

DGAP-Ad-hoc: VERBIO Vereinigte BioEnergie AG / Key word(s): Miscellaneous

VERBIO Vereinigte BioEnergie AG: Amendment to the pooling agreement between the major shareholders of VERBIO Vereinigte BioEnergie AG, sub-pool and sale of 5 million shares.

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Amendment to the pooling agreement between the major shareholders of VERBIO Vereinigte BioEnergie AG, sub-pool and sale of 5 million shares.

Major shareholders and Albertina and Alois Sauter agree a change to the pool structure and, subject to a condition precedent, to the accession of Albertina and Alois Sauter to the voting rights pool and the sale, subject to a condition precedent of 5 million shares by Pollert Holding GmbH & Co. KG, a Company controlled by Dr. Georg Pollert, a member of the Supervisory Board, to Albertina and Alois Sauter.

Zörbig/Leipzig, April 5, 2019 - As already known, the shareholders Claus Sauter (Chairman of the Management Board), Dr. Georg Pollert (member of the Supervisory Board), Pollert Holding GmbH & Co. KG, Bernd Sauter (member of the Management Board), Daniela Sauter and Marion Sauter (above and hereafter the "**major shareholders**") hold 67.5 percent of the shares of VERBIO Vereinigte BioEnergie AG, and have entered into a pooling agreement under which they are obliged, as a general rule, to exercise their voting rights together in a uniform manner (above and hereafter the "**pooling agreement**" or "**voting rights pool**").

Today, the major shareholders have agreed to make changes and amendments to the pooling agreement, primarily to facilitate the private succession planning arrangements of the participants. For these purposes, the current pooling agreement will be amended so that the shares bound under this arrangement may, as a general rule, only be transferred with the agreement of a meeting of the members of the pooling agreement, who can agree on this issue by a simple majority, and by agreeing that an ordinary cancellation of the pooling agreement may not occur for two years (hereafter the "**new pooling agreement**").

At the same time, Claus Sauter, Bernd Sauter and Daniela Sauter (hereafter collectively "**sub-pool members**") have today agreed to enter into a voting trust agreement concerning the exercise of their votes in the voting rights pool (hereafter "**sub-pool contract**" or "**sub-pool**"). Together, the members of the sub-pool hold approximately 43.6 percent of the voting rights exercisable at annual general meetings of VERBIO and approximately 64.5 percent of the voting rights in the voting rights pool. In particular, the sub-pool contract will provide that the sub-pool members shall among themselves agree on the subject of the resolutions in the voting rights pool as well as exercise their rights, in particular their voting rights in the voting rights pool, in a uniform manner. The obligation in the sub-pool is linked to the obligation in the voting rights pool. Agreements in the sub-pool shall be made based on a simple majority. An ordinary termination of the sub-pool agreement may not occur for two years.

Albertina and Alois Sauter are the parents of the members of the sub-pool. They currently hold less than 1.4 percent of the shares in VERBIO (hereafter "**the existing shareholding**").

The major shareholders and Albertina and Alois Sauter (hereafter "**the parties**") have today agreed to: (i) the accession of Albertina and Alois Sauter to the new pooling agreement, provided that resolutions in the voting rights pool are approved with a simple majority for the period in which Albertina and Alois Sauter are members of the voting rights pool; and (ii) the completion of an agreement for the sale of 5 million shares in VERBIO (hereafter "**the share package**") from Pollert Holding GmbH & Co. KG to Albertina and Alois Sauter for a purchase price of EUR 29 million (hereafter "**the share purchase agreement**"), whereby the share package shall continue to be subject to the obligations of the voting rights pool. The accession of Albertina and Alois Sauter to the new pooling agreement and the completion of the share purchase agreement are subject to the condition precedent that the regulatory authorities release Albertina and Alois Sauter from any takeover obligations resulting from

the accession to the new pooling agreement and the acquisition of the share package. On fulfilment of the condition precedent the number of voting rights subject to the obligations of and included in the voting rights pool is increased by the existing shareholding.

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End of ad hoc announcement

Information and Explanation of the Issuer to this News:

Information about VERBIO Vereinigte BioEnergie AG (VERBIO)

VERBIO is one of the leading independent producers and suppliers of biofuels, and is also the only large-scale producer of biodiesel, bioethanol and biomethane in Europe. The annual production capacity amounts to approximately 470,000 tonnes of biodiesel, 260,000 tonnes of bioethanol and 600 gigawatt hours of biomethane. The Company produces its highly efficient fuels using internally developed, energy efficient production processes and innovative technologies. VERBIO's biofuels achieve CO2 reductions of up to 90 percent compared to petrol or diesel. VERBIO delivers its products directly to European oil companies, oil trading companies, independent filling stations, freight forwarders, municipal utilities and vehicle fleets. In addition VERBIO markets high-quality pharmaceutical glycerine for the consumer goods and cosmetics industry (glycerine is produced as a by-product in the production of biodiesel) as well as animal feed and fertiliser, a by-product of bioethanol and biomethane production. Within the Group, VERBIO Vereinigte BioEnergie AG acts as a management holding company. The operative business is conducted by the subsidiaries VERBIO Diesel Bitterfeld GmbH, VERBIO Diesel Schwedt GmbH & Co. KG, VERBIO Ethanol Schwedt GmbH & Co. KG, VERBIO Ethanol Zörbig GmbH & Co. KG, VERBIO Agrar GmbH, VERBIO Logistik GmbH and VERBIO Polska Sp. z o.o. The VERBIO share (ISIN DE000A0JL9W6/WKN A0JL9W) has been listed in the prime standard segment of the Frankfurt Stock Exchange since October 2006.

Important notice

This publication contains certain forward-looking statements concerning the VERBIO group of companies. The forward-looking statements contained herein represent the judgment of VERBIO as of the date of this release and involve risks and uncertainties. Should actual conditions differ from the Company's assumptions, actual results and actions may differ from those anticipated. VERBIO does not intend to update any of these forward-looking statements as far as the wording of the relevant publication is concerned.

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