

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.

Consortium of PAI and Charles Jobson acquires Wessanen

Paris, France / Boston Massachusetts, the U.S. / Amsterdam, the Netherlands – 17 September 2019

With reference to the joint press releases dated 10 April, 8 May, 11 July, 6 September and 10 September 2019 and the Offer Memorandum, the Consortium and Wessanen jointly announce that, with the settlement today, the Consortium has concluded the acquisition of 91.39% of the Shares.

Transaction highlights

- Consortium has acquired 91.39% of the Shares
- Remaining Shares can still be tendered during the Post Acceptance Period, expiring at 17:40 hours on 25 September 2019

Settlement

The Offeror has acquired 50,601,266 Shares¹, representing approximately 65.60% of the Shares, against payment of an offer price of EUR 11.36 (cum dividend) in cash per Share (the "Offer Price") in respect of each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) as well as (i) 185,067 Shares representing approximately 0.24% of the Shares from Wessanen acting on behalf of the eligible employees in connection with the settlement of the Long Term Incentive Plan (the "LTIP") (see below) and (ii) 19,704,297 Shares representing approximately 25.55% of the Shares from Charles Jobson in accordance with Section 5.10.1 (*Irrevocable Undertaking of the Co-Investor*) of the Offer Memorandum, together representing in aggregate approximately 91.39% of the total number of Shares.

Given that all unvested Performance Incentive Shares were issued and have vested upon Settlement, the issued and the outstanding share capital of Wessanen has been increased with 395,233 Shares². Consequently, the total issued and outstanding share capital of

¹ Since the press release dated 6 September and 10 September 2019, the Offeror has received additional acceptances in the amount of 210,166 Shares which it accepted as defective tenders.

² The Offer Memorandum mentions a total number of outstanding Performance Incentive Shares of 366,234. Due to certain circumstances such as mandatory employer's contributions and certain eligible employees leaving Wessanen, the total number of issued Shares has, on balance, increased by 28,999 Shares compared to the total number of outstanding Performance Incentive Shares at the date of the Offer Memorandum.

Wessanen amounts to 77,130,732 Shares as of today. Wessanen today, acting on behalf of the eligible employees under its LTIP, sold 185,067 of the 395,233 newly issued Shares to the Offeror for an amount per Share equal to the Offer Price. The remaining 210,166 Shares were tendered under the Offer. Reference is made to the separate press release issued today by Wessanen relating to the settlement of the Performance Incentive Shares under Wessanen's LTIP.

Post Acceptance Period

The Shareholders who have not tendered their Shares during the Offer Period will have the opportunity to tender their Shares under the same terms and conditions as the Offer in a Post Acceptance Period (*na-aanmeldingstermijn*) which commenced at 09:00 hours CET on 11 September 2019 and will expire at 17:40 hours on 25 September 2019 (the "Post Acceptance Period").

During the Post Acceptance Period, Shareholders have no right to withdraw Shares from the Offer, regardless of whether validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) during the Offer Period or the Post Acceptance Period.

The Offeror will publicly announce the results of the Post Acceptance Period, including the total amount and total percentage of Shares held by or committed to it no later than the third Business Day following the last day of the Post Acceptance Period, in accordance with Article 17, paragraph 4 of the Decree.

The Offeror shall continue to accept for payment all Shares validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) during the Post Acceptance Period and will pay for these Shares within three Business Days following the last day of the Post Acceptance Period.

Announcements

Announcements in relation to the Offer will be issued by press release and will be available on the website of PAI Partners on behalf of the Offeror (www.paipartners.com) as well as on the corporate website of Wessanen (www.wessanen.com).

Subject to any applicable legal requirements and without limiting the manner in which the Offeror may choose to make any public announcement, the Offeror will have no obligation to communicate any public announcement other than as described above.

Further information

This announcement contains selected, 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) and PAI Partners (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).

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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.