



Wessanen EGM approves all resolutions related to the recommended public offer by the Consortium

This is a press release by Koninklijke Wessanen N.V. ("Wessanen" or the "Company") in connection with the public offer by PAI Partners SAS and various entities (indirectly) controlled by or affiliated to Charles Jobson and/or his family members, acting jointly through Best of Nature Bidco B.V., 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 EGM approves all resolutions related to the recommended public offer by the Consortium

On 29 August 2019 Wessanen held an extraordinary general meeting of shareholders (the "EGM") to explain and discuss the recommended public offer by the Consortium. At the EGM all resolutions were approved.

Frank van Oers, Chairman of the Supervisory Board: *"With the shareholders at the EGM agreeing to these resolutions we have reached a key milestone in the acquisition process, bringing a successful conclusion closer. This is important news for all shareholders considering to tender their shares."*

The resolutions related to the public offer include the Post-Closing Restructuring Resolution, the conditional appointment of Mrs d'Engremont, Mr Monier, Mrs Simonse, Mr Jobson and Mr Suberbielle as members of the Supervisory Board, the conditional granting of full and final discharge from liability to all members of the Supervisory Board and the Executive Board and the conditional conversion and amendment articles of association of Wessanen. In addition, the EGM approved the appointment of Mr De Gantes as CFO and member of the Executive Board.

Because the Post-Closing Restructuring Resolution has been adopted, the minimum acceptance level threshold has been lowered from 95% to 80%. Reference is made to section 5.7 of the Offer Memorandum.

The EGM presentation as well as the voting results can be found in the Investor Relations section of the Wessanen website www.wessanen.com

Wessanen and the Consortium continue to work constructively to satisfy other Offer Conditions and are making timely progress, anticipating that the Offer Period closes on 6 September 2019 and settlement of the Offer will take place in Q3 2019, as planned. Please see the Offer Memorandum for information on how shareholders can tender their Shares under the Offer.

Further information

This announcement contains select, 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 Statement can be obtained through the websites of Wessanen (www.wessanen.com).

Media, investor & analyst enquiries

Ingo Heijnen (Hill+Knowlton Strategies)
Phone +31 (0)6 5586 7904
Email Ingo.Heijnen@hkstrategies.com

Settlement Agent

ABN AMRO Bank N.V.
Global Markets I Corporate Broking
Gustav Mahlerlaan 10,
(1000 EA) Amsterdam, the Netherlands
T: +31 (0)20 344 2000 E:
corporate.broking@nl.abnamro.com

Wessanen

Koninklijke Wessanen N.V.
Hoogoorddreef 5 Atlas Arena,
(1101 BA) Amsterdam, the Netherlands

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.

Attachment

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