

## Agroton Public Limited announces Tender Offer for its Notes

**NOT FOR DISTRIBUTION TO ANY PERSON RESIDENT AND/OR LOCATED IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL (SEE "INVITATION TO TENDER AND DISTRIBUTION RESTRICTIONS" BELOW)**

### RNS Announcement

**TO: The London Stock Exchange plc  
Company Announcements Department**

### AGROTON PUBLIC LIMITED

**London, 26 October 2016**

Agroton Public Limited (the "**Company**") hereby announces an invitation to the holders ("**Noteholders**") of its US\$50,000,000 12.50 per cent. Notes due 2019 with interest rate step down to 6.00 per cent. in 2013 with ISIN: XS0627994477 and Common Code: 062799447 (the "**Notes**") to tender any and all Notes for repurchase by the Company for cash (the "**Invitation to Tender**"). The Invitation to Tender is made upon the terms and subject to the conditions contained in the tender offer memorandum dated 26 October 2016 (the "**Tender Offer Memorandum**") prepared in connection with the Invitation to Tender, and is subject to the offer and distribution restrictions set out below.

The Company is inviting all Noteholders (subject to the restrictions described in the Tender Offer Memorandum) to offer their Notes for sale to it on the terms set out in the Tender Offer Memorandum.

### Pricing

The Purchase Price (the "**Purchase Price**") for Notes validly tendered will be an amount equal to 30 per cent. of the principal amount of the Notes tendered (being US\$60,000 per denomination of US\$200,000) plus accrued and unpaid interest on each US\$1,000 in principal amount of Notes accepted for purchase ("**Accrued Interest**") and together with the Purchase Price, the "**Purchase Amount**") on the Notes from (and including) 14 July 2016 to (but excluding) the date falling promptly after the Expiration Date (as defined below) as notified by the Issuer to the Noteholders on the Announcement Date (as defined below) (the "**Settlement Date**").

### Key Terms of the Invitation to Tender

The Invitation to Tender begins on the date of this Tender Offer Memorandum (the "**Launch Date**") and expires at 4.00 p.m. (London time) on 2 November 2016 (the "**Expiration Deadline**"), unless the period for the Invitation to Tender is extended or reopened or the Invitation to Tender is amended or terminated. The relevant deadline set by any intermediary or Clearing Systems (as defined herein) will be earlier than this deadline. See "*Procedures for Participating in the Invitation to Tender*". In order to be eligible to have their Notes accepted for repurchase by the Issuer, Noteholders must validly tender their Notes by the Expiration Deadline by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction (as defined herein) that is received by The Bank of New York Mellon, London Branch (the "**Tabulation Agent**") by the Expiration Deadline. An announcement as to whether and if so, to what extent, the Issuer will accept tendered Notes for repurchase is currently expected to occur at or around 3.00 p.m. (London time) on 3 November 2016 (the "**Announcement Date**").

Subject to applicable law and as provided in this Tender Offer Memorandum, the Issuer may, in its sole discretion, extend, reopen, amend, waive any condition of or terminate the Invitation to Tender at any time. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in this Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

**At any time before acceptance of Notes tendered in the Invitation to Tender by the Issuer, the Issuer may, in its sole discretion, terminate the Invitation to Tender, including with respect to Tender Instructions submitted before the time of such termination, by giving notice of such termination by the publication on the website of the London Stock Exchange and a notice delivered to the Clearing Systems for communication to Direct Participants (as defined herein). Immediately on such termination, Notes will**

**cease to be blocked in the relevant account of the Noteholder in the relevant Clearing System. Tenders of Notes in the Invitation to Tender will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.**

**Further Information**

The Invitation to Tender is described in full in the Tender Offer Memorandum which is available for collection from the Tender Agent and Tabulation Agent.

Requests for information in relation to the Invitation to Tender should be directed to:

**Issuer**  
Agroton Public Limited  
1 Lampousas Street  
CY-1095  
Nicosia  
Cyprus

Tel: +380501682493  
Attention: Natalia Zinkevich  
Email: [orlova@agroton.com.ua](mailto:orlova@agroton.com.ua)

Requests for copies of the Tender Offer Memorandum, for information in relation to the procedures for tendering Notes in the Invitation to Tender and the submission of Tender Instructions should be directed to:

**Tender Agent and Tabulation Agent**  
The Bank of New York Mellon, London Branch  
One Canada Square  
London, E14 5AL  
United Kingdom

Tel: +44 1202 689644  
Fax: +44 20 7964 2536  
Attention: Debt Restructuring Services  
Email: [debtstructuring@bnymellon.com](mailto:debtstructuring@bnymellon.com)

**DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Invitation to Tender. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including as to any tax consequences, from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Notes in the Invitation to Tender. Neither the Company nor the Tender Agent and Tabulation Agent makes any recommendation whether Noteholders should tender Notes in the Invitation to Tender.

## INVITATION TO TENDER AND DISTRIBUTION RESTRICTIONS

*The distribution of this Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this Tender Offer Memorandum comes are required by the Issuer and the Tender Agent and Tabulation Agent to inform themselves about and to observe any such restrictions.*

*This Invitation to Tender does not constitute, and may not be used in connection with, an offer to buy Notes or a solicitation to sell Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorised or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Issuer does not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.*

### **United States**

The Invitation to Tender is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, and no Invitation to Tender may be made by any such use, means, instrumentality or facility from or within the United States, or to U.S. persons or by persons located or resident in the United States. Accordingly, copies of this Invitation to Tender and any other documents or materials relating to the Invitation to Tender are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States, or to U.S. persons or to persons located or resident in the United States. Any purported tender of Notes resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal located or resident in the United States will not be accepted.

Each holder of Notes participating in the Invitation to Tender will represent that it is not located in the United States and is not participating in the Invitation to Tender from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Invitation to Tender from the United States. For the purposes of this paragraph, "**United States**" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

### **United Kingdom**

The communication of this Invitation to Tender and any other documents or materials relating to the Invitation to Tender is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons outside the United Kingdom or to persons within the United Kingdom falling within the definition of "investment professionals" (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**")) or within Article 43(2) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order.

### **Ukraine**

Neither the communication of this Invitation to Tender nor any other documents or materials relating to the Invitation to Tender have been, or are intended to be, approved by the National Securities and Stock Market Commission of Ukraine to be admissible for circulation in Ukraine. Accordingly, nothing in this Invitation to Tender and the Tender Offer Memorandum or any other documents or materials relating to the Invitation to Tender shall be interpreted as advertisement of the Notes in Ukraine and must not be made publicly available in Ukraine.

### **Cyprus**

Neither the communication of this Invitation to Tender nor any other documents or materials relating to the Invitation to Tender have been submitted to or will be submitted for approval to the Cyprus Securities and

Exchange Commission of the Republic of Cyprus, since it has not been prepared for the purpose of making an offer of securities to the public in the Republic of Cyprus ("**Cyprus**") requiring such submission under the provisions of the Public Offers and Prospectus Law of 2005 (Law 114(I)/ 2005), as amended, (the "**Cyprus Prospectus Law**"). Accordingly, the Invitation to Tender may not be offered, advertised, distributed, marketed or sold, whether directly or indirectly, to the public in Cyprus and this announcement and the Tender Offer Memorandum (or any other offering material relating to the Invitation to Tender) has not been and will not be released, issued, published, communicated, advertised or disseminated to the public in Cyprus. In accordance with the exceptions set out in section 4 (3) of the Cyprus Prospectus Law, the Notes may only be offered or sold in Cyprus (i) if such offer is addressed solely to qualified investors, and/or (ii) if such offer is subject to a minimum investment per investor of €100,000 for each separate offer and/or (iii) if such Notes are offered to less than 150 natural or legal persons per member state, who are not qualified investors and/ or (iv) if the denomination per unit of the offered securities amounts to at least €100,000 and/or (v) if the total consideration of the securities in the European Union is less €100,000 which shall be calculated over a period of 12 months.

### **Russian Federation**

This Invitation to Tender has not been, and is not intended to be, registered in the Russian Federation. The information contained in this Invitation to Tender does not constitute an advertisement (as defined in Russian law) of any securities in the Russian Federation and must not be passed on to third parties or be made publicly available in the Russian Federation otherwise than in compliance with Russian law.

### **Italy**

Neither the Invitation to Tender nor any other documents or materials relating to the Invitation to Tender have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (CONSOB).

The Invitation to Tender may only be carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act"), and article 35-bis, paragraph 4, of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Holders or beneficial owners of the Notes can tender some or all of the Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in respect of the Notes and/or the Invitation to Tender.

### **Belgium**

Neither this Invitation to Tender nor any other documents or materials relating to the Invitation to Tender have been submitted to or will be submitted for approval or recognition to the Belgian Banking, Finance and Insurance Commission (*Commission bancaire, financière et des assurances/Commissie voor het Bank-, Financie- en Assurantiewezen*) and, accordingly, the Invitation to Tender may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids or as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (together, the "**Belgian Public Offer Law**"), each as amended or replaced from time to time. Accordingly, the Invitation to Tender may not be advertised and the Invitation will not be extended, and neither this Invitation to Tender nor any other documents or materials relating to the Invitation to Tender (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than "**qualified investors**" in the sense of Article 10 of the Belgian Public Offer Law (as amended from time to time), acting on their own account. Insofar as Belgium is concerned, this Invitation to Tender has been issued only for the personal use of the above qualified

investors and exclusively for the purpose of the Invitation. Accordingly, the information contained in this Invitation to Tender may not be used for any other purpose or disclosed to any other person in Belgium.

## **France**

The Invitation to Tender is not being made, directly or indirectly, to the public in the Republic of France ("**France**"). Neither this Invitation to Tender nor any other documents or materials relating to the Invitation to Tender have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals in each case acting on their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code *monétaire et financier*, are eligible to participate in the Invitation. This Invitation to Tender has not been and will not be submitted for clearance to nor approved by the Autorité des Marchés Financiers.

Pursuant to Article 211-3 of the General Regulation of the Autorité des Marchés Financiers, Holders and any Direct Participant are informed that the Notes cannot be distributed (directly or indirectly) to the public in France otherwise than in accordance with Articles L.411-1, L.411-2, L.412-1 and L.621-8 to L.621-8-3 of the French Code *monétaire et financier*.

## **General**

This Tender Offer Memorandum does not constitute an offer to buy or a solicitation of an offer to sell the Notes, and tenders of Notes in response to the Invitation to Tender will not be accepted from Noteholders, in any jurisdiction in which such offer or solicitation is unlawful.