

Minutes of the Shareholders' meeting held on 8 June 2012

- ✓ **Dividend amount of 0.10 euro per share**
- ✓ **Optional dividend in cash or in shares** from 15 June until 18 July 2012 included
- ✓ **Issue price of the share: 41.01 euros**

Press Release

Avignon, 11 June 2012 - Naturex, world leader in specialty plant-based natural ingredients, presents the minutes of the Shareholders' meeting held on 8 June 2012 at 09am in Paris (Auditorium Cambon).

This General meeting, chaired by Mr. Thierry LAMBERT, was an opportunity to take a very positive assessment of last year, and to raise the first results of 2012 fiscal year as well as prospects Group's development.

A very active participation

During the General meeting, 4,234,347 shares (54.9% of capital) and 4,444,705 votes (62.1% of the voting rights) were represented, thus fulfilling the quorum requirements.

	Number of shares	% Share capital	Number of votes	% votes
Share capital	7,711,076	100%	7,158,878	100%
Part in the vote	4,234,347	54.9%	4,444,705	62.1%

Approval of all resolutions subjected to shareholders

After reading the legal documents by the Board representatives and statutory auditors, shareholders voted the resolutions which were approved by a large majority.

The voting results are detailed below.

Option for the payment of the dividend in cash or in shares

The General meeting also approved the payment of a dividend amounting to 0.10 euro per share and proposes to shareholders to opt for the dividend payment in cash or shares between 15 June and 18 July 2012 included. If shareholders do not instruct their intermediaries on the shares option before the end of the option period, they will receive the dividend in cash.

The issue price of the share given as payment for the dividend was set at 41.01 euros, corresponding to 90% of the average share price over the 20 trading days preceding the General meeting, less the net amount of the dividend.

If the dividend amount for which the stock option is chosen is not equivalent to a whole number of shares, shareholders have two options:

- The amount of shares can be rounded down to the nearest whole number and shareholders will receive a cash indemnification for the dividend that could not be exercised into shares;
- Shareholders can also opt to have the number of shares rounded up to the nearest whole number and in addition pay the difference in cash.

The "record date" is set for 14 June 2012 and the "ex-date" to 15 June 2012.

Payment of the dividend in cash and the admission of new shares on NYSE Euronext Paris will be held on 30 July 2012.

Euronext notice detailing the practical arrangements for this option will be available on 12 June 2012.

Details of voting on resolutions

- **Resolution One - Ordinary**
Approval of the statutory accounts (Naturex S.A parent company)

- ▶ Adopted at 100% of the expressed votes.

Resolution 1	Nb of votes	% votes
Pros	4,444,681	100%
Cons	-	-
Abstention	24	NS

- **Resolution Two - Ordinary**
Approval of the consolidated accounts (Group)

- ▶ Adopted at 100% of the expressed votes.

Resolution 2	Nb of votes	% votes
Pros	4,444,681	100%
Cons	-	-
Abstention	24	NS

- **Resolution Three - Ordinary**
Allocation of the net result and setting of the dividend amount

- ▶ Adopted at 99.9% of the expressed votes.

Resolution 3	Nb of votes	% votes
Pros	4,438,141	99.9%
Cons	6,540	0.1%
Abstention	24	NS

- **Resolution Four - Ordinary**
Option for the payment of the dividend in cash or in shares

- ▶ Adopted at 98.4% of the expressed votes.

Resolution 4	Nb of votes	% votes
Pros	4,375,558	98.4%
Cons	69,123	1.6%
Abstention	24	NS

- **Resolution Five - Ordinary**
Report of the statutory auditors on regulated agreements and commitments and approval of these agreements

- ▶ Resolution adopted at 85.3% of the expressed votes.

Mr DIKANSKY and Mr LAMBERT were excluded from the vote of this resolution, given their common interest in these agreements and commitments.

Resolution 5	Nb of votes	% votes
Pros	3,793,463	85.3%
Cons	641,196	14.4%
Abstention	8,172	0.2%

- **Resolution Six - Ordinary**
Ratification of the cooptation of Mr Paul LIPPENS

- ▶ Resolution adopted at 86.7% of the expressed votes.

Resolution 6	Nb of votes	% votes
Pros	3,854,989	86.7%
Cons	589,692	13.3%
Abstention	24	NS

- **Resolution Seven - Ordinary**
Appointment of Mr Olivier LIPPENS as director

- ▶ Resolution adopted as 86.3% of the expressed votes.

Resolution 7	Nb of votes	% votes
Pros	3,833,763	86.3%
Cons	610,918	13.7%
Abstention	24	NS

- **Resolution Eight - Ordinary**
Renewal of Mr Jacques DIKANSKY's term as director

- ▶ Resolution adopted as 88.4% of the expressed votes.

Resolution 7	Nb of votes	% votes
Pros	3,929,395	88.4%
Cons	515,286	11.6%
Abstention	24	NS

- **Resolution Nine - Extraordinary**
Renewal of Mr Thierry LAMBERT's term as director

- ▶ Resolution adopted at 87.9% of the expressed votes.

Resolution 9	Nb of votes	% votes
Pros	3,908,869	87.9%
Cons	535,812	12.1%
Abstention	24	NS

- **Resolution Ten - Extraordinary**
Powers granted to the Board of Directors for the purposes of the Company purchasing its own shares within the framework of the provision of Article L.225-209 of the French commercial Code

- ▶ Resolution adopted at 86.0% of the expressed votes.

Resolution 8	Nb of votes	% votes
Pros	3,823,671	86.0%
Cons	621,010	14.0%
Abstention	24	NS

- **Resolution Eleven - Extraordinary**
Powers granted to the Board of Directors for the purposes of cancelling the shares purchased by the Company within the framework of the provision of Article L.225-209 of the French commercial Code

- ▶ Resolution adopted at 100% of the expressed votes.

Resolution 9	Nb of votes	% votes
Pros	4,444,598	100%
Cons	83	NS
Abstention	24	NS

- **Resolution Twelve - Extraordinary**

Powers granted to the Board of Directors for the allocation of stock subscription and/or purchase options to pay staff employees and/or certain company officers

- ▶ Resolution adopted at 79.5% of the expressed votes.

Resolution 12	Nb of votes	% votes
Pros	3,534,848	79.5%
Cons	909,833	20.5%
Abstention	24	NS

- **Resolution Thirteen - Extraordinary**

Powers granted to the Board of Directors for the free allocation of shares to staff employees and/or certain company officers

- ▶ Resolution adopted at 72.6% of the expressed votes.

Resolution 13	Nb of votes	% votes
Pros	3,228,418	72.6%
Cons	1,216,263	27.4%
Abstention	24	NS

- **Resolution Fourteen- Extraordinary**

Amendment of section 23 of the Articles of Association regarding the powers of the Board of Directors

- ▶ Resolution adopted at 99.5% of the expressed votes.

Resolution 14	Nb of votes	% votes
Pros	4,422,170	99.5%
Cons	20,526	0.5%
Abstention	2,009	NS

- **Resolution Fifteen**

Formalities

- ▶ Resolution adopted at 100% of the expressed votes.

Resolution 15	Nb of votes	% votes
Pros	4,444,681	100%
Cons	-	-
Abstention	24	NS

Documentation presented during the Shareholders' meeting

The documents presented at the General meeting are available for download on the website www.naturex.com, under section Investors > Documents 2012:

- The presentation broadcasted during the General meeting incorporating information on 2011 activities, 2012 1st quarter results and development prospects as well as the draft of the resolutions submitted to shareholders' approval;
- The Registration Document-Annual Financial Report 2011 filed with the AMF on April 26, 2012 No. D.12-0424, including statutory and consolidated accounts for the year ended December 31, 2011, reports from Auditors and Chairman's report on the preparation and organization of the work of the Board and the internal control procedures settled, as well as the annual information document.
Hard copies of this document are also available free of charge from the Investor Relations department of the company.

► Upcoming publications

- H1 revenue: 25th July 2012
- H1 consolidated results: 30st August 2012

You can receive all of NATUREX's financial information free of charge by signing up on:

www.naturex.com

About NATUREX

NATUREX is the world leader in specialty plant-based ingredients.

The Group, organised around three strategic markets - Food & Beverage, Nutrition & Health and Personal Care -, produces and markets specialty plant-based ingredients for the food, nutraceutical, pharmaceutical and cosmetics industries.

NATUREX's head office is based in Avignon. Naturex employs over 1,200 people and has high-performance industrial resources across its 16 industrial sites in Europe (France, Italy, Spain, United Kingdom, Switzerland and Poland), in Morocco, the United States, Brazil, Australia and India. The company draws on its worldwide sales presence through a fully dedicated sales network in 21 countries (France, Italy, Spain, Morocco, United Kingdom, Belgium, Germany, Poland, Russia, U.A.E., Thailand, Singapore, Japan, China, Korea, Australia, United States, Canada, Brazil, Mexico, India).

NATUREX enjoys the highly favourable underlying trend linked to increasing demand for natural-origin products and provides manufacturers with personalised solutions in order to meet the expectations of the end consumers. The force of the Group resides in its positioning on specific products that form market niches, thanks to a strong sourcing capacity and support for Research and Development.

Naturex has been listed since October 1996 on NYSE Euronext in Paris, compartment B



Number of shares comprising the capital: 7,711,076

- 6,953,768 ordinary shares (ISIN FR0000054694)
- 757,308 preferred shares (ISIN FR0010833251)

Naturex is part of the CAC Small and Gaïa Indexes.

Naturex is eligible for "long only" Deferred Settlement Service (SRD).

Naturex has set up a sponsored level I American Depositary Receipt (ADR) programme. Naturex's ADRs are traded over the counter in the United States under the symbol NTUXY.

MNEMO: NRX - Reuters: NATU.PA - Bloomberg: NRX:FP -

DR Symbol: NTUXY

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