



Royal Wessanen nv

Corporate Communications

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press release

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Utrecht, March 8, 2010

Wessanen announces an offering of new ordinary shares

- Royal Wessanen N.V. (“Wessanen” or the “Company”) today announces the launch of an equity offering (the “Offering”) of up to 6,835,910 newly issued ordinary shares (the “Shares”), representing up to 9.99% of the Company's outstanding share capital
- The Offering will be executed by way of an accelerated bookbuild offering launched immediately. The book is expected to close on 9 March 2010
- The Shares will be offered to institutional and other qualified investors in the Netherlands and abroad, on a non pre-emptive basis
- The Company will use the net proceeds of the Offering to strengthen its balance sheet, thereby providing financial flexibility to carry out its strategic and operational plans. The Company and its management have agreed with the Global Coordinator on a lock-up of 180 days following completion of the Offering
- The final terms of the Offering, including the final offer price and number of Shares to be issued, will be announced after closing of the book.

The Offering

Fortis Bank Nederland is acting as Sole Global Coordinator and Sole Bookrunner for the Offering. The placing price and the exact number of Shares placed in the Offering will be determined on the outcome of an accelerated bookbuild process and will be announced in a subsequent press release.

The book will open with immediate effect and the closing of the book is expected tomorrow at 17h30 CET, subject to acceleration or extension. Application for listing and admission to trading of the Shares on Euronext Amsterdam by NYSE Euronext will be made. It is currently expected that settlement of the Offering will take place on 12 March 2010.

Use of proceeds

Wessanen will use the net proceeds of the Offering to strengthen its balance sheet, thereby providing financial flexibility to carry out its strategic and operational plans. Such flexibility is



desired regarding the timing of the planned divestment of US based PANOS Brands and the amount and phasing of advertising and promotional spending during the year.

Company profile

Royal Wessanen nv is a leading company in the European organic food market. Operating mainly in France, Benelux, the UK and Germany, we manage and develop our brands and products in the grocery and health food channels. Our vision is to become the Organic+ food champion in our chosen markets, providing organic food that delivers clear consumer benefits. Next to our leading position in Organic+ food businesses, we also produce and market frozen snack products in the Benelux and fruits drinks and cocktail mixers in the US.

The Sole Global Coordinator is acting exclusively for the Company and for no one else in connection with the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to the customers of the Sole Global Coordinator or for providing advice in relation to the Offering or any transaction or arrangement referred to herein. The Offering is subject to the underwriting agreement entered into between the Company and the Sole Global Coordinator becoming unconditional and to such agreement not being terminated otherwise in accordance with its terms.

This press release is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Shares or any other ordinary shares in the share capital of the Company in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions.

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The Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") and may not be offered or sold, directly or indirectly, in or into the United States absent registration or an exemption from registration. There will be no public offering of securities in the United States. No money, securities or other consideration is being solicited and, if sent in response to the information contained herein, will not be accepted.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "Relevant Member State"), with effect from and



including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), the Offering will not be made to the public in that Relevant Member State, except, with effect from and including the Relevant Implementation Date:

1. to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
2. to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000; and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
3. to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
4. in any other circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision and when used elsewhere in this announcement, the expression an "offer of Shares to the public" in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" when used in this announcement means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

This document is only being distributed to and is only directed at: (i) persons who are outside the United Kingdom to whom it may lawfully be distributed; or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.



Cautionary note regarding forward-looking statements

This announcement may include certain “forward-looking statements”. These statements are based on the current expectations of the Company and are naturally subject to uncertainty and changes in certain circumstances. Forward-looking statements typically include statements containing words such as “intends”, “expects”, “anticipates”, “targets”, “plans”, “estimates” and words of similar import. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are various factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, changes in economic conditions, changes in the regulatory environment, interest and exchange rates, the outcome of litigation and government actions. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. The Company does not undertake any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required.

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Investor conference call

A conference call will be hosted by Frans Koffrie, CEO of Wessanen, for investors at 8h30 CET on Tuesday 9 March 2010. The dial-in number is +31 (0) 20 794 8447. Participant code is 802 771.

Important dates

April 14, 2010	Annual General Meeting of Shareholders (14h00 CET, Sheraton Schiphol)
April 29, 2010	Publication of the first quarter results 2010
July 29, 2010	Publication of the second quarter results 2010
October 28, 2010	Publication of the third quarter results 2010
February 24, 2011	Publication of the fourth quarter results 2010