



2023 BOARD'S REPORT

AGROGENERATION GROUP AND AGROGENERATION S.A.



Paris, 29 April 2024

Dear Shareholders,

We have called you to the Annual General Meeting in accordance with the provisions of the law and Articles of Association of our Company, in particular to report to you on the activity and results of the AgroGeneration Group and of AgroGeneration S.A. during the financial year ended December 31, 2023 and to submit the financial statements for said financial year and the consolidated financial statements of the Group for your approval.

Your Statutory Auditors, BDO Paris and FIDAG, will provide you in their reports with all information regarding the regularity of the financial statements presented to you.

All the corporate documents, accounts, reports and other related documents have been communicated or made available to you under the conditions and within the time limits provided by legal and regulatory provisions.

The Board of Directors



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PART 1 – MANAGEMENT REPORT

1. ACTIVITY AND RESULTS OF THE GROUP DURING 2023 FISCAL YEAR AND OUTLOOKS

1.1. Activity

Founded in 2007, AgroGeneration is a large-scale producer of grain and oilseed. The Company's core business is grains and oil commodity crop farming, operating c.a. 30,000 hectares of high quality agricultural lands in the East of Ukraine.

Listed on the Euronext Growth Paris market since March 2010, the Company is controlled by SBF IV: the investment fund, managed by SigmaBleyzer Investment Group, which has around 30 years of experience in the private equity sector in Eastern Europe.

At the end of 2023 AgroGeneration employed approximately 400 employees. The Group had a capacity of up to 100,000 tons of production per annum on average and up to 105,000 tons of storage.

Around the long-term lease of land, the Group has developed a semi-intensive agricultural practice model, with controlled use of inputs, the search for first choice fertilisers and seeds and high-performing machinery. AgroGeneration marketed the production directly on the Ukrainian market and exported to top-tier buyers.

As of the end of 2023, the Group operated in the Kharkiv region in Ukraine with 4 production farms, an operational centre in Kharkiv and a central office in Kyiv. The Company's registered office is in Paris.

1.2. Key Events

1.2.1. War in Ukraine

On 24 February 2022, Russian Federation launched a full-scale military invasion of Ukraine, followed by intense military actions unfolded in a number of regions of the country, mainly in the East and in the South of Ukraine. As of the date of this consolidated financial statements publication, the war is ongoing causing further damages to the entire economy of the Ukraine and to its separate industries, including agriculture. According to the latest available estimates, total value of damages to the Ukrainian agricultural sector due to war amounts to over \$80.0 billion, out of which \$10.3 billion are direct losses of the sector. The most of direct



losses (\$5.8 billion) were caused by stolen, destroyed and damaged agricultural machinery and equipment.

In addition to the direct losses, there are also indirect losses (e.g., reduced production, sharp decline in crop prices, disruption of exports, increased production costs, land damage and the need for reclamation, etc.), which are currently estimated at \$69.8 billion. In this category, the main losses are associated with a decrease in crop production, which is almost half of all indirect losses (\$34.3 billion). The second-largest category of losses stems from a decline in domestic prices, amounting to \$24.1 billion, constituting nearly 35% of total losses. Export interruptions resulting from the naval blockade imposed by the Russian Federation have considerably disrupted logistics routes for Ukrainian agricultural exports. This diminished demand for agricultural commodities in the domestic market, heightened logistics expenses, and consequently led to a significant drop in domestic prices. A safe corridor agreement brokered by the United Nations and Turkey in late July 2022, which allowed exports to resume, was terminated in a year, in mid-July 2023, when Russia withdrew from the agreement and stepped up attacks on Ukraine's grain infrastructure. Although the maritime corridor established by Ukraine after grain agreement termination has augmented Ukrainian export capability, the disparity between domestic and global prices remained substantially higher than pre-invasion levels, indicating a persistent impact of the invasion on domestic prices. Furthermore, the embargo on exports of specific agricultural goods (including wheat, corn, rapeseed, and sunflower) by five neighboring countries (Poland, Bulgaria, Hungary, Romania, and Slovakia), imposed in the first half of 2023 and still in effect at the time of this report, further constrained the export capabilities of Ukrainian agricultural producers, contributing to a decrease in crop prices.

Another consequence of the Russian invasion of Ukraine for agricultural producers was the rise in input prices, mainly for fuel and fertilizers. The losses due to higher production costs over the last two years were estimated at \$4.4 billion as of late 2023. According to the available estimates, in the fall of 2023, fertilizer application was estimated at half the level of agronomic needs, and plant protection products were around 56% of the needs in Ukraine. Many of Ukrainian agricultural producers abandoned original chemicals and switched to cheaper generics.

It is also difficult to assess the consequences of contamination of agricultural land with explosive objects, destruction of the upper layers of soil due to "landings" and explosions during demining. According to the Ukrainian government latest available estimates, as of early 2024, around 156,000 km² of Ukrainian land (around 26% of total country's land area) were potentially contaminated with explosives. Thus, mine clearance is one of the biggest challenges for farmers doing business in Ukraine. According to World Bank, the essential demining of agricultural land in Ukraine is projected to require approximately \$1.5 billion.

Considering the extensive damage and losses experienced by agricultural producers in Ukraine, the total reconstruction and recovery requirements for the next decade reach \$56 billion. Priority needs for 2024 are projected at \$435 million, with the majority already addressed through donor funding.

AgroGeneration, which production assets are located in the close proximity to the theatre of military activities, continued to suffer from military invasion by Russian troops in 2023. Although, fortunately, there were no direct damages to the Group's assets throughout the reported year, the Group's performance was affected by already discussed dramatic crop prices reduction and further increase in production costs. In addition, business operations were constantly under pressure of regular missile and artillery strikes from Russia. Throughout 2023, the Kharkiv region experienced an average of five air alerts daily, lasting up to four hours in total. In early 2024, the intensity of the attacks heightened, with seven air alerts daily on average, lasting over seven hours per day in total.

The full extent of the impact of further development of military actions on the Group's business is unknown, but its magnitude might be severe, as the war is ongoing as of the date of this report.

1.2.2. Geo-political and economic situation in Ukraine

Until February 2020, the Ukrainian economy was in a robust macroeconomic state thanks to the successful implementation of a reform program, with declining public debt, falling inflation and positive growth forecasts. But the Covid-19 outbreak and associated lockdown measures resulted in an economic downturn with visible negative impact observed by the end of 2020. Ukrainian economy returned back to growth in 2021, overcoming negative implications of COVID-related restrictions. Still, since February 2022, Ukraine is facing another sharp economic and geopolitical downturn on the back of Russian invasion of Ukraine



launched on February 24th, 2022 with impacts which cannot be accurately assessed for the moment as the war is ongoing in Ukraine to the date of this publication.

In February 2022, Russian forces commenced a military invasion of Ukraine resulting in a full-scale war across the country. The ongoing military attack has led, and continues to lead, to significant casualties, dislocation of the population, damage to infrastructure and disruption to economic activity in Ukraine. By February 2024, up to 6.5 million refugees from Ukraine were recorded globally with around 6.0 million individual refugees from Ukraine recorded across Europe. According to United Nations, the highest concentration of refugees under temporary protection status is presently found in Germany and Poland, with over 1.1 million and approximately 1.0 million Ukrainian refugees registered, respectively. Up to 3.7 million people remained internally displaced in Ukraine to the date. An estimated 14.6 million people in Ukraine will need humanitarian assistance in 2024.

Russia's military has damaged and destroyed Ukrainian power stations, infrastructure and agriculture, causing billions in damage. Current estimates of direct and indirect losses to Ukraine from Russian aggression launched in February 2022 equal to up to \$500-\$600 billion. As of January 2024, the Kyiv School of Economics estimated that the total amount of documented direct damage to Ukraine's infrastructure had increased to over \$155 billion. Recovery is expected to take at least a decade, and the total cost is estimated to be between \$486 billion and \$1.1 trillion.

The Ukrainian economy has lost around 30% of GDP in the year following Russia's invasion in 2022 on the back of almost complete suspension of business activity during the first months of the invasion, fuel crisis, rapid decline in exports (due to the seaports blockade), disruption of logistics chains, shelling of energy infrastructure. According to the Ministry of Finance of Ukraine, this was the largest loss in economic activity that the country had experienced since its independence in 1991. Despite the continued fighting, the country's economy has started to stabilize in the first half of 2023. A number of reasons fuelled mentioned recovery:

- Ukrainian business and households recovered from the shock of the war faster than expected.
- The restoration of electricity supply by spring 2023, as well as the establishment of logistics through land corridors, helped to return the industry and the agricultural sector to normal.



- Consumer price growth slowed dramatically. In addition to the factors mentioned above (recovery of business activity, elimination of the energy deficit), the price situation was favorably affected by cheaper fuel, increased supply of food products (including imported ones) and unchanged utility tariffs. In addition, the National Bank of Ukraine (the NBU) stopped issuing hryvnia, which made a major contribution to the inflationary spiral in 2022.
- Ukraine continued to receive funding from abroad. Since the beginning of war in Ukraine, international organizations (IMF, EBRD, EU, World Bank), along with individual countries and charities, have provided Ukraine with bilateral and concessional financing, donations and material support. According to Ministry of Finance of Ukraine, the amount of foreign financing in 2023 amounted to \$42.6 billion (over \$30 billion were received in 2022). The need for external financing for 2024 reaches around \$37 billion.
- The National Bank of Ukraine effectively stabilized the foreign exchange market, demonstrating its ability to manage currency fluctuations. Since the start of the summer in 2023, the cash market exchange rate has closely aligned with the official rate, consistently remaining below 38 UAH/\$. This development prompted the NBU to transition to a system of managed exchange rate flexibility from October 2023. Under this approach, the official exchange rate is determined based on interbank market dynamics rather than rigid policy dictates. Through interventions in the interbank market, the NBU addressed currency demand, leveraging its ample foreign exchange reserves, which stood at over \$40 billion by the end of 2023. This strategy has effectively mitigated structural currency shortages and significantly smoothed exchange rate fluctuations.

According to preliminary data from the State Statistics Service of Ukraine, the Ukrainian economy grew by 5.3% in 2023 compared to the previous year, when the figure fell by 28.8% yoy. The National Bank of Ukraine maintained its forecast for Ukraine's GDP growth in 2024 at 3.6% and updated its expectations for 2025 to 5.8% yoy. According to the NBU, Ukraine's government debt increased to 90.4% of the country's GDP in 2023 (vs. 81.6% in 2022 and 48.9% in 2021). According to the latest IMF's forecasts, in 2024, the government debt will increase to 96.7% of the country's GDP, and by 2025 it will reach 98.5% of GDP. The figure for 2025 will be the peak. The country's budget deficit reached -27.0% in 2023 (vs. -16.3% in 2022 and -3.4% GDP in 2021). According to the State Statistics Service of Ukraine, inflation rate in Ukraine came to 5.1% at the end of 2023 (vs. 26.6% in 2022 and 10.0% in 2021). The NBU's latest forecast of inflation in Ukraine in 2024 equalled to 8.6%.

All in all, the pace of the Ukrainian economy recovery and its feasibility, however, is subject to a high degree of uncertainty related to the duration and intensity of the war, which is still ongoing. Further economic growth in the country depends upon the resolving the Russia invasion of Ukraine, maintaining the stability of the country's energy infrastructure (which was again significantly affected by the Russian missile attacks in the first quarter of 2024), further improvement of the situation with the export of Ukrainian products, growth in consumer demand due to improved incomes of the Ukrainian population, maintaining of the international financial support (which was stagnant in early 2024), and upon success of the Ukrainian government in realization of new reforms and recovery strategy (incl. cooperation with the international funds) after stopping the invasion.

All in all, the magnitude of the Ukrainian economy contraction, however, is subject to a high degree of uncertainty related to the duration and intensity of the war, which is still ongoing. Further economic growth in the country depends upon the resolving the Russia invasion of Ukraine and upon success of the Ukrainian government in realization of new reforms and recovery strategy (incl. cooperation with the international funds) after stopping the invasion.

The known and estimable effects of the above events on the financial position and performance of the Group in the reporting period have been taken into account in preparing reported consolidated financial statements. All farming subsidiaries of the Group are located in the Kharkiv region of Ukraine, where there is a high risk in the further escalation of military conflict, which is already in place since February 2022. Sowings of the Group in 2023 in the Kharkiv region represented around 30,000 ha.

Management is monitoring the developments in the current environment and taking actions, where appropriate, to minimize any negative effects to the extent possible. Further adverse developments in the political, macroeconomic and/or international trade conditions may further adversely affect the Group's financial position and performance in a manner not currently determinable.

1.2.3. Conclusion of a conditional agreement for the sale of all the shares held in AgroGeneration by Konkur Investments Limited

On July 25, 2023, SigmaBleyzer, a private equity investor in Ukraine, announces that its subsidiary, Konkur Investments Limited (« Konkur »), has entered into a conditional agreement to sell all of its AgroGeneration shares (126,084,106 shares, representing 56.90%



of its share capital and voting rights) (Euronext: ALAGR) to a local Ukrainian company, NOVAAGRO, which specializes in the production, transport and storage of grains and oilseeds.

This agreement provides for the acquisition of the AgroGeneration shares held by Konkur at a price of USD 0.036 per share (or € 0.033 per share based on today's exchange rate) and the repayment of the shareholder's current account debt held by Konkur on AgroGeneration in the amount of approximately USD 3.191 million.

The completion of the transaction is subject to two main conditions precedent: (i) approval of the acquisition by the Ukrainian competition authority (Anti-Monopoly Committee); and (ii) the buyer obtaining adequate sources of financing for the acquisition. Given the significant unrest in Ukraine, including the ongoing war, the completion date of the acquisition cannot be determined at this stage.

On December 14, 2023, the Ukrainian Anti-Monopoly Committee approved the potential acquisition by NovaAgro. The Company has no further information on the completion of the transaction.

1.3. Group's results and consolidated financial statements

1.3.1. Presentation and valuation methods

The consolidated financial statements were prepared in compliance with IFRS standards as currently adopted in the European Union.

1.3.2. Presentation of key results

The key items of the consolidated financial statements were as follows :

- production of c.a. 72,400 tons of grain and oilseed in 2023;
- revenue of €16.9 million;
- net loss of €(7.9) million given an operating loss of €(4.9) million and a financial loss of €(3.0) million;
- shareholders' equity of €13.2 million;
- net debt, given available cash of €0.7 million, of €14.8 million (incl. IFRS 16).

1.4. Exposure to risks

The main risks and uncertainties facing the Group are:

- war risk that affects the condition and property of fixed assets and leased land, offices and production facilities, storage facilities and stocks of produced goods and inventories, employees (their loss resulting in disruption of business processes), ability of logistics routes in Ukraine, ability to conduct export activities, the data (its loss on the back of cyber attacks), availability of banking services, and ability to attract new loans;
- political and economic risks that are very high;
- reliability on the financial data of the group collected in farms located in war zone
- climatic and phytopathogenic risk that can affect the level of harvests and the quality of products;
- risk on the fluctuation of the price of agricultural commodities which directly impacts the level of turnover;
- legal and tax risks related to Ukrainian system that is still being developed;
- foreign exchange risk with a significant potential impact in case of depreciation of the hryvnia against the dollar and the Euro on the financial results;
- liquidity risk associated with the recent turmoil in Ukraine which led to significant tension and weakened sources of foreign investment and the ability of the local banking system to offer attractive interest rates;
- counterparty risk related to the absence of a secured prior guarantee group policy;
- risk of repatriation of capital invested in Ukrainian and Cypriot subsidiaries related to changes in the political environment.

1.5. Financial situation and results analysis

1.5.1. Summary of consolidated financial statements

The financial information set forth in this section have not been certified by the statutory auditors due to the war in Ukraine. This information are provided by the Management based on all the information available and collected in the Group.

Financial indicators

(in € thousands)	2022	2023
Revenue	25,864	16,914
Biological assets and finished goods (change in fair value)	(10,310)	(4,781)
Cost of sales	(21,162)	(13,261)
Gross profit	(5,608)	(1,128)
Selling, general and administrative expenses	(6,195)	(2,970)
Other income and expenses	(261)	(600)
Losses, expenses and other effects as the result of war	(15,448) ⁽¹⁾	(197)
Operating profit	(27,512)	(4,895)
Net financial income (expense)	(3,673)	(3,043)
Tax	(410)	30
Net profit (loss) from continued operations	(31,595)	(7,908)
Net profit (loss) from discontinued operations	-	-
Net profit (loss)	(31,595)	(7,908)

(in € thousands)	2022	2023
EBITDA ⁽²⁾	(5,845)	277
Equity	13,990	13,242
Net debt ⁽³⁾	12,917	14,756
Net debt excl. IFRS16	2,198	5,925

(1) Incl. direct material losses and costs of €16.7M occurred due to the full-scale war in Ukraine partially offset by €1.2M reduction of IFRS 16 related liabilities

(2) EBITDA = earnings before interest, tax, depreciation, amortization, provision, net gain or loss on fixed asset divestiture and impairment of non-current assets. Losses, adjustments and expenses (net) related to war were assumed to be one-off expenses and were not included into EBITDA calculation

(3) Total borrowings minus available cash and short-term financial assets

Production and revenue

In 2023, AgroGeneration produced around 72,445 tons of grain and oilseed (vs. 79,305 tons in 2022) over a cultivated area of circa 29,621 ha (vs. 28,900 ha in 2022). This 9% decline in production volume can be mainly attributed to forced changes in the 2023 crop mix due to the reduced sowing of winter wheat in autumn 2022. This, in turn, was caused by weather issues and resulted in over 70% of the cultivated area being less productive, with some land being planted with sunflower in back to back years.

In 2023, the Group's total winter wheat net production came to around 23k tons. The net crop yield increased by over 30% yoy and amounted to around 4.0 tons/ha (vs. 3.0 tons/ha in 2022). Despite the increase in the crop's production performance, the quality of wheat declined yoy with almost 100% presented as feed grain (vs. c.a. 80% in 2022). The wheat's quality

deteriorated (all over Ukraine as well) due to heavy rains prior to the harvesting campaign in June-July 2023 and due to late timing of the sowing campaign execution in the fall of 2022 on the back of bad weather conditions. The Group's farms managed to collect around 43k tons of sunflower with an average net yield of 1.9 tons/ha (vs. 2.0 tons/ha in 2022). The slight reduction in sunflower yield vs. the previous year was attributed to (1) non-favorable weather conditions at different stages of the crop development which led to some reduction in the quality of the sunflower grain, and to (2) significant area engaged with sunflower in 2023, thus some Group's fields were under the same crop two years in a row. The total net production of other crops (corn and soy) came to around 6K tons.

AgroGeneration posted 2023 revenues of €16.4 million, down €8.9 million from €25.9 million in 2022, primarily resulting from the sale of 75.7K tons (-7.4k tons vs 2022) of crops from 2022 inventories and the 2023 harvest, which were sold with significantly reduced crop prices. Sales break down as follows:

- €9.3 million from the sale of 2022 inventory (41,849 tons, mainly sunflower and wheat);
- €7.4 million corresponds to the revenue from the sale of 33,808 tons produced in 2023 (mainly sunflower) under notably reduced crop prices as compared with both the first half of 2023 and 2022 prices. The difference between tonnage produced and sold of around 38,637 tons corresponds to production used by the company for its own needs (seeds) and inventory to be sold in 2024;
- €0.2 million from other products and services.

The export share in the Company's revenues (including sales of inventories from prior year production) decreased compared with 2022 and stood at 18% (in tonnage) vs. 28% in 2022. Excluding crops not eligible for export (sunflower), the proportion would be 39%. In 2023, export abilities were dramatically limited (even compared with 2022, the first year of the full-scale war in Ukraine) on the back of the following: (1) low efficiency in H1 2023 and further closure of the grain corridor in mid-July 2023, when Russia withdrew from the grain agreement and continued shelling the Ukrainian port infrastructure; (2) the embargo on exports of certain agricultural products by five neighboring to Ukraine countries: Poland, Bulgaria, Hungary, Romania, and Slovakia, enacted in May 2023, (3) high logistics costs, and (4) low crop prices.

1.5.2. Earnings

The gross result from operations was still negative at €(1.1) million in 2023 vs. €(5.6) million in 2022 (a €4.5 million improvement). This change can be broken down as follows:

- €(8.7) million related to a significant price drop for both sunflower (-42%/ton yoy) and wheat (-11%/ton yoy) sold during the reporting period;
- €(4.1) million associated with the increased production cost of crops sold, which was related to key input price increases (cost increase of 2022 crop (sold in 2023) vs. 2021 crop (sold in 2022): for wheat +27%/ha yoy, for sunflower +41%/ha yoy; cost increase of 2023 crop vs. 2022: for wheat +16%/ha yoy, for sunflower +8%/ha yoy);
- €(1.1) million reduction in change of fair value for finished goods (fair value of 2023 crop recognized at the date of harvest) compared with 2022, representing a combined negative effect of crop price reduction (€(2.3) million effect), production expenses increase (€(0.5) million effect), partially offset by positive cumulative effect due to change in the crop mix from wheat towards sunflower (€1.4 million effect) and other non-material items (€0.2 million effect);
- €1.6 million of net volume effect on the back of a change in the sales crop mix in favor of traditionally more marginal sunflower vs. wheat, though the overall sold volume declined (75.7k tons in 2023 vs. 83.0k tons in 2022);
- €6.7 million increase in change in fair value of biological assets compared with 2022 attributed to a number of factors: winter wheat expected further price reduction vs. 2022 (€(1.6) million effect) to be fully compensated by expected cost reduction (€0.7 million effect), 2.4x higher area under winter wheat sown in autumn 2023 (€3.0 million effect), positive comparative effect from reversal of one-off loss of 2022 related to lost expected margin of WW on the risky lands, carved out at end 2022 (€3.0 million effect), other factors (€1.5 million effect);
- €8.3M positive effect in change in fair value adjustment in cost of sales due to decline of the FV margin of 2023 crops vs. 2022 on the back of an increase in production costs and a reduction in crop prices. This comparative effect is especially significant due to the sale in 2022 of major volumes of 2021 high-marginal sunflower stocks, while in 2023 mainly lossmaking 2022 and 2023 crops were sold;



- €1.8 million effect from forex and change in operational results from other activities.

Selling, general and administrative expenses declined by over 50%, or by €3.2 million, from €6.2 million in 2022 to €3.0 million in 2023, mainly attributed to a reduction in selling expenses on the back of reduced export volumes (13k tons in 2023 vs. 23k tons in 2022) and completed headcount optimization initiated in the 2nd half of 2022. This led to an over 50% reduction in administrative personnel related costs vs. 2022. This personnel optimization corresponds to the scope of the business reduction caused by the war in Ukraine.

Net other operating expenses increased to €(0.6) million in 2023 vs. €(0.3) million in 2022 mainly on the back of recognized impairment of some fixed assets as a result of the revaluation of the latter conducted in late 2023.

As a result of above factors, EBITDA of the Company turned slightly positive and totalled €0.3 million vs. €(5.8) million.

In 2023, the Group recognized €0.2 million as losses, expenses and other effects as the result of war. The figure included charitable activity costs and the payments to mobilized employees of the Group. No other direct material losses due to the war were recognized during the reporting period.

Consequently, the Group saw an operating loss of €(4.9) million compared with a €(27.5) million loss in 2022, i.e. a reduction in losses of €22.6 million.

Net financial expense stood at €(3.0) million versus €(3.7) million in 2022. The decline is primarily attributed to the reduction of the Group's cost of debt (as no new external financing was attracted throughout the year) and decline in other financial expenses attributed to a reduction of Lease liabilities for right-of-use assets (operated land) with total positive effect of €1 million. The effect of net foreign currency variances losses came to €(0.3) million (vs. €(3.4) million in 2022).

Overall, the Group's net loss from operations declined by €23.7 million and amounted to €(7.9) million vs. €(31.6) million net loss in 2022.

1.5.3. Financial structure

At year-end, the Group's equity slightly reduced from €14.0 million to €13.2 million. This reduction has been mostly driven by the net loss of €(7.9) million obtained by the Group in



2023, the major part of which was compensated by the positive effect of conducted revaluation of fixed assets.

At year-end, cash and cash equivalents amounted to €0.7 million vs. €5.1 million at 2022 year-end.

The Group increased the amount of its net debt: from €12.9 million as of the end of 2022 to €14.8 million as of the end of 2023 (+15% yoy). The increase is mostly attributed to the decline in available cash and cash equivalents generated by the Company. Excluding IFRS 16, net debt came to €5.9 million as of the end of 2023 versus €2.2 million in 2022.

1.6. Progress and challenges

Throughout 2023, AgroGeneration faced persistent challenges stemming from the full-scale war in Ukraine, initiated by Russian forces in February 2022 and continuing to date. Although, fortunately, there were no additional direct damages to the Group's assets throughout the reported year, the company's performance was significantly affected by several factors. Further dramatic decrease in crop prices was exacerbated by a reduction in export volumes caused by inefficiency of the grain corridor in the first half of 2023 and final termination of the grain agreement (brokered by the United Nations and Turkey in late July 2022) by Russia in July 2023. This was further compounded by an embargo on exports of certain agricultural products imposed by several neighboring countries on Ukraine earlier in 2023. Escalating operational costs further strained the Group's financial performance. In addition, the Group's business operations were constantly under pressure of regular missile and artillery strikes from Russia. Throughout 2023, the Kharkiv region, where all production assets of the Company are located, experienced an average of five air alerts daily, lasting up to four hours in total. In early 2024, the intensity of the attacks dramatically heightened, with seven air alerts daily on average, lasting over seven hours per day in total.

The Group's financial results were bolstered by the completion of headcount optimization procedures, with their full effect reflected in the year-end 2023 results. Implementation of other efficiency measures by the management, incl. negotiated trade financing from suppliers in early 2023 and cash flow management, removed the need for external bank financing throughout the year (which was difficult to get in 2023).



All in all, the Group's EBITDA recovered somewhat from the dramatic drop in 2022, reaching positive number in 2023. The company was still far below its pre-war levels, though net losses decreased.

1.7. Research and development

In 2023, the Group did not perform any research and development activities.

1.8. Foreseeable developments and outlook

The 2024 outlook remains uncertain due to the ongoing Russian invasion of Ukraine, accompanied by regular missile attacks, particularly in the frontline regions where all of AgroGeneration's production facilities are situated. Furthermore, the operation of the new Ukrainian grain corridor, established in late summer 2023, has been severely impacted by continuous missile attacks from Russia, casting doubt on its operational viability and Ukraine's overall export potential. These factors contribute to reduced expectations for local crop selling prices, while logistics of grain transportation within Ukraine continue to incur high costs. Moreover, limited access to external financing, especially for businesses located in frontline regions, leaves little opportunity for notable improvements in the Group's performance in the near future.

Despite facing challenges, the Group remains committed to sustaining its operations. As of the date of this release, AgroGeneration has undertaken the following initiatives in preparation for the new 2024 crop production season:

- During the autumn of 2023, the Group's farms completed their winter sowing campaign. As previously communicated, the Group successfully sowed approximately 14.4k hectares with winter wheat, a substantial increase compared to the 5.9k hectares sown in 2022. Presently, the condition of the winter wheat is reported to be fair or better.
- In mid-April 2024, the Group has already started the spring sowing campaign within all its farms. Adequate reserves of seeds, fertilizers, fuel, chemicals, and other essential inputs required for the sowing areas have been secured, alongside the necessary vehicles, agricultural machinery, and workforce. As previously communicated, AgroGeneration anticipates a gradual return to the balanced crop mix observed before the onset of the war. Consequently, in 2024, it is expected that approximately 50% of the crop area will be dedicated to wheat, with around 30% allocated to sunflower

cultivation, compared to 74% in 2023. Some other crops are planned as well, such as soy, corn, and peas. The total area under cultivation is projected to reach approximately 28.6k hectares.

- In early 2024, the Group successfully contracted c.a. \$2M trade financing from several suppliers, easing the burden on cash flow during the period of highest cash outflow related to the spring sowing campaign. Additionally, the Company's management is exploring the possibility of securing further external financing from banks or trading partners in the first half of 2024 to support the Group's operational activities.

The developments of the full-scale war in Ukraine and its potential impact on the Group's operations for the upcoming year remain uncertain. Despite the measures taken by the Group to sustain operations thus far, it is currently challenging to offer definitive guidance on the year ahead.

1.9. Significant events occurred since 31 December 2023

1.9.1. Trading financing

In the first quarter of 2024, Group companies attracted short-term trade financing from its long-standing partner – Agropetsinvest company. The partner supplied agricultural materials in first quarter with the deferral of repayment until 1st December 2024. In the framework of this trade financing AgroGeneration SA stood the Corporate Guarantee for the reimbursement of the supplier debt of USD 0.7M.

1.9.2. Escalation of attacks on Ukrainian frontline areas

Since the beginning of 2024, Russia has significantly intensified its military attacks on Ukrainian cities. According to available data, over the first three months of the year, Russia has struck Ukraine with more than 1,200 Shahed drones, c.a. 400 missiles of various types, and over 3,000 guided bombs. Almost all missiles, drones, and bombs have hit civilian targets and infrastructure. The energy facilities of Ukraine were the focus for the latest attacks, with much more severe consequences for the Ukrainian energy system than the attacks of the previous two years. Restoration of the damaged energy infrastructure will require significant costs and time. The situation is particularly difficult in the frontline areas, including Kharkiv region, where blackout schedules have been enacted while Russia has continued to attack the area on a daily basis. This situation in Ukraine's energy system may have significant negative



consequences and impact on the Ukrainian economy, the scope of which cannot be predicted at this time, given the fact that Russia continues to launch massive missile attacks on cities across the country. Currently available forecasts for the macroeconomic situation in Ukraine do not take into account the aforementioned massive shelling of energy infrastructure, and therefore may be subject to significant revision.

1.9.3. Audit of the financial statements

Considering that the Russian military invasion of Ukraine is ongoing, the Ukrainian's statutory auditors of the Group were still unable to visit and made their due diligence in all farming subsidiaries of the Group located in the Kharkiv region.

2. GROUP' S PERIMETER

2.1. Group's companies

The consolidated companies at December 31, 2023, as well as the direct or indirect interests held by AgroGeneration S.A. in these entities, are shown in a table in **Appendix 1**.

2.2. Acquisitions and disposals of investments

During financial year 2023, the Group did not make any divestment or acquisition.

3. STATUTORY ANNUAL ACCOUNTS AND RESULT ALLOCATION

3.1. Review of annual accounts of AgroGeneration S.A.

3.1.1. Presentation rules and evaluation methods

The presentation rules and valuation methods used to draw up the annual financial statements comply with the French regulations in force and no change has occurred compared to previous years.

Based on the new regulation ANC 2015-05, foreign exchange results can be accounted as operating income or financial result. Consequently forex gains or losses on trade customers or suppliers are accounted in operating result.

3.1.2. Turnover and results

The turnover of AgroGeneration S.A. amounts to €0.4 million in 2023, compared to zero turnover in 2022, due to fact that the Group executed several crop export contracts via AgroGeneration SA throughout the reporting year.



3.1.5. Loans of less than 3-years concluded by AgroGeneration S.A.

No loans of less than three years have been concluded by AgroGeneration S.A. in accordance with Article L. 511-6 of the Monetary and Financial Code.

3.1.6. Disposals and acquisitions of investments

The Company sold the following equity investments on August 10, 2023:

	Share of capital held, %	Gross value of shares held (in kEURO)
Subsidiaries and holdings		
AGRO FIRM BARVINKIVSKA LLC	100,00	2 400
AGRO FIRM PODOLIVSKA LLC	100,00	2 880
AGRO FIRM UKRAINA NOVA LLC	100,00	4 704
LAN AGRICULTURAL LLC	100,00	2 544
TOTAL		12 528

On November 24, 2023, the company acquired 100% of the shares in AGROGENERATION UKRAINE LTD for a gross value of €3,611k.

3.2. Proposed allocation of the result

The result of the financial year ended at 31 December 2023 was a net profit of €0.905 million, which we propose to allocate to the retained earnings account.

3.3. Non-deductible expenses

No reinstatement in the calculation basis of corporation tax has been made under Article 39-4 of the French Tax Code (excess or non-deductible depreciation).

3.4. Amount of dividends distributed over the past three fiscal years eligible to the 40% rebate and non-eligible to this rebate

AgroGeneration S.A. did not distribute any dividends or income eligible for the 40% rebate for the previous three financial years.

3.5. Five-year financial summary

In accordance with the provisions of Article R. 225-102 of the French Commercial Code, a table is attached to this report (**Appendix 2**) showing our company's results for each of the last five financial years.



4. FREE SHARES, STOCK-OPTIONS, STOCK SUBSCRIPTION WARRANTS, BSPCE (STOCK OPTIONS) AND OTHER SECURITIES

As at December 31, 2023, the number of outstanding instruments and the number of shares potentially issuable following the exercise of these instruments are presented below:

Instruments	Number of instruments	Number of potential additional shares
KONKUR Warrants*	1 379 487	2 519 544

Total **2 519 544**

* issued on 30 September 2015 to the benefit of Konkur Investments Limited, the exercise price is comprised between 1,79€ to 2,50€ per share.

During financial year 2023, AgroGeneration S.A. did not grant any stock options to corporate officers.

5. DISCLOSURE OF INFORMATION REGARDING TRADING IN SECURITIES BY EXECUTIVES OR BOARD MEMBERS OR ASSIMILATED

In accordance with Article 223-26 of the General Regulations of the Financial Markets Authority (AMF), there were no operations, including upward threshold, that has been declared to the AMF.

6. INFORMATION ON THE SHARE CAPITAL OF AGROGENERATION S.A.

At December 31, 2023, the share capital amounts to €11 079 319.35. It is divided into 221 586 387 ordinary shares with a par value of €0.05.

6.1. Shareholding structure

In accordance with Article L. 233-13 of the Commercial Code, we hereby inform you of the identity of the shareholders directly or indirectly holding more than 5%, 10%, 15%, 20%, 25%, 33,33%, 50%, 66,66%, 90% or 95% of the share capital or voting rights at General Meetings, as well the identity of other shareholders:

Shareholders	At 31/12/2023	
	Number of shares	%VR and capital
Konkur Investments Ltd	126 084 106	56.90%
Libyan Foreign Bank	21 912 000	9.89%
Float	95 502 281	33.21%
Total	221 586 387	100.00%

The key shareholders of AgroGeneration S.A. is (i) Konkur Investments Limited which is owned at 80% by a wholly owned subsidiary of the investment fund SigmaBleyzer Southeast

European Fund IV, CV. The fund is managed by SigmaBleyzer Investment Group LLC, the general partner, which is controlled at 100% by Michael Bleyzer, Lev Bleyzer and Valery Dema and (ii) Libyan Foreign Bank. Founded in 1972, Libyan Foreign Bank is one of the largest banking and financial services organizations in Middle East and Africa. Central bank of Libya is the sole owner of the Libyan Foreign Bank.

6.2. Information regarding the transactions made by the Company on its share capital

6.2.1. Employee participation in the capital

In accordance with the provisions of Article L. 225-102 of the Commercial Code, we inform you that as of December 31, 2023, there are no shares held by employees.

6.3. Stock price

At the end of the financial year, the AgroGeneration S.A. share price was €0.03.

6.4. Branches

At the date hereof, AgroGeneration S.A has no branch.

7. INFORMATION ON ENVIRONMENTAL IMPACTS AND SOCIAL PROGRAMS

7.1. Protection of the environment

The farmland operated by AgroGeneration is part of Ukraine's natural heritage and must be managed in a respectful and reasoned manner. In this respect, the sustainable environment is a concept taken into account at the highest level of the Company's management. In defining its environmental management policy, the Company relies on the provisions of Ukrainian environmental legislation and other regulations and strictly complies with all government regulations relating to environmental protection.

At the same time, implementing its philosophy of promoting innovation and technology, AgroGeneration is committed to preserving the environment with state-of-the-art equipment, innovative technology and cutting-edge farming methods. In order to minimise erosion and to preserve soil moisture and nutrients, the Company directs its investments towards the choice of modern farm machinery within the framework of reduced tillage practices. All equipment has fuel consumption detectors and GPS navigation systems, which not only

reduces energy consumption, tracks vehicle movements and achieves high precision planting, but also controls emissions of dangerous gases.

7.2. Social programs

In line with its commitment to social responsibility, AgroGeneration supports disadvantaged structures such as orphanages, hospitals, schools and retired populations. Thanks to its diversified activities, the Company distinguishes itself by improving the living conditions of the villages in the regions where it is present, and in particular in the Kharkhiv region, which faces population displacements from the Lugansk and Donetsk oblasts. The essential aspect is the creation of jobs for local residents. This aspect has all the more impact as posts are created in rural areas, where unemployment is a particularly difficult issue. In addition, the Company pays special attention to Ukrainian children, the future of the country. It thus supervises several schools in the areas where the group's subsidiaries are located. AgroGeneration invests in infrastructures such as schools and young football teams, finances the purchase of new sports equipment and provides other types of assistance as needed. The Company also invests in the great tradition of summer camps for young people and sends gifts at the end of the year to children.

Since the declaration of war by Russia, it is specified that the Company is making its best efforts to maintain its social programs described above.

8. INJUNCTIONS OR FINES AS A RESULT OF ANTI-COMPETITIVE PRACTICES

We inform you that AgroGeneration S.A. has not been subject to any injunction or financial penalty for anti-competitive practices during financial year 2023.

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PART 2 – CORPORATE GOVERNANCE REPORT

1. Agreements referred to in article L. 225-37-4 paragraph 2 of the French Commercial code

This section will present:

- The regulated agreements referred to in article L. 225-38 of the French Commercial code have been entered into during the financial year ended 31 December 2022 and duly authorized by your Board of directors throughout the financial year **(1.1)**,
- The other regulated agreements which have been entered into in the past financial years, have been continued **(1.2)**,
- The other regulated agreements which have been authorized since the end of the financial year **(1.3)**,
- The agreements entered into between the subsidiaries of the Company and the shareholders and/or executives of the Company **(1.4)**.

These regulated agreements referred in subsection 1.1, 1.2 and 1.3 are discussed in the special report of the auditors.

1.1. Regulated agreements duly authorized throughout the financial year

The following agreement have been entered into throughout the financial year:

- ***Assignment of Receivables entered into between Konkur Investments Limited, Harmelia Investments Limited and AgroGeneration S.A. for an amount of €110.884,65:*** On August 28, 2023, Harmelia Investments Limited, acting as the borrower, entered into a loan agreement with Konkur Investments Limited, who served as the lender, for a sum of €110,884.65 (the “**Receivable**”). This amount is due for repayment by September 1, 2026, at the latest. Subsequently, on September 15, 2023, AgroGeneration S.A., in the role of assignor, signed an assignment agreement with Konkur Investments Limited to transfer the Receivable to the Company. In line with this agreement, the Company committed to covering the cost of the Receivable by offsetting it against Konkur Investments Limited shareholders' loan.

The Company determined that these contracts were beneficial as they provided liquidity to the Group and were executed as part of standard business operations.



Consequently, it was not deemed necessary to seek prior approval from the Board of Directors.

1.2. Regulated agreements approved in the past financial years and pursued during the current financial year

The following agreements, authorized by the Board of directors of AgroGeneration S.A., have been pursued throughout the financial year:

- ***Revolving loan entered into with Konkur Investments Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000***: the Board of directors authorized on March 31st 2017 the conclusion of a revolving loan, dated April 1st 2017, to the benefit of AgroGeneration S.A., for a maximum amount of € 2 900 000, which can be drawn down in several times for a maximum amount of € 1 450 000 for each drawing on the 1st of April and the 1st of October of each year. Every drawing will have a maximum maturity of one (1) year and an interest rate of 12%. This interest rate may be reviewed in the case there is a movement of the market, after an approval given by the Board of directors.

This agreement was modified during the year 2022 by the suspension of the accumulation of interest from June 30, 2022 and the conversion into debt denominated in dollars, which was set at 2,129,105 US dollars. In 2022, the debt repayment deadline was extended until 30.06.2024.

- ***Amendment n°2 to the Revolving loan entered into with Konkur Investments Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000***: the Board of directors authorized on March 31st 2017 the conclusion of a revolving loan, dated April 1st 2017, to the benefit of AgroGeneration S.A., for a maximum amount of € 2 900 000, which can be drawn down in several times for a maximum amount of € 1 450 000 for each drawing on the 1st of April and the 1st of October of each year. Every drawing will have a maximum maturity of one (1) year and an interest rate of 12%. This interest rate may be reviewed in the case there is a movement of the market, after an approval given by the Board of directors.

The Board of directors also authorized on July 3rd 2017 the modification of the terms and conditions of this loan, in particular to include SigmaBleyzer Investment Group LLC



as an additional lender.

This one-year agreement was not renewed but was amended on March 28, 2018 by the Board of Directors to extend the maturity date of the two drawings within the framework Revolving loan agreement of one (1) year.

This agreement has been amended to modify the maturity date. The reimbursement of the two drawings of a respective amount, in principal, of € 752,190 and € 1,433,744.

- ***Loan entered into with Konkur Investments Limited for a maximum amount of € 1,433,744:*** On March 28, 2018, the Board of Directors authorized the conclusion of a loan by Konkur Investments Limited for the benefit of AgroGeneration SA for a maximum amount of € 1,433,744 for a period of one (1) year, interest rate of 12%. On April 3, 2018, the Company made a drawing of € 1,433,744. This agreement was modified during the year 2022 by the suspension of the accumulation of interest from June 30, 2022 and the conversion into debt denominated in dollars, which was set at 1,595,475 US dollars. In 2022, the debt repayment deadline was extended until 30.06.2024.
- ***Loan entered into with Konkur Investments Limited for a maximum amount of € 1,433,744:*** On September 13, 2018, the Board of Directors authorized the conclusion of a loan by Konkur Investments Limited for the benefit of AgroGeneration SA for a maximum amount of € 1,433,744 for a period of one (1) year, interest rate of 12%. On October 1, 2018, the company made a draw of € 1,433,744. This agreement was modified during the year 2022 by the suspension of the accumulation of interest from June 30, 2022 and the conversion into debt denominated in dollars, which was set at 1,595,475 US dollars. In 2022, the debt repayment deadline was extended until 30.06.2024.
- ***Loan from Konkur Investments Limited for a maximum amount of € 1 433 744:*** the Board of directors authorized on March 14, 2019 the conclusion dated March 15, 2019 of a loan by Konkur Investments Limited to the benefit of AgroGeneration S.A., for a maximum amount of €1 433 744 and for a period of six months, with an interest rate of 12%.
On 1 April 2019, AgroGeneration drew down €1,433,744.



The Board of directors considered the conclusion of this agreement to be justified by the forthcoming financial deadlines of the Company.

This agreement was modified during the year 2022 by the suspension of the accumulation of interest from June 30, 2022 and the conversion into debt denominated in dollars, which was set at 1,595,475 US dollars. In 2022, the debt repayment deadline was extended until 30.06.2024.

- ***Amendment n°3 to the Revolving Loan from Konkur Limited and SigmaBleyzer Investment Group LLC for a maximum amount of € 2 900 000:*** the Board of Directors authorized on March 14, 2019 the conclusion dated March 15, 2019 of a new amendment to the revolving loan entered into between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a maximum amount of € 2 900 000.

The aim of this amendment is to extend the maturity date of the two drawings realized under the aforementioned one (1) year revolving loan. The first drawing, with a principal amount of €752 190 and the second drawing, with a principal amount of €1 433 744, shall now be repaid on October 2nd 2019 (from previously April 1, 2019 for the first one and October 2, 2018 for the second one).

The Board of directors considered the conclusion of the amendment to be justified by the forthcoming financial deadlines of the Company.

- ***Amendment No. 4 to the revolving loan agreement between the Company and Konkur Investments Limited and SigmaBleyzer Investment Group LLC***

On October 4, 2019, the Board of Directors authorized the conclusion of a global amendment to all contracts concluded between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a total amount of €6,214,513.

The purpose of this amendment is to modify the maturity date of these loans in order to (i) suspend their due date, (ii) make them repayable at any time subject to a prior period of (5) days and (iii) modify the qualification of these loans as a global shareholder loan.

The Board of Directors considered that the conclusion of this new amendment was



justified by the Company's future financial maturities.

The Board of directors considered that the conclusion of this agreement and its amendment were justified by the forthcoming financial deadlines of the Company.

After further supplementary agreements signed in 2022, at the date of this document, the amount outstanding under these agreements amounts to US\$ 6,915,531.

- ***Amendment No. 5 to the revolving loan agreement between the Company and Konkur Investments Limited and SigmaBleyzer Investment Group LLC***

On June 30, 2022, the Company amended all the loan agreement contracts concluded between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a total amount of €6,214,513.

The purpose of this amendment is to modify the maturity date until 31 December 2022, suspend interest accrual after June 30, 2022 and change the currency of the loan which shall now be reimbursed in American dollars. Thus, the total debt has been fixed at 6,915,531 US dollars since June 30, 2022. Considering that this amendment was concluded in the ordinary course of business and in the interest of the Company, no approval has been requested to the Board.

- ***Amendment No. 6 to the revolving loan agreement between the Company and Konkur Investments Limited and SigmaBleyzer Investment Group LLC***

On December 30th, 2022, the Company amended all the loan agreement contracts concluded between Konkur Investments Limited, SigmaBleyzer Investment Group LLC and AgroGeneration S.A., for a total amount of US\$ 6,915,531.

The purpose of this amendment is to modify the maturity date until 30 June 2024. Considering that this amendment was concluded in the ordinary course of business and in the interest of the Company, no approval has been requested to the Board.

1.3. Agreements entered into between the subsidiaries of the Company and the shareholders and/or executives of the Company

The following agreements, referred to in article L. 225-37-4 paragraph 2 of the French Commercial code, have been entered into during the 2023 financial year:

- ***Rent agreements between Ukrainian subsidiaries (Registr, AGG UA, BAR, LAN, POD, UNA, DON, BUR) and Techno-Iron LLC:*** the rent agreements on the rent of office

premises in Kharkiv, dated December 01, 2018 has been concluded between Register LLC (Registr), AgroGeneration Ukraine LLC (AGG UA), AF Barvinkivska LLC (BAR), LAN LLC (LAN), AF Podolivska LLC (POD), AF Ukraina Nova LLC (UNA), and Techno-Iron LLC (the company controlled by SigmaBleyzer Group). The invoices amount for the 2023 financial year increased to €256,822 without taxes.

- ***Loan agreement between Konkur Investments Limited and Harmelia Investments Limited:*** As mention in Section 1.1, on August 28, 2023, Harmelia Investments Limited, acting as the borrower, entered into a loan agreement with Konkur Investments Limited, who served as the lender, for a sum of €110,884.65 (the “**Receivable**”). This amount is due for repayment by September 1, 2026, at the latest. Subsequently, on September 15, 2023, AgroGeneration S.A., in the role of assignor, signed an assignment agreement with Konkur Investments Limited to transfer the Receivable to the Company. In line with this agreement, the Company committed to covering the cost of the Receivable by offsetting it against Konkur Investments Limited shareholders’ loan.

2. GOVERNANCE

We remind you that under the provisions of article L. 225-51-1 of the Commercial Code, the Board of Directors has opted to separate the functions of Chairman of the Board of Directors and Managing Director, Mr. Michael Bleyzer acting as Chairman of the Board of Directors and Mr. Sergiy Bulavin acting as Managing Director.

2.1. Composition of the Board of Directors and of the executive management during the past financial year

Term of office	Surname and first name / company name	Date of first appointment	Nationality	Age	Number of shares	End of the term of office
Chairman of the Board of Directors – Member of the Board of Directors	Mr. Michael Bleyzer	Ordinary General Meeting of 11/10/2013	USA	72	0	As Chairman until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024 As Director until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. John Shmorhun	Ordinary General Meeting of 11/10/2013	USA	68	0	As Director until the ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
Member of the Board of Directors	Mr. Lev Bleyzer	Ordinary General Meeting of 11/10/2013	USA	67	0	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Valery Dema	Ordinary General Meeting of 11/10/2013	Ukrainian	61	0	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Neal Warren Sigda	Ordinary General Meeting of 11/10/2013	USA	53	0	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024
	Mr. Guillaume James (independent)	Ordinary General Meeting of 11/07/2014	French	49	0	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2024

Term of office	Surname and first name / company name	Date of first appointment	Nationality	Age	Number of shares	End of the term of office
	Mr. Xavier Regnaut (independent)	Ordinary General Meeting of 26/06/2018	French	60	0	Ordinary General Meeting to approve the accounts for the financial year ending 31/12/2023
Managing Director	Mr. Sergiy Bulavin	Board of directors of 31/03/2020	Ukrainian	53	0	Unlimited

2.2. Personal information regarding the Managing Director

Sergiy Bulavin – Managing Director of AgroGeneration



Sergiy Bulavin began his career in 1995 at SigmaBleyzer, a US-based private equity firm and current majority shareholder of AgroGeneration. He held a number of operational and senior management positions covering several Eastern European countries (Ukraine, Bulgaria, Romania and Kazakhstan) before taking up a position as Vice President assigned to the Ukraine Agricultural Project.

In 2010, he joined Harmelia as First Vice President, and after the 2013 merger with AgroGeneration, became Senior Vice President of AgroGeneration. Since March 2020, he became Managing Director of the Group.

2.3. Personal information regarding the members of the Board of Directors

Michael Bleyzer – Chairman of the Board of Directors



Michael Bleyzer is the founder of SigmaBleyzer (established in 1994), one of Eastern Europe's largest and most experienced private equity investors, and the developer of its business model, which blends the best of Western business practices with extensive regional experience in former Soviet bloc countries.

Born in Kharkiv, Ukraine, Mr. Bleyzer was raised and educated in the Soviet Union, graduating from the Kharkiv Institute of Radioelectronics with a Master of Science in digital electronics and quantum physics. His career took him to Russia, Ukraine, Uzbekistan and Turkmenistan, before he came to the U.S. in 1978 where he became an American citizen. Mr. Bleyzer then embarked on a career in finance and management, which lasted over 15 years at Exxon and Ernst & Young included a variety of operational, management and executive positions in Texas, Louisiana and Europe.

Mr. Bleyzer has appeared on CNBC as an expert on emerging markets investment and frequently speaks at investment conferences around the world. Mr. Bleyzer has served on the Board of Directors of the Houston Holocaust Museum, the Texas Emerging Technology Fund Advisory Committee, Thunderbird Private Equity Center Executive Advisory Board, the Thunderbird Global Council, and the Advisory Board of the Emerging Markets Private Equity Association (EMPEA).

Since October 2013, Mr. Bleyzer serves as Chairman of the Board of Directors of AgroGeneration.

Lev Bleyzer – Member of the Board of Directors



Lev Bleyzer is a founding Partner of SigmaBleyzer and is responsible for everyday operations at the company. Mr. Bleyzer was born in the former Soviet Union and attended Kharkiv Engineering Economics Institute. He immigrated to the United States in 1981 and graduated from the University of Houston with a degree in management in 1987.

During college, he worked for a wine wholesale company, where he became one of the top salesmen in Houston. After graduation, Mr. Bleyzer was accepted into the management program of a national retail company where he worked for four years as sales manager until he joined Sigma Ventures Inc. in 1994.

Mr. Bleyzer is a member of the Board of Directors of numerous companies located throughout Eastern Europe. In his capacity as Board Member, he is responsible for the financial and operational aspects of each business.

Since October 2013, Lev Bleyzer sits at the Board of Directors of AgroGeneration. He is also Chairman of the Remuneration Committee and member of the Audit committee.

Valery Dema – Member of the Board of Directors



Valery Dema founded Sigma Financial Industrial Group in 1989 and served as its General Director. In 1994, Sigma Financial Industrial Group brought under the control of Sigma Venture Inc, date on which he became vice-chairman. He is currently responsible for New Business Development in SigmaBleyzer.

Mr. Dema graduated from the Kharkiv Aviation Institute in 1985. His post-graduate studies include three years of economics at the Kharkiv Engineering Economics Institute, one year of management at Cologne University in Germany and three years of law at the Kharkiv Institute of Jurisprudence.

Since October 2013, Valery Dema sits at the Board of Directors of AgroGeneration.

Neal Warren Sigda – Member of the Board of Directors



Neal Sigda is a Partner at SigmaBleyzer, serving as a member of the Investment Committee and the Chairman of the Internal Portfolio Review Board. From 1995 to 1997, Mr. Sigda spent most of his time in Kaliningrad, Russia as well as in St. Petersburg, where he was the Director of Finance for a joint venture.

Prior to that, he spent several years in the publishing industry. Mr. Sigda holds a bachelor's degree from Cornell University and a Master of International Management from Thunderbird, the American Graduate School of International Management (with a specialization in finance).

As Partner at SigmaBleyzer, Mr. Sigda has helped build or manage various areas of the business. This includes serving or having served on several Boards of Directors, heading up SigmaBleyzer Equities Research Group, monitoring investors' relation and leading the Deal Team.

Since October 2013, Mr. Sigda serves as a member of the Board of Directors of AgroGeneration. He is also a Chairman of the Audit Committee and member of the Remuneration Committee.

John Shmorhun – Member of the Board of Directors



John Shmorhun is a former DuPont executive that has worked in Ukraine and Russia for more than 18 years managing DuPont’s agricultural businesses in the region. As Director, he was in charge of operations in Russia, Ukraine, and the CIS countries for eight years.

Prior to that appointment, he started-up DuPont Ukraine, where he served as the General Director in charge of DuPont’s agrochemical business from 2003 to 2008. He served as a Navy pilot for 10 years prior to joining DuPont. Mr. Shmorhun has served on many boards, including the American Chamber of Commerce in Russia, DuPont Khimprom CJSC, and DuPont Russian Coatings CJSC. He holds an MBA from the International Management Institute in Geneva and a BS in Mechanical Engineering from the US Naval Academy. Since 2010, John Shmorhun has been employed as the President of Harmelia, a portfolio company of SigmaBleyzer. From 2013 till March 2020, Mr. Shmorhun has served as the CEO at AgroGeneration.

Guillaume James – Member of the Board of Directors



Guillaume James graduated from Panthéon Assas University in 1999. He holds a degree of Master in Law. Between 2000 and 2002 Mr. James served as a Jurist at Self Trade (online broker).

Between 2002 and 2010 he held a position of Director of Corporate Affairs at Poweo (First Independent French Electricity and Gas Supplier).

Since 2008, Mr. James serves as a Director at Gravitation. Since 2014, Guillaume James sits at the Board of Directors of AgroGeneration. He is also a member of the Remuneration Committee.

Xavier Regnaut - Member of the Board of Directors



Xavier Regnaut is an agronomist and geneticist, graduated from the Executive MBA of HEC Paris and Babson College in Innovation and Entrepreneurship.

From 1990 to 1994, Xavier Regnaut was the chief of agricultural food products innovation market of the group Limagrain.

From 1995 to 2008, he successively held the positions of General Director of Fidesco then of the Entrepreneurs Network (financing of SMEs with a high potential), where he was at the initiative of the creation of an investment fund for innovative companies.

From 2008 to 2013, he was the President and Vice President of IHD (Health) and Momagri (Agricultural Rating Agency). From 2019 to the present he is the President of Blainville Executive Conseil.

Xavier Regnaut serves as a member of AgroGeneration's Board of Directors since 2017.

2.4. List of other directorships and positions held by the corporate officers

Name and surname of the director	Mandates and positions held within the Group during the financial year ended and during the last five financial years	Offices and positions held outside the Group during the last five financial years
Michael Bleyzer	<u>Mandates and functions during the past financial year:</u> - Chairman of the Board of Directors	<u>Mandates and functions during the year ended:</u> - Founder and Chairman, DAAR Charitable Foundation - CEO, member of the Investment Committee and founding partner of SigmaBleyzer
John Shmorhun	<u>Mandates and functions during the past financial year:</u> - Member of the Board of Directors	<u>Mandates and functions during the year ended:</u> - Founder MoveUkraine foundation, Ukraine - Partner LandSolution, Ukraine - Supervisory Board member, Help Us Help, Ukraine
Valery Dema	<u>Mandates and functions during the past financial year:</u> - Member of the Board of Directors	<u>Mandates and functions during the year ended:</u> - HASK-Flex (Ukraine): member of the Board of Directors

<p>Lev Bleyzer</p>	<p><u>Mandates and functions during the past financial year:</u></p> <ul style="list-style-type: none"> - Member of the Board of Directors 	<p><u>Mandates and functions during the year ended</u></p> <ul style="list-style-type: none"> - CEO, member of the Investment Committee and funding partner of SigmaBleyzer - Member of the Board of Directors of UKRN I New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of UKRN II New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of UKRN III New Capital Growth Co Limited (Cyprus) - Member of the Board of Directors of Volia Limited (Cyprus) - Member of the Board of Directors of OISIW Limited (Cyprus) - Member of the Board of Directors of Elandia Holding Limited (Cyprus) - Member of the Board of Directors of Giacintoco Holding Limited (Cyprus) - Member of the Board of Directors of Braeside Limited (Cyprus) - Member of the Board of Directors of SBF IV Cyprus Limited (Cyprus) - Member of the Board of Directors of Ostrella Limited (Cyprus) - Member of the Board of Directors of Konkur Investments Limited (Cyprus) - Member of the Board of Directors of Iviza Investments Limited (Cyprus) - Member of the Board of Directors of Bonza Bay Investments Limited (Cyprus) - Member of the Board of Directors of Ungeni Investments Limited (Cyprus) - Member of the Board of Directors of SigmaBleyzer Southeast European Fund IV CV (Holland) - Member of the Board of Directors of SBF Southeast European Holdings BV (Holland) - Director of SigmaBleyzer Investment Group LLC (USA) - Director of SBT GP VI LLC (USA) - Director of SBT Investment VI LLC (USA) - Director of SIGMA UGF-IV LLC (USA) - Vice-President of Sigma Ventures Inc (USA) - Vice-President of Sigma Advisors Inc (USA) - Member of the Board of Directors of Poltava Conditier (Ukraine) - Member of the Board of Directors of Sigma Cayman III LTD (Cayman) <p><u>Mandates and functions held during the last five financial years:</u></p>
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		<ul style="list-style-type: none"> - Member of the Board of Directors of Aquorn Holding Limited (Cyprus) - Member of the Board of Directors of Wellaxo Investments Limited (Cyprus) - Member of the Board of Directors of SBV IV Dairy BV (Holland) - Member of the Board of Directors of Sumatra LTD (Ukraine) - Member of the Board of Directors of Covalact
Neal Sigda	<u>Mandates and functions during the past financial year:</u> <ul style="list-style-type: none"> - Member of the Board of Directors 	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - President of the Internal Portfolio Review Board of SigmaBleyzer - Member of the Investment Committee and partner of SigmaBleyzer
Guillaume James	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - Member of the Board of Directors 	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - CEO of DreamJet Participations SAS - Vice CEO of Gravitation SAS - President of GCMi Corporate SAS - President of Paradisio SAS
Xavier Regnaut	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - Member of the Board of Directors 	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - Blainville Executive Conseil : President
Mr. Sergiy Bulavin	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - CEO 	<u>Mandates and functions during the year ended:</u> <ul style="list-style-type: none"> - SigmaBleyzer: Non Executive Vice President / Advisor - Terramet: Member of Advisory Board - Agropartner: Chairman of Advisory Board <u>Mandates and functions held during the last five financial years:</u> <ul style="list-style-type: none"> - Ukrainian Corporate Governance Academy: CEO (till April, 2020) - NST Group: Member of Advisory Board (till November, 2022)

2.5. Remuneration of the Members of the Board of Directors and Executive Management

2.5.1. Remuneration of the Members of the Board of Directors

By decision dated January 4th, 2021 the Board decided to suspend any future allocation of attendance fees by the Board until the Board considered that the Group has better performance.

2.5.2. Remuneration of the Executive Management

The remuneration of the Managing Director is determined by the Board of Directors after consulting the Compensation Committee on the basis of financial criteria, and stands as follows:

- At 31 December 2023:
 - Fixed annual remuneration paid: €48,000.
- At 31 December 2022:
 - Fixed annual remuneration paid: €67,000.

2.6. Authorization to increase the share capital

In accordance with Article L. 225-37-4, paragraph 3 of the Commercial Code, you will find attached in **Appendix 3** a summary table of the valid delegations granted by the general shareholders' meeting and the Board of Directors in the area of capital increases.

Done in Paris, 29 April 2024
Board of Directors
AgroGeneration S.A.

APPENDIX 1 – LIST OF CONSOLIDATED COMPANIES

At 31 December 2023, AgroGeneration held the following subsidiaries:

All companies are fully consolidated.

#	Name	Conso name	Registered office	Activity	December 31, 2023 % of interest
1	AgroGeneration	AgroGeneration	Paris - France	Group Holding	Consolidating entity
2	Marrimore Holdings Ltd	Marrimore	Nicosia - Cyprus	Holding company	100%
3	Harmelia Investments Limited	Harmelia	Nicosia - Cyprus	Holding company	100%
4	AgroGeneration Ukraine LLC	AGG UA	Kiev - Ukraine	Service operating company	100%
7	AF Barvinkivska LLC	BAR	Kharkiv - Ukraine	Agricultural producer	100%
8	AF Podolivska LLC	POD	Kharkiv - Ukraine	Agricultural producer	100%
9	AF Ukraina Nova LLC	UNA	Kharkiv - Ukraine	Agricultural producer	100%
10	Lan LLC	LAN	Kharkiv - Ukraine	Agricultural producer	100%
11	Register LLC	Registr	Kharkiv - Ukraine	Service operating company	100%
12	Tornado Agro-holding PC	Tornado	Kharkiv - Ukraine	Service operating company	100%

APPENDIX 2 - TABLE OF RESULTS FOR THE LAST FIVE FINANCIAL YEARS

(Article R. 225-102 of the Commercial Code)

	31.12.2019	31.12.2020	31.12.2021	31.12.2022	31.12.2023
Financial position at the end of the year					
Share capital	11,079,319.35	11,079,319.35	11,079,319.35	11,079,319.35	11,079,319.35
Number of shares issued	221,586,387	221,586,387	221,586,387	221,586,387	221,586,387
Maximum number of shares to be created:					
- by conversion of bonds	6,333,333	6,333,333	-	-	-
- by subscription right	7,911,158	7,105,825	2,519,544	2,519,544	2,519,544
Overall result of actual operations					
Turnover (before tax)	18,862,432	1,629,337	0	0	398,196
Net result before tax, depreciation and provisions	(3,446,645)	(720,660)	(4,059,338)	(153,185)	904,990
Tax burden					
Net result after tax, depreciation and provisions	(71,615,995)	(2,184,816)	12,946,262	(299,358)	904,990
Amount of profits distributed					
Result of operations reduced to a single share					
Result after tax, but before depreciation and provisions	-				
Result after tax, depreciation and provisions	-				
Dividends paid to each share					
Staff					
Average workforce	2	1	1	1	1
Amount of the payroll	182,251	73,594	12,778	15,011	11,794
Amounts paid in social benefits (social security, works)	82,715	30,405	3,998	5,096	2,778

APPENDIX 3 – SUMMARY TABLE OF THE VALID AUTHORIZATIONS GRANTED BY THE GENERAL MEETING

(Article L. 225-37-4, 3° of the French Commercial Code)

Number	Concerned delegations	Date of the General Meeting granting the authorization	Duration of the authorization	Implementation
1	Authorization granted to the Board of Directors for the purpose of buying, holding or transferring Company's shares that the Company holds or might hold due to repurchases made in accordance with articles L. 22-10-62 and L. 225-209-2 of the French Commercial Code, within the limit of 10% of the share capital.	29 September 2023 5 th resolution	18 months	Delegation not used in 2023
2	Authorization granted to the Board of Directors for the purpose of decreasing the share capital by cancelling treasury shares that the Company may hold in accordance with article L. 22-10-62 of the French Commercial Code, within the limit of 10% of the share capital ascertained at the moment of the cancellation decision.	29 September 2023 6 th resolution	18 months	Delegation not used in 2023