

# AGROGENERATION

**A limited company with registered and issued capital of 4,618,096.40 euros**  
**Registered office : 33 rue d'Artois 75008 Paris**  
**494 765 951RCS Paris**

**To be taken into consideration, any formula**  
**Must be sent at the latest on January 12, 2015**  
**At the following address:**

BNP Paribas Securities Services  
CTS Assemblées générales  
9 rue du Débarcadère  
93761 PANTIN CEDEX

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**PARTICIPATION TO THE BONDHOLDERS' GENERAL MEETING**  
**ON JANUARY 15, 2015 (AT 09:00 AM)**  
(Bond loan issued on 07/17/2012  
at a rate of 8,00% due 07/2018– Code ISIN *FR0011270537*)

## PROXY FORM OR REMOTE VOTING FORM

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I, the undersigned, <sup>1</sup> \_\_\_\_\_ holder of :

\_\_\_\_\_ bearer bonds (loan 8,00% 2012/18) entered into the bearer shares accounts held by the accredited broker \_\_\_\_\_ a certification of shares must also be attached),

to which are attached \_\_\_\_\_ votes, acknowledge to have received all the documents provided for by law and by the rules, for the bondholders' general meeting in respect of the loan 8,00% 2012/18 of the Company of **January 15, 2015** to be called at 09:00 AM, at FHB, Tour CB 21, 16, Place de l'Iris, 92040 Paris la Défense Cedex. (the "Meeting"),

**I wish to attend this Meeting and request an admission card:**

or if not attending the aforementioned Meeting in person:

**I give proxy, to represent me to the aforementioned Meeting, to the representative hereinafter appointed**  
**2:**

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<sup>1</sup> For natural persons: name, first names and address –  
For legal persons: legal representative: surname, first names and quality.

If the person who signs is not the bondholder (example: (legal agent, guardian, etc.)), he/she must indicate his/her surname, first name, and his/her quality under which he/she signs the voting form.

<sup>2</sup> Any bondholder has the right to be represented at the Meeting by a representative of his/her choice (Article L.228-61 of the French Commercial Code), subject to legal restrictions governed by Articles L.228-62 and L.228-63 of the FRENCH Commercial Code.



In accordance with Article R. 228-71 of the French Code of commerce, the right of each Bondholder to participate in the Bondholders' Meeting will be evidenced by the entries in the books of the relevant Account Holder of the name of such Bondholder as of 0:00, Paris time, on the third business day in Paris preceding the date set for the Bondholders' Meeting, i.e., Monday, January 12, 2015.

To evidence their right, the Bondholder will be required to deliver a book entry statement given by an account holder dated no later than such date.

To attend the Meeting, this share attendance certificate must be sent to: BNP Paribas Securities Services - CTS – Assemblées to the attention to M. O.Beaubernard  
Les Grands Moulins de Pantin 9 rue du Débarcadère 93500 PANTIN, France, with a view to obtaining an admission card, or the certificate must be presented on the day of the Meeting by the Bondholder who did not receive his admission card.

In the event a bondholder cannot personally attend the Meeting, he may choose between one of the following possibilities:

1. A Bondholder may, by executing an instrument in writing, appoint any person (a "Proxy") to act on his or its behalf in connection with the Bondholders' Meeting in relation to the Notes, provided, however, that, in accordance with Articles L. 228-62 and L. 228-63 of the French Code of commerce, a Bondholder shall be prohibited from appointing as Proxy certain persons, including, without limitation, the directors, auditors and employees of the Company. The proxy so given applies to successive meetings convened with the same agenda.

2 A Bondholder may also choose to give proxy to the Meeting's chairman.

3 If a Bondholder wishes to vote on the Resolutions and does not want to attend the Bondholders' Meeting in person or appoint a Proxy to do so on its behalf in accordance with (1) above, such Bondholder may vote by correspondence. Bondholders' attention is called to the fact that, in accordance with Articles R. 228-68 and R. 225-77 of the French Code of commerce, the Company is no longer obliged to take into account mail voting forms that are received less than three calendar days prior to the Bondholders' Meeting, i.e., no later than Monday, January 12, 2015.

If a Bondholder wishes to vote on the resolutions and the notes he/it owns are held by a registered intermediary, such Bondholder should contact such registered intermediary custodian and instruct it to vote in respect of his/its notes on his/its behalf pursuant to the procedures of that registered intermediary.

Information request, proxy and mail voting forms as well as attendance cards are available on request from BNP Paribas Securities Services (contact details below).

## **Voting requirements**

The mail voting form (or, as the case may be, the proxy), together with the book entry statement, shall be received by BNP Paribas Securities Services, CTS – Assemblées, attention to M. O.Beaubernard, les Grands Moulins de Pantin, 9, rue du Débarcadère, 93500 Pantin, France tel :+33.1.42 98 00 58,Fax:+33.1.40.14.58.90) no later than Monday, January 12, 2015.

In accordance with Article R. 228-71 of the French Code of commerce, a Noteholder having submitted a completed mail voting or proxy form will not be prohibited from assigning all or part of his/its Notes, provided, however, that if such assignment takes place before 0:00, Paris time, on the third business day in Paris preceding the date set for the Bondholders' Meeting, the Company will invalidate or modify accordingly such mail voting or proxy form prior to the Bondholders' Meeting.

The text of the proposed resolutions to be submitted for approval at the General Meeting will be made available to the Bondholders within the legal time limits at the Head office of AGROGENERATION at 33 rue d'Artois, 75008 Paris and at BNP PARIBAS SECURITIES SERVICES, CTS – Service Assemblées Générales, 9 rue du Débarcadère – 93500 Pantin Cedex (FAX: +33 1 40 14 58 90 or +33 1 55 77 95 01).

