
Press release

**PinguinLutosa enlarges product range with the acquisition of Scana Noliko
PinguinLutosa reinforces its european position as vegetable processor**

Today, PinguinLutosa announced that it has signed a “principle” agreement with GIMV regarding the full acquisition of Scana Noliko.

Scana Noliko (www.Scana-Noliko.be) is an internationally active food products company that is growing rapidly. Besides the processing of harvest-fresh vegetables and fruit, it is also active in the preparation of convenience food products such as soups, sauces, dips and pasta dishes. This is being commercialised under private label and own brand in cans, glass jars or flexible packaging. There are 2 establishments in Bree and Rijkevorsel, employing 563 people in total.

This acquisition again represents a major step forward for PinguinLutosa, extending its product range with high quality preserved foods in can or glass jars. The strengths of Scana Noliko in agro, production, technology and R&D, in combination with the extensive commercial network of PinguinLutosa, complement each other perfectly and strengthen the organisation of PinguinLutosa even further.

For the current financial year 2010-2011 (ending on 31 March 2011) Scana Noliko is expecting a turnover of more than €180 million, with an EBITDA margin of approximately 13 percent. The previous financial year closed with a net profit of €9.9 million. Due to the outstanding track record of Scana Noliko and the quality of the organisation, a smooth integration is expected, in which Scana Noliko will continue to receive sufficient autonomy and resources in order to continue to develop successfully in the future and by which economies of scale and scope will be pursued.

The existing management of Scana Noliko is closely involved in the transaction and will continue to take care of the further development of the company in the future, as well as continuing to exercise daily management.

PinguinLutosa is paying €115 million for all the shares in the companies (including the real estate company). The 'enterprise' value of Scana Noliko amounts to €155 million. PinguinLutosa will propose to the general meeting of shareholders to finance this transaction as follows:

1. Partly by a capital increase of €44 million:
 - PinguinLutosa has the commitment of the Gimv-XL fund to subscribe a tranche of €24 million at a price of €11.67 per share, as well as the commitment from the controlling shareholder Food Invest International NV (controlled by the family Deprez), also at the same conditions for an amount of €8.48 million.
 - The remainder of the capital tranche will then be offered to the public.
2. Partly by a subordinated loan with warrants for an amount of €36 million (see press release of today) issued by Gimv-XL.
3. In expectation of the realisation of the real estate, bridge financing is foreseen for €30 million from Food Invest International NV.
4. The balance will then be realised from part of the trade receivables.

Assuming that the existing debt of Scana Noliko (€41 million at 31 March 2010) will be retained, PinguinLutosa expects that the acquisition will be financed without significant additional bank debts. These transactions and proposed financing will further strengthen the balance sheet structure of PinguinLutosa. PinguinLutosa will use this opportunity to support further growth of its existing activities and to revise and extend, where necessary, its existing credit portfolio with its banks.

The Board of Directors has also decided to appoint Hein Deprez as managing director of PinguinLutosa NV. Herwig Dejonghe is, as CEO, responsible for the deep-frozen division (vegetables and potatoes), while Dominiek Stinckens – the current CEO of Scana Noliko – remains responsible for the preserved division Scana Noliko. This newly strengthened management structure will allow the group to deal successfully with the challenges and integration of the different activities.

Hein Deprez, Managing Director: *“The acquisition of Scana Noliko consolidates and facilitates our relationship with the farmers in one of our most important agricultural regions, i.e. Limburg-Haspengouw, where PinguinLutosa currently had relatively low representation. With this acquisition we take an important new step in the further expansion of PinguinLutosa as an important food group, of which preserved foods in cans or glass jars are a good, stable supplement to the existing product range. This all relates to a clear profiling of PinguinLutosa as an international food group with solid Flemish roots, which aims to optimise and stabilise the results of the entire group.”*

The transaction – which still needs the approval from the competition authorities and is subject to the fulfilment of a number of conditions – is expected to be completed before 30 June 2011.

Financial calendar

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| - Announcement of 2010 results: | 22 March 2011 (17:45) |
| - Availability of annual report 2010: | 27 April 2011 (17:45) |
| - Trading update Q1 2011: | 27 April 2011(17:45) |
| - General Meeting: | 20 May 2011 at 14:00 hrs at Langemark,
Poelkapellestraat 71 |
| - Announcement of 2011 half year results: | 18 August 2011 (17:45) |
| - Trading update Q3 2011: | 27 October 2011 (17:45) |

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Scana Noliko in a nutshell

Scana Noliko (www.Scana-Noliko.be) is an internationally active food products company that is growing rapidly. Besides the processing of harvest-fresh vegetables and fruit, it is also active in the preparation of convenience food products such as soups, sauces, dips and pasta dishes. This is being commercialised with an extensive and up-to-date packaging program.

With turnover of €171 million in 2009, Scana Noliko is one of the top 5 companies in Europe in this segment. There are 2 establishments in Bree and Rijkevorsel, employing 563 people in total.

PinguinLutosa in a nutshell

PinguinLutosa (www.pinguinlutosa.com) is specialized in the development, production and sales of frozen products: vegetables; potato products (fries and specialities); and ready-to-use culinary preparations. Including the takeover of the frozen vegetable activities of the French CECAB group (01-05-2011), announced in October 2010, the group will have 15 production sites in five different countries (Belgium, France, United Kingdom, Poland and Hungary) and sales offices on four continents.

In 2009 PinguinLutosa realised €431.4 million of sales. Its subsidiaries and sales offices are entirely dedicated to all customer segments: food industry; catering as well as large and medium commercial outlets; and fast food. The Group maintains its own R&D centre for product and process innovation.