



---

## Camposol S.A. Announces Commencement of Consent Solicitation

Lima, Peru – April 8, 2014 – Camposol S.A. (the “**Company**”) announced today that it has commenced a solicitation (the “**Solicitation**”) of consents (the “**Consents**”) upon the terms and subject to the conditions set forth in a Notice of Consent Solicitation (as it may be amended or supplemented from time to time, the “**Notice**”) and the related Consent Form (the “**Consent Form**”), each dated as of April 8, 2014, to a proposed waiver (the “**Proposed Waiver**”) of certain provisions of the Indenture, dated as of February 2, 2012 (as amended or supplemented, the “**Indenture**”), among the Company, Camposol Holding Ltd., as Parent Guarantor, Campoinca S.A. and Marinazul S.A., as Subsidiary Guarantors, and Wells Fargo Bank, National Association, as trustee (the “**Trustee**”), registrar, transfer agent and paying agent, governing its 9.875% Senior Notes due 2017 (the “**Notes**”) (CUSIP Nos. 134638AA3 (Rule 144A Global Note) and P19189AA0 (Regulation S Global Note); ISIN Nos. US134638AA39 (Rule 144A Global Note) and USP19189AA04 (Regulation S Global Note)).

The Company is soliciting Consents from the holders of the Notes to waive the covenant contained in Section 4.1(a)(i) of the Indenture, “Limitation on Indebtedness and Disqualified Stock,” so as to permit the Company to incur up to US\$75 million in principal amount of new indebtedness on or before May 15, 2014, to fund its planned capital expenditures, including investments in plantations, particularly blueberries and shrimp plantations, as well as investments to expand its infrastructure. If the covenant in Section 4.1(a)(i) of the Indenture is not waived as set forth in the Notice, the financial test set forth in the Indenture would not be satisfied in connection with the new indebtedness and the new indebtedness would not be Permitted Indebtedness (as defined in the Indenture).

The Solicitation will expire at 5:00 p.m., New York City time, on April 16, 2014, or such later time and date to which the Solicitation is extended (such time and date, the “**Expiration Time**”), unless earlier terminated. The Solicitation is subject to customary conditions, including, among other things, the receipt of valid Consents with respect to a majority in aggregate principal amount of the outstanding Notes (the “**Requisite Consents**”) prior to the Expiration Time (which Consents have not been validly revoked prior to the earlier of the execution of the supplemental indenture (the “**Supplemental Indenture**”) giving effect to the Proposed Waiver and the Expiration Time).

In the event that each of the conditions to the Solicitation described in the Notice are satisfied, including, but not limited to, the receipt of the Requisite Consents and the satisfaction of the financing condition, the Company will pay to each person who is the holder of record of Notes as of 5:00 p.m., New York City time, on April 7, 2014 (each such holder, a “**Holder**”), who has delivered a valid Consent in respect of such Notes prior to the Expiration Time (and has not validly revoked its Consent prior to the earlier of the execution of the Supplemental Indenture and the Expiration Time), US\$5.00 in cash for each US\$1,000 principal amount of such Notes in respect of which a valid Consent was so delivered (and was not validly revoked) (the “**Consent Fee**”). The Company will pay the Consent Fee at such time as all of the conditions

enumerated in the Notice have been satisfied or waived by the Company. Holders of Notes who deliver Consents but validly revoke their Consent in accordance with the Notice prior to the earlier of the execution of the Supplemental Indenture and the Expiration Time, or who deliver Consents after the Expiration Time, will not receive a Consent Fee. Subject to applicable law, the Solicitation may be abandoned or terminated for any reason at any time, including after the Expiration Time and prior to the Proposed Waiver becoming operative, as described below, whether or not the Requisite Consents have been received, in which case any Consents received will be voided and no Consent Fee will be paid to any Holders.

If the Requisite Consents are received prior to the Expiration Time (which Consents have not been validly revoked prior to the earlier of the execution of the Supplemental Indenture and the Expiration Time), the Company, the Parent Guarantor and each Subsidiary Guarantor intend to execute the Supplemental Indenture promptly following the receipt of the Requisite Consents, which may be before the Expiration Time. If the Supplemental Indenture is entered into by the Company, the Parent Guarantor, the Subsidiary Guarantors and the Trustee and all of the other conditions to the Solicitation are satisfied or waived by the Company, the Proposed Waiver will become operative and will bind all Holders of the Notes, including those that did not give their Consent. If the Requisite Consents are not received prior to the Expiration Time, the Supplemental Indenture will not be executed, the Proposed Waiver will not become operative and the Consent Fee will not be paid.

The Company has engaged Credit Suisse Securities (USA) LLC and Santander Investment Securities, Inc. to act as Solicitation Agents and D.F. King & Co., Inc. to act as Information and Tabulation Agent for the Solicitation. Questions regarding the Solicitation may be directed to Credit Suisse Securities (USA) LLC at +1 (800) 820-1653 (toll-free) or +1 (212) 538-2147 (collect) and Santander Investment Securities, Inc. at +1 (212) 583-4652 or +1 (212) 407-7822 (collect). Requests for documents relating to the Solicitation may be directed to D.F. King & Co., Inc. at +1 (800) 549-6746 (toll-free), +1 (212) 269-5550 (banks and brokers) or by email to camposol@dfking.com.

This press release is for informational purposes only and the Solicitation is only being made pursuant to the terms of, and subject to the conditions specified in, the Notice and the related Consent Form. The Solicitation is not being made to, and Consents are not being solicited from, Holders of Notes in any jurisdiction in which it is unlawful to make such Solicitation or grant such Consent. None of the Company, the Parent Guarantor, any Subsidiary Guarantor, the Trustee, the Solicitation Agent or the Information and Tabulation Agent makes any recommendation as to whether or not Holders should deliver Consents. Each Holder must make its own decision as to whether or not to deliver Consents. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities.

### **About Camposol**

Camposol is the leading agro industrial company in Peru, the largest exporter of white asparagus and the largest producer of Hass avocados in the world as measured by the number of planted hectares. It is involved in the harvest, processing and marketing of high quality agricultural products such as avocados, asparagus, grapes, mangoes, peppers, artichokes, tangerines and blueberries; which are exported to key markets in Europe, the United States and Asia.

### **Forward-Looking Statements**

This press release may contain forward-looking information and statements regarding the Company and the Solicitation. Any statements included in this press release that address activities, events or developments that the Company will or may occur in the future are forward looking statements, these include among others, statements as to: (i) the Proposed Waiver, (ii) the expected payment of the Consent Fee, and (iii) the anticipated incurrence of new indebtedness, which is expected to be an issue of additional Notes under the Indenture. Actual results may differ materially due to a variety of important factors, such factors might include: changed market conditions, changes in the exchange rate of the Peruvian Nuevo Sol against the U.S. dollar, the participation of and level of participation by the Holders in the Solicitation and other factors listed in the Notice under "Statement Regarding Forward Looking Statements." Except as required by law, the Company

undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change. Do not place undue reliance on forward-looking information.

**Contact Details**

Maria Cristina Couturier, Chief Financial Officer

Phone: +511-634-4100

Email: [mcouturier@camposol.com.pe](mailto:mcouturier@camposol.com.pe)