

# ARYZTA AG News Release

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**Zurich/Switzerland, 24 March 2015 – Announcement by ARYZTA AG regarding an offering of up to 49 million ordinary shares in Origin Enterprises plc**

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ARYZTA AG (“ARYZTA”) announces an offering of up to 49 million ordinary shares in Origin Enterprises plc (“Origin”), by way of an accelerated book-building process to a limited number of institutional investors (the “Placing”).

ARYZTA currently holds 85.3 million shares in Origin representing c 68.1% of Origin’s issued share capital (excluding treasury shares).

The books for the Placing will open with immediate effect.

J&E Davy and Goodbody Stockbrokers are acting as joint bookrunners on the Placing.

ARYZTA will enter into a lock-up arrangement for 120 days from the completion date of the Placing, subject to certain exceptions. ARYZTA will publish the definitive number of shares placed and their price once the book-building process has been completed, which is expected to be in the course of tomorrow, 25 March 2015.

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### IMPORTANT INFORMATION

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This announcement does not constitute (i) an offering prospectus, and no securities will be offered directly or indirectly to the public, within the meaning of Art. 652a of the Swiss Code of Obligations nor (ii) a listing prospectus within the meaning of the SIX Swiss Exchange Listing Rules.

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. Neither Origin nor ARYZTA intends to register any offering of shares in the United States and there will be no public offering of shares in the United States.

This announcement is not an offer to sell nor a solicitation to buy the shares nor a prospectus for the purposes of Directive 2003/71/EC (such Directive, together with any applicable implementing measures in the relevant member state of the European Economic Area and as amended, including by Directive 2010/73/EU, to the extent implemented in the relevant member state, the "Prospectus Directive"). There will be no offer to the public of the shares in any member state of the European Economic Area and no prospectus or other offering document has been or will be prepared by Origin or by ARYZTA in connection with the sale of the shares. In the European Economic Area the shares will only be offered and sold to "qualified investors" as defined in the Prospectus Directive or in other circumstances falling within Article 3(2) of the Prospectus Directive.

This announcement does not constitute an offer of the shares to the public in the United Kingdom, nor is it intended to be an inducement to engage in investment activity for the purpose of section 21 of the Financial Services and Markets Act 2000 (as amended) of the United Kingdom. Consequently, this announcement is only directed at (i) persons who are outside the United Kingdom; (ii) investment professionals within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 as

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amended (the “Order”); (iii) persons falling within Article 49(2)(a)-(d) of the Order; or (iv) other persons to whom it may be lawfully be communicated, together being referred to as “relevant persons”. The shares are only available to, and any invitation, offer or agreement to purchase or otherwise acquire the shares will be engaged in only with relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This announcement does not constitute or form part of, and should not be construed as an offer or the solicitation of an offer to subscribe for or purchase the shares, and nothing contained therein shall form the basis of or be relied on in connection with any contract or commitment whatsoever, nor does it constitute a recommendation regarding the shares. An investment decision to buy any of the shares must be made solely on the basis of publicly available information. Such information is not the responsibility of, and has not been independently verified by any of, ARYZTA, Origin, J&E Davy or Goodbody Stockbrokers, or their respective affiliates.

J&E Davy and Goodbody Stockbrokers are acting only for ARYZTA in connection with the placing of the shares and no one else, and will not be responsible to anyone other than ARYZTA for providing the protections offered to clients of J&E Davy and Goodbody Stockbrokers nor for providing advice in relation to the placing.

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#### **About ARYZTA**

ARYZTA AG (‘ARYZTA’) is a global food business with a leadership position in speciality bakery. ARYZTA is based in Zurich, Switzerland, with operations in North America, South America, Europe, Asia, Australia and New Zealand. ARYZTA has a primary listing on the SIX Swiss Exchange and a secondary listing on the ISE Irish Exchange (SIX: ARYN, ISE: YZA).

ARYZTA is the majority shareholder (68.1%) in Origin Enterprises plc, which has a listing on the AIM in London and the ESM in Dublin (AIM: OGN, ESM: OIZ).