

BONDUELLE

A French SCA (Partnership Limited by Shares) with a capital of 56 491 956, 50 Euros

Head Office: La Woestyne, 59173 Renescure, France.

Registered under number: 447 250 044 (Dunkerque Commercial and Companies Register)

Villeneuve d'Ascq, on the 7th of December, 2018

Press Release

Bonduelle Combined Shareholder's Meeting of the 6th of December 2018 - Option for payment of the dividend in cash or in shares

The Combined Shareholder's Meeting of Bonduelle was held yesterday in Villeneuve d'Ascq and all the resolutions submitted to the vote have been approved.

On this occasion, the parent company and consolidated financial statements for the fiscal year ended June 30, 2018 were approved as well as the payment of a dividend of € 0.50 per share with an option for payment of the dividend in cash or in shares under the conditions specified below.

In addition, the Shareholder's Meeting, on the one hand, renewed the mandates of Mr. Martin Ducroquet, Mrs. Marie-Ange Verdickt, Mrs. Isabelle Danjou and ratified the provisional appointment of Mr. Jean-Pierre Vannier and on the other hand, renewed the mandates of the Statutory Auditors.

Option for the dividend to be paid in cash or in shares

The Combined Shareholders' Meeting held on December 6th, 2018, by approving 3rd and 4th resolutions, decided the payment of a dividend of €0.50 per share for the fiscal year ended June 30th, 2018 and offered to each shareholder for the total amount of the dividend, net of any compulsory levies, an option to be paid in cash or in shares.

The price of these shares to be issued in payment of the dividend was set at € 28,27, i.e. equal to 90% of the average of the trading prices of the twenty stock exchange trading days preceding the date of the Combined Shareholders' Meeting, less the net amount of the dividend, rounded to two decimal places after the decimal point to the nearest hundredth, in accordance with the provisions of Article L. 232-19 of the French Commercial Code.

The new shares will be ordinary shares with a nominal value of €1.75, will bear rights as from July 1st, 2018, will be subject to all statutory provisions and will have the same characteristics and will confer the same rights as the former actions having given the right to the dividend.

They will be subject to a request for admission to trading on Euronext in Paris under the same code as the existing shares.

The shareholders who would like to opt for the payment of the dividend in shares shall have a period between 14/12/2018 (record date) and the 28/12/2018 inclusive, to make a request to the financial intermediaries authorized to pay said dividend or for the shareholders registered in the pure name specific accounts held by the Company, to its representative (Société Générale Securities Services). Consequently, the shareholders who would not have opted for the payment of the dividend in shares by the end of the option period will only receive the dividend in cash.

According to the decision of the Combined Shareholder's Meeting, shareholders can exercise their option on all or part of the said dividend.

If the amount of the net dividend for which the shareholder exercised the option does not correspond to a whole number of shares, he can obtain the lower whole number of shares completed by a balancing payment in cash at the date of exercise of the option.

For shareholders who will opt for a payment in cash, the amount due to them will be paid on January 9th, 2019. The delivery of the new shares for the shareholders who will opt for a payment of the dividend in shares will take place on the day of the payment of the dividend in cash, i.e. on January 9th, 2019.

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