



# S&W Announces Upcoming Rights Offering

*S&W to Commence Rights Offering at \$3.50 per share*

## For Immediate Release

**Company Contact:**

Matthew Szot, Chief Financial Officer  
S&W Seed Company  
Phone: (559) 884-2535  
[www.swseedco.com](http://www.swseedco.com)

**Investor Contact:**

Robert Blum, Joe Dorame, Joe Diaz  
Lytham Partners, LLC  
Phone: (602) 889-9700  
[sanw@lythampartners.com](mailto:sanw@lythampartners.com)  
[www.lythampartners.com](http://www.lythampartners.com)

**HANFORD, California** – November 15, 2017 – S&W Seed Company (Nasdaq: SANW) today announced that it intends to formally commence its previously announced rights offering for up to 3,500,000 shares of its common stock at a subscription price equal to \$3.50 per share. Under the terms of the rights offering, on November 29, 2017, S&W Seed expects to distribute, at no charge, non-transferable subscription rights to purchase shares of its common stock to holders of record of its common stock, and warrants to purchase its common stock, as of 5:00 p.m., New York Time on November 22, 2017, the record date for the rights offering. Each whole subscription right will entitle the holder thereof to purchase one share of common stock at a subscription price equal to \$3.50 per share. Holders as of the record date that exercise their basic subscription rights in full will also have oversubscription rights, pursuant to which they may subscribe to purchase additional shares at the subscription price to the extent that not all basic subscription rights are exercised, subject to certain limitations and as more fully described in a prospectus relating to the rights offering. The subscription rights will be exercisable until 5:00 p.m. New York time, on December 19, 2017, unless extended.

As previously announced, the Company has also entered into an investment agreement with one of its existing stockholders, MFP Partners, L.P., pursuant to which MFP Partners has agreed to purchase, at the subscription price, any and all shares not purchased in the rights offering, on the terms and subject to the conditions of such investment agreement. The aggregate gross proceeds from the rights offering and this backstop commitment are expected to be \$12.25 million.

This press release does not constitute an offer to sell or the solicitation of an offer to buy securities, nor will there be any sale of any securities referred to in this press release in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state or jurisdiction. The rights offering will be made only by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended.



### **About S&W Seed Company**

Founded in 1980, S&W Seed Company is a global agricultural company, headquartered in the San Joaquin Valley of California. S&W's vision is to be the world's preferred proprietary seed company which supplies a range of forage and specialty crop products that supports the growing global demand for animal proteins and healthier consumer diets. S&W is a global leader in alfalfa seed, with significant research and development, production and distribution capabilities. S&W's capabilities span the world's alfalfa seed production regions, with operations in the Western United States, including the San Joaquin and Imperial Valleys of California, Australia, and Canada. S&W sells its seed products in more than 30 countries around the globe. S&W also provides hybrid sorghum and sunflower, and is utilizing its research and breeding expertise to develop and produce stevia, the all-natural, zero calorie sweetener for the food and beverage industry. For more information, please visit [www.swseedco.com](http://www.swseedco.com).

### **Safe Harbor Statement**

*This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" describe future expectations, plans, results, or strategies and are generally preceded by words such as "may," "future," "plan" or "planned," "will" or "should," "expected," "anticipates," "draft," "eventually" or "projected." Forward-looking statements in this release include, but are not limited to, statements regarding expected gross proceeds and plans, amounts, timing and expectations regarding participation in the rights offering. You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events, or results to differ materially from those projected in the forward-looking statements, including participation in the rights offering. These and other risks are identified in our filings with the Securities and Exchange Commission, including without limitation our Annual Report on Form 10-K for the fiscal year ended June 30, 2017 and in our other filings subsequent made with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made and are based on management's assumptions and estimates as of such date. S&W does not undertake any obligation to publicly update any forward-looking statements, whether as a result of the receipt of new information, the occurrence of future events or otherwise.*