



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

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

FOR IMMEDIATE RELEASE
AUG 7, 2018

SYMBOL: TSX: AGT

**AGT Food and Ingredients Provides Update on
Special Committee Process for Management Buyout Proposal**

REGINA, AUG 7, 2018 - AGT Food and Ingredients Inc. (“**AGT**” or the “**Company**”) (TSX:AGT) today announced that a special committee of independent directors comprised of Geoffrey S. Belsher (Chair), Marie-Lucie Morin, Drew Franklin, John Gardner and Greg Stewart (the “**Special Committee**”) has been established to evaluate the previously announced non-binding proposal (“**Proposal**”) from a group comprised of certain members of AGT’s management group, led by President and Chief Executive Officer, Murad Al-Katib, to privatize AGT.

The Special Committee has retained Goodmans LLP as its independent legal advisor, and has engaged TD Securities Inc. as its independent financial advisor to provide financial advice and, if requested, a formal valuation of AGT’s common shares as required under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* under applicable Canadian securities laws. The Special Committee and certain members of the buyer group have agreed to cooperate with each other for a period of 60 days (during which time the Special Committee has agreed not to solicit or consider alternative transactions) to facilitate the Special Committee’s evaluation of the Proposal. The Special Committee has been advised that the buyer group controls 27.5% of the Company’s outstanding common shares and that the buyer group is not prepared to support any alternative transactions.

The Special Committee has not made any determinations or recommendations with respect to the Proposal. The Special Committee reminds shareholders of AGT that the Proposal is non-binding and they need not take any action at this time. There is no set timetable for the Special Committee’s review of the Proposal and there can be no assurance that the Proposal or any other transaction will proceed. Neither AGT nor the Special Committee expect to make further public comment regarding these matters until the Special Committee approves a specific action or concludes its review.

AGT Food and Ingredients Inc. Profile

AGT Food and Ingredients Inc. 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 statements in this press release are forward-looking statements. The reader is cautioned that assumptions used in the preparation of such information, although considered reasonable by AGT at the time of preparation, may prove to be incorrect. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of AGT (including its operating subsidiaries) to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the risk that the transaction contemplated by the Proposal will not proceed, that the Proposal may be withdrawn or altered, the actual results of harvests, fluctuations in the price of lentils and other crops, failure of plant, equipment or processes to operate as anticipated, accidents or labour disputes, risks relating to the integration of acquisitions or to international operations, as well as those 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, and 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 statements, 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 statements 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 statements. 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