



PRESS RELEASE 2017

Regulated information | May 2017



SIPEF announces the launch of a capital increase

NOT FOR DIRECT OR INDIRECT DISTRIBUTION, PUBLICATION OR RELEASE TO OR WITHIN THE UNITED STATES, CANADA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER COUNTRY OR JURISDICTION WHERE ITS DISSEMINATION WOULD BE CONTRARY TO LAW. OTHER RESTRICTIONS APPLY.

A prospectus was approved by the Belgian Financial Services and Markets Authority on 3 May 2017. The prospectus may be obtained, free of charge, per simple request, by phone call to +32 (0)3 641 97 00. The prospectus is also available on the website of *SIPEF* (www.sipef.com), subject to certain conditions (i.e. the acceptance of a disclaimer). The prospectus is available in English and in Dutch, and a summary in French has been prepared.

SIPEF ANNOUNCES THE LAUNCH OF A CAPITAL INCREASE WITH STATUTORY PREFERENTIAL SUBSCRIPTION RIGHTS OF EUR 88.9 MILLION

Brief description of the transaction

- Capital increase of EUR 88 947 684.20 (equivalent to USD 97.12 million)
- The net proceeds of the offering will be used to refinance the acquisition of an additional interest of 47.71% in PT Agro Muko and, as the case may be, to pay part of the purchase price for the acquisition of PT Dendy Marker
- Subscription Ratio: 11 Preferential Subscription Rights give the right to subscribe to 2 New Shares
- Issue Price: EUR 54.65 per New Share, representing a discount of 11.08% compared to the theoretical market price (based on the closing price of *SIPEF* Ordinary Share on Euronext Brussels on 3 May 2017) calculated after detachment of the coupon n°9 representing the Preferential Subscription Right and the coupon n°10 representing the dividend for the financial year 2016
- Subscription commitments from *SIPEF* main shareholders: Ackermans & Van Haaren NV to fully take-up its rights to subscribe for EUR 25.5 million. Cabra NV and Gedei NV (Group Bracht) to subscribe for EUR 8.0 million. In addition, Ackermans & Van Haaren NV to subscribe all New Shares that remain available for subscription after the Rights Subscription Period and the Scrips Private Placement, if any
- Rights Subscription Period: from 5 May 2017 up to and including 19 May 2017
- The Preferential Subscription Rights will be represented by coupon n°9, which will be detached from the underlying Ordinary Shares on 4 May 2017 after closing of the regulated market of Euronext Brussels and will be tradable on Euronext Brussels during the Rights Subscription Period
- After the Rights Subscription Period, the Preferential Subscription Rights can no longer be exercised or traded, and consequently, the subscription requests received after the closing of the Rights Subscription Period will become invalid
- Coupon n°10 of the Ordinary Shares giving right to a dividend for the financial year which closed on 31 December 2016 will be detached on 4 May 2017 (after closing of markets) and will be payable on 5 July 2017. Such dividend proposal is subject to approval by the ordinary general shareholders' meeting scheduled on 14 June 2017

- The New Shares will be entitled to the dividend for the full financial year of 2017, payable in 2018
- The Scrip Private Placement will take place in principle on 22 May 2017
- Payment of the Issue Price by or on behalf of the subscribers on 24 May 2017
- The New Shares will be listed on Euronext Brussels

Syndicate

BNP Paribas Fortis acts as Sole Global Coordinator and Sole Bookrunner. KBC Securities acts as Lead Manager. Degroof Petercam, ING and Delen Bank act as Co-Lead Managers.

Terms of the Offering

At the closing of the regulated market of Euronext Brussels on 4 May 2017, the shareholders of *SIPEF* will receive one preferential subscription right per existing ordinary share (the Preferential Subscription Right). The Preferential Subscription Rights, represented by coupon n°9, will be separated from the existing ordinary shares (the Ordinary Shares) on 4 May 2017 at the closing of the regulated market of Euronext Brussels and are expected to be admitted to trading on Euronext Brussels and tradable during the subscription period as of 5 May 2017 until and including 19 May 2017 (the Rights Subscription Period) (ISIN code BE0970155587).

1 627 588 new ordinary shares without nominal value (the New Shares) will be offered for subscription by exercise of the Preferential Subscription Rights. The holders of Preferential Subscription Rights may subscribe to New Shares in the proportion of 11 Preferential Subscription Rights for 2 New Shares at an issue price of EUR 54.65 per New Share.

At the closing of the rights offering, the unexercised Preferential Subscription Rights will automatically be converted into an equal number of Scrips and the offer of the Scrips will be addressed solely to qualified investors in the EEA and Switzerland in accordance with a private placement exemption (the Scrips Private Placement). In consideration for Ackermans & van Haaren NV's commitment, *SIPEF* has granted Ackermans & van Haaren NV a right of first refusal, in priority to all other participants to the Scrips Private Placement, to acquire such number of Scrips as Ackermans & van Haaren NV determines, at the price which results from the bookbuilding.

The Net Scrips Proceeds (rounded down to a whole eurocent per unexercised Preferential Subscription Right) will be distributed proportionally between all holders of unexercised Preferential Subscription Rights. The Net Scrips Proceeds will be announced by a press release and will be paid to the holders of such unexercised Preferential Subscription Rights upon presentation of Coupon n°9. There is, however, no assurance that any Scrips will be sold during the Scrips Private Placement, or that there will be any Net Scrips Proceeds. If the Net Scrips Proceeds are less than EUR 0.01 per unexercised Preferential Subscription Right, the holders of such unexercised Preferential Subscription Rights are not entitled to receive any payment and, instead, the Net Scrips Proceeds will be transferred to the Company.

The results of the rights offering and of the Scrips Private Placement will be announced by press releases on or about 22 May 2017. The payment of the subscription price, the settlement of the capital increase, the listing and the start of the trading of the New Shares on Euronext Brussels is foreseen for 24 May 2017.

Context & use of the net proceeds of the capital increase

Consistent with its growth strategy to grow its plantations towards a first target of 100 000 planted hectares, while further focusing on its primary (100% RSPO) palm oil core business in Indonesia and Papua New Guinea, *SIPEF* has closed the acquisition of an additional interest of 47.71% in PT Agro Muko in March 2017, and announced in February 2017 the signing of a heads of agreement for the acquisition of PT Dendy Marker, which is still subject to due diligence.

In that context, *SIPEF* intends to use the net proceeds of the offering (i) to reimburse part of the bridge loan facility entered into by the Company to finance the acquisition of an additional interest of 47.71% in PT Agro Muko and, as the case may be, (ii) to pay part of the purchase price for the acquisition of PT Dendy Marker.

Commitments of existing shareholders

Ackermans & van Haaren NV has committed to subscribe for (i) the number of New Shares that it is entitled to subscribe for pursuant to the Preferential Subscription Rights arising out of its shares, i.e. 467 490 New Shares and (ii) the number of New Shares, if any, that remain available for subscription after the Subscription Period and the Scrips Private Placement for which no Preferential Subscription Rights have been exercised during the Subscription Period and for which no Scrips could be placed during the Scrips Private Placement.

As consideration for that commitment, Ackermans & van Haaren NV has been granted a right of first refusal, in priority to all other participants to the Scrips Private Placement to acquire such number of Scrips as it determines, at the price which results from the Scrips Private Placement bookbuilding, provided that the number of New Shares for which it may decide to subscribe in the Scrips Private Placement shall not exceed the total number of Shares to be placed in accordance with the Scrips Private Placement.

Cabra NV and Gedei NV have committed to subscribe to 146 385 New Shares.

Prospectus

The Prospectus has been prepared in English and in Dutch. The summary has been translated into French. In case of inconsistencies between the versions in different languages, the English version will prevail in principle. However, investors can invoke the Dutch version of this Prospectus towards the Company.

Subject to certain restrictions, the Prospectus, approved by the FSMA on 3 May 2017 will be made available to investors as from 5 May 2017 at no cost at the registered offices of the Issuer. Subject to the same restrictions, the Prospectus will also be made available to investors at no cost from BNP Paribas Fortis SA/NV at +32 2 433 401 3213 and on its websites (www.bnpparibasfortis.be/sparenenbeleggen (Dutch) and www.bnpparibasfortis.be/epargneretplacer (French)), from KBC Securities at +32 3 283 29 70 (Dutch and French), from KBC Bank at +32 3 283 29 70 (Dutch and French), and from CBC Banque at +32 800 92 020 (French) and on the websites of KBC Bank (www.kbc.be/SIPEF), KBC Securities (https://www.kbcsecurities.com/services/corporate_finance/Prospectus.aspx and www.bolero.be/nl/SIPEF (Dutch) and www.bolero.be/fr/SIPEF (French)) and CBC Banque (www.cbc.be/corporateactions), from ING Belgium SA/NV at 32 2 464 60 01 (Dutch) ,+32 2 464 60 02 (French) and 32 2 464 60 04 (English) and on its websites (www.ing.be/aandelentransacties (Dutch), www.ing.be/transactionsdactions (French), www.ing.be/equitytransactions (English)) and on the website of Bank Degroof Petercam SA/NV (www.degroofpetercam.be), Delen Bank NV (www.delen.be). Subject to certain conditions, this Prospectus is also available on the internet at the following website: www.sipef.com.

Expected timetable

Detachment of Coupon n° 9 and Coupon n° 10 after regulated market closing on Euronext Brussels	4 May 2017
Trading of the Shares ex Preferential Subscription Rights	5 May 2017
Listing of the Preferential Subscription Rights on the regulated market of Euronext Brussels	5 May 2017
Start of trading of the Preferential Subscription Rights on the regulated market of Euronext Brussels	5 May 2017
Opening date of the Rights Subscription Period	5 May 2017
End of trading of the Preferential Subscription Rights on the regulated market of Euronext Brussels	19 May 2017
End of listing of the Preferential Subscription Rights on the regulated market of Euronext Brussels	19 May 2017
Announcement of the results of the Rights Offering (press release on the Company's website)	22 May 2017
Scrips Private Placement	22 May 2017
Announcement of the results of the Scrips Private Placement (press release on the Company's website)	22 May 2017
Payment of the Issue Price by or on behalf of the subscribers	24 May 2017
Completion of the capital increase	24 May 2017
Delivery of the New Shares to the subscribers	24 May 2017
Listing of the New Shares on the regulated market of Euronext Brussels	24 May 2017
Start of trading of the New Shares on the regulated market of Euronext Brussels	24 May 2017
Payment to holders of unexercised Preferential Subscription Rights	As from 29 May 2017

The Company may amend the dates and times of the capital increase and periods indicated in the above timetable and throughout the Prospectus. In such event, the Company will notify Euronext Brussels and inform the investors through a press release and on the Company's website (www.sipef.com). In addition, to the extent required by law, the Company will publish a supplement to the Prospectus.

Risk factors

Investing in the New Shares, the Preferential Subscription Rights and the Scrips involves a high degree of risk. An investor is exposed to the risk of losing all or part of its investment. Before any investment in the New Shares, the Preferential Subscription Rights or the Scrips, investors must read the risk factors set out in the Prospectus (Section D of the Summary and Section 3 (Risk factors)). Each of these risk factors must be carefully studied and assessed before investing in the New Shares, the Preferential Subscription Rights or the Scrips. The Group's results have in the past and may be in the future substantially affected by the market price fluctuation of its products, in particular palm oil, which generates the majority of the Group's revenue and profit. Shareholders who fail to exercise their Preferential Subscription Rights will be diluted. In the context of the Offering, Ackermans & van Haaren NV may increase its shareholding above 30% without triggering the obligation to launch a mandatory public takeover bid.

For further information:

Any investment in shares involves a high degree of risk. An investor is exposed to the risk to lose all or part of his investment. Before taking a decision to invest, the prospective investors should duly read the entire prospectus. The Prospectus contains a description of the offering and the risk factors. The Prospectus is available on the website of SIPEF (www.sipef.com). The current document is an advertisement and not a prospectus. Any decision to purchase securities to which this document refers should be based solely on the information included in the Prospectus, including its section "Risk factors".

These materials are not for distribution, directly or indirectly, in or into the United States. These materials do not constitute or form a part of any offer or solicitation to purchase securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended, (the "Securities Act") and may not be offered or sold in the United States, except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This communication may be distributed in a member state of the European Economic Area, with the exception of Belgium, which applies Directive 2000/71/EC (this Directive together with any implementing measures in any member state, the "Prospectus Directive") only to those persons who are qualified investors for the purposes of the Prospectus Directive in such member state, and such other persons as this document may be addressed on legal grounds, and no person that is not a relevant person may act or rely on this document or any of its contents.

This announcement and the information contained herein are not for publication, distribution or release in, or into, the United States, Canada, Australia, Japan or South Africa.

Certain statements, beliefs and opinions in this press release are forward-looking, which reflect the Company or, as appropriate, the Company directors' current expectations and projections about future events. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. A multitude of factors including, but not limited to, changes in market prices of products and commodity inputs, geopolitical and economic development risks, risks related to seasonal variability of earnings, risks related to the plantation industry such as quality of seeding, can cause actual events, performance or results to differ significantly from any anticipated development. Forward looking statements contained in this press release regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. As a result, the Company expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements in this press release as a result of any change in expectations or any change in events, conditions, assumptions or circumstances on which these forward-looking statements are based. Neither the Company nor its advisers

or representatives nor any of its subsidiary undertakings or any such person's officers or employees guarantees that the assumptions underlying such forward-looking statements are free from errors nor does either accept any responsibility for the future accuracy of the forward-looking statements contained in this press release or the actual occurrence of the forecasted developments. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release.

The date of listing on Euronext Brussels may be influenced by things such as market conditions. There is no guarantee that such listing will occur and you should not base your financial decisions on the Company's intentions in relation to such listing at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. This announcement does not constitute a recommendation concerning the offering. The value of the shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the offering for the person concerned.

Schoten, 3 May 2017

For more information, please contact:

F. Van Hoydonck,
managing director
(GSM +32 478 92 92 82)

J. Nelis,
chief financial officer

Tel.: +32 3 641 97 00
Fax : +32 3 646 57 05

finance@sipef.com
www.sipef.com
(section "investors")



SIP EF is a Belgian agro-industrial company listed on Euronext Brussels. The company mainly holds majority stakes in tropical businesses, which it manages and operates. The group is geographically diversified, and produces a number of different commodities, principally palm oil. Its investments are largely long-term ventures in developing countries.