

**APPROVAL AND PUBLICATION OF THE PROSPECTUS AND COMMENCEMENT OF THE ACCEPTANCE PERIOD OF THE MANDATORY TAKEOVER BID OF THE COMPANY “NISSOS HOLDINGS (CY) LTD” FOR THE ACQUISITION OF THE TOTAL OF THE COMMON REGISTERED SHARES OF THE COMPANY “KORRES S.A. – NATURAL PRODUCTS” AGAINST A PRICE OF € 5,08 PER SHARE PAID IN CASH**  
(in accordance with Law 3461/2006)

22 March 2018

It is hereby announced that on Wednesday, 21 March 2018 (“**Prospectus Date**”), the Board of Directors of the Hellenic Capital Markets Commission approved, pursuant to article 11§4 of law 3461/2006 (the “**Law**”), as amended and in force, the prospectus (the “**Prospectus**”) of the Mandatory Takeover Bid (the “**Takeover Bid**”) that the company under the trade name “NISSOS HOLDINGS (CY) LTD” (the “**Offeror**”) has addressed to the shareholders of the company “KORRES S.A. – NATURAL PRODUCTS” (the “**Company**”), for the acquisition of the total common registered, dematerialized shares with voting rights of the Company, of a nominal value of €0,39 each (the “**Shares**”), which were not held directly or indirectly by the Offeror or/and any Person Acting in Concert with the Offeror (as defined below) on the date that the Offeror became obliged to submit the takeover bid pursuant to article 7§1 of the Law, i.e. on 31.01.2018.

The Offeror, on 7 February 2018 (“**Date of the Takeover Bid**”) launched the procedure of the Takeover Bid, by informing in writing the Hellenic Capital Markets Commission (the “**HCMC**”) and the Board of Directors of the Company regarding the submission of the Takeover Bid and by submitting to them at the same time draft of the Prospectus, as provided in article 10§1 of the Law, as well as the valuation report (the “**Valuation Report**”), as provided in article 9§6 of the Law. Following the above, the Takeover Bid and the Valuation Report were announced in the form and through the means set out in article 16§1 of the Law.

## **1. DISTRIBUTION OF THE PROSPECTUS**

The Prospectus, as approved by the HCMC, as well as the acceptance letters of the Takeover Bid, will be available for free, during working days and hours, in all branches of Alpha Bank S.A. (the “**Tender Agent**”), throughout Greece from 26 March 2018 and during the Acceptance Period of the Takeover Bid (as defined below). Moreover, the shareholders will be able from 26 March 2018 and throughout the Acceptance Period of the Takeover Bid, to receive copies of the Prospectus from the registered seat of the Offeror's Advisor, namely Alpha Bank S.A. (Corporate Finance Department) (the “**Advisor**”), 45 Panepistimiou Str., 102 52, Athens.

Furthermore, the Prospectus will be available from 26.3.2018 in electronic form on the website of the Advisor, <https://www.alpha.gr/page/default.asp?id=5224>, on the website of HELEX <http://www.helex.gr/el/web/guest/companies-information-memorandum-informative-material>, and on the website of the HCMC [http://www.hcmc.gr/el\\_GR/web/portal/publicproposals](http://www.hcmc.gr/el_GR/web/portal/publicproposals).

## **2. OBJECT OF THE TAKEOVER BID**

By virtue of the Investment Agreement dated 24 December 2017, which was announced on 27 December 2017, the parties thereto agreed on the terms for their participation in the share capital of the Offeror, namely the company NHPEA Maiden Holding B.V. (“**NHPEA**”), with a majority controlling stake, Mr. Georgios Korres (who was at that time the sole shareholder of the Offeror), the company Profex Inc. (“**Profex**”) as well as Messrs. Apostolos Korres and Eleni Philippou.

Within the framework and in the implementation of the Investment Agreement the following actions have taken place:

On January 2, 2018, G. Korres contributed to the Offeror a total number of 3.240.082 shares i.e. 23,85% of KORRES' shares with a nominal value of EURO 0,39 each. Said contribution in kind took place for the subscription to the share capital increase of the Offeror decided on 28.12.2017, by virtue of which 3.240.082 new shares were issued and delivered to Mr. George Korres, who was at that time the sole shareholder of the Offeror. The shares contributed were valued in accordance with their market closing price on the day preceding the day of the decision on the share capital increase i.e. on 27 December 2017, at the price of EURO 4,91 per share.

In addition, the Offeror, acquired on 31.01.2018 from Arnetia Ltd (with ultimate controlling shareholder Mrs. Alexia David), Mr. Pericles Stamatiades (directly and indirectly through Aggina Investment), Mr. George Korres and Damma Holdings SA (with ultimate controlling shareholder Mr. Dimitrios Daskalopoulos) shares representing 13,25%, 12,73%, 6,61% and 5,12% of KORRES's share capital respectively, as well as an additional 19,42% from other shareholders of the Company by virtue of relevant share purchase agreements concluded with them, namely 57,13% of the paid in share capital and voting rights of the Company against a consideration of €5,08 per share.

The aforementioned acquisition was financed through a share capital increase of the Offeror through the issuance of 9.518.263 new shares, with a nominal value of € 0,39 and issue price of € 5,08. Said share capital increase took place through a cash payment while Mr. Georgios Korres waived his preemptive right in the above share capital increase in favor of NHPEA and Profex, which acquired 56% and 14% of the share capital of the Offeror, respectively, paying in total an amount of EURO 48,3 million.

In parallel, on 31.01.2018, Mr. Apostolos Korres and Ms. Helen Filippou, contributed to the Offeror 187.520 and 648.250 shares in the Company corresponding to 1,38% and 4,77%, respectively, of the Company's shares, with a nominal value of € 0,39 each and received 187.670 and 648.769 shares of the Offeror, respectively, so that both of them maintain the same participation percentage, i.e. 1,38% and 4,77%, respectively. The contributed shares were valued at the Offered Price i.e. € 5,08.

Given that prior to said actions, the Offeror already held directly 3.240.082 Shares, which represent 23,85% of the Shares and voting rights in the Company and acquired on 31.01.2018 a further amount of 8.597.982 Shares, representing approximately 63,28% of the Shares and voting rights in the Company, the Offeror became the owner of a total of 11.838.064 Shares representing 87,13% of the Shares and voting rights in the Company. As a result of the above the Offeror became obliged to launch a Mandatory Takeover Bid, in accordance with article 7§1 of the Law.

It is noted that, in the context of the Takeover Bid, the persons acting in concert with the Offeror, in accordance with Article 2 (e) of the Law are: (i) Mr. Georgios Korres, (ii) Morgan Stanley, as the ultimate controlling shareholder of the Offeror (iii) MS Holdings Incorporated, Morgan Stanley Private Equity Asia IV Inc., Morgan Stanley Private Equity Asia IV LLC, North Haven Private Equity Asia IV Limited Partnership, North Haven Private Equity Asia IV Holdings Limited, NHPEA IV Holdings Coöperatief UA and NHPEA Maiden Holding BV which are controlled by Morgan Stanley and through which the latter controls the Offeror and (iv) the other persons controlled (within the meaning of article 3§1(c) of law 3556/2007) from Mr. Georgios Korres and Morgan Stanley (together the "**Persons Acting in Concert**").

Upon the launch of the Takeover Bid, the Offeror announced that it intends to acquire additional shares of the Company through the Athens Exchange against a price equal to the Offered Price (as defined in par. 4 below) during the period from the Date of the Takeover Bid until the expiry date of the Acceptance Period (as defined in paragraph 3 below). It was also announced that all acquisitions of shares will be reported and published in accordance with article 24§2 of the Law, the provisions of law 3556/2007 as well as Regulation (EU) 596/2014.

It is noted that from the date of the Takeover Bid until 21.03.2018, the Offeror acquired through the Athens Stock Exchange 936.049 Shares, representing approximately 6,89% of the total paid-in share capital and of the voting rights of the Company at a price per share equal to the Offered Price and issued the relevant announcements required by law. Therefore, on 21.03.2018, the Offeror holds directly 12.774.113 shares representing 94,02% of the voting rights of the Company.

### **3. OFFERED PRICE**

Pursuant to article 9 of the Law, the Offeror offers the amount of 5.08 € (the "**Offered Price**") in cash for each share of the Takeover Bid, which is legally and validly tendered to it. The Offered Price is fair and reasonable, in accordance with article 9§4 of the Law, since the price per share is not lower than: (a) the weighted average market price of the Share during the last six (6) months preceding the date on which the Offeror became obliged to launch the Takeover Bid, i.e. 31.1.2018, (b) the highest price on which the Offeror or any Party Acting in Concert or any other person acting on his behalf has acquired during the

period of twelve (12) months prior to the date on which the Offeror became obliged to launch the Takeover Bid, i.e. 31.1.2018 and (c) the price determined in the Valuation Report.

In the present Takeover Bid, the Offered Price of an amount of €5,08 is:

(a) higher for 13,40% than the weighted average market price of the Shares during the last six (6) months prior to 31.1.2018, as derives from the official data of ATHEX, which amounted to €4,4798.

(b) equal to the highest price on which the Offeror acquired Shares during the period of twelve (12) months prior to the date on which the Offeror became obliged to launch the Takeover Bid. More specifically, the Offeror acquired in total 11.838.064 Shares, out of which 8.597.982 Shares were acquired at the maximum price of €5.08, representing 72,63% of the total number of Shares acquired.

(c) higher for 13,90% from the price of €4,46 per Share, which was determined by the Valuator in the Valuation Report pursuant to the valuation conducted on the basis of internationally acceptable standards and methods.

Consequently, the Offered Price meets the criteria of article 9§4 of the Law.

Article 9§6(b)(b) of the Law is applicable in the present Takeover Bid, since during the 6 months preceding 31.01.2018, the transactions on Shares of the Company did not exceed 10% of the total Shares of the Company amounting to 6,41% of the total of its Shares. Therefore, in accordance with article 9§7 of the Law, the Offeror appointed EUROXX as valuator in order to conduct a valuation. EUROXX applied the following valuation methods: (i) discounted cash flow, (ii) relative valuation target multiples, (iii) global comparable transactions and (iv) mid-cycle fair value, from which a weighted final price of €4,46 per Share derived.

Furthermore, it is noted that the following amounts will be deducted from the Offered Price to be paid to the shareholders who validly and legally accept the Takeover Bid (the "**Accepting Shareholders**"):

(i) the amount corresponding to the tax on the OTC transfer of shares, today amounting at 0,20% of the value of the OTC transaction for the transfer of the Shares which will have been validly and legally tendered to the Offeror (the "**Transferred Shares**"), and (ii) the amount corresponding to the clearing fees of the Central Securities Depository S.A. (the "**ATHEXCSD**") for the OTC transfer of the Transferred Shares, which today amounts to 0,08% on the transfer value, which is calculated as the number of Transferred Shares multiplied (X) by the highest out of the following prices: (a) the Offered Price or (b) the closing price of the Share on ATHEX on the business day prior to the submission of the required documents to the ATHEXCSD and with a minimum cost equal to the lowest between 20 Euro or 20% of the value of the transaction for each Accepting Shareholder.

In view of the above, the Accepting Shareholders shall receive the amount of the Offered Price reduced by the amount of the aforementioned tax and clearing fees.

#### **4. ACCEPTANCE PERIOD – PROCEDURE FOR THE ACCEPTANCE OF THE TAKEOVER BID**

The acceptance period (the "**Acceptance Period**"), during which the Shareholders may declare their acceptance to the Takeover Bid by submitting a relevant written letter of acceptance (the "**Acceptance Letter**") to any branch of the Tender Agent in Greece, will last four (4) weeks, starting from 26.3.2018 at 8:00 a.m. (Greek time) and ending on 23.04.2018 by the end of business hours of the credit institutions operating in Greece.

Alternatively, Shareholders of the Company wishing to accept the Takeover Bid may, at their option, authorize the operator of their securities account held in the Dematerialized Securities System (the "**DSS**") on which their shares are registered (the "**Operator**") to proceed with all actions necessary for the acceptance of the Takeover Bid in their name and behalf. The acceptance procedure of the Takeover Bid is described in detail in paragraph 3.2 of the Prospectus.

#### **5. COMPLETION OF THE TAKEOVER BID – PAYMENT OF THE OFFERED PRICE**

The results of the Takeover Bid will be published within two (2) business days from the expiry of the Acceptance Period, in accordance with article 23 of the Law, i.e. up to 25.04.2018.

The 27<sup>th</sup> of April 2018 is expected to be the commencement date for the payment of the Offered Price. The Tender Agent shall pay the Offered Price to each seller - Accepting Shareholder, in accordance with the way indicated by the latter in the Acceptance Letter, i.e. either by crediting its account held with the Tender Agent or by a credit through the Operator, in case the Accepting Shareholder chooses to authorize it to proceed to all necessary actions on its behalf, or by crediting the deposit account of the Accepting Shareholder held with another domestic bank, or through the issuance of a bank cheque to the order of the Accepting Shareholder in case payment of the Offered Price through the above ways is not possible, from the branch of the Tender Agent where the Acceptance Letter was submitted, provided that the Accepting Shareholder submits a valid copy of the Acceptance Letter and demonstrates its ID or passport.

The payment of the Offered Price is subject to the applicable capital control restrictions at the time of payment.

## **6. SQUEEZE OUT RIGHT – SELL OUT RIGHT - DELISTING**

Taking into account that on the Date of the Prospectus, the Offeror is the owner of Shares representing more than 90% of the total voting rights of the Company, after the conclusion of the Takeover Bid:

(a) the Offeror will exercise the squeeze-out right, in accordance with article 27 of the Law (the «**Squeeze Out Right**») and will buy-out, at a price equal to the Offered Price, the Shares of the remaining Shareholders who didn't accept the Takeover Bid, within the three-months (3) period starting from the termination of the Acceptance Period,

(b) the Shareholders who didn't accept the Takeover Bid, shall be entitled to exercise the sell-out right, in accordance with article 28 of the Law (the «**Sell-Out Right**»), in which case the Offeror will be obliged to acquire on exchange, in cash and at a price equal to the Offered Price, all Shares offered to him within a three-months (3) period starting from the publication of the results of the Takeover Bid. Upon the publication of the results of the Takeover Bid, the Offeror will notify the public with regard to the Sell-Out Right of the Shareholders.

Following the completion of the Squeeze Out procedure, the Offeror will convene the General Assembly of the Company's shareholders in order to decide on the delisting of the Company from the Athens Exchange, in accordance with article 17§5 of law 3371/2005 and will vote in favor of such decision. Following the above decision, the Company will submit to the HCMC a request for its delisting from the Athens Exchange.

## **NOTES**

1. The Takeover Bid is addressed to the Shareholders and only to persons to which it is permitted to be addressed to in accordance with applicable law. The addressing of the Takeover Bid to specific persons which reside outside the Hellenic Republic, or are not nationals or citizens of the Hellenic Republic or to an agent, custodian or trustee of such persons («**Foreign Shareholders**») may be performed pursuant to the laws of the respective country, with the exception of the countries, in which, pursuant to the applicable laws, rules or regulations, the launch, process or presentation of the Takeover Bid or the mailing/distribution of this announcement, the Prospectus, the Acceptance Declaration and of any other related document or form (jointly referred to as the «**Documents of the Takeover Bid**») is prohibited or constitutes a violation of any applicable laws, rules or regulations (the «**Excluded Countries**»).

2. More specifically, the Takeover Bid is not addressed, directly or indirectly, by post or other means, to the Excluded Countries. As a result, copies of any Document of the Takeover Bid shall not and must not be, directly or indirectly, mailed, forwarded, or in any way sent, from anyone to any person in or from the Excluded Countries.

3. Any person receiving a copy of any Document of the Takeover Bid in the territory of any country outside the Hellenic Republic cannot consider any such document as an invitation or offer to said person and may not, in any way, use any document of the Takeover Bid if, in the respective country, such an invitation or offer may not be lawfully addressed to said person or such a document of the Takeover Bid

may not be lawfully used. In such occasions, any document of the Takeover Bid will be sent for information purposes only.

4. It is a duty of the Foreign Shareholders, who wish to accept the Takeover Bid, to be informed and to ensure full compliance with the laws applicable in the territories of their respective countries with regard to the Takeover Bid. The Foreign Shareholder must seek professional advice in its respective foreign country in case it is not certain on its legal status.

5. If a person forwards a Document of the Takeover Bid to or from any Excluded Country or uses the mail or any other means of any Excluded Country, said person shall draw the attention of the recipient to Section 3.6 of the Prospectus.

6. The present announcement does not substitute the full text of the approved Prospectus, to which any interested party should refer and read carefully, before making any investment decision relevant to the Takeover Bid.

The original Announcement which was published on 22/3/2018 has been drawn up in the Greek language. The present constitutes a translation thereof. In case of discrepancies between the Greek text version of the Announcement and the present translation thereof, the Greek version shall prevail.