

*This is a press release by Koninklijke Wessanen N.V. ("Wessanen" or the "Company") pursuant to the provisions of Section 17 paragraph 3 in combination with Section 13 of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "Decree") in connection with the intended public offer by Best of Nature Bidco B.V. ("Bidco"), an entity controlled by PAI Partners SAS ("PAI") and various entities (indirectly) controlled by or affiliated to Charles Jobson and/or his family members ("Charles Jobson", and together with Bidco and PAI, the "Consortium" or 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.*

## Wessanen announces issuance of shares to employees to settle employee incentive plan and other disclosures

Amsterdam, the Netherlands, 17 September 2019 - Following the announcement on 10 April 2019 that Wessanen and the Offeror reached conditional agreement on a recommended all-cash public offer for all issued and outstanding ordinary shares of Wessanen (the "Shares"), the Dutch public offer rules require Wessanen to announce in a press release all transactions by Wessanen relating to the Shares in its capital.<sup>1</sup> Accordingly Wessanen makes the disclosures below.

### Transactions related to Wessanen's Long Term Incentive Plan

Pursuant to the arrangements on the settlement of Wessanen's Long Term Incentive Plan (the "LTIP") described in section 6.10.2 of the Offer Memorandum, Wessanen has today issued a total number of 395,233 new Shares with a nominal value of EUR 1.00 each to 152 eligible employees. This group of eligible employees consists of a member of the executive board of Wessanen and certain managers and (senior) employees of Wessanen. The Shares were issued at par value, and, in accordance with the LTIP, with no consideration payable by the eligible employees. The Offer Memorandum mentions a total number of outstanding Performance Incentive Shares under the LTIP 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.

Following the issuance of such new Shares the total number of issued and outstanding Shares is 77,130,732. Wessanen does not hold any Shares in its own capital.

---

<sup>1</sup> Wessanen's authorised share capital consists of one class of shares, being ordinary shares.

In addition, Wessanen today, acting on behalf of the eligible employees, sold 185,067 of the 395,233 newly issued Shares to the Offeror for an amount per Share equal to the Offer Price. Details can be found in table below. The reason for selling such 185,067 newly issued Shares is that pursuant to the LTIP, the Shares are delivered to the eligible employees net of any withholding taxes or other withholdings due to any authority. Wessanen will transfer the proceeds to the relevant (tax) authorities. The remaining 210,166 out of the 395,233 Shares were tendered under the Offer.

Date	Transaction type	Total number Shares	Type of Shares	Volume weighted average price (€)
17 September 2019	Sale	185,067	Ordinary	11.36

The 185,067 newly issued Shares were all sold to the Offeror for an amount per Share equal to the Offer Price therefore, both the highest price per Share paid and the volume weighted average price is EUR 11.36 per Share.

Wessanen does not hold any shares in the capital of the Offeror. Other than the shareholding described in the joint press releases of 10 April, 10 September and 17 September 2019 and the information available in the AFM's register of substantial holdings and gross short positions,<sup>2</sup> Wessanen is not aware of the Offeror, PAI or Jobson holding Shares in Wessanen.

Wessanen will make filings and/or further announcements in relation to aforementioned transactions in accordance with applicable laws.

## For information contact

Hill+Knowlton Strategies  
Ingo Heijnen  
Phone +31 6 55867904  
Ingo.Heijnen@hkstrategies.com

## Company profile

Wessanen is a leading company in the European market for healthy and sustainable food. In 2018, our revenue was €628 million and we employed on average 1,350 people. Our purpose is 'connect to nature' and we focus on organic, vegetarian, fair trade and nutritionally beneficial products.

Our family of companies is committed to driving positive change in food in Europe. Our 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.

<sup>2</sup> <https://www.afm.nl/en/professionals/registers/meldingenregisters/substantiele-deelnemingen>