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## **PRIOR ANNOUNCEMENT OF THE VOLUNTARY TENDER OFFER LAUNCHED BY WORLD CONFECTIONERY GROUP S.À R.L. FOR THE ACQUISITION OF 100 % OF THE SHARES REPRESENTING THE SHARE CAPITAL OF NATRA, S.A. AND OF 100 % OF THE BONDS CONVERTIBLE INTO SHARES OF NATRA, S.A.**

This prior announcement is released in compliance with Article 16 of Royal Decree 1066/2007 of July 27, on the rules for public tender offers for securities (the "**Royal Decree 1066/2007**") and contains the main terms of the voluntary tender offer (the "**Offer**") that World Confectionery Group S.à r.l. (the "**Bidder**") will launch for 100 % of the shares representing the share capital of NATRA, S.A. and for 100 % of the bonds convertible into shares currently issued and outstanding of NATRA, S.A. (the "**Target**"), which is subject to authorisation by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores* or "**CNMV**").

The terms and conditions of the Offer will be included in the offer prospectus (the "**Prospectus**") which will be published once the aforementioned authorisation is obtained.

### **1. Description of the Bidder**

The Bidder is World Confectionery Group S.à r.l. a Luxembourg limited liability company (*société à responsabilité limitée*) with registered office at avenue Monterey 23, L-2163 Luxembourg, registered in the Trade and Company Register with number B 227,194, bearing Spanish Tax Identification Number N0186808B.

For the purposes of Article 5 of the restated text of the Spanish Securities Market Law approved by Royal Legislative Decree 4/2015, of 23 October (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*) (the "**Securities Market Law**"), it is hereby stated that the Bidder is currently wholly owned, indirectly through Luxembourg companies in a successive parent-subsidary relationship<sup>1</sup>, by Investindustrial VI LP (the "**Fund**"), a fund managed and advised by Investindustrial Advisors Limited ("**Investindustrial Advisors**"), a subsidiary of Investindustrial, S.A. ("**Investindustrial**" and, together with its affiliates, "**Investindustrial Group**").

Investindustrial is a company incorporated under the laws of Luxembourg and the parent of European group of independently managed investment, holding and financial advisory companies. Investindustrial Advisors is a company incorporated under the laws of England and Wales and authorised and supervised by UK's Financial Conduct Authority pursuant to EU Directive 2011/61 of 8 June 2011 on alternative investment fund managers. The Investindustrial funds are managed independently from each other and in the interest of their limited partners in accordance with English law and the fund terms by Investindustrial

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<sup>1</sup>The sole shareholder of the Bidder is World Confectionery Acquisitions, S.à r.l. ("**WC Acquisitions**"), a Luxembourg limited liability company (*société à responsabilité limitée*) with registered office at avenue Monterey 23, L-2163 Luxembourg, registered with the Commercial and Company Registry (*Registre de Commerce et des Sociétés*) with number B 227.196, which, in turn, is a wholly-owned subsidiary of World Confectionery Holding, S.à r.l. ("**WC Holding**"), a Luxembourg limited liability company (*société à responsabilité limitée*) with registered office at avenue Monterey 23, L-2163 Luxembourg, registered with the Commercial and Company Registry (*Registre de Commerce et des Sociétés*) with number B 228.392.

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Advisors. Investindustrial invests predominantly in medium-sized companies active in industry sectors such as industrial manufacturing, consumer, leisure and business services.

The Prospectus will contain a description of the ownership and control structure of the Bidder, in which one or several co-investors may acquire an indirect minority stake in the Bidder or its direct or indirect parent companies and eventually nominate, individually or jointly, a director of the board of directors of the entity where they hold their equity investment. In any event, the Fund will hold a majority indirect shareholding in the Bidder.

## **2. Decision to launch the tender offer**

The decision to carry out the Offer has been approved by the Bidder pursuant to the resolutions adopted by the board of directors of the Bidder on 2 January 2019.

On the other hand, the boards of directors of WC Acquisitions (sole shareholder of the Bidder) and WC Holdings (sole shareholder of WC Acquisitions) approved on 2 January 2019 the entry by them in their capacity as borrower and shareholder of the borrower, respectively, into the financing agreement regarding the Offer referred to in section 11 of this announcement.

## **3. Filing of the Offer**

The Bidder shall file with the CNMV the application for the authorisation of the Offer, together with the Prospectus and the rest of the documents that must be submitted in accordance with Article 17.2 of Royal Decree 1066/2007, within one month of the publication of this announcement.

## **4. Type of Offer**

The Offer is a voluntary offer in accordance with article 13 of Royal Decree 1066/2007 and article 137 of the Securities Market Law.

## **5. Interest held by the Bidder in the Target**

The Bidder does not directly or indirectly hold any shares or other securities of the Target as of the date hereof nor has it appointed any member of the administration or management body of the Target.

It is hereby stated that, during the twelve-month period preceding this prior announcement of the transaction (i.e., during the period running from 3 January 2018 to 3 January 2019), neither the Bidder nor the companies belonging to the Investindustrial Group to which it belongs, nor the directors of any of such companies, have directly or indirectly, individually or acting in concert with others, made any transactions over the Target's shares or securities that entail the right to subscribe or acquire them other than the entry into the agreement referred to below.

The Bidder and the Sellers (identified in section 11 below) entered into an irrevocable undertakings agreement on 3 January 2018 (the "**Irrevocable Undertakings Agreement**"). By virtue of the Irrevocable Undertakings Agreement, the Sellers undertook to convert into shares of the Target the Convertible Bonds

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held by them no later than 27 January 2019 and to accept the Offer with the 91,164,000 shares of the Target to be issued pursuant to such conversion (the "**Committed Shares**") which will represent approximately a 57.58% of the fully diluted share capital of the Target assuming the conversion into shares of all the Convertible Bonds currently issued and outstanding, and the Bidder undertook to launch the Offer and acquire all of the aforementioned Committed Shares for a cash consideration of 0.90 euros per share of the Target.

Furthermore, as of the date of this announcement, the Bidder has not appointed any member of the administration or management bodies of the Target.

The Bidder is not acting in concert with any other entity or individual and the irrevocable undertakings in relation to the launch and acceptance of the Offer that are described above and in the section 11 do not constitute a concerted action of the Bidder with the Sellers, or of the Sellers among themselves, under Article 5 of Royal Decree 1066/2007, nor the assignment of any of the Seller's voting rights in the Target to the Bidder or to any other company of the Investindustrial Group under the rules of calculation set forth in Article 5 of Royal Decree 1066/2007.

Therefore, pursuant to the aforementioned rules of calculation set forth in Article 5 of Royal Decree 1066/2007, the Bidder has no assigned voting rights in the Target.

## **6. Information regarding the Target**

The Target is NATRA, S.A., commercially known as NATRA, a Spanish company (*sociedad anónima*) with registered office at Camí Torrent, S/N, 46930 Quart de Poblet, València, España, holder of Spanish tax identification number (*NIF*) A-46014528, and registered with the Commercial Registry of Valencia under Volume (*Tomo*) 1,880, Page (*Folio*) 125, Sheet (*Hoja*) V-3,075.

The current share capital of the Target is 7,987,508.496 euros divided into 59,966,280 ordinary shares, with a nominal value of 0.1332 euros each, all of a single class and series, fully subscribed and paid. The shares of Target are represented in book-entry form, which registration is carried out by *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear)*, and its participating entities. The Target's shares are listed on the Madrid and Valencia Stock Exchanges through the Automated Quotation System (*Mercado Continuo*).

Additionally and pursuant to the publicly available information, the Target issued on 27 January 2016 a total of 110,836 bonds, with a nominal value of 133.2 euros each, convertible into shares of the Target, for a conversion price equivalent to the nominal value of these shares (this is, 0.1332 euros per share), equivalent to a conversion exchange ratio of 1,000 shares for each convertible bond (the "**Convertible Bonds**"), for an aggregate nominal amount of 14,763,355.2 euros and maturing on 27 January 2023. The Convertible Bonds are, likewise, represented in book-entry form, which registration is carried out by Iberclear and its participating entities, and are listed on the AIAF Fixed Income Market (*AIAF Mercado de Renta Fija*) ("**AIAF**") through the Electronic Debt Trading System (*Sistema Electrónico de Negociación de Deuda, SEND*).

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As of the date hereof, further to the exercise by the holders of the Convertible Bonds of their conversion rights during the voluntary conversion periods of the Convertible Bonds that have preceded this prior announcement of the Offer, the number of Convertible Bonds that currently remain issued and outstanding is of 98,348, with an aggregate nominal amount of 13,099,953.60 euros, convertible into a total of 98,348,000 shares, representing 62.12% of the fully diluted share capital of the Target (assuming the conversion into shares of all the Convertible Bonds currently issued and outstanding).

The following chart shows the current share capital amount and number of shares of the Target, the share capital increase amount and number of shares of the Target to be issued upon conversion of the Convertible Bonds in full and the share capital amount and number of shares of the Target after giving effect to such conversion.

	Share capital amount	Number of shares
Current information	7,987,508.496 euros	59,966.280
Share capital increase upon conversion of the Convertible Bonds	13,099,953.600 euros	98,348,000
Figures following conversion of the Convertible Bonds	21,087,462.096 euros	158,314,280

Except for the Convertible Bonds, the Target does not currently have in issue any pre-emptive subscription rights, bonds convertible into shares, securities exchangeable for shares, or any other similar security or financial instrument which might entitle the holder to, directly or indirectly, subscribe for or acquire Target's shares.

## **7. Securities and exchange markets affected by the Offer**

The Offer will be launched over:

- (i) the 59,966,280 ordinary shares (including 361,364 treasury shares as of the date of this announcement, pursuant to the financial report for the six-month period ended 30 June 2018 filed by the Target with the CNMV) of the Target currently issued and outstanding;
- (ii) the 98,348 Convertible Bonds of the Target currently issued and outstanding; and
- (iii) the Target shares, up to 98,348,000, which may be issued upon conversion of the Convertible Bonds by their holders prior to the end of the Offer acceptance period (in the understanding that the issuance by Target of said shares will be in consideration for the redemption by conversion of the relevant Convertible Bonds, with the corresponding reduction in the number of Convertible Bonds issued and outstanding to which the Offer is addressed).

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The terms of the Offer are identical for all the securities of the Target to which it extends, with only the consideration offered varying, being equivalent between the two instruments as it is proportional to their respective nominal values.

The Offer will be exclusively carried out in Spain, which is the only jurisdiction where the Target's securities to which the Offer is extended are listed. The Offer will be open to acceptance by all the shareholders and holders of Convertible Bonds of the Target, regardless of their nationality or place of residence.

This announcement and its content do not constitute the formulation or distribution of the Offer in any jurisdiction or territory other than Spain. Consequently, this announcement and the Prospectus, to be published upon the approval of the Offer by the CNMV, must not be published, distributed or delivered into any jurisdiction or territory in which the Offer could be considered illegal or where the filing of additional information may be required, and the persons receiving either this announcement or the Prospectus may not publish, distribute or deliver them into said jurisdictions or territories.

Specifically, this announcement shall not be disclosed or distributed, nor shall this Offer be carried out, directly or indirectly, in the United States of America, or through the use of the postal system or any other interstate or international means of commerce or instruments, or through the mechanisms of the United States' stock exchanges, nor through any other method or means sent or distributed in or to the United States of America. This announcement is not a purchase bid nor does it constitute an offer to purchase or a bid or offer to sell or tender shares in the United States of America.

## **8. Offer consideration**

The consideration of the Offer, payable fully in cash (the "Offer Price") amounts to:

- (i) 0.90 euros per share of the Target; and
- (ii) 900 euros per Convertible Bond of the Target

Consequently, the consideration to be paid by the Bidder amounts to a maximum of 142,482,852 euros.

The Offer Consideration has been determined, following a due diligence process, on the basis of the Target not making any distribution of dividends, reserves, premium, share capital reduction with a refund of contributions or any other analogue form of distribution or remuneration against own funds or any equivalent form of equity or related shareholding distribution or equity remuneration of any kind to the holders of the securities to which the Offer is extended (excluding the settlement of any accrued and unpaid interest owed to the holders of the Convertible Bonds that exercise their share conversion rights) prior to the settlement of the Offer. Consequently, should the Target carry out before the settlement of the Offer any payment to the holders of the securities to which the Offer is extended in the terms indicated above, the consideration of the Offer will be reduced by an amount equivalent to the gross amount of such payment.

The Offer Consideration represents:

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- (i) a discount of approximately 1.1% to the closing market price of the Target's shares on the last trading day prior to the date of the initial announcement of the Offer on 2 January 2019 (0.91 euros) but a premium of approximately 2.9% to the volume-weighted average price (VWAP) of the Target's shares on the trading session of 2 January 2019 (0,8749 euros); and
- (ii) a premium of approximately 100.4% to the closing market price of the Target's shares on 3 January 2018 (0.4490 euros) and of approximately 2.8% to the VWAP of the Target's shares for the twelve-month period ended on 2 January 2019 (0.8754 euros),

in all instances the premium/discount information over the market price are shown before giving effect to the dilution that the current shares of the Target following conversion of the Convertible Bonds, which will be watered down from 100% to 37.88% of its share capital following such conversion.

Even though the Offer is a voluntary offer, the Bidder considers that the Offer Consideration qualifies as an "equitable price" (*precio equitativo*) for the purposes of article 9 of Spanish Royal Decree 1066/2007, as it is highest price paid or agreed to by the Company or any of its group companies, during the twelve months prior to this date, being the consideration agreed by the Bidder with the Sellers as stated in section 11. Furthermore, the Bidder represents that such consideration corresponds to the total price agreed with the Sellers and that: (i) no compensation additional to the agreed consideration exists, (ii) no deferred payment has been agreed, and (iii) none of the circumstances set out in Article 9 of Royal Decree 1066/2007 which may result in the modification of the equitable price have arisen. Notwithstanding the above, it is expressly stated that the qualification of the offered consideration as an "equitable price" is subject to confirmation by the CNMV.

In the event that the Offer has a positive outcome, there will be no need to launch a compulsory public tender offer, pursuant to the provisions of paragraph f) of article 8 of Royal Decree 1066/2007, if one of the following events take place:

- (i) That the Offer is accepted by holders of the securities representing at least 50% of the voting rights to which it is targeted, excluding from the calculation the Committed Shares of the Sellers (and taking into consideration that the Bidder does not hold any shares or other securities of the Target).
- (ii) That the Offer Consideration is considered to be an "equitable price" according to the criteria of the CNMV.

## **9. Conditions of the Offer**

In accordance with the provisions of article 13 of Royal Decree 1066/2007, the Offer is subject to the following conditions:

- (i) in accordance with article 26 of Royal Decree 1066/2007, the obtaining by the Bidder of the, anti-trust authorisations from the corresponding competition authorities necessary to carry out the Offer;
- (ii) Pursuant to article 13.2.(b) of Royal Decree 1066/2007, the acceptance of the Offer by shareholders of the Target who together hold at least 91,164,000 shares representing

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approximately 57.58% of the voting rights corresponding to the shares to which the Offer is addressed; and

- (iii) as established in article 13.2.(d) of Royal Decree 1066/2007, to the acceptance of the Offer by the Sellers in relation to the Committed Shares.

The Bidder may waive these conditions in the terms that will be disclosed in the Prospectus.

## **10. Antitrust filings and authorisations required by other supervisory bodies**

The Bidder considers that pursuant to Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings ("**Regulation 139/2004**"), the Offer is subject to authorisation by the European Commission.

Article 7(1) of Regulation 139/2004 provides that a concentration subject to notification to the European Commission shall not be consummated before it is notified and has been authorised. Nonetheless, Article 7(2) of Regulation 139/2004 provides for an exception to such suspension rule to allow for the consummation of a tender offer or of a series of transactions in securities, by which control within the meaning of Article 3 of Regulation 139/2004 is acquired from various sellers, provided that (i) the concentration is notified to the European Commission without delay; and (ii) the acquirer does not exercise the voting rights attached to the securities in question until authorisation is obtained, or does so only to maintain the full value of its investments based on a derogation granted by the European Commission upon reasoned request.

The procedure to request an authorisation with the European Commission, including the pre-notification, will begin as soon as practicable from the publication of this announcement.

The Bidder believes that no other authorisation from an antitrust or any other supervising authority is required (except for the authorisation of the Offer by the CNMV).

## **11. Agreements related to the Offer**

As indicated in sections 5 and 7 above, on 3 January 2019, the Bidder and the Sellers identified below entered into Irrevocable Undertakings Agreement pursuant to which the Bidder undertook to launch and carry out the Offer in the terms and conditions reflected in this announcement and the Sellers undertook to convert their Convertible Bonds into Shares and tender their Shares in the Offer.

The Sellers, as well as the Committed Shares issuable upon conversion of the Convertible Bonds held by them and the percentage which these Committed Shares represent of the fully diluted share capital of the Target (upon the conversion into shares of all the outstanding Convertible Bonds) are as follows:

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Seller	Number of shares of Target issued upon conversion of the Convertible Bonds of the Seller	% of the fully diluted share capital of Target
Kington S.à r.l. <sup>(1)</sup>	18,612,000	11.76
Sherston S.à r.l. <sup>(1)</sup>	22,971,000	14.51
Deutsche Bank AG, London Branch	34,949,000	22.08
Banco de Sabadell, S.A.	14,632,000	9.24
<b>TOTAL</b>	<b>91,164,000</b>	<b>57.58</b>

(1) Kington S.à r.l. and Sherston S.à r.l. are two companies controlled by funds advised and managed by the investment firm Bybrook Capital LLP ("Bybrook").

In that regard, under the Irrevocable Undertakings Agreement the Bidder irrevocably undertook to:

- (i) announce the Offer in the terms reflected in this prior announcement and to do all that is necessary to obtain the approval of the Offer no later than 31 July 2019;
- (ii) not to withdraw the Offer except if the conditions to which the Offer is subject are not fulfilled or in the cases contemplated in article 33.1 of Royal Decree 1066/2007 but for the submission of a competing tender offer to the Offer, in which case the Bidder must continue to pursue the Offer; and
- (iii) to promote that the Target refinances in its entirety the existing syndicated indebtedness of the Target Group within 90 days following the settlement date of the Offer.

Likewise, pursuant to the Irrevocable Undertakings Agreement the Sellers irrevocably undertook to:

- (i) convert into shares all of the Convertible Bonds they hold before no later than 27 January 2019 and to accept the Offer in the terms described in this announcement, with all of the Committed Shares within the first 5 business days of the Offer acceptance period and not to withdraw such acceptance.

This undertaking will only terminate if: (a) the Bidder withdraws the Offer because the conditions to which the Offer is subject are not fulfilled or in the cases contemplated in article 33.1 of Royal Decree 1066/2007 but for submission of a competing tender offer to the Offer, in which case it will not withdraw its Offer and shall continue to pursue it; or (b) the CNMV does not approve the Offer by 31 July 2019. In this regard, the undertaking to accept referred to in the paragraph above will remain even if any competing tender offers are submitted;

- (ii) to exercise the voting rights attached to the Committed Shares against resolutions of the Target which, if passed, (i) might reasonably result in the conditions to which the Offer is subject not being fulfilled or which might reasonably impede or frustrate the Offer in any way, or (ii) will result in any



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distribution of dividends, reserves, premium or any other analogue form of distribution or remuneration of any kind to its shareholders; and

- (iii) not to trade any Convertible Bonds or Committed Shares and, in particular, not to subscribe for, purchase, sell, transfer, swap or otherwise acquire or dispose of any shares, Convertible Bonds, financial instruments having the Committed Shares or the Convertible Bonds as underlying asset or rights attached to the Committed Shares or the Convertible Bonds, or the voting or economic rights attached to them, nor create any charges, pledges, liens, encumbrances or in any way purchase, subscribe for or grant any right over Committed Shares, the Convertible Bonds or the voting or economic rights attached to them. All of the above subject to certain exceptions in relation to the investment services that certain of the Sellers provide on account and for the interest of their clients in their capacity as credit entities in accordance with the legal and internal controls and restrictions applicable at any given time to each Seller.

Additionally, WC Acquisitions and WC Holdings, companies controlled by the Fund and direct and indirect sole shareholders of the Bidder, and two of the Sellers, Kington S.à r.l. and Sherston S.à r.l., entered into a finance agreement on 3 January 2019 pursuant to which:

- (i) Kington S.à r.l. and Sherston S.à r.l. agreed to jointly provide WC Acquisitions with funding for an amount of 50 million euros during a period that will expire in the second anniversary of the date of disbursement of such funding, with which WC Acquisitions will disburse 26% of the funding capital contribution in favor of the Bidder for it to fund: (i) the consideration of the Offer, (ii) any eventual acquisition of shares or convertible bonds of the Target following the Offer; (iii) any expenses associated with the Offer and the acquisitions of such securities of the Target following the Offer; (iv) any repayment of the indebtedness of the Target's group not funded from third party indebtedness or bridge financing provided by the Bidder; and (v) any other eventual funding or capital requirements of the Target in connection with any acquisition, investment or other liquidity requirements.

Such funding shall be structured through notes convertible into interest of WC Acquisition of the same class as those held by WC Holding, vehicle through which the Fund maintains its current 100% stake in the share capital of WC Acquisition, and for the same implicit value per underlying share of the Target as the price offered by the Bidder in the Offer plus any transaction costs, either (a) at Bybrook's request, within 6 to 18 months following the settlement of the Offer, or at any time prior to any capital increase of WC Acquisitions, the Bidder or the Target, any dividend distribution by WC Acquisitions to its shareholders or in other certain circumstances that may adversely affect WC Acquisitions or its group (including the Bidder, the Target and its subsidiaries), or (b) at WC Acquisitions request, upon termination of the loan once two years from the settlement of the Offer have expired, or (iii) mandatorily, upon any insolvency event or change of control of WC Acquisitions, the Bidder, the Target or any of its relevant subsidiaries, or any evento of default.

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- (ii) WC Holding, Kington S.à r.l. and Sherston S.à r.l. agreed upon the contract to regulate the eventual relationships as shareholders of WC Acquisitions should the funding provided by the latter be converted into shares of WC Acquisitions.

Save for the aforementioned irrevocable undertakings, Kington S.à r.l. and Sherston S.à r.l.'s funding commitment and WC Acquisitions' shareholders agreement, there is no agreement relating to the Offer amongst the Bidder or the companies of the Investindustrial Group, on the one hand, and Target's shareholders, holders of the Convertible Bonds or the members of the Target's Board of Directors, management or control bodies, on the other hand, and no specific advantages have been reserved for the Target's shareholders, holders of the Convertible Bonds or members of the Board of Directors, management or control bodies of the Target.

## **12. Measures regarding listing**

In the event that the requirements provided under article 136 of the Securities Market Law and article 47 of the Royal Decree 1066/2007 are met, the Bidder intends to exercise the squeeze-out right at the Offer Price (adjusted, pursuant to section 8 above, should any of the distributions mentioned in the aforementioned section to the shareholders or holders of Convertible Bonds were to be carried out before the settlement date of the squeeze-out).

The execution of the squeeze-out transaction resulting from the aforementioned right will entail, pursuant to articles 47 and 48 of Royal Decree 1066/2007 and related provisions, the delisting of the Shares of the Target from the Madrid and Valencia Stock Exchanges and of the Convertible Bonds from the AIAF Market. Such delisting will be effective on the date on which the squeeze-out transaction is settled.

In the event that the squeeze-out thresholds are not met, the Bidder intends to pursue the delisting of the shares of the Target from the Madrid and Valencia Stock Exchanges and of the Convertible Bonds from AIAF Fixed Income Market (*AIAF Mercado de Renta Fija*), in accordance with the delisting offer exemption foreseen in article 11.d) of Royal Decree 1066/2007, and for such purposes it will provide a valuation report issued by an independent expert to substantiate the consideration offered in this Offer in accordance with article 10 of Royal Decree 1066/2007.

## **13. Other information**

The Bidder considers that there is no further information which would be necessary for a proper preliminary understanding of the Offer other than the information contained in this announcement and in the relevant event (*hecho relevante*) that will be communicated to the CNMV by the Target on the date hereof pursuant to which the specific relevant information previously made available to the Investindustrial Group and the Sellers to allow them to negotiate and reach an agreement in relation to the Offer will also be made available to the public.

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In accordance with article 30.6 of Royal Decree 1362/2007 of October 19, from the date of this announcement, those shareholders of the Target that acquire securities carrying voting rights must notify the acquisition to the CNMV if the percentage of voting rights held by them reaches or exceeds 1%. Likewise, shareholders already holding 3% of the voting rights will be required to notify any transaction that involves a change in shareholding.

In accordance with paragraph 2.b) of the fifth rule of Circular 3/2007 of December 19, of the CNMV, as of the date of this announcement, the operation of the liquidity agreement of the Target shall be suspended, if such agreement exists.

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Luxembourg, 3 January 2019.

**World Confectionery Group S.à r.l.**

By

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Name: Kamel ALIAT