



6200 E. Primrose Green Dr.  
Regina, SK CANADA S4V 3L7  
www.agtfoods.com

Phone: (306) 525-4490  
Fax: (306) 525-4463

**FOR IMMEDIATE RELEASE**  
**February 5, 2019**

**SYMBOL: TSX: AGT**

**AGT Food and Ingredients Inc. Announces Shareholder Approval of Plan of Arrangement and the Final Results of the Cash Tender Offer and Consent Solicitation for its 5.875% Senior Notes due 2021**

**REGINA, FEBRUARY 5, 2019** – AGT Food and Ingredients Inc. (“**AGT**” or the “**Company**”) (TSX:AGT) is pleased to announce that at a special meeting of its shareholders held today, its shareholders approved the previously announced plan of arrangement (the “**Transaction**”) with a group of investors led by AGT’s President and Chief Executive Officer, Murad Al-Katib, and including Fairfax Financial Holdings Limited and Point North Capital Inc. (the “**Buyer Group**”).

The Transaction provides for the indirect acquisition by the Buyer Group of all of the issued and outstanding common shares of AGT (the “**AGT Shares**”) not already held by the Buyer Group for \$18.00 per share in cash by way of a statutory plan of arrangement under the *Business Corporations Act* (Ontario).

The detailed voting results regarding approval of the special resolution in connection with the Transaction are as follows:

- A total of 18,128,363 AGT Shares were cast, representing 74.8% of the total issued and outstanding AGT Shares. Of those votes cast, 13,142,360 AGT Shares, representing 72.50%, were voted in favour of the Transaction.
- Of the votes cast by minority shareholders (being AGT shareholders other than the members of the Buyer Group and certain other persons), 5,566,236 AGT Shares, representing 52.75%, were voted in favour of the Transaction.

AGT intends to seek a final order of the Ontario Superior Court of Justice (Commercial List) to approve the proposed Transaction at a hearing expected to be held on February 11, 2019. Subject to obtaining all required approvals and satisfying all required conditions, including regulatory approvals, the Transaction is expected to close in the first quarter or early second quarter of 2019. Following closing of the Transaction, AGT Shares will be de-listed from the Toronto Stock Exchange.

AGT also announces the final results its previously announced pending cash tender offer (the “**Tender Offer**”) to purchase all of AGT’s outstanding 5.875% Senior Notes due December 21, 2021 (the “**Notes**”) and related pending solicitation of consents (the “**Consent Solicitation**”) from the holders of the Notes (“**Holders**”) to certain proposed amendments (the “**Proposed Amendments**”) to the trust

indenture governing the Notes dated as of December 21, 2016 between AGT and TSX Trust Company, as trustee.

As of the expiry of the Tender Offer and Consent Solicitation, which was February 4, 2019 at 5:00 p.m. (Eastern Time), the aggregate principal amount of Notes validly tendered and in respect of which, Consents (as defined below) were validly delivered is \$169,395,124, which represents approximately 84.70% of the aggregate principal amount of Notes and which exceeds the Consents of the holders of not less than a majority of the aggregate principal amount of the outstanding Notes required to adopt the Proposed Amendments (the “**Requisite Consents**”). As a result of AGT receiving the Requisite Consents, AGT will, if the remaining conditions to the consummation of the Tender Offer and the Consent Solicitation are satisfied or waived, execute the supplemental indenture effecting the Proposed Amendments. Any Holder who tendered Notes pursuant to the Tender Offer must have also delivered a consent to the Proposed Amendments (a “**Consent**”) pursuant to the Consent Solicitation in order for such tender to be valid.

### **AGT Food and Ingredients Inc. Profile**

AGT Food and Ingredients Inc. (AGT) is a processor of value-added pulses, staple foods and ingredients for export and domestic markets as well as a supplier of retail packaged and canned foods to retail and food service sectors. Through its offices and processing facilities located in some of the best agricultural growing regions in Canada, the U.S., Turkey, China, Australia and South Africa, merchandising and sales offices in the U.K., the Netherlands, Spain, Switzerland and India and origination offices in Russia, AGT produces a full range of pulses and specialty crops including lentils, peas, chickpeas, beans and canary seed as well as food ingredients such as pulse flours, proteins, starches and fibres. Through its subsidiaries in Turkey, the Arbel Group, AGT also produces staple foods such as Arbella Pasta, rice, and milled wheat products, including bulgur and semolina.

### **Cautionary Statements**

Certain information in this press release is forward-looking information. In particular, this press release contains forward looking statements with respect to AGT’s ability to complete the Transaction and the Tender Offer and Consent Solicitation, AGT’s expectation to accept for purchase and pay for validly tendered Notes and the timing of same, the expected timing for closing of the Transaction and related court approvals and the de-listing of AGT Shares from the Toronto Stock Exchange. The reader is cautioned that assumptions used in preparing such information, although considered reasonable by AGT at the time of preparation, may prove to be incorrect. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such risks and uncertainties include, among others, the risk that the necessary court approvals may not be obtained in connection with the Transaction, the Transaction may not close when planned or at all or on the terms and conditions set forth in the arrangement agreement dated December 4, 2018 in respect of the Transaction, as well as those factors referred to under the heading “Cautionary

Statement Regarding Forward-Looking Statements” in the management information circular of the Company, dated January 7, 2019 in respect of the Transaction, and the risk factors referred to in the section entitled “Risk Factors” in the Annual Information Form of AGT which is available on SEDAR at [www.sedar.com](http://www.sedar.com), each of which should be reviewed in conjunction with this document. Although AGT has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. AGT expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws.

**For further information:**

**Investor Relations**

**Omer Al-Katib**

(306) 525-4490

[ir@agtfoods.com](mailto:ir@agtfoods.com)