

PRESS RELEASE AS OF JUNE 7, 2018

FILLING OF A DRAFT RESPONSE DOCUMENT OF THE COMPANY

NATUREX

**IN THE FRAME OF THE TENDER OFFER TARGETING ITS SHARES
INITIATED BY**



This press release is published pursuant to Article 231-17 of the French stock market authority (*Autorité des Marchés Financiers*) (the “AMF”) general regulation.

The proposed tender offer, the draft offer document and the draft response document remain subject to the examination of the AMF.

The draft response document (the “**Draft Response Document**”) is available on the Naturex (<http://www.naturex.fr>) (the “**Company**”) and the AMF (www.amf-france.org) websites. It may also be obtained free of charge at the Company's registered office at 250 rue Pierre Bayle BP 81218 - 84911 Avignon.

In accordance with the provisions of Article 231-28 of the AMF general regulation, information relating to the Company (notably, legal, financial and accounting information), shall be filed with the AMF and made available to the public, at the latest on the day preceding the opening of the Offer (as defined below), in the same manner.

Financial advisors of Naturex



CONTENTS

1.	KEY TERMS OF THE OFFER	1
2.	REASONED OPINION OF THE COMPANY'S BOARD OF DIRECTORS	2
3.	REPORT OF THE INDEPENDENT EXPERT	6
4.	OPINION OF THE WORKS COUNCIL	6

1. KEY TERMS OF THE OFFER

Pursuant to Title III of Book II, and more specifically Articles 233-1 and 234-2 of the AMF general regulation, Givaudan SA, a public limited company organized and existing under Swiss law with a share capital of CHF 92,335,860, having its registered office at Chemin de la Parfumerie 5 - 1214 Vernier (Switzerland) and registered with the Trade Registry of Geneva (Switzerland) under identification number CHE-100.284.341 (the “**Offeror**” or “**Givaudan**”), irrevocably offers to the shareholders of Naturex, a public limited company with a capital of 14,353,426,50 euros, having its registered office at 250, rue Pierre Bayle, BP 81218 84911 Avignon (France), registered in the Trade and Companies Registry of Avignon under number 384 093 563 (the “**Company**”) and whose shares are admitted to trading on the regulated market of Euronext in Paris under trading code FR0000054694, to acquire any and all of their shares of the Company at a price of 135 euros per share, payable exclusively in cash (the “**Offer**”).

The Offer thus concerns:

- any and all of the Company's outstanding shares not held directly or indirectly by the Offeror as of the date of the Draft Offer Document, excluding treasury shares, on the basis of a total number of 9,568,951 Company shares making up its share capital as of June 4, 2018;
- additional shares that (i) may be issued before the closing of the Offer or reopened Offer as a result of the exercise of Company stock options or performance shares granted to employees and corporate officers of the Company and its subsidiaries and (ii) are not subject to a lock-up period requirement.

The Offer will be open for an initial period of 25 trading days.

Subject to the waiver of cases of unavailability as provided for by applicable legal, regulatory and contractual provisions (*i.e.* death or disability of the beneficiary), the following shares may not be tendered in the Offer:

- shares that will be issued as a result of the exercise of stock options and whose lock-up period will not have expired on the closing date of the Offer or, if applicable, the reopened Offer;
- performance shares granted to employees and corporate officers of the Company or its subsidiaries, in accordance with the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, the vesting period of which will not have expired on the closing date of the Offer or, if applicable, the reopened Offer.

Hereinafter collectively referred to as (the “**Unavailable Shares**”).

Holders of Unavailable Shares have been offered a liquidity commitment under the terms set forth below.

Pursuant to the provisions of Article 231-9 I of the AMF general regulation, the Offer will lapse if, on the closing date of the Offer, the Offeror does not hold, either alone or in concert, a number of Company shares representing a fraction of the capital or voting rights of the Company exceeding 50%.

In accordance with the provisions of Article 231-13 of the AMF general regulation, BNP Paribas, acting on behalf of the Offeror as the financial institution presenting the Offer, filed with the AMF on June 7, 2018 a draft offer document relating to the Offer (the "**Draft Offer Document**"), it being specified that BNP Paribas guarantees the content and the irrevocable nature of the commitments made by the Offeror in this context.

The terms of the Offer are described in greater detail in section 2 of the Offeror's Draft Offer Document.

2. REASONED OPINION OF THE COMPANY'S BOARD OF DIRECTORS

In accordance with the provisions of Article 231-19 of the AMF general regulation, the Company's Board of Directors met on June 6, 2018 in order to, among other items on the agenda, examine the Draft Offer Document and make a reasoned opinion on the merits of the Offer and the consequences thereof for the Company, its shareholders and employees.

All members of the Board of Directors were present or represented at this meeting, namely:

- Mr Olivier Rigaud, director and CEO;
- Ms Anne Abriat, independent director;
- Ms Miriam Maes, independent director, who gave a power of attorney to Ms Anne Abriat;
- Ms Isabelle de Cremoux, independent director; and
- Mr Daniel Chéron, independent director, appointed as Chairman during the meeting.

The Board of Directors, excluding Mr. Olivier Rigaud who did not take part in the vote due to his position of CEO of Company, has thus delivered the following reasoned unanimously opinion of its independent members present and represented:

“The Chairman indicated to the Board of Directors members that it is their responsibility, pursuant to Article 231-19(4) of the AMF General Regulation, to examine the draft offer and to issue a reasoned opinion on the merits of the offer for the Company, its employees and shareholders.

The Chairman reminded the Board of Directors members that:

- *the offer results from the offeror's acquisition, directly and indirectly, on June 4, 2018, of 3,872,645 Company shares, together representing 40.47% of the Company's share capital, pursuant to off-market acquisitions concluded with the companies ISERA & SCALDIS SUGAR, LA SOCIÉTÉ FINANCIÈRE DES SUCRES, UNIGRAINS, CARAVELLE as well as Mr Paul Lippens and Mr Olivier Lippens;*
- *EIGHT ADVISORY, represented by Mr Geoffroy Bizard, was appointed, pursuant to Article 261-1 of the AMF General Regulation, on April 3, 2018 by the Company's Board of Directors as independent*

expert in charge of the preparation of a report on the financial terms of the offer and the possible mandatory squeeze-out;

- the Board of Directors also appointed, to monitor the work of the independent expert appointed, an ad hoc committee comprised of Mr Daniel Chéron and Ms Anne Abriat which met on May 4, 2018.*

The Chairman informed the Board of Directors members that the Company's Works Council delivered its opinion on May 24, 2018 and that EIGHT ADVISORY submitted its written report on June 6, 2018.

The Chairman reminded the Board of Directors members of the reasons and the main terms of the contemplated combination between the Company and GIVAUDAN, namely that:

- the offer price is 135 euros per Naturex share;*
- the offer targets any and all of the Company's shares not held by the offeror, subject to the exceptions set forth in the draft offer document;*
- the offeror has not included any condition precedents in its offer (without prejudice to the mandatory offer obsolescence if the offeror does not reach at least 50% of the capital or voting rights of the Company at the closing of the offer);*
- the offeror has stated its intention to implement a mandatory squeeze-out should it come to hold, following the offer, more than 95% of the Company's share capital and voting rights.*

The Chairman stated that the offer is expected to be filed with the AMF on June 7, 2018.

The Chairman recalled that the Board of Directors members had previously received the following documents, which was acknowledged by the Board of Directors members:

- the share transfer agreement entered into on March 26, 2018 between GIVAUDAN as purchaser and ISERA & SCALDIS SUGAR, LA SOCIÉTÉ FINANCIÈRE DES SUCRES, UNIGRAINS on the first part, Mr Paul Lippens and Mr Olivier Lippens on the second part and CARAVELLE on the third part as sellers;*
- the memorandum of understanding entered into between NATUREX and GIVAUDAN on March 26, 2018;*
- GIVAUDAN's draft offer prospectus which notably contains the reasons and features of the offer, the intentions of the offeror and the criteria for determining the offer Price prepared by BNP PARIBAS in its capacity as presenting bank of the offer;*
- the Company's draft response document;*
- the opinion of the Company's Works Council issued on May 24, 2018;*
- the report drawn up by EIGHT ADVISORY, appointed as independent expert, on the financial terms of the offer followed, if applicable, by a mandatory squeeze-out.*

The Chairman first invited the Board of Directors members to review the intentions of the offeror contained in the draft offer document and to consider the consequences of the offer for the Company.

In this respect, the Board of Directors acknowledged in particular that:

- the offeror has an in-depth knowledge of the Company's activities and markets;*
- the offeror backs, and intends to strengthen and support, the Company's development strategy;*
- the offer is part of GIVAUDAN's overall strategy to strengthen its capabilities in the field of natural ingredients;*
- the strong complementarity of the GIVAUDAN's and of the Company's activities (leader in the market of artificial flavours and fragrances and leader in the field of plant-based speciality natural ingredients used in both the beauty and nutrition fields respectively) should allow them to diversify their markets, thus ensuring a better revenue stability, or even an increase in the Company's business;*
- the synergy of expertise between GIVAUDAN and Givaudan should also facilitate their work on the development of new products incorporating both natural ingredients and flavours;*
- the offer should ultimately offer a unique opportunity to create a world-class group (with approximately 14,000 employees worldwide and total consolidated turnover of approximately 4.7 billion euros) ideally positioned to offer a diverse range of products across a significant number of countries.*

Finally, the Chairman invited the Board of Directors members to examine the consequences of the offer for the employees of the Company.

In this respect, the Board of Directors acknowledged in particular that:

- the offeror has made certain declarations concerning social matters that have been presented in its draft offer prospectus under the heading "Orientation with regard to employment";*
- the offeror has confirmed, pursuant to the draft offer document and the information provided by the offeror to the Company's Works Council, its intention (i) to have the activities of the Avignon site retain their legitimacy, (ii) that the production capacity would remain in Avignon and no relocation of the production tools and sites is anticipated, (iii) that its objective is to convert Naturex's registered office in Avignon to one of its excellence production centres dedicated to the development of natural and "clean label" ingredients, as well as the operational headquarters of the Naturex brand, (iv) that the offer should have no particular negative impact on employment and human resources management insofar as this combination is part of a strategy supporting the development of Naturex's business, (v) to treat the Company's employees fairly and to offer them working conditions that comply with the highest standards, particularly with regard to health and safety standards, and (vi) not to consider any change in the size and structure of the workforce;*
- at its meeting of May 24, 2018, the Company's Works Council issued unanimously a favourable opinion on the offer;*

- *employees of the Company (i) beneficiaries of performance shares or holders of shares resulting from the exercise of stock options which may not (except under the exceptional legal or regulatory cases for the waiving unavailability, i.e. in case of death or disability of the beneficiary) be tendered to the offer or the Reopened offer or (ii) the beneficiaries of performance shares and holders of Naturex shares resulting from the exercise of stock options which would not have not tendered their shares to the offer or to the Reopened offer and whose shares have not been subject to a mandatory squeeze-out will benefit, under certain conditions, from a liquidity mechanism.*

The Chairman then invited the Board of Directors members to examine the consequences of the offer for the shareholders of the Company.

In this respect, the Board of Directors acknowledged in particular that:

- *the offer Price of 135 euros corresponds to the price at which the block transfer was carried out pursuant to the share transfer agreement;*
- *the offer Price of 135 euros per Naturex share represents a premium of 42.1% on the closing price of Naturex on March 23, 2018, the day preceding the announcement of the offer, and premiums of respectively 41.5%, 46.8%, 47.1% and 52.8%, on the 1-, 3-, 6- and 12-month pre-announcement average of the daily prices weighted by transaction volume;*
- *the work of the independent expert, based on a multi-criteria analysis, outlined that the offer Price is above to the outcome of the assessments performed;*
- *the conclusions of the independent expert, according to which the offer Price of 135 euros per Naturex share offered to the shareholders of the Company in the offer, as well as in the potential squeeze-out procedure, is fair.*

In view of the foregoing, after discussions and taking into account the unique opportunity represented by the proposed combination and potential benefits that are expected for Naturex, the Board of Directors members unanimously (excluding Mr. Olivier Rigaud who did not take part in the vote):

- *approved the offer on the terms and conditions set forth in the aforementioned documents and considered that the offer is in the best interest of the Company, its employees and its shareholders;*
- *recommended to the shareholders of the Company to tender their shares to the offer;*
- *approved the draft response document submitted to it for review;*
- *confirm that the treasury shares held by the Company (i.e., 4,637 at June 4, 2018) will not be tendered to the offer.*

The Board of Directors members also confirm their intention to tender their shares of the Company to the offer, save for the shares they must hold as member of the Board of Directors.”.

3. REPORT OF THE INDEPENDENT EXPERT

In accordance with Article 261-1 of the AMF general regulation, the firm Eight Advisory was appointed on April 3, 2018 by the Company's Board of Directors as independent expert in charge of the preparation of a report on the financial terms of the Offer and of the possible mandatory squeeze-out procedure.

The conclusion of the report, drawn up by Eight Advisory on June 6, 2018, is reproduced in its entirety below:

“We have been appointed as independent expert by the Board of Directors of Naturex S.A. in accordance with article 261-1 I 1° and 2° and II of the General regulations of the AMF, which is now directly and indirectly held up to 40,47% by Givaudan.

Our assignment consisted of assessing the fairness of the price offered by Givaudan to the shareholders of Naturex in the framework of the Public Tender Offer possibly followed by a Squeeze-Out.

The present Offer results from the acquisition by Givaudan of a 40,47% shareholding in the Company from Isera and Scaldis Sugar, Société Financière des Sucres, Unigrains, Mr Paul Lippens, Mr Olivier Lippens and Caravelle.

The price offered to Naturex shareholders, the same as that paid to the selling shareholders, is €135 per share.

On completion of our work, we observe that this price of €135 shows a premium of:

- 42,1% to the last share price before the announcement.*
- 41,5% to the one-month average price weighted by volumes.*
- 20% to the central value per share derived from our DCF analysis.*
- 32% to the central value per share derived from the EVA method.*

Between 21% and 48% to the prices derived from the market multiples method.

Between 11% and 70% to the prices derived from the comparable transactions method.

In this context, given the above findings, our opinion is that the price offered of €135 per share in the Public Tender Offer is fair from a financial point of view for the shareholders of Naturex S.A., including in the case of a Squeeze-Out.”.

4. OPINION OF THE WORKS COUNCIL

**“MINUTES OF THE
ORDINARY MEETING OF THE WORKS COUNCIL
DATED MAY 24, 2018**

Present:

- Management: Sabine Daugey - Miroslav DIMITREJEVIC - Amandine Mercier*

- *WC: Corinne Riéfa - Emilie Niemetzky - Aymerick Leroi - Roman Tourtois - Philippe Paschen - Abdelhamid Merabet*

Subject: WC Consultation regarding Givaudan's proposed tender offer targeting Naturex: WC opinion.

The works council was informed on April 27, 2018 of the proposed business combination between the companies Naturex and Givaudan, through a tender offer initiated by Givaudan, which will follow the acquisition by Givaudan of a block of 3,872,645 shares of the Company, representing approximately 40.47% of its share capital.

As presented to us, this business combination is part of Givaudan's strategy to strengthen its expertise in plant extraction and the development of natural ingredients. The combined companies would thus offer a broader product portfolio to their customers. It is expected that pooling the resources, skills and industrial tools of both companies would allow them to accelerate their growth around the world while maintaining their own identities.

On May 14, 2018, we were able to interview the legal representative of Givaudan, Mr. Gilles Andrier, and discuss with him the requests for additional information that we had made.

In light of the information making available to us and the explanations provided to us, we believe that the proposed business combination represents an opportunity for the Naturex group to accelerate its development and growth. With regard to the social aspect, we take note of Givaudan's declarations to maintain production capacity in Avignon and to make Naturex's headquarters in Avignon one of the centers of excellence of the new group resulting from the business combination as well as the operational headquarters of the Naturex brand.

Under these circumstances, the works council, with the unanimous approval of its members present, delivers a favourable opinion on the proposed tender offer initiated by Givaudan and targeting Naturex, in the terms presented to it, it being specified that we will remain vigilant with respect to the declarations made by Givaudan regarding the social aspect.”

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For all information related to this operation: www.opa-naturex.com

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- **Upcoming events FY2017**

- Annual General Meeting (Avignon) June 21, 2018

**You can receive all financial information of Naturex free of charge
by signing up at: www.naturex.com**

About Naturex

Naturex sources, manufactures and markets natural speciality ingredients for the food, health and cosmetic industries. As the Natural Maker, the company actively supports the global shift from synthetic to natural through an offer built on two main focus areas: My Natural Food and My Natural Selfcare. Naturex's portfolio includes colours, antioxidants, speciality fruits & vegetables, phytoactives, and numerous other plant-based natural ingredients, designed to create healthy, authentic and effective products.

The Group's strong commitment to quality, sustainability, continuous innovation process, and the talent of its people are at the heart of its success.

Headquartered in Avignon, France, Naturex has experienced steadily-increasing growth throughout the last 25 years. The Group employs 1,700 people worldwide and in 2017 had revenue of €104.9 million.

The Group is listed on Euronext Paris, Compartment B - Index: Euronext Next 150, Enternext CAC PEA-PME 150, CAC Small & Mid, CAC Small, Gaïa - Ticker: NRX - Reuters: NATU.PA - Bloomberg: NRX:FP - DR SYMBOL: NTUXY

*The Offer is made to the shareholders of the Company located in France, in Switzerland and in the United States. In respect of other jurisdictions, the Offer is not being made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws and regulations in that jurisdiction (a “**Restricted Jurisdiction**”), and the Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of the Draft Offer Document, this Offer Response Document, and any accompanying document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving such document, and any accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer.*

The publication of the Draft Offer Document, the Offer, the Draft Response Document and the acceptance of the Offer, as well as the delivery of Naturex shares, may, in certain jurisdictions, be subject to specific regulations or restrictions (including the necessity to file a prospectus or to accomplish formalities required under local law). The Offer is not opened or subject to the control and/or the authorization of any regulatory authorities outside of France and no formalities will be initiated in this respect. Neither the present document, nor any document relating to the Offer constitute an offer with a view to acquire or sell financial titles nor do they constitute a solicitation in view of such an offer in any jurisdiction where such solicitation would be deemed illegal, could not be made in a valid way (outside of France, Switzerland and the United States) or would require the publication of a prospectus or the fulfilment of any other formality in application of local law. The shareholders of the Company located outside of France, Switzerland or the United States can only participate in the Offer if such participation is authorized under the local law to which they are subject; the Offer is not made to persons subject to such restrictions, directly or indirectly and will not, in any case, be open for acceptance from a Restricted Jurisdiction.

As a consequence, persons in possession of this document are required to seek out information about the local restrictions that may apply to their case and to be in conformity with such restrictions and provisions. Failure to comply with any of these restrictions may constitute a violation of applicable laws and regulations. The Offeror declines any responsibility whatsoever in case of violation of these rules by any person.

If you are a resident of the United States, you should be aware of the following:

*The Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934 (the “**Exchange Act**”), and otherwise in accordance with the requirements of the laws of France.*

The Offer is for the securities of a company organized under the laws of France and is subject to the procedural and disclosure requirements arising under French law, which are different from those arising under U.S. law. Accordingly, the Offer is subject to certain procedural and disclosure requirements, including with respect to withdrawal rights, settlement procedures and the timing of payments, which may differ from those applicable under U.S. domestic tender offer procedures and laws. Givaudan understands that no American Depositary Shares representing Naturex shares have been issued under Naturex' American Depositary Receipts facility and, accordingly, the Offer is not being made for any American Depositary Shares.

In accordance with, and to the extent permitted by, applicable law, normal French market practice and Rule 14e-5 of the Exchange Act, Givaudan or its affiliates or its nominees or its brokers (acting as agents) or affiliates of Givaudan's financial advisors may from time to time make certain purchases of, or arrangements to purchase, Naturex shares outside of the United States other than pursuant to the Offer and before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Such purchases, or arrangements to purchase, will comply with all applicable French rules and Rule 14e-5 of the Exchange Act. Any information on such purchases will be publicly disclosed in the United States to the extent that such information is made public in France.

It may be difficult for U.S. shareholders of the Company to enforce their rights and any claims arising out of U.S. securities laws, since each of the Company and Givaudan are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. shareholders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Neither the U.S. Securities and Exchange Commission nor any securities commission of any state of the United States has approved or disapproved of the Offer; passed upon the merits or fairness of the Offer or passed upon the adequacy or accuracy of the disclosure in the Draft Offer Document or this document. Any representation to the contrary is a criminal offense in the United States.

The receipt of cash pursuant to the Offer by a U.S. shareholder of Naturex shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws. Each Naturex shareholder located or resident in the United States is urged to consult with its independent professional advisor regarding any acceptance of the Offer, including, without limitation, to consider the tax consequences associated with such shareholder's election to participate in the Offer.