Q3 2014 INTERIM REPORT PRESENTATION

November 12, 2014
CEO D. Ry Wagner and CFO Jørgen Andersen
Cautionary Statement On Forward-looking Statements

Certain statements in this document constitute "forward-looking statements." All statements other than statements of historical facts included in this document, including those regarding our future financial position and results, business strategy, plans and objectives of management for future operations, including development plans and statements on industry growth are forward-looking statements. These statements may be identified by words such as "expects," "looks forward to," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "will," "project" or words of similar meaning.

Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, business strategy, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and the environment in which we will operate in the future. Factors that could cause our actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, changes in the political, economic or regulatory conditions in the markets in which we operate, and currency exchange fluctuations.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.
Q3 marked by consolidation and corporate development activities

Q3 sales revenue and cash collection reflect current business seasonality

Issuing convertible bond guaranteed by key shareholders to finance growth strategy

Moving of corporate functions to the U.S. results in changes to the organization: John Janczak new CFO effective December 1
Agrinos Positioned In Several Large Agricultural Inputs Markets

**USA**
- Focus on high value crops and broad acre row crops
- Developing growth through expanding partnerships
- Established R&D Center in Davis, California in 2014

**Mexico**
- Substantial HYT sales for over 10 years
- Focus on high value crops

**Spain**
- Focus on high value crops in through distributors
- Expansion to other markets in the future

**Brazil**
- First commercial year
- Focus on high value crops and broad acre
- Onboarding distributors in preparation for sales growth

**China**
- High value crops and row crops
- Strategic Partnership with Kingenta in place 2014
- Potential for first production facility outside of the Americas

**India**
- Soybean, rice, potato focus
- Onboarded a number of critical distributors in 2013 and 2014

**Malaysia/Indonesia**
- Palm oil focus
- Expansion to additional crops planned for the future
Financial Review
Financial Summary Q3 2014

- Q3 recognized sales revenue of USD 0.6m, reflecting the current business seasonality. No sales recognized in Mexico.

- Q3 analytically restated sales revenue of USD 2.2m, driven by deployed volume of approx. 215,000 units in Mexico.

- EBITDA pre earn-out: USD – 2.9m in Q3 vs USD -3.4m in Q2, positively impacted by the strengthening of the USD vs NOK and MXN in the quarter.

- Q3 gross cash burn was USD 7.9m – includes payment of USD 0.8m to the Bioderpac earn out holders. R&D expenditures of USD 1.8m in the quarter, up from USD 1.1m in Q2.

- Number of employees reduced from 158 to 152 during the quarter. USD 0.4m charged to P&L as redundancy costs to cater for reduction in manning and moving of corporate functions to the US.

- Cash collection of USD 1.0m in Q3. Cash position ended at USD 8.9m, a reduction of USD 6.8m during the quarter.
Group Revenue: 9 Months 2014 up +60% vs 9 Months 2013

**Group sales revenue**
Quarterly and accumulative per year, USD million

- Strong growth in sales revenue. USD 4.8m 9 months 2014 vs USD 3.0m 9 months 2013
- Weak deployment activity in Mexico compared to 2013

**US sales revenue**
Quarterly and accumulative per year, USD million

**RoW sales revenue**
Quarterly and accumulative per year, USD million

**HYT Deployment Mexico**
Quarterly and accumulative per year, thousands units
• The profit and loss components positively impacted by the strengthening of USD vs NOK and MXN in the quarter.

• Q3 recognized sales revenue of USD 0.6m - no sales revenue recognized for sales to distributors in Mexico.

• Cost of goods sold of USD 0.2m reflects the low sales volume.

• Salaries and personnel costs impacted by the provisions of USD 0.4m to cater for reduction in manning and moving of corporate functions to the US.

• R&D expenses amounted to USD 1.5m in the quarter. Other operating expenses positively impacted by USD 0.9m due to a negotiated reduction in payables to distributors in Mexico.

• No earn-out recorded in the quarter due to weak results in the Mexican market.

• EBITDA pre earn-out negative USD 2.9m.
Changes in balance sheet values during the quarter are partly driven by the appreciation of the USD vs NOK and MXN.

Only small changes in inventories, reflecting low sales and production in the quarter.

Accounts receivable decreased by USD 2.3m to USD 23.2m during the quarter. The item includes invoiced interest costs and services in Mexico of USD 1.3m. Accounts receivable towards the distributors in Mexico ended at USD 21.6m in Q3, up from USD 21.3m at the end of Q2.

Other receivables increased to USD 11.8m during the quarter. In the receivables figure is VAT of USD 9.3m, of which the largest part is related to operations in Mexico.
Balance sheet – Equity and Liabilities
Condensed and Unaudited

- Accounts payable decreased by USD 1.1m to USD 4.5m at the end of the quarter. Most of the quarterly change is due to the negotiated reduction in payables to distributors in Mexico. A significant part of the remaining amount is liabilities vs the Mexican distributors.

- Other current liabilities ended at USD 23.7m. Included in the figure is USD 12.3m classified as a deferred revenue accrual, VAT of USD 6.3m, accrued earn-out of USD 1.0m related to the acquisition of Bioderpac, contingent liabilities of USD 0.2m and redundancy and closing costs of USD 2.0m.

- The changes in currency rates during the quarter reduced the equity at the end of the quarter by approx USD 6.5m. As a consequence, the equity ratio dropped from 63% to 60% at the end of Q3.

<table>
<thead>
<tr>
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</thead>
<tbody>
<tr>
<td>Share capital</td>
<td>100 607</td>
<td>105 514</td>
<td>106 729</td>
</tr>
<tr>
<td>Premium reserve</td>
<td>148 922 928</td>
<td>156 187 461</td>
<td>157 989 676</td>
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<tr>
<td>Total paid in capital</td>
<td>149 023 535</td>
<td>156 292 975</td>
<td>158 096 405</td>
</tr>
<tr>
<td>Minority interests</td>
<td>-625 076</td>
<td>-612 908</td>
<td>-513 503</td>
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<tr>
<td>Accumulated P&amp;L</td>
<td>-104 878 266</td>
<td>-102 997 876</td>
<td>-95 631 555</td>
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<tr>
<td>Total equity</td>
<td>43 520 193</td>
<td>52 682 191</td>
<td>61 951 347</td>
</tr>
<tr>
<td>Deferred tax</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total provisions for liabilities</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Other non-current liabilities</td>
<td>378 448</td>
<td>525 610</td>
<td>630 233</td>
</tr>
<tr>
<td>Total non-current liabilities</td>
<td>378 448</td>
<td>525 610</td>
<td>630 233</td>
</tr>
<tr>
<td>Accounts payable</td>
<td>4 455 752</td>
<td>5 527 845</td>
<td>6 450 462</td>
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<tr>
<td>Current tax payable</td>
<td>607 005</td>
<td>622 254</td>
<td>874 421</td>
</tr>
<tr>
<td>Other current liabilities</td>
<td>23 649 720</td>
<td>24 141 859</td>
<td>23 080 918</td>
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<tr>
<td>Total current liabilities</td>
<td>28 712 477</td>
<td>30 291 958</td>
<td>30 405 801</td>
</tr>
<tr>
<td>Total liabilities</td>
<td>29 090 925</td>
<td>30 817 568</td>
<td>31 036 034</td>
</tr>
<tr>
<td>Total equity and liabilities</td>
<td>72 611 118</td>
<td>83 499 759</td>
<td>92 987 381</td>
</tr>
</tbody>
</table>
Cash Flow
Condensed and Unaudited

- The net cash flow from operating activities amounted to minus USD 6.7m in the quarter, strongly impacted by currency effects.
- Cash collection of USD 1.0m in the quarter, of which USD 0.3m was in the US and USD 0.3m in Malaysia.
- Cash position of USD 8.9m at the end of the quarter.

### Cash Flow Statement

#### Cash flow from operating activities

<table>
<thead>
<tr>
<th></th>
<th>YTD Q3 2014</th>
<th>Q3 2014</th>
<th>YE 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Profit/Loss (-) before tax</td>
<td>-13 463 241</td>
<td>-2 696 139</td>
<td>-69 853 239</td>
</tr>
<tr>
<td>Depreciation and amortisation</td>
<td>2 015 980</td>
<td>692 589</td>
<td>3 691 328</td>
</tr>
<tr>
<td>Changes in inventories, receivables and payables</td>
<td>-724 736</td>
<td>-511 043</td>
<td>63 193 270</td>
</tr>
<tr>
<td>Changes in other accruals/currency effects</td>
<td>-3 819 324</td>
<td>-4 193 626</td>
<td>-31 537 077</td>
</tr>
<tr>
<td><strong>Net cash flow from operating activities</strong></td>
<td>-15 991 321</td>
<td>-6 708 219</td>
<td>-34 505 718</td>
</tr>
</tbody>
</table>

#### Cash flow from investment activities

<table>
<thead>
<tr>
<th></th>
<th>YTD Q3 2014</th>
<th>Q3 2014</th>
<th>YE 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investments/disposals of tangible fixed assets</td>
<td>85 523</td>
<td>43 420</td>
<td>-1 636 393</td>
</tr>
<tr>
<td>Changes in other investments</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Net cash flow from investment activities</strong></td>
<td>85 523</td>
<td>43 420</td>
<td>-1 636 393</td>
</tr>
</tbody>
</table>

#### Cash flow from financing activities

<table>
<thead>
<tr>
<th></th>
<th>YTD Q3 2014</th>
<th>Q3 2014</th>
<th>YE 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Proceeds from borrowings (current and non-current)</td>
<td>-251 785</td>
<td>-147 162</td>
<td>363 241</td>
</tr>
<tr>
<td>Net proceeds from issuance of shares</td>
<td>0</td>
<td>0</td>
<td>26 646 951</td>
</tr>
<tr>
<td><strong>Net cash flow from financing activities</strong></td>
<td>-251 785</td>
<td>-147 162</td>
<td>27 010 192</td>
</tr>
</tbody>
</table>

<table>
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<th>YTD Q3 2014</th>
<th>Q3 2014</th>
<th>YE 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net change in cash and cash equivalents</td>
<td>-16 157 583</td>
<td>-6 811 961</td>
<td>-9 131 919</td>
</tr>
<tr>
<td>Cash and cash equivalents at beginning of period</td>
<td>25 066 669</td>
<td>15 721 047</td>
<td>34 198 588</td>
</tr>
<tr>
<td>Cash and cash equivalents at end of period</td>
<td>8 909 086</td>
<td>8 909 086</td>
<td>25 066 669</td>
</tr>
</tbody>
</table>
Gross Cash Burn Reduction Due to Strategic Refocus and Streamlining

**Cash burn Q3 2013**
USD thousands

- **Net Cash Burn**
- **Cash inflow**
- **Gross Cash Burn**
- **Financing of shareholders**
- **Biderpac Shareholders...**
- **R&D**
- **CAPEX**
- **Other operating expenses**
- **Salaries**
- **Production**
- **Other**

**Cash burn**
USD thousands

- **Net Cash Burn**
- **Cash inflow**
- **Gross Cash Burn**
- **Financing of shareholders**
- **Biderpac Shareholders...**
- **R&D**
- **CAPEX**
- **Other operating expenses**
- **Salaries**
- **Production**
- **Other**

* Includes R&D CAPEX
Business Review
The Opportunity: Improved Biological Inputs Based on New Insights from the Genomics Revolution

Technologies are emerging that open new opportunities for a more complete understanding of the mode of action of many biological solutions for plant growth & development – including the importance of the microbial communities that interact closely with plants and reside both above and below ground.

Understanding and utilizing of the Crop Microbiome, the “2nd Genome” of plants, holds great promise for delivering new solutions to sustainably improve agricultural productivity in a wide array of crops and geographies.
Agrinos Product Development Pipeline: Accelerating Innovation

- Market expansion for current product lines
- Market introduction of enhancements of current products & testing of new products
- Market introduction of new products

2014  ●  2015  ●  2016  ●  2017  ●  2018  ●
Creating the Infrastructure for Innovation in Davis, CA

- Located in one of global centers from the development of Biologicals Solutions: Davis, CA
  - Serves to attract and retain strong talent to Agrinos
  - Linkages to major agricultural and biotech expertise and collaboration opportunities with the University of California, Davis
  - Pilot fermentation capability, microbiology, analytical biochemistry, data analysis to become an internal core competency
- Currently 7,000 sq. feet with an option to expand to 11,000 or 19,000 sq. feet within 18 months in the same facility, with expansion suitable as laboratory space.
Corporate Reorganization in Progress to Align With Strategy

Corporate Hubs established to concentrate organization and increase effectiveness

Global R&D (including IT/IS )
& the Americas Business
  California

Global Finance, Accounting,
Investor Relations
  Texas

Operations
& Mexico Business
  Mexico

EMEA & Asia Business
  Norway

Transition Project
initiated
by the Board and the
CEO and prepared by
Executive Management

JUNE   JULY   AUG

SEPT   OCT   NOV   DEC   Q1’15   Q2’15

New CFO and Group Finance in place in Dallas

New Group Management Team structure defined

Permanent Group Finance and Accounting in place in Dallas

Corporate functions – finance and accounting, financial reporting, corporate governance and IR, IT, communications, HR – gradually transferred to Dallas and Davis

Corporate functions taken over by Dallas and Davis
Convertible Bond Issue
# Up To NOK 165m (USD ~25m) Senior Convertible Bonds Issue Guaranteed by Key Shareholders

### Senior Convertible Bonds

- Issue of up to NOK [65m Senior Convertible Bonds (USD ~25m)]
- Interest rate of 3 months NIBOR plus 10%, interest payments through issuance of new convertible bonds
- Conversion rights
  - 1) 1 April 2016 - 31 March 2017 NOK 6 per share
  - 2) 31 March 2017 - Maturity Date NOK 8 per share
  - 3) within 30 Business Days following completion of an issuance of qualified equity by Issuer at 25% below issuance price
  - 4) within 30 Business Days after the occurrence of an Event of Default at NOK 1 per share.
- Guaranteed by Manor Investment S.A. and Havfonn AS for an amount of NOK 113 million (USD ~17m)
  - The Guarantors will in total receive a subscription guarantee fee of 1%
- Agrinos will have a call option from April 1 2016 at a price of nominal value plus accrued interest
- Security: Pledge of shares in subsidiary Agrinos Inc

### Timetable and key conditions

- Application period for investors 17-21 November 2014
- Allocation: Priority given to existing shareholders, notification on or about 24 Nov. 2014
- Settlement
  - Payment date: On or about 3 December 2014
  - Organized through Nordic Trustee and registered in Verdiapirsentralen ASA, the central securities depository of Norway
Background for the convertible bond issue

Commercial growth is based on R&D investments

• Agrinos strategy targets commercial growth in the US and select geographies based on continued development of the company’s research and development operations

Bond issue provides funding of growth strategy

• The goal is to become cash flow positive from operations as of 2015, excluding R&D investments, corporate transition charges and capital expenditures. Including these items there is a need for further funding of the business in 2015.
• The bond issue will ensure that Agrinos gets the financial platform necessary to implement its strategy through 2015 as a leading company in the biologicals segment for enhanced agricultural productivity the company
• The proceeds will be used for funding of R&D activities, investment in production facilities and development of commercial activities in Agrinos’ core markets
Financial forecast for Q4 2014 – FY 2015

Main forecast assumptions

- US: Strong revenue growth driven by expansion of the distribution network
- Brazil: Step up of marketing activities – new distribution contracts in broad acre crops
- China: Sales driven by deliveries under the two year contract with Kingenta
- India: New distribution contracts - continue trials to broaden market potential
- Mexico: Strong reduction in costs and manning, reflecting limited production. While potential sales revenues and cash inflow from the Mexican market is not included in the forecast, the company carefully monitors its financial position and is exploring strategic options in Mexico
- R&D: Growth in R&D from approx USD 6m in 2014 to USD 7.5m in 2015. Organization to be expanded and Davis lab to be completed and fully equipped in 2015
- Corporate: Corporate functions moved to the US to optimize the use of the support functions

Financial forecast Q4 2014 – FY 2015

- Sales revenues forecast for the period: In the range USD 24-34m in total sales revenues driven by the core markets US, Brazil, India and China
- Net cash from operations for the period forecasted in the range USD +2m to -4m. Including R&D investments, corporate transition charges and capital expenditures the net cash for the period is forecasted in the range USD -12 to -18m.
- Agrinos will disclose financial reports in the forecast period but not update its Financial forecast Q4 2014 – FY 2015 provided in connection with the Bond Issue announced November 12th, 2014
Summary and Outlook
YTD 2014 Development Enables Financing and Implementation of Growth Strategy

- Commercial, technological and organizational achievements made YTD 2014
- Sharpened strategic focus: Bringing R&D professionals and corporate functions together in the U.S
- John Janczak new CFO and Nick Adamchak to be nominated as Agrinos BoD member
- Issuing convertible bond guaranteed by key shareholders to finance 2015 investments for growth
- Commercial growth in the U.S. and core geographies, and continued development of research and development operations key priorities moving into 2015