



PRESS RELEASE

Amersfoort, 9 February 2015

Nutreco announces results of Extraordinary General Meeting

The Extraordinary General Meeting, held on 9 February 2015, discussed the recommended public offer for Nutreco N.V. by SHV investments Ltd, an indirect wholly-owned subsidiary of SHV Holdings N.V., and passed a number of resolutions conditionally connected with this offer. The conditional resolutions passed will only take effect if and when Settlement of SHV's offer occurs.

Conditional changes in the composition of the Supervisory Board

- Mr J.M. de Jong, Mr A. Puri and Ms H.W.P.M.A. Verhagen have elected to voluntarily conditionally step down from their positions.
- Mr S.R. Nanninga (1957) has been conditionally appointed as member of the Supervisory Board for a first period of 4 years. Mr Nanninga is CEO and chairman of the executive board of directors of SHV Holdings N.V.
- Mr B.L.J.M. Beerkens (1963) has been conditionally appointed as member of the Supervisory Board for a first period of 4 years. Mr Beerkens is CFO and member of the executive board of directors of SHV Holdings N.V.
- Mr W. van der Woerd (1958) has been conditionally appointed as member of the Supervisory Board for a first period of 4 years. Mr van der Woerd is member of the executive board of directors of SHV Holdings N.V.

As per the Settlement Date and conditional upon Settlement of SHV's offer, the composition of the Supervisory Board shall be: Mr P.S. Overmars (Chairman and independent member), Mr J.A.J. Vink (independent member), Mr S.R. Nanninga, Mr B.L.J.M. Beerkens and Mr W. van der Woerd.

Additional resolutions adopted by the EGM

- Completion bonus of the Executive Board
- Conditional amendment of the Nutreco's Articles of Association
- Conditional discharge of Mr J.M. de Jong, Mr A. Puri and Ms H.W.P.M.A. Verhagen with respect to their duties and obligations performed and incurred in their respective capacity as member of the Supervisory Board until the EGM

Nutreco will hold its Annual General Meeting on 26 March 2015.

Chinese competition authorities grant clearance

With reference to the Offer Conditions (reference is made to paragraph 6.7 of the Offer Memorandum), Nutreco confirms that, in addition to the regulatory clearance from the European Union and the competition authorities of Brazil, Canada, Russia, Turkey and the United States of America, the Offeror has obtained regulatory clearance in connection with the Offer from the competition authorities of China. The Offeror is making good progress in obtaining regulatory clearance from the competition authorities of (i) Bosnia and Herzegovina and (ii) Ukraine.

Further information

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

A digital copy of the Offer Memorandum is available on the websites of Nutreco (www.nutreco.com) and SHV (www.shv.nl). Copies of the Offer Memorandum are also available free of charge at the offices of Nutreco, SHV and the Paying and Exchange Agent, who distributes the Offer Memorandum on behalf of the Offeror. The Nutreco website does not constitute a part of, and are not incorporated by reference into, the Offer Memorandum.

Nutreco will issue additional statements if and when appropriate.

This is an announcement in accordance with Section 4, paragraph 1 of the Netherlands Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) and Section 5:25i paragraph 2 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*).

END OF PRESS RELEASE

Note to the editor (not for publication)

This press release is also published in Dutch. In the event of differences, the English language version shall prevail as the authoritative version.

Driving sustainable growth

Nutreco's strategy 'Driving sustainable growth' is to grow and improve profitability by providing innovative and sustainable nutritional solutions for its customers. This will be realised by focusing on a higher value-added portfolio of nutritional solutions such as premixes, feed specialties and fish feed, and by expanding into the growth geographies of Latin America, Russia, Asia and Africa, which will see the largest increases in both production and consumption of animal protein food products.

Nutreco

Nutreco is a global leader in animal nutrition and fish feed. Our advanced feed solutions are at the origin of food for millions of consumers worldwide. Quality, innovation and sustainability are guiding principles, embedded in the Nutreco culture from research and raw material procurement to products and services for agriculture and aquaculture. Experience across 100 years brings Nutreco a rich heritage of knowledge and experience for building its future. Nutreco employs approximately 11,000 people in 35 countries, with sales in 80 countries. Nutreco is listed on the NYSE Euronext stock exchange in Amsterdam and reported annual revenue of € 5.3 billion in 2014.

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Cautionary note regarding forward-looking statements

This announcement contains forward-looking statements. Forward-looking statements are statements that are not based on historical fact, including statements about our beliefs and expectations. Any statement in this announcement that expresses or implies our intentions, beliefs, expectations or predictions (and the assumptions underlying them) is a forward-looking statement. Such statements are based on plans, estimates and projections as currently available to the management of Nutreco. Forward-looking statements therefore speak only as of the date they are made and we assume no obligation to publicly update any of them in the light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of significant factors could therefore cause actual future results to differ materially from those expressed or implied in any forward-looking statement. Such factors include but are not limited to conditions on the markets in Europe, the United States and elsewhere from which we derive a substantial portion of our revenue, potential defaults on the part of borrowers or trading

counterparties, the implementation of our restructuring programme including the envisaged reduction in headcount and the reliability of our risk management policies, procedures and methods. For more information on these and other factors, please refer to our annual report. The forward-looking statements contained in this announcement are made as of the date hereof and the companies assume no obligation to update any forward-looking statement contained in this announcement.