This announcement is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdictions where such offer pursuant to legislation and regulations in such relevant jurisdictions would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important notice" at the end of this announcement and in the tender offer document which will be published shortly before the beginning of the acceptance period for the Offer. Shareholders in the United States should also refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.

Press release

22 May 2019

The founding family af Jochnick announces a cash offer of SEK 227 per share to the shareholders of Oriflame that cannot be increased

Walnut Bidco Plc, a newly established company indirectly wholly owned by members of the families of Robert af Jochnick and the late Jonas af Jochnick, respectively, and certain closely related parties to them, hereby announces a public offer to the shareholders of Oriflame Holding AG ("Oriflame" or the "Company") to tender all their shares in Oriflame to Walnut Bidco Plc at a price of SEK 227[1] in cash per share (the "Offer"). The price in the Offer cannot be increased by Walnut Bidco Plc. The shares in Oriflame are listed on Nasdaq Stockholm, Large Cap.

Summary

- Walnut Bidco Plc ("**Walnut Bidco**") offers SEK 227[1] in cash per Oriflame share. The total value of the Offer, based on the 39,171,134 shares[2] in Oriflame not directly or indirectly owned by Walnut Bidco, or closely related parties[3], amounts to SEK 8,891,847,418. The Offer values Oriflame, based on all 56,622,398 outstanding shares[2], to SEK 12,853,284,346.

- The price offered for the shares represents a premium of 34.8 per cent to the closing price for the shares on 21 May 2019 (the last day of trading prior to the announcement of the Offer); a premium of 31.9 per cent to the volume weighted average trading price over the 10 calendar days ended on 21 May 2019; and a premium of 29.0 per cent to the dividend adjusted volume weighted average closing price over the 3 calendar months ended on 21 May 2019[4].

- Walnut Bidco will not increase the Offer price of SEK 227. By this statement Walnut Bidco cannot, in accordance with Nasdaq Stockholm's rules regarding takeover bids on the stock market (the "**Takeover Rules**"), increase the price in the Offer.

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[1] Should Oriflame, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly.

[2] Excluding 11,640 shares held by Oriflame in treasury.

[3] 17,451,264 shares in Oriflame, representing 30.82 per cent of the total number of shares outstanding in Oriflame, are currently held by members of the families of Robert af Jochnick and the late Jonas af Jochnick, respectively, and certain closely related parties to them.

[4] The daily volume weighted average closing prices prior to 10 May 2019 have been adjusted for EUR 0.40 dividend (the last day of trading for the shares including dividend right was on 9 May 2019).

- An offer document regarding the Offer is expected to be published on or about 23 May 2019. The acceptance period for the Offer is expected to begin on or about 24 May 2019 and expire on or about 24 June 2019.

Alexander af Jochnick, representative of Walnut Bidco and Chairman of Oriflame, said:

"Our family has been deeply involved with Oriflame since it founded the Company in 1967, and has a strong sense of responsibility as the Company's main shareholder.

It has become increasingly obvious to the family that the Company is facing a number of headwinds. The family believes that the Company needs to undertake a repositioning in key geographies, and that achieving this repositioning has challenges in the public market.

We have therefore chosen to make an offer for the shares in the Company that the family does not already own, in order to enable Oriflame to achieve this repositioning with the benefit of private ownership.

We believe that the offer price represents a very attractive valuation of Oriflame. We are delivering a compelling value proposition and are absorbing the full market and execution risk of the ongoing repositioning. Shareholders are herewith presented with a certain path to liquidity today against an increasingly challenging market backdrop. In the interests of providing full transparency to the market, we are putting forward a best-and-final offer price that cannot be increased."

Background and reasons for the Offer

As founders and main owners of Oriflame, the af Jochnick family's ultimate priority has always been to create the right operating environment for the Company to ensure its long-term competitiveness. The af Jochnick family is fully supportive of Oriflame's highly skilled and experienced management team, and deeply appreciates the dedication and abilities of its management, employees and representatives. Equally, it supports the ongoing concerted effort by Oriflame to sharpen the business model, enhance earnings opportunities for its representatives and drive profit in the long term.

Until recently, Oriflame had delivered a strong performance for its shareholders and other stakeholders. However, the Company is currently facing a number of significant headwinds, for example a slowdown in activity in the Asia & Turkey region. This has been reflected in the share price performance over the last year. Against this backdrop, the Company is also in the midst of a major strategic repositioning in order to respond to rapidly evolving end markets and distribution models, and needs to deliver momentum each quarter as a listed company.

The af Jochnick family has spent a significant amount of time reflecting on the right environment for the Company to deliver on its transition and restore consistent performance, for the benefit of all stakeholders. The af Jochnick family has concluded that achieving this transition is challenging whilst Oriflame remains listed. The Company needs to continue to roll-out and implement its strategic repositioning, which will take a significant amount of time and effort, and whose benefits will materialise in the long-term at the potential expense of short term results. To that end, the af Jochnick family believes that Oriflame should be operated in a private setting, and be owned by shareholders that have already been affiliated with the Company for many years. As such, the af Jochnick family's plans for the future business and general strategy do not currently include any changes, and no decisions have been made with regards to Oriflame's business model, its management or employees. Pursuant to the current view of the af Jochnick family, terms of employment will not materially change and none of Oriflame's sites will be affected by any reorganisational measures which are directly linked to the Offer.

The af Jochnick family looks forward to continuing to work with the existing management team at Oriflame and further develop the Company under private ownership, and remain committed to its shareholding in the Company for the long-term.

The Offer

Consideration
Walnut Bidco offers SEK 227 in cash per Oriflame share. Walnut Bidco will not increase the Offer price of SEK 227. By this statement Walnut Bidco cannot, in accordance with Nasdaq Stockholm's rules regarding takeover bids on the stock market (the "**Takeover Rules**"), increase the price in the Offer. SEK 227 per share is thus the highest price that will be offered by Walnut Bidco in the Offer.

Should Oriflame, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly.

No commission will be charged in respect of the settlement of the Oriflame shares tendered to Walnut Bidco under the Offer.

Premiums
The price of the Offer represents a premium of[5]:

- 34.8 per cent compared to the closing price on 21 May 2019 (the last day of trading prior to the announcement of the Offer), of SEK 168.35 for the shares;
- 31.9 per cent compared to the volume weighted average trading price over the 10 calendar days ended on 21 May 2019 (the last day of trading prior to the announcement of the Offer), of SEK 172.12 for the shares; and
- 29.0 per cent compared to the dividend adjusted volume weighted average closing price over the 3 calendar months ended on 21 May 2019 (the last day of trading prior to the announcement of the Offer), of SEK 175.90 for the shares[6].

Total value of the Offer
The total value of the Offer, based on the 39,171,134 shares[7] in Oriflame not directly or indirectly owned by Walnut Bidco, or closely related parties[8], amounts to SEK 8,891,847,418. The Offer values Oriflame, based on all 56,622,398 outstanding shares[7], to SEK 12,853,284,346.

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[5] Source for Oriflame share prices: Bloomberg.

[6] The daily volume weighted average closing prices prior to 10 May 2019 have been adjusted for EUR 0.40 dividend (the last day of trading for the shares including dividend right was on 9 May 2019).

[7] Excluding 11,640 shares held by Oriflame in treasury.

[8] 17,451,264 shares in Oriflame, representing 30.82 per cent of the total number of shares outstanding in Oriflame, are currently held by members of the families of Robert af Jochnick and the late Jonas af Jochnick, respectively, and certain closely related parties to them.

Conditions for completion of the Offer

The completion of the Offer is conditional upon:

1. the Offer being accepted to such extent that Walnut Bidco becomes the owner of shares representing at least 90 per cent of the total number of shares issued in Oriflame;

2. no other party announcing an offer to acquire shares in Oriflame on terms that are more favorable to the shareholders of Oriflame than the Offer;

3. neither the Offer nor the acquisition of Oriflame being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of court or public authority, or any similar circumstance, which is actual or can reasonably be anticipated, and which Walnut Bidco could not reasonably have foreseen at the time of announcement of the Offer;

4. no circumstances, which Walnut Bidco did not have knowledge of at the time of announcement of the Offer, having occurred that have or can be expected to have a material adverse effect upon Oriflame's sales, profit, liquidity, solidity, equity or assets;

5. no information made public by Oriflame being materially inaccurate, incomplete or misleading, and Oriflame having made public all information which should have been made public by it; and

6. Oriflame not taking any measures which are likely to impair the prerequisites for making or completing the Offer.

Walnut Bidco reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions are not satisfied or cannot be satisfied. However, with regard to conditions 2 – 6 above, the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to Walnut Bidco's acquisition of Oriflame or if otherwise approved by the Swedish Securities Council (Sw. *Aktiemarknadsnämnden*).

Walnut Bidco reserves the right to waive, in whole or in part, one or several of conditions 1 – 6 above, including, with respect to condition 1 above, to complete the Offer at a lower level of acceptance.

Certain closely related parties

Three members of the board of directors of Oriflame, Alexander af Jochnick, Robert af Jochnick and Anna af Jochnick, are indirect owners of Walnut Bidco. In accordance with the Takeover-rules, these directors have not, and will not, participate in Oriflame's processing of, or decisions taken, regarding the Offer.

These circumstances also imply that Section III of the Takeover Rules are applicable to the Offer, entailing that the acceptance period shall be at least four weeks and that Oriflame is obliged to obtain and announce a valuation (a fairness opinion) regarding the shares in the Company from independent experts.

Walnut Bidco issued the announcement today to provide the independent directors of Oriflame and Oriflame shareholders ample time to evaluate the terms of the Offer.

Information about Walnut Bidco

Walnut Bidco is a newly formed entity indirectly wholly owned by the members of the families of Robert af Jochnick and the late Jonas af Jochnick, respectively, and certain closely related parties to them.

Walnut Bidco is a registered public limited liability company, with corporate registration number 129091, incorporated in Jersey and tax resident in the UK, with the registered address 47 Esplanade St Helier Jersey JE1 0BD.

Walnut Bidco was incorporated with the Jersey Financial Services Commission on 20 May 2019. The company has not conducted any business and is currently not engaged in any business activities, save for activities incidental to its incorporation and the Offer and has hence no financial history. Walnut Bidco's only business purpose is to carry out the Offer and, following the completion of the Offer, to hold the shares in Oriflame.

Financing of the Offer

The consideration payable in respect of the Offer is financed in full by a combination of funds available to Walnut Bidco by way of equity commitment letters from its owners and debt financing pursuant to an agreement arranged by Goldman Sachs Bank USA on terms customary for financing of public offers in the Swedish market.

The above-mentioned financing will provide Walnut Bidco with sufficient cash resources to satisfy in full the consideration payable in respect of the Offer and, accordingly, completion of the Offer is not subject to any financing condition.

Review of information in connection with the Offer

Walnut Bidco has in connection with the preparations of the Offer been permitted by Oriflame to review limited information for confirmatory purposes. Oriflame has informed Walnut Bidco that no inside information has been disclosed during this process to Walnut Bidco.

Acceptance level in the Offer

The completion of the Offer is conditional upon, *inter alia*, the Offer being accepted to such extent that Walnut Bidco becomes the owner of shares representing at least 90 per cent of the total number of shares issued in Oriflame. Walnut Bidco reserves the right to waive the condition to complete the Offer at a lower level of acceptance.

Statement from Oriflame and fairness opinion

The independent board members of Oriflame are expected, according to the Takeover Rules, to announce their statement of the Offer and to retrieve a fairness opinion from independent experts no later than two weeks before the acceptance period ends.

Walnut Bidco's shareholding in Oriflame

Walnut Bidco currently holds no shares in Oriflame. Members of the families of Robert af Jochnick and the late Jonas af Jochnick, respectively, and certain closely related parties to them hold and control 17,451,264 shares in Oriflame, representing 30.82 per cent of all shares outstanding and 30.82 per cent of the share capital and votes in Oriflame. These persons have entered into an agreement to jointly launch the Offer through Walnut Bidco and, subject to completion of the Offer, contribute all of their Oriflame shares, valued at the Offer Price, to Walnut Bidco. Neither Walnut Bidco nor any of its closely related parties, have acquired any shares in Oriflame at a price above the price in the Offer during the six months that have preceded the announcement of the Offer or hold any financial instruments in Oriflame that provide a financial exposure equivalent to a holding of shares in Oriflame.

Preliminary timetable[9]

Publication of the offer document	23 May 2019
Acceptance period	24 May – 24 June 2019
Commencement of settlement	1 July 2019

Walnut Bidco reserves the right to extend the acceptance period, as well as to postpone the settlement date.

Compulsory redemption proceedings and delisting

As soon as possible after Walnut Bidco has acquired shares representing at least 90 per cent of the total number of shares issued in Oriflame, Walnut Bidco intends to commence compulsory redemption proceedings through a squeeze-out merger against cash consideration under the Swiss Merger Act (D.: *Bundesgesetz über Fusion, Spaltung, Umwandlung und Vermögensübertragung*) to acquire all remaining shares in Oriflame. In connection therewith, Walnut Bidco intends to promote delisting of Oriflame's shares from Nasdaq Stockholm.

Applicable law and disputes

The Offer, as well as any agreements entered into between Walnut Bidco and the shareholders in Oriflame as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance.

[9] All dates are preliminary and may be subject to change.

The Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules, including, where applicable, the Swedish Securities Council's interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (Sw. *Näringslivets Börskommitté*), are applicable to the Offer. Furthermore, Walnut Bidco has, in accordance with the Swedish Act on Public Takeovers on the Stock Market (Sw. *lag (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*), on 21 May 2019 contractually undertaken towards Nasdaq Stockholm to fully comply with said rules and statements and to submit to any sanctions that can be imposed by Nasdaq Stockholm in event of breach of the Takeover Rules. On 22 May 2019, Walnut Bidco informed the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) about the Offer and the abovementioned undertakings towards Nasdaq Stockholm.

Advisors

Goldman Sachs International and SEB Corporate Finance are financial advisors and Roschier Advokatbyrå, Bär & Karrer and Latham & Watkins are legal advisors to Walnut Bidco in connection with the Offer.

Walnut Bidco Plc

The board of directors

For additional information contact:

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This information was submitted for publication on 22 May 2019 at 07.55 a.m. (CET).

Information about the Offer:

www.walnutbidco.com

Important notice

The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa by use of mail or any other means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) of interstate or foreign commerce, or of any facility of national security exchange, of Australia, Canada, Hong Kong, Japan, New Zealand or South Africa, and the Offer cannot be accepted by any such use, means, instrumentality or facility of, or from within, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, this press release and any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa.

This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa must not forward this press release or any other document received in connection with the Offer to such persons.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and the other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Walnut Bidco Plc. Any such forward-looking statements speak only as of the date on which they are made and Walnut Bidco Plc has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.

Goldman Sachs International and SEB are not responsible to anyone other than Walnut Bidco Plc for advice in connection with the Offer.

Special notice to shareholders in the United States

The Offer will be made for shares of Oriflame, a company incorporated under Swiss law, and is subject to Swedish disclosure and procedural requirements, which are different from those of the United States. The Company's financial statements, and all financial information that is included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The Offer will be made in the United States pursuant to Section 14(e) and Regulation 14E under the US Securities Exchange Act as amended (the "U.S. Exchange Act"),, and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law. It may be difficult for U.S. shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Offer, since the Company and Walnut Bidco plc are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. U.S. shareholders may not be able to sue the Company or Walnut Bidco plc or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel the Company or Walnut Bidco plc and their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

To the extent permissible under applicable law or regulations, Walnut Bidco plc and its affiliates or brokers (acting as agents for Walnut Bidco plc or its affiliates, as applicable) may from time to time after the date hereof directly or indirectly purchase or arrange to purchase shares of the Oriflame outside the U.S. other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance, or any securities that are convertible into, exchangeable for or exercisable for such shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be announced through Nasdaq Stockholm and relevant electronic media if, and to the extent, such announcement is required under applicable Swedish law, rules or regulations. In addition, the financial advisors to Walnut Bidco plc may also engage in ordinary course trading activities in securities of the Oriflame, which may include purchases or arrangements to purchase such securities.

The receipt of cash pursuant to the Offer by a U.S. shareholder may be a taxable transaction for US federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult his or her independent professional adviser immediately regarding the tax consequences of accepting the Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, OR PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS OFFER DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.