



Paris, 9 March 2009

### **Bonduelle to issue 140 million euros in OBSAAR convertible bonds**

Bonduelle is to float a bond issue of 139,999,800 euros in the form of 233,333 "OBSAAR" bonds (bonds with redeemable and/or acquisition warrants) with a nominal unit value of 600 euros, and is filing a proposed simplified public offering with the AMF for the exchange of its BSAAR 2007 bonds for new BSAAR bonds having the same characteristics as the BSAAR bonds under the present issue.

- The bond issue will provide the Bonduelle Group with resources for its further development, both through controlled organic growth and through the implementation of an opportunistic policy of acquisition. It will enable the Group to extend the maturity of its debt, take immediate advantage of a low-priced, bond-based resource, and ultimately reinforce the equity of the Company through the exercise of the BSAAR bonds. A consortium of banks comprising Banque Palatine, BNP Paribas, Crédit Agricole, Crédit du Nord, CIC and Société Générale has undertaken to subscribe to the OBSAAR bond issue. As such, the funds raised through the OBSAAR bond issue will be placed wholly at the disposal of Bonduelle SA, a direct subsidiary of Bonduelle which is wholly owned by Bonduelle SCA.
- The bonds will be issued with preferential subscription rights for existing shareholders;
- The subscription period will open on 19 March and close on 26 March 2009.

The operation is fully described in a prospectus endorsed by the French *Autorité des Marchés Financiers* (AMF) on 6 March 2009 under the number 09-052.

The prospectus comprises:

- the registration statement filed with the AMF on 30 October 2008, under the number D.08-0700;
- the half-year financial report published by Bonduelle on 26 February 2009;
- the information note including a prospectus summary.

Investors' attention is drawn to the heading "Risk factors" in the registration statement and the information note.

Copies of the prospectus are available free of charge from Bonduelle, rue Nicolas Appert – 59653 Villeneuve d'Ascq Cedex; Oddo & Cie, 12, boulevard de la Madeleine, 75009 Paris; Société Générale Corporate & Investment Banking, CAFI/GCM/SEG 75886 Paris Cedex 18; as well as on the following websites: Autorité des Marchés Financiers ([www.amf-france.org](http://www.amf-france.org)); Bonduelle ([www.bonduelle.com](http://www.bonduelle.com)).

*Bonduelle specializes in the production and commercialization of processed vegetables for the mass retail, retail catering and industrial catering markets. The group trades in the canned, frozen and chilled processed vegetable markets.*

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