



**natraceutical
group**

Mr. Rodrigo Buenaventura
Head of Secondary Markets
CNMV - Spanish Stock Exchange Commission
Miguel Angel, 11, 1st floor
28010 Madrid

Ref: Update on the progress of the integration into Naturex

RELEVANT FACT

Valencia (Spain), 10th December 2009

Dear Sir,

Following to the Relevant Facts submitted to your attention on August 6th and October 1st 2009, by means of which the Company informed about the agreement with French corporation Naturex (quoted on the NYSE Euronext Paris) for the integration of Natraceutical's Ingredients Division into Naturex, in accordance with Article 82 of Law 24/1988, 28th July, relative to the regulation of the stock market, we inform you about the progress of this transaction with regard to the conditions precedent:

- On November 19th, the AMF (Autorité des Marchés Financiers), regulatory body in the French stock exchange market, approved the transaction under to the terms and conditions agreed by both companies and exempted Natraceutical from launching a tender offer for 100% of Naturex's shares, once Natraceutical will get over 30% of the French company through the contribution of their assets into Naturex.
- On November 20th, Naturex announced their Shareholders' Extraordinary General Meeting, to take place in Paris on December 30th, and whose agenda includes the following main points regarding the deal between both companies:
 - Approval of the transaction for the integration of Natraceutical's assets into Naturex.
 - Approval of a non-cash capital increase, by means of the issue of 2,481,960 new shares, to be given to Natraceutical and other contributing companies, in return of their assets.

- Resignation and appointment of new members for the new Board of Directors, to be constituted by three directors appointed by the current main shareholders, two directors representing Natraceutical and an independent director.

According to the binding agreement signed by the two companies on September 30th, Naturex's current main shareholders undertake to vote favourably to the points in the agenda of the Shareholders' Extraordinary Meeting related to this transaction.

- On December 2nd, the independent appraiser certified the valuation of the assets that Natraceutical is to transfer to Naturex.
- Naturex has confirmed the obtaining of the financial support required for the incorporation of Natraceutical's assets.
- The negotiation between Natraceutical and Naturex regarding this transaction have involved several assets belonging to different companies within Natraceutical's Ingredients Division, as well as some assets belonging to Natra Cacao and Cocatech -both part of the Natra Group- and linked to Natraceutical's Ingredients Division in the past. The stake that the companies will hold in Naturex in exchange for their assets will be 35.11% for Natraceutical and 3.88% for Natra, getting the Spanish corporation a total stake of 39% in Naturex.
- The closing of the deal has been scheduled to take place on December 30th, after Naturex's General Meeting.

Yours sincerely,

M^a José Busutil Santos
Secretary of the Board of Directors
NATRACEUTICAL, S.A.