

PRESS RELEASE

ISAGRO SETS CAPITAL INCREASE CONDITIONS

The Board of Directors sets the definitive conditions of the capital increase resolved by the Extraordinary Shareholder's Meeting on April 7th, 2014:

- offering of indivisible packages ("*Pacchetti Inscindibili*") of maximum n. 7,000,000 new ordinary shares and maximum n. 14,175,000 special shares called "Growth Shares" ("*Azioni Sviluppo*"), all lacking of par value, in option, at the same offering price equal to Euro 1.37 each, out of which Euro 1.02 as share premium;
- indivisible packages made of n. 40 ordinary shares and n. 81 Growth Shares, with an assignation *ratio* equal to n. 1 indivisible package for each n. 100 owned ordinary shares, for a total offering price equal to Euro 165.77;
- subject to the release of the required authorizations, offering period from April 22nd, 2014 to May 13th, 2014 and negotiation period on the Stock Exchange of the option rights from April 22nd, to May 6th, 2014.

Milan, April 11th, 2014 – Isagro S.p.A. announces that today Board of Directors' sets the definitive conditions of the capital increase on the basis of the criteria and in execution of the resolutions adopted by the Extraordinary Shareholders' Meeting of Isagro S.p.A. itself ("*Isagro*"), which took place on April 7th, 2014, which approved, following the grant of the possibility of issuing a new category of special shares called "Growth Shares", an indivisible capital increase to be paid in cash, for a maximum amount (including the possible share premium) of Euro 29,500,000.00, by issuing ordinary shares and special shares called "Growth Shares", both with no par value, to be jointly offered in option to shareholders

The Board of Directors, in details, resolved:

- (i) to set the offering price of each ordinary share and Growth Share to be offered in option the shareholders at Euro 1.37, out of which Euro 1.02 as share premium, discounting by 35.9% the Theoretical Ex Right Price – TERP of the existing ordinary shares;
- (ii) to set at 7,000,000 the maximum number of ordinary shares, for a maximum value equal to Euro 9,590,000.00, at 14,175,000.00 the maximum number of Growth Shares, for a maximum value equal to



Euro 19,419,750.00 and, consequently, at maximum Euro 29,009,750.00 the total value of the capital increase;

(iii) to set that ordinary shares and Growth Shares shall be jointly offered in option to the shareholders by means of indivisible packages made of n. 40 ordinary shares and n. 81 Growth Shares and that the assignation ratio shall be equal to n. 1 indivisible package for each n. 100 owned ordinary shares, for a total offering price equal to Euro 165.77;

(iv) to set that, subject to the release of the required authorizations within given terms by the Authorities, the option rights for the subscription of the ordinary shares and Growth Shares shall be exercised effective April 22nd, 2014 through May 13th, 2014 (“**Offering Period**”) and the option rights themselves will be negotiable on the Stock Exchange from April 22nd, 2014 through May 6th, 2014;

(v) to set that, within the following month after the deadline of the Offering Period, the Company will offer to the Market, pursuant to article 2441, para 3, Civil Code, the option rights not exercised during the above mentioned period, with the possibility of placing to third parties the new ordinary shares and Growth Shares which might result not subscribed after the deadline.

All information regarding the Prospectus (“*Prospetto Informativo*”) related to the offer in option to the shareholders and the admission to listing (on the “*Mercato Telematico Azionario*” managed and regulated by Borsa Italiana S.p.A.) of ordinary shares and Growth Shares will be communicated to the public pursuant to the applicable laws and regulations, by means of publication of a proper notice.

Isagro S.p.A. is the holding company of a group which, in twenty years, has become a qualified operator in the agrochemicals business, with global sales of around € 140 million and over 600 employees worldwide. Listed on the Italian Stock Exchange since 2003, Isagro is active in the innovative research, development, production and marketing, on a worldwide scale, of proprietary agrochemicals, as well as in their distribution in some key markets.

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