-	-
Depreciation	81	185	882	-	21	1 169
31 December 2019	**81**	**278**	**1 755**	**-**	**124**	**2 238**
Net book value at 31 December 2019	**156 084**	**599**	**8 360**	**277**	**2 182**	**167 502**

NOTE 6.

Included in the above line items are right-of-use assets over the following:

	EUR
Agricultural land & related Concessions	3.623
Buildings	-
Plant & machinery	-
Biological Assets	-
Other operating assets (IT-Equipment and Vehicles)	-
	3.623

Agricultural land

The Land and buildings contain the agricultural land assets that are related to the assets held in Ghana, Republic of Congo, Republic of Guinea and Madagascar.

The overview of the assets is as follows:

Ghana: Secured lands for the cultivation of crops: maize, soybean and poultry breeding. Our operation includes a waterway and grain drying facility.

Republic of Congo: Secured lands for the cultivation of crops, mainly rice - 50 years lease in Dolisie/Louvakou.

Republic of Guinea: Secured lands for farming in Moriah for the cultivation of seed rice and Bouliwell - Duration of 35 years.

Madagascar: Secured lands for the cultivation of vanilla and spices - Long-term leases of 99 years.

Our operation owns processing and storage facilities.

The valuation is executed by internal experts and then reviewed and confirmed by third party experts. As there is no direct market or comparable market data available, the fair value is determined in accordance with the level 3 principles under IFRS. This means that the valuation is based on generally accepted valuation methods (discounted cash flow models).

The main parameters used are local sales prices, expenses and investments that are derived from company data or other sources and converted to the applicable situation. The weighted average costs of capital that is used in the calculations ranges from 9% to 11,93%.

The biological assets are the vanilla beans, which are not classified as a bearer plant and clearly identifiable on the bearer plant, reference is made to note 1.14.

NOTE 7. INVENTORIES

EUR 1.000	31/12/2019	31/12/2018
Raw materials and consumables	2 053	739
Goods in transit	-	-
Work in progress	271	271
Finished goods	**1 514**	**383**
Total inventories	**3 838**	**1 392**

The raw materials and consumables are the acquired input resources for the new harvests in the various companies.The finished goods are mainly related to the vanilla operation in Madagascar. All material is pre-sold, which implies that the Company does not run any price risk. This stock is valued at fair value by using the sales prices minus costs to sell and costs to process further. No impairment has been recorded for the inventories during the year.

NOTE 8. RECEIVABLES, PREPAYMENTS AND ACCRUED INCOME

EUR 1.000	31/12/2019	31/12/2018
Trade receivables	784	89
Shareholder	773	1 020
Related parties	4 516	6 048
Other receivables	19	51
Taxation	10	195
Prepayments and accrued income	64	53
Total receivables, prepayments and accrued income	**6 166**	**7 457**

Regarding the trade receivables the Group applies a simplified approach to measure the loss allowance for trade receivables classified as amortised cost using the lifetime expected loss provision (see note 1.4 regarding the new IFRS 9). The expected credit loss on trade receivables is estimated using a provision matrix by reference to past default experience and credit rating, adjusted as appropriate for current observable data. The following table details the risk profile of trade receivables based on the Groups´s provision matrix:

EUR 1.000	expected default rate	Gross carrying amount in EUR	Credit Loss allowance
Current	7,44%	843	63
1-30 days past due	5,61%	0	0
31-60 days past due	8,04%	0	0
61-90 days past due	11;09%	0	0
more than 90 days past due	12,92%	0	0
		843	63

The provision for doubtful receivables as at 31 December 2019 amounts to a total of EUR 63 thousand (2018: EUR 2 thousand, see note 1.4, table 2)

The difference between the Credit loss allowance as per 31 December 2018 and 31 December 2019 amounts to EUR 61 thousand and is recognized as other financial income.

The receivables towards related parties result from financing activities within the Group (reference is made to note 14 regarding the corresponding liabilities).

NOTE 9. CASH AND CASH EQUIVALENTS

The amount of EUR 594 thousand in Cash and Cash Equivalents is unrestricted and free for the Company to use.

NOTE 10. SHARE CAPITAL AND RESERVES

The movement in Equity is provided in E. Consolidated statement of changes in equity.

Isued Share Capital

The share capital amounts to EUR 91.000k divided into 9.100.000.000 ordinary shares with a nominal value of EUR 0,01 each, owned 100% by Agricorp Invest S.A.

Translation Reserve

The translation reserve comprises of all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as from the translation of intercompany loans of permanent nature.

Revaluation Reserve

In accordance with Luxembourg law, the result that applies to the revaluations of assets is non-distributional and allocated to the revaluation reserve (legal reserve).

NOTE 11. LIABILITIES

EUR 1.000	31/12/2019	31/12/2018
Long-term liabilities		
Bank loans (> 1 year)	-	-
Bonds	16 304	13 565
IFRS 16 Leasing Liability	3 687	-
Other Long-term Liabilities	190	10
	20 180	13 575
Current liabilities and accruals		
Bank loans (< 1 year)	249	-
Short term portion of bonds	-	-
Short term portion of IFRS 16 Leasing Liability	-	-
Leasing Liability		
Trade payables	976	1 837
Shareholder payable	-	-
Related parties payable	4 561	7 789
Taxes and social security charges	(167)	23
Other current liabilities	175	32
Accrued liabilities and deferred income	136	66
	5 931	9 747

Reconciliation of liabilities arising from financing activities.

	Long-term borrowings	Short-term borrowings	Lease liabilities	Totall
1 January 2018	5 396	13 225	-	18 621
Cash-flows				
-Repayment	-	-6 400	-	-6 400
-Proceeds	8 180	2 712	-	10 892
Non-cash				
-Foreign exchange movements	-	210	-	210
-Addition to right-of use asset in exchange for increased lease liabilities	-	-	-	-
-Reclassification	-	-	-	-
31 December 2018	13 576	9 747	-	23 323

	Long-term borrowings	Short-term borrowings	Lease liabilities	Totall
1 January 2019	13 576	9 747	3.700	23 323
Adoption of IFRS 16	-	-	-	3.918
Revised 1 January 2019	13 576	9 747	-	27 010
Cash-flows				
-Repayment	-	-2 979	-231	-3.210
-Proceeds	2 918	-	-218	3.136
Non-cash				
-Foreign exchange movements	-	-838	-	-838
-Addition to right-of-use asset in exchange for increased lease liabilities	-	-	-	-
-Reclassification	-	-	-	-
31 December 2019	16 494	5 930	3 687	26 111

NOTE 11.

Long Term Liabilities

Bonds represent the bond that was launched in 2016 on the Frankfurt Exchange. The term is 5 years (maturity on 17 June 2021) with an interest of 8% per annum. The Fair value of the bonds amount to EUR 16.051 thousand at 31 December 2019.

Current Liabilities and Accruals

The company has no bank overdrafts or loans.

NOTE 12. LEASING

The Group has leases for port land concessions, warehouses and related facilities, offices, plant and machinery, some IT equipment and some vehicles. With the exception of short- term leases and leases of low-value underlying assets, each lease is reflected on the bal-ance sheet as a right-of-use asset and a lease liability. Leases of the Group do not contain variable lease payments.

The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see Note 6), with the exemption of leases for port operation concessions which are classified separate within intangible assets .

Leases of vehicles and IT equipment are generally limited to a lease term of 2 to 5 years.

Leases of property generally have a lease term ranging from 5 years to 99 years however most leases of property are generally expected to be limited to 5 years or less except in special circumstances (concessions on land).
Lease payments of the Group are generally fixed.

Each lease generally has restrictions that, unless there is a contractual right for the Group to sub-rent the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee.

Some leases contain an option to purchase the underlying asset at the end of the lease, or to ex-tend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security. For leases over office and other buildings the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group has to insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	No. of right of use assets leased	Range of remaining term	Average remaining term	No. of leases with extension options	No. of leases with options to purchase	No. of leases with termination options
Concessions (tangible)	4	47	47	4	0	0

NOTE 12.

Right-of-use assets

Additional information on the right-of-use assets by class of assets is as follows:

EUR	Asset	Carrying Amount	Additions	Depreciation	Impairment
Concessions (tangible)	4	3.700	-	77	-

The right-of-use assets are included in the same line item as where the corresponding underlying assets would be presented if they were owned.

Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

	31/12/2019	31/12/2018
Non-current	3.687	0

The Group has no possible future lease termination options, therefore additional information on the lease liabilities and amounts in respect of possible future lease termination options not recognised are given.

At 31 December 2019 the Group had not committed to leases which had not commenced.
The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of lease liabilities at 31 December 2019 is as follows:

Minimum lease payment due									
	Within 1 year	1-2 years	2-3 years	3-4 years	4-5 years	5-10 years	10-25 years	Over 25 years	total
31.12.2018									
Lease payments	-	-	-	-	-	-	-	11.169.949	11.169.949
Net present value	-	-	-	-	-	-	-	3.700.009	3.700.009
31.12.2019									
Lease payments	-	-	-	-	-	-	-	10.911.545	10.911.545
Net present value	-	-	-	-	-	-	-	3.679.684	3.679.684

NOTE 12.

Lease payments not recognised as a liability

The group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

	EUR
Short-term leases	40.615
Leases of low value assets	0

At 31 December 2019 the Group was committed to short term leases and the total commitment at that date was EUR 15 000€.

The group has no leases with Variable lease payments

Additional profit or loss and cash flow information

Total cash outflow in respect of leases in the year EUR	231.152

For interest expense in relation to leasing liabilities, refer to finance costs (Note 4)

NOTE 13. FINANCIAL INSTRUMENTS

The table below provides an overview of the financial instruments of the Group. Financial instruments of the class fair value through profit and loss ("FVTPL") and fair value through other comprehensive income ("FVTOCI") are not applicable.

2018 EUR 1.000	note	amortised cost	total
Financial fixed assets (other receivables)	-	37	37
Trade receivables	9	89	89
Receivables, prepayments and accrued income	9	10 268	10.268
Cash and cash equivalents		187	187
Total financial assets		**10.581**	**10.581**
Borrowings (> 1 year)	12	13 575	13.575
Current liabilities and accruals	12	9 747	9.747
Total financial liabilities		**23 322**	**23 322**

2019 EUR 1.000	note	amortised cost	total
Financial fixed assets (other receivables)	9	37	37
Trade receivables	9	784	784
Receivables, prepayments and accrued income	10	5.382	5.382
Cash and cash equivalents	10	594	594
Total financial assets		**6 797**	**6 797**
Borrowings (> 1 year)	12	20.180	20.180
Current liabilities and accruals	12	5.931	5.931
Total financial liabilities		**26.111**	**26.111**

Fair Value Measurements

Fair values are primarily determined using quoted market prices or standard pricing models using observable market inputs where available and are presented to reflect the expected gross future cash in/ outflows. Agri Resources Group S.A. classifies the fair values of its financial instruments into a three level hierarchy based on the degree of the source and observability of the inputs that are used to derive the fair value of the financial asset or liability as follows:

Level 1 - Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that Agri Resources Group S.A. can assess at the measurement date; or
Level 2 - Inputs other than quoted inputs included in Level 1 that are observable for the assets or liabilities, either directly or indirectly; or
Level 3 - Unobservable inputs for the assets or liabilities, requiring Agri Resources Group S.A. to make market based assumptions.

In the table above (in which the financial instruments are presented) no fair value is applied and during the year no amounts were transferred between Level 1, Level 2 and Level 3 of the fair value hierarchy. As at 31 December 2018 no financial assets and liabilities were subject to offsetting.

NOTE 13.

Financial and Capital Risk Management

The Group has exposure to the following risks arising from financial instruments:

Credit risk
Liquidity risk
Market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk. During 2018 and 2016 none of the Group's revenue attributable to sales transactions with a single multinational customer exceeded 10% of the total revenue.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's payment and delivery terms and conditions are offered. This is done in close cooperation with financial institutions such as banks and credit insurance companies. Nevertheless, in principle insurance coverage is obtained for all Trade Receivables.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Market risk

Market risk is the risk that results out of changes in market prices, such as foreign exchange rates, interest rates, market prices and equity prices and will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.
The Group buys and sells derivatives in order to manage market risks. All such transactions are carried out within the guidelines set by the Group. In principle all derivatives are accounted at FVTPL; if required and appropriate, the Group seeks to apply hedge accounting in order to manage volatility in profit or loss.

Currency risk

The Production facilities mainly enter in to euro agreements and therefore, the currency risk is insignificant.
The activities are mainly exposed to the USD/EUR exchange rate versus local currencies, as the sales and purchases are predominantly in USD or EUR whilst the local expenses are denominated in the local African currencies. However, the currency risk is limited as the gross margin is mainly fixed in USD or EUR and the local currencies have a downward trend and are of decreased significance in the total.

Interest rates

To limit the interest rate risk, the Company decided to only give out and obtain loans with a fixed interest rate. For overdraft facilities the risk is limited due to the short term of these facilities.

Market price risk

The alternative source of the products that the Company produces comes from the international markets and for these products the global market prices apply. These prices are transparent. As our production is in the lower quarter of the production curve and the fact that our operations are in the local markets (more efficient logistics), the market price risk exposure to the group is limited and brought to acceptable levels.

When instruments are required, the Company prepares a sensitivity analysis with regards to the impact of the changes in commodity price and (if applicable) the changes in foreign currency risks. Based on this analysis an adequate non speculative hedging strategy is applied. At 31 December 2018, the Company has no hedging instruments and no results are realized on hedging instruments during the years 2017 and 2018.

NOTE 14. REMUNERATION OF KEY MANAGEMENT

The remuneration of key management is borne by the parent company.

NOTE 15. TRANSACTIONS WITH RELATED PARTIES

Beginning 2018, the Company has sold the trading activities to its parent company Agricorp Invest S.A. As a result the related party transactions of 2019 and 2018 are mainly related to trading activities and loans in relation to this activities. Those trading activities and loans are provided at market conditions.

EUR 1.000	Note	2019	2018
Shareholder <1yr	9	773	1 020
Related parties (associated Companies) <1yr	10	4 516	6.048
Total Receivables		**5.289**	**7.069**
Related parties <1yr	14	4.561	7.789
Total Liabilities		**4.561**	**7.789**

NOTE 16. GUARANTEES

The Company has not provided any corporate guarantees.

NOTE 17. CONTINGENT ASSETS AND LIABILITIES

In the course of business, the company is involved in discussions with business partners from time to time. These discussions may include the interpretation and compliance with the terms and conditions of agreements and may also include claims made by the company, as well as against the company. At year end, no claims against the company existed - if any - that were assessed to be probable, nor possible to be successful.

NOTE 18. AUDITOR'S REMUNERATION

EUR 1.000	2019	2018
Audit of the financial statements	84	44
Other audit engagements	-	-
Total professional service fees	**84**	**44**

NOTE 24. LIST OF PRINCIPAL OPERATING, FINANCIAL SUBSIDIARIES AND INVESTMENTS

Name	Country of incorporation	Ownership interest	
		2019	2018
Consolidated (direct)			
Agri Resources International SARL	Luxembourg	100,0%	100,0%
Agro Resources Congo S.A.	Republic of Congo	99,69%	80,0%
Agro Resources Mauritius Ltd.	Mauritius	80,0%	80,0%
Consolidated (indirect)			
Agro Natural Resources Madagascar S.A.	Madagascar	99,0%	99,0%
Prang Agro Resources Ltd.	Ghana	90,0%	90,0%
Societe Agricole de Guinee S.A.	Republic of Guinea	75,0%	75,0%
Ghana Agri S.A.	Luxembourg	100,0%	100,0%
PT Agri Resources Indonesia	Indonesia	75,0%	75,0%
Agri Vanilla and Spices Asia Pte. Ltd.	Singapore	100,0%	100,0%

SIGNING OF THE FINANCIAL STATEMENTS

Luxembourg, March 19th 2020

Anouar Belli
Director A

Sebastien Maurin
Director B

03 AGRI RESOURCES OTHER INFORMATION

OTHER INFORMATION

INDEPENDENT AUDITOR'S REPORT

Reference is made to the independent auditor's report on page 67.

SUBSEQUENT EVENTS

No reportable matters.

APPROPRIATION OF RESULTS

The profit earned in a financial year is at the disposal of the general meeting. The Company may pay dividends only insofar as its equity exceeds the paid-in and called-up capital plus the reserves the company is required by law to maintain. Dividends are paid after adoption of the annual accounts, if the annual accounts demonstrate that dividend payments are permissible. Dividends are due and payable immediately after they are declared, unless the general meeting fixes another date in the relevant resolution. A shareholder's claim to a dividend will lapse five years after the dividend becomes due and payable. The general meeting may resolve to pay interim dividends and to pay dividends from a reserve that the Company is not required by law to maintain. The general meeting may resolve to pay dividends in kind. The shares held by the Company in its own capital are to be disregarded in the calculation of the amount of dividend to be paid on shares.

APPROPRIATION OF RESULT FOR THE FINANCIAL YEAR 2018

The Company-only annual report of 2018 was approved in the General Meeting of Shareholders. The General Meeting of Shareholders has determined that the appropriation of result in accordance with the proposal being made to add the result of 2018 to the other reserves.

PROPOSED APPROPRIATION OF RESULT FOR THE FINANCIAL YEAR 2019

The Board of Directors proposes to transfer the result over the financial year 2019 to the other reserves. The financial statements do not yet reflect this proposal.

04 AGRI RESOURCES INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To: the General Meeting of Agri Resources Group S.A.

OUR OPINION

In our opinion the accompanying consolidated financial statements give a true and fair view of the financial position of Agri Resources Group S.A. as at 31 December 2019 and of its results and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS).

WHAT WE HAVE AUDITED

We have audited the accompanying financial statements for the year ending 2019 of Agri Resources Group S.A. Luxembourg ('the Company'). The financial statements include the consolidated financial statements of Agri Resources Group S.A. and its subsidiaries (together: 'the Group') and the company financial statements.

The consolidated financial statements comprise:

Consolidated statement of profit or loss
Consolidated statement of other comprehensive income Consolidated statement of financial position Consolidated statement of cash flows
Consolidated statement of changes in equity
Notes to the financial statements

The financial reporting framework that has been applied in the preparation of the consolidated financial statements are International Financial Reporting Standards as adopted by the European Union.

THE BASIS FOR OUR OPINION

We conducted our audit in accordance with International Standards on Auditing. Our responsibility under those standards is further described in the section 'Our responsibilities for the audit of the financial statements' of our report.
We are independent of Agri Resources Group S.A. in accordance with the IFAC Code on independence requirements. Furthermore, we have complied with the §§ 43, 49, 55 WPO; §§ 2f, 20ff (statue for German Auditors) and §§ 319 HGB (German Commercial Code).
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the General Meeting of Agri Resources Group S.A., but these are not a comprehensive reflection of all matters that were identified by our audit and that we discussed. We described the key audit matters and included a summary of the audit procedures we performed on those matters.

The key audit matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters or on specific elements of the financial statements. Any comments we make on the results of our procedures should be read in this context.

Key Audit Matter and description	Our audit response on Key Audit Matter
Fair Value valuation of land and buildings and intangible assets The company has disclosed an amount of EUR 156.085 million assumed land and buildings under property plant and equipment valued at fair value. The valuation of the Fair Value is subject to the future performances of the companies, industries, commodity prices, projects as well as foreign exchange rates. This requires management to closely monitor the carrying values. In 2019 no impairments were noted.	We reviewed management's assessment of the indicators of any impairment and challenged significant underlying assumptions. Furthermore, we assessed the appropriateness of management's recoverable value models, which included the inherent model inputs and significant assumptions. The valuation was carried out by a third party, we checked the appropriateness of the third party valuation in connection with ISA 620. We challenged the significant inputs and assumptions used in impairment testing for intangible assets. We also assessed the adequacy and completeness of impairment related disclosures in the financial statements, including the key assumptions used as well as the sensitivity.
Fair Value of biological assets The company successfully expanded its agricultural projects in Africa during the year 2019. In the financial year 2019 the Group has to account for their biological assets according to IAS 41 and reflect biological assets.	We performed procedures to assess the adequacy and completeness of the valuation of biological assets according to IAS 41. In addition we performed audit procedures on the existence and presentation of the biological assets.
Application of new IFRS The company has to comply with new mandatory IFRS in 2019, which could have a major impact to its actual and retroactive figures.	We performed procedures to check the adequacy and completeness of the application of the new standards. In addition we performed audit procedures on the disclosures and the correct application and presentation according to IFRS 16.

RESPONSIBILITIES OF THE MANAGEMENT BOARD

The management is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and for the preparation of the directors' report, and for
- such internal control as the management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the management should prepare the financial statements using the going concern basis of accounting unless the management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

OUR REPORT ON THE DIRECTORS' REPORT & THE OTHER INFORMATION

We report that the directors' report, to the extent we can assess, is consistent with the financial statements.

OUR APPOINTMENT

We were appointed as auditors of Agri Reosurces Group S.A. on December 16th, 2019 by engagement letter dated on December 16th, 2019.

Berlin, March 19th 2020

Baker Tilly GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft (Düsseldorf)
Charlottenstraße 68
10117 Berlin

Stephan Martens
Partner

Detlef Schröder
Partner

APPENDIX TO OUR AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS 2018 OF AGRI RESOURCES GROUP S.A.

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgement and have maintained professional scepticism throughout the audit in accordance with International Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among others of:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.

- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Concluding on the appropriateness of the management's use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Considering our ultimate responsibility for the opinion on the company's consolidated financial statements we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

[Translator's notes are in square brackets]

General Engagement Terms
for
Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften
[German Public Auditors and Public Audit Firms]
as of January 1, 2017

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [*Translators Note: The German term "Textform" means in written form, but without requiring a signature*] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of Wirtschaftsprüfer: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.

(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party

b) examination of tax assessments in relation to the taxes referred to in (a)

c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)

d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)

e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax**;**

b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;

c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and

d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.

AGRI RESOURCES

CONTACT

AGRI RESOURCES

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