

## November 01, 2016

The Company intends to use the net proceeds of the issuance of the notes being offered by it to partially fund a cash payment to ConAgra Foods, Inc. The Company will not receive any proceeds from the sale of the notes by the selling noteholders.

This is not an offer to sell or the solicitation of an offer to buy any securities. The notes and related guarantees are being offered only to qualified institutional buyers in reliance on the exemption from registration set forth in Rule 144A under the Securities Act, and outside the United States to qualified institutional buyers in reliance on the exemption from registration set forth in Regulation S under the Securities Act. These securities have not been registered under the Securities Act, or the securities laws of any state, and may not be offered or sold in the United States without registration or an applicable exemption. This offering is not being made in any state where it is unlawful under applicable state securities or blue sky laws and foreign securities laws.

**Note on forward-looking statements**

This press release contains forward-looking statements within the meaning of the Private Securities Reform Act of 1995. These forward-looking statements are based on our current expectations and are subject to uncertainty and changes in circumstances. We understand that our actual results may differ from our statements. Many factors could affect our actual financial results, including those contained in any expressed or implied in any forward-looking statements. Uncertainties include, among other things: our ability to successfully execute our business plan within the expected time frame or at all; our ability to successfully compete in the competitive environment and related market conditions; political and economic conditions in the countries in which we conduct business and other factors related to our international operations; our export mechanisms; our ability to complete proposed acquisitions; our ability to raise large capital projects; our future debt levels; the availability and cost of capital; our relationships with our growers or significant customers; the success of our operations and regulatory factors affecting our businesses; the ultimate outcome of legal proceedings; pension, labor and people-related expenses; our ability to pay dividends; and other factors. We caution investors not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release.

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and timing of any future dividends; and other risks and uncertainties that may affect our financial performance. We do not intend to place reliance on any forward-looking statements included in this press release.

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