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Naturex announces the success of the share capital increase of €67.2 million with shareholders' preferential subscription rights

Total demand of 101 million euros, i.e. an oversubscription rate of 150.4% of the offer

Press Release

Avignon, June 25, 2014 – NATUREX (the « **Company** » or « **NATUREX** ») announces today the success of the capital increase with preferential subscription rights launched on June 4th, 2014.

Total subscription orders for this capital increase amounts to approximately € 101 million, *i.e.*, a subscription rate of 150.4%. 1,273,462 new shares were subscribed by irrevocable entitlement ("*à titre irréductible*"), representing 97.1% of the new shares to be issued. Subscriptions subject to reduction ("*à titre réductible*") amounts to 699,082 new shares, representing 53.3% of the shares to be issued, and will, as a result, be satisfied only in part, *i.e.* for 38,296 new shares.

The total gross proceeds of the transaction amounts to €67,227,597.50, issue premium included, corresponding to the issuance of 1,311,758 new shares at a subscription price of €51.25 per share.

The proceeds of the issuance will be allocated to the refinancing of the debt relating to the acquisition of Vegetable Juices Inc., a company specialized in the production and the sale of natural based ingredient vegetables and to finance more modest-sized acquisition opportunities such as the acquisition on 9 June 2014 of quillaja and yucca-based ingredients activities of Berghausen Corporation, a US company.

Post capital increase, the Company's share capital will amount to 13,773,460.50 €, divided into 9,182,307 shares with a par value of €1.50.

The main shareholders have confirmed their support to NATUREX. SGD FINASUCRE and CARAVELLE have exercised all their subscription rights. SGD and CARAVELLE also subscribed respectively 16,049 shares and 11,547 shares on a reducible basis. Following this transaction, SGD, FINASUCRE and CARAVELLE will hold respectively 21.16%, 0.47% and 15.23% of NATUREX's share capital, and 27.61%, 0.43% and 13.92% of its voting rights.

QUOTE from Mr Thierry LAMBERT, CEO

"We are proud of the success of this transaction and we insist on thanking our shareholders for their faithfulness, and trust in our development projects."

The settlement and delivery as well as the admission to trading on the regulated market of Euronext in Paris of the new shares are expected to take place on July 3, 2014. The new shares once issued will give right to all distributions decided by the Company as from such issuance date (therefore, such new shares will not give right to dividend which will be proposed at the shareholder's general meeting of the Company on June 26, 2014 with respect to the 2013 financial year).

The new shares will be immediately fungible with existing shares of the Company and they will be trading on the same line of listing under the ISIN code FR0000054694.

The share capital increase with shareholders' preferential subscription rights was led by Natixis, acting as Global Coordinator and together with Joh. Berenberg Gossler & Co. KG as Joint Lead Manager and Joint Bookrunner.



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Information of the public

The Prospectus filed with the *Autorité des marchés financiers* (the “**AMF**”) under visa number 14-266 dated June 3, 2014, consists of (i) NATUREX’s *Document de Référence* filed with the AMF on April 30, 2014 under number D.14-0456, (ii) a securities note and (iii) a summary of the Prospectus (included in the securities note).

Copies of the Prospectus may be obtained free of charge at NATUREX’s registered office, Z.A.C. du Pôle Technologique AGROPARC – BP 1218 – 84911 AVIGNON CEDEX 09 - France, on the Company’s website (www.naturex.com, Investors / Rights offering), on the AMF’s website (www.amf-france.org) and from the Joint Lead Managers and Joint Bookrunners.

The Company draws investors’ attention to the risk factors described in chapter I-III of the *Document de Référence* and section 2 of the securities note.

About NATUREX

NATUREX is the global leader in specialty plant-based natural ingredients. The Group is organised around three strategic markets (food & beverage, nutrition & health and personal care) and produces and markets specialty plant-based ingredients for the food, nutraceutical, pharmaceutical and cosmetic industries.

NATUREX’s head office is based in Avignon. The company has more than 1,450 employees with 8 sourcing offices located throughout the world and high-performance manufacturing operations in Europe, Morocco, the United States, Brazil, Australia and India. It also has a global commercial presence through a dedicated network of sales offices in more than 20 countries.

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In particular:

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This press release does not constitute a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (the "Prospectus Directive"), as amended, to the extent such Directive has been transposed in the relevant Member State of the European Economic Area.

With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State, other than France. As a result, the new or existing shares of the Issuer may not be offered and will not be offered in any Relevant Member State other than France, except (i) to any legal entity which is a qualified investor as defined under the Prospectus Directive, (ii) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of Directive 2010/73/EU, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) as permitted under the Prospectus Directive; or (iii) in any other circumstances not requiring the Issuer to publish a prospectus as provided under Article 3(2) of the Prospectus Directive and/or regulations applicable in the Relevant Member State.

For the purposes of this provision, an "offer to the public" in relation to the new or existing shares of the Issuer 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 new or existing shares of the Issuer to be offered so as to enable an investor to decide to purchase the new or existing shares of the Issuer, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

In the United Kingdom, this document does not constitute an approved prospectus for the purpose of and as defined in section 85 of the Financial Services and Markets Act 2000 (as amended) (the "FSMA"), has not been prepared in accordance with the Prospectus Rules issued by the UK Financial Conduct Authority (the "FCA") pursuant to section 73A of the FSMA and has not been approved by or filed with the FCA or any other authority which would be a competent authority for the purposes of the Prospectus Directive. The new and existing shares in the Issuer may not be offered or sold and will not be offered or sold to the public in the United Kingdom (within the meaning of sections 85 and 102B of the FSMA) save in the circumstances where it is to be lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before the offer is made.

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