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

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

I, the undersigned, ¹		holder of :
bearer bonds (loan 8,00%	% 2012/18) entered into the beare	er shares accounts held by the accredited
a certification of shares must also be a	ittached),	
to which are attached and by the rules, for the bondholders' g January 15, 2015 to be called at 09:00 Cedex. (the "Meeting"),	eneral meeting in respect of the lo	
□ I wish to attend this Meeting and r	equest an admission card:	
or if not attending the aforementioned	Meeting in person:	
□ I give proxy, to represent me to the ² :	e aforementioned Meeting, to th	e representative hereinafter appointed
1 For natural persons: name, first names and ad For legal persons: legal representative: surnam		

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.

² 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.

Living in							
In consequence, the representative attends the aforementioned Meeting, signs the attendance sheets and other documentation, shall participate in all deliberations, agrees or not to act as teller, abstains himself/herself or casts all votes about issues on the Meeting's agenda and, generally, does whatever is necessary.							
It is specified that the present proxy will be fully effective for a second Meeting to be called at a later date in order to deliberate on the same agenda, for lack of quorum or any other cause. ³							
□ I appoint the Chairman of the Meeti	ng as my proxy and authorize him to	vote on my behalf.					
□ I vote by post ⁴ and present my position on the following submitted resolutions issues: RESOLUTION 1							
FOR: □	AGAINST:	ABSTENTION: □					
RESOLUTION 2							
FOR:	AGAINST:	ABSTENTION: □					
RESOLUTION 3							
FOR: □	AGAINST:	ABSTENTION: □					
If amendments are moved to the submitted resolutions at the Meeting, you are invited to choose one of the three following alternatives:							
□ I abstain (the abstention is equivalen	t to a vote against)						
□ I give proxy to Mr. Mrs. or Miss		to vote on my behalf.					
□ I appoint the Chairman of the Meeting as my proxy to vote on my behalf.							
Done in, on		<u>Signature</u>					

Article R.225-79 as cross-referenced by Article R.225-78 – subparagraph 4 of the French Commercial Code.
If you wish to vote by post, you must cross the box I VOTE BY POST.

In this case, you are requested to vote, voting separately on each resolution by blackening the box corresponding top your choice (FOR, AGAINST or ABSTENTION).

Decision of the Meeting shall be taken by a two-third majority of the votes of the holders present or represented. The forms that provide no voting indications or that express an abstention shall be deemed votes against.

Voting Procedures

Each Bondholder or Proxy (as defined below) is entitled to one vote for each Note or represented by him/her, it being understood that any Bondholder entitled to more than one vote shall not be required to cast all of such votes in the same manner.

Each Bondholder has the right to participate in the Bondholders' Meeting in person, by proxy or by correspondence.

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 Bondholder s' 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 registred intermediary, such Bondholder should contact such registred intermediary custodian and instruct it to vote in respect of his/its notes onhis/its behalf pursuant to the procedures of that registred 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).