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Acomo kondigt de lancering aan van een accelerated bookbuild offering

ROTTERDAM (NL), 01 DECEMBER 2020

Amsterdam Commodities N.V. (Acomo), hierna de "Vennootschap" of "Acomo", kondigt de lancering aan van een accelerated bookbuild offering tot ongeveer EUR 96 miljoen (de "Aanbieding") bestaande uit (i) maximaal 2.465.156 nieuwe gewone aandelen in de Vennootschap (de "Nieuwe Aandelen") (ii) maximaal 2.465.155 nieuwe gewone aandelen in de Vennootschap aan bepaalde deelnemers in het orderboek in de Aanbieding die zich vooraf hebben vastgelegd om zich in te schrijven op en te betalen voor dergelijke aandelen na, en behoudens, verkrijging van goedkeuring van de buitengewone algemene vergadering van aandeelhouders van de Vennootschap, gepland op 22 december 2020 (de "BAVA") (de "BAVA Aandelen"). De Nieuwe Aandelen de BAVA Aandelen") (tezamen de "Aangeboden Aandelen") vertegenwoordigen ongeveer 19,99% van het geplaatste aandelenkapitaal van de Vennootschap.

De Aangeboden Aandelen worden aangeboden tegen een vaste aanbiedingsprijs van EUR 19,50 per aandeel.

De Vennootschap is voornemens om de netto-opbrengsten van de Aanbieding te gebruiken voor de gedeeltelijke financiering van de overname van SunOpta's internationale divisie biologische ingrediënten, bestaande uit The Organic Corporation B.V. en Tradin Organics USA LLC, zoals aangekondigd op 10 november 2020.

Verschillende grootaandeelhouders van de Vennootschap en nieuwe investeerders steunen de Aanbieding en hebben zich vooraf vastgelegd om zich in te schrijven op een totaal aantal Aangeboden Aandelen dat gelijk is aan een bedrag van circa EUR 63 miljoen in de Aanbieding. Sommige van deze aandeelhouders en nieuwe investeerders zullen zich inschrijven op de Nieuwe Aandelen, waar anderen zich vooraf hebben vastgelegd om zich in te schrijven op de BAVA aandelen.

De Nieuwe Aandelen zullen worden uitgegeven door de Vennootschap op basis van de machtiging die door de aandeelhouders aan haar Raad van Bestuur is verleend tijdens de algemene vergadering van aandeelhouders van de Vennootschap op 30 april 2020 om nieuwe aandelen uit te geven tot 10% van het geplaatst aandelenkapitaal van de Vennootschap. Daarnaast hebben bepaalde deelnemers in het orderboek zich vooraf vastgelegd om zich in te schrijven op en te betalen voor de BAVA Aandelen na, en behoudens, verkrijging van goedkeuring van de aandeelhouders op de besluiten die voor de BAVA zijn geagendeerd. Met betrekking tot de BAVA hebben verschillende grotere aandeelhouders, die gezamenlijk meer dan 60 procent van de totale stemrechten vertegenwoordigen en onafhankelijk van elkaar optreden, hebben aangegeven de overname te steunen. Van deze groep heeft 43,1% zich onherroepelijk verbonden aan het stemmen vóór de besluiten die tijdens de BAVA zijn geagendeerd.

De Aangeboden Aandelen zullen in alle opzichten gelijk in rang zijn (*pari passu*) met de bestaande gewone aandelen van de Vennootschap.

De Nieuwe Aandelen en, wanneer de besluiten die tijdens de BAVA zijn geagendeerd worden goedgekeurd, de BAVA aandelen zullen door de Vennootschap worden uitgegeven zonder voorkeursrecht voor huidige aandeelhouders. De Aangeboden Aandelen zullen uitsluitend worden aangeboden aan gekwalificeerde beleggers in de Europese Economische Ruimte ("EER"), aan slechts een beperkt aantal gekwalificeerde institutionele kopers ('qualified institutional buyers') in de Verenigde Staten in de zin van Rule 144A onder de Amerikaanse Securities Act van 1933, zoals gewijzigd (de "Securities Act"), gebruikmakend van een vrijstelling van de registratievereisten van de Securities Act, aan personen buiten de Verenigde Staten bij offshore transacties in de zin van, en met gebruikmakend van, Regulation S onder de Securities Act, aan institutionele beleggers die zowel geaccrediteerde beleggers als Canadese toegestane cliënten in Quebec, Ontario, Alberta en Brits Colombia zijn, en aan bepaalde gekwalificeerde beleggers in andere jurisdicties.

De Aanbieding zal onmiddellijk na de publicatie van deze aankondiging aanvangen. Details over het definitieve aantal Aangeboden Aandelen en de uitgifteprijs zullen door de Vennootschap zo spoedig mogelijk na sluiting van de Aanbieding worden aangekondigd in een daaropvolgend persbericht, dat naar verwachting op 2 december 2020 voor de opening van de markten op Euronext Amsterdam zal worden gepubliceerd, onder voorbehoud van acceleratie of verlenging. Het tijdstip van het sluiten van het orderboek, de prijsbepaling en de communicatie omtrent de toewijzingen blijven ter absolute discretie van de Vennootschap en de Joint Global Coordinators en de Joint Bookrunners (zoals hieronder gedefinieerd).

De afwikkeling van de Nieuwe Aandelen en toelating tot de notering en verhandeling op Euronext Amsterdam zal naar verwachting plaatsvinden op 4 december 2020 (de "Afwikkeling"). De betaling voor en de uitgifte van de BAVA Aandelen en toelating tot de notering en verhandeling van de BAVA Aandelen op Euronext Amsterdam zal naar verwachting plaatsvinden op 4 December.

Met betrekking tot de Aanbieding is de Vennootschap een lock-up periode overeengekomen, die 180 kalenderdagen overeengekomen, die na de Afwikkeling afloopt, behoudens de gebruikelijke uitzonderingen en ontheffing hiervan door de Joint Global Coordinators en de Joint Bookrunners.

Er zal geen prospectus worden gepubliceerd met betrekking tot de Aanbieding.

De Aangeboden Aandelen zijn niet en zullen niet worden geregistreerd onder de Securities Act of het effectenrecht van enig andere jurisdictie, en mogen niet worden aangeboden of verkocht in de Verenigde Staten zonder registratie of een toepasselijke vrijstelling van de registratievereisten.

Coöperatieve Rabobank U.A. in samenwerking met Kepler Cheuvreux treden en ING Bank N.V. op als Joint Global Coordinators en Joint Global Bookrunners met betrekking tot de Aanbieding.

Dit bericht in de Nederlandse taal is een vertaling van het bericht in de Engelse taal. Daar waar beide taalversies onverhoopt van elkaar mochten afwijken, prevaleert de versie in de Engelse taal.

Noot voor de redactie

Voor nadere informatie kunt u contact opnemen met:

Amsterdam Commodities N.V. (Acomo)

Mr A.W. Goldschmeding
WTC, Beursplein 37
3011 AA Rotterdam
The Netherlands

investorrelations@acomonl

Tel. +31 10 4051195

<http://www.acomonl>

Creative Venue PR

Mr F.J.M. Witte, woordvoerder
Sophialaan 43
175 BM Amsterdam
The Netherlands

f.witte@creativevenue.nl

Tel. +31 20 4525225 / +31 6 53 73 61 70

www.creativevenue.nl

Over Amsterdam Commodities N.V.

Amsterdam Commodities N.V. (Acomo) is een internationale groep ondernemingen die zich primair bezighoudt met de handel in en distributie van natuurlijke voedingsgrondstoffen en -ingrediënten. Onze voornaamste groepsmaatschappijen zijn Catz International B.V. in Rotterdam (specerijen en onbewerkte voedingsgrondstoffen), Van Rees Group B.V. in Rotterdam (thee), Red River Commodities Inc. in Fargo in de Verenigde Staten, Red River Global Ingredients Ltd. in Winkler in Canada, Red River-van Eck B.V., Food Ingredients Service Center Europe B.V. in Etten-Leur en SIGCO Warenhandelsgesellschaft mbH in Hamburg in Duitsland (eetbare zaden), King Nuts B.V. in Bodegraven, Delinuts B.V. in Ede en Tovano B.V. in Maasdijk (noten), en Snick EuroIngredients N.V. in Ruddervoorde in België (voedingsingrediënten). Het aandeel Acomo staat genoteerd aan Euronext Amsterdam sinds 1908.

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Some of the information in these materials may contain projections or other forward-looking statements regarding future events or the future financial performance of the Issuer. You can identify forward-looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could", "may" or "might", the negative of such terms or other similar expressions. The Company wishes to caution you that these statements are only predictions and that actual events or results may differ materially. The Issuer does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Issuer, including, among others, general economic conditions, the competitive environment, rapid technological and market change in the industries the Issuer operates in, as well as many other risks specifically related to the Issuer and its operations.

Important information

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The Company has not authorised any offer to the public of the Offer Shares in any Member State of the European Economic Area or the United Kingdom. With respect to any Member State of the European Economic Area and the United Kingdom (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of Offer Shares requiring publication of a prospectus in any Relevant Member State. As a result, the Offer Shares may only be offered in Relevant Member States: (i) to any legal entity which is a "qualified investor" as defined in the Prospectus Regulation; or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of Offer Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires Offer Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a "qualified investor" within the meaning of the Prospectus Regulation. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the Offering and the Offer Shares to be offered so as to enable the investor to decide to purchase or subscribe for the Offer Shares and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129 and includes any relevant delegated regulations. Any such investor will also be deemed to have represented and agreed that any Offer Shares acquired by it in the contemplated offering of Offer Shares have not been acquired on behalf of persons other than such investor. This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus.

This announcement does not constitute a prospectus within the meaning of the Prospectus Regulation and has not been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) or any other European Supervisory Authority.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on the markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of the Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability whether arising in tort, contract or otherwise, which any "manufacturer" (for the purpose of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares subject to the Offering have been subject to a product approval process, which has determined that such Offer Shares are: (i) compatible with an end target of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, Distributors (for the purposes of the MiFID Governance Requirements) should note that: the price of Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

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