

BONDUELLE
Limited partnership with a share capital of €56,000,000
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Notice of 16 October 2012

Projected merger of civil companies by BONDUELLE

The general meeting of BONDUELLE on 6 December 2012 will be called to vote on merger operations in which the civil companies L'ANGEVINE, LA HOUSSAIE, SC PECARRERE and LA MARJOLAINE, all holding stakes in BONDUELLE, will be absorbed by BONDUELLE.

The aim of these operations is to simplify management and structures currently in place.

These operations would give rise to the issue of 448,746 new ordinary BONDUELLE shares of €7 each, a capital increase amounting to a nominal sum of €3,141,222. The number of shares thus issued would represent 5.61% of the current capital. The share capital would thus be increased from €56,000,000 to €59,141,222 and the merger premium would amount to €27,422,851.88.

The mergers would come into effect for tax and accounting purposes from 1st July 2012.

The BONDUELLE general meeting will also vote on reducing the capital by cancelling the treasury shares received in association with merger operations, after which the share capital would be reduced to €56,016,513. The difference between the transfer value of the cancelled shares and their nominal amount would be allocated to the merger premium.

Finally, there would then be a cancellation of treasury stock in order to bring the capital down to €56,000,000 so that the current shareholders of BONDUELLE would not be diluted after these operations.