

This is a joint press release by PAI Partners SAS ("PAI") and various entities (indirectly) affiliated to Charles Jobson and/or his family members ("Charles Jobson", and together with PAI, the "Consortium"), and Koninklijke Wessanen N.V. ("Wessanen" or the "Company"), pursuant to the provisions of Section 7 Paragraph 1 sub a of the Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) (the "Decree") in connection with the intended public offer by the Consortium for all the issued and outstanding shares in the capital of Wessanen. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada or Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.

## **Update on intended offer by PAI and Charles Jobson for Wessanen**

**Paris, France / Boston Massachusetts, U.S. / Amsterdam, the Netherlands - 8 May 2019**

Reference is made to the joint press release by Wessanen and the Consortium of PAI Partners and Charles Jobson dated 10 April 2019 in respect of the intended recommended public offer to be made by the Consortium for all the issued and outstanding shares of Wessanen (the "Shares") at an offer price of EUR 11.50 in cash per share (cum dividend) (the "Offer"). Taking into account that a EUR 0.14 dividend has been paid in respect of the Shares on 18 April 2019, the consideration to be received by the shareholders of Wessanen if and when the Offer is declared unconditional will be adjusted to EUR 11.36 per Share.

Pursuant to the provisions of Section 7, paragraph 1 sub a of the Decree, the Consortium is required to publish a public announcement that states whether the Consortium intends to submit an application for approval of the offer memorandum in relation to the Offer to the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*; the "AFM") within four weeks following its announcement of 10 April 2019. The Consortium and Wessanen hereby provide this joint update on the Offer.

The Consortium and Wessanen confirm that they are making good progress on the preparations for the Offer. The Consortium expects to submit a request for review and approval of the offer memorandum in relation to the Offer with the AFM and expects to do so in June 2019, before the applicable deadline under Dutch law.

In addition, the Consortium and Wessanen confirm that the process to obtain the required regulatory clearance for the Offer is proceeding. Based on the required steps and subject to the necessary approvals, the Consortium and Wessanen anticipate that the Offer will close in September 2019.

### **Acceptance by board members**

All members of the executive board and supervisory board of Wessanen who hold Shares for their own account will tender those Shares into the Offer, if and when made, under the same terms and conditions as described in the Offer Memorandum.

### **Other**

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, shares in the capital of Wessanen, that are the subject of the intended Offer. Such purchases will be made in accordance with Dutch law and, if applicable, US rules and regulations.

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.

For more information, please contact:

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**About Koninklijke Wessanen**

Koninklijke Wessanen is a leading company in the European market for healthy and sustainable food. In 2018, revenue was €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.

**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 manages €12.3 billion of dedicated buyout funds. Since 1994, the company has completed 69 transactions in 11 countries, representing over €50 billion in transaction value. PAI is characterised by its industrial approach to ownership combined with its sector-based organisation. PAI Partners provide the companies they own with the financial and strategic support required to pursue their development and enhance strategic value creation. [www.paipartners.com](http://www.paipartners.com)

**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.