

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") and Wessanen B.V. (previously named: Koninklijke Wessanen N.V.) ("Wessanen").

## **Wessanen shareholders can voluntarily transfer their shares to Bidco before 7 May 2020**

Paris, France / Boston Massachusetts, the U.S. / Amsterdam, the Netherlands – 14 April 2020

- Judgment rendered by the Enterprise Chamber in the squeeze-out proceedings on Wessanen shares
- Price per share equal to offer price of EUR 11.36 plus statutory interest as of 30 September 2019
- Voluntary transfer of shares to Bidco possible between 14 April 2020 and 7 May 2020, at 15:00 hours CET
- Transfer by operation of law into consignment for shares not voluntarily transferred will occur on or about 11 May 2020

### **Squeeze-out proceedings**

On 31 March 2020, the Enterprise Chamber of the court of Appeal in Amsterdam, the Netherlands, rendered its judgement in the squeeze-out proceedings (*uitkoopprocedure*) initiated by Bidco in order to acquire any shares of Wessanen not already acquired by Bidco in connection with its successfully completed public offer for all issued and outstanding ordinary shares in the share capital of Wessanen (the "Shares").

The Enterprise Chamber ordered all remaining shareholders in Wessanen to transfer the unencumbered right to their Shares to Bidco. It determined that EUR 11.36, the same price paid by Bidco to shareholders in connection with the public offer, is the fair price per Share, subject to statutory interest calculated from 30 September 2019 until the date of transfer of the Shares. Bidco was ordered to pay this price plus interest in exchange for the transfer of the unencumbered right to the Shares.

### **Voluntary transfer**

Bidco calls upon the Wessanen shareholders to effect the voluntary transfer to Bidco of the unencumbered right to the Shares between 14 April 2020 and 7 May 2020, at 15:00 hours CET, by instructing their bank, broker or other financial intermediary to have their shares transferred to ABN AMRO Bank N.V. i.f.o. Euroclear Nederland account 28001 NDC 106 (NECIABNANL2AAGS106L10), for further credit to Bidco's securities account 85.74.20.658.

On or around 8 May 2020, Bidco will pay the price set by the Enterprise Chamber of EUR 11.50 (existing of EUR 11.36 plus statutory interest) to those Wessanen shareholders that have voluntarily transferred their Shares before 7 May 2020, at 15:00 hours CET. No brokerage or bank fees or costs incurred by such Wessanen shareholders will be reimbursed by Bidco.

Wessanen shareholders who have no securities account should contact Wessanen (corporate.communications@wessanen.com) for additional information on how they can transfer their Shares to Bidco.

**Transfer by operation of law**

On or around 11 May 2020, Bidco shall, in respect of all Shares that are not voluntarily transferred in the above-mentioned manner, pay the price set by the Enterprise Chamber of EUR 11.50 (existing of EUR 11.36 plus statutory interest) into consignment with the consignment fund of the Dutch Ministry of Finance (*Consignatiekas van het Ministerie van Financiën*). Upon such payment, the unencumbered title to such Shares will transfer to Bidco by operation of law. Wessanen shareholders may request the Dutch consignment office for payment of the price plus interest for their Shares.