

## General Meeting

### Minutes of the AGM/EGM of 26 June 2014

- ✓ **All resolutions approved by shareholders**
- ✓ **Dividend of €0.10 per share with option for payment in cash or in shares at €59.11** from 8 July 2014 to 14 August 2014 inclusive

*Press release*

Avignon, 10 July 2014 - Naturex, the global leader in speciality plant-based natural ingredients, announces the results of the combined annual ordinary and extraordinary general meeting of 26 June 2014 held in Paris (Auditorium Cambon), under the Chairmanship of Mr. Thierry Lambert, and attended by the Statutory Auditors and all Directors and Executive Committee members.

Thierry LAMBERT, Chairman and CEO, commented on business performances and earnings for FY 2013 before detailing those on the first quarter of 2014. Prior to the session of questions and answers, he also presented the recent Group's developments in the United States (acquisition of Vegetable Juices Inc. and activities from Berghausen Corporation) and communicated the results of the capital increase with preferential subscription rights launched in June 2014, successfully followed by Naturex shareholders whose renewed confidence conducted to raise € 67.2 million.

#### Active shareholder participation

With 4,874,558 shares (61.93% of the capital) and 5,706,529 voting rights (65,40% of exercisable voting rights) represented at this shareholders' meeting, quorum requirements were accordingly met.

	Number of shares	Share capital (%)	Number of voting rights	Votes (%)
Share capital	7,870,549	100%	8,725,156	100%
Shareholder voting participation	4,874,558	61.93%	5,706,529	65.40%

#### Shareholders approved all resolutions

After the officers of the meeting and the Statutory Auditors read the documents required by statute, shareholders voted on the resolutions that were approved by a large majority.

Voting results are presented below.

#### Option for the payment of dividends in cash or shares

The shareholders approved a dividend of €0.10 per share with the option to receive payment in cash or shares between 8 July and 14 August 2014 inclusive. After this period, shareholders who have not informed their financial intermediaries that they wished to receive stock dividends, will receive dividends in cash. The "closing date" was set for July 2, 2014 and the "ex-date" July 3, 2014; the new shares from the capital increase are not entitled to dividends.

The price for stock dividends is €59.11 per share which equals 90% of the average price over the twenty trading sessions preceding the date of the shareholders meeting, less the net amount of the dividend.

If the amount of stock dividends granted under this option does not represent a whole number of shares, shareholders may either:

- receive the number of shares rounded up to the nearest whole number by paying the difference in cash;
- or receive the number of stock dividends rounded down to the nearest whole number supplemented by a cash payment for the difference.

The date for payment of the cash dividend and admission of the new shares to trading on Euronext Paris will be 29 August 2014.

A Euronext notice providing details on the practical procedures for this option was published on 3 July 2014.

## Consultation of documents presented at the General Meeting

Documents presented at the General Meeting may be consulted and downloaded at the website [www.naturex.com](http://www.naturex.com), under the heading Investors > Documents (2014):

- The presentation made at the General Meeting and comments thereon included information on operating performances for 2013, 2014 first quarter results and the Group's developments in external growth, as well as the draft resolutions submitted to the shareholders for vote;
- The 2013 registration document including the separate annual and consolidated financial statements for the fiscal year ended 31 December 2013, the Statutory Auditors' reports and the Chairman's report on the preparation organisation of the Board's work and internal control procedures implemented, the CSR report on social, environmental and societal information and the disclosure of Statutory Auditors' fees filed with the French securities regulator (*Autorité des Marchés Financiers* or AMF) on 30 April 2014 (No.14-0456).

Copies of this document may also be obtained at no cost from the Company's Financial Communications department.

### ► Financial schedule

- First-half revenue: 25 July 2014
- First half consolidated results: 29 August 2014

You can receive all financial information of Naturex free of charge by signing up at:  
[www.naturex.com](http://www.naturex.com)

## Votes on resolutions

- **Resolution one (ordinary)**  
**Approval of the separate annual financial statements of the Company**

▶ Adopted with 100% of votes cast.

Resolution 1	Number of voting rights	Votes (%)
Votes in favour	5,706,529	100%
Votes against	-	-
Abstentions	-	-

- **Resolution two (ordinary)**  
**Approval of the consolidated financial statements**

▶ Adopted with 100% of votes cast.

Resolution 2	Number of voting rights	Votes (%)
Votes in favour	5,706,529	100%
Votes against	-	-
Abstentions	-	-

- **Resolution three (ordinary)**  
**Appropriation of earnings and setting the dividend**

▶ Adopted with 99.75% of votes cast.

Resolution 3	Number of voting rights	Votes (%)
Votes in favour	5,691,987	99.75%
Votes against	14,542	0.25%
Abstentions	-	-

- **Resolution four (ordinary)**  
**Option to receive cash or stock dividends**

▶ Adopted with 98.71% of votes cast.

Resolution 4	Number of voting rights	Votes (%)
Votes in favour	5,633,177	98.71%
Votes against	73,352	1.29%
Abstentions	-	-

- **Resolution five (ordinary)**  
**Statutory Auditor' report on regulated agreements and commitments and approval of these agreements**

▶ Adopted with 85.40% of votes cast.

Resolution 5	Number of voting rights	Votes (%)
Votes in favour	4,702,339	82.40%
Votes against	970,177	17.00%
Abstentions	34,013	0.60%

- **Resolution six (ordinary)**  
**Reappointment of Stéphane DUCROUX as director**

▶ Adopted with 86.41% of votes cast.

Resolution 6	Number of voting rights	Votes (%)
Votes in favour	4,930,930	86.41%
Votes against	775,599	13.59%
Abstentions	-	-

- **Resolution seven (ordinary)**  
**Appointment of a joint statutory auditor (principal)**

▶ Adopted with 100% of votes cast.

Resolution 7	Number of voting rights	Votes (%)
Votes in favour	5,706,529	100%
Votes against	-	-
Abstentions	-	-

- **Resolution eight (ordinary)**  
**Appointment of a joint statutory auditor (deputy)**

▶ Adopted with 98.21% of votes cast.

Resolution 8	Number of voting rights	Votes (%)
Votes in favour	5,604,489	98.21%
Votes against	102,040	1.79%
Abstentions	-	-

- **Resolution nine (ordinary)**  
**Setting of directors' fees**

▶ Adopted with 97.61% of votes cast.

Resolution 9	Number of voting rights	Votes (%)
Votes in favour	5,570,037	97.61%
Votes against	204,374	2.39%
Abstentions	-	-

- **Resolution ten (ordinary)**  
**Authorisation to be granted to the Board of Directors to buy back own shares of the Company in accordance with the provisions of Article L.225-209 of the French Commercial Code (*code de commerce*)**

▶ Adopted with 82.46% of votes cast.

Resolution 10	Number of voting rights	Votes (%)
Votes in favour	4,705,765	82.46%
Votes against	1,000,764	17.54%
Abstentions	-	-

- **Resolution eleven (extraordinary)**  
**Modification of article 4 of the Articles of Association (statuts) relating to the company's registered office**

▶ Adopted with 100% of votes cast.

Resolution 11	Number of voting rights	Votes (%)
Votes in favour	5,706,529	100%
Votes against	-	-
Abstentions	-	-

- **Resolution twelve (extraordinary)**  
**Powers for formalities**

▶ Adopted with 100% of votes cast.

Resolution 12	Number of voting rights	Votes (%)
Votes in favour	5,706,529	100%
Votes against	-	-
Abstentions	-	-

- **Resolution thirteen (extraordinary)**  
**Modification of article 34 of the Company's Article of Association (statuts) on Admission to meetings – Representative of shareholders – Voting by mail**
- ▶ Adopted with 99.73% of votes cast.

Resolution 13	Number of voting rights	Votes (%)
Votes in favour	5,690,953	99.73%
Votes against	14,317	0.25%
Abstentions	1,259	0.02%

Naturex has been listed since October 1996 on Euronext Paris, Segment B



Total number of shares comprising the share capital: 9,182,307  
ISIN FR0000054694

Naturex is a component of the CAC Small and Gaïa indexes.  
Naturex is eligible for the "long only" Deferred Settlement Service (SRD).  
Naturex established a Sponsored Level 1 American Depositary Receipt (ADR) program in the United States. Under this facility, Naturex's ADRs are traded over-the-counter in the United States under the symbol NTUXY.

SYMBOL: NRX - Reuters: NATU.PA - Bloomberg: NRX:FP - DR Symbol: NTUXY

### **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 1,600 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.

### **► Contacts**

#### **Thierry Lambert**

Chair and Chief Executive Officer  
Tel.: +33 (0)4 90 23 96 89  
[t.lambert@naturex.com](mailto:t.lambert@naturex.com)

#### **Thierry-Bertrand Lambert**

Chief Financial Officer  
Tel.: +33 (0)4 90 23 96 89  
[t.b.lambert@naturex.com](mailto:t.b.lambert@naturex.com)

#### **Carole Alexandre**

Investor Relations  
Tel.: +33 (0)4 90 23 78 28  
[c.alexandre@naturex.com](mailto:c.alexandre@naturex.com)

#### **Anne Catherine Bonjour**

Actus Finance Press Relations  
Tel.: +33 (0)1 53 67 36 93  
[acbonjour@actus.fr](mailto:acbonjour@actus.fr)