

17 July 2013, Luhansk, Ukraine

Current report 17/07/2013



**Agroton Public Limited: Announcement of consent solicitation in respect of its U.S.\$50,000,000 12.50 per cent. notes due 2014**

As a result of the developments and factors set out in the Issuer's current report dated 16 July 2013, Agroton Public Limited (the "**Issuer**") announces today that it has commenced a consent solicitation in respect of its U.S.\$50,000,000 12.50 per cent. Notes due 2014 (the "**Notes**"). The final voting deadline for submission of electronic voting instructions for the extraordinary resolution of the Noteholders (the "**Extraordinary Resolution**") in relation to the consent solicitation is 3.00 p.m. (London time) on 6 August 2013.

The Issuer is seeking the consent of Noteholders to amend the terms and conditions of the Notes to: (1) extend the maturity of the Notes by 60 months to 14 January 2019 in order to lengthen the average maturity of the Issuer's funding sources; (2) postpone the interest payment that was due for payment to Noteholders on 14 July 2013 to 14 January 2014; (3) decrease the interest rate with effect from 14 January 2013 from 12.50 per cent. to 8.00 per cent; (4) amend the definition of Leverage Ratio Exception so that the maximum Consolidated Leverage Ratio would be 4.0 rather than 3.0; and (5) amend the definition of Permitted Indebtedness so that Additional Indebtedness is not to exceed U.S.\$20 million (rather than U.S.\$5 million) at any time outstanding. The Issuer is also requesting that Noteholders sanction and approve the waiver of the Potential Event of Default or Event of Default under the terms and conditions of the Notes arising as a result of the proposed postponement of the 14 July interest payment to January 2014.

The waiver and the proposed amendments to the terms and conditions of the Notes are described in more detail in the consent solicitation memorandum dated 17 July 2013 (the "**Consent Solicitation Memorandum**"). The terms and conditions of the consent solicitation are set out in the Consent Solicitation Memorandum and, unless the context requires otherwise, terms defined in the Consent Solicitation Memorandum and not otherwise defined herein shall have the same meanings in this announcement.

To be passed in relation to the Notes, the Extraordinary Resolution must be passed at a quorate meeting of Noteholders duly convened and held in accordance with the provisions of Schedule 3 to the Trust Deed by the affirmative vote of holders of Notes present in person or represented by proxy or representative owning in the aggregate not less than three quarters in principal amount of the Notes owned by the Noteholders who are so present or represented at the meeting. If passed, the Extraordinary Resolution will be binding upon all of the Noteholders. The Meeting will be held at 3.00 p.m. (London time) on 8 August 2013 at the offices of Baker & McKenzie LLP, 100 New Bridge Street, London, EC4V 6JA. Voting can take place by electronic voting instruction via the Clearing Systems or by attending the Meeting and producing a valid Form of Proxy.

The Issuer has retained Lucid Issuer Services Limited to act as Tabulation Agent. Requests for copies of the Consent Solicitation Memorandum or information in relation to the procedures for voting on the Extraordinary Resolution should be directed to the Tabulation Agent.

For further information, please contact:

**The Tabulation Agent at:**

Lucid Issuer Services Limited  
Leroy House, 436 Essex Road  
London, N1 3QP  
United Kingdom

Tel: +44 (0)20 7704 0880

Fax: +44 (0)20 7067 9098

Attention: Thomas Choquet/Victor Parzyjagla

Email: [agroton@lucid-is.com](mailto:agroton@lucid-is.com)

**The Principal Paying Agent at:**

The Bank of New York Mellon, London Branch

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London, E14 5AL

United Kingdom

Fax: +44 (0)20 7964 2536

Attention: Corporate Trust Administration

Email: [CORPSOVCEE@bnymellon.com](mailto:CORPSOVCEE@bnymellon.com)

**The Issuer at:**

Agroton Public Limited

1 Lampousas Street

CY-1095

Nicosia

Cyprus

Attention: Larisa Orlova, CFO

Email: [orlova@agroton.lg.ua](mailto:orlova@agroton.lg.ua)

***This announcement is not a solicitation of consents, nor shall it be deemed a solicitation of consents with respect to any securities. The consent solicitation will be made solely by way of the Consent Solicitation Memorandum.***

***Neither this announcement nor the Consent Solicitation Memorandum shall constitute an invitation to participate in the consent solicitation in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Consent Solicitation Memorandum comes are required by each of the Issuer, the Trustee, the Tabulation Agent and the Principal Paying Agent to inform themselves about, and to observe, any such restrictions.***