

## 91.35% of Wessanen shares committed to Consortium

This is a joint press release by PAI Partners SAS ("PAI") and various entities (indirectly) controlled by or affiliated to Charles Jobson and/or his family members ("Charles Jobson"), acting jointly through Best of Nature Bidco B.V. ("Bidco", and together with PAI and Charles Jobson, the "Consortium" or the "Offeror"), and Koninklijke Wessanen N.V. ("Wessanen" or the "Company"), pursuant to the provisions of Section 4 paragraph 3 of the Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) (the "Decree") in connection with the recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of Wessanen (the "Offer"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Wessanen. Any offer will be made only by means of the offer memorandum dated 11 July 2019 (the "Offer Memorandum") approved by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) (the "AFM") and subject to the restrictions set forth therein. Terms not defined in this press release will have the meaning given thereto in the Offer Memorandum.

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**Paris, France / Boston Massachusetts, the U.S. / Amsterdam, the Netherlands – 6 September 2019**

With reference to the joint press releases dated 10 April, 8 May and 11 July 2019 and the Offer Memorandum, the Consortium and Wessanen jointly announce that after the expiry of the Offer Period today at 17:40 CET, 50,391,100 Shares representing 65.67% of the total number of Shares have been tendered for acceptance pursuant to the Offer. Together with 25.68% (being 19,704,297 Shares) of all Shares committed to Bidco by Charles Jobson in accordance with Section 5.10.1 (*Irrevocable Undertaking of the Co-Investor*) of the Offer Memorandum, these Shares represent in aggregate approximately 91,35% of the total number of Shares committed to the Consortium.

In accordance with Section 16 paragraph 1 of the Decree and Section 4.5 of the Offer Memorandum, the Consortium will announce whether it declares the Offer unconditional no later than Wednesday, 11 September 2019.

#### Further information

This announcement contains selected and condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Digital copies of the Offer Memorandum can be obtained through the websites of Wessanen ([www.wessanen.com](http://www.wessanen.com)) and PAI Partners ([www.paipartners.com](http://www.paipartners.com)). Copies of the Offer Memorandum are also available free of charge at the offices of Wessanen and the Exchange Agent at the addresses mentioned below. Digital copies of the Position Paper can be obtained through the websites of Wessanen ([www.wessanen.com](http://www.wessanen.com)).

For more information, please contact:

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#### Wessanen

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#### About PAI Partners

PAI Partners is a leading European private equity firm with offices in Paris, London, Luxembourg, Madrid, Milan, Munich, New York and Stockholm. PAI Partners manages EUR 13.4 billion of dedicated buyout funds. Since 1994, the company has completed 71 transactions in 11 countries, representing over EUR 50 billion in transaction value. PAI Partners is characterised by its industrial approach to ownership combined with its sector-based organisation. PAI Partners provides the companies it owns with the financial and strategic support required to pursue their development and enhance strategic value creation.

#### About Charles Jobson

Charles Jobson, CFA, has been a director at Good Times Restaurants Inc. (listed on NASDAQ) since May 24, 2018. He co-founded Delta

Partners, LLC in 1999 and serves as its portfolio manager. Charles Jobson has been a long-term shareholder of Wessanen since 2009. Charles Jobson has shown strong support for the current management of Wessanen and believes in the current strategy. He would like to continue investing in the business to unlock its further potential as a growth company.

### **About Koninklijke Wessanen**

Koninklijke Wessanen is a leading company in the European market for healthy and sustainable food. In 2018, revenue was EUR 628 million, and the company employed on average 1,350 people. With its purpose 'connect to nature' Wessanen focuses on organic, vegetarian, fair trade and nutritionally beneficial products. The family of companies is committed to driving positive change in food in Europe. Wessanen's own brands include many pioneers and market leaders: Allos, Alter Eco, Bjorg, Bonneterre, Clipper, Destination, El Granero, Isola Bio, Kallø, Mrs Crimble's, Tartex, Whole Earth and Zonnatura.

### **General restrictions**

The distribution of this press release may, in some jurisdiction other than the Netherlands, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and Wessanen disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither the Offeror, nor Wessanen, nor any of their advisors assumes any responsibility for any violation by any of these restrictions. Any Shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or the solicitation of an offer to buy or acquire the securities of Wessanen in any jurisdiction.

To the extent permissible under applicable law or regulation, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date hereof, and other than pursuant to the intended offer, directly or indirectly purchase, or arrange to purchase, ordinary shares in the share capital of Wessanen, that are the subject of the Offer. To the extent information about such purchases or arrangements to purchase is made public in the Netherlands, such information will be disclosed by means of a press release to inform Shareholders of such information. In addition, financial advisors to the Offeror may also engage in ordinary course trading activities in securities of Wessanen, to the extent permissible under law or regulation, which may include purchases or arrangements to purchase such securities.

### **Forward-looking statements**

Certain statements in this press release may be considered "forward-looking statements", such as statements relating to the impact of this transaction on the Offeror and Wessanen. Forward-looking statements include those preceded by, followed by or that include the words "anticipated," "expected" or similar expressions. These forward-looking statements speak only as of the date of this release. Although the Offeror and Wessanen believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, the Offeror's ability to achieve the anticipated results from the acquisition of Wessanen, the effects of competition (in particular the response to the transaction in the marketplace), economic conditions in the global markets in which the Offeror and Wessanen operate, and other factors that can be found in the Offeror's and Wessanen press releases and public filings. Neither the Offeror, nor Wessanen, nor any of their advisors, accepts any responsibility for any financial information contained in this press release relating to the business, results of operations or financial condition of the other or their respective groups. Each of the Offeror and Wessanen expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such forward-looking statement is based.

### **Attachment**

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