

Company announcement no. 12/2014
September 8, 2014

Cheminova to be sold to FMC Corporation

Combined business will have greater scale, geographic balance, and a broader portfolio of complementary and new crop protection technologies.

Today, Auriga Industries A/S (“Auriga”) has signed an agreement to sell its wholly owned subsidiary Cheminova A/S (“Cheminova”) to FMC Corporation (“FMC”) for a total of approx. DKK 10.5 billion on a net debt free basis, corresponding to a cash consideration of approx. DKK 8.5 billion adjusted for net debt. The transaction is subject to approval by Auriga’s shareholders at an Extraordinary General Meeting as well as approval from relevant competition authorities. The transaction is expected to close in early 2015, followed by distribution of cash proceeds to shareholders in 2015.

Cheminova, headquartered in Harbøre, Denmark, is a global, sustainable and innovative supplier of quality products for crop protection. Founded in 1938, Cheminova is a commercial company with a diversified product portfolio and sales in more than 100 countries. Cheminova employs more than 2,200 employees globally.

Jens Due Olsen, Chairman of the Board of Directors of Auriga as well as Cheminova:

“In FMC, we have found a great new owner and the perfect industrial match. As a successful and highly recognized company, FMC appreciates our manufacturing and formulation capabilities, our strong research, development and registration base, and global organization. FMC brings the scale and financial strength necessary to develop a true world leader within crop protection. I am proud of our employees for creating a strong international company which can now show its full potential.”

Pierre Brondeau, President, Chief Executive Officer, and Chairman of the Board of Directors of FMC:

“We are very excited about the opportunity to combine Cheminova with our own Agricultural Solutions business. Cheminova is a company that we have long considered to be an attractive potential partner. It follows a similar strategic approach to FMC in applying technology to deliver solutions to its customers, and has a highly complementary product portfolio and geographic footprint. This transaction will broaden our Agricultural Solutions portfolio and significantly strengthen our market access in key agricultural end markets.”

FMC is one of the world's leading diversified chemical companies. The company has approximately 5,600 employees throughout the world who create chemistries helping to grow the world's food, enabling new innovations in pharmaceutical delivery, enhancing foods and beverages, contributing to a more sustainable energy supply and advancing the manufacture of hundreds of essential products.

It is FMC’s intention to continue to operate, post-closing, all of the manufacturing facilities currently operated by Cheminova. This includes the active ingredient manufacturing facilities in Denmark and India and the formulation facilities located in Denmark, India, Germany, Australia, Italy and the UK.

FMC currently invests over \$150 million, corresponding to more than DKK 850 million, annually in research and development in its Agricultural Solutions segment alone, operating a global research center in North America, regional research facilities in Latin America, Europe and Asia, and a separate biological research center in North

America. Annual spending on research, development and regulatory activities for the combined agricultural business would be more than \$200 million, corresponding to more than DKK 1.1 billion.

Next steps

Closing of the transaction is subject to customary conditions including approval by relevant competition authorities. Besides this, the Board of Directors has made the transaction conditional upon approval of Auriga's shareholders at an Extraordinary General Meeting. Closing is expected to take place early 2015, when closing conditions have been met.

Within a week from today, Auriga will convene an Extraordinary General Meeting to approve the proposed divestment of Cheminova to FMC. The Extraordinary General Meeting is expected to take place in October 2014 in Harboøre, Denmark. At the Extraordinary General Meeting, the divestment can be approved by a simple majority of the votes cast.

The Board of Directors unanimously recommends that the divestment of Cheminova be approved by Auriga's shareholders. This recommendation is supported by irrevocable undertakings to vote in favor of the divestment from shareholders representing more than 50% of the votes and more than 50% of the share capital in Auriga. The Aarhus University Research Foundation (AUFF) has confirmed to FMC and Auriga that it will vote in favor of the divestment.

Auriga is the listed parent company of Cheminova, the 100% owned operating company in the Auriga group. Auriga's majority shareholder, AUFF, is the owner of all Class A shares and a part of the Class B shares totaling 38.55% of the share capital and 83% of the votes in Auriga.

Distribution of proceeds following closing

FMC is offering a total cash consideration of DKK 8,542.5 million adjusted for net debt for 100% of the share capital of Cheminova, corresponding to a value of DKK 333 per Auriga share. It is the intention to ensure that excess cash proceeds from the divestment is distributed to Auriga's shareholders as soon as possible following closing of the transaction, expectedly early 2015. Before any such distribution can take place, Auriga will need to pay transaction costs, repay debt and incur additional costs leading to expected net proceeds of between DKK 323 and DKK 325 per share. This forward-looking statement is however associated with uncertainties.

The Board of Directors is currently assessing the most efficient method for distribution of excess cash proceeds to the shareholders. Auriga will make further announcements at a later stage, when the assessment has been finalized. It is the intention that Auriga following completion of the distribution will seek to be delisted from NASDAQ OMX, Copenhagen A/S, and liquidated.

Outlook 2014

The outlook for 2014 is unchanged compared to the outlook announced in company announcement no. 11/2014 of August 14, 2014, as closing of the transaction is expected to take place early 2015. The Q3 report is expected to be published on November 19, 2014, as planned.

Advisors

J.P. Morgan acted as financial advisor and Gorrissen Federspiel acted as legal advisors to the Board of Directors of Auriga.

Auriga Industries A/S
Thyborønvej 78
7673 Harboøre
Denmark

Tel: +45 70 10 70 30
Fax: +45 70 10 70 31
investor@auriga.dk
www.auriga-industries.com
CVR No. 34629218

Postal address:
P.O. Box 9, DK-7620 Lemvig

Reg. office:
Finlandsgade 14, DK-8200 Århus N.

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PARENT COMPANY OF  **CHEMINOVA**

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Information meeting and teleconference

An information meeting and conference call for journalists, investors and analysts will be held today, September 8, 2014, at 10.00 am CET. The meeting and the following Q&A session will be held in English. The meeting takes place at hotel Marriott, Kalvebod Brygge 5, Copenhagen. You can attend by calling in on +45 70 25 67 00 or +44 208 817 9311 providing pass code 95495557#. The presentation and Q&A session will be transmitted as audiocast on www.auriga.dk.

Participants at the information meeting will be Jens Due Olsen, Chairman of the Board of Directors, Jaime Gómez-Arnau, CEO, and René Schneider, CFO.

AURIGA INDUSTRIES A/S

Contacts in Auriga:

Jens Due Olsen, Chairman of the Board
Phone: +45 40 82 88 04

Jaime Gómez-Arnau, Chief Executive Officer (CEO)
Phone: +34 649 404 137

René Schneider, Chief Financial Officer (CFO)
Phone: +45 40 80 99 50

Media contact

Lars-Erik Kruse Pedersen, VP Corporate Communication
Phone: +45 40 80 99 34

Investor Relations contact

Lene Faurskov, Manager, Investor Relations
Phone: +45 41 64 05 04



Auriga Industries A/S
Thyborønvej 78
7673 Harboøre
Denmark

Tel: +45 70 10 70 30
Fax: +45 70 10 70 31
investor@auriga.dk
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About FMC

FMC Corporation is a diversified chemical company serving agricultural, industrial and consumer markets globally for more than a century with innovative solutions, applications and quality products. In 2013, FMC had annual sales of approximately \$3.9 billion, corresponding to more than DKK 22 billion. The company employs approximately 5,600 people throughout the world, and operates its businesses in three segments: FMC Agricultural Solutions, FMC Health and Nutrition, and FMC Minerals. For more information, visit www.FMC.com.

About Auriga

Auriga Industries A/S is the listed parent company of Cheminova A/S, which is the wholly owned operating company headquartered in Denmark. Cheminova is developing, producing and marketing crop protection products. All activities are carried out with due consideration for the environment and in compliance with ever higher sustainability standards. The products are sold in more than 100 countries, and 98% of sales are generated outside Denmark. In 2013, the group posted revenue of DKK 6.6 billion and has more than 2,200 employees in a global organization with subsidiaries in 24 countries. Find more information on www.auriga-industries.com.

Forward-looking statements

Statements in this company announcement that are forward-looking statements are associated with risks and uncertainties that may cause actual results to differ materially from expectations. To the extent that legislation and good practice so require, Auriga is obliged to update and adjust specifically stated expectations.

The company announcement has been prepared in English and Danish. The English version is prevailing in case of any discrepancy.

Appendix 1 Primary terms and conditions of the Agreement

The following table is meant to provide an overview of the primary terms and conditions of the Agreement only, and does not purport to be a comprehensive or complete description thereof.

Divested activities	
Divestment of	The entire issued share capital of Cheminova A/S, CVR no. 12 76 00 43 (“Cheminova”), including all Cheminova subsidiaries (the “Divestment”).
Address	Thyborønvej 78, Rønland, DK-7673 Harboøre, Denmark.
Current activities	Cheminova develops, produces and markets crop protection products, including pesticides and other agrochemicals. Cheminova’s products are sold in more than 100 countries, and 98% of sales are generated outside Denmark. In 2013, the Cheminova group posted revenue of DKK 6.6 billion and has more than 2,200 employees in a global organization with subsidiaries in 24 countries. More information may be found on www.auriga-industries.com .
The Buyer	
Name	FMC Corporation, listed on the New York stock exchange under the short name NYSE:FMC.
Impact on Auriga	
Auriga activities following closing	Currently, all operational activities of Auriga are being carried out, directly or indirectly, by Cheminova. Following completion of the Divestment, Auriga will have no activities apart from managing the distribution of net proceeds to the shareholders as well as the expected liquidation and delisting of Auriga. It is not the intention of the Board of Directors that Auriga will acquire or establish new activities following completion of the Divestment. Following distribution of excess proceeds from the Divestment, Auriga will be sought delisted from NASDAQ OMX Copenhagen A/S.
Forecast for 2014 financial year	The outlook for 2014 remains unchanged compared to the outlook announced in company announcement no. 11/2014 of August 14, 2014, as closing is expected to take place early 2015.
Incentive programs related to the Divestment	Cheminova has entered into certain incentive programmes for the executive board and global executive committee. Upon closing of the Divestment and subject to fulfilment of certain criteria, members of the executive board and global executive committee will receive (i) a transaction bonus equivalent to 6 months’ base salary, and (ii) a stay-on bonus equivalent to one year’s base salary, provided the employee has not resigned from position within 12 months after closing, in

	addition to existing incentive programmes described in the 2013 annual report 2013 and approved by the annual general meeting.	
Consideration, financing and payment		
Purchase price	DKK 10,484 million on a net debt free basis, corresponding to a cash consideration of DKK 8,542.5 million adjusted for net debt.	
Payment of purchase price	The purchase price will be paid to Auriga at closing.	
Proceeds per share	The net proceeds per share following repayment of debt and costs is expected to amount to a approx. DKK 323-325 per share.	
Distribution of proceeds	It is the intention to ensure that any excess proceeds are distributed to Auriga's shareholders as soon as possible following closing of the Divestment. The Board of Directors is currently assessing the most efficient method for distribution of excess cash proceeds to the shareholders. Auriga will make further announcements at a later stage, when the assessment has been finalized. Distribution of cash proceeds to shareholders is expected in 2015.	
Terms and conditions of the Divestment		
Conditions to closing	<p>Closing of the transaction is subject to customary conditions including approval by relevant competition authorities. Besides this, the Board of Directors has made the transaction conditional upon approval of Auriga's shareholders at an Extraordinary General Meeting.</p> <p>The Board of Directors unanimously recommends that the divestment of Cheminova be approved by Auriga's shareholders. This recommendation is supported by irrevocable undertakings to vote in favor of the divestment from shareholders representing more than 50% of the votes and more than 50% of the share capital in Auriga. The Aarhus University Research Foundation (AUFF) has confirmed that it will vote in favor of the divestment.</p>	
Termination right	If closing has not occurred 9 months after signing of the agreement, the Agreement may be terminated.	
Timing		
Expected timeline for completion of Divestment <i>(Indicative only)</i>	September 8, 2014	Signing of Agreement
	September 12, 2014	Notice to convene Extraordinary General Meeting to approve Divestment
	October 2014	Extraordinary General Meeting to approve Divestment
	Early 2015	Closing
	2015	Distribution of proceeds to Auriga shareholders