

# **CONTENTS**

### PRESENTATION OF VILMORIN & CIE

History and evolution of the company	3
Challenges and strategy	4
ORPORATE GOVERNANCE	
The Board of Directors	6
Specialized Committees	12
Agreements with corporate officers and economic interests of the management bodies	13
PORT OF THE BOARD OF DIRECTORS ON THE FINANCIAL ATEMENTS FOR THE FIRST SEMESTER ENDING ON DECEMBER 31, 13	14
DNSOLIDATED FINANCIAL STATEMENTS	
Condensed interim financial statements at six months on December 31, 2013	18
RTHER INFORMATION	
Capital stock and shareholders	58
Vilmorin & Cie's shares	60
Information policy	62
JTLOOK	63
	Challenges and strategy  PRPORATE GOVERNANCE The Board of Directors Specialized Committees Agreements with corporate officers and economic interests of the management bodies  PORT OF THE BOARD OF DIRECTORS ON THE FINANCIAL ATEMENTS FOR THE FIRST SEMESTER ENDING ON DECEMBER 31, 13  POSOLIDATED FINANCIAL STATEMENTS  Condensed interim financial statements at six months on December 31, 2013  RTHER INFORMATION  Capital stock and shareholders  Vilmorin & Cie's shares  Information policy

# **PRESENTATION OF VILMORIN & CIE**

### HISTORY AND EVOLUTION OF THE COMPANY

Chapter 1 "Presentation of Vilmorin & Cie", section "History and evolution of the company" of the annual report 2012-2013 (page 8) is updated as follows:

#### A HISTORY OF SOLID DEVELOPMENT AROUND A SINGLE CORE BUSINESS

#### **Key stages in development**

Year	Name of company	Country	Type of operation	Division
2012	Shamrock	United States	Acquisition	Vegetable seeds
2013	Eureka Seeds	United States	Acquisition	Field seeds
2014	Seed Co	Zimbabwe	Minority stake	Field seeds

#### CHALLENGES AND STRATEGY

Chapter 1 "Presentation of Vilmorin & Cie", section "Challenges and strategy" of the annual report 2012-2013 (page 29) is updated as follows:

#### A STRATEGY TO GAIN MARKET SHARES

#### A targeted policy of external growth

Priority orientations for acquisitions

#### **Eureka Seeds. United States**

In October 2013, Vilmorin & Cie took full control of the company Eureka Seeds Inc., based in Woodland, California.

Specialized in the production of sunflower seeds, this family company founded in 1997 has an efficient network of local growers, ideally located in Sacramento Valley. 95% of hybrid sunflower seeds in the United States are produced here, since it is one of the most reliable and competitive regions in the world.

This acquisition will enable Vilmorin & Cie to rapidly diversify its procurement sources, to increase its potential and spread risks better, while particularly strong growth is expected on the sunflower seed market, just as in previous years.

Eureka Seeds made sales of 18 million dollars in 2012.

#### Three strategic priorities

Vegetable seeds: maintain world leadership

#### Shamrock, United States

In October 2013, Vilmorin & Cie acquired 100% of the company Shamrock, based in Salinas in California. This company has a diversified product portfolio (lettuce and greens, melon, watermelon and pepper, in particular) with a high quality research team: a substantial proportion of its sales comes from products from its own research programs. Its direct distribution to producers model is also an important operational asset.

Shamrock made sales of almost 20 million dollars in 2012.

This targeted acquisition will enable Vilmorin & Cie to reinforce its lettuce positions, particularly on the industrial market, and to benefit from complementary melon and watermelon research programs.

Corn seeds: winning market shares

#### Seed Co. Africa

In October 2013, Vilmorin & Cie announced the signature of an agreement with the African company Seed Co and its reference shareholder AICO Africa Limited (AICO). AICO is a conglomerate listed on the Zimbabwe Stock Exchange since 2008, controlling diversified agindustrial activities and above all active both in the cotton and field seeds industry.

According to the terms of this agreement, at the beginning of 2014 Vilmorin & Cie acquired a block of shares in Seed Co from AlCO and also participated in a reserved capital increase, holding a stake of around 15% of Seed Co's stock.

This agreement also grants Vilmorin & Cie the option of a second reserved capital increase, meaning that by the end of 2014, it will hold 25 % of Seed Co's stock.

With a history of more than 70 years, Seed Co is positioned as the top African seed company. Seed Co works on a wide range of products and makes most of its sales in hybrid corn sales. Seed Co, whose head office is located in Zimbabwe, has facilities in around fifteen countries, mainly in southern and eastern Africa, with factories in five of them (Zimbabwe, Zambia, Ethiopia, Kenya and Tanzania), along with six research stations. The company also holds significant and diversified genetic resources, suited to the African continent. Listed on the Zimbabwe Stock Exchange since 1996, in 2012-2013 Seed Co achieved sales of more than 110 million US dollars and a net income of almost 13 million US dollars.

Through this operation, which will initially lead to the development of operational partnerships, mainly in research, Vilmorin & Cie is strengthening the worldwide scope of its corn seed business, and is pursuing its strategic implantation on the African market.

## **CORPORATE GOVERNANCE**

#### THE BOARD OF DIRECTORS

Chapter 2 "Corporate Governance", section "The Board of Directors" of the annual report 2012-2013 (page 36) is updated as follows:

#### COMPOSITION

The Annual General Meeting deliberating on the financial statements closing on June 30, 2013, acknowledging that Mr. Didier MIRATON's term of office as Director has expired, has decided to appoint Ms. Miriam MAES for a duration of three years, expiring at the end of the Annual General Meeting of Shareholders called to deliberate on the financial statements closing on June 30, 2016.

Of Dutch origin, Miriam MAES has acquired considerable experience in multinationals from the energy (EDF Group) and the food sectors (Unilever in particular). In 2007, she founded "Foresee", an energy and climate change strategy and policy consultancy based in London, of which she is CEO today. Between 2010 and 2012, she was Advisor to the UK Department of Energy and Climate Change.

Miriam MAES holds several mandates as Director for listed French companies such as Naturex and Assystem, and another listed company, Elia Group, in charge of electricity transmission in Belgium and partially in Germany. She is also Chairman on the Board of the company Sabien Technology Group Plc in the UK.

Details of the terms of office of the members of the Board on December 31<sup>st</sup> 2013 are shown below:

#### CHAIRMAN AND CEO

#### ▶ Philippe AYMARD

#### Main activities:

- Farmer
- Vice Chairman of Groupe Limagrain

#### Terms of office:

- Commencement: 2006
- Renewal: 2011 - Expiry: 2014

#### **Chairman of the Board and CEO:**

HM.CLAUSE SA (France), Vilmorin SA (France)

#### **Member of the Board:**

Coopérative Agricole Limagrain (France), DLF France SAS (France), Groupe Limagrain Holding SA (France), Hazera Genetics (Israel), HM.CLAUSE Inc (United States), Selia SA (France), Vilmorin USA Corp (United States), VCC Japan (Japon)



#### Joint Manager:

Aigle & Partners SNC (France), Dôme 2000 (France)

#### **Member of the Board of Management:**

Semillas Limagrain de Chile Ltda (Chile)

#### **Member of the Supervisory Board:**

Limagrain Cereales Nederland BV (Netherlands), Nickerson Zwaan BV (Netherlands)

#### MEMBERS OF THE BOARD

#### ▶ Joël ARNAUD

Member of the Board and member of the audit and Risk Management Committee

#### Main activities:

- Farmer
- Vice Chairman of Groupe Limagrain

#### Terms of office:

- Commencement: 2006

Renewal: 2011Expiry: 2014

#### **Chairman and CEO:**

Limagrain Central Europe SE (France), Limagrain Europe SA (France)

#### **Chairman of the Board:**

Limagrain Guerra Do Brasil SA (Brazil), Limagrain Iberica (Spain), Limagrain Italia Spa (Italy)

#### **Chairman of the Board of Trustees:**

Limagrain A/S (Denmark), Limagrain Belgium NV (Belgium), Limagrain GmbH (Germany), Limagrain UK Ltd (United Kingdom)

#### **Chairman of the Supervisory Board:**

Limagrain Nederland BV (Netherlands)

#### Member of the Board:

Bisco Bio Sciences Private Ltd (India), Coopérative Agricole Limagrain (Vice Chairman) (France), Groupe Limagrain Holding SA (France), Limagrain Genetics Inc (Canada), Limagrain Tohum Islah Ve Uretim Sanayi Ticaret As (Turkey), Link Seed Proprietary Limited (South Africa), Selia SA (France), Vilmorin USA Corp. (United States)

#### **Member of the Supervisory Board:**

Limagrain Cereales Nederland BV (Netherlands)

#### **Member of the Board of Management:**

Semillas Limagrain de Chile Ltda (Chile) (Representative of Groupe Limagrain Holding)

#### **Member of the Management Committee:**

Agreliant Genetics LLC (United States)



#### **▶** Daniel CHERON

Member of the Board and Member of the Audit and Risk Management Committee

#### Main activity:

- Groupe Limagrain CEO

#### Terms of Office:

- Commencement: 2004

Renewal: 2011Expiry: 2014

#### CEO:

Agence Momagri SAS (France), Coopérative Agricole Limagrain (France), Mouvement pour une Organisation Mondiale de l'Agriculture SAS (France)

#### **CEO Delegate:**

Groupe Limagrain Holding SA (France)

#### Member of the Board:

Genoplante Valor SAS (France)

#### **Member of the Strategic Committee:**

Biogemma SAS (France)

#### ▶ Jean-Yves FOUCAULT

Member of the Board and Member of the Audit and Risk Management Committee

#### Main activities:

- Farmer
- Groupe Limagrain Chairman

#### Terms of Office:

- Commencement: 2006

Renewal: 2013Expiry: 2016

#### Chairman of the Board:

Coopérative Agricole Limagrain (France)

#### **Chairman and CEO:**

Groupe Limagrain Holding SA (France)

#### **Chairman of the Board Committee:**

**GLH Participations SAS (France)** 

#### Member of the Board:

Etablissements Tardif & Fils SA (France) (Representative of Coopérative Limagrain), Jacquet Belgium SA (Belgium), Jacquet Brossard SA (France), Selia SA (France), Suttons Seeds (Holding) Limited (United Kingdom), Vilmorin Jardin SA (France)





#### Member of the Board Committee:

Crêperie Lebreton SAS (France), Jacquet Panification SAS (France), Limagrain Céréales Ingrédients SAS (France), Pain Jacquet SAS (France), TIVAGRAIN SAS (France) (Representative of Coopérative Limagrain)

#### **Member of the Board of Management:**

Semillas Limagrain de Chile Ltda (Chile) (Representative of Coopérative Limagrain)

#### **Chairman and Member of the Strategic Committee:**

Biogemma SAS (France)

#### **Member of the Supervisory Board:**

Limagrain Cereales Nederland BV (Netherlands)

#### **▶** François HEYRAUD

Member of the Board and Member of the Consultative Committee for Shareholders

#### Main activity:

- Farmer

#### Terms of Office:

- Commencement 2000
- Renewal: 2011Expiry: 2014

#### **Chairman and CEO:**

Jacquet Brossard SA (France), Savane Brossard SA (France)

#### **Chairman of the Board Committee:**

Brossard Distribution SAS (France), Crêperie Lebreton SAS (France), Jacquet Panification SAS (France), Pain Jacquet SAS (France)

#### **Chairman of the Board:**

Jacquet Belgium SA (Belgium)

#### Member of the Board:

Coopérative Agricole Limagrain (France), GLH Do Brasil Servicos De Consultoria E Participações Ltda (Brazil), Groupe Limagrain Holding SA (France), Limagrain Meunerie SA (France) (Representative of Groupe Limagrain Holding), Milcamps SA (Belgium) (Representative of Jacquet Brossard), Selia SA (France), Suttons Seeds (Holding) Limited (United Kingdom), Vilmorin Jardin SA (France)

#### **Member of the Board Committee:**

Limagrain Céréales Ingrédients SAS (France)

#### **Member of the Board of Management:**

Semillas Limagrain de Chile Ltda (Chile) (Representative of Selia)

#### **Member of the Supervisory Board:**

C.H. VAN DEN BERG B.V. (Netherlands)



#### **▶ Miriam MAES**

Independent Member of the Board and Chairman of the Audit and Risk Management Committee

#### Main activity:

- Company Manager

#### Terms of office:

- Commencement: 2013

- Expiry: 2016

#### Chairman:

Foresee (United Kingdom), Sabien Technology Group Plc (United Kingdom)

#### Member of the Board:

Naturex (France), Assystem (France), Elia Group (Belgium)



Member of the Board and Member of the Consultative Committee for Shareholders

#### Main activities:

- Farmer
- Vice Chairman of Groupe Limagrain

#### Terms of office:

- Commencement: 2007

Renewal: 2013Expiry: 2016

#### Chairman:

Link Seed Proprietary Limited (South Africa)

#### Member of the Board:

Bisco Bio Sciences Private Ltd (India), Coopérative Agricole Limagrain (France), Groupe Limagrain Holding SA (France), Jacquet Belgium SA (Belgium), Limagrain Central Europe SE (France), Limagrain Europe SA (France), Limagrain Guerra Do Brasil SA (Brazil), Limagrain Iberica (Spain), Limagrain Italia Spa (Italy), Limagrain Meunerie SA (France) (Representative of Coopérative Limagrain), Sélia SA (France), Société Coopérative Agricole de la Vallée du Rhône Valgrain (France) (Representative of Coopérative Limagrain), Soltis SAS (France) (Representative of Limagrain Europe), Unisigma GIE (France)

#### **Member of the Board of Management:**

Semillas Limagrain de Chile Ltda (Chile)

#### **Member of the Supervisory Board:**

Limagrain Nederland BV (Netherlands)

#### **Member of the Board of Trustees:**

Limagrain A/S (Denmark), Limagrain Belgium NV (Belgium), Limagrain GmbH (Germany), Limagrain UK Ltd (United Kingdom)





#### **Member of the Management Committee:**

Limagrain Cereal Seeds LLC (United States)

#### **CEO DELEGATE**

#### **▶** Emmanuel ROUGIER

#### Terms of Office:

- Commencement: 2011

- Expiry: 2014

#### **Chairman of the Board:**

GLH Do Brasil Servicos De Consultoria E Participações Ltda (Brazil), Limagrain (Beijing) Business Consulting CO Ltd (China), Limagrain Genetics Inc (Canada)

#### **President and CEO:**

Vilmorin USA Corp (United States)

#### CEO:

Limagrain Genetics Inc (Canada)

#### **Member of the Board**

Bisco Bio Sciences Private Ltd (India), GLH Do Brasil Servicos De Consultoria E Participações Ltda (Brazil), Limagrain Guerra Do Brasil Ltda (Brazil), Link Seed Proprietary Limited (South Africa), Vilmorin Hong Kong Limited (Hong Kong)

#### **Member of the Management Committee:**

Limagrain Cereal Seeds LLC (United States)



#### **SPECIALIZED COMMITTEES**

Chapter 2 "Corporate governance" section "Specialized Committees" of the annual report 2012-2013 (page 51) is updated as follows:

#### THE AUDIT AND RISK MANAGEMENT COMMITTEE

At the beginning of 2010, the Board of Directors of Vilmorin & Cie set up an Audit and Risk Management Committee. This committee is now chaired by Miriam MAES, its independent Director, and under the exclusive and collective responsibility of the members of the Board. Joël ARNAUD, Daniel CHÉRON and Jean-Yves FOUCAULT are also members of this committee.

# AGREEMENTS WITH CORPORATE OFFICERS AND ECONOMIC INTERESTS OF THE MANAGEMENT BODIES

Chapter 2 "Corporate governance" section "Agreements with corporate officers and economic interests of the management bodies" of the annual report 2012-2013 (page 53) is updated as follows:

#### FEES OR ALLOWANCES PAID TO CORPORATE OFFICERS

Following the resolution approved by the Annual General Meeting of shareholders on December 11th 2013, the Board of Directors has decided to allocate all the attendance fees (22,000 Euros) for fiscal year 2012-2013 to Didier MIRATON, the independent Director.

# BOARD'S INTERIM REPORT ON THE FINANCIAL STATEMENTS ON DECEMBER 31, 2013

The fiscal year of Vilmorin & Cie commences on July 1, and ends on June 30.

The financial statements closed on December 31, 2013 were examined in detail by the Audit and Risk Management Committee when it met on February 17, 2014, and to a more limited extent by the Statutory Auditors; they were approved by the Board of Directors at its meeting on February 17, 2014.

#### **Consolidated financial statements**

#### Accounting standards, principles and methods

Pursuant to regulation No. 1606/2002 adopted by the European Parliament and European Council on July 19, 2002, these condensed interim consolidated financial statements have been drawn up in compliance with the International Financial Reporting Standards (IFRS) as adopted in the European Union on December 31, 2013.

The international accounting standards include the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS) and their Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) interpretations.

The accounting principles and methods used to prepare the condensed consolidated financial statements on December 31, 2013 are identical to those used to prepare the consolidated financial statements for the year ended June 30, 2013, with the exception of the revised standard IAS 19R concerning employee benefits.

Vilmorin & Cie has not made any changes during the first semester in its accounting or estimation methods which might have any impact on its consolidated financial statements.

The condensed interim consolidated financial statements for the six months ended December 31, 2013 have been prepared in accordance with IAS 34 and IFRIC 10, the specific IFRS texts applicable to interim financial reporting and endorsed by the European Union. The condensed financial statements do not include all information required by IFRS for the preparation of full-year financial statements. They must be read in conjunction with the consolidated financial statements of Vilmorin & Cie drawn up in accordance with IFRS standards as endorsed by the European Union for the year ended June 30, 2013.

#### Comparing data

The evolution of the results for the semester is presented with current data and like for like. Like for like data has been restated for the impact of changes to scope and currency fluctuation; accordingly, income for the first semester 2012-2013 has been restated:

- for the impact of changes in scope occurring during the first semester 2013-2014: the take-over of Link Seed (South Africa. Field seeds) in January 2013, and the acquisition of the companies Shamrock (United States and Mexico. Vegetable seeds) in October 2013 and Eureka Seeds (United States. Field seeds) in November 2013.
- for the impact of currency translation fluctuations, by applying the average rates of December 31, 2013 to December 31, 2012 in the income statement.

#### Activity and results for the first semester

Vilmorin & Cie's consolidated sales for the first semester 2013-2014, closed on December 31, 2013, came to 443.1 million Euros, an increase of 2.6% with current data and 4.2% like for like.

The details of this evolution for each division are as follows:

In millions of Euros	First semester 2012-2013	First semester 2013-2014	Variation with current data	Variation like for like
Vegetable seeds	218.2	224.6	+ 2.9%	+ 10%
Field seeds	191.3	195.1	+ 2%	- 1.6%
Garden products	22.2	23.0	+ 3.7%	+ 0.8%
Holdings	0.3	0.4	ns	ns
Total	432.0	443.1	+ 2.6%	+ 4.2%

Sales for the Vegetable seeds division for the first semester came to 224.6 million Euros, an increase of 2.9% with current data compared with the first semester 2012-2013. Restated like for like, the division progressed by 10%.

During the course of this first semester, there was very sustained growth. With the exception of the Japanese activity which remains very flat, hit by a local market that is still sluggish, all the Business Units continued to develop, whether in North and South America, the Africa/Middle East zone or Europe (Spain and Italy in particular). This confirmation of a very good start to the fiscal year means that Vilmorin & Cie can now anticipate that growth guidance for 2013-2014 will be exceeded.

Sales for the Field seeds division for the first quarter came to 195.1 million Euros, an increase of 2% compared with the first semester 2012-2013, and a decrease of 1.6% like for like.

In Europe, the campaign for straw cereals (wheat, barley) closed with a drop in business, as a result of a return to business as usual, after a particularly favorable season in 2012-2013.

Furthermore, the second quarter was marked by a later start for the spring campaigns (corn, sunflower) than last year.

In spite of a market context marked by a drop in the prices of agricultural raw materials in recent months, and by a real lack of visibility on certain markets in Eastern Europe (mainly Ukraine and Russia), orders for corn and sunflower look promising.

- On the North American market, the start of the commercial campaign for corn and soybean seeds is running well, and globally the objectives for sales and margins can be confirmed, with very good quality supplies.
- In South America, sales for the first part of the corn campaign progressed considerably, and acreage for soybean production continues to increase.

Sales for the Garden products division came to 23 million Euros on December 31, 2013, up 3.7% with current data and 0.8% like for like.

On the British market, the increase in sales for this first half of the fiscal year is largely due to the successful performance of distance sales. In France, business remained stable globally; it was marked by an increase in international sales and a cyclical drop in certain business segments in a context of pressure on purchasing power.

After taking into account the cost of destruction and depreciation of inventory, margin on the cost of sales came to 206.5 million Euros, representing 46.6% of total sales, down 0.9 percentage points compared with the first semester of the previous fiscal year. This year it is mainly affected by an advance payment for access to certain technologies.

Net operating charges came to 243.8 million Euros, an increase of 16.3 million Euros compared with the first semester of fiscal year 2012-2013, including an additional investment of 5.3 million Euros in research and development.

It should be highlighted that, for this first semester 2013-2014, no significant non-recurring charge was recorded (reorganization costs, disposal of assets, impairments).

Consequently, the operating result for the first semester shows a loss of 37.3 million Euros on December 31, 2013, an increase of 15.2 million Euros compared with the first semester for 2012-2013.

The financial result shows a net charge of 12.7 million Euros as opposed to 7.7 million Euros on December 31, 2012. There were foreign exchange losses of 4.7 million Euros as opposed to net exchange gains of 1.7 million Euros for the first semester of the previous fiscal year; these losses mainly concern currency translation differences recorded on December 31, 2013.

Income tax on December 31, 2013 shows a net tax income of 5.6 million Euros, an increase of 1.8 million Euros compared with the previous year.

As a result of all these factors, the net result for the semester shows a loss of 43 million Euros, including a Group share loss of 41.7 million Euros, an increase of 17.2 million Euros compared with December 31, 2012.

At the end of December 2013, the balance sheet structure is naturally influenced to a large extent by the seasonal nature of the annual business cycle.

Net of cash and cash equivalents (318.7 million Euros), indebtedness came to 575.8 million Euros, including a non-current share of 559.4 million Euros.

The Group share of equity stood at 906 million Euros and minority interests at 118.3 million Euros.

#### Parent company financial statements

On December 31, 2013, Vilmorin & Cie's corporate net income stood at 41.2 million Euros, compared with 33.5 million Euros on December 31, 2012.

This figure consists mainly of dividends received from the subsidiaries on profits for fiscal year 2012-2013.

#### **Transactions with related parties**

All transactions with related parties (primarily with Groupe Limagrain) described in Note 32 of the Notes to the consolidated financial statements on June 30, 2013 remained in effect over the first semester of fiscal 2013-2014, on the basis of the same agreements

#### Events occurring after the close of the financial statements for the first semester

After the close of the financial statements for the first semester, Vilmorin & Cie implemented the agreement signed at the end of 2013 with the African company Seed Co and its reference shareholder, AICO Africa Limited (AICO).

Accordingly, Vilmorin & Cie acquired a block of Seed Co shares from AICO and also subscribed to a reserved stock capital increase; Vilmorin & Cie now holds an initial stake of 15% in the capital stock of Seed Co.

#### Outlook

In view of the results obtained in the first semester, as described above, and on the basis of information currently available, Vilmorin & Cie can confirm for fiscal year 2013-2014, its global objective of achieving sustained sales growth compared with fiscal year 2012-2013, and potential for a current operating margin similar to that of fiscal year 2012-2013.

For the second semester, achievement of these objectives will nevertheless be, to some extent, dependent on the evolution of production acreage for corn both on the eastern European and North American markets, and also on confirmation of the excellent orientation of the Vegetable seeds activity achieved during the course of the first semester.

# **CONSOLIDATED FINANCIAL STATEMENTS**

# CONDENSED INTERIM FINANCIAL STATEMENTS AT SIX MONTHS ON DECEMBER 31, 2013

- Consolidated income statement on December 31 2013 1<sup>st</sup> semester
- Financial progress report
- Consolidated cash flow statement for the period
- Statement of changes in consolidated equity
- Notes to the condensed interim consolidated financial statements for the first semester

# Consolidated income statement for the 1<sup>st</sup> semester

In millions of Euros	Note	12.31.13	12.31.12		
		,	Disclosed	Restated	
<ul> <li>Revenue from ordinary activities</li> </ul>		443.1	432.0	432.0	
Cost of goods sold		-236.6	-226.6	-226.6	
Marketing and sales costs		-100.6	-97.4	-97.4	
Research and development costs		-71.5	-66.2	-66.2	
Administrative and general costs		-72.4	-67.5	-67.5	
Other operating income and charges	5	0.7	3.6	5.2	
<ul> <li>Operating income</li> </ul>		-37.3	-22.1	-20.5	
Interest costs	6	-8.5	-9.9	-9.9	
Other financial profits and costs	7	-4.2	2.2	2.2	
Profit from associated companies	13	1.4	0.2	0.2	
Income taxes	8	5.6	3.8	3.2	
■ Profit from continuing operations		-43.0	-25.8	-24.8	
<ul><li>Profit from discontinued operations</li></ul>		-	-	-	
■ Net income for the period		-43.0	-25.8	-24.8	
Owner share		-41.7	-25.0	-23.9	
Non-controlling minority share		-1.3	-0.8	-0.9	
Earnings from continuing operations per share		-2.20	-1.45	-1.39	
Owner share     Earnings from discontinued operations per share     Owner share		-2.20	-1.45	-1.55	
Earnings for the period per share – Owner share		-2.20	-1.45	-1.39	
Diluted earnings from continuing operations per share – Owner share		-1.75	-1.08	-1.02	
Diluted earnings from discontinued operations per share  – Owner share		-	-	-	
Diluted earnings for the period per share – Owner share		-1.75	-1.08	-1.02	

# Details of the gains and losses for the financial year

In williams of Europ	12.31.13	12.31	.12
In millions of Euros	12.31.13	Disclosed	Restated
Income for the period	-43.0	-25.8	-24.8
Variation in currency translations	-34.8	-20.0	-19.4
Variation in the fair value of assets available for sale	-	-	-
Variation in the fair value of forward cover instruments	-	1.1	1.1
Change in method	-	-	-
Impact of taxes	-	-0.3	-0.3
Items recognized in the income	-34.8	-19.2	-18.6
Actuarial gains and losses	0.4		-4.9
Impact on taxes	-0.2		1.4
Items not recognized in the income	0.2	-	-3.5
Other items in the total gains and losses for the period net of taxes	-34.6	-19.2	-22.1
Total gains and losses for the period	-77.6	-45.0	-46.9
Including:			·
to be allocated to the owners of the company	-72.5	-43.1	-44.9
minority interests	-5.1	-1.9	-2.0

# Financial progress report

## **Assets**

In millions of Euros	Note	12.31.13	06.30.13		
IN MIIIIONS OF EUROS	Note	12.31.13	Disclosed	Restated	
Goodwill	9	356.1	343.5	343.5	
Other intangible fixed assets	10	548.4	544.0	544.0	
Tangible fixed assets	11	266.9	257.0	257.0	
Financial fixed assets	12	25.7	30.5	27.0	
Equity shares	13	18.4	17.9	17.9	
Deferred taxes	8	32.0	27.9	28.5	
■ Total assets less current liabilities		1 247.5	1 220.8	1 217.9	
Inventories		570.9	352.4	352.4	
Trade receivables and other receivables	14	538.2	556.9	556.9	
Cash and cash equivalents	15	318.7	360.1	360.1	
■ Total current assets		1 427.8	1 269.4	1 269.4	
Total assets		2 675.3	2 490.2	2 487.3	

### Liabilities

In millions of Funds	Nata	40.04.40	06.30.13		
In millions of Euros	Note	12.31.13	Disclosed	Restated	
Capital stock		288.8	288.8	288.8	
Reserves and income		617.2	737.0	720.7	
■ Equity - owners	16	906.0	1 025.8	1 009.5	
■ Equity - minority interests	17	118.3	124.5	124.0	
■ Consolidated equity		1 024.3	1 150.3	1 133.5	
Provisions for employee benefits	18	44.2	22.1	45.6	
Non-current financial debts	19	559.4	516.7	516.7	
Deferred income taxes	8	98.2	101.2	93.6	
■ Total non-current liabilities		701.8	640.0	655.9	
Other provisions	18	12.5	14.1	14.1	
Accounts payable		567.6	471.1	469.1	
Deferred income		34.0	34.3	34.3	
Current financial debts	19	335.1	180.4	180.4	
■ Total current liabilities		949.2	699.9	697.9	
Total liabilities		2 675.3	2 490.2	2 487.3	

# **Consolidated cash flow statement**

In millions of Euros	12.31.13	12.31.12		
The first of Editor	12.31.13	Disclosed	Restated	
1 – Trading operations				
Income for the period	-43.0	-25.8	-24.8	
Results of companies consolidated under equity method after dividends	-1.3	-0.1	-0.1	
Depreciation, amortization and losses in value	75.5	69.8	69.8	
Net non-current provisions	-2.3	-4.4	-6.0	
Variation in deferred taxes	0.5	2.0	2.6	
Income from capital operations	-1.0	20.3	20.3	
Surplus of the share in interest of the acquirer in the fair value of the assets and liabilities acquired on the cost, directly recorded in the income (negative goodwill)	-	-	-	
Financial expenses non-disbursed	0.1	-0.3	-0.3	
Fair value losses and gains for financial fixed assets available for sale	-	3.4	3.4	
■ Cash flow	28.5	64.9	64.9	
Of which cash flow from activities held for sale	-	-	-	
Dividends received on equity securities	-0.2	-0.3	-0.3	
Variation in working capital needs with comparable scope	-			
• Inventories	-227.4	-245.2	-245.2	
Trade debts	8.5	-14.8	-14.8	
Short-term debts	118.5	176.4	176.4	
Cash flows from operating activities	-72.1	-19.0	-19.0	
Of which operating cash flows from activities held for sale	-	-	-	
2 - Investment operations				
Sale of fixed assets	2.7	0.7	0.7	
Acquisition of fixed assets				
Intangible fixed assets	-70.5	-73.6	-73.6	
Tangible fixed assets	-32.9	-23.8	-23.8	
Financial fixed assets	-0.2	-12.3	-12.3	
Variation in other financial fixed assets	1.6	0.1	0.1	
Cash flow acquired through scope entries	-26.2	0.3	0.3	
Net cash flow conceded through scope exits	-	-		
Net increase/decrease in assets and liabilities sold	-	-		
Net increase/decrease in cash and cash equivalents	-4.5	-2.0	-2.0	
Cash flows from investing activities	-130.0	-110.6	-110.6	
Of which investment cash flows used by operations held for sale	-	-	-	

3 – Cash flows from financing operations			
Increase/decrease in equity	-	0.8	0.8
Transactions with non-controlling interests (1)	-	-7.7	-7.7
Increase/decrease in financial liabilities (2)	198.9	146.5	146.5
Dividends received on non-consolidated participations	0.2	0.3	0.3
Dividends paid out	-31.8	-29.0	-29.0
Net cash used in financing operations	167.3	110.9	110.9
Of which financing cash flows from activities held for sale	-	-	-
4 - Net effect of currency translation	-6.6	-5.5	-5.5
Of which currency translation from activities held for sale	-	-	-
5 - Net increase/decrease in cash and cash equivalents	-41.4	-24.2	-24.2
6 - Cash and cash equivalents at beginning of period	360.1	311.0	311.0
Of which cash at beginning of period for activities held for sale	-	-	-
7 - Cash and cash equivalents at end of period	318.7	286.8	286.8
Of which cash at end of period for activities held for sale	-	-	-

<sup>(1)</sup> Application of the amended standard IAS 27: restatement of "Transactions with non-controlling interests". This line includes acquisition of the following securities: 10 21 12 10 21 12

	12.31.13	12.31.12
Brasmilho	-	1.4
Mikado Kyowa Seeds	-	5.8
Mikado Seed Holding	-	0.5
Su Tarim	-	-
Transactions with non-controlling participations	-	7.7
(2) Increase/decrease in financial liabilities:		
	12.31.13	12.31.12
Increase in non-current financial debts	74.7	112.7
Repayment of non-current financial debts	-5.0	-4.2
Net increase/decrease in current financial debts	129.2	38.0
Total	198.9	146.5

# **Statement of changes in consolidated equity**

	Owner share						
In millions of Euros	Capital	Premiums	Income and other reserves	Currency translation reserves	Total	Minority interests	Total
06.30.12 disclosed	262.6	350.5	388.0	5.8	1 006.9	115.0	1 121.9
Restatement for IAS 19R	-	-	-20.8	-	-20.8	-0.5	-21.3
06.30.12 restated	262.6	350.5	367.2	5.8	986.1	114.5	1 100.6
Other items in the comprehensive income net of taxes	-	-	4.3	-30.2	-25.9	-4.4	-30.3
Net income restated	-	-	101.8	-	101.8	7.6	109.4
Total gains and losses for the fiscal year	-	-	106.1	-30.2	75.9	3.2	79.1
Variation of treasury shares	-	-	-0.2	-	-0.2	-	-0.2
Dividends paid out	-	-	-28.4	-	-28.4	-3.1	-31.5
Variations in scope	-	-	-24.7	-	-24.7	7.2	-17.5
Effect of share purchase commitments	-	-	-	-	-	2.0	2.0
Variation in the share capital of the parent company	26.2	-	-26.2	-	-	-	-
Variation in the share capital of the subsidiaries	-	-	0.8	-	0.8	0.2	1.0
Bonds redeemable as shares	-	-	-	-	-	-	-
Restatement	-	-	-0.6	0.6	-	-	-
06.30.13 restated	288.8	350.5	394.0	-23.8	1 009.5	124.0	1 133.5
Other items in the comprehensive income net of taxes	-	-	0.2	-31.0	-30.8	-3.8	-34.6
Net income	-	-	-41.7	-	-41.7	-1.3	-43.0
Comprehensive income for the period	-	-	-41.5	-31.0	-72.5	-5.1	-77.6
Variation of treasury shares	-	-	0.2	-	0.2	-	0.2
Dividends paid out	-	-	-31.2	-	-31.2	-0.6	-31.8
Variations in scope	-	-	-	-	-	-	-
Effect of share purchase commitments	-	-	-	-	-	-	-
Variation in the share capital of the parent company	-	-	-	-	-	-	-
Variation in the share capital of the subsidiaries	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
12.31.13	288.8	350.5	321.5	-54.8	906.0	118.3	1 024.3

# Notes to the condensed consolidated financial statements

	Note	Page
General information		
Accounting methods and principles in IFRS standards	1	26
Events occurring during the period	2	30
Consolidation scope	3	31
Operating segments	4	32
Income statement		
<ul> <li>Other operating income and charges</li> </ul>	5	34
<ul><li>Interest costs</li></ul>	6	35
<ul> <li>Other financial income and charges</li> </ul>	7	36
Income taxes	8	37
Consolidated balance sheet – Assets		
■ Goodwill	9	38
<ul> <li>Other intangible fixed assets</li> </ul>	10	39
■ Tangible fixed assets	11	40
<ul><li>Financial fixed assets</li></ul>	12	41
<ul><li>Equity shares</li></ul>	13	42
■ Trade receivables	14	43
<ul><li>Cash and cash equivalents</li></ul>	15	44
Consolidated balance sheet – Liabilities		
■ Shareholders' equity – Owner share	16	45
■ Shareholders' equity – Minority interests	17	46
Provisions	18	47
<ul> <li>Current and non-current financial debts</li> </ul>	19	48
Further information		
Off balance sheet commitments	20	50
■ Events occurring after close	21	52
Consolidation scope	22	53

#### Note 1:

## Accounting methods and principles in IFRS standards

#### 1- General context and declaration of compliance

The accounting methods and principles adopted in the condensed interim consolidated financial statements for the first semester closing on December 31, 2013 are identical to those adopted in the consolidated financial statements established on June 30, 2013. The standards, interpretations and amendments, apart from IAS 19R (2011), for which application was mandatory as of July 1, 2013 have had no significant influence on Vilmorin & Cie

#### 2- Accounting standards

In application of regulation n° 1606/2002 adopted on July 19, 2002 by the European Parliament and the Council of Europe, the condensed interim consolidated half-yearly financial statements of Vilmorin & Cie have been prepared in compliance with the International Financial Reporting Standards (IFRS) as published by the IASB, and as applied in the European Union on December 31, 2013.

International accounting standards include the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS) and their Standing Interpretations Committee (SIC) and International Financial Reporting Interpretations Committee (IFRIC) interpretations.

On December 31, 2013, the revised standard IAS 19R (2011) "Employee benefits" was applied. This standard, which is applicable to fiscal years that open as of January 1 2013, therefore applied to Vilmorin & Cie as of July 1, 2013.

The main modifications concerned by the standard are as follows:

- The group's commitments towards its employees are fully recorded in the financial statements at the close of each fiscal year.
  - The "corridor" method option previously used by the group is no longer applied, nor the possibility of amortizing actuarial gains and losses or the cost of past services resulting from changes in pension plans over the remaining time of activity of the participants concerned.
  - The cost of past services is now recorded in the income statement when there are changes in the characteristics of the pension plans and/or the arrival of new participants.
- The expected returns on assets covering pension plans are replaced by the notion of net interest on the net liability (or asset) for the defined benefits. In order to assess the actuarial liability, the expected returns on the forward asset (former standard) is replaced by the adjustment rate used to assess the actuarial liability.

Consequently, net interest on the net liability (or asset) for the defined benefits now comprise the following items:

- the financial cost concerning the defined benefit obligation,
- the financial income calculated for the plan assets,
- interest on the ceiling effect of the asset.
- The administration costs for the defined benefit plans, which were previously included in the calculation of the actuarial liability, are now recorded in the income statement.

The company's condensed interim consolidated financial statements for the first semester were approved on February 17, 2014 by the Board of Directors.

#### The quantitative impacts of the application of the revised standard IAS 19R (2011)

The following summary tables show the significant impacts as a result of the changes in accounting methods on the financial situation, the global income statement and the group's cash flows.

#### - Condensed table of the financial situation:

		06.30.12			12.31.12			06.30.13	
In millions of Euros	Disclose d	IAS19R impacts	Restated	Disclose d	IAS19R impact s	Restat ed	Disclose d	IAS19R impact s	Restat ed
Goodwill	333.0	-	333.0	339.0	-	339.0	343.5		343.5
Other intangible fixed assets	517.4	-	517.4	528.5	-	528.5	544.0		544.0
Tangible fixed assets	230.7	-	230.7	236.1	-	236.1	257.0		257.0
Financial fixed assets	30.7	-0.8	29.9	31.6	-1.2	30.4	30.5	-3.5	27.0
Equity shares	17.6	-	17.6	17.4	-	17.4	17.9		17.9
Deferred taxes	16.6	-	16.6	18.4	0.2	18.9	27.9	0.6	28.5
■ Total non current assets	1 146.0	-0.8	1 145.2	1 171.3	-1.0	1 170.3	1 120.8	-2.9	1 217.9
<ul><li>Total current assets</li></ul>	1 172.2	-	1 172.2	1 389.6	-	1 389.6	1 269.4	-	1 269.4
Total assets	2 318.2	-0.8	2 317.4	2 560.9	-1.0	2 559.9	2 490.2	-2.9	2 487.3

		06.30.12			12.31.12			06.30.13	
In millions of Euros	Disclo sed	IAS19 R impact s	Restat ed	Disclos ed	IAS19R impacts	Restat ed	Disclo sed	IAS19R impacts	Restat ed
<ul><li>Consolidated equity</li></ul>	1 121.9	-21.3	1 100.6	-1 045.0	-23.2	1 021.8	1 150.3	-16.8	1 133.5
Provisions for employee benefits	23.6	30.7	54.3	20.5	33.8	54.3	22.1	23.5	45.6
Non-current financial debts	414.8		414.8	481.5		481.5	516.7	-	516.7
Deferred taxes	94.2	-10.2	84.0	97.2	-10.6	86.6	101.2	-7.6	93.6
■ Total non current liabilities	532.6	20.5	553.1	599.2	23.2	622.4	640.0	15.9	655.9
<ul><li>Total current liabilities</li></ul>	663.7	-	663.7	916.7	-1.0	915.7	699.9	-2.0	697.9
Total liabilities	2 318.2	-0.8	2 317.4	2 560.9	-1.0	2 559.9	2 490.2	-2.9	2 487.3

#### - Condensed table of the net income and other items in the global income statement

	12.31.12			06.31.13			
In millions of Euros	Disclosed	IAS19R impacts	Restated	Disclosed	IAS19R impacts	Restated	
Income for the period	-25.8	1.0	-24.8	107.0	2.4	109.4	
Items that might be reclassified to profit or loss	-19.2	0.6	-18.6	-32.4	-	-32.4	
Items not to be reclassified to profit or loss	-	-3.5	-3.5	-	2.1	2.1	
Other items in the total gains and losses for the period net of taxes	-19.2	-2.9	-22.1	-32.4	2.1	-30.3	
Total gains and losses for the period	-45.0	-1.9	-46.9	74.6	4.5	79.1	
Including attributable to controlling company	-43.1	-1.8	-44.9	71.4	4.5	75.9	
Including attributable to non-controlling minority	-1.9	-0.1	-2.0	3.2	-	3.2	

#### - Consolidated income statement

	12.31.12			06.30.13			
In millions of Euros	Disclose d	IAS19R impacts	Restated	Disclosed	IAS19R impacts	Restated	
<ul><li>Revenues from ordinary activities</li></ul>	432.0		432.0	1 472.0	-	1 472.0	
Cost of goods sold	-226.6		-226.6	-834.7	-	-834.7	
Marketing and sales costs	-97.4		-97.4	-206.4	-	-206.4	
Research and development costs	-66.2		-66.2	-136.9	-	-136.9	
Administrative and general costs	-67.5		-67.5	-143.3	-	-143.3	
Other operating income and charges	3.6	1.6	5.2	5.8	2.7	8.5	
Operating income	-22.1	1.6	-20.5	156.5	2.7	159.2	
Interest costs	-9.9		-9.9	-20 .4	-	-20.4	
Other financial income and charges	2.2		2.2	-7.5	-	-7.5	
Profit from associated companies	0.2		0.2	1.7	-	1.7	
Income taxes	3.8	-0.6	3.2	-23.3	-0.3	-23.6	
<ul><li>Income from continuing operations</li></ul>	-25.8	1.0	-24.8	107.0	2.4	109.4	
Net income for the period	-25.8	1.0	-24.8	107.0	2.4	109.4	
Attributable to controlling company	-25.0	1.1	-23.9	99.4	2.4	101.8	
Attributable to non-controlling minority	-0.8	-0.1	-0.9	7.6	-	7.6	

# 3- Specific principles applied to the intermediate financial statements

The condensed interim consolidated financial statements of Vilmorin & Cie for the six month period closing on December 31, 2013 have been prepared in compliance with IAS standard 34 and IFRIC standard 10, specific IFRS standards that concern intermediate financial disclosure as adopted in the European Union.

Since these statements constitute a summary, they do not include all the information required by the IFRS standards for the establishment of annual financial statements, and should therefore be interpreted in relation to the consolidated financial statements of Vilmorin & Cie for the fiscal year ending June 30, 2013 established in compliance with the IFRS standards as published by the IASB, and as adopted by the European Union.

In compliance with the provisions of IAS standard 34, there is no recording in the interim financial statements for the first semester of any anticipation or deferral of costs incurred by Vilmorin & Cieother than as might be carried out in the case of an annual closing of accounts. Consequently, the level of costs concerning the period of the year in which they were incurred might well differ from one semester to another. Similarly, sales for a six-month period are subject to highly significant seasonal effects, to the extent that the first semester of the fiscal year generally represents less than 35% of total sales for the year. Yet research and development costs, as well as distribution costs, are not subject to seasonal effects in any significant way.

Commitments to employees for advantages that continue after the termination of their contract have been recalculated for the interim situation on more than 90% of the total commitment, in compliance with IAS 19R (2011).

For the interim financial statements, taxes are calculated by applying the average annual rate estimated for the fiscal year to the accounting result for the period for each entity or fiscal group.

### Note 2:

## **Events occurring during the period**

#### **Acquisition of Eureka Seeds Inc (United States)**

In October 2013, Vilmorin & Cie took full control of the company Eureka Seeds Inc., based in Woodland, California

Specialized in the production of sunflower seeds, this family company founded in 1997 has an efficient network of local growers, located in Sacramento Valley. 95% of hybrid sunflower seeds in the United States are produced here.

This acquisition will enable Vilmorin & Cie to rapidly diversify its procurement sources, to increase its potential and spread risks better, while particularly strong growth is expected on the sunflower seed market, just as in previous years.

Eureka Seeds made sales of 18 million dollars in 2012.

#### **Acquisition of Shamrock Inc (United States)**

At the beginning of October 2013, Vilmorin & Cie acquired 100% of the company Shamrock, based in Salinas in California. Specialized in vegetable seeds, this company has a diversified product portfolio (lettuce and greens, melon, watermelon and pepper, in particular) with a high quality research team: a substantial proportion of its sales come from products from its own research programs. Its direct distribution to producers model is also an important operational asset.

Shamrock, which made sales of almost 20 million dollars in 2012, has joined the Vilmorin Business Unit.

This targeted acquisition will enable Vilmorin & Cie to reinforce its lettuce positions, particularly on the industrial market, and to benefit from complementary melon and watermelon research programs.

# Note 3: Consolidation scope

# **Consolidation scope**

On December 31, 2013, Vilmorin & Cie consolidated 98 companies:

	12.31.13	06.30.13
By global integration	88	86
By proportional integration	5	5
By the equity method	5	5
Total	98	96

Variations in scope occurring during the course of the first semester were as follows:

#### a. Entries to the consolidation scope

- Shamrock Seed Company
- Semillas Shamrock Internacional
- Eureka seeds

#### b. Exit from the consolidation scope due to a company being wound up:

Following internal re-organization, one merger was carried out:

Absorbing company	Absorbed company
Bisco	Atash

\_

# Note 4: Operating segments

### 1- General principles

Vilmorin & Cie breaks down its presentation according to business sector.

### 2- Information according to operating segment

Internal reporting made available to the Group's Executive Committee, the "highest authority in decision-making operation" corresponds to Vilmorin & Cie's managerial organization which is based on segmentation according to activity. As a result, the operating segments, as defined by IFRS standard 8, are the segments of activity on which Vilmorin & Cie operates.

The existing operating segments on December 31, 2013 are as follows:

- Vegetable seeds
- Field seeds
- Garden products

Each of the columns in the tables presented below contains the figures for each segment. The figures shown represent the contributions with regard to Vilmorin & Cie which implicitly ignore inter-segment operations since they are not considered to be significant.

#### 2.1 - Information on December 31, 2013

	Vegetable seeds	Field seeds	Garden products	Holdings	Unallocated	Total
Revenue from ordinary activities	224.6	195.1	23.0	0.4	-	443.1
Operating income	12.3	-38.6	-8.6	-2.4	-	-37.3
Income from continuing operations	5.8	-44.0	-6.9	2.1	-	-43.0
Income from discontinued operations	-	-	-	-	-	-
Total consolidated net income	5.8	-44.0	-6.9	2.1	-	-43.0

	Vegetable seeds	Field seeds	Garden products	Holdings	Unallocated	Total
Non-current assets	195.1	274.5	-1.1	779.0	-	1 247.5
Current assets	458.4	689.6	43.1	236.7	-	1 427.8
Including investments for the fiscal period	54.1	62.2	0.4	13.2	-	129.9
Total assets	653.5	964.1	42.0	1 015.7	-	2 675.3
Equity ①	-	-	-	-	1 024.3	1 024.3
Non current liabilities	84.8	87.6	3.2	526.2	-	701.8
Current liabilities	414.2	677.5	49.0	-191.5	-	949.2
Total liabilities	499.0	765.1	52.2	334.7	1 024.3	2 675.3

 $\bigcirc$  The figure appearing in the line "Equity" corresponds to the consolidated equity of all Vilmorin & Cie's companies, and is not included in the breakdown per business segment.

### 2.2 - Information on December 31, 2012

	Vegetable seeds	Field seeds	Garden products	Holdings	Unallocated	Total
Revenue from ordinary activities	218.2	191.3	22.2	0.3	-	432.0
Operating income	9.7	-18.3	-8.6	-4.9	-	-22.1
Income from continuing operations	6.4	-21.7	-5.8	-4.7	-	-25.8
Income from discontinued operations	-	-	-	-	-	-
Total consolidated net income	6.4	-21.7	-5.8	-4.7	-	-25.8

	Vegetable seeds	Field seeds	Garden products	Holdings	Unallocated	Total
Non-current assets	426.6	689.8	15.7	39.1	-	1 171.2
Current assets	474.0	697.7	42.6	175.3	-	1 389.6
Including investments for the fiscal period	59.0	50.9	0.3	7.3	-	117.5
Total assets	900.6	1 387.5	58.3	214.4	-	2 560.8
Equity ①	-	-	-	-	1 045.0	1 045.0
Non current liabilities	89.4	75.2	2.3	432.2	-	599.1
Current liabilities	224.7	442.1	44.4	205.5	-	916.7
Total liabilities	314.1	517.3	46.7	637.7	1 045.0	2 560.8

① The figure appearing in the line "Equity" corresponds to the consolidated equity of all Vilmorin & Cie's companies, and is not included in the breakdown per business segment.

# Note 5: Other operating income and charges

## **Evolution**

In millions of Euros	12.31.13	12.31.12
Litigation	-0.7	-0.7
Income from the sale of fixed assets	1.0	0.1
Government subsidies recorded in the income	1.0	0.1
Reorganization costs	-0.6	-0.1
Loss of value on fixed assets	-	-0.1
Negative goodwill recorded in the income	-	-
Income from the sale of securities	-	-
Other charges and income	-	4.3
Total	0.7	3.6

# Note 6: Interest costs

## **Evolution**

In millions of Euros	12.31.13	12.31.12
Interest on loans and bank overdrafts	-10.1	-9.7
Interest on financial leasing agreements	-	-
Losses and gains of fair value on forward cover instruments	-	-3.3
Losses and gains on the sale of forward cover instruments	-	1.6
Cash income	1.9	1.7
Miscellaneous	-0.3	-0.2
Total ①	-8.5	-9.9

① The improvement of 1.4 million Euros in interest costs is mainly due to the end of the IFRS restatement of the OCEANE bonds

# Note 7: Other financial income and charges

## **Evolution**

In millions of Euros	12.31.13	12.31.12
Gains or losses on the sales of unconsolidated securities, dilution profits and winding up of business, income on deconsolidation	-	-
Interest income	1.0	0.6
Interest charges	-0.3	-
Provisions for the impairment of securities and other financial assets	-	-
Gains or losses on currency translation ${\mathbb O}$	-4.9	1.7
Provision for financial risks and liabilities	0.2	-
Other financial gains and losses	-0.2	-0.1
Total	-4.2	2.2

 $<sup>\</sup>bigcirc$  The drop of 6.4 million Euros in the foreign currency result mainly corresponds to differences in the valuation of third-party accounts or financial current accounts.

## Note 8: Income taxes

#### 1- Evolution

In millions of Euros	12.31.13	12.31.12	
Current income taxes Taxes Tax relief excluding research	6.2 -0.1	5.6 0.2	
Total current taxes	6.1	5.8	
Total deferred taxes	-0.5	-2.0	
Total	5.6	3.8	

## 2- Evolution of deferred taxes

In millions of Euros	Deferred taxes assets	Deferred taxes liabilities
06.30.13 disclosed	27.9	101.2
Variation affecting the income	4.2	4.7
Variation affecting the reserves		
Reclassification	0.4	0.6
Change in method	0.6	-7.6
Currency translation	-1.3	-0.7
Variations in scope	0.2	
12.31.13	32.0	98.2

## Note 9: Goodwill

## **Evolution of net book values**

#### 1 - Gross values

In millions of Euros	
06.30.13	355.1
Acquisitions and increases	-
Exits	-1.4
Losses in value	-
Variations in scope	22.9
Reclassifications	-
Currency translations	-9.1
12.31.13	367.5
2 – Value losses	
In millions of Euros	
06.30.13	11.6
Provisions	-
Write-back	-
Losses in value	·-
Variations in scope	-
Reclassification	-
Currency translation	0.2
12.31.13	11.4
3 - Net values	
In millions of Euros	
06.30.13	343.5
12.31.13	356.1

## Note 10: Other intangible fixed assets

## **Evolution of net book values**

#### 1 - Gross values

In millions of Euros	Research costs	Developme nt costs	Germplasm	Software	Patents and licenses	Brands	Other intangible fixed assets	Current fixed assets	Total
06.30.13 disclosed	4.9	1 008.1	245.8	46.1	43.9	37.8	5.1	7.0	1 398.7
Acquisitions and increases	-	68.2	-	0.1	0.2	-	-	2.0	70.5
Exits	-	-	-	-	-	-	-	-	-
Variations in scope	-	-	-	-	0.8	-	-	-	0.8
Currency translations	-	-8.0	-2.4	-0.3	-0.4	-	-	-	-11.1
Reclassifications	-	-	-	0.1	0.3	-0.2	-	-0.5	-0.3
12.31.13	4.9	1 068.3	243.4	46.0	44.8	37.6	5.1	8.5	1 458.6

#### 2 - Amortization and value losses

In millions of Euros	Research costs	Developme nt costs	Germplasm	Software	Patents and licenses	Brands	Other intangible fixed assets	Current fixed assets	Total
06.30.13 disclosed	-	767.0	1.9	38.5	36.8	6.1	4.4	-	854.7
Provisions / value losses	-	59.3	-	1.4	0.4	-	0.1	-	61.2
Exits	-	-	-	-	-	-	-	-	-
Variations in scope	-	-	-	-	0.6	-	-	-	0.6
Currency translations	-	-5.6	-	-0.3	-0.4	-	-	-	-6.3
Reclassifications	-	-	-	-	-	-	-	-	-
12.31.13	-	820.7	1.9	39.6	37.4	6.1	4.5	-	910.2

#### 3 - Net values

In millions of Euros	Research costs	Developme nt costs	Germplasm	Software	Patents and licenses	Brands	Other intangible fixed assets	Current fixed assets	Total
06.30.13 disclosed	4.9	241.1	243.9	7.6	7.1	31.7	0.7	7.0	544.0
12.31.13	4.9	247.6	241.5	6.4	7.4	31.5	0.6	8.5	548.4

# Note 11: Tangible fixed assets

## 1. - Evolution of gross values

In millions of Euros	Land and fittings	Constructions and fittings	Complex installations	Industrial equipment	Office equipment	Other tangible fixed assets	Current fixed assets	Total
06.30.13	31.0	211.9	89.2	146.8	13.9	57.8	17.9	568.5
Acquisitions and increases	-	3.6	0.6	2.7	0.5	2.2	23.3	32.9
Exits	-	-0.1	-0.4	-0.2	-0.1	-0.6	-1.4	-2.8
Variations in scope	-	0.6	-	0.7	0.2	0.8	0.2	2.5
Currency translations	-1.3	-4.5	-0.2	-3.7	-0.4	-1.3	-1.6	-13.0
Reclassifications	-0.3	0.8	0.7	1.8	0.2	3.4	-5.1	1.5
12.31.13	29.4	212.3	89.9	148.1	14.3	62.3	33.3	589.6

#### 2. - Amortization and value losses

In millions of Euros	Land and fittings	Constructions and fittings	Complex installations	Industrial equipment	Office equipment	Other tangible fixed assets	Current fixed assets	Total
06.30.13	2.6	100.0	54.4	105.6	11.3	37.6	-	311.5
Provisions / value losses	0.1	4.1	2.4	4.4	0.5	2.8	-	14.3
Exits	-	-0.1	-0.5	-0.2	-0.1	-0.5	-	-1.4
Variations in scope	-	0.4	-	0.4	0.2	0.7	-	1.7
Currency translations	-	-1.8	-0.1	-1.9	-0.3	-0.7	-	-4.8
Reclassifications	-0.2	0.2	-	-	-	1.4	-	1.4
12.31.13	2.5	102.8	56.2	108.3	11.6	41.3	-	322.7

#### 3 - Net values

In millions of Euros	Land and fittings	Constructions and fittings	Complex installations	Industrial equipment	Office equipment	Other tangible fixed assets	Current fixed assets	Total
06.30.13	28.4	111.9	34.8	41.2	2.6	20.2	17.9	257.0
12.31.13	26.9	109.5	33.6	39.8	2.7	21.0	33.3	266.9

## Note 12: Financial fixed assets

#### 1. - Evolution of gross values

In millions of Euros	Financial assets available for sale	Other non-current financial assets	Loans and other receivables	Total
06.30.13 disclosed	26.6	4.5	7.3	38.4
Increases	-	0.1	0.1	0.2
Reductions	-	-0.1	-1.5	-1.6
Variations in scope	-	-	-	-
Changes in method		-3.5		-3.5
Currency translations	-	-0.1	-0.3	-0.4
Reclassifications	-	0.5	-	0.5
12.31.13	26.6	1.4	5.6	33.6

## 2. - Evolution of provisions

In millions of Euros	Financial assets available for sale	Other non-current financial assets	Loans and other receivables	Total
06.30.13 disclosed	7.7	-	0.2	7.9
Provisions	-	-	-	-
Write-back	-	-	-	-
Reclassifications	-	-	-	-
12.31.13	7.7		0.2	7.9

#### 3. - Evolution of net values

In millions of Euros	Financial assets available for sale	Other non-current financial assets	Loans and other receivables	Total
06.30.13 disclosed	18.9	4.5	7.1	30.5
12.31.13	18.9	1.4	5.4	25.7

## Note 13: Equity shares

Details of equity shares are as follows:

In millions of Euros	12.31.13	06.30.13
Australian Grain Technologies	11.6	11.4
Bio Seeds	3.4	3.1
DLF France	1.5	1.7
Unisigma	0.4	0.3
Genoplante Valor	1.5	1.4
Total	18.4	17.9
Variation for the period	0.5	

Proportion of income from equity shares is as follows:

In millions of Euros	12.31.13	12.31.12
Australian Grain Technologies	1.0	-
Bio Seeds	0.3	0.2
DLF France	-0.1	-0.1
Unisigma	0.2	0.1
Genoplante Valor	-	-
Total	1.4	0.2

## Note 14: Trade receivables

Trade receivables concern the following items:

In millions of Euros	12.31.13	06.30.13
Customer receivables ①	347.4	418.4
Advance payment to suppliers	54.6	31.3
Personnel and social security	1.3	0.6
State, income tax	77.7	50.4
Other tax receivables	36.4	39.1
Other operating receivables	22.7	17.2
Prepayments	12.9	14.6
Gross total	553.0	571.6
Customer receivables	- 14.8	- 14.7
Advance payment to suppliers	-	-
Other operating receivables	-	-
Total provisions	- 14.8	- 14.7
Net book values	538.2	556.9
Variation for the period	- 18.7	

 $<sup>\</sup>bigcirc$  The evolution of trade receivables can be explained by the highly seasonal nature of sales leading to a reduction of outstanding receivables compared to June 30, 2013.

## Note 15: Cash and cash equivalents

The evolution of fair values can be analyzed as follows:

In millions of Euros	12.31.13	06.30.13
Financial current accounts	1.8	2.1
Placement securities held for purposes of transaction	153.0	163.1
Cash and bank in hand	163.9	194.9
Total	318.7	360.1
Variation for the period	- 41.4	

## Note 16: Shareholders' equity - owner share

## 1- Composition of the shareholders' equity

In millions of Euros	12.31.13	06.30.13
Parent stock	288.8	288.8
Issue premium	350.5	350.5
Parent legal reserve	18.7	17.6
Other parent reserves	20.2	30.3
Consolidation reserves and others	324.2	263.0
Currency translation reserves	-54.8	- 23.8
Income for the fiscal year	-41.6	99.4
Total	906.0	1 025.8
Variation for the period	-119.8	

Variations for the period are analyzed in the table "Variations in consolidated equity".

#### 2- Breakdown of Vilmorin & Cie's shareholders

On December 31, 2013 Vilmorin & Cie was held by:

 Different companies belonging to Groupe Limagrain (Groupe Limagrain Holding, Société Coopérative Agricole Limagrain and Sélia)

72.63%

The general public
 Treasury sales

27.37% 0.00%

Note 17: Shareholders' equity – attributable to non-controlling minorities

In millions of Euros	12.31.13	06.30.13
Consolidation reserve and others	128.7	122.2
Currency translation reserve	-9.1	- 5.3
Income for the fiscal year	-1.3	7.6
Total	118.3	124.5
Variation for the period	-6.2	

Variations for the period are analyzed in the table "Variations in consolidated equity".

## Note 18: Provisions

## 1- Provisions for employee benefits

In millions of Euros	Provisions for employee benefits
06.30.13 disclosed	22.1
Variations in scope	-
Changes in method	23.5
Variations in provisions Provisions for fiscal year Write-back used Write-back unused	0.3 -0.7 -0.2
Reclassifications	-0.2
Currency translations	-0.6
12.31.13	44.2

## **2-** Other current provisions

In millions of Euros	Provisions for commercial litigation	Other risks and litigation	Provisions for restructuring	Total
06.30.13	1.6	10.2	2.3	14.1
Variations in scope	-	0.1	-	0.1
Variations in provisions Provisions for the fiscal year Write-back used Write-back unused	0.3	0.3 -1.8 -	- -0.4 -0.1	0.6 -2.2 -0.1
Reclassifications	-	-	1	-
Currency translations	-	-	-	-
12.31.13	1.9	8.8	1.8	12.5

## Note 19: Current and non-current financial debts

## 1- Composition of the financial debts

#### 1.1- Non-current financial debts

In millions of Euros	12.31.13	06.30.13
Bank loans	272.5	229.0
Debt component of the bonds redeemable as shares	2.7	2.9
Debt component of the OCEANE derivatives	149.4	149.5
Minority redemption commitments	4.4	4.9
Derivatives	-0.4	- 0.7
Lease/hire purchase	0.4	0.5
Other financial debts	130.4	130.6
Total	559.4	516.7
Variation for the period	42.7	

#### 1.2- Current financial debts

In millions of Euros	12.31.13	06.30.13
Bank loans	318.0	163.1
Debt component of the bonds redeemable as shares	0.4	0.4
Lease/hire purchase	0.2	0.2
Derivatives	-0.6	- 0.6
Current accounts	4.2	2.8
Other financial debts	6.4	6.3
Interest incurred	6.5	8.2
Total	335.1	180.4
Variation for the period	154.7	

#### 1.3- Net financial indebtedness

Financial indebtedness, net of cash and bank in hand, has evolved as follows:

In millions of Euros	12.31.13	06.30.13
Non-current financial debts	559.4	516.7
Current financial debts	335.1	180.4
Cash and bank in hand (cf. Note 15)	-318.7	- 360.1
Net financial debts	575.8	337.0
Variation for the period ①	238.8	

① The evolution the financial indebtedness compared with June 30, 3013 can be explained by the seasonal nature of the business and the external growth operations achieved during the semester (Cf. Note 2).

## 2- Analysis of the evolution of the financial debt

In millions of Euros	Non-current financial debts	Current financial debts	Total
06.30.13	516.7	180.4	697.1
Increase	74.7	129.2	203.9
Decrease	-5.0	-	-5.0
Variations in scope	4.7	0.3	5.0
Currency translation	-3.1	-3.5	-6.6
Reclassifications	-28.7	28.7	-
Restatement of the OCEANE derivatives	-	-	-
Restatement of the bonds redeemable as shares	-0.2	-	-0.2
Restatement of forward cover instruments	0.3	-	0.3
Restatement of minority redemption commitments	-	-	-
12.31.13	559.4	335.1	894.5

## Note 20: Off balance sheet commitments

For its current operations, Vilmorin & Cie made commitments at the close of the fiscal period for the following amounts:

#### 1- Guarantees received

In millions of Euros	12.31.13	06.30.13
Endorsements, sureties, guarantees	5.4	7.0
Other commitments	7.1	7.5
Total	12.5	14.5

The company Groupe Limagrain Holding granted a tax guarantee to Vilmorin & Cie for the companies Limagrain Genetics Inc. and Limagrain Europe at the time of the sale and/or contribution of these companies within the context of the contribution of the field seed activity on July 3, 2006.

There have been no overdue payments recorded to date involving these guarantees.

#### 2- Guarantees given

In millions of Euros	12.31.13	06.30.13
Endorsements, sureties, guarantees	14.8	17.8
Clause of return to better fortune	-	-
Other commitments	3.1	3.4
Total	17.9	21.2

Endorsements, sureties, and guarantees given involve a letter of intent for the annual payment of rent covering the remaining duration of the long-term commercial lease of the site of Solingen (ex-head office of Flora Frey in Germany) for 12.4 million Euros (13 million Euros on June 30, 2013).

### **3-** Reciprocal commitments

la milliana of Funca	Nominal	Due dates			
In millions of Euros	Nominai	< 1 year	1 to 5 years	> 5 years	
12.31.13					
Lease agreements	5.4	1.9	3.2	0.3	
Simple rental agreements	32.8	8.5	18.4	5.9	
Forward purchase of currency	-	-	-	-	
Forward interest rate cover	30.0	6.0	24.0	-	
Interest to pay on medium and long-term debts	37.5	13.7	19.0	4.8	
Medium- and long-term research contracts	0.5	0.2	0.2	0.1	
Other commitments	23.5	9.7	13.8	-	
Total	129.7	40.0	78.6	11.1	

50

#### 4- Debts with real sureties

In millions of Euros	Debts guaranteed ①	Total amount of sureties granted	Book value of the assets provided as a guarantee
06.30.13	13.6	83.5	83.5
12.31.13	10.2	83.5	83.5

① This debt mainly concerns collateral on the securities of a subsidiary for the benefit of a bank.

#### 5- Other commitments

- As part of the agreement signed with DLF, Vilmorin & Cie gave a guarantee on the purchasing values until 2016 to this company.
- In order to insure a good supply of markets and control over inventory levels during the course of the fiscal year, Vilmorin & Cie makes commitments to buy certain quantities of seeds from growers.

## Note 21:

## **Events occurring after close**

Purchase of a minority stake in the African company Seed Co (Field seeds)

After the close of the financial statements for the first semester, Vilmorin & Cie implemented the agreement signed at the end of 2013 with the African company Seed Co and its reference shareholder, AICO Africa Limited (AICO).

Accordingly, Vilmorin & Cie acquired a block of Seed Co shares from AICO and also subscribed to a reserved stock capital increase; Vilmorin & Cie now holds an initial stake of 15% in the capital stock of Seed Co.

Note 22: Consolidation scope on December 31, 2013

Inited States France	5 rue Saint-Germain l'Auxerrois - 75001 Paris 71 West Kentucky Avenue – Woodland, CA 95695 Rue Limagrain – 63720 Chappes	513 533 612 523 301 976	50.00	40.00	PI
Inited States France	75001 Paris 71 West Kentucky Avenue – Woodland, CA 95695				
France	95695	523 301 976	100.00	100.00	
	Rue Limagrain – 63720 Chappes	523 301 976			Gl
rance			80.00	80.00	GI
rance					
	1 rue Edouard Colonne – 75001 Paris	412 514 366	55.01	55.01	GI
	Science Park - 200 Milton Road - Cambridge CB4 0GZ		100.00	55.01	GI
Inited	2711 Centerville Road, Suite 400 -		100.00	55.01	GI
rance	523 Place des Terrasses – 91034 Évry	439 202 821	25.00	22.00	EM
оре					
rance	RD 402 – 77390 Chaumes-en-Brie	388 147 845	50.00	47.60	PI
Denmark	Marsalle 111 - 8700 Horsens		100.00	95.20	GI
Czech Republic	Praha 9 – Podedvorska 755/5 – 19800 - Kyje		100.00	95.20	Gl
rance	Biopôle Clermont-Limagne – 63360 Saint-Beauzire	438 205 320	99.99	95.19	Gl
Belgium	5 rue du Quai – 8581 Avelgem-Kerkhove		100.00	95.20	GI
Serbia	21000		100.00	95.20	GI
rance	Saint-Beauzire	542 009 824	95.20	95.20	GI
Germany	D 31234		100.00	95.20	GI
Spain	Navarra 31470		100.00	95.20	GI
taly	(Pr)		100.00	95.20	GI
Moldova	Bd. Stefan Cel Mare 162 – MD – Chisinau 2004		100.00	95.20	GI
letherlands	Van der Haveweg 2 - 4411 RB Rilland		100.00	95.20	GI
Russia	266 Kommunarov str 350020 Krasnodar		100.00	95.20	Gl
urkey	Bayar Cad. Gülbahar Sokak N° 17/136 Kozyatagi-Erenkoy Istanbul 34742		67.00	63.79	GI
Jnited (ingdom	Market Rasen - LN7 6DT Rothwell Lincolnshire		100.00	95.20	GI
Jkraine	Pavlivska 10 Street Off. 7 01054 Kiev		100.00	95.20	GI
Jnited (ingdom	Market Rasen - LN7 6DT Rothwell Lincolnshire		100.00	95.20	GI
	ingdom inited tates rance pe rance enmark zech epublic rance elgium erbia rance ermany pain aly oldova etherlands ussia urkey nited ingdom kraine nited	ingdom Cambridge CB4 0GZ Corporation service Company — 2711 Centerville Road, Suite 400 - Wilmington 19808 - Delaware rance 523 Place des Terrasses — 91034 Évry  pe rance RD 402 — 77390 Chaumes-en-Brie enmark Marsalle 111 - 8700 Horsens zech Praha 9 — Podedvorska 755/5 — 19800 - Kyje rance Biopôle Clermont-Limagne — 63360 Saint-Beauzire  elgium 5 rue du Quai — 8581 Avelgem-Kerkhove erbia Bulevar Oslobodenia 127 - Novia Sad 21000 rance Biopôle Clermont-Limagne — 63360 Saint-Beauzire  ermany D 31234  pain Ctra Pamplona - Huesca Km 12 - Elorz - Navarra 31470  Via Caduti sul Lavoro n°5 43011 Busseto (Pr)  oldova Chisinau 2004  etherlands Van der Haveweg 2 - 4411 RB Rilland ussia 266 Kommunarov str 350020 Krasnodar Bayar Cad. Gülbahar Sokak N° 17/136 Kozyatagi-Erenkoy Istanbul 34742  nited Market Rasen - LN7 6DT Rothwell Lincolnshire  Pavlivska 10 Street Off. 7 01054 Kiev  nited Market Rasen - LN7 6DT Rothwell	ingdom Cambridge CB4 0GZ  Corporation service Company — 2711 Centerville Road, Suite 400 - Wilmington 19808 - Delaware  rance 523 Place des Terrasses — 91034 Évry 439 202 821  Perance RD 402 — 77390 Chaumes-en-Brie 388 147 845  rance RD 402 — 77390 Chaumes-en-Brie 388 147 845  rance RD 402 — 77390 Chaumes-en-Brie 388 147 845  rance Praha 9 — Podedvorska 755/5 — 19800 — Equiblic Kyje  rance Biopôle Clermont-Limagne — 63360 Saint-Beauzire 438 205 320  rance Bulevar Oslobodenia 127 - Novia Sad 21000  rance Biopôle Clermont-Limagne — 63360 Saint-Beauzire 542 009 824  rance Biopôle Clermont-Limagne — 63360 Saint-Beauzire 542 009 824  rance Ctra Pamplona - Huesca Km 12 - Elorz — Navarra 31470  rance Alvarra 31470  rance Oldova Bd. Stefan Cel Mare 162 — MD — Chisinau 2004  retherlands Van der Haveweg 2 - 4411 RB Rilland  rance Bayar Cad. Gülbahar Sokak N° 17/136 Kozyatagi-Erenkoy Istanbul 34742  nited Market Rasen - LN7 6DT Rothwell  rance Pavlivska 10 Street Off. 7 01054 Kiev  nited Market Rasen - LN7 6DT Rothwell	Ingdom	Ingdom   Cambridge CB4 0GZ

Name	Country	Head Office		% Voting rights	% Interest	Consolidation method
Seedline	Belgium	5 rue du Quai – 8581 Avelgem-Kerkhove		100.00	95.20	GI
Soltis SAS	France	Domaine de Sandreau 31700 Mondonville-Blagnac 420 327 231		50.00	47.60	PI
Unisigma GIE	France	2 rue Petit Sorri – 60480 Froissy	317 760 668	46.00	43.79	EM
2- AgReliant G	enetics					
AgReliant Genetics LLC	United States	1122 East 169th Street Westfield, IN 46074		50.00	50.00	PI
AgReliant Genetics Inc	Canada	6836 Pain Court Line RR1 – Ontario N0P 1IZ0		50.00	50.00	PI
3- Limagrain A	sia			-		
Bisco Bio Sciences Private Ltd	India	Ashoka My Home chambers # 1-8-201 to 203 - Plot no 208, 209 SP Road – Secunderabad Hyderabad, 500 003		99.99	99.99	Gl
Shanxi Limagrain Special Crops R& D Company Limited	China	NongkeBeiLu n° 64 030031 Taiyuan Shanxi		77.50	77.50	Gl
	ereal Seeds	Citativa				
Australian Grain Technologies Pty Ltd	Australia	University of Adelaide – Waite campus building 4B – 5064 Urrbrae S.A.		32.77	32.77	EM
Limagrain Cereal Seeds LLC	United States	Corporation service Company – 2711 Centerville Road, Suite 400 - Wilmington 19808 – Delaware	Corporation service Company – 2711 Centerville Road, Suite 400 -		65.00	Gl
5- Limagrain S	outh America					
Limagrain Argentina SA	Argentina	Calle Esmeralda 130 4to piso – Buenos Aires		90.00	90.00	Gl
Limagrain Guerra do Brasil SA	Brazil	PR, na Rod. PR280, KM 140 - numero 8801 - Bairro Cristo Rei - CEP 85508-280 Pato Branco		70.00	70.00	Gl
Link Seed Proprietary Limited	South Africa	Suite A Regal House 7 Montrose Park Boulevard 3201 Victoria Country Club Estate		80.00	80.00	Gl
Vegetable seeds and 0	Garden products					
Vegetable seeds						
Bio Seeds	Netherlands	Agro Business Park 90 – 3808 PW Wageningen		24.95	24.95	EM
6- HM.CLAUSE						
Alliance Semillas de Argentina	Argentina	Pavon 1478 - Capital Federal – CP 1151 Buenos Aires		100.00	100.00	Gl
Alliance Semillas SA	Chile	Casa Matriz – Hendaya 27 – Oficina 201 Las Condas Santiago		100.00	100.00	Gl
Ceekay Seeds & Seedlings Pvt. Ltd	India	6-1-20/2, Walker New Bhoiguda 500 025 - Secunderabad		100.00	99.97	Gl
Century Seeds Private Limited	India	BA-22-24, Phase-II, Mangolpuri Industrial Area, New Delhi-110034		100.00	99.97	Gl
HM.CLAUSE SA	France	Rue Louis Saillant – 26800 Portes-les- Valence	435 480 546	99.97	99.97	Gl
HM.CLAUSE (Thailand) Co, Ltd	Thailand	11th Floor, Panjabhum Building 127 South Sathorn Road, Tungmahamek 10120 Sathorn Bangkok		100.00	99.97	GI
Clause Brasil Comercio de Sementes Ltda	Brazil	Rua Miguel Penteado n°1038 Jardim Chapado CEP 13070118 Campesinas SP		100.00	99.97	Gl

Name	Country	Head Office	% Voting rights	% Interest	Consolidation method
Clause India Private Ltd	India	6-1-20/2 New Bhoiguda – Segunderabad Hyderabad – 500025 - Andhra Pradesh	100.00	99.97	Gl
HM. CLAUSE Italia SPA	Italy	Via Emilia 11 – 10078 Venaria Real	100.00	99.97	GI
Clause Maghreb EURL	Algeria	Villa n°192 Quartier Amara 2 - Lotissement Alioua Fodhil – Chéraga – 16002 – Alger	100.00	99.97	Gl
HM.CLAUSE Polska Sp.zo.o.	Poland	ul. Kbicka 32A - Krzeczowice	100.00	99.97	Gl
HM.CLAUSE Iberica SA	Spain	Paraje La Reserva s/n Apdo Correos n°17 La Mojonera Almeria 04745	100.00	99.97	Gl
HM.CLAUSE Inc	United States	555, Codoni avenue 95352 Modesto (California)	100.00	100.00	Gl
Henderson Seed Group Pty Ltd Trading AS Clause Pacific	Australia	165, Templestowe Road Lower Templestowe 3105 Bulleen Victoria	100.00	99.97	GI
HM.CLAUSE Tohumculuk Tarým Sanayi ve Ticaret Anonim Sirketi	Turkey	Ali Cetinkaya Caddesi No : 125/7 07300 Antalya	99.99	99.97	GI
HM.CLAUSE Guatemala, Sociedad Anónima	Guatemala	Condominio Empresarial Cortijo III Bodega, 20 Calle 25-55 Zona 12, Guatemala City	100.00	99.97	GI
Ica Seeds S.A.C.	Peru	Fundo la Viña S/N Caserio La Poruma Ica	100.00	100.00	GI
Leafyco LLC	United States	21866 Rosehart Way – 93908-9726 Salinas - California	100.00	100.00	Gl
Plant Development Australia	Australia	165, Templestowe Road - Templestowe Lower – VIC 3107	100.00	99.97	GI
PT Clause Indonesia	Indonesia	Ruko Bumi Prayadan Permai Block B-6 Mertoyudan 56172 Magelang Jawa Tengah	100.00	99.97	Gl
Semillas Harris Moran Mexicana	Mexico	Blvd. V. Carranza 2378-A Parque industrial R.A.S.A. Mexicali, BC Mexico CP	100.00	100.00	GI
7- Hazera-Nicke	erson				
Asamia Cold Storage	Israel	DN Shikmim - Brurim	100.00	100.00	Gl
Hazera Agriculture Technology & Services (Beijing) Co Ltd	China	Room 601-602, Tower D, Java Millenium Place - No. 18 Jianguomenwai Dajie, Chaoyang District – 100022 - Beijing	100.00	100.00	GI
Hazera do Brasil Comercio de Sementes Ltda	Brazil	Rua Iris, 75 Holambra 13825-000 Sao Paulo	100.00	100.00	Gl
Hazera España 90 SA	Spain	C/Torrelaguna 75 – 2/8 Madrid	100.00	100.00	Gl
Hazera Genetics Ltd	Israel	Brurim Farm MP - 79837 Shikmim	100.00	100.00	Gl
Hazera Hellas Seeds & Plant Material SA	Greece	Agamemnonos str. 51-53 Kallithea – 17675 Athens	100.00	100.00	GI
Hazera Holding International BV	Israel	DN Shikmim - 79837 Brurim	100.00	100.00	GI
Hazera Mexico Services SA DECV	Mexico	Calle Trapani No 4732 Local A Edificio Plaza Palermo - Palermo Residencial 80104 - Culiacan- Sinaloa	100.00	100.00	Gl
Hazera Seeds Inc	United States	32 Loockerman Sq, Suite L 100 – Dover - Delaware	100.00	100.00	Gl

Hazera Tohumculuk Ve Ticaret AS	Turkey	Necatibey St. Bascerrah N. 6/27 - Karakoy		100.00	100.00	GI
Name	Country	Head Office		% Voting rights	% Interest	Consolidation method
Nickerson Zwaan BV	Netherlands	Schanseind 27 BP28 - 4921 Pm Made		100.00	100.00	GI
Nickerson Zwaan GmbH	Germany	2 Am Griewenkamp D31234 Edemissen		100.00	100.00	Gl
Nickerson Zwaan Ltd	United Kingdom	Joseph Nickerson Research Centre Market Rasen LN7 6DT Rothwell		100.00	100.00	GI
Nickerson Zwaan Seeds Private Ltd	India	c/o Ajoy Ghosh & Associates, Chartered Accountants - F202, Brigade Nest, 1/9, Airport Road, Kodihalli – 560017 Bangalore		100.00	100.00	Gl
Nickerson Zwaan SA (Proprietary) Ltd	South Africa	121 Boshoff Street – 0181 - New Muckleneuk		100.00	100.00	GI
Nickerson Zwaan Sp. zo.o.	Poland	ul. Marywilska 34 I - 03-228 - Warszawa		100.00	100.00	GI
Nickerson Zwaan Ukraine LLC	Ukraine	Office # 101 - Strategichne shose 16 Str – 03680 - Kiev		100.00	100.00	GI
8- Vilmorin						
Anadolu Tohum Uretim Ve Pazarlama Anonim Sirketi	Turkey	Güzelyali, Bati Sahili, Ciftlik Sok. No.9 Pendik Istanbul 34903		100.00	99.95	GI
Semillas Shamrock Internacional	Mexico	Blvd Adolfo Lopez Mateos - 1530 Pte Celaya 38040 Mexico		100.00	100.00	Gl
Shamrock Seed Company	United States	3 Harris Place – 93901-4593 Salinas - California		100.00	100.00	Gl
Vilmorin Atlas SARL	Morocco	158 boulevard Abdellah Ben Yacine 20300 Casablanca		70.00	69.97	GI
Vilmorin do Brasil Comercio de Sementes Ltda	Brazil	Rua Maria Monteiro, 830, 2nd andar, sala 21 Campinas, Estado de Sao Paulo 13025-151 Cambui 151 Campinas/SP		100.00	99.95	Gl
Vilmorin Iberica SA	Spain	Calle Joaquim Orozco 17 - 03006 Alicante		99.91	99.86	Gl
Vilmorin Inc	United States	2551 North Dragon - 85745 Tucson Arizona		100.00	100.00	GI
Vilmorin Italia SRL	Italy	Center Gross CP 97 - Blocco 22 Via dei Notai 123 - 40050 Funo		100.00	99.95	GI
Vilmorin OOO	Russia	Gruzinskiy val ulitsa 11, building 3, office 21 - 123056, Moscow Russian Federation		100.00	99.95	Gl
Vilmorin SA	France	Route du Manoir – 49250 La Ménitré	562 050 864	99.95	99.95	GI
9- Mikado Kyov	wa Seed					
Dalian Mikado International Seed Co Ltd	China	Room 2702 – Liangiju International Building – Dalian - 116011		80.00	77.09	Gl
Mikado Kyowa K.K	Japan	15-13 Nanpeidai-cho-Shibuya-Ku 150-0036 Tokyo		100.00	96.36	Gl
Produits de jardin						
DLF France SAS	France	ZA Les Pains - Les Alleuds 49320 Brissac Quince	432 004 679	33.33	33.33	ME
10- Vilmorin Jar	din - Suttons					
C.H. Van Den Berg BV	Netherlands	Nijverheidsweg 1 (1693) Am Wervershoof		100.00	99.98	GI

Vilmorin Bahce Urunleri Anonim Sirketi	Turkey	Guzelyali bati sahili, çiftlik sok n°9, 34903 Pendik Istanbul		100.00	99.98	GI
Vilmorin Garden Sp. zo. o	Poland	ul. Ks.P. Wawrzyniaka 2 62-052 - Komorniki		100.00	99.98	GI
Name	Country	Head Office		% Voting rights	% Interest	Consolidation method
Vilmorin Jardin SA	France	65, rue de Luzais - BP 37 38291 St Quentin Fallavier	959 503 111	99.98	99.98	GI
Suttons Seeds (Holding) Ltd	United Kingdom	Woodview Road – Paignton Devon - TQ4 7NG		100.00	100.00	GI
Holdings & Biotechnologies						
Mikado Seed Holding K.K.	Japan	1-4-11 Ohnodai, Midori-ku - 267-0056 Chiba-shi		85.45	85.45	GI
VCC Japan KK	Japan	15-13 Nampeidaicho - Shibuya-Ku Tokyo		100.00	100.00	Gl
Vilmorin & Cie SA	France	4 Quai de la Mégisserie – 75001 Paris	377 913 728	100.00	100.00	Gl
Vilmorin Hong-Kong Ltd	China	Level 28, Three Pacific Place, 1Queen's Road East – Hong-Kong		100.00	100.00	GI
Vilmorin USA Corp	United States	2711 Centerville Road, Suite 400 – County of Newcastle - Wilmington 19808 - Delaware	_	100.00	100.00	GI

#### Consolidation method:

GI: global integration PI: proportional integration EM: equity method

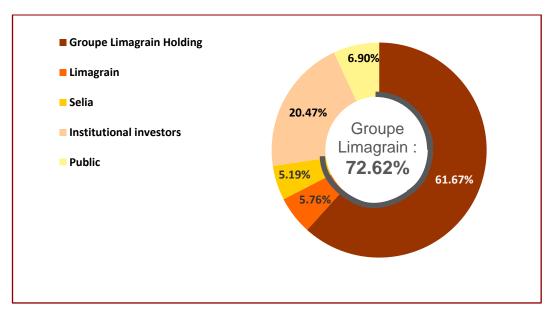
## **FURTHER INFORMATION**

#### CAPITAL STOCK AND SHAREHOLDERS

Chapter 6 "Further information", section "Capital stock and shareholders" of the annual report 2012-2013 (page 170) is updated as follows:

#### **CAPITAL STOCK**

#### Analysis of capital stock on December 31, 2013



Sources: Euroclear and internal.

Capital stock comprising 18,939,911 shares each with a nominal value of 15.25 Euros.

#### Analysis of the capital stock and voting rights on December 31, 2013

	Single vote shares	Double vote shares	% of capital stock	Total number of votes (1)	% of total number of votes
Groupe Limagrain Holding	3,491,255	8,189,383	61.67%	19,870,021	68.26%
Limagrain	110,565	980,763	5.76%	2,072,091	7.12%
Sélia	34,804	948,753	5.19%	1,932,310	6.64%
Treasury	714	-	-	-	-
Directors	-	21	-	42	-
Public	5,133,311	50,342	27.37%	5,233,995	17.98%
Total	8,770,649	10,169,262	100.00%	29,108,459	100.00%

<sup>(1)</sup> The difference between the theoretical voting rights and the exercisable voting rights at Annual General Meetings is not significant.

## FINANCIAL AUTHORIZATIONS GRANTED BY THE ANNUAL GENERAL MEETING OF DECEMBER 11, 2013

In order to provide Vilmorin & Cie with the necessary means to ensure its future development, particularly internationally, the Annual General Meeting of December 11, 2013 authorized the Board of Directors:

- to issue bonds or other assimilated debt securities (tenth resolution),
- to issue, with or without pre-emptive subscription rights, shares and/or securities providing access immediately and/or when due, to company shares or to shares in a company in which it directly or indirectly holds more than half the capital stock, or debt securities (eleventh and twelfth resolutions).

The thirteenth resolution grants the Board of Directors the possibility to make use of the eleventh and twelfth resolutions, for a period of twelve months.

The total nominal amount of these issues may not exceed 500 million Euros, as presented in the fourteenth resolution.

#### **VILMORIN & CIE'S SHARES**

Chapter 6 "Further information", section "Vilmorin & Cie's shares" of the annual report 2012-2013 (page 173) is updated as follows:

#### MANAGEMENT AND LIQUIDITY OF THE SHARES

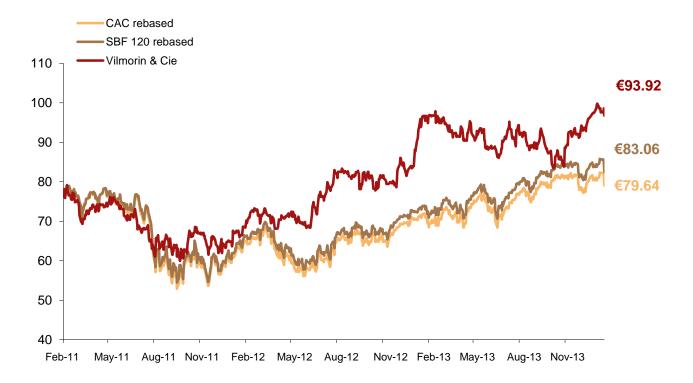
In March 2010, Vilmorin & Cie entrusted Natixis Securities with running a liquidity contract in compliance with the AMAFI deontology charter, and approved by the AMF (authority governing the French stock market).

On December 31, 2013, the assets that appeared on the liquidity account were as follows:

- number of shares: 714
- in cash: 633,502.12 Euros.

#### PERFORMANCE OF THE SHARES

**Evolution of the quoted price of Vilmorin & Cie's shares vs CAC 40/SBF 120 rebased over 3 years** 



Price at the weekly close (in Euros). Sources: Natixis et Euronext

Evolution of the price over the past 3 years (on February 6, 2014): +21%

#### Quantities exchanged and evolution of prices over the past 4 months

Year	Month	Number of shares exchanged	Capital stock exchanged (M€)	Highest recorded rate(€)	Lowest recorded rate (€)
2013	October	276,089	24.065	96.90	84.60
	November	175,017	15.983	95.51	85.15
	December	98,613	9.347	97.20	92.50
2014	January	123,562	12.117	99.89	96.51

Source: Euronext

#### **Interventions of the company with regard to its own shares (treasury shares)**

The Annual General Meeting of December 11, 2013, in compliance with the provisions of articles L.225-209 and the following articles of the French Commercial Code, of Title IV of Book II of the General Regulations of the Autorité des Marchés Financiers and the application instructions of regulation No. 2273/2003 of the European Commission of December 22, 2003, granted the Board of Directors, in the ninth resolution, the powers to intervene by purchasing or selling its own shares on the stock market at a maximum price of 130 Euros per share, with the number of shares thus acquired being limited to a ceiling of 1,000,000 shares, representing a maximum potential commitment of 130 million Euros.

This purchasing program is authorized for a maximum period of 18 months.

## **INFORMATION POLICY**

Chapter 6 "Further information", section "Information policy" of the annual report 2012-2013 (page 180) is updated as follows:

#### **SCHEDULED AGENDA FOR 2013-2014**

<b>April 29, 2014</b> (before trading on the Paris stock market)	Disclosure of sales at the end of the 3 <sup>rd</sup> quarter
<b>July 30, 2014</b> (after trading on the Paris stock market)	Disclosure of the sales for the year
October 7, 2014 (after trading on the Paris stock market)	Disclosure of the results for the year
December 10, 2014	Annual General Meeting in Paris

#### **OUTLOOK FOR THE FUTURE**

In view of the results obtained in the first semester, as described above, and on the basis of information currently available, Vilmorin & Cie can confirm for fiscal year 2013-2014, its global objective of achieving sustained sales growth compared with fiscal year 2012-2013, and potential for a current operating margin similar to that of fiscal year 2012-2013.

For the second semester, achievement of these objectives will nevertheless be, to some extent, dependent on the evolution of production acreage for corn both on the eastern European and North American markets, and also on confirmation of the excellent orientation of the Vegetable seeds activity achieved during the course of the first semester.