

This is a press release by Koninklijke Wessanen N.V. ("Wessanen" or the "Company") pursuant to the provisions of Sections 5 paragraph 4 and 6 paragraph 2 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. ("the Offeror"), an entity controlled 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"), for all the issued and outstanding ordinary 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 in Wessanen. Any offer will be made only by means of an offer memorandum approved by the AFM. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada and Japan.

Wessanen announces issuance of shares to employees to meet existing obligations under employee incentive plans and other disclosures

Amsterdam, the Netherlands, 2 May 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.¹ Accordingly Wessanen makes the disclosures below.

Transactions related to Wessanen's Long Term Incentive Plan and Share Matching Plan

Today, in order to meet its obligations under its Long Term Incentive Plan (the "LTIP") and its Share Matching Plan (the "SMP"), Wessanen issued a total number of 190,871 new Shares with a nominal value of EUR 1.00 each to 60 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 and SMP, with no consideration payable by the eligible employees.

Following the issuance of such new Shares the total number of issued and outstanding Shares is 76,735,499. Wessanen does not hold any Shares in its own capital.

In addition, Wessanen today, acting on behalf of the eligible employees, sold 85,604 of the 190,871 newly issued Shares (details can be found in table below). The reasons for selling such 85,604 newly issued Shares are twofold:

- pursuant to the LTIP and SMP, the Shares are delivered to the eligible employees net of any withholding taxes or other withholdings due to any authority. In connection with such withholdings, 74,942 newly issued Shares were sold. Wessanen will transfer the proceeds to the relevant (tax) authorities; and

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

- in addition, 10,662 newly issued Shares were sold at the request of eligible employees. Wessanen will transfer the proceeds to the relevant eligible employees.

Date	Transaction type	Total number Shares	Type of Shares	Volume weighted average price (€)
2 May 2019	Sale	85,604	Ordinary	11.48

The 85,604 newly issued Shares were sold in one transaction, therefore the highest price per Share paid in this transaction is equal to the volume weighted average price of EUR 11.48 per Share.

Wessanen does not hold any shares in the capital of the Offeror. Other than the shareholding described in the announcement of 10 April 2019, 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.

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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.