



The original French version of this update was filed with the Autorité des marchés financiers (AMF) – French Stock Exchange Authority – on March 7, 2018, in compliance with article 212-13 of the AMF General Regulation. It supplements the reference document filed on October 27, 2017 under the number D.17-1007. This document may be used to support any financial transaction on condition it is accompanied by an operation note (equivalent Form 4) approved by the Autorité des marchés financiers. This document was prepared by the issuer, and its signatories are liable for its content.

Copies of this update of the annual report may be obtained free of charge from Vilmorin & Cie, CS 20001 Saint-Beauzire – F-63360 Gerzat, on the Company's website (<a href="www.vilmorincie.com">www.vilmorincie.com</a>) and on the Autorité des marchés financiers website (<a href="www.amf-france.org">www.amf-france.org</a>).

# CONTENT

Presentation of Vilmorin & Cie Strategy and perspectives 4 Corporate governance The Board of Directors 5 Specialized committees 11 Management bodies 12 Agreements with corporate officers and interests of the Management bodies 14 Report of the Board of Directors on the financial statements for the first semester ending on December 31, 2017 15 Consolidated financial statements Condensed interim financial statements at six months on December 31, 2017 19 Statutory Auditor's report on financial information for the first semester 2017-2018 59 Vilmorin & Cie and its Shareholders Capital stock and shareholders 60 Vilmorin & Cie's shares 62 Relations with Shareholders 64 Further information

**Statutory Auditors** 

66

# PRESENTATION OF VILMORIN & CIE

## Strategy and perspectives

Chapter 1 "Presentation of Vilmorin & Cie", section "Strategy and perspectives" of the annual report 2016-2017 (page 43) is updated as follows:

#### **Objectives 2017-2018**

In view of the results for the first semester 2017-2018, and on the basis of information currently available, for fiscal year 2017-2018 Vilmorin & Cie is now aiming for an increase in consolidated sales of 4% on a like-for-like basis compared with fiscal year 2016-2017, as opposed to an increase of 5% as previously targeted. This objective now takes into account the full impact of the withdrawal from the distribution of agricultural supplies in Japan.

Moreover, Vilmorin & Cie is maintaining its objective of achieving a current operating margin rate at the same level as in 2016-2017, including research investment estimated at around 255 million euros.

Finally, Vilmorin & Cie is aiming for a contribution from its associated companies – mainly AgReliant (North America. Field Seeds), Seed Co (Africa. Field Seeds) and AGT (Australia. Field Seeds) at least equivalent to that of 2016-2017.

Over the second semester, reaching these objectives will nevertheless partly depend on the definitive evolution of cultivated acreage per crop and on prices for agricultural production, particularly in South America, in a context of pressure on pricing policies for the Field Seeds activity, and also, for the Vegetable Seeds activity, on the confirmation of dynamic business for the most important period of the fiscal year.

#### Vegetable Seeds

At the end of the first semester, the growth trend for the business of selling seeds, Vilmorin & Cie's core business, has not been called into question, in particular when considering the very promising order portfolio for the coming months. Consequently, besides the acceleration of the withdrawal from the distribution of agricultural supplies in Japan, for fiscal year 2017-2018, Vilmorin & Cie is aiming for 4% growth in sales of Vegetable Seeds on a like-for-like comparison with 2016-2017.

#### Field Seeds

At the end of the first semester, taking into account a level of business less dynamic than expected in South America, resulting from a lackluster market environment this year in this region, Vilmorin & Cie has decided to readjust its objective for the increase of its sales in Field Seeds for fiscal year 2017-2018 to 4% on a like-for-like basis compared to the previous fiscal year, as opposed to more than 5% as previously targeted.

# CORPORATE GOVERNANCE

#### The Board of Directors

Chapter 2 "Corporate Governance", section "The Board of Directors" of the annual report 2016-2017 (page 57) is updated as follows:

#### Composition of the Board and mandates of the Board Members

#### Composition of the Board of Directors on December 31, 2017

On December 31, 2017, Vilmorin & Cie's Board of Directors comprised seven members:

- the Chairman: Philippe AYMARD,
- four other Board Members representing the reference shareholder, Limagrain : Annick BRUNIER, Jean-Yves FOUCAULT, Sébastien VIDAL and Pascal VIGUIER;
- two independent Board Members: Mary DUPONT-MADINIER and Miriam MAES.

All the Board Members are appointed by the Annual General Meeting of Shareholders for a duration of 3 years, renewable.

Details of the mandates of the Board Members on December 31, 2017 are presented below:

#### Chairman

#### Philippe AYMARD

#### Main activities:

- Farmer
- Vice Chairman of Limagrain

#### Terms of office:

- Commencement: 2006
- Renewal: 2017
- Expiry: 2020

#### Chairman of the Board:

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

#### Chairman of the Board of Officers:

HM.CLAUSE INC. (United States)



#### Member of the Board:

Groupe Limagrain Holding SA (France), Hazera Seeds Ltd (Israel), Mikado Kyowa KK (Japan), Sélia SA (France), Société Coopérative Agricole Limagrain (Vice Chairman) (France), Vilmorin USA Corp (United States)

#### Joint Manager:

Dôme 2000

#### Member of the Board of Management:

Limagrain Chile Limitada (Chile)

#### **Members of the Board**

#### **Annick BRUNIER**

Member of the Board

Main activity:

Farmer

Terms of office:

- Commencement: 2017
- Expiry: 2020



#### Chairwoman:

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

#### Chairwoman and Member of the Board:

Association Blé Farine Pain de Qualité (France) (Representing Coopérative Limagrain)

#### Member of the Board:

Coopérative Agricole Limagrain (France), Groupe Limagrain Holding SA (France), Jacquet Brossard SA (France), Savane Brossard SA (France), Sélia SA (France), Vilmorin Jardin SA (France)

#### Member of the Board Committee:

Limagrain Céréales Ingrédients SAS (France)

#### Joint Manager:

De la Graine au Pain Sarl (France)

#### **Mary DUPONT-MADINIER**

Independent Member of the Board

#### Main activity

Partner in VALTUS (France)

#### Terms of office:

Commencement: 2014

Renewal: 2017Expiry: 2020

#### Member of the Board:

Groupe Limagrain Holding SA (France)

COMPANIES OUTSIDE THE GROUP

#### Member of the Board:

IPSOS SA<sup>(1)</sup> (France), American Chamber of Commerce (AmCham) in France <sup>(1)</sup> Listed company

#### Jean-Yves FOUCAULT

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

#### Main activities

- Farmer
- Chairman of Limagrain

#### **Terms of office**

Commencement: 2006

Renewal: 2016Expiry: 2019

#### **Chairman:**

Société Coopérative Agricole Limagrain (France)

#### Chairman:

Groupe Limagrain Holding SA (France)

#### Chairman of the Board Committee:

GLH Participations SAS (France)

#### Member of the Board:

Jacquet Brossard SA (France), Sélia SA (France), Tardif Tivagrain SA (France) (Representing Coopérative Limagrain), Vilmorin Jardin SA (France)

#### Member of the Board Committee:

Agence Momagri SAS (France), Limagrain Céréales Ingrédients SAS (France), Mouvement pour une Organisation Mondiale de l'Agriculture SAS (France), Proxiel SAS (France)

#### Member of the Board of Management:

Limagrain Chile Limitada (Chile) (Representing Coopérative Limagrain)





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

Biogemma SAS (France)

#### **Miriam MAES**

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

#### Main activity

Manager of a consultancy company

#### **Terms of office**

Commencement: 2013

Renewal: 2016Expiry: 2019

COMPANIES OUTSIDE THE GROUP

#### Chairman of Board of Directors :

Elia Group (Elia Asset NV et ELIA System Operator NV<sup>(1)</sup>) (Belgium)

#### Chairman of the Supervisory Board:

Port of Rotterdam (Netherlands)

#### Member of the Board of Directors :

Assystem<sup>(1)</sup> (France), Eramet SA<sup>(1)</sup> (France), Naturex<sup>(1)</sup> (France), Ultra Centrifuge Nederland BV (Netherlands), Urenco Ltd (United Kingdom)

#### Sébastien VIDAL

Member of the Board

#### Main activity

Farmer

#### Terms of office

Commencement: 2016

Renewal: 2017

Expiry: 2020

#### Chairman:

Sélia SA (France), Tardif Tivagrain (France)

#### Member of the Board:

Coopérative Agricole Limagrain (France), Groupe Limagrain Holding SA (France), Hazera Seeds Ltd (Israel), HM.CLAUSE INC. (United States), HM.CLAUSE SA (France), Sélia SA (France), Tardif Tivagrain SA (France), Vilmorin SA (France)

#### Member of the Board of Management:

Limagrain Chile Limitada (Chile)





<sup>(1)</sup> Listed companies

#### **Pascal VIGUIER**

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

#### Main activities

- Farmer
- Vice Chairman of Limagrain

#### Terms of office

Commencement: 2007

Renewal: 2016Expiry: 2019

#### Chairman of the Board of Directors:

Link Seed Proprietary Limited (South Africa)

#### Member of the Board:

Bisco Bio Sciences Private Ltd (India), Groupe Limagrain Holding SA (France), Limagrain Brasil SA (Brazil), Limagrain Europe SA (France), Sélia SA (France), Société Coopérative Agricole Limagrain (France) (Vice Chairman), Soltis SAS (France) (Representing Limagrain Europe), Unisigma GIE (France)

#### Member of the Board of Management:

Limagrain Chile Limitada (Chile)

#### Member of the Management Committee:

Limagrain Cereal Seeds LLC (United States)

#### Member Representative:

AgReliant Genetics LLC (United States)



#### Table of the composition of the Board of Directors on December 31, 2017

|                                       | Nationality         | Independence <sup>(1)</sup> | Commen cement of the mandate | Date of last<br>renewal | Expiry of<br>current<br>mandate | Representing<br>employees or<br>or employee<br>shareholders | Audit and Risk<br>Management<br>Committee | Strategic<br>Committee |
|---------------------------------------|---------------------|-----------------------------|------------------------------|-------------------------|---------------------------------|---|---|------------------------|
| Philippe AYMARD Chairman of the Board | French              | No                          | 2006                         | 2017                    | 2020                            | No  |   | Member                 |
| Annick BRUNIER                        | French              | No                          | 2017                         | -                       | 2020                            | No  |   |                        |
| Mary<br>DUPONT-MADINIER               | Franco-<br>American | Yes                         | 2014                         | 2017                    | 2020                            | No  |   | Member                 |
| Jean-Yves FOUCAULT                    | French              | No                          | 2006                         | 2016                    | 2019                            | No  | Member                                    | Chairman               |
| Miriam MAES                           | Dutch               | Yes                         | 2013                         | 2016                    | 2019                            | No  | Chairman                                  |                        |
| Sébastien VIDAL                       | French              | No                          | 2016                         | 2017                    | 2020                            | No  |   |                        |
| Pascal VIGUIER                        | French              | No                          | 2007                         | 2016                    | 2019                            | No  | Member                                    | Member                 |

<sup>(1)</sup> Independence according to the criteria of the Middlenext Code of corporate governance as interpreted by the Board of Directors.

#### Balanced representation of women and men on the Board of Directors

On December 2017, out of a total of seven Directors, three women sit on Vilmorin & Cie's Board of Directors, Annick BRUNIER, Mary DUPONT-MADINIER and Miriam MAES, representing a proportion of 43%. The Company therefore meets the second level provisions of the law of January 27, 2011 in terms of balanced representation of women and men on the Board of Directors, i.e. a proportion of at least 40% of woman, following the first Ordinary General Meeting following January 1, 2017.

#### Changes in the composition of the Board

The Annual General Meeting of Shareholders held on December 8, 2017, approved the renewal of the mandates as Directors of Philippe AYMARD, Mary DUPONT-MADINIER and Sébastien VIDAL for a term of three years expiring at the end of the Annual General Meeting of Shareholders called to deliberate on the financial statements for the fiscal year ending June 30, 2020.

Furthermore, the Annual General Meeting, acknowledging the Board of Directors' report and the end of the mandate of Joël ARNAUD, decided to appoint Annick BRUNIER as Director for a term of three years expiring at the end of the Annual General Meeting of Shareholders called to deliberate on the financial statements for the fiscal year ending June 30, 2020.

A farmer and a Director of Limagrain since 2012, Annick BRUNIER has held several mandates in various divisions of the Group. Today, she is Chairman of Limagrain's Bakery Products activity. She also represents the Group on the Board of Directors of Coop de France Auvergne-Rhône-Alpes. In this capacity, she is an advisor to CESER (Regional Economic, Social and Environmental Council) Auvergne-Rhône-Alpes.

## Specialized Committees

Chapter 2 "Corporate Governance", section "Specialized Committees" of the annual report 2016-2017 (page 70) is updated as follows:

#### The Audit and Risk Management Committee

#### Composition on December 31, 2017

In 2010, the Board of Directors of Vilmorin & Cie set up an Audit and Risk Management Committee, today chaired by Miriam MAES, an independent Director, and under the exclusive and collective responsibility of the members of the Board.

On December 31, 2017, Jean-Yves FOUCAULT and Pascal VIGUIER were also members of this committee.

Philippe AYMARD, Daniel JACQUEMOND<sup>(1)</sup> and Vincent SUPIOT<sup>(2)</sup>, also participate in the meetings of this Committee, and depending on the items on the agenda, the Company's Statutory Auditors and certain other colleagues, required for their expertise, also participate.

#### The Strategic Committee

#### Composition on December 31, 2017

Set up in 2010, the Strategic Committee was composed of four Board members on December 31, 2017, and is currently chaired by Jean-Yves FOUCAULT. Philippe AYMARD, Pascal VIGUIER, and Mary DUPONT-MADINIER are also members of this committee.

Miriam MAES, Daniel JACQUEMOND<sup>(1)</sup>, Vincent SUPIOT<sup>(2)</sup> also participate in this committee.

- (1) Vilmorin & Cie's CEO
- (2) Vilmorin & Cie's Chief Financial Officer

## Management Bodies

Chapter 2 "Corporate Governance", section "Management Bodies" of the annual report 2016-2017 (page 72) is updated as follows:

#### The General Management

Vilmorin & Cie's General Management is the responsibility of the Chairman of the Board, Philippe AYMARD. The Board of Directors has adopted the combination of the functions of Chairman and CEO.

The Chairman is assisted in his mission by Daniel JACQUEMOND, CEO, specifically in charge of operational functions.

#### **Chief Executive Officer**

#### **Daniel JACQUEMOND**

Terms of office:

Commencement: 2017

Expiry: 2020

#### CEO:

Vilmorin USA Corp (United States)

#### Member of the Board:

Carters Tested Seeds Ltd (United Kingdom), R&G Cuthbert Ltd (United Kingdom), Samuel Dobie & Son Ltd (United Kingdom), Seed Co Limited (Zimbabwe), Vilmorin 2014 (Holdings) Limited (United Kingdom), Vilmorin 2014 Limited (United Kingdom), Vilmorin Hong Kong Limited (Hong Kong), Vilmorin Singapore PTE. LTD (Singapore)

#### Director, non-member of the Cooperative:

Coopérative Agricole Limagrain



#### The Executive Committee

Vilmorin & Cie 's Executive Committee is led by Daniel JACQUEMOND; it also comprises:



Franck BERGER VP of the Vegetable Seeds division



**Bruno CARETTE**VP of the Field Seeds division



**Agnès MISTRETTA** VP for Human Resources



Vincent SUPIOT Chief Financial Officer

# Agreements with corporate officers and interests of the Management bodies

Chapter 2 "Corporate Governance", section "Agreements with corporate officers and interests of the management bodies" of the annual report 2016-2017 (page 75) is updated as follows:

#### Fees or allowances paid to corporate officers and Directors

Compensation and benefits of any nature received by Directors (non-executive corporate officers)

Following the resolution approved by the Annual General Meeting of December 8, 2017, the Board of Directors decided to allocate all the attendance fees for 2016-2017 to the two independent Directors. These fees stood at 45,000 euros, with 30,000 euros allocated to Miriam MAES and 15,000 euros to Mary DUPONT-MADINIER.

# REPORT OF THE BOARD OF DIRECTORS

# on the financial statements for the first semester ending on December 31, 2017

The fiscal year of Vilmorin & Cie commences on July 1, and ends on June 30. The financial statements closed on December 31, 2017 were examined in detail by the Audit and Risk Management Committee when it met on February 26, 2018, and to a more limited extent by the Statutory Auditors; they were approved by the Board of Directors at its meeting on February 27, 2018.

#### 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 endorsed in the European Union on December 31, 2017.

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

The accounting principles and methods used to prepare the condensed consolidated financial statements on December 31, 2017 are identical to those used to prepare the consolidated financial statements for the year ended June 30, 2017.

Vilmorin & Cie did not make 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, 2017 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, 2017.

#### Comparing data

The evolution of the results for the semester is analyzed with current data and on a like-for-like basis. Like-for-like data have been restated for the impact of changes to scope and currency fluctuation; accordingly income for the first semester 2016-2017 takes into account in particular the impact of changes in currency translation by applying the average rate on December 31, 2016 to the income statement of December 31, 2017.

#### Activity and results for the first semester

Vilmorin & Cie's consolidated sales for the first semester 2017-2018, closed on December 31, 2017, came to 460.1 million euros, a reduction of 8.5% with current data and 5.5% on a like-for-like basis.

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

| In millions of euros         | First semester 2016-2017 | First<br>semester<br>2017-2018 | Variation with current data | <b>Variation</b><br>on a like-for-like<br>basis |
|------------------------------|--------------------------|--------------------------------|-----------------------------|---|
| Vegetable Seeds              | 286.9                    | 248.7                          | -13.3%                      | -9.5%   |
| Field Seeds                  | 201.6                    | 197.9                          | -1.8%                       | =   |
| Garden Products and Holdings | 14.5                     | 13.5                           | -7.4%                       | -6.9%   |
| Total                        | 503.0                    | 460.1                          | -8.5%                       | -5.5%   |

Sales for the Vegetable Seeds division for the first semester came to 248.7 million euros, a drop of 13.3% with current data compared with the first semester for 2016-2017. Restated on a like-for-like basis, the division posted a reduction of 9.5%. It should be emphasized that during the course of the first semester, the controlled withdrawal by the Business Unit VILMORIN-MIKADO from the distribution of agricultural supplies in Japan accelerated. Restated for the evolution in the scope of activity, the reduction sales of the Vegetable Seeds division came to 6%.

Business was affected by high distributor inventory levels, particularly in North America, and also by problems by problems importing seeds into certain areas of the world.

Sales for the Field Seeds division for the first semester came to 197,9 million euros, down by 1.8% compared with the first semester for 2016-2017. Restated on a like-for-like basis, activity was stable.

- In Europe, the commercial campaign for rapeseed once again this year achieved excellent growth, both in volume and in value. Growth was particularly marked in France, the United Kingdom, and in certain countries of Central and Eastern Europe.
  - The first part of the straw cereal seed campaign (wheat, barley) posted a drop in sales, in a market context where the use of commercial seeds has fallen, particularly in France.
  - In a market environment still heavily influenced by the low level of prices for agricultural production, orders for corn are looking satisfactory, whereas the cultivated acreage for this crop should be reduced. Finally, the sunflower seeds campaign began later this year, orders are looking promising, particularly in Eastern Europe.

- In South America, sales were down at the end of December. Sales for the first corn campaign in Brazil (safra) were stable compared to the previous year, in spite of a significant drop in cultivated acreage, whereas the second corn campaign (safrinha) has started later than last year. Moreover orders for safrinha were less promising than at the end of December 2016, as a result of the probable reduction in acreage devoted to this crop and the drop in the market for commercial seeds.
  - Sales of soybean seeds continued to grow steadily, reflecting Vilmorin & Cie's drive to strengthen its positions in this major crop in South America.
- In the other new development zones (Asia and Africa), the level of business achieved overall during the first semester corresponds to expectations.

Sales for the first semester for Garden Products, grouped with the Holdings, came to 13.5 million euros on December 31, 2017, down 6.9% on a like-for-like basis compared with the previous year.

After taking into account the cost of destruction and impairment of inventory, margin on the cost of sales came to 236.8 million euros, representing 51.5% of total sales, up 2.6 percentage points compared to the first semester for the previous fiscal year. It mainly benefitted from the withdrawal from the distribution of agricultural supplies in Japan, and also from the improvement of the product mix.

Net operating charges came to 279.2 million euros, an increase of 14.7 million euros compared with the first semester for fiscal year 2016-2017, including an additional investment of 3.5 million euros in research and development.

Consequently, the operating income for the first semester shows a loss of 42.4 million euros on December 31, 2017, an increase of 23.9 million euros compared to the first semester for 2016-2017; the operating margin, traditionally negative at the end of the first semester, came to -9.2%, as opposed to -3.7% on December 31, 2016.

The income contribution from associated companies, in particular AgReliant (North America. Field Seeds) and Seed Co (Africa. Field Seeds), stood at -26.6 million euros at the end of the first semester for 2017-2018, as opposed to -24.9 million euros for the first semester of the previous fiscal year.

The financial income shows a net charge of 16.7 million euros as opposed to 6.8 million euros on December 31, 2016. In particular, this year net foreign exchange losses of 4.6 million euros were recorded, as opposed to net foreign exchange gains of 4.1 million euros the previous fiscal year.

On December 31, 2017, a net tax income of 47.6 million euros was recorded, an increase of 37.1 million euros compared to the previous year, notably owing to the adoption of lower tax rates in France and the United States, and to activation of the loss from the fiscal group in France.

As a result of these factors, the net result for the semester shows a loss of 38.1 million euros, including a group share loss of 37.3 million euros, a reduction of 1.6 million euros compared with the first semester for fiscal year 2016-2017.

At the end of December 2017, 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 (226.3 million euros), financial indebtedness came to 986.2 million euros, including a non-current share of 891.3 million euros.

The group share of equity stood at 1,085.2 million euros and minority interests at 107.9 million euros.

#### Transactions with related parties

Transactions with related parties (primarily with Limagrain) described in Note 32 of the Notes to the consolidated income statements on June 30, 2017 remained in effect over the first semester of fiscal year 2017-2018, on the basis of the same agreements.

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

No significant operation occurred subsequent to the close of the financial statements for the first semester.

#### Outlook

In view of the results for the first semester, as presented above, and on the basis of information currently available, Vilmorin & Cie is now aiming for an increase in consolidated sales of 4% on a like-for-like basis (besides withdrawal from the distribution of agricultural supplies in Japan) compared with fiscal year 2016-2017. Vilmorin & Cie has also fixed the objective of achieving a current operating margin rate at the same level as in 2016-2017.

Over the second semester, reaching these objectives will nevertheless partly depend on the definitive evolution of cultivated acreage per crop and on prices for agricultural production, particularly in Europe and South America, in a context of pressure on pricing policies for the Field Seeds activity, but also on the confirmation of a recovery of dynamic business for the Vegetable Seeds.

# CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS AT SIX MONTHS

on December 31, 2017



Financial progress report

Consolidated cash flow statement for the period

Variation in consolidated equity

Notes to the condensed interim consolidated financial statements for the first semester

## Consolidated income statement for the 1st semester

| In millions of euros  | Note | 12.31.17 | 12.31.16 |
|---|------|----------|----------|
| ■ Revenue from ordinary activities  |      | 460.1    | 503.0    |
| Cost of goods sold  |      | - 223.3  | - 257.0  |
| Marketing and sales costs   |      | - 92.6   | - 91.8   |
| Research and development costs  |      | - 97.1   | - 93.6   |
| Administrative and general costs  |      | - 92.8   | - 83.2   |
| Other operating income and charges  | 5    | 3.3      | 4.1      |
| Operating income  |      | - 42.4   | - 18.5   |
| Profit from associated companies  | 13   | - 26.6   | - 24.9   |
| Interest costs  | 6    | - 11.4   | - 10.7   |
| Other financial income and charges  | 7    | - 5.3    | 3.9      |
| Income taxes  | 8    | 47.6     | 10.5     |
| ■ Profit from continuing operations   |      | - 38.1   | - 39.7   |
| ■ Profit from discontinued operations   |      | -        | -        |
| Net income for the period   |      | - 38.1   | - 39.7   |
| > Attributable to controlling company   |      | - 37.3   | - 38.8   |
| > Attributable to non-controlling minority  |      | - 0.8    | - 0.9    |
| Earnings from continuing operations per share - attributable to controlling company           |      | - 1.79   | - 1.86   |
| Earnings from discontinued operations per share - attributable to controlling company         |      | -        | -        |
| Earnings for the period per share - attributable to controlling company                       |      | - 1.79   | - 1.86   |
|   |      |          |          |
| Diluted earnings from continuing operations per share - attributable to controlling company   |      | - 1.75   | - 1.74   |
| Diluted earnings from discontinued operations per share - attributable to controlling company |      | -        | -        |
| Diluted earnings for the period per share - attributable to controlling company               |      | - 1.75   | - 1.74   |

# **Details of the gains and losses**

| In millions of euros  | 12.31.17 | 12.31.16 |
|---|----------|----------|
| Income for the period   | - 38.1   | - 39.7   |
| Variation in currency translations                                    | - 42.3   | 19.6     |
| Variation in the fair value of assets available for sale              | -        | -        |
| Variation in the fair value of financial instruments                  | 0.7      | 0.1      |
| Change in method  | -        | -        |
| Impact of taxes   | - 0.2    | -        |
| Items that might be reclassified to profit or loss                    | - 41.8   | 19.7     |
| Actuarial gains or losses   | 2.5      | 1.5      |
| Impact of taxes   | - 3.8    | - 1.4    |
| Items not to be reclassified to profit or loss                        | - 1.3    | 0.1      |
| Other items in the total gains and losses for the period net of taxes | - 43.1   | 19.8     |
| Total gains and losses for the period                                 | - 81.2   | - 19.9   |
| > Of which attributable to controlling company                        | - 79.1   | - 16.8   |
| > Of which attributable to non-controlling minority                   | - 2.1    | - 3.1    |

# Financial progress report

#### **Assets**

| In millions of euros                    | Note | 12.31.17 | 06.30.17 |
|---|------|----------|----------|
| Goodwill                                | 9    | 369.8    | 377.9    |
| Other intangible fixed assets           | 10   | 681.9    | 688.3    |
| Tangible fixed assets                   | 11   | 281.2    | 292.4    |
| Financial fixed assets                  | 12   | 16.2     | 15.5     |
| Equity shares                           | 13   | 281.4    | 312.9    |
| Deferred taxes                          | 8    | 51.4     | 54.1     |
| ■ Total non-current assets              |      | 1,681.9  | 1,741.1  |
| Inventories                             |      | 645.5    | 447.9    |
| Trade receivables and other receivables | 14   | 464.4    | 501.7    |
| Cash and cash equivalents               | 15   | 226.3    | 256.3    |
| ■ Total current assets                  |      | 1,336.2  | 1,205.9  |
| Total assets                            |      | 3,018.1  | 2,947.0  |
| Liabilities                             |      |          |          |
| In millions of euros                    | Note | 12.31.17 | 06.30.17 |
| Capital stock                           |      | 317.7    | 317.7    |
| Reserves and income                     |      | 767.5    | 879.0    |
| ■ Equity – controlling company          | 16   | 1,085.2  | 1,196.7  |
| ■ Equity – non-controlling minority     | 17   | 107.9    | 111.8    |
| Consolidated equity                     |      | 1,193.1  | 1,308.5  |
| Provisions for employee benefits        | 18   | 60.2     | 64.2     |
| Non-current financial debts             | 19   | 891.3    | 749.2    |
| Deferred income taxes                   | 8    | 98.1     | 130.4    |
| ■ Total non-current liabilities         |      | 1,049.6  | 943.8    |
| Other current provisions                | 18   | 15.5     | 16.1     |
| Accounts payable                        |      | 406.5    | 424.6    |
| Deferred income                         |      | 32.2     | 33.0     |
| Current financial debts                 | 19   | 321.2    | 221.0    |

**Total current liabilities** 

Total liabilities

694.7

2,947.0

775.4

3,018.1

## **Consolidated cash flow statement**

| In millions of euros   | 12.31.17 | 12.31.16 |
|--|----------|----------|
| 1 – Trading operations   |          |          |
| Income for the period  | - 38.1   | - 39.7   |
| Results of companies consolidated under equity method, after dividends   | 26.6     | 26.2     |
| Depreciation, amortization and impairment  | 98.1     | 93.9     |
| Net provisions   | 0.1      | - 0.6    |
| Variation in deferred taxes  | - 33.8   | - 7.4    |
| Income from capital operations   | - 0.2    | - 1.4    |
| 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   | - 0.3    | - 0.3    |
| Fair value losses and gains for financial fixed assets available for sale  | -        | -        |
| ■ Cash flow  | 52.4     | 70.7     |
| Of which cash flow from activities held for sale   | -        | -        |
| Dividends received on equity securities  | -        | - 0.1    |
| Variation in working capital needs with comparable scope   |          |          |
| Inventories  | - 210.8  | - 172.0  |
| Trade debts  | 22.0     | - 5.0    |
| Current debts  | 0.3      | - 14.1   |
| Cash flows from operating activities   | - 136.1  | - 120.5  |
| Of which operating cash flows from activities held for sale  | -        | -        |
| 2 - Investment operations  |          |          |
| Disposal of fixed assets   | 0.5      | 0.6      |
| Acquisition of fixed assets  |          |          |
| Intangible fixed assets  | - 84.1   | - 81.9   |
| Tangible fixed assets  | - 11.2   | - 9.2    |
| Variation in other financial fixed assets  | - 3.8    | 0.3      |
| Cash flow acquired through scope entries   | - 1.6    | - 0.1    |
| Cash flow conceded through scope exits   | -        | -        |
| Net impact of the disposal of assets and liabilities   | -        | -        |
| Net increase/decrease in cash and cash equivalents   | - 7.8    | - 7.5    |
| Cash flows from investing activities   | - 108.0  | - 97.8   |
| Of which investment cash flows used by operations held for sale  | -        | -        |

| 3 - Cash flows from financing operations                          |        |        |
|---|--------|--------|
| Variation in equity   | -      | -      |
| Transactions with non-controlling interests (1)                   | -      | -      |
| Variation in financial debts (2)                                  | 252.5  | 259.8  |
| Purchases / Sales by the company of treasury shares               | 0.4    | -      |
| Dividends received on unconsolidated participations               | -      | 0.1    |
| Dividends paid out  | - 34.9 | - 23.0 |
| Cash flows from financing operations                              | 218.0  | 236.9  |
| Of which financing cash flows from activities held for sale       | -      | -      |
| 4 – Net effect of currency translation                            | - 3.9  | - 0.2  |
| Of which currency translation from activities held for sale       | -      | -      |
| 5 - Variation in cash and cash equivalents                        | - 30.0 | 18.4   |
| 6 - Cash and cash equivalents at beginning of period              | 256.3  | 206.5  |
| Of which cash at beginning of period for activities held for sale | -      | -      |
| 7 - Cash and cash equivalents at end of period                    | 226.3  | 224.9  |
| 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 interest"

<sup>(2)</sup> Variation in financial debts:

| Total  | 252.5    | 259.8    |
|--|----------|----------|
| Net increase/decrease in current financial debts | 97.9     | 152.3    |
| Repayment of non-current financial debts         | - 0.3    | - 73.7   |
| Increase in non-current financial debts          | 154.9    | 181.2    |
|  | 12.31.17 | 12.31.16 |

# Variation in consolidated equity

|  |         | Attributable | e to controllin                 | g company                           |         | Attributable                       |         |  |
|--|---------|--------------|---------------------------------|-------------------------------------|---------|------------------------------------|---------|--|
| In millions of euros                                 | Capital | Premiums     | Income<br>and other<br>reserves | Currency<br>translation<br>reserves | Total   | to non-<br>controlling<br>minority | Total   |  |
| 07.01.16   | 317.7   | 332.6        | 482.3                           | 19.0                                | 1,151.6 | 112.4                              | 1,264.0 |  |
| Other items in the global income net of taxes        | -       | -            | 8.8                             | - 24.5                              | - 15.7  | - 3.0                              | - 18.7  |  |
| Net income   | -       | -            | 86.9                            | -                                   | 86.9    | 3.2                                | 90.1    |  |
| Global income for the fiscal year                    | -       | -            | 95.7                            | - 24.5                              | 71.2    | 0.2                                | 71.4    |  |
| Variation in treasury shares                         | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Dividends paid out                                   | -       | -            | - 22.9                          | -                                   | - 22.9  | - 2.0                              | - 24.9  |  |
| Variations in scope                                  | -       | -            | - 3.6                           | -                                   | - 3.6   | 2.4                                | - 1.2   |  |
| Effect of share purchase commitments                 | -       | -            | 1.1                             | -                                   | 1.1     | - 1.2                              | - 0.1   |  |
| Variation in the capital stock of the parent company | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Variation in the capital stock of the subsidiaries   | -       | -            | - 0.6                           | -                                   | - 0.6   | -                                  | - 0.6   |  |
| Bonds redeemable as shares (1)                       | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Restatement  | -       | -            | 0.2                             | - 0.2                               | -       | -                                  | -       |  |
| Others   | -       | -            | - 0.1                           | -                                   | - 0.1   | -                                  | - 0.1   |  |
| 06.30.17   | 317.7   | 332.6        | 552.1                           | - 5.7                               | 1,196.7 | 111.8                              | 1,308.5 |  |
| Other items in the global income net of taxes        | -       | -            | - 0.8                           | - 41.0                              | - 41.8  | - 1.3                              | - 43.1  |  |
| Net income   | -       | -            | - 37.3                          | -                                   | - 37.3  | - 0.8                              | - 38.1  |  |
| Global income for the period                         | -       | -            | - 38.1                          | - 41.0                              | - 79.1  | - 2.1                              | - 81.2  |  |
| Variation in treasury shares                         | -       | -            | 0.4                             | -                                   | 0.4     | -                                  | 0.4     |  |
| Dividends paid out                                   | -       | -            | - 33.3                          | -                                   | - 33.3  | - 1.9                              | - 35.2  |  |
| Variations in scope                                  | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Effect of share purchase commitments                 | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Variation in the capital stock of the parent company | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Variation in the capital stock of the subsidiaries   | -       | -            | - 0.2                           | -                                   | - 0.2   | 0.1                                | - 0.1   |  |
| Variation in ownership interests                     | -       | -            | 0.7                             | -                                   | 0.7     | -                                  | 0.7     |  |
| Bonds redeemable as shares                           | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Restatement  | -       | -            | -                               | -                                   | -       | -                                  | -       |  |
| Others   | -       | - 0.2        | 0.2                             | -                                   | -       | -                                  | -       |  |
| 12.31.17   | 317.7   | 332.4        | 481.8                           | - 46.7                              | 1,085.2 | 107.9                              | 1,193.1 |  |

# Notes to the condensed interim consolidated financial statements for the first semester

|      |   | Note | Page |
|------|---|------|------|
| Gen  | eral information  |      |      |
| Acco | ounting methods and principles in IFRS standards                | 1    | 27   |
| Ever | nts occurring during the period                                 | 2    | 29   |
| Cons | solidation scope  | 3    | 30   |
| Ope  | rating segments   | 4    | 31   |
| Inco | me statement  |      |      |
|      | Other operating income and charges                              | 5    | 33   |
| •    | Interest costs  | 6    | 34   |
| •    | Other financial income and charges                              | 7    | 35   |
| •    | Income taxes  | 8    | 36   |
| Con  | solidated balance sheet - Assets                                |      |      |
|      | Goodwill  | 9    | 37   |
| •    | Other intangible fixed assets                                   | 10   | 38   |
| •    | Tangible fixed assets   | 11   | 39   |
| •    | Financial fixed assets  | 12   | 40   |
| •    | Equity shares   | 13   | 41   |
|      | Trade receivables and other receivables                         | 14   | 43   |
| •    | Cash and cash equivalents                                       | 15   | 43   |
| Con  | solidated balance sheet - Liabilities                           |      |      |
|      | Shareholders' equity – attributable to controlling company      | 16   | 44   |
|      | Shareholders' equity – attributable to non-controlling minority | 17   | 45   |
|      | Provisions  | 18   | 46   |
|      | Current and non-current financial debts                         | 19   | 47   |
| Furt | her information   |      |      |
|      | Off balance sheet commitments                                   | 20   | 50   |
| •    | Events occurring after closing of the accounts                  | 21   | 52   |
| Con  | solidation 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, 2017 are identical to those adopted in the consolidated financial statements established on June 30, 2017.

#### 2- Accounting standards

In application of regulation No. 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, 2017.

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

No change in accounting method or estimate having any impact on the consolidated financial statements of Vilmorin & Cie was adopted during the course of this semester.

The new standards, interpretations and amendments to existing standards, adopted by the European Union and applicable to fiscal periods as of July 1, 2018 or later have not been adopted in advance by Vilmorin & Cie:

- IFRS 15 "Revenue from contracts with customers" and the IFRS 15 amendment concerning "Clarifications to IFRS 15".
- IFRS 9 "Financial instruments"
- IFRS 16 "Leases".

IFRS 15 proposes a five-step model to recognize sales and therefore determine revenue to be recorded, the amount and the date from when it should be taken into account. Vilmorin & Cie has measured the impact of IFRS 15 on the group's revenue with input from its key correspondents in its operating companies. When considering the work completed on December 31, 2017, the group does not anticipate any significant impact on the recognition of sales. No final choice has yet been made with regard to the transition method.

IFRS 9 deals with the recognition and measurement of financial assets and on the one hand proposes a new model for amortizing financial assets based on expected loss impairment, and at the same time recommendations for recording forward cover that provides for a better indication of the company's objectives and strategy for managing risks. The impact of standard IFRS 9 on Vilmorin & Cie's financial statements is still being assessed.

IFRS 16 mainly modifies the way in which leases will be presented for the lessee. Indeed, the standard no longer distinguishes between operating leases and finance leases, adopting a single model for the presentation of leases. The standard will come into force on July 1, 2019. The group is studying the impact of this standard on its financial statements.

The company's condensed interim consolidated financial statements for the first semester were approved on February 27, 2018 by the Board of Directors.

#### 3- Specific principles applied to interim financial statements

The condensed interim consolidated financial statements of Vilmorin & Cie for the six month period closing on December 31, 2017 have been prepared in compliance with standard IAS 34 and the standard IFRIC 10, specific IFRS standards that concern interim financial disclosure endorsed by 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, 2017 established in compliance with the IFRS standards as published by the IASB, and endorsed 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 & Cie other 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 and administrative and general 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 tax rate estimated for the fiscal year to the pre-tax current income for the period for each entity or fiscal group.

#### Note 2:

## **Events occurring during the period**

## Main operation during the period

#### Purchase of a stake in Prime Seed Co Zimbabwe

Through its subsidiary Vilmorin Singapore, Vilmorin & Cie acquired 48.9% of Prime Seed Co Zimbabwe, a vegetable seed distribution company founded in 1995 in Zimbabwe and a subsidiary of the Seed Co group.

# Note 3: Consolidation scope

### Evolution of the consolidation scope

On December 31, 2017, Vilmorin & Cie consolidated 107 companies:

|                       | 12.31.17 | 06.30.17 |
|-----------------------|----------|----------|
| By global integration | 92       | 92       |
| By the equity method  | 15       | 14       |
| Total                 | 107      | 106      |

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

#### a. Entries to the consolidation scope

- Through the purchase of a stake
  - Prime Seed Co Zimbabwe
- Through the creation of companies
  - None
- By integration into the consolidation scope
  - None

#### b. Exits from the consolidation scope

- Companies wound up
  - None
- Through exit from the consolidation scope
  - None
- Following reorganization, the following mergers occurred:
  - None

#### c. Changes in name

There were no changes in name during the period.

#### d. Changes in consolidation method

There were no changes in consolidation method during the period.

# 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 the standard IFRS 8, are the segments of activity on which Vilmorin & Cie operates.

The existing operating segments on December 31, 2017 are as follows:

- Vegetable Seeds
- Field Seeds

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, 2017

| In millions of euros                        | Vegetable<br>Seeds | Field Seeds | Garden Products<br>&<br>Holdings | Unallocated | Total   |
|---|--------------------|-------------|----------------------------------|-------------|---------|
| Revenue from ordinary activities            | 248.7              | 197.9       | 13.5                             | -           | 460.1   |
| Operating income                            | 1.0                | - 29.9      | - 13.5                           | -           | - 42.4  |
| Income from continuing operations           | 10.7               | - 40.1      | - 8.7                            | -           | - 38.1  |
| Income from discontinued operations         | -                  | -           | -                                | -           | -       |
| Total consolidated net income               | 10.7               | - 40.1      | - 8.7                            | -           | - 38.1  |
| Non-current assets                          | 580.6              | 958.7       | 142.6                            | -           | 1,681.9 |
| Including investments for the fiscal period | 51.1               | 42.6        | 4.8                              | -           | 98.5    |
| Current assets                              | 611.0              | 577.6       | 147.6                            | -           | 1,336.2 |
| Total assets                                | 1 191.6            | 1 536.3     | 290.2                            | -           | 3,018.1 |
| Equity (1)                                  | -                  | -           | -                                | 1,193.1     | 1,193.1 |
| Non-current liabilities                     | 78.3               | 101.4       | 869.9                            | -           | 1,049.6 |
| Current liabilities                         | 230.8              | 270.5       | 274.1                            | -           | 775.4   |
| Total liabilities                           | 309.1              | 371.9       | 1,144.0                          | 1,193.1     | 3,018.1 |

<sup>(1)</sup> The line "Equity" for all Vilmorin & Cie's companies is not broken down per business segment.

#### 2.2- Information on December 31, 2016

| In millions of euros                        | Vegetable<br>Seeds | Field Seeds | Garden Products<br>&<br>Holdings | Unallocated | Total   |
|---|--------------------|-------------|----------------------------------|-------------|---------|
| Revenue from ordinary activities            | 286.9              | 201.6       | 14.5                             | -           | 503.0   |
| Operating income                            | 12.8               | - 20.7      | - 10.6                           | -           | - 18.5  |
| Income from continuing operations           | 7.9                | - 45.3      | - 2.3                            | -           | - 39.7  |
| Income from discontinued operations         | -                  | -           | -                                | -           | -       |
| Total consolidated net income               | 7.9                | - 45.3      | - 2.3                            | -           | - 39.7  |
| Non-current assets                          | 600.7              | 975.9       | 170.8                            | -           | 1,747.4 |
| Including investments for the fiscal period | 47.2               | 40.5        | 7.0                              | -           | 94.7    |
| Current assets                              | 611.9              | 601.6       | 127.8                            | -           | 1,341.3 |
| Total assets                                | 1,212.6            | 1,577.6     | 298.5                            | -           | 3,088.7 |
| Equity (1)                                  | -                  | -           | -                                | 1,221.7     | 1,221.7 |
| Non-current liabilities                     | 90.8               | 133.1       | 851.2                            | -           | 1,075.1 |
| Current liabilities                         | 236.1              | 262.4       | 293.4                            | -           | 791.9   |
| Total liabilities                           | 326.9              | 395.5       | 1,144.6                          | 1,221.7     | 3,088.7 |

 $<sup>^{(1)}</sup>$  The line "Equity" for all Vilmorin & Cie's companies is not broken down per business segment.

# Note 5: Other operating income and charges

Other operating income and charges evolved as follows:

| In millions of euros                     | 12.31.17 | 12.31.16 |
|--|----------|----------|
| Litigation                               | - 0.8    | - 1.0    |
| Income from the sale of fixed assets     | 0.1      | 0.1      |
| Government subsidies                     | 2.5      | 2.4      |
| Reorganization costs                     | 0.1      | - 0.8    |
| Impairment on fixed assets               | 0.1      | -        |
| Negative goodwill recorded in the income | -        | -        |
| Income from the sale of securities       | -        | 1.2      |
| Other charges and income                 | 1.3      | 2.2      |
| Total                                    | 3.3      | 4.1      |

## Note 6: Interest costs

Interest costs evolved as follows:

| In millions of euros                                  | 12.31.17 | 12.31.16 |
|---|----------|----------|
| Interest on loans and bank overdrafts                 | - 11.3   | - 11.2   |
| Interest on financial leasing agreements              | -        | -        |
| Losses and gains of fair value on hedging instruments | -        | -        |
| Losses and gains on the sale of hedging instruments   | -        | -        |
| Cash income   | 1.8      | 1.1      |
| Miscellaneous   | - 1.9    | - 0.6    |
| Total   | - 11.4   | - 10.7   |

## Note 7: Other financial income and charges

Other financial income and charges evolved as follows:

| In millions of euros  | 12.31.17 | 12.31.16 |
|---|----------|----------|
| Gains or losses on the sales of unconsolidated securities, profits and losses from winding up business, income from consolidation exits | -        | -        |
| Interest income   | 0.7      | 1.0      |
| Interest charges  | - 0.7    | - 0.4    |
| Provisions for the impairment of securities and other financial assets  | -        | -        |
| Gains or losses on currency translation   | - 4.6    | 4.1      |
| Provision for financial risks and other charges   | -        | - 0.1    |
| Net interest charges on commitments for personnel benefits  | - 0.7    | - 0.8    |
| Other financial gains and losses  | -        | 0.1      |
| Total   | - 5.3    | 3.9      |

# Note 8: Income taxes

#### 1- Evolution

| In millions of euros          | 12.31.17 | 12.31.16 |
|-------------------------------|----------|----------|
| Current income taxes  Taxes   | 13.9     | 3.2      |
| Tax relief excluding research | - 0.1    | - 0.1    |
| Total current taxes           | 13.8     | 3.1      |
| Total deferred taxes          | 33.8     | 7.4      |
| Total                         | 47.6     | 10.5     |

The tax income of 47.6 million euros in the income statement in particular includes income of 11.3 million euros due to the favorable impact of tax reforms in France and the United States.

#### 2- Evolution of deferred taxes

| In millions of euros              | Deferred tax assets | Deferred tax liabilities |
|-----------------------------------|---------------------|--------------------------|
| 07.01.16                          | 56.6                | 120.1                    |
| Variations in scope               | 3.3                 | -                        |
| Variations affecting the income   | - 3.4               | 9.2                      |
| Variations affecting the reserves | - 1.1               | 1.9                      |
| Reclassifications                 | - 0.3               | - 0.3                    |
| Currency translation              | - 1.0               | - 0.5                    |
| 06.30.17                          | 54.1                | 130.4                    |
| Variations in scope               | -                   | -                        |
| Variations affecting the income   | 4.7                 | - 29.1                   |
| Variations affecting the reserves | - 3.9               | 0.1                      |
| Reclassifications                 | - 2.3               | - 2.3                    |
| Currency translation              | - 1.2               | - 1.0                    |
| 12.31.17                          | 51.4                | 98.1                     |

# Note 9: Goodwill

The evolution of net book values can be analyzed as follows:

# 1- Gross values

| 07.01.17                                  | 391.3 |
|---|-------|
|   |       |
| Acquisitions and increases                |       |
| Impact of minority redemption commitments | -     |
| Exits                                     | -     |
| Allocation of goodwill                    | -     |
| Variations in scope                       | -     |
| Reclassifications                         | -     |
| Currency translations                     | - 8.3 |
| 12.31.17                                  | 383.0 |
| 2- Impairments In millions of euros       |       |
| 07.01.17                                  | 13.4  |
| Exits                                     | -     |
| Impairments                               | -     |
| Variations in scope                       | -     |
| Reclassifications                         | -     |
| Currency translation                      | - 0.2 |
| 12.31.17                                  | 13.2  |
| 3- Net values                             |       |
| In millions of euros                      |       |
| 07.01.17                                  | 377.9 |
| 12.31.17                                  | 369.8 |

# Note 10: Other intangible fixed assets

The evolution of net book values can be analyzed as follows:

# 1- Gross values

| In millions of euros       | Research costs | Developm<br>ent costs | Germplasm | Software | Patents<br>and<br>licenses | Brands | Other intangible fixed assets | Current<br>fixed<br>assets | Total   |
|----------------------------|----------------|-----------------------|-----------|----------|----------------------------|--------|-------------------------------|----------------------------|---------|
| 07.01.17                   | -              | 1,627.6               | 271.3     | 96.3     | 71.3                       | 34.7   | 11.9                          | 2.6                        | 2,115.7 |
| Acquisitions and increases | -              | 79.6                  | 2.3       | 0.3      | 0.1                        | 0.1    | -                             | 1.7                        | 84.1    |
| Exits                      | -              | -                     | -         | -        | -                          | -      | -                             | -                          | -       |
| Variations in scope        | -              | -                     | -         | -        | -                          | -      | -                             | -                          | -       |
| Currency translations      | -              | - 16.8                | - 3.5     | - 0.5    | - 0.3                      | - 0.2  | - 0.4                         | -                          | - 21.7  |
| Reclassifications          | -              | -                     | -         | 1.4      | -                          | -      | -                             | - 1.2                      | 0.2     |
| 12.31.17                   | -              | 1,690.4               | 270.1     | 97.5     | 71.1                       | 34.6   | 11.5                          | 3.1                        | 2,178.3 |

# 2- Amortization and impairments

| In millions of euros        | Research costs | Developm<br>ent costs | Germplasm | Software | Patents<br>and<br>licenses | Brands | Other intangible fixed assets | Current<br>fixed<br>assets | Total   |
|-----------------------------|----------------|-----------------------|-----------|----------|----------------------------|--------|-------------------------------|----------------------------|---------|
| 07.01.17                    | -              | 1,314.4               | 1.9       | 55.0     | 44.2                       | 6.9    | 5.0                           | -                          | 1,427.4 |
| Provisions /<br>Impairments | -              | 76.2                  | -         | 5.1      | 1.2                        | -      | 0.2                           | -                          | 82.7    |
| Exits                       | -              | -                     | -         | -        | -                          | -      | -                             | -                          | -       |
| Variations in scope         | -              | -                     | -         | -        | -                          | -      | -                             | -                          | -       |
| Currency translations       | -              | - 13.2                | -         | - 0.4    | - 0.3                      | 0.1    | -                             | -                          | - 13.8  |
| Reclassifications           | -              | -                     | -         | 0.6      | - 0.5                      | -      | -                             | -                          | 0.1     |
| 12.31.17                    | -              | 1,377.4               | 1.9       | 60.3     | 44.6                       | 7.0    | 5.2                           | -                          | 1,496.4 |

# 3- Net values

| In millions of euros | Research<br>costs | Development costs | Germplasm | Software | Patents<br>and<br>licenses | Brands | Other intangible fixed assets | Current fixed assets | Total |
|----------------------|-------------------|-------------------|-----------|----------|----------------------------|--------|-------------------------------|----------------------|-------|
| 07.01.17             | -                 | 313.2             | 269.4     | 41.3     | 27.1                       | 27.8   | 6.9                           | 2.6                  | 688.3 |
| 12.31.17             | -                 | 313.0             | 268.2     | 37.2     | 26.5                       | 27.6   | 6.3                           | 3.1                  | 681.9 |

# **Note 11:**

# **Tangible fixed assets**

The evolution of net book values can be analyzed as follows:

# 1- Evolution of gross values

| In millions of euros       | Land<br>and<br>fittings | Constructions and fittings | Complex installations | Industrial equipment | Office<br>equipment | Other tangible fixed assets | Current fixed assets | Total  |
|----------------------------|-------------------------|----------------------------|-----------------------|----------------------|---------------------|-----------------------------|----------------------|--------|
| 07.01.17                   | 34.1                    | 261.4                      | 95.0                  | 188.5                | 15.1                | 62.5                        | 18.3                 | 674.9  |
| Acquisitions and increases | -                       | 1.1                        | 0.6                   | 1.9                  | 0.3                 | 1.1                         | 6.2                  | 11.2   |
| Exits                      | -                       | - 0.4                      | -                     | - 0.6                | - 0.1               | - 0.8                       | - 0.2                | - 2.1  |
| Variations in scope        | -                       | -                          | -                     | -                    | -                   | -                           | -                    | -      |
| Currency translations      | - 0.8                   | - 5.5                      | - 0.3                 | - 3.6                | - 0.4               | - 0.7                       | - 0.1                | - 11.4 |
| Reclassifications          | -                       | 0.7                        | 1.4                   | 2.2                  | 0.1                 | - 0.2                       | - 5.0                | - 0.8  |
| 12.31.17                   | 33.3                    | 257.3                      | 96.7                  | 188.4                | 15.0                | 61.9                        | 19.2                 | 671.8  |

# 2- Depreciation and impairments

| In millions of euros       | Land<br>and<br>fittings | Construction s and fittings | Complex installations | Industrial equipment | Office equipment | Other tangible fixed assets | Current fixed assets | Total |
|----------------------------|-------------------------|-----------------------------|-----------------------|----------------------|------------------|-----------------------------|----------------------|-------|
| 07.01.17                   | 3.4                     | 126.0                       | 63.6                  | 133.7                | 11.7             | 44.1                        | -                    | 382.5 |
| Acquisitions and increases | 0.1                     | 4.9                         | 2.4                   | 5.0                  | 0.6              | 2.4                         | -                    | 15.4  |
| Exits                      | -                       | - 0.4                       | -                     | - 0.6                | - 0.1            | - 0.6                       | -                    | - 1.7 |
| Variations in scope        | -                       | -                           | -                     | -                    | -                | -                           | -                    | -     |
| Currency translations      | -                       | - 2.0                       | - 0.1                 | - 2.1                | - 0.2            | - 0.5                       | -                    | - 4.9 |
| Reclassifications          | -                       | - 0.1                       | 0.1                   | -                    | - 0.2            | - 0.5                       | -                    | - 0.7 |
| 12.31.17                   | 3.5                     | 128.4                       | 66.0                  | 136.0                | 11.8             | 44.9                        | -                    | 390.6 |

# 3- Net values

| In millions of euros | Land<br>and<br>fittings | Construction<br>s and<br>fittings | Complex installations | Industrial<br>equipment | Office<br>equipment | Other tangible fixed assets | Current fixed assets | Total |
|----------------------|-------------------------|-----------------------------------|-----------------------|-------------------------|---------------------|-----------------------------|----------------------|-------|
| 07.01.17             | 30.7                    | 135.4                             | 31.4                  | 54.8                    | 3.4                 | 18.4                        | 18.3                 | 292.4 |
| 12.31.17             | 29.8                    | 128.9                             | 30.7                  | 52.4                    | 3.2                 | 17.0                        | 19.2                 | 281.2 |

# **Note 12:**

# Financial fixed assets

The evolution of net book values can be analyzed as follows:

# 1- Evolution of gross values

| In millions of euros  | Financial<br>assets available<br>for sale | Other non-<br>current<br>financial<br>assets | Loans and other receivables | Total |
|-----------------------|---|--|-----------------------------|-------|
| 07.01.17              | 7.4                                       | 8.1  | 5.3                         | 20.8  |
| Increases             | 0.9                                       | 0.2  | 0.5                         | 1.6   |
| Decreases             | -   | - 0.1  | - 0.5                       | - 0.6 |
| Variations in scope   | -   | -  | -                           | -     |
| Currency translations | -   | - 0.4  | -                           | - 0.4 |
| Reclassifications     | -   | 0.1  | -                           | 0.1   |
| 12.31.17              | 8.3                                       | 7.9  | 5.3                         | 21.5  |

# 2- Evolution of provisions

| In millions of euros  | Financial<br>assets available<br>for sale | Other non-<br>current<br>financial<br>assets | Loans and other receivables | Total |
|-----------------------|---|--|-----------------------------|-------|
| 07.01.17              | 5.3                                       | -  | -                           | 5.3   |
| Provisions            | -   | -  | -                           | -     |
| Write-back            | -   | -  | -                           | -     |
| Variations in scope   | -   | -  | -                           | -     |
| Currency translations | -   | -  | -                           | -     |
| Reclassifications     | -   | -  | -                           | -     |
| 12.31.17              | 5.3                                       | -  | -                           | 5.3   |

# 3- Evolution of net values

| In millions of euros | Financial<br>assets available<br>for sale | Other non-<br>current<br>financial assets | Loans and other receivables | Total |
|----------------------|---|---|-----------------------------|-------|
| 07.01.17             | 2.1                                       | 8.1                                       | 5.3                         | 15.5  |
| 12.31.17             | 3.0                                       | 7.9                                       | 5.3                         | 16.2  |

# Note 13: Equity shares

Details of equity shares are as follows:

| In millions of euros              | 12.31.17 | 06.30.17 |
|-----------------------------------|----------|----------|
| AgReliant Genetics Inc.           | 4.3      | 4.6      |
| AgReliant Genetics LLC            | 144.4    | 175.3    |
| Australian Grain Technology (AGT) | 22.8     | 23.0     |
| Bio Seeds                         | 4.2      | 3.9      |
| Canterra Seeds                    | 4.8      | 5.3      |
| Carthage Génétique                | 0.3      | 0.3      |
| DLF France                        | 1.7      | 1.8      |
| Genective                         | 9.5      | 6.1      |
| Genoplante-Valor                  | 1.5      | 1.5      |
| GIE Semences de Brie              | 0.2      | 0.2      |
| Hengji Limagrain                  | 3.9      | 4.2      |
| Prime Seed Co Zimbabwe            | 1.4      |          |
| Seed Co                           | 67.2     | 70.4     |
| Soltis                            | 14.5     | 16.0     |
| Unisigma                          | 0.7      | 0.3      |
| Total                             | 281.4    | 312.9    |
| Variation for the period          | - 31.5   |          |

The proportion of income from equity shares is as follows:

| In millions euros             | 12.31.17 | 12.31.16 |
|-------------------------------|----------|----------|
| AgReliant Inc.                | - 0.3    | - 0.3    |
| AgReliant LLC                 | - 25.0   | - 21.1   |
| Australian Grain Technologies | 0.5      | 0.3      |
| Bio Seeds                     | 0.3      | 0.5      |
| Canterra Seeds Holdings Ltd   | - 0.3    | - 0.3    |
| Carthage Génétique            | -        | -        |
| DLF France                    | - 0.1    | - 0.1    |
| Genective                     | 0.4      | -        |
| Genoplante-Valor              | -        | -        |
| Gie Semences de Brie          | -        | -        |
| Hengji Limagrain              | - 0.3    | - 0.4    |
| Prime Seed Co Zimbabwe        | - 0.2    |          |
| Seed Co                       | - 0.4    | - 2.6    |
| Soltis                        | - 1.5    | - 1.3    |
| Unisigma                      | 0.3      | 0.4      |
| Total                         | - 26.6   | - 24.9   |

# Note 14: Trade receivables

Trade receivables concerned the following items:

| In millions of euros          | 12.31.17 | 06.30.17 |
|-------------------------------|----------|----------|
| Customer receivables          | 296.1    | 369.9    |
| Advance payment to suppliers  | 37.7     | 24.8     |
| Personnel and social security | 1.7      | 1.1      |
| State, income taxes           | 78.8     | 51.1     |
| Other tax receivables         | 44.6     | 48.2     |
| Other operating receivables   | 9.3      | 11.1     |
| Prepayments                   | 13.9     | 12.5     |
| Gross total                   | 482.1    | 518.7    |
| Customer receivables          | - 17.7   | - 17.0   |
| Advance payment to suppliers  | -        | -        |
| Other operating receivables   | -        | -        |
| Total provisions              | - 17.7   | - 17.0   |
| Net book values               | 464.4    | 501.7    |
| Variation for the period      | - 37.3   |          |

# Note 15: Cash and cash equivalents

The evolution of fair values can be analyzed as follows:

| In millions of euros                                  | 12.31.17 | 06.30.17 |
|---|----------|----------|
| Financial current accounts                            | 4.7      | 4.5      |
| Placement securities held for purposes of transaction | 31.4     | 86.2     |
| Cash and bank in hand                                 | 190.2    | 165.6    |
| Total   | 226.3    | 256.3    |
| Variation for the period                              | - 30.0   |          |

# Note 16: Shareholders' equity - attributable to controlling company

# 1- Composition of the shareholders' equity

| In millions of euros              | 12.31.17 | 06.30.17 |
|-----------------------------------|----------|----------|
| Parent capital stock              | 317.7    | 317.7    |
| Issue premium                     | 332.4    | 332.6    |
| Parent legal reserve              | 24.3     | 23.0     |
| Other parent reserves             | - 2.6    | 5.5      |
| Consolidation reserves and others | 497.4    | 436.7    |
| Currency translation reserves     | - 46.7   | - 5.7    |
| Income for the fiscal year        | - 37.3   | 86.9     |
| Total                             | 1,085.2  | 1,196.7  |
| Variation for the period          | - 111.5  |          |

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

# 2- Breakdown of Vilmorin & Cie's shareholders

On December 31, 2017 Vilmorin & Cie was held by:

| 1. | Different companies belonging to Limagrain (Groupe                   |   |        |
|----|--|---|--------|
|    | Limagrain Holding, Société Coopérative Agricole Limagrain and Selia) | J | 73.77% |
| 2. | The general public   |   | 26.22% |
| 3. | Treasury shares  |   | 0.01%  |

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

| In millions of euros             | 12.31.17 | 06.30.17 |
|----------------------------------|----------|----------|
| Consolidation reserve and others | 119.2    | 117.8    |
| Currency translation reserve     | - 10.5   | - 9.2    |
| Income for the period            | - 0.8    | 3.2      |
| Total                            | 107.9    | 111.8    |
| Variation for the period         | - 3.9    |          |

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

# Note 18: Provisions

# 1- Provisions for employee benefits

| In millions euros                           | Provisions for employee benefits |
|---|----------------------------------|
| 07.01.17                                    | 64.2                             |
| Variations in scope                         | -                                |
| Variations in provisions                    | - 0.4                            |
| Charge for the period Employer contribution | 2.9<br>- 3.3                     |
| Changes to actuarial hypotheses             | - 2.5                            |
| Currency translations                       | - 1.1                            |
| 12.31.17                                    | 60.2                             |

# 2- Other current provisions

| In millions of euros   | Provisions for<br>commercial<br>litigation | Other risks and litigation | Provisions for restructuring | Total                 |
|--|--|----------------------------|------------------------------|-----------------------|
| 07.01.17   | 2.9  | 7.6                        | 5.6                          | 16.1                  |
| Variations in scope  | -  | -                          | -                            | -                     |
| Variations in provisions   | - 0.2                                      | 1.3                        | - 1.4                        | - 0.3                 |
| Provisions for the fiscal year<br>Write-back used<br>Write-back unused | 0.6<br>- 0.5<br>- 0.3                      | 3.5<br>- 1.9<br>- 0.3      | 0.2<br>- 1.3<br>- 0.3        | 4.3<br>- 3.7<br>- 0.9 |
| Reclassifications  | - 0.2                                      | -                          | -                            | - 0.2                 |
| Currency translations  | - 0.1                                      | -                          | -                            | - 0.1                 |
| 12.31.17   | 2.4  | 8.9                        | 4.2                          | 15.5                  |

# Note 19: Current and non-current financial debts

# 1- Composition of the financial debts

#### 1.1- Non-current financial debts

| In millions of euros                                   | 12.31.17 | 06.30.17 |
|--|----------|----------|
| Debt component of the bonds redeemable as shares (ORA) | 0.8      | 1.0      |
| Bank loans   | 275.5    | 132.4    |
| Minority redemption commitments                        | -        | -        |
| Lease/hire purchase                                    | 0.5      | 0.5      |
| Derivatives  | - 0.7    | 0.1      |
| Other financial debts                                  | 615.2    | 615.2    |
| Total  | 891.3    | 749.2    |
| Variation for the period                               | 142.1    |          |

#### 1.2- Current financial debts

| In millions of euros                                   | 12.31.17 | 06.30.17 |
|--|----------|----------|
| Debt component of the bonds redeemable as shares (ORA) | 0.5      | 0.5      |
| Bank loans   | 294.5    | 202.0    |
| Lease/hire purchase                                    | 0.2      | 0.2      |
| Derivatives  | -        | -        |
| Current accounts                                       | 0.2      | 0.1      |
| Interest incurred                                      | 11.8     | 4.2      |
| Other financial debts                                  | 14.0     | 14.0     |
| Total  | 321.2    | 221.0    |
| Variation for the period                               | 100.2    |          |

#### 1.3- Net financial indebtedness

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

| In millions of euros                    | 12.31.17 | 06.30.17 |
|---|----------|----------|
| Non-current financial debts             | 891.3    | 749.2    |
| Current financial debts                 | 321.2    | 221.0    |
| Cash and bank in hand                   | - 226.3  | - 256.3  |
| Net financial debts                     | 986.2    | 713.9    |
| Variation for the period <sup>(1)</sup> | 272.3    |          |

<sup>&</sup>lt;sup>(1)</sup> The evolution of financial indebtedness compared with June 30, 2017 can be explained by the seasonal nature of the business.

# 2- Analysis of the evolution of the financial debt

| In millions of euros                                | Non-current financial debts | Current financial debts | Total   |
|---|-----------------------------|-------------------------|---------|
| 07.01.17  | 749.2                       | 221.0                   | 970.2   |
| Increase  | 154.9                       | 97.8                    | 252.7   |
| Decrease  | - 0.3                       | -                       | - 0.3   |
| Variations in scope                                 | -                           | -                       | -       |
| Currency translation                                | - 6.3                       | - 2.8                   | - 9.1   |
| Reclassifications                                   | - 5.2                       | 5.2                     | -       |
| Restatement of the OCEANE derivatives               | -                           | -                       | -       |
| Restatement of the bonds redeemable as shares (ORA) | - 0.2                       | -                       | - 0.2   |
| Restatement of derivatives                          | - 0.8                       | -                       | - 0.8   |
| Minority redemption commitment                      | -                           | -                       | -       |
| 12.31.17  | 891.3                       | 321.2                   | 1,212.5 |

# 3- Financial instruments

The tables below present the book values of financial assets and financial liabilities, along with their level in the value hierarchy. They do not include any information concerning the fair value of financial assets and financial liabilities which have not been measured for fair value since their book value corresponds to a reasonable estimate of their fair value.

#### 3.1- Financial instruments by category

#### 3.1.1 On December 31, 2017

| In millions of euros                                   | Assets<br>held for<br>sale | Loans and receivables | Debts at amortized cost | Derivatives | Other<br>financial<br>assets<br>and<br>liabilities | TOTAL   |
|--|----------------------------|-----------------------|-------------------------|-------------|--|---------|
| Financial assets measured at their fair value          |                            |                       |                         |             |  |         |
| Financial assets                                       | 3.0                        | 0.3                   | -                       | -           | -  | 3.3     |
| Cash and cash equivalents                              | 31.5                       | -                     | -                       | -           | -  | 31.5    |
| Financial assets not measured at their fair value      |                            |                       |                         |             |  |         |
| Financial assets                                       | -                          | 12.9                  | -                       | -           | -  | 12.9    |
| Customers and other receivables                        | -                          | 450.5                 | -                       | -           | -  | 450.5   |
| Cash and cash equivalents                              | -                          | 194.8                 | -                       | -           | -  | 194.8   |
| Financial assets on 12.31.17                           | 34.5                       | 658.5                 | -                       | -           | -  | 693.0   |
| Financial liabilities measured at their fair value     |                            |                       |                         |             |  |         |
| Financial debts  | -                          | -                     | -                       | - 0.7       | -  | - 0.7   |
| Financial liabilities not measured at their fair value |                            |                       |                         |             |  |         |
| Financial debts  | -                          | -                     | 1,213.2                 | -           | -  | 1,213.2 |
| Suppliers and other receivables                        | -                          | -                     | 406.5                   | -           | -  | 406.5   |
| Financial liabilities on 12.31.17                      | -                          | -                     | 1,619.7                 | - 0.7       | -  | 1,619.0 |

#### 3.1.2 On June 30, 2017

| In millions of euros                                   | Assets<br>held for<br>sale | Loans and receivables | Debts at<br>amortized<br>cost | Derivatives | Other financial assets and liabilities | TOTAL   |
|--|----------------------------|-----------------------|-------------------------------|-------------|--|---------|
| Financial assets measured at their fair value          |                            |                       |                               |             |  |         |
| Financial assets                                       | 2.1                        | 0.2                   | -                             | -           | -                                      | 2.3     |
| Cash and cash equivalents                              | 86.2                       | -                     | -                             | -           | -                                      | 86.2    |
| Financial assets not measured at their fair value      |                            |                       |                               |             |  |         |
| Financial assets                                       | -                          | 13.2                  | -                             | -           | -                                      | 13.2    |
| Customers and other receivables                        | -                          | 489.2                 | -                             | -           | -                                      | 489.2   |
| Cash and cash equivalents                              | -                          | 170.1                 | -                             | -           | -                                      | 170.1   |
| Financial assets on 06.30.17                           | 88.3                       | 672.7                 | -                             | -           | -                                      | 761.0   |
| Financial liabilities measured at their fair value     |                            |                       |                               |             |  |         |
| Financial debts  | -                          | -                     | -                             | 0.1         | -                                      | 0.1     |
| Financial liabilities not measured at their fair value |                            |                       |                               |             |  |         |
| Financial debts  | -                          | -                     | 970.1                         | -           | -                                      | 970.1   |
| Suppliers and other receivables                        | -                          | -                     | 424.6                         | -           | -                                      | 424.6   |
| Financial liabilities on 06.30.17                      | -                          | -                     | 1,394.7                       | 0.1         | -                                      | 1,394.8 |

# 3.2- Analysis per level of hierarchy value

The table below shows the level of fair value of the financial assets and liabilities, with the exception of financial assets and liabilities not measured at their fair value, and whose book value is close to the fair value.

#### 3.2.1 On December 31, 2017

| In millions of euros                               | Level 1 | Level 2 | Level 3 | TOTAL |
|--|---------|---------|---------|-------|
| Financial assets measured at their fair value      |         |         |         |       |
| Financial assets                                   | 0.3     | -       | 3.0     | 3.3   |
| Cash and cash equivalents                          | 31.5    | -       | -       | 31.5  |
| Financial liabilities measured at their fair value |         |         |         |       |
| Financial debts                                    | -       | - 0.7   | -       | - 0.7 |

#### 3.2.2 On June 30, 2017

| In millions of euros (fair value)                  | Level 1 | Level 2 | Level 3 | TOTAL |
|--|---------|---------|---------|-------|
| Financial assets measured at their fair value      |         |         |         |       |
| Financial assets                                   | 0.2     | -       | 2.1     | 2.3   |
| Cash and cash equivalents                          | 86.2    | -       | -       | 86.2  |
| Financial liabilities measured at their fair value |         |         |         |       |
| Financial debts                                    | -       | 0.1     | -       | 0.1   |

# Note 20: Off balance sheet commitments

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

#### 1- Guarantees received

| In millions of euros               | 12.31.17 | 06.30.17 |
|------------------------------------|----------|----------|
| Endorsements, sureties, guarantees | 3.8      | 4.8      |
| Other commitments                  | 0.5      | 1.8      |
| Total                              | 4.3      | 6.6      |

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/contribution of these companies within the context of the contribution of the Field Seeds activity.

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

# 2- Guarantees given

| In millions of euros               | 12.31.17 | 06.30.17 |
|------------------------------------|----------|----------|
| Endorsements, sureties, guarantees | 4.3      | 5.7      |
| Clause of return to better fortune | -        | -        |
| Other commitments                  | -        | -        |
| Total                              | 4.3      | 5.7      |

# 3- Reciprocal commitments

| In millions of euros                           | Nominal | Due dates |              |           |  |  |
|--|---------|-----------|--------------|-----------|--|--|
| III IIIIIIOIIS OI EUIOS                        | Nominal | < 1 year  | 1 to 5 years | > 5 years |  |  |
| 31.12.17                                       |         |           |              |           |  |  |
| Lease agreements                               | 4.1     | 1.7       | 2.2          | 0.2       |  |  |
| Simple rental agreements                       | 47.6    | 14.3      | 26.0         | 7.3       |  |  |
| Forward purchase of currency                   | 67.6    | 67.6      | -            | -         |  |  |
| Forward interest rate cover                    | 6.0     | 6.0       | -            | -         |  |  |
| Interest to pay on medium- and long-term debts | 60.0    | 15.7      | 39.7         | 4.6       |  |  |
| Medium- and long-term research contracts       | 0.5     | 0.2       | 0.2          | 0.1       |  |  |
| Other commitments                              | 22.6    | 5.0       | 17.6         | -         |  |  |
| Total  | 208.4   | 110.5     | 85.7         | 12.2      |  |  |

#### 4- Debts with real sureties

| In millions of euros    | Debts guaranteed | Total amount of<br>sureties granted | Book value of the assets provided as a guarantee |
|-------------------------|------------------|-------------------------------------|--|
| 06.30.17 <sup>(1)</sup> | 9.5              | 19.9                                | 12.1   |
| 12.31.17                | 8.4              | 18.9                                | 5.6  |

<sup>(1)</sup> Concerns various collateral on industrial equipment and mortgages to guarantee mid-term loans on Brazilian businesses.

#### 5- Other commitments

In order to ensure good control over its supplies and inventory levels for future fiscal years, Vilmorin & Cie sets up purchasing or production contracts for seeds from grower networks.

Within the context of its operations to dispose of the companies Flora Frey and Carl Sperling, sold on June 30, 2008, and then Suttons on June 30, 2015, provisions were set up as a result of the commitments made for these disposals. The remaining sum of these provisions on December 31, 2016 stood at 3.3 million euros

# **Note 21:**

# Events occurring after the closing of the accounts

No significant operation occurred after close.

# **Note 22:**

# Consolidation scope on December 31, 2017

Commercial companies (consolidated) of very low significance are not included in the list below for reasons of confidentiality.

| Name  | Country          | Head Office   | SIREN<br>No.   | %<br>Voting<br>rights | % Interest | Consolidation<br>method |
|---|------------------|---|----------------|-----------------------|------------|-------------------------|
| VEGETABLE SEEDS   |                  |   |                |                       |            |                         |
| Bio Seeds BV  | Netherlands      | Agro Business Park 90 – 3808 PW Wageningen  |                | 24.95                 | 24.95      | EM                      |
| Limagrain(Beijing)<br>Agricultural Technical<br>Service Co Ltd    | China            | Room 2511, Beifangmingzhu Building<br>No 188 Litang Road, Dongxiaokouzhen, Changping<br>District - Beijing                  |                | 100.00                | 100.00     | GI                      |
| 1- HM.CLAUSE  |                  |   |                |                       |            |                         |
| Alliance Semillas   | Argentina        | Pavon 1478 - Capital Federal – CP 1151<br>Buenos Aires  |                | 100.00                | 100.00     | GI                      |
| Henderson Seed<br>Group Pty. Ltd.<br>Trading AS Clause<br>Pacific | Australia        | 165, Templestowe<br>Road Lower Templestowe<br>Victoria 3107<br>3105 Bulleen Victoria  |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE SA  | France           | Rue Louis Saillant – Zl La Motte<br>26800 Portes-les-Valence  | 435 480<br>546 | 99.98                 | 99.98      | Gl                      |
| HM.CLAUSE<br>(Thailand) Co, Ltd                                   | Thailand         | 182/1 Soi Kengcun (Nanglinchee 6), Nanglinchee<br>Road, Tungmahamek<br>10120 Sathorn, - Bangkok                             |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE Brasil<br>Comercio de<br>Sementes Ltda                  | Brazil           | Rue Guapuruvu, 177 - Térreo<br>Condominio Alphaville Empresarial<br>CEP 13098-322 Campinas - Sao Paulo                      |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE Chile<br>S.A.   | Chile            | Boulevard Aeropuerto Sur 9632, Oficina 1<br>Parque Industrial Enea / Pudahuel - Santiago                                    |                | 100.00                | 100.00     | GI                      |
| HM.CLAUSE<br>Guatemala. Sociedad<br>Anónima                       | Guatemala        | Condominio Empresarial Cortijo III Bodega 913, 20<br>Calle 25-55 Zona 12, Guatemala City                                    |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE India<br>Private Limited                                | India            | 6-98/4 Sy No. 563/Part,<br>Gowdavelli Village<br>Medchal Mandal, Ranga Reddy District<br>501401 Telangana State - Hyderabad |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE Italia<br>S.P.A.  | Italy            | Via Emilia 11 – 10078 Venaria Real  |                | 100.00                | 99.98      | GI                      |
| Clause Maghreb<br>EURL  | Algeria          | Coopérative Amel 2, Lotissement n°15 (Rez-de-<br>Chaussée) Kheraicia - Alger  |                | 100.00                | 99.98      | GI                      |
| HM.CLAUSE Polska<br>Sp.zo.o.                                      | Poland           | ul. Skibicka 29,<br>02-269 Warsaw   |                | 100.00                | 99.98      | GI                      |
| HM.CLAUSE Iberica.<br>SA  | Spain            | Paraje La Reserva s/n Apdo Correos n°17<br>La Mojonera Almeria 04745  |                | 100,00                | 99.98      | Gl                      |
| HM.CLAUSE Inc.  | United<br>States | 260 Cousteau Place – Suite 210<br>95618 Davis (Californie)  |                | 100.00                | 100.00     | Gl                      |
| HM.CLAUSE Kenya<br>Limited  | Kenya            | C/o unit A - Nairobi business park, Ngong Road PO<br>box 10643<br>00100 Nairobi   |                | 100.00                | 99.98      | Gl                      |
| HM.CLAUSE Peru<br>S.A.C.  | Peru             | Fundo la Viña S/N Caserio La Poruma Ica   |                | 100.00                | 100.00     | Gl                      |

| Name  | Country           | Head Office  | SIREN<br>No. | %<br>Voting<br>rights | % Interest | Consolidation method |
|---|-------------------|--|--------------|-----------------------|------------|----------------------|
| HM.CLAUSE<br>Tohumculuk Tarim<br>Sanayi ve Ticaret<br>Anonim Sirketi                        | Turkey            | Tarim Mah. Aspendos Bulvari<br>No: 106/B Kurt İşhanı, Muratpaşa<br>07200 Antalya                                 |              | 100.00                | 99.98      | Gl                   |
| NICULATA INVESTMENTS (Private) Limited (operating under the name of Prime Seed Co Zimbabwe) | Zimbabwe          | 1st Floor, S.A.Z. Building,<br>Northend Park, Borrowdale - Harare  |              | 48.92                 | 48.92      | EM                   |
| Plant Development<br>Australia PTY. LTD.  | Australia         | 165, Templestowe Road<br>Templestowe Lower<br>VIC 3107   |              | 100.00                | 99.98      | Gl                   |
| PT Clause Indonesia<br>LLC  | Indonesia         | Ruko Bumi Prayudan Permai Blok B - 6,<br>Mertoyudan, Magelang<br>56172 Jawa Tengah                               |              | 100.00                | 99.98      | Gl                   |
| Semillas Harris<br>Moran Mexicana   | Mexico            | Ave. Manuel Gomez Morin 3881 3er piso Col. Centro Sur 76090 Queretaro  |              | 100.00                | 100.00     | Gl                   |
| Tropical Development and Investment Company Limited   | Vietnam           | Agriculture High-Tech Park of Ho Chi Minh City,<br>Pham Van Coi Ward, Cu Chi District,<br>Ho Chi Minh City       |              | 100.00                | 99.98      | Gl                   |
| 2- HAZERA   |                   |  |              |                       |            |                      |
| Hazera Agriculture<br>Technology & Services<br>(Beijing) Co Ltd                             | China             | Room 601-602, Tower D, Java Millenium Place No,<br>18 Jianguomenwai Dajie, Chaoyang District<br>100022 - Beijing |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds do<br>Brasil Ltda  | Brazil            | Rua Américo Brasiliense, 458 CEP: 13025-230<br>Campinas - São Paulo  |              | 100.00                | 100.00     | Gl                   |
| Hazera España 90 SA   | Spain             | Paseo de la Castellana 259 B<br>28046 Madrid   |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds Ltd  | Israel            | Brurim Farm MP<br>79837 Shikmim  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds Hellas<br>Commercial SA  | Greece            | 64 Lisikratous str. & Kekropos,<br>Municipality of Kallithea<br>17674 Athens                                     |              | 100.00                | 100.00     | Gl                   |
| Hazera Holding<br>International BV  | Netherlands       | Koningslaan, 34<br>1075AD Amsterdam  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds Mexico<br>SA   | Mexico            | Montecito 38, Piso 23,<br>Oficina 15 Napoles<br>Distrito Federal - 03810 Mexico                                  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds USA<br>Inc   | United<br>States  | 32 Loockerman Sq, Suite L 100<br>Dover - Delaware  |              | 100.00                | 100.00     | Gl                   |
| Hazera Tohumculuk<br>Ve Ticaret AS  | Turkey            | Hüsrev Gerede Cd. Ömer Rüştü Paşa Sk, No.12 Şişli<br>- İstanbul  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds BV   | Netherlands       | Schanseind 27 BP28<br>4921 Pm Made   |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds<br>Germany Gmbh  | Germany           | 2 Am Griewenkamp - D31234 Edemissen  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds UK Ltd   | United<br>Kingdom | Joseph Nickerson Research Centre<br>Market Rasen - LN7 6DT Rothwell  |              | 100.00                | 100.00     | Gl                   |
| Hazera Seeds SA Ltd   | South Africa      | Unit 7 - Honeydew Business Park<br>1503 Citrus Street<br>0181 Honeydew 2170                                      |              | 100.00                | 100.00     | Gl                   |

| Name   | Country               | Head Office  | SIREN<br>No.   | %<br>Voting<br>rights | % Interest | Consolidation method |
|--|-----------------------|--|----------------|-----------------------|------------|----------------------|
| Hazera Poland<br>SP.Z.o.o.                             | Poland                | Ul. Marywilska 34 l<br>03-228 - Warszawa                                       |                | 100.00                | 100.00     | Gl                   |
| Hazera Ukraine LLC                                     | Ukraine               | Office # 101<br>Strategichne shose 16 Str<br>03680 - Kiev                      |                | 100.00                | 100.00     | Gl                   |
| 3- VILMORIN-N  | /IKADO                | -  | -              |                       | _          |                      |
| Anadolu Tohum<br>Uretim Ve Pazarlama<br>Anonim Sirketi | Turkey                | Güzelyali. Bati Sahili,<br>Ciftlik Sok. No.9<br>Pendik Istanbul 34903          |                | 100.00                | 99.97      | Gl                   |
| Carthage Génétique                                     | Tunisia               | Zone Industrielle El Afrane 1009 - El Ouardia –Tunis                           |                | 50.00                 | 49.99      | EM                   |
| Dalian Mikado<br>International Seed Co<br>Ltd          | China                 | Room 2702 – Liangiju International Building 150-<br>0036 TOKYO                 |                | 80.00                 | 77.09      | GI                   |
| Korea Mikado Kyowa<br>Seed Co Ltd                      | South Korea           | West 1401, Hansin Inter Valley 24 Bldg, 322<br>Teheran-co, Gangnam-gu<br>SEOUL |                | 100.00                | 96.36      | GI                   |
| Mikado Kyowa K.K.                                      | Japan                 | 1-4-11 Ohnodai - Midori-ku<br>267-0056 Chiba City, Chiba Pref.                 |                | 100.00                | 96.36      | Gl                   |
| Semillas Shamrock<br>Internacional                     | Mexico                | Calle Liderazgo n°105<br>Fraccionamiento El Puente<br>38110 Guanajuato Celaya  |                | 100.00                | 100.00     | Gl                   |
| Shamrock Seed<br>Company                               | United<br>States      | 3 Harris Place<br>93901-4593 Salinas - California                              |                | 100.00                | 100.00     | Gl                   |
| Vilmorin Atlas SARL                                    | Morocco               | 158 boulevard Abdellah Ben Yacine<br>20300 Casablanca                          |                | 70.00                 | 69.98      | Gl                   |
| Vilmorin do Brasil<br>Comercio de<br>Sementes Ltda     | Brazil                | Av. José Bonifacio, 354<br>Jardim Flamboyant<br>13.091 - 140 CAMPINAS,SP       |                | 100.00                | 99.97      | Gl                   |
| Vilmorin Iberica SA                                    | Spain                 | Calle Joaquim Orozco 17<br>03006 Alicante                                      |                | 99.91                 | 99.88      | Gl                   |
| Vilmorin Italia SRL                                    | Italy                 | Centergross CP 97 - Blocco 22<br>Via dei Notai 123 - 40050 Funo                |                | 100.00                | 99.97      | Gl                   |
| Vilmorin OOO   | Russian<br>Federation | Gruzinskiy val ulitsa 11,<br>building 3, office 21 - 123056, Moscow            |                | 100.00                | 99.97      | Gl                   |
| Vilmorin SA  | France                | Route du Manoir - 49250 La Ménitré   | 562 050<br>864 | 99.97                 | 99.97      | Gl                   |
| FIELD SEEDS  |                       |  |                |                       |            |                      |
| Biogemma SAS   | France                | 1 rue Edouard Colonne<br>75001 Paris   | 412 514<br>366 | 55.01                 | 55.01      | Gl                   |
| Biogemma USA Corp                                      | United<br>States      | 2331 230th Street 50014<br>AMES IA   |                | 100.00                | 55.01      | Gl                   |
| Genoplante-Valor SAS                                   | France                | 28 rue du Docteur Finlay<br>75015 Paris  | 439 202<br>821 | 25.00                 | 22.00      | EM                   |
| 4- LIMAGRAIN   | EUROPE                |  |                |                       |            |                      |
| GIE Semences de Brie                                   | France                | RD 402<br>77390 Chaumes-en-Brie  | 388 147<br>845 | 50.00                 | 47.60      | EM                   |
| Limagrain A/S  | Denmark               | Erhvervsbyvej 13<br>8700 Horsens   |                | 100.00                | 95.21      | Gl                   |
| Limagrain Central<br>Europe Cereals Sro                | Czech<br>Republic     | Praha 9 – Podedvorska 755/5<br>19800 - Kyje                                    |                | 100.00                | 95.21      | Gl                   |

| Name  | Country           | Head Office   | SIREN<br>No.   | %<br>Voting<br>rights | % Interest | Consolidation<br>method |
|---|-------------------|---|----------------|-----------------------|------------|-------------------------|
| Limagrain Central<br>Europe SE                          | France            | Biopôle Clermont-Limagne<br>Rue Henri Mondor<br>63360 Saint-Beauzire                              | 438 205<br>320 | 100.00                | 95.21      | Gl                      |
| Limagrain Belgium NV                                    | Belgium           | 5 rue du Quai<br>8581 Avelgem-Kerkhove  |                | 100.00                | 95.21      | GI                      |
| Limagrain d.o.o<br>Beograd                              | Serbia            | Radnicka 30A<br>Novia Sad 21000   |                | 100.00                | 95.21      | GI                      |
| Limagrain Europe SA                                     | France            | Biopôle Clermont-Limagne<br>Rue Henri Mondor - 63360 Saint-Beauzire                               | 542 009<br>824 | 95.21                 | 95.21      | Gl                      |
| Limagrain GmbH  | Germany           | Am Griewenkamp 2 - Edemissen – D 31234  |                | 100.00                | 95.21      | Gl                      |
| Limagrain Hungary Kft                                   | Hungary           | Gyar street 2 - H-2040 Budaors  |                | 100.00                | 95.21      | Gl                      |
| Limagrain Iberica SA                                    | Spain             | Ctra Pamplona<br>Huesca Km 12<br>Elorz Navarra 31470  |                | 100.00                | 95.21      | Gl                      |
| Limagrain Italia SPA                                    | Italy             | Via Caduti sul Lavoro n°5 - 43011 Busseto (Pr)  |                | 100.00                | 95.21      | Gl                      |
| Limagrain Moldova srl                                   | Moldova           | Strada Sfatul Tarii 59<br>MD – 2004 Municipiu Chisinau  |                | 100.00                | 95.21      | Gl                      |
| Limagrain Nederland<br>BV                               | Netherlands       | Van der Haveweg 2<br>4411 RB Rilland  |                | 100.00                | 95.21      | GI                      |
| Limagrain RU  | Russia            | Yankovskogo str 169<br>Novokuznechnaya str 40<br>350015 Krasnodar                                 |                | 100.00                | 95.21      | Gl                      |
| Limagrain<br>Sunflowers INC.                            | United<br>States  | 71 West Kentucky Avenue - Woodland, CA 95695  |                | 100.00                | 100.00     | Gl                      |
| Limagrain<br>Tohum Islah ve Üretim<br>Sanayi Ticaret AS | Turkey            | Hüdavendigar Mah. Karaosmanlar Kume Evleri n°2,<br>Limagrain - Sitesi<br>16700 KARACABEY/BURSA    |                | 67.00                 | 63.79      | Gl                      |
| Limagrain UK Limited                                    | United<br>Kingdom | Market Rasen<br>LN7 6DT Rothwell - Lincolnshire   |                | 100.00                | 95.21      | Gl                      |
| Limagrain Ukraine<br>LLC                                | Ukraine           | 55 Turgenevska str. 2nd floor - 04053 Kyiv  |                | 100.00                | 95.21      | Gl                      |
| Seedline NV   | Belgium           | 5 rue du Quai - 8581 Avelgem-Kerkhove   |                | 100.00                | 95.21      | Gl                      |
| Soltis SAS  | France            | Domaine de Sandreau - 31700 Mondonville-Blagnac   | 420 327<br>231 | 50.00                 | 47.60      | EM                      |
| Unisigma GIE  | France            | 2 rue Petit Sorri - 60480 Froissy   | 317 760<br>668 | 46.00                 | 43.80      | EM                      |
| 5- AGRELIANT  |                   |   |                |                       |            |                         |
| AgReliant Genetics<br>LLC                               | United<br>States  | 1122 East 169th Street<br>Westfield, IN 46074   |                | 50.00                 | 50,00      | EM                      |
| AgReliant Genetics Inc                                  | Canada            | 6836 Pain Court Line RR1<br>Ontario N0P 1IZ0  |                | 50.00                 | 50,00      | EM                      |
| 6- LIMAGRAIN  | CEREAL SEE        | DS  |                |                       |            |                         |
| Canterra Seeds<br>Holding, Ltd.                         | Canada            | 201-1475 Chevrier Blvd - R3T 1Y7 WINNIPEG   |                | 30.00                 | 30.00      | EM                      |
| Limagrain Cereals<br>Research Canada                    | Canada            | 843 - 58th Street East - S7K 6X5 Saskatoon  |                | 70.00                 | 70.00      | Gl                      |
| Limagrain Cereal<br>Seeds LLC                           | United<br>States  | Corporation service Company - 2711 Centerville<br>Road, Suite 400<br>Wilmington 19808<br>Delaware |                | 100.00                | 100.00     | Gl                      |

| Name  | Country      | Head Office  | SIREN<br>No.   | %<br>Voting<br>rights | % Interest | Consolidation method |  |  |
|---|--------------|--|----------------|-----------------------|------------|----------------------|--|--|
| 7- LIMAGRAIN SOUTH AMERICA                                |              |  |                |                       |            |                      |  |  |
| Limagrain Argentina<br>SA                                 | Argentina    | Calle Esmeralda 130 4to piso - Buenos Aires  |                | 95.90                 | 95.90      | Gl                   |  |  |
| Limagrain Brasil SA                                       | Brazil       | Rua Pasteur, N° 463, 7° Andar<br>Conjunto 701, Sala C- Bairro Água Verde, Estado do<br>Paranã - CEP 80250-104 Curitiba             |                | 100.00                | 100.00     | Gl                   |  |  |
| Limagrain Chile<br>Limitada                               | Chile        | Rosas - 1190 Santiago de Chile   |                | 100.00                | 100.00     | Gl                   |  |  |
| Limagrain Peru SAC  | Peru         | Altura CDRA. Av. San Martin, 208,<br>01 – Avenida - Saenz Pena Barranco - 1501 Lima  |                | 100.00                | 100.00     | GI                   |  |  |
| 8- LIMAGRAIN  | ASIA         |  |                |                       |            |                      |  |  |
| Australian Grain<br>Technologies Pty Ltd                  | Australia    | Level 1, Wine Innovation Central Building CRN -<br>Paratoo RD & Grove<br>5064 Urrbrae - South Australia                            |                | 32.77                 | 32.77      | EM                   |  |  |
| Bisco Bio Sciences<br>Private Ltd                         | India        | Ashoka My Home chambers<br># 1-8-201 to 203 - Plot no 208, 209<br>SP Road – Secunderabad - Hyderabad, 500 003                      |                | 99.99                 | 99.99      | Gl                   |  |  |
| Hengji Limagrain<br>Seeds Co Ltd                          | China        | N°9 Xianfu Street<br>Zhangye City - Gansu Province   |                | 45.05                 | 45.05      | EM                   |  |  |
| Shanxi Limagrain<br>Special Crops R& D<br>Company Limited | China        | Room 501, Crop Research Institute, Shanxi<br>Academy of Agriculture and Science - No.81,<br>Longcheng street - 030006 Taiyuan City |                | 77.50                 | 77.50      | Gl                   |  |  |
| Seed Asia Cambodia<br>Limited                             | Cambodia     | Camma Building No, 101A, Second floor, Room No, 02, Street 289, Sangkat Boeung Kak I, Khan Toul Kak - Phnom Penh                   |                | 100.00                | 100.00     | Gl                   |  |  |
| Seed Asia<br>International Limited                        | Hong-Kong    | Suite 2303, 23 <sup>rd</sup> Floor, Great Eagle Centre, 23<br>Harbour Road, Wan Chai, Hong-Kong                                    |                | 100.00                | 100.00     | Gl                   |  |  |
| Seed Asia Co Limited                                      | Thailand     | 161/1 SG Tower, 15th Floor, Soi Mahadlekluang 3,<br>Rajdamri Rd.,<br>Lumpini, Pathumwan - 10330 Bangkok                            |                | 100.00                | 100.00     | Gl                   |  |  |
| 9- LIMAGRAIN  | AFRICA       |  |                |                       |            |                      |  |  |
| Link Seed Proprietary<br>Limited                          | South Africa | 15 Dr Gordon Street<br>Kwazulu-Natal - 3250 Greytown   |                | 100.00                | 100.00     | Gl                   |  |  |
| Seed Co Limited   | Zimbabwe     | 1st Floor, S.A.Z. Building, Northend Park,<br>Borrowdale - Harare  |                | 29.59                 | 29.59      | EM                   |  |  |
| GARDEN PRODUCTS   | & HOLDINGS   |  |                |                       |            |                      |  |  |
| DLF France SAS  | France       | ZA Les Pains - Les Alleuds - 49320 Brissac Quince  | 432<br>004 679 | 33.33                 | 33.33      | EM                   |  |  |
| 10- VILMORIN J  | ARDIN        |  |                |                       |            |                      |  |  |
| C.H. Van Den Berg BV                                      | Netherlands  | Oosterweg 9<br>1619 AC ANDIJK  |                | 100.00                | 100.00     | Gl                   |  |  |
| Vilmorin Bahce<br>Urunleri Anonim Sirketi                 | Turkey       | Güzelyali bati sahili, Ciftlik sok n°9,<br>34903 Pendik Istanbul   |                | 100.00                | 100.00     | Gl                   |  |  |
| Vilmorin Garden Sp. zo.o.                                 | Poland       | ul, Ks,P, Wawrzyniaka 2 - 62-052 - Komorniki   |                | 100.00                | 100.00     | Gl                   |  |  |
| Vilmorin Jardin SA  | France       | ZI De Tharabie Parc des Chesnes, - 65, rue de<br>Luzais<br>38291 St Quentin Fallavier  | 959 503<br>111 | 100.00                | 100.00     | Gl                   |  |  |

| Name   | Country           | Head Office  | SIREN<br>No. | %<br>Voting<br>rights | % Interest | Consolidation method |  |  |
|--|-------------------|--|--------------|-----------------------|------------|----------------------|--|--|
| HOLDINGS & BIOTECHNOLOGIES                     |                   |  |              |                       |            |                      |  |  |
| Genective SA                                   | France            | Biopôle Clermont-Limagne Rue Henri Mondor 63360 Saint-Beauzire 513 533 612                                     |              | 50.00                 | 50.00      | EM                   |  |  |
| Limagrain (Beijing) Business Consulting Co Ltd | China             | Room 1805, Beifangmingzhu Building, n°188 Litang<br>Road, Dongxiaokouzhen Changping District<br>Beijing 102218 |              | 100.00                | 100.00     | Gl                   |  |  |
| Vilmorin Nederland<br>Holding BV               | Netherlands       | Van der Haveweg 2 - 4411 RB Rilland  |              | 100.00                | 100.00     | GI                   |  |  |
| Mikado Seed Holding K.K.                       | Japan             | 1-4-11 Ohnodai, Midori-ku<br>267-0056 Chiba-shi  |              | 85.45                 | 85.45      | GI                   |  |  |
| Vilmorin & Cie SA                              | France            | 4 Quai de la Mégisserie – 75001 Paris  |              | 100.00                | 100.00     | GI                   |  |  |
| Vilmorin Hong-Kong<br>Ltd                      | China             | Level 54, Hopewell Centre<br>183 Queen's Road East Hong Kong   |              | 100.00                | 100.00     | GI                   |  |  |
| Vilmorin 2014<br>(Holdings) Ltd                | United<br>Kingdom | Joseph Nickerson Research Centre,<br>Rothwell Market Rasen - LN7 6DT Lincolnshire                              |              | 100.00                | 100.00     | GI                   |  |  |
| Vilmorin USA Corp                              | United<br>States  | 2711 Centerville Road, Suite 400<br>County of Newcastle -<br>Wilmington 19808 - Delaware                       |              | 100.00                | 100.00     | Gl                   |  |  |
| Vilmorin Singapore<br>PTE Ltd                  | Singapore         | 80 Raffles Place - #32-01 UOB Plaza<br>048624 Singapore  |              | 100.00                | 100.00     | Gl                   |  |  |

#### Consolidation method:

GI: global Integration

EM: equity Method

# Statutory Auditors' report on financial information for the first semester 2017-2018<sup>(1)</sup>

In compliance with the assignment entrusted to us by your Annual General Meetings, and in compliance with article L.451-1-2 III of the French financial and monetary Code, we have conducted:

- a limited review of the condensed interim consolidated financial statements of the company Vilmorin & Cie S.A., for the period running from July 1, 2017 to December 31, 2017, as they are appended to this report,
- an audit of the information provided in the interim report for the first semester.

These condensed interim consolidated financial statements have been drawn up under the responsibility of the Board of Directors. It is our responsibility to express an opinion on these financial statements, on the basis of our limited review.

#### I - Conclusion on the financial statements

We have conducted our audit in accordance with the professional standards applicable in France. A limited review consists mainly of meeting with management responsible for accounting and financial aspects and implementing analytical procedures. These procedures are less extensive than those required for an audit performed in accordance with professional standards applicable in France. Accordingly, the assurance that the financial statements, taken as a whole, are free from material misstatement obtained in the course of a limited review is a moderate assurance, lower than that obtained in the course of a full audit.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated financial statements for the first semester are not prepared in all material respects in accordance with standard IAS 34 – the IFRS reference standard as endorsed by the European Union and applicable to interim financial information.

#### II - Specific audit

We have also conducted an audit of the information provided in the interim report for the first semester commenting on the condensed interim consolidated financial statements concerned by our limited audit. We have no matters to report as to its fair presentation and consistency with the condensed interim consolidated financial statements.

Paris La Défense, March 6, 2018 Clermont-Ferrand, March 6, 2018

KPMG Audit Visas 4 Département de KPMG S.A.

Catherine Porta Emily Strickland Partner Partner

(1) Non-binding version.

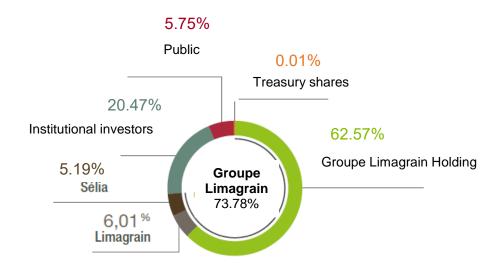
# VILMORIN & CIE AND ITS SHAREHOLDERS

# Capital stock and shareholders

Chapter 6 "Vilmorin & Cie and its Shareholders", section "Capital stock and shareholders" of the annual report 2016-2017 (page 235) is updated as follows:

# Capital stock

Analysis of the capital stock on December 31, 2017



Sources: Euroclear and internal

Capital comprising 20,833,902 shares each with a nominal value of 15.25 euros.

#### Analysis of capital stock and voting rights on December 31, 2017

|                             | Single vote shares | Double vote shares | % of capital<br>stock | Total number of votes <sup>(1)</sup> | % of total<br>number of<br>votes <sup>(1)</sup> |
|-----------------------------|--------------------|--------------------|-----------------------|--------------------------------------|---|
| Groupe Limagrain<br>Holding | 187,188            | 12,848,698         | 62.57%                | 25,884,584                           | 71.93%  |
| Limagrain                   | 50,995             | 1,200,457          | 6.01%                 | 2,451,909                            | 6.81%   |
| Sélia                       | 37,922             | 1,043,628          | 5.19%                 | 2,125,178                            | 5.91%   |
| Treasury shares             | 2,671(2)           | -                  | 0.01%                 | -                                    | -   |
| Public                      | 5,398,661          | 63,682             | 26.22%                | 5,526,025                            | 15.35%  |
| Total                       | 5,677,437          | 15,156,465         | 100.00%               | 35,987,696                           | 100.00%   |

<sup>(1)</sup> The difference between the theoretical voting rights and the voting rights that can be exercised at a General Meeting is not significant.

# Financial authorizations granted by the Annual General Meeting of December 8, 2017

In order to provide Vilmorin & Cie with the necessary means to ensure its future development, particularly internationally, the Annual General Meeting of December 8, 2017 authorized the Board of Directors:

- to issue bonds or other assimilated debt securities (twelfth 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 (sixteenth and seventeenth resolutions).

The Annual General Meeting of December 8, 2017 also granted the Board of Directors the right to issue, without pre-emptive subscription rights, shares and/or securities providing access immediately and/or when due to company shares or shares in a company in which it directly or indirectly holds more than half the capital stock, by private placement (eighteenth resolution).

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

<sup>(2)</sup> Par value

# Vilmorin & Cie's shares

Chapter 6 "Vilmorin & Cie and its Shareholders", section "Vilmorin & Cie's shares" of the annual report 2016-2017 (page 239) is updated as follows:

#### Management and liquidity of the shares

Natixis (Corporate Broking) is responsible for running Vilmorin & Cie's liquidity contact. This contract complies with the AMAFI deontology Charter approved by the AMF (Authority governing the French stock market) on March 8, 2011.

On December 31, 2017, the following assets appeared on the liquidity account:

- number of shares: 2,671
- in cash: 602,999.69 euros.

#### Performance of the shares

Evolution of the quoted price of Vilmorin & Cie's shares in relation to the CAC 40 and SBF 120 indices from 02.15.2015 until 02.15.2018



Price at the daily close (in euros).
Vilmorin & Cie data restated for the free allocation of shares in January 2013 and January 2015.

Sources: Natixis and Euronext

- Evolution of the price over the past year: +40.7%
- Evolution of the price over the past 3 years: +25.3%

Evolutions on February 15, 2018 calculated on the basis of a reinvestment in shares of the dividends received, and taking into account the free allotments of shares the Company has made.

#### Quantities exchanged and evolution of prices over the past 4 months<sup>(1)</sup>

| Year | Month    | Number of<br>shares<br>exchanged | Capital stock<br>exchanged<br>(M€) | Highest recorded rate <b>(€)</b> (2) | Lowest recorded rate (€) (2) |
|------|----------|----------------------------------|------------------------------------|--------------------------------------|------------------------------|
| 2017 | October  | 307,933                          | 24.425                             | 82.68                                | 74.68                        |
|      | November | 451,847                          | 36.449                             | 86.00                                | 75.50                        |
|      | December | 382,744                          | 32.198                             | 89,49                                | 80.45                        |
| 2018 | January  | 266,542                          | 23.740                             | 91.70                                | 86.90                        |

<sup>(1)</sup> Historical data (not restated for the allocations of free shares)

Source: Euronext

#### Interventions of the Company with regard to its treasure shares

The Annual General Meeting of December 8, 2017, in compliance with the provisions of articles L.225-209 et seq. of the French Commercial Code, of Title IV of Book II of the General Regulations of the Autorité des marchés financiers and of European regulation No. 596/2014 of April 16, 2014, supplemented by the commission delegated regulation (EU) of March 8, 2016, granted the Board of Directors, in the eleventh resolution, the powers to intervene by purchasing or selling its own treasury shares on the stock market at a maximum price of 100 euros per share, with the number of shares thus acquired being limited to a ceiling of 1 million shares, representing a maximum potential commitment of 100 million euros.

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

<sup>(2)</sup> Closing rates (in euros).

# Relations with Shareholders

Chapter 6 "Vilmorin & Cie and its Shareholders", section "Relations with Shareholders" of the annual report 2016-2017 (page 245) is updated as follows:

#### Keeping in touch

#### **Relations with individual Shareholders**

The Consultative Committee for Shareholders

Vilmorin & Cie's Consultative Committee for Shareholders comprises:

- Six individual Shareholders representing the Shareholders:
  - Jean-Claude BONHOMME (Auvergne 63),
  - Jean GERMAN (Ile-de-France 78),
  - Marie-Florence LAMY (Normandie 76),
  - Christian MAMY (Ile-de-France 78),
  - Pierre-Yves PELISSIER (Ile-de-France 95)
  - Francine SAUCIER (Ile-de-France 75).
- Two Directors from Limagrain:
  - Philippe BLATEYRON,
  - Pierre-Antoine RIGAUD.

#### It is managed by:

- Vilmorin & Cie's Chief Financial Officer: Vincent SUPIOT,
- The financial communication team: Valérie MONSERAT, Head of Financial Communication and Investor Relations and Rose MOREIRA, Financial Communication Officer and Individual Shareholder Relations.

# Scheduled agenda for 2017-2018

The dates are provided as an indication and are subject to modification

- April 23, 2018 (after trading on the Paris stock market): Disclosure of sales at the end of the third quarter
- August 6, 2018 (after trading on the Paris stock market): Disclosure of sales for the fiscal year
- October 17, 2018 (after trading on the Paris stock market): Disclosure of results for the fiscal year
- December 7, 2018: Annual General Meeting in Paris

#### Contacts

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# **FURTHER** INFORMATION

# Statutory Auditors

Chapter 8 "Further Information", section "Statutory Auditors" of the annual report 2016-2017 (page 263) is updated as follows:

#### Control bodies

#### **Incumbent Statutory Auditors**

#### KPMG AUDIT, DÉPARTEMENT DE KPMG SA

2, avenue Gambetta - Tour Egho - CS 60055 92066 Paris La Défense Cedex Represented by Ms. Catherine PORTA

Date of renewal: 2014

Date of expiry of term of office: 2020 (AGM deliberating on the financial statements closing

on June 30, 2020)

#### **VISAS 4 COMMISSARIAT**

56, boulevard Gustave Flaubert - 63010 Clermont-Ferrand Represented by Ms. Emily STRICKLAND

Date of renewal: 2017

Date of expiry of term of office: 2023 (AGM deliberating on the financial statements closing

on June 30, 2023)