

Press Release

Not for distribution in or into the United States, Australia, Canada, or Japan



June 4, 2008

A French public limited company with a share capital of €204,225,819.25.
Registered office : 4, Quai de la Mégisserie – 75001 PARIS
R.C.S. Paris 377 913 728
Financial year from July 1 to June 30

ISSUANCE BY VILMORIN OF BONDS CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR NEW OR EXISTING SHARES (OCEANE)

TOTAL AMOUNT OF THE OFFERING INCREASED TO APPROXIMATELY €150 MILLION

As a result of the success of the offering, the total amount of the issuance of OCEANE, launched on May 29, 2008 by Vilmorin, has been increased on June 3, 2008 to approximately €150 million, represented by 958.579 OCEANE, following the exercise in full of the increase option granted by Vilmorin to HSBC, (the “Global Coordinator, Joint Bookrunner and Joint Lead Manager”) and Lazard-NATIXIS (the “Joint Bookrunner and Joint Lead Manager”, together with HSBC, the “Joint Bookrunners and Joint Lead Managers”).

Vilmorin is the fourth largest seed company in the world, and expert in the creation of novel vegetable and field crop plants. Based on a sustainable, responsible vision of its development, its strategy is a successful combination of research and international growth.

Listed on Euronext Paris (compartment A), Vilmorin’s quotation is included in the Next 150, CAC Mid 100 and SBF 250 indices and is eligible for SRD

ISIN Code Number: FR0000052516 (RIN).

Website : www.vilmorin.info

For any further information, please contact

Daniel JACQUEMOND
Chief Financial Officer
daniel.jacquemond@vilmorin.info

Claire PLANCHE
Financial Communication Officer
claire.planche@vilmorin.info

Vilmorin & Cie
BP 1 – 63720 CHAPPES
Tél. + 33 (0)4 73 63 41 95
Fax : + 33 (0)4 73 63 41 80

*

*

*

This press release does not constitute an offering, and the OCEANE offer is not a public offer (*appel public à l'épargne*) in any jurisdiction other than France.

This Offering is lead managed by HSBC Bank plc ("HSBC"), Global Coordinator, Joint Bookrunner and Joint Lead Manager and Lazard-NATIXIS, Joint Bookrunner and Joint Lead Manager.

Public information

The French prospectus, consisting of the Company's *document de référence* filed with the AMF on November 8, 2007 under No. D.07-0966, the *actualisation du document de référence* filed with the AMF on May 22, 2008 under No. D.07-0966-A01, a *note d'opération* and a summary (*résumé*), received visa n°08-107 from the AMF on May 29, 2008. Copies of this prospectus are available free of charge at Vilmorin & Cie, 4, Quai de la Mégisserie, 75001 Paris. The prospectus may also be accessed on the Websites of Vilmorin (www.vilmorin.info) and the AMF (www.amf-france.org). Investors are urged to consider the risk factors set forth in Chapter 4 of the cross-reference table of Vilmorin's *document de référence*, as well as in Chapter 2 of the *note d'opération*.

Disclaimer

No communication and no information in respect of the offering by Vilmorin of bonds convertible into and/or exchangeable for new or existing shares (the "Bonds") may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction outside France where such steps would be required. The offering or subscription of the Bonds may be subject to specific legal or regulatory restrictions in certain jurisdictions. Vilmorin takes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (as implemented in each member State of the European Economic Area (the "Member States"), the ("Prospectus Directive").

This announcement does not, and shall not, in any circumstances constitute a public offering ("appel public à l'épargne") nor an invitation to the public in connection with any offering.

The offer and sale of the Bonds in France will first be carried out in accordance with article L. 411-2 of the "Code monétaire et financier" to qualified investors as defined therein. The offer will be made to the public in France only after the granting of the "visa" by the AMF on the prospectus.

With respect to each member State of the European Economic Area and which has implemented the Prospectus Directive (each, a "relevant member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to place securities;
- (b) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43 million; and (3) an annual net turnover of more than €50 million, as shown in its last annual or consolidated accounts;
- (c) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the Prospectus Directive.

This press release is directed only at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments ("investment professionals") within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order") or (iii) are "high net worth entities" or all other persons to whom this document can be legally communicated falling within Article 49(2)(a) to (d) of the Order (hereafter "Qualified Person"). Any person who is not a Qualified Person should not rely on this document or any of its contents. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of the VILMORIN securities should not be relied on as an indication of future performance.

No prospectus concerning the bonds has been filed with or cleared by the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Legislative Decree No. 58 of February 24, 1998 as amended (the "Financial Services Act") and to CONSOB Regulation No. 11971 of 14 May 1999 as amended (the "Issuers Regulation") and, accordingly, the bonds have not been and will not be offered in a solicitation to the public at large ("sollecitazione all'investimento"). Therefore, the bonds may only be offered, transferred or delivered within the territory of the Italian Republic to the extent that copies of this announcement or any other document relating to the offering are distributed or made available exclusively (a) to professional investors ("operatori qualificati") as defined in Article 31, second paragraph, of CONSOB Regulation No. 11522 of July 1, 1998, as amended (the "Intermediaries Regulation") pursuant to Article 100 of the Financial Services Act or (b) in circumstances where an exemption from the rules governing solicitations to the public at large applies, pursuant to, and in compliance with, the conditions set out by Article 100 of the Financial Services Act, and Article 33, first paragraph, of the Issuers Regulation. In addition, any offer of the bonds or distribution of any other document relating to the offering must take place (a) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Issuers Regulation, the Intermediaries Regulation and Legislative Decree No. 385 of September 1st, 1993 (the "Banking Law"), and (b) in conformity with all applicable Italian laws and

regulations and all other conditions or limitations that may be, from time to time, imposed by the relevant Italian authorities concerning securities, tax matters and exchange controls. The bonds have not been and will not be offered, sold or distributed by a network of retail banks, on the primary or secondary market, to a resident in Italy.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The securities mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"). They may not be offered or sold in the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from the registration requirements of the Securities Act. Vilmorin does not intend to register any portion of the proposed offering in the United States or to conduct a public offering of securities in the United States.

Stabilization activities, if any, will be conducted in accordance with applicable laws and regulations.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in the United States, Canada, Japan or Australia.

This press release may not be published, distributed or transmitted, directly or indirectly to the United States of America, Canada, Japan or Australia.