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TENDER OFFER IN CASH FOR THE SHARES OF

THE COMPANY

NATUREX

INITIATED BY

Givaudan

PRESENTED BY

BNP PARIBAS

OFFER PRICE: € 135 PER SHARE
DURATION OF THE OFFER: 25 TRADING DAYS

OFFER DOCUMENT DRAWN UP BY GIVAUDAN

AMF AUTORITÉ DES MARCHÉS FINANCIERS

This document is an unofficial English-language translation of the Offer document (*Note d'information*) prepared and filed with the *Autorité des Marchés Financiers* (the "**AMF**") on 26 June 2018, in accordance with the provisions of its general regulations. It was drawn up pursuant to Articles 231-13, 231-16, 231-18, 232-1 and 234-2 of the general regulations of the AMF.

In the event of any differences between this unofficial English-language translation and the official French document, the official French document shall prevail.

In accordance with Article L.621-8 of the French Monetary and Financial Code and Article 231-23 of its general regulations, the AMF, pursuant to its clearance decision dated 26 June 2018 of the cash tender offer, has granted visa no. 18-261 dated 26 June 2018 on this Offer document. This Offer document was prepared by Givaudan SA and its signatories have liability for its contents. In accordance with the provisions of Article L.621-8-1I of the French Monetary and Financial Code, the visa was granted following an examination of "*whether the document is complete and comprehensible, and whether the information it contains are coherent*". It does not imply the approval by the AMF of the merits of the transaction contemplated hereby nor that the AMF has verified the accounting and financial data set out herein.

Important Notice

Pursuant to Article L. 433-4 III of the French Monetary and Financial Code and Articles 237-14 to 237-19 of the general regulations of the *Autorité des Marchés Financiers*, in the event that the minority shareholders of Naturex do not represent, at the end of this Offer, more than 5% of the share capital or voting rights of Naturex, Givaudan SA intends to implement, upon settlement of this offer or within a period of three months after its settlement, a squeeze-out procedure to allow transfer of the shares of Naturex not tendered in the Offer in exchange for a consideration equal to the Offer Price (as defined below).

All Naturex shareholders (including, without limitation, nominees, trustees or custodians) who would, or otherwise intend to or who may have a contractual or legal obligation to, forward this document and/or the accompanying documents to any jurisdiction outside of France should carefully review section 2.9 of this Offer document (Restrictions concerning the Offer overseas) for more information before taking any action.

This Offer document is available on the websites of the AMF (www.amf-france.org) and Givaudan SA (www.givaudan.com), and may be obtained free of charge from:

- Givaudan SA: chemin de la parfumerie 5, 1214 Vernier, Switzerland; and

- BNP Paribas: 4 rue d'Antin – 75002 Paris, France.

In accordance with the provisions of Article 231-28 of the general regulations of the AMF, information relating in particular to the legal, financial and accounting characteristics of Givaudan SA will be made available to the public in the same manner as mentioned above no later than the day preceding opening of the Offer.

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1 PRESENTATION OF THE OFFER

Pursuant to Section III of Book II, and more specifically pursuant to the provisions of Articles 231-1 and subsequent and 232-1 and subsequent of the general regulations of the AMF, together with the provisions of Article 234-2 of the general regulations of the AMF, Givaudan SA, a company registered under Swiss Law with a share capital of 92,335,860 CHF, having its registered office at Chemin de la parfumerie, 5, 1214 Vernier, Switzerland and registered with the commercial registry of Geneva under company identification number CHE-100.284.341 ("**Givaudan**" or the "**Offeror**"), irrevocably offers to the shareholders[1] of Naturex, *société anonyme* registered under French law with a share capital of 14,430,744 € divided in 9,620,496 shares, having its registered office at 250, rue Pierre Bayle, BP 81218 84911 Avignon, France, and registered with the Company Registry of Avignon under number 384 093 563 ("**Naturex**" or the "**Company**"), to acquire for the price of € 135 per Naturex share, payable exclusively in cash (the "**Offer Price**") the entirety of their shares within the context of a public offering (the "**Offer**").

The Offer targets:

- all of Naturex's outstanding shares not held, directly or indirectly, by the Offeror at the date of this Offer document, with the exception (i) of shares held in treasury by the Company and (ii) of shares issued under the performance shares' plans no. 1 and 2 (as described in section 2.6) which are legally and technically unavailable;
- the additional shares (i) that may be issued before the end of the Offer or of the Re-opened Offer (as this term is defined in section 2.3.4) due to the exercise of subscription options for Naturex's shares or performance shares attributed to employees and corporate officers of Naturex and its subsidiaries and (ii) not being legally and technically unavailable.

The Offer Price of € 135 per Naturex share includes the right to dividends that may be paid by Naturex after the end of the Offer in relation to the financial year ended on 31st December 2017.

The share capital of Naturex is composed of only one category of ordinary Naturex shares (NRX.FP) that are admitted for trading on the regulated Euronext Paris market (*Compartiment B*) under ISIN Code FR FR0000054694.

The Offer will be carried out in accordance with the standard procedure (*procédure normale*) in accordance with Articles 232-1 *et seq*. of the general regulations of the AMF.

This Offer is presented by BNP Paribas which warrants, as the bank presenting the Offer, the content and the irrevocable nature of the undertakings made by the Offeror in connection with the Offer pursuant to the provisions of Article 231-13 of the general regulations of the AMF.

The Offer will be open for an initial duration of 25 trading days.

Except in instances where the unavailability provided for by legal, regulatory and contractual provisions do not apply, (i.e. death or invalidity of the beneficiary), the following shares cannot be tendered in the Offer (defined together as the "**Unavailable Shares**"):

(i) the shares that will be issued after exercise of subscription options and with respect to which the legal and technical unavailability period will not have expired at the date of the end of the Offer or, as the case may be, of the Re-opened Offer;

(ii) performance shares attributed to employees and corporate officers of Naturex or its subsidiaries, pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-6 of the French Commercial Code, of which the vesting or holding period (i.e. the legal and technical unavailability) will not have expired at the date of the end of the Offer or, as the case may be, of the Re-opened Offer (the "**Performance Shares**").

[1] Other than the Offeror and its subsidiary SGD

The Offeror proposed to all the holders of rights to the Unavailable Shares to avail, under certain conditions, a liquidity commitment as described in section 2.7 below. On 26 June 2018, all the holders of such rights availed this liquidity commitment offered by the Offeror.

The Offer is subject to the Caducity Threshold of Article 231-9 of the general regulations of the AMF. (as described and defined in section 2.4 below).

In accordance with the provisions of Article 231-13 of the general regulations of the AMF, the Offer is presented by BNP Paribas, which guarantees the content and the irrevocable nature of the commitments made by the Offeror within the context of the Offer.

1.1 <u>Context and reasons for the Offer and intentions of the Offeror</u>

1.1.1 Context of the Offer

Givaudan is an international group, operating in nearly 50 countries and listed on the Swiss stock market on the Six Swiss Exchange. It is a global leader in the creation of flavours and fragrances.

The Givaudan group has multiple activities, separated into two divisions:

- the flavor division which focuses on the creation and distribution of aromas, and in particular confectionery aromas, aromas for dairy products, beverages, flavors for prepared food, snacks, soups, sauces, meat and poultry; and

- the fragrance division which focuses on in the creation and marketing of perfumery products like perfume for consumer goods, fine perfumery, ingredients for perfume and active ingredients for cosmetics.

On 26 March 2018, Givaudan entered into an agreement for the sale of shares with Isera and Scaldis Sugar, Société Financière des Sucres, Unigrains, M. Paul Lippens, M. Olivier Lippens, on one side, and the Caravelle company, on the other side, (the "**Share Purchase Agreement**") in order to acquire, subject to antitrust approvals, (i) a total of 1,565,806 shares representing 16.36% of the Naturex's share capital, for € 135 per Naturex share and (ii) 100% of SGD's share capital and voting rights, which in turn holds 2,306,839 shares representing 24.11% of Naturex's share capital, on the basis of a price for transparency ("*prix par transparence*") of € 135 per Naturex share, hereafter defined together as (the "**Shares Transferred**"),representing in total, on 4 June 2018, directly and indirectly, 3,872,645 Naturex shares and 4,931,461 voting rights, representing 40,47% of Naturex's current capital and 44.64% of its voting rights.

This transaction received the support of both the Board of directors and the management of Naturex.

On 26 March 2018, Givaudan and Naturex also entered into a convergence protocol (the "**Convergence Protocol**"), which included an undertaking from Givaudan to launch a cash tender offer following the completion of the acquisition of 40.47% of Naturex's share capital.

This Convergence Protocol contains several provisions relative to the management of Naturex according to the normal course of business during the Offer period. Within the context of the Convergence Protocol, Givaudan and Naturex have made a commitment to provide their best efforts to cooperate with each other, notably relating to the independent expert's work, the preparation of the documentation for the Offer, the completion of the Offer and also in order to obtain all the authorizations necessary in the scope of merger control.

Naturex has made a commitment not to (i) solicit, encourage or undertake any action with a view to the receipt of an alternative offer by a person other than Givaudan, (ii) participate in discussions or negotiations or take any initiative in order to facilitate the receipt of an alternative offer by a person other than Givaudan, or (iii) execpt in such cases where some communication would be necessary according to applicable law or regulations, make or allow another person to make any declaration, recommendation or solicitation in relation to an alternative offer by a person other than Givaudan.

Due to the involvement and investment of certain key stakeholders in the preparation of the Offer, it was decided to pay them a special bonus, subject to the success of the Offer. Therefore (i) a special bonus will be paid to Mr. Olivier Rigaud, managing director of the Company, for a total gross amount of € 1,040,000, subject to the success of the Offer, on the understanding that the payment of this deferred fixed special remuneration is also subject to approval by the ordinary general meeting in accordance with the applicable legal provisions, (ii) a special bonus will be paid to Mr. François de Gantes, the administrative and finance director of the Company, for a total gross amount of € 400,000, subject to the success of the Offer, and (iii) a special bonus will be paid to Mr. Jean-Noël Lorenzoni, the legal director of the Company, for a total gross amount of € 300,000, subject to the success of the Offer.

Givaudan has undertaken to vote in favour of any resolution requiring approval by Naturex's corporate bodies in order to allow the payment of Mr Olivier Rigaud's special bonus.

This transaction is part of Givaudan's global strategy to strengthen its capabilities in natural ingredients.

The Shares Transferred were transferred on 4 June 2018 to Givaudan which now holds directly or indirectly 3,872,645 Naturex shares and 4,931,461 voting rights, representing 40.47% of Naturex's share capital and 44.64% voting rights, resulting in Givaudan crossing the 30% threshold of Naturex's share capital and voting rights. Otherwise, Ms. Lorène Martel, Mr. Paul Lippens and Mr. Olivier Lippens resigned, with immediate effect, from Naturex 's Board of directors.

On 6 June 2018, Naturex's Board of directors nominated Mr. Daniel Chéron as the new Chairman of the Board of directors, approved the project of the Offer of Givaudan and stated that the project is in the interests of Naturex, its shareholders and its employees and therefore recommended that the shareholders tender their Naturex shares in the Offer. The reasoned opinion of the Board is included in Naturex's draft offer document in response.

As a result of crossing the threshold of 30% of Naturex's share capital and voting rights, Givaudan is required to file a proposed tender offer for the Company's shares, in accordance with Articles 234-1 and 234-2 of the general regulations of the AMF. Under the Convergence Protocol, Givaudan undertook to make a tender offer for the Naturex shares. With the exception of the Shares Transferred acquired on 4 June 2018, Givaudan did not acquire any Naturex shares during the 12 months preceding the crossing of the 30% threshold of Naturex' share capital and voting rights.

In accordance with applicable merger control rules, the acquisition of 40.47% of Naturex share capital and the Offer have been notified, or pre-notified, to the competent authorities in the United States, Russia, Germany, Ireland and Romania. The required authorizations have been obtained.

The Offer, introduced by BNP Paribas, will be carried out in accordance with the regular procedure and will therefore fall under the provisions of Articles 232-1 *et seq.* of the general regulations of the AMF.

Givaudan intends to implement, upon settlement of the Offer, a squeeze-out procedure to allow transfer of the shares not tendered in this Offer (with the exception of (i) shares held directly by the Company and (ii) shares subject to the liquidity mechanism mentioned below) if these shares do not represent more than 5% of the Company's share capital or voting rights, in accordance with what was previously stated in this Offer document (the "**Squeeze-Out**").

1.1.2 Breakdown of Naturex' share capital and voting rights

- ***Structure and ownership of Naturex' share capital prior to completion of the transfer of the Shares Transferred***

Before 4 June 2018 and the completion of the transfer of the Transferred Shares, the breakdown of Naturex's share capital and voting rights was the following:

Shareholders	**Number of shares ***	**% of the share capital**	**Number of theoretical voting rights ***	**% of the theoretical voting rights ****
SGD	2,306,839	24.11	3,365,655	26.95
Finasucre	165,780	1.73	188,302	1.51
Caravelle	1,400,026	14.63	2,800,052	22.42
Caisse des dépôts et consignations	582,735	6.09	984,443	7.88
Allianz	521,783	5.45	521,783	4.18
Tikehau	314,915	3.29	314,915	2.52
Public	4,272,236	44.65	4,310,601	34.50
Treasury shares	4,637	0.05	4,637	0.04
TOTAL	9,568,951	100	12,490,388	100

** 133,255 Naturex's shares allotted free of charge are still subject to vesting. In addition, these shares are subject to a liquidity mechanism set out in section 2.7 of this Offer document.*

*** Pursuant to Article 223-11 of the general regulations of the AMF, the total number of voting rights is calculated on the basis of all the equity securities to which voting rights are attached, including equities whose voting rights have been suspended.*

A double voting right is granted, with respect to the issued capital they represent, to all registered shares paid up in full that have been entered in the name of the same shareholder for at least two years.

- ***Structure and ownership of Naturex' share capital after the completion of the transfer of the Shares Transferred***

On 4 June 2018, after the completion of the transfer of the Transferred Shares, the breakdown of Naturex' share capital and voting rights was the following:

Shareholders	**Number of shares ***	**% of the share capital**	**Number of theoretical voting rights ***	**% of theoretical voting rights ****
Givaudan	1,565,806	16.36	1,565,806	14.17
SGD (wholly-owned by Givaudan)	2,306,839	24.11	3,365,655	30.46
Total of Givaudan and SGD	3,872,645	40.47	4,931,461	44.64
Caisse des dépôts et consignations	582,735	6.09	984,443	8.91
Allianz	521,783	5.45	521,783	4.72
Tikehau	314,915	3.29	314,915	2.85
Public	4,272,236	44.65	4,290,416	38.84
Treasury shares	4,637	0.05	4,637	0.04
TOTAL	9,568,951	100	11,047,655	100

** 133,255 Naturex's shares allotted free of charge are still either in vesting period or in holding period.*

*** Pursuant to Article 223-11 of the general regulations of the AMF, the total number of voting rights is calculated on the basis of all the equity securities to which voting rights are attached, including equity securities whose voting rights have been suspended.*

A double voting right is granted, with respect to the issued capital they represent, to all registered shares paid up in full that have been entered in the name of the same shareholder for at least two years.

- ***Structure and ownership of Naturex' share capital on 20 June 2018***

On 20 June 2018, after the issuing of the performance shares of the plan no. 1 and plan no. 2, the breakdown of Naturex' share capital and voting rights is the following:

Shareholders	**Number of shares ***	**% of the share capital**	**Number of theoretical voting rights ***	**% of the theoretical voting rights ****
SGD (wholly-owned by Givaudan)	2,306,839	23.98	3,365,655	30.32
Givaudan direct ownership	1,565,806	16.28	1,565,806	14.11
Givaudan through ownership assimilation *******	51,545	0.54	51,545	0.46
Givaudan subtotal	3,924,190	40.79	4,983,006	44.90
Syquant Capital********	733,836	7.63	733,836	6.61
Caisse des dépôts et consignations	582,735	6.06	984,443	8.87
Tikehau	314,915	3.27	314,915	2.84
Public	4,060,183	42.20	4,078,363	36.74
Treasury shares	4,637	0.05	4,637	0.04
TOTAL	9,620,496	100	11,099,200	100

** 133,255 Naturex's shares allotted free of charge are still either subject to a vesting or a holding period, it being noted that on 20 June 2018 a total of 11,045 shares and 40,500 shares allocated respectively under the Plan no. 1 and Plan no. 2 of Performance Shares, were acquired on 4 and 20 June 2018 but are legally and technically non-transferable. In addition, these shares are subject to a liquidity mechanism set out in section 2.7 of this Offer document.*

*** Pursuant to Article 223-11 of the general regulations of the AMF, the total number of voting rights is calculated on the basis of all the equity securities to which voting rights are attached, including equity securities whose voting rights have been suspended.*

A double voting right is granted, with respect to the issued capital they represent, to all registered shares paid up in full that have been entered in the name of the same shareholder for at least two years.

**** Including 11,045 and 40,500 shares respectively granted under Performance Shares' Plan no. 1 and Plan no. 2 and assimilated, pursuant to Article L. 233-9 I, 4° bis of the French Commercial Code, to the shares and voting rights already held by the Offeror taking into account the liquidity commitments dated 4 June 4 2018 described in section 2.7 of this Offer document.*

***** Including 842 shares arising from "contracts for differences" ("CFD") without maturity date, paid exclusively in cash, are assimilated to the shares already held by Syquant Capital pursuant to Article L. 233-9 I, 4° bis of the French Commercial Code.*

1.1.3 Intentions of the Offeror for the next 12 months

1.1.3.1 Continuation of the activity of the Company – expected synergies

The Offer is part of the Givaudan's industrial plan to pursue and develop the business of Naturex. The industrial policy envisaged by Givaudan for Naturex should therefore be based on the development of Naturex's activities beyond its current borders.

The operation would offer Naturex prospects for very short-term development thanks to:

- Givaudan's internal requirements of natural products;
- Givaudan's customer portfolio, which would be potential new Naturex's customers.

The acquisition of Naturex by Givaudan aims to strengthen both Givaudan's business as a whole and Naturex's business individually.

At the end of the Offer, Givaudan as a whole would have approximately 14,000 employees and €4.7 billion turnover.

Givaudan's and Naturex's combined geographic coverage would allow them to take full advantage of high potential markets, particularly in emerging countries, offering them new opportunities and new growth drivers. In addition, it would enable Givaudan to support its customers' demands for natural flavours and to anchor itself into the trend of sustainable development.

Givaudan is the global leader in its market, the creation of flavours and fragrances. For its part, Naturex is one of the global leader in plant-based natural ingredients for both beauty and nutrition industries.

The strong complementarity between Givaudan's and Naturex's activities would diversify their markets. This diversification would ensure greater stability of income or even an increase in Naturex's activity by making the most of its potential.

The synergy of expertise between Naturex and Givaudan could also be used to work on the development of new products integrating both natural ingredients and flavours.

From a financial point of view, if this transaction will enable both groups to speed up their development, the amount of potential synergies in terms of revenue was not quantified at this stage.

1.1.3.2 Composition of the governance of Naturex

Following the publication of the Offer's results, Givaudan will have 3 directors on the Board of directors of Naturex. If, upon completion of the Offer, Givaudan holds more than 50% of the share capital or voting rights of Naturex, Givaudan will request the cooptation or appointment of additional directors to the Board of Directors in order to obtain a majority on Naturex's Board of directors and will request that the Chairman of Naturex's Board of directors be appointed from among the directors Givaudan has requested the cooptation or appointment.

1.1.3.3 Orientation with regard to employment

As Naturex's activity is different from but complementary to Givaudan's, the activity of the Avignon site would retain its legitimacy. Production capacities would remain in Avignon and no relocation of tools and production sites is envisaged. Givaudan's objective is to make Naturex's headquarters located in Avignon one of its centers of excellence dedicated to the development of natural and "clean label" ingredients, as well as the operational headquarters of the Naturex brand.

Given that Givaudan's rationale for the Offer is in line with Naturex's business continuity and development strategy, the transaction is not expected to have any particular impact on employment and human resources management.

Givaudan wishes to extend the vision carried out by the management team, to promote employment and to preserve Naturex's operational capabilities. More generally, Givaudan wants women and men to be at the heart of its values and policy in terms of sustainable development. It shares the common goal of treating its employees fairly and offering them the best standard working conditions, including safety and health.

The transaction would be an opportunity for Givaudan and Naturex, their customers and employees to develop jointly and reciprocally.

No foreseeable change in the workforce's volume or structure is anticipated.

1.1.3.4 Merger – Legal reorganisation

Following the completion of the Offer, Naturex's legal organisation is not expected to be disrupted: the Naturex brand will remain a key value within Givaudan and no merger is planned to date.

1.1.3.5 Dividend distribution policy

Givaudan reserves the right to amend Naturex's dividend distribution policy upon completion of the Offer or to continue not to distribute any dividend in order to leave the Company with more means to ensure its development.

1.1.3.6 Interests for the Company and the shareholders

The convergence between Givaudan and Naturex will create the worldwide leaders in the area of natural extracts and ingredients.

The Offer gives the possibility for the minority shareholders of Naturex to benefit from immediate liquidity of their shares at the Offer Price of € 135 as described in section 2.1 of this offer document.

In addition, the Offer Price of € 135 shows a premium of 42.1% over the Naturex share price at the close of the last trading session on 23 March 2018, 41.5% over average prices weighted by the volumes of the last month before the announcement, 46.8% over average prices weighted by volumes of the last three months before the announcement and 52.8% over average prices weighted by volumes of the last twelve months before the announcement.

1.1.4 Squeeze-Out and delisting from Euronext Paris

1.1.4.1 Squeeze-Out

In accordance with Articles 237-14 *et seq.* of the general regulations of the AMF, in the event where the minority shareholders do not hold, upon closing of the Offer (where applicable the Reopened Offer in compliance with Article 232-4 of the general regulations of the AMF), more than 5% of the share capital or voting rights (with the exception of (i) shares held directly by the Company and (ii) shares subject to the liquidity mechanism mentioned below), the Offeror intends to implement the Squeeze-Out at the end of the Offer or within a period of three months following the settlement of the Reopened Offer (if any).
The shares not tendered in the Offer and, if any, to the Reopened Offer will be transferred to the Offeror in exchange for payment of compensation equal to the Offer Price.[2]

Pursuant to the provisions of Article 261-1 I 1 and 2 and II of the general regulations of the AMF, the Board of directors of the Company, in a decision adopted the 3 April 2018, appointed the firm Eight Advisory, as independent financial experts in charge of certifying the fairness of the Offer Price and its acceptability with regard to the Squeeze-Out. The report of the independent expert will be presented in its entirety in the response document of the Company.

A document informing the public of the Squeeze-Out will be published by the Offeror in a journal of legal announcements ("*journal d'annonces légales*"). The amount of the compensation will be paid to a frozen

[2] *By exception, the Unavailable Shares, given their features, will not be included in the scope of the Squeeze Out but the Offeror will propose to their beneficiaries, under certain conditions, a liquidity mechanism as described in section 2.7.*

account opened for this purpose with a custody account holder designated in the capacity of centralizing agent of the Squeeze-Out compensation operations.

Euroclear France will close the trading code of the Naturex shares and the accounts of the affiliates. Euroclear France will issue to these affiliates the statements of balance of their account in Naturex shares. The custody account holder, after delivery of the statements of Euroclear France, will credit the depository account holding establishments with the amount of the compensation, which must in turn credit the accounts of the holders of the Naturex shares.

The Naturex shares will be withdrawn from the regulated Euronext Paris market on the date, fixed by the AMF, on which the Squeeze-Out will be implemented.

In compliance with Article 237-6 of the general regulations of the AMF, the unallocated funds corresponding to the compensation whereby the beneficial owners have remained unknown, will be kept by the custody account holder for a 10 year-period from the date of implementation of the Squeeze-Out, and then, at the end of this period, paid to the *Caisse des Dépôts et Consignations*. The *Caisse des Dépôts et Consignations* will keep the said funds available to their beneficial owners, subject to the thirty-year time limitation period to the benefit of the State.

1.1.4.2 *Buyout tender offer (offre publique de retrait)*

In the event where the Squeeze-Out cannot be implemented under the conditions set out above, the Offeror reserves the right, if it later comes to hold, directly or indirectly, in concert, at least 95% of the voting rights of the Company, to file with the AMF a draft buyout tender offer (*projet d'offre publique de retrait*) followed, in the event where the minority shareholders do not hold more than 5% of the share capital or voting rights at the end of this, by a squeeze-out procedure targeting the shares of the Company, under the conditions of Articles 236-1 and subsequent and 237-1 and subsequent of the general regulations of the AMF.

1.1.4.3 *Delisting of the shares of the Company from Euronext Paris*

In the event where the Squeeze-Out is not implemented, the Offeror reserves the right to request, on behalf of the Company, the delisting of Naturex shares from the regulated market should the conditions set out in the stock market rules adopted by Euronext Paris (Article P 1.4.2 of the non-harmonised rules of Euronext Paris) be met.

1.2 Agreements that may have a significant impact on the assessment of the Offer or its outcome

Givaudan has undertaken in the Share Purchase Agreement to pay each of the sellers additional consideration in the event that, between 4 June 2018 and 4 June 2019, it or one of its subsidiaries, alone or in concert, files a takeover bid (including any offer in competition with another offer or any overbid on its own offer) with the AMF for the Company's shares at a price per share exceeding €135. This additional consideration is equal to (i) the positive difference between (x) the price per share offered under this takeover bid and (y) €135, multiplied by (ii) the number of shares directly or indirectly transferred by each of the sellers to Givaudan on 4 June 2018.

In addition, Givaudan has undertaken to pay each of the sellers an additional consideration if, between 4 June 2018 and 4 June 2019, it or one of its subsidiaries decides to tender shares in the Company to a public offer initiated by a third party on the Company's shares. This additional consideration is equal to (i) the positive difference between (x) the price per share offered under this third-party offer (increased, where applicable, by the amount of any distribution announced by the Company after 26 March 2018) and (y) €135, multiplied by (ii) the number of shares of the Company, directly or indirectly, transferred by each of the sellers to Givaudan on 4 June 2018.

There is no other earn-out clause in the agreements concluded by Givaudan with the sellers.

Givaudan confirms it does not intend (i) to file, between 4 June 2018 and 4 June 2019, a takeover bid on the Company shares to a price over €135 and (ii) to tender, between 4 June 2018 and 4 June 2019, its Naturex's shares to a takeover bid initiated by a third party and undertakes not to do so.

On the date of this Offer document, and with the exception of the Convergence Protocol and the above undertakings, Givaudan is not party to any agreement that may have a significant impact on the assessment of the Offer or on its outcome, and has no knowledge of any agreement of this type.

Liquidity of Unavailable Shares resulting or likely to result from the exercise of subscription options and Performance Shares (referred to in section 2.5 and 2.6)

The undertakings concluded by Givaudan with all the holders of Unavailable Shares are detailed in section 2.7 below.

Agreement for tender to the Offer

At the date of the communication of this Offer document, Givaudan has not concluded, nor does it benefit from, any agreement with third parties for tender to the Offer.

Other agreements which the Offeror has knowledge of

As of the date of the communication of this Offer document, to the best knowledge of the Offeror, there is no agreement other than those above mentioned that may have an impact on the assessment or the outcome of the Offer.

2 TERMS AND CHARACTERISTICS OF THE OFFER

2.1 Terms of the Offer

Pursuant to the provisions of Article 231-13 of the general regulations of the AMF, and under the terms of a letter of filing dated 7 June 2018, BNP Paribas, acting on behalf of Givaudan, filed this Offer with the AMF in accordance with the standard procedure (*procédure normale*).

Consequently, the Offeror irrevocably undertakes to Naturex shareholders that it will acquire all Naturex shares that are presented to it in connection with the Offer for a period of 25 trading days, at the Offer Price fixed at € 135 per share, payable exclusively in cash.

BNP Paribas, as presenting bank of the Offer, guarantees, in compliance with Article 231-13 of the general regulations of the AMF, the content and the irrevocable nature of the undertakings made by Givaudan in connection with the Offer.

The Offer follows the Offeror's upward crossing dated 4 June 2018 of the threshold of 30% of Naturex's share capital and voting rights; the Offer is therefore mandatory pursuant to the provisions of Article L.433-3, I of the French Monetary and Financial Code.

2.2 Number and nature of the shares targeted by the Offer

Givaudan has acquired through the Share Purchase Agreement, (i) 1,565,806 shares and voting rights, representing 16.36% of Naturex's share capital and 14.71% of the voting rights and (ii) 100% of SGD's share capital and voting rights, constituting 2,306,839 shares and 3,365,655 voting rights representing 24.11% of Naturex's share capital and 30.46% of Naturex's voting rights. In total, Givaudan holds directly or indirectly 3,872,645 Naturex' shares and 4,931,461 voting rights representing 40.47% of the capital and 44.64% of the voting rights.

Givaudan does not hold any Naturex shares other than those referred to above.

Pursuant to Articles 231-6 of the general regulations of the AMF, this Offer targets all Naturex shares (i) which have been already issued (with the exception of shares held directly or indirectly by the Offeror and shares held by the Company (treasury shares) and shares being legally and technically unavailable) to the best of the Offeror's knowledge, at the date of this Offer document, being 5,691,669 shares, and (ii) that may be issued prior to the closing of the Offer or Reopened Offer due to the exercise of Naturex' stock options, to the best of the Offeror's knowledge, at the date of this Offer document, being 3,510 shares, determined as follows :

existing shares	9,620,496
shares which may be issued upon the exercise of subscription option and be tendered to the Offer	3,510
less shares held directly and indirectly by the Offeror *	3,924,190
less shares held by the Company	4,637
Total	**5,695,179**[3]

** Including 11,045 and 40,500 shares respectively granted under Performance Shares' Plan no. 1 and Plan n° 2 and assimilated, pursuant to Article L. 233-9 I, 4° bis of the French Commercial Code, to the shares and voting rights already held by the Offeror taking into account the liquidity commitments dated 4 June 2018 described in section 2.7 of this Offer document.*

2.3 Modalities of the Offer

The proposed Offer was filed with the AMF on 7 June 2018 by BNP Paribas, as presenting bank. A filing notice ("*avis de dépôt*") was published on 7 June 2018 by the AMF on its website (www.amf-france.org).

Pursuant to Article 231-16 of the general regulations of the AMF, the draft Offer document was published on the websites of the AMF (www.amf-france.org) and Givaudan (www.givaudan.com) and can be obtained free of charge from BNP Paribas and Givaudan in accordance with Article 231-16 of the general regulations of the AMF. A press release relative to the terms of the draft Offer was published by the Offeror on 7 June 2018.

On the same day, Naturex filed a draft response document, submitted to the AMF for review, notably including the report of the independent financial expert in compliance with the provisions of Article 261-1 I 1° and 2° and II of the general regulations of the AMF, and the opinion of the central works council of Naturex, consulted about the draft Offer in compliance with Articles L. 2323-35 *et seq.* of the French Labour Code in the version in force.

The AMF published a conformity decision (*décision de conformité*), on its website subsequent to its examination of the Offer, after having reviewed the Offer's compliance with applicable legal and regulatory requirements. Pursuant to the provisions of Article 231-23 of the general regulations of the AMF, the declaration of conformity of the AMF entails approval of the Offeror's Offer.

This Offer document and the other information relative to the legal, financial and accounting characteristics of the Offeror, will be available on the Givaudan and AMF websites, and will be available to the public no later than the day preceding opening of the Offer. These documents will also be available free of charge at the registered office of Givaudan and in the premises of BNP Paribas in its capacity of establishment presenting the Offer and representing Givaudan for the purposes of providing these documents in France in compliance with Article 231-16 of the general regulations of the AMF. In compliance with the provisions of Articles 231-27 and 231-28 of the general regulations of the AMF, a press release specifying the terms of provision of these documents will be published by the Offeror.

[3] *Subject to the possible disapplication of any legal and technical unavailability provided for by legal, regulatory or contractual provisions in the event of death or disability in respect of the subscription options under Plan No. 17 and the Performance Shares referred to in sections 2.5 and 2.6 respectively below.*

Prior to the opening of the Offer, the AMF will publish a document confirming the opening and expected timeline of the Offer, and Euronext Paris will also publish a document announcing the terms and the timeline of the Offer.

It is planned that the Offer will remain open for an initial period of 25 trading days.

2.3.1 Terms of response to the Offer – Centralization of the orders

The Offer shall be open for a minimum period of 25 trading days. After setting the closing date of the Offer, the AMF may decide to postpone it.

The Naturex shares tendered to the Offer (and, if any, to the Reopened Offer) must be free of any lien, pledge or charge and generally must not be the subject of any restriction concerning the transfer of their ownership. The Offeror reserves the right to reject all Naturex shares tendered to the Offer which do not respect these conditions.

In compliance with the terms of Article 232-2 of the general regulations of the AMF, orders tendering of the Naturex shares to the Offer may be revoked at any time, up to and including the closing day of the Offer, date beyond which they will be irrevocable.

Naturex shares registered in the Company's registers in the pure registered form (*nominatif pur*) must be converted to administered registered form in order to be tendered to the Offer, unless their holder requests conversion to bearer form, in which case these shares will lose the advantages attached to registered form. Therefore, in order to respond to the Offer, the holders of shares registered in the Company's registers must request Société Générale Securities Services as soon as possible to convert their shares to administer registered or bearer form.

The Naturex shareholders whose shares are registered with a financial intermediary and who wish to tender their shares to the Offer under the conditions set-out within the framework of the Offer must provide their financial intermediary with an instruction to tender to the Offer, in accordance with the terms specific to their financial intermediary, no later than the closing date of the Offer.

Instructions to tender the shares in the Offer will be centralized by Euronext Paris.

The financial intermediary, no later than the date indicated in the notice published by Euronext Paris, must transfer to Euronext Paris the Naturex shares for which they have received an instruction to tender in the Offer.

After reception by Euronext Paris of all instructions to tender in the Offer under the conditions described above, Euronext Paris will centralise all instructions and communicate the result to the AMF.

2.3.2 Coverage of the costs of the shareholders tendering their shares to the Offer

No costs shall be reimbursed and no commission shall be paid by Givaudan to any broker of Naturex shareholders or to any person tendering Naturex shares to the Offer (and, if any, to the Reopened Offer).

2.3.3 Publication of the Offer results and settlement-delivery

The Offer being subject to the Caducity Threshold (as defined in section 2.4 below), the AMF will publish a provisional result as soon as it becomes aware by Euronext Paris of the total number of securities deposited with it by intermediaries for the purpose of centralisation.

The AMF shall be responsible for publishing the final results of the Offer. This publication will be made no later than 9 trading days after closure of the Offer. In the event of an Offer's positive outcome, a notice published by Euronext Paris will indicate the date and the terms of settlement-delivery of the Offer.

It is specified that no interest shall be due to people having tendered their Naturex shares to the Offer for the period between contribution of the said Naturex shares to the Offer and the date of settlement-delivery of the Offer.

The transfer of shares' tendered in the Offer will take place on the settlement date as specified by notice from Euronext Paris, with all rights attached to the Naturex shares being transferred to the Offeror on this date.

2.3.4 Reopening of the Offer

Except in the case where the Offeror implements a Squeeze-Out under the conditions set forth in Articles 237-14 *et seq* of the general regulations of the AMF within 10 trading days of publication of the notice of results of the Offer, the Offer will be automatically re-opened during 10 trading days following the publication of the final result of the Offer, if the Offer is successful (the "**Reopened Offer**"), in accordance with the provisions of Article 232-4 of the general regulations of the AMF. The terms of the Reopened Offer will be identical to those of the initial Offer.

The AMF will publish a timetable for the Reopened Offer. The Reopened Offer will have a minimum duration of 10 trading days.

The orders for contribution of Naturex shares to the Reopened Offer may be revoked at any time up to and including the closing date of the Reopened Offer, beyond which date they will be irrevocable.

2.3.5 Transactions of the Offeror relating to the shares of the Company during the Offer period

The Offeror reserves its right to acquire Naturex shares, for €135 per share, in accordance with and within the limits of Article 231-38 IV of the general regulations of the AMF, between the publication by the AMF of the principal characteristics of the draft Offer and the opening of the Offer. As of 26 June 2018, the Offeror has not acquired any Naturex shares within this framework. Givaudan is entitled to acquire a further 51,545 shares, corresponding to the performance shares under the Plans no. 1 and 2, pursuant to the liquidity commitments dated 4 June 2018, signed with all beneficiaries and referred to in section 2.7.

It is also stated that between the closing date of the Offer and the publication date of the results of the Offer, the Offeror is authorised to acquire shares of the Company at a price that may not be higher than the Offer Price.

Any possible acquisitions of Naturex shares made outside of the Offer shall also be made outside of the United States and otherwise in accordance with Rule 14e-5 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") (see section 2.9 of this Offer document for further details).

2.4 <u>Conditions of the Offer</u>

Pursuant to the provisions of Article 231-9 I of the general regulations of the AMF, the Offer will be invalid if, on the settlement date, the Offeror does not hold, alone or in concert with others, a number of Naturex shares representing more than 50% of the share capital or voting rights (the "**Caducity Threshold**").

If the Caducity Threshold is not reached, the Offer will not be declared successful and the Naturex shares tendered in the Offer will be returned to their holders within three trading days following the publication of the notice of result informing that the Offer has lapsed, without any interest, indemnity or other payment of any kind being due to said holders. Finally, in such cases and in accordance with the provisions of Article L. 433-1-2 II of the Monetary and Financial Code, the Offeror would be deprived, for any general meeting convened until it holds the number of shares corresponding to the Caducity Threshold, of voting rights attached to the shares he holds in the Company for the quantity crossing the three tenth threshold of the share capital or voting rights; he may not increase its capital or voting rights' ownership unless he informs the AMF and files a draft public tender offer to acquire a defined quantity of the Company's shares.

2.5 <u>Situation of subscription option holders</u>

As of 20 June 2018, the details of the valid 12,510 Naturex subscription options (the "**Subscription Options**") are detailed below:

	Plan no. 16	**Plan no. 17**
Date of the general meeting	26.06.2013	26.06.2013
Date of allocation	04.12.2013	02.12.2014
Beginning of the exercise period	05.12.2016	03.12.2017
Expiry date of the exercise period	04.12.2018	02.12.2019
Date as from which the shares are transferable	05.12.2017	03.12.2018
Number of valid options	**3,510**	**9,000**
Exercise price adjusted in €	**62.86**	**55.00**

Holders of the Plan no. 16's Subscription Options may tender to the Offer the shares for which these options provided subscription rights, provided that they have exercised their options within a period allowing them to tender to the Offer at the latest on the last day of the Offer. The taxation applicable to their particular case is set out in paragraph 2.10.4. Otherwise, Plan n° 16's Subscription Options will remain exercisable upon completion of the Offer in accordance with the terms of the said plan.

Plan no. 17's Subscription Option holders will not tender into the Offer the shares for which these options give the right to subscribe because they are legally and technically non-transferable in accordance with the said plan. All Plan no. 17's Subscription Option holders have entered into a liquidity commitment with the Offeror dated 4 June 2018 (as described in section 2.7 of this Offer document).

2.6 <u>Situation of Performance Share holders</u>

As of 20 June 2018, the details of the 133,255 Performance Shares are detailed below:

	Plan no. 1	**Plan no. 2**	**Plan no. 3**	**Plan no. 3 bis**
Date of the general meeting	12.11.2015	20.06.2017	20.06.2017	20.06.2017
End of the vesting period	21.06.2016	20.06.2017	26.03.2018	26.03.2018
Beginning of the exercise period	04.06.2018	20.06.2018	26.03.2019	26.03.2019
Date from which the shares are transferable	05.06.2018	21.06.2019	27.03.2020	27.03.2020
Number of Performance Shares	**11,045**	**40,500**	**36,460**	**45,250**

On the date of this Offer document, all Performance Shares are either in a vesting period or legally and technically non-transferable and will not therefore be capable of being tendered to the Offer.

It is however specified that should the Performance Shares become vested and/or transferable in advance pursuant to Article L. 225-197-1 *et seq.* of the French Commercial Code (cause of death or disability of the beneficiary), these Performance Shares could be tendered in the Offer (and, if applicable, to the Reopened Offer).

All Plan no. 1, Plan no. 2, Plan no. 3 and Plan no. 3 bis's holders of Performance Shares have entered into a liquidity commitment with the Offeror dated 4 June 2018, as described in section 2.7 of this Offer document.

2.7 Liquidity of Performance Shares and shares resulting from the exercise of the Plan no. 17's Subscription Options.

As set out in section 1.1, 2.5 and 2.6, all holders of Performance Shares and all Plan no. 17's Subscription Option holders have entered into a liquidity commitment with the Offeror dated 4 June 2018.

Pursuant to this liquidity mechanism, the Offeror must, at any time during a liquidity window of 2 years and 2 months, starting at the latest of the two following dates: (i) the tenth business day following the expiration date of the holding period of (a) the Performance Shares issued under a given plan or (b) of the shares resulting from the exercise of the Subscription Options issued under Plan no. 17 or (ii) in the event that the shares of the Company have not been the subject of a squeeze-out, on 18 June 2019 (or the day after the realization of a possible squeeze-out procedure on Naturex shares if it takes place before that date), acquire from each beneficiary who has entered into a liquidity commitment and who requests it, all the Performance Shares or shares resulting from the exercise of the Subscription Options that he holds under Plan no. 17.

In addition, each beneficiary of a given plan having entered into the liquidity commitment must, at any time during a period of one year from the first day following the expiry date of the liquidity window, at the request of the Offeror, transfer to him all the Performance Shares or shares resulting from the exercise of the Subscription Options held by him under Plan no. 17.

The transfer price per share will be equal to the Offer Price (increased or decreased by the percentage, as the case may be, of the organic growth or decrease in the aroma division's consolidated sales over the period between the 1st July 2018 and the last day of the month preceding the month in which the promise was exercised). The liquidity commitments do not provide for a guaranteed transfer price.

The aforementioned liquidity commitments may only be exercised in the event of a prior finding of lack of liquidity of the shares, namely (i) in the event of a squeeze-out or delisting of Naturex's shares from the regulated Euronext Paris market or (ii) if the average volume of Naturex's shares traded per day during the 20 trading days preceding the date on which the liquidity is assessed is less than 0.04% of the share capital on the basis of information published by Euronext Paris.

2.8 Indicative timeline of the Offer

Prior to the Offer's opening, the AMF will publish a notice of the opening and a timeline, and Euronext Paris will publish a notice announcing the terms and the timeline of the Offer.

The timeline provided below is purely indicative:

7 June 2018	Communication of the draft Offer to the AMF and publication for the public of the draft Offer document of the Offeror
7 June 2018	Filing with the AMF of the draft response document of Naturex including the report of the independent expert and publication of the draft response document for the public
26 June 2018	AMF's conformity decision (*décision de conformité*) on the Offer with approval (*visa*) of this Offer document of Givaudan and approval of the response document of Naturex
27 June 2018	Making available to the public and publication on the AMF website (www.amf-france.org) of (i) this Offer document of Givaudan and the response document of Naturex approved by the AMF and (ii) the "Other Information" documents relative to the legal, accounting and financial characteristics of Givaudan and Naturex
27 June 2018	Press releases on the terms of provision of the documents of Givaudan and Naturex and the "Other Information" documents
28 June 2018	Opening of the Offer
1st August 2018	Closing of the Offer
7 August 2018	In case of success of the Offer, opening of the Reopened Offer
3 September 2018	Closing of the Reopened Offer
6 September 2018	Publication by the AMF of the Reopened Offer results

2.9 Restrictions concerning the Offer overseas

The Offer is made to the shareholders of Naturex located in France, in Switzerland and in the United States. In respect of other jurisdictions, the Offer is not being made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws and regulations in that jurisdiction (a "**Restricted Jurisdiction**"), and the Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of this Offer document and any accompanying document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Offer document, and any accompanying document (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Offer.

The publication of this Offer document, the Offer, the acceptation of the Offer, as well as the delivery of Naturex shares, may, in certain jurisdictions, be subject to specific regulations or restrictions (including the necessity to file a prospectus or to accomplish formalities required under local law). The Offer is not opened or subject to the control and/or the authorization of any regulatory authorities outside of France and no formalities will be initiated in this respect. Neither the present document, nor any document relating to the Offer constitute an offer with a view to acquire or sell financial titles nor do they constitute a solicitation in view of such an offer in any jurisdiction where such solicitation would be deemed illegal, could not be made in a valid way (outside of France, Switzerland and the United States) or would require the publication of a prospectus or the fulfillment of any other formality in application of local law. The shareholders of Naturex located outside of France, Switzerland or the United States can only participate in the Offer if such participation is authorized under the local law to which they are subject; the Offer is not made to persons subject to such restrictions, directly or indirectly and will not, in any case, be open for acceptance from a Restricted Jurisdiction.

As a consequence, persons in possession of this Offer document are required to seek out information about the local restrictions that may apply to their case and to be in conformity with such restrictions and provisions. Failure to comply with any of these restrictions may constitute a violation of applicable laws and regulations. The Offeror declines any responsibility whatsoever in case of violation of these rules by any person.

If you are a resident of the United States, you should be aware of the following:

The Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, and otherwise in accordance with the requirements of the laws of France.

The Offer is for the securities of a company organized under the laws of France and is subject to the procedural and disclosure requirements arising under French law, which are different from those arising under U.S. law. Accordingly, the Offer is subject to certain procedural and disclosure requirements, including with respect to withdrawal rights, settlement procedures and the timing of payments, which may differ from those applicable under U.S. domestic tender offer procedures and laws. Givaudan understands that no American Depositary Shares representing Naturex shares have been issued under Naturex's American Depositary Receipts facility and, accordingly, the Offer is not being made for any American Depositary Shares.

In accordance with, and to the extent permitted by, applicable law, normal French market practice and Rule 14e-5 of the Exchange Act, Givaudan or its affiliates or its nominees or its brokers (acting as agents) or affiliates of Givaudan's financial advisors may from time to time make certain purchases of, or arrangements to purchase, Naturex shares outside of the United States other than pursuant to the Offer and before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Such purchases, or arrangements to purchase, will comply with all applicable French rules and Rule 14e-5 of the Exchange Act. Any information on such purchases will be publicly disclosed in the United States to the extent that such information is made public in France.

It may be difficult for U.S. shareholders of Naturex to enforce their rights and any claims arising out of U.S. securities laws, since each of Naturex and Givaudan are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. shareholders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Neither the U.S. Securities and Exchange Commission nor any securities commission of any state of the United States has approved or disapproved of the Offer; passed upon the merits or fairness of the Offer or passed upon the adequacy or accuracy of the disclosure in this Offer document. Any representation to the contrary is a criminal offense in the United States.

2.10 Tax regime of the Offer

Under current French law, the following outline, provided for general information purposes only, summarizes the tax consequences that are likely to apply to shareholders of the Company who will participate in the Offer.

Participating shareholders are however reminded that this information only constitutes a summary of the applicable tax regime under the laws currently in force and is not meant to be an exhaustive analysis of all tax effects likely to apply to them. They are therefore invited to contact their usual tax advisor in order to determine the tax regime applicable to their own situation.

This summary is based on the French legal provisions in force as of the date of this Offer document, and is therefore likely to be affected by potential changes in French tax rules, which could have a retroactive effect or apply to the current year or fiscal year, and by their interpretation from the French tax administration and case law.

Individuals not having their tax residence in France must also comply with the tax legislation in force in their State of residence and, where applicable, the provisions of the tax treaty signed between France and this State.

The receipt of cash pursuant to the Offer by a U.S. shareholder of Naturex shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws. Each Naturex shareholder located or resident in the United States is urged to consult with its independent professional advisor regarding any acceptance of the Offer, including, without limitation, to consider the tax consequences associated with such shareholder's election to participate in the Offer.

2.10.1 Individual shareholders who are tax residents of France, managing their private assets and not carrying out stock exchange transactions on an habitual basis

Private individuals undertaking stock market operations under conditions similar to those characterizing an activity exercised by a person undertaking this type of operation on a professional basis, and those holding shares acquired within the framework of a company or group savings plan or under a stock option or share subscription plan or awarding of free shares are asked to check the taxation applying to their specific case with their usual tax advisor.

a) General case

(i) Personal income tax

According to articles 150-0 A et seq., 158, 6° bis and 200 A of the French General Tax Code (the "**FTC**"), net capital gains derived by private individuals from the sale of shares are subject to income tax at a fixed rate of 12.8%. However, taxpayers may choose to elect for the taxation of the net capital gains to the progressive income tax scale. The election must be made when filing the income tax return relating to year when the transfer occurred. Net capital gains are then included in the overall net income. The option is global and irrevocable. When the option is exercised, gains on shares acquired before January 1, 2018 are withheld on a net basis after application, if applicable, of an allowance based on the duration of the holding period as provided for by article 150-0 D of the FTC, which is equal to:

- 50% of their amount when the shares have been held for at least two years and less than eight years on the date of the transfer; and

- 65% of their amount when the shares have been held for at least eight years on the date of the transfer.

Subject to certain exceptions, the duration of the holding period is computed for the purpose of such allowance from the date of subscription or acquisition of the shares.

Pursuant to the provisions of article 150-0 D, 11 of the FTC, capital losses are deducted only from capital gains of the same nature realized the same year before the application of the allowance for holding period, and then in the event of a negative balance, over the following ten years (no deduction on the global income is possible). In the event of a positive balance, the remaining capital gains are reduced, where applicable, by the capital losses incurred during the previous years, up to ten years, and then reduced by the allowance for duration of holding.

Individuals holding carried-forward net capital losses or making a net capital loss on the sale of shares in connection with the Offer should enter into contact with their usual tax advisor in order to determine the tax regime applicable to their specific situation and specifically on how to use these capital losses.

Where applicable, the sale of Shares under the Offer shall have the effect of terminating any deferral or suspension of taxation that may have benefited the shareholders within the framework of prior operations owing to the same shares tendered to the Offer.

(ii) Social security contributions

The net capital gains deriving from sale by private individuals of shares also give rise to the social contributions listed hereunder, calculated on the capital gain generated before application of the allowance mentioned above, at the total rate of 17.2%:

- the general social contribution ("CSG") at the rate of 9.9%;
- the contribution for reimbursement of the social debt ("CRDS") at the rate of 0.5%;
- the social deduction and its additional contribution of 4.8%; and
- the solidarity deduction to the level of 2%.

When the taxpayer has decided to elect for the taxation of the capital gains to the progressive income tax scale - by exercising the express and irrevocable option described in paragraph i) of 2.10.1.a - a portion of the CSG, amounting to 6.8%, is deductible from the total taxable income of the year during which the contribution is paid.

(iii) Exceptional contribution on high income

Article 223 sexies of the FTC provides for an exceptional contribution payable by taxpayers liable to income tax whose reference tax income exceeds certain limits. This contribution is calculated on the basis of the following rates:

- 3% on the fraction of reference tax income greater than € 250,000 and less than or equal to € 500,000 for taxpayers who are single, widowed, separated or divorced, and the fraction of the reference tax income greater than € 500,000 and less than or equal to € 1,000,000 for taxpayers subject to joint taxation; and
- 4% on the fraction of reference tax income greater than € 500,000 for taxpayers who are single, widowed, separated or divorced, and the fraction of reference tax income greater than € 1,000,000 for taxpayers subject to joint taxation.

The reference tax income of the tax household mentioned above is defined in compliance with the provisions of point 1 of IV of Article 1417 of the FTC, without applying the rules of the "quotient" defined in Article 163-0 A of the FTC.

The reference income notably comprises the net capital gains derived upon the transfer of the shares, before application of the allowance for holding period.

b) <u>Shares held under a share saving plan (SSP – "Plan d'Epargne en Actions")</u>

Private individuals owning shares under a SSP may participate in the Offer.

The SSP allows investing in shares while benefiting from a preferential tax regime on dividends and capital gains realized within the framework of the SSP.

Thus, throughout the duration of the SSP, capital gains, dividends and other income from investments made under the SSP are exempt from income tax (subject to certain limits in the case of income from unlisted securities).

Withdrawals made more than five years after the opening date of the SSP are totally exempt from income tax. In addition, they are not included in the calculation of the exceptional contribution on high income described in paragraph iii) of 2.10.1.a. However, the net gains realized are subject to the social contributions described in paragraph ii) of 2.10.1.a (being specified, however, that the effective rate of these social contributions (described in paragraph ii) of 2.10.1.a.) may vary depending on the date on which such gains are realized and the plan opening date).

Special provisions, not described within the framework of this Offer document, apply in the event of capital losses, closure of the plan before expiry of the fifth year after opening of the SSP, or in the event of exit from the SSP in the form of life annuity.

Private individuals holding their shares under a SSP and wishing to participate in the Offer are invited to contact their usual tax advisor in order to determine the consequences of the transfer of the shares placed under a SSP and the tax regime of such transfer.

2.10.2 Corporate entity shareholders resident in France for tax purposes and liable to pay corporate income tax

a) General case

Capital gains and losses deriving from the sale of shares within the framework of the Offer are generally included (except in the case of special arrangements, cf. 2.10.2.b) in the taxable result subject to corporate income tax at the standard rate. This rate is currently set at 28% for the portion of profits less than or equal to €500,000 and 33.1/3% for the fraction of profits exceeding €500,000. These capital gains are also subject, where applicable, to a social contribution of 3.3% (Article 235 ter ZC of the FTC), which applies to the amount of corporation tax reduced by a deduction of €763,000 per twelve-month period.

Companies whose turnover (excluding taxes) is less than €7,630,000 and whose share capital, fully paid up, is held, throughout the relevant financial year, for at least 75% by private individuals or by companies fulfilling the same conditions themselves:

- are exempt from the 3.3% contribution; and
- benefit from a reduced corporate tax rate of 15% within the limit of €38,120 taxable result per twelve-month period.

The capital losses derived upon a sale of shares of the Company within the framework of the Offer shall in principle (except specific legal regime, see 2.10.2.b) be deducted from the earnings subject to corporate income tax of the corporate entity.

Finally it is also specified that (i) some of the thresholds mentioned above follow specific rules if the taxpayer belongs to a tax consolidated group and (ii) the contribution of shares to the Offer may have the effect of terminating any deferral or suspension of taxation from which the corporate entity shareholders may have benefited within the framework of prior operations and/or to challenge specific tax reductions.

b) Specific regime applicable to long-term capital gains (capital gains on sale of equity interests)

Pursuant to article 219 I-a quinquies of the FTC, net capital gains deriving from the sale of shares qualifying as "participation shares" (titres de participation) and held for more than two years are exempted from corporate income tax, except for an amount of 12% of the gross capital gains. This taxable amount is subject to corporation tax at the standard rate (currently 28% or 33.1/3% depending on the case, cf. 2.10.2.a.) increased, where applicable, by the social contribution of 3.3%.

Participation shares within the meaning of article 219 I-a quinquies of the FTC is defined as: (a) shares qualifying as such for accounting purposes, (b) shares acquired in execution of a public takeover bid or exchange offer by the company that initiated it, as well as (c) shares giving entitlement to the tax regime of parent companies (as defined in Articles 145 and 216 of the FTC) provided in such a case that they represent at least 5% of the issuing company's voting rights, are recorded in the participation share account or in a special subdivision of another balance sheet account corresponding to their accounting qualification, apart for shares in a predominantly real estate company (as defined in article 219 I-a, al. 3 of the FTC).

Companies are invited to contact their usual tax advisor to ensure that the shares they hold qualify as "participation shares" within the meaning of Article 219 I-a quinquies of the FTC.

The conditions for the use and carry forward of long-term capital losses are governed by specific rules and taxpayers are invited to enter into contact with their usual tax advisor.

2.10.3 Shareholders who are not French tax residents

Subject to the provisions of international tax treaties and any specific rules potentially applicable - for example - to individual shareholders who acquired their shares under an employee share ownership plan, capital gains deriving from the sale of shares by individuals who are not domiciled in France for tax purposes within the meaning of Article 4 B of the FTC, or by legal entities that are not resident for tax purposes in France (excluding the case where shares are attributable to a fixed base or to a permanent establishment subject to tax in France or recorded in the tax balance sheet of said structure), are exempt from tax in France, provided that (i) the rights in the company's profits held, directly or indirectly, by the seller (individual or legal person or body), with his spouse, their ascendants and their descendants, have not, at any time during the five years preceding the transfer, exceeded together 25% of rights in the profits (Articles 244 bis B and C of the FTC) and, (ii) the seller is not domiciled, established or constituted in a non-cooperative State or territory within the meaning of Article 238-0 A of the FTC, the list of such jurisdictions being published by ministerial ruling, updated annually and applicable as from the first day of the third month following the publication of the ruling publication. In the latter case, regardless of the percentage of rights held in the profits of the company whose shares are sold, the capital gains deriving from the sale of these shares are taxed at the flat rate of 75%.

Company's Shareholders who are not French tax residents are invited to determine their specific tax situation with their usual tax advisor, notably in order to take into consideration the tax regime applicable to their particular case, both in France and in their State of tax residence.

Where applicable, the sale of Shares under the Offer shall have the effect of terminating any suspension of taxation which applies, where applicable, to individuals subject to the "exit tax" system provided for by the provisions of Article 167 bis of the FTC upon the transfer of their tax domicile outside France. The persons concerned are invited to contact their usual tax advisor

2.10.4 Shares held by employees and corporate officers resulting from the exercise of stock options

a) Taxation of the Option Exercise Benefit

Pursuant to Article 80 bis, I of the FTC, the gain corresponding to the difference between the fair market value of the share at the option exercise date and the subscription or purchase price of this share, also called "Acquisition Gain", is subject, where options have been granted after September 28, 2012, for the year in which these shares are sold, to income tax in the category of salaries and wages, to social contributions and to the salary contribution provided for by Article L. 137-14 of the Social Security Code.

French source Acquisition Gains within the meaning of Article 164, B, I-d of the FTC, generated by persons who are not French tax residents during the year of disposal of these shares are subject to a specific withholding tax pursuant to Article 182 A ter of the FTC. Said persons are invited to contact their usual tax advisor.

b) Taxation of the capital gain on the sale of shares

Net gains from the sale of shares acquired by the beneficiary of a subscription option granted under the conditions provided for by Articles L 225-177 to L 225-186 of the French Commercial Code are taxable under the conditions of Article 150-0 A of the FTC(see 2.10.1).

The net gain on disposal of shares resulting from stock options is equal to the difference between the effective sale price of the shares, net of expenses and taxes paid by the seller, and the subscription price increased by the Acquisition Gain within the meaning of article 80 bis, I of the FTC.

With regard to the calculation of the holding period, for the purposes of determining the allowance for holding period, the starting point of this period is the date of exercise of the option.

As regards company's shareholders who are not French tax residents, the capital gain are taxable under the conditions described in 2.10.3. They are invited to study their particular tax situation with their usual tax advisor, notably in order to take into consideration the tax regime applicable both in France and in their State of tax residence.

2.10.5 Shareholders subject to a different taxation regime

Shareholders subject to a tax regime other than those set out above and who participate in the Offer, notably taxpayers whose operations relating to shares exceed simple portfolio management or who have recorded their shares on the assets of their commercial balance sheet, are invited to review their particular tax situation with their usual tax advisor.

2.10.6 Registration Fees

In compliance with Article 726 of the FTC, no registration duty is payable in France for the sale of shares of a listed company whose registered office is in France, unless the sale is recorded by a deed signed in France or abroad. In the latter case, the transfer of the shares is subject to a transfer tax at the proportional rate of 0.1% of the transfer price.

The financial transaction tax does not apply if Naturex's market capitalization did not exceed € one billion on 1ST December 2017.

2.11 Financing of the Offer

2.11.1 Costs linked to the Offer

The total amount of all external costs, fees and expenses incurred by the Offeror in connection with the transaction and this Offer, including the fees and costs of its financial, legal and accounts advisors, and the costs of publication, is estimated at a maximum amount of €5.5 million (including all taxes).

2.11.2 Method of financing the Offer

On the basis of an Offer Price of €135 per share, in the event where all shares targeted by the Offer were tendered to the Offer, the acquisition of all Naturex shares would represent a maximum amount of around €769 million (excluding various costs and commissions).

The Offer will be financed by borrowing.

3 ELEMENTS OF APPRAISAL OF THE OFFER PRICE

The elements for assessment of the Offer Price contained below have been prepared by BNP Paribas, presenting bank for the Offer (the "Presenting Bank") on behalf of the Offeror. For this purpose, the Presenting Bank used valuation methods on the basis of publicly available information (annual reports, analysts presentation, brokers notes, press releases) pertaining to the Company and its business sector prior to the 23 March 2018, last traded day before the Offer announcement.

It was not part of the Presenting Bank’s scope of work to verify the above-mentioned sources, nor to evaluate or verify the assets or liabilities of the Company.

The information, figures and analyses contained in this Offer document other than historical data reflect forward-looking information, expectations and assumptions involving risks, uncertainties and other factors, as to which there can be no guarantee, and which may cause actual facts or results to be materially different from what is discussed in this Offer document.

3.1 Synthesis – Determination of the Offer Price

The price proposed by the Offeror for each Company Share is €135.0.

Based on the valuation materials presented below, the Offer Price implies the following premiums:

Metholodogy	Equity per share (€)			Premium per share (%)		
Market valuation:						
Spot		**95.0**			**42.1%**	
VWAP 1m		**95.4**			**41.5%**	
VWAP 3m		**91.9**			**46.8%**	
VWAP 6m		**91.7**			**47.1%**	
VWAP 12m		**88.3**			**52.8%**	
Target price	85.0	**95.4**	105.0	58.8%	**41.5%**	28.6%
DCF	96.1	**110.8**	129.6	40.4%	**21.9%**	4.1%
Block Purchase		**135.0**			**-**	
Trading	86.8	**112.0**	131.3	55.5%	**20.5%**	2.8%
Transactions	77.0	**89.6**	102.2	75.3%	**50.7%**	32.2%

The Offer Price is above:

- The Share price of last closing day prior to the Offer announcement (€95);
- The highest target price of €105.0 with an average of €95.4 before the announcement;
- The upper end of the valuation range of the discounted cash flows (range of €96.1 to €129.6 with a central value of €110.8);
- The upper end of the valuation range of the trading multiples (range of €86.8 to €131.3 with a central value of €112.0 for 2018e and 2019e EBITDA);
- The upper end of the valuation range of the transaction multiples (range of €77.0 to €102.2 with a central value of €89.6).

Besides, the Offer Price equals the price paid by the Offeror for the acquisition of the Bloc of 40.47%, as described in section 1.1.1 of this Offer document.

3.2 Valuation methods

3.2.1 References and retained methods

The Offer Price has been assessed according to the multi-criteria approach described below.

Share price analysis

The Company has been listed since October 1996. Naturex's Shares are traded on Euronext in Paris under ISIN code: FR0000054694.

Average daily volumes traded over the past 12 months prior to the Offer announcement stand at 5,743 and represent 0.11% of the floating Shares of Naturex. Naturex Shares could be considered as liquid stocks, even if partially limited, and this method can be retained as a reference to assess the Offer.

Analysts' target prices

Seven analysts are following Naturex' share price: Berenberg, CM-CIC, Exane BNP Paribas, Midcap Partners, Natixis, Portzamparc and Société Générale.

Analysts target price is not a valuation method on its own as each analyst bases valuation on publicly available information and different valuation methods that cannot be verified by the Offeror. However, analysts have a good understanding of the market and the competitors of Naturex. Since the announcement of the 2017 Annual results on 6 February 2018, the analysts have updated their target price. Considering the regularity of such coverage, such method can be considered as a relevant one.

Discounted cash flows

This method aims to assess the value of the Company capital employed (intrinsic value) by discounting the expected cash flows generated by the latter. The value attributable to the Company's shareholders is obtained by subtracting all debt like items from the value of capital employed.

This valuation method has been applied on three periods:

- Brokers consensus over the 2017-2020 period (explicit horizon);
- Extrapolation of the Brokers consensus over the period 2021-2023 to smooth normative year aggregates; and
- Terminal value computation based on normative financial aggregates after 2023.

Given Naturex profile, this method has been retained as it takes into account future development and growth.

Expected cash flows have been determined based on brokers covering Naturex over the 2017-2020 period.

Parts of the 2018 budget have been provided at a late stage to Givaudan, and have not been taken into account in the valuation.

The brokers' consensus, its extrapolation and the terminal value reflect the following assumptions:

- A significant revenue increase over the brokers' consensus period: €431m in 2018e (+6.4% vs. 2017), €461m in 2019e and €500m in 2020e, followed by gradual growth slowdown to 3.0% p.a. for the terminal value, reflecting the long term economic growth forecast in the geographic areas where the Company operates ;
- A €73m EBITDA in 2018e, €85m in 2019e and €100m in 2020e, leading to an EBITDA margin rebound to 20%, assumed stable throughout the extrapolation period
- Capex of €25m in 2018e and 2019e, and of €27m in 2020e, slowly decreasing to a normative level assumed at 5.0% of the revenues
- D&A assumed stable throughout the extrapolation period, at 5.0% of the revenues and in line with the capex levels
- Working capital requirements assumed stable in proportion of the revenues over the extrapolation period

Analysis of the Block Purchase

On 26 March 2018, the Offeror entered into a Share Purchase Agreement to acquire from several shareholders 3 872 645 Shares of the Company by way of off-market block trades, at a price of €135.00 per Share on 4 June 2018.

This transaction represents a relevant reference for the Company's value to the extent that the price of €135.00 per Share has been considered as attractive enough by the sellers that have a deep knowledge of the Company.

<u>Trading multiples</u>

The valuation method using trading multiples consists of valuing a company based on multiples observed on a sample of listed companies that have features comparable to the Company, notably in terms of technologies and end markets.

Within the valuation framework, the EBITDA over enterprise value multiple has been retained.

The EBITDA multiple was retained, as it is the usual aggregate used by analysts covering Naturex in the sector. This aggregate has been calendarized as of 31 December for selected peers, matching Naturex's end of fiscal year. We applied this aggregate to Naturex's 2018e and 2019e EBITDA (estimated by the broker consensus).

<u>Transaction multiples</u>

The precedent transactions method consists of valuing a company based on multiples observed on a sample of selected transactions that occurred in a sector comparable to the company evaluated.

Within the last 4 years, 16 transactions have been identified as similar in terms of activity and size.

3.2.2 Valuation methods not retained

<u>Net book value of assets</u>

The net book value of assets accounts for contributions in kind and in cash by the Company's shareholders, and the historical accumulation of the Company's earnings, excluding its future prospects.

For information purposes, the net accounting asset value per Share is €39.5 on a non-diluted basis and €38.9 on a fully diluted basis, as of 31 December 2017, latest reporting date.

<u>Revalued net asset value</u>

This method consists of re-assessing at market value the assets and liabilities entered into the company's balance sheet, taking into account the existence or not of unrealized gains on the assets, liabilities or off-balance sheet items. This method is relevant primarily for diversified holding companies or companies that hold a large number of assets – in particular real estate assets or assets not used in operations – and there is likely to be a significant difference between the historical value of these assets recorded on the balance sheet compared to their immediately realisable economic value. This method is also relevant when used as part of a winding-up approach since it factors in liquidation costs, which is not this case.

<u>Dividend discount method</u>

This method consists of the valuation of the Company's equity by relying on assumptions of future dividend distributions based on a business plan. These future flows to shareholders are discounted at the cost of equity. This method is only relevant for companies that have a substantial ability to pay dividends in a regular and predictable manner. The Presenting Bank did not retain this method as the Company never distributed any dividend over the last three years.

3.2.3 Fully diluted number of Shares

The number of Shares retained in the framework of this study is 9,705,972 corresponding to the number of outstanding Shares as of 23 March 2018, increased by the maximum number of Shares that may be issued as a result of the exercise of dilutive instruments and reduced by the amount of treasury Shares.

Shares	Number	Notes/sources
Total shares outstanding	**9,559,856**	As of 31/03/2018
Liquidity contracts	**(4,637)**	As of 31/03/2018
Stock option plans		
n°16	*6,605*	
n°17	*9,000*	
Performance share	135,148	
Total shares to be issued	**150,753**	As of 31/03/2018
Total fully diluted number of shares	**9,705,972**	

3.2.4 Enterprise value to Equity value adjustments

Adjustments to enterprise value

The adjustments presented below have been established on the basis of consolidated accounts of the Company as of 31 December 2017, as well as other information provided by the Company or estimated by the Presenting Bank.

	Value (€M)	Note/sources
Cash from balance sheet	(15.5)	As of 31/12/2017
Financial debt - non current	157.8	As of 31/12/2017
Financial debt - current	28.8	As of 31/12/2017
Derivatives	1.7	As of 31/12/2017
Pension provisions	7.9	As of 31/12/2017
Minority interests	0.6	As of 31/12/2017
Financial assets	(11.6)	As of 31/12/2017
Cash impact from dilutive instruments	**(1.6)**	As of 31/12/2017
Stock plan n°16	(1.1)	
Stock plan n°17	(0.5)	
Cash generation in 2018 YTD	(4.7)	As of 23/03/2018
Total EV - EQ adjustments - excl TLCF	**163.4**	
Value of tax losses carry forward (TLCF)	(6.0)	Book value of tax losses as of 31/12/2017
Total EV - EQ adjustments	**157.4**	

3.3 Description of retained valuation methods

Naturex's capital is comprised of one single category of common Shares Naturex (NRX:FP) traded on Euronext Paris ("compartiment B") under the ISIN code FR0000054694.

The retained reference Share price is the closing price on 23 March 2018, which is the last trading day prior to the announcement of the Offeror's intention to make the Offer.

The table below shows Naturex' Share price and relative premiums during the period prior to the announcement.

	Share price (€)	**Premium (%)**	**Average daily volume ('000)**	**Rotation (vol. in % of floating)**
Spot (as of 23/03/2018)	95.00	42.1%	3.2	0.06%
VWAP 1m	95.41	41.5%	4.0	0.08%
VWAP 3m	91.94	46.8%	5.0	0.10%
VWAP 6m	91.75	47.1%	5.2	0.10%
VWAP 12m	88.34	52.8%	5.7	0.11%

Source: Factset (as of 23/03/2018)
Note: Assuming 4,260,680 floating shares or 44.6% of the total shares outstanding as of 23/03/2018

Over the last twelve months prior to 23 March 2018, Naturex share reached its highest level at €99.3 on 20 October 2017, and its lowest level at €80.4 on 4 April 2017.

The offered price implies premiums ranging between 42.1% and 52.8% on the last trading Share price and the considered average prices.

3.3.1 Analyst's target prices

The table below summarizes the last target prices of these brokers prior to the announcement.

Broker	**Valuation date**	**Target Price (€)**	**Premium (%)**
Société Générale	23/03/2018	92.8	45.5%
Portzamparc	22/03/2018	85.0	58.8%
Exane BNP Paribas	26/02/2018	105.0	28.6%
CM - CIC Market Solutions	07/02/2018	100.0	35.0%
Midcap Partners	07/02/2018	92.0	46.7%
Berenberg	07/02/2018	100.0	35.0%
Natixis	07/02/2018	93.0	45.2%
Average value		**95.4**	**41.5%**
Median value		**93.0**	**45.2%**

The resulting premium of the offered price on the average target price is 41.5%.

3.3.2 Discounted cash flows

This method consists in computing the value of the target's assets (intrinsic value) by discounting the expected cash flows generated by these assets. The Equity Value attributable to the target's shareholders is obtained by subtracting the sum of the net debt and debt-like elements from the Enterprise Value of the target (as described in section 3.2.4 of this Offer document).

The discounted cash flows valuation was computed as of 23 March 2018, using a conventional cash flow reception at mid-year. The Enterprise Value is calculated by discounting future cash flows with the cost of capital. It includes (i) the discounted value over the 2017-2023 explicit horizon, (ii) a terminal value obtained by discounting perpetual normative cash flows, by the end of that period.

Cost of capital

We retained a cost of capital equal to the cost of equity, 7.0%, computed on the basis of the following assumptions:

- A risk free rate of 0.7% being the last month[4] average from Exane BNP Paribas;
- An Equity Risk Premium of 7.3%, corresponding to the last month[5] average of the Equity Risk Premium from Exane BNP Paribas;
- An unlevered beta (beta of the assets) of 0.8 computed as the median of comparable companies ones (source: MSCI Barra Global Betas);
- A country risk premium of 0.4% computed as weighted average of nature's revenues
- A size premium of 0.4% (source: Associés en Finance)

Terminal value assumptions

The terminal value was computed using the Gordon-Shapiro formula based on the following assumptions:

- A 3.0% perpetual growth rate (PGR), based on analysts' considerations on the Company and comparable companies;
- Operational normative features in line with those expected by analysts for 2020.

Naturex' Share price value through the discounted cash flow approach

Central value was computed using a cost of capital of 7.0% and a perpetual growth rate of 3.0%. Sensitivity analyses of the Equity Value per Share were carried out on the cost of capital and the PGR, with the following assumptions:

- A cost of capital between 6.5% and 7.5% (+/ - 50 basis points)

Equity value per share (€)

Cost of Capital		Perpetual growth rate				
		2.50%	2.75%	3.00%	3.25%	3.50%
	6.50%	114.7	121.7	129.6	138.8	149.5
	6.75%	106.7	**112.7**	**119.6**	**127.4**	136.4
	7.00%	99.6	**104.9**	110.8	**117.5**	125.2
	7.25%	93.2	**97.9**	**103.0**	**108.8**	115.4
	7.50%	87.5	91.6	96.1	101.2	106.9

[4] before the announcement of the Offer

[5] before the announcement of the Offer

On the basis of these analyses, the Equity Value per Naturex Share is within a range of €96.1 and €129.6, translating into a range of Enterprise Value between €1,090m and €1,416m. The central value is equal to €110.8 per Share, corresponding to an Enterprise Value of €1,233m.

The Offer Price is higher than the upper end of the valuation range obtained through the discounted cash flows of Naturex. It represents a 21.9% premium over the central value obtained through the discounted cash flow method.

3.3.3 Trading multiples of listed comparable companies

This method consists of determining the value of the Company by applying the multiples observed on a sample of comparable listed companies admitted to trading on regulated market to the Company's estimated financial aggregates.

There are no listed companies directly comparable with the Company in terms of activity, size, margins, geography and asset allocation. The selected sample of comparable companies is composed of five companies from the Flavours and Fragrances sector.

Within the valuation framework, the EBITDA over enterprise value multiple has been retained.

Multiples have been computed as of 23 March 2018. The valuation has been performed by applying multiples to the Company's estimated financial aggregates for 2018e and 2019e, and then taking the average of those two valuations.

	Market	EV	EV / SALES		EV / EBITDA		EV / EBIT	
Company	**cap.**	**(€m)**	**2018e**	**2019e**	**2018e**	**2019e**	**2018e**	**2019e**
Naturex	922	1,079	2.5x	2.3x	15.1x	12.8x	24.2x	19.0x
Flavours & Fragrances worldwide peers								
International Flavors	8,962	10,073	3.4x	3.3x	15.8x	14.7x	18.6x	17.3x
Frutarom Industries	4,441	4,907	3.8x	3.6x	18.8x	17.5x	22.4x	20.6x
Givaudan	17,069	18,530	4.1x	3.9x	18.3x	16.8x	22.5x	20.3x
Sensient Technologies	2,548	3,033	2.6x	2.5x	13.1x	12.3x	15.9x	15.1x
Symrise	8,443	10,401	3.3x	3.1x	15.9x	14.7x	23.1x	20.8x
Mean - Flavours & Fragrances worldwide peers			**3.5x**	**3.3x**	**16.4x**	**15.2x**	**20.5x**	**18.8x**
Median - Flavours & Fragrances worldwide peers			**3.4x**	**3.3x**	**15.9x**	**14.7x**	**22.4x**	**20.3x**

Source: FactSet

Sample of selected comparable companies

- **IFF**

  International Flavors & Fragrances, Inc. is an American producer of flavours and fragrances used in food, beverages, personal hygiene and the household products industry. The company operates through the following two segments: the flavours and fragrances segments. IFF is a global company; its 2017 sales ($3.4bn) are split as follows: 31% in EMEA, 27% in Asia, 27% in North America and 15% in Latin America.

- **Frutarom**

  Frutarom Industries Ltd. is an Israeli producer of aromas and food ingredients. The company operates through two segments: flavours (75% of 2017 sales - $1.4bn) and food ingredients (production of ingredients used in the agri-food industry. Frutarom is a global company: emerging markets account for 43% of its 2017 sales, Western Europe 36%, North America 14% and the rest of the world 7%.

- **Givaudan**

  Givaudan is a Swiss producer of flavours and fragrances. Givaudan is at the forefront of innovation and creation of perfumes and aromas. Givaudan is a global company, its 2017 sales (CHF 5.1bn) is split as follows: 34% in EMEA, 27% in North America, 27% in Asia Pacific and 12% in Latin America.

- **Sensient Technologies**

  Sensient Technologies Corp. is an American producer of colours, flavours and fragrances. The company manufactures flavours used in beverages, bio-nutrients and natural and artificial colorants for the agri-food, cosmetic and pharmaceutical industry. Sensient Technologies posted 2017 sales of $1.4bn split as follows: 52% in North America, 24% in Europe, 15% in Asia Pacific, and 8% in the rest of the world.

- **Symrise**

  Symrise is a German producer of flavours, fragrances and ingredients used in the cosmetic industry. The company operates through the following two segments: fragrance and care (fragrance, cosmetic ingredients, aroma molecules) and flavour and nutrition (perfume, intermediary food products, etc.). The company recorded 2017 sales of €3.0bn, split as follows: 44% in EMEA, 22% in the US, 21% in Asia Pacific and 13% in Latin America.

  Sources: Companies, FactSet

The application of the average 2018e and 2019e highest and lowest multiples to this sample lead to a range of €1,000m and €1,432m for the enterprise value, respectively representing a range of €86.8 and €131.3 per Naturex share.

3.3.4 Transaction multiples

This method consists of determining the enterprise value by applying the multiples observed in previous transactions, to the Company financial aggregates over twelve rolling months at 31 December 2017.

The following transactions were retained for the comparative analysis:

- Acquisition of DRT by Ardian

  On 30 November 2017, DRT, a leading producer of ingredients derived from plant-based chemistry, mainly from pine trees, was acquired by Ardian.

- Acquisition of Novel Ingredients by Innophos

  On 1 August 2017, 2017, Novel Ingredients, a company producing botanical based ingredients used in the agri-food and cosmetic industries was acquired by Innophos.

- Acquisition of Iberchem by Eurazeo

  On 3 July 2017, Iberchem, a worldwide producer of fragrances and flavours addressing national and regional brands in emerging markets, was acquired by Eurazeo.

- Acquisition if Agilex by Firmenich

  On 14 June 2017, Agilex, a provider of fragrance compounds and delivery systems serving mid-sized customers was acquired by Firmenich.

- Acquisition of IRCA by Carlyle

  On 8 June 2017, IRCA, a producer of artisanal pastry, ice-cream and baking products, was acquired by Carlyle.

- Acquisition of Tic Gums by Ingredion

  On 20 December 2016, Tic Gums, a provider of advanced texture systems to the food and beverage industry, was acquired by Ingredion.

- Acquisition of Enrico Giotti by McCormick

  On 29 November 2016, Enrico Giotti, a manufacturer of natural flavors, aromatic herbal extracts, and concentrated juices, was acquired by McCormick.

- Acquisition of Mec3 by Charterhouse

  On 13 November 2016, Mec3, a manufacturer of ingredients for artisanal ice-cream, was acquired by Charterhouse.

- Acquisition of Spicetec by Givaudan

  On 23 May 2016, Spicetec, a provider of flavours, spices and savoury seasoning solutions, was acquired by Givaudan.

- Acquisition of Nutritional Physiology Company by Chr. Hansen

  On 13 January 2016, Nutritional Physiology Company, a supplier of probiotic products to beef cattle, was acquired by Chr. Hansen.

- Acquisition of Red Arrow, Island Oasis and Wellmune by Kerry

  On 15 October 2015, the US companies Red Arrow, Island Oasis and Wellmune, providing respectively smoked flavours, cocktails mixes and probiotic ingredients, were acquired by Kerry.

- Acquisition of Solina by Ardian

  On 1 October 2015, Solina, a producer of savory ingredients for the food industry (and particularly in Eastern Europe) was acquired by Ardian.

- Acquisition of Lucas Meyer by IFF

  On 12 June 2015, Lucas Meyer, a manufacturer of innovative ingredients for the cosmetics and personal care industry, was acquired by IFF.

- Acquisition of Penford Corp by Ingredion

  On 15 October 2014, Penford Corp, a provider of texture solutions for food (with a particular emphasis on potato starches), was acquired by Ingredion.

- Acquisition of Wild Flavors by Archer Daniels Midland

  On 7 July 2014, Wild Flavors, a supplier of natural ingredients to the food and beverage industry, was acquired by Archer Daniels Midland.

- Acquisition of Diana by Symrise

  On 13 April 2014, Diana, a flavors and pet-food additive maker, was acquired by Symrise.

The following table provides an overview of selected transactions and the corresponding multiples:

Date	Target	Bidder	EV	EV / SALES	EV / EBITDA
Nov-17	DRT	Ardian	€1,000m	2.0x	n.a
Aug-17	Novel Ingredients	Innophos	€108m	1.3x	12.1x
Jul-17	Iberchem	Eurazeo	€405m	3.5x	16.2x
Jun-17	Agilex	Firmenich	n.a	n.a	n.a
Jun-17	IRCA	Carlyle	€520m	2.1x	13.0x
Dec-16	Tic Gums	Ingredion	€378m	3.0x	13.0x
Nov-16	Enrico Giotti	McCormick	€120m	2.3x	12.0x
Nov-16	Mec3	Charterhouse	€400m	3.6x	13.8x
May-16	Spicetec	Givaudan	€302m	1.8x	n.a
Jan-16	Nutritional Physiology Company	Chr. Hansen	€170m	4.5x	18.5x
Oct-15	Red Arrow/ Island Oasis / Wellmune	Kerry	€652m	2.4x	12.5x
Oct-15	Solina	Ardian	n.a	n.a	n.a
Jun-15	Lucas Meyer	IFF	€283m	7.1x	n.a
Oct-14	Penford Corp	Ingredion	€267m	0.8x	12.2x
Jul-14	Wild Flavors	Archer Daniels Midland	€2,300m	2.3x	17.7x
Apr-14	Diana	Symrise	€1,300m	3.1x	14.6x
Mean				**2.8x**	**14.1x**
Median				**2.4x**	**13.0x**

Sources : Companies, Mergermarket, Press

The average Sales and EBITDA multiples of the whole transactions sample were applied to the Company's 2017 EBITDA for the estimate of its Enterprise Value.

The transaction multiples valuation leads to a range of €905m and €1,149m for the Enterprise Value, which is equivalent to a range of €77.0 to €102.2 for the Equity Value per Share.

4 PROVISION OF INFORMATION ABOUT GIVAUDAN

In compliance with the provisions of Article 231-28 of the general regulations of the AMF, the information relative to the characteristics, notably legal, financial and accounting, of the Offeror will be the subject of a specific document filed with the AMF and made available to the public no later than the day preceding opening of the Offer. This document of specific information will be available on the websites of the AMF (www.amf-france.org) and Givaudan (www.givaudan.com) and may be obtained without cost from:

- Givaudan: Chemin de la parfumerie 5, 1214 Vernier, Switzerland; and

- BNP Paribas: 4, rue d'Antin – 75002 Paris.

5 PERSONS ASSUMING LIABILITY FOR THE OFFER DOCUMENT

5.1 For the Offeror

"In compliance with Article 231-18 of the general regulations of the AMF, to our knowledge, the information in this Offer document is truthful and does not comprise any omission that may alter its scope."

Roberto Garavagno Group Counsel of Givaudan	Stewart Harris Head of Corporate Finance of Givaudan

5.2 For BNP Paribas, presenting bank and guarantor of the Offer

"In compliance with Article 231-18 of the general regulations of the AMF, BNP Paribas, establishment presenting the Offer, certifies that, to its knowledge, the presentation of the Offer that it has examined on the basis of the information communicated by the Offeror, and the elements of assessment of the price proposed, are truthful and do not comprise any omission that could alter its scope."

BNP Paribas