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## **DuPont Increases Danisco Tender Offer to DKK 700 Per Share as Best and Final Offer**

***Minimum Tender Condition Reduced to 80 Percent from 90 Percent;  
Tender Offer Extended to May 13, 2011***

COPENHAGEN, Denmark, April 29, 2011 – DuPont, through its wholly owned subsidiary DuPont Denmark Holding ApS, announced today that it has increased the price of its tender offer to acquire all of the outstanding shares of Danisco to DKK 700 in cash per share. The tender offer period has been extended for the last time to May 13, 2011, at 11 p.m. CEST (5 p.m. EDT). DuPont also announced that it has exercised its right to reduce the minimum number of shares required to be tendered to 80 percent from 90 percent in order to close the tender.

“These terms represent our best and final offer,” said DuPont Chair and CEO Ellen Kullman. “This increase in the offer price and reduced minimum tender requirement will allow shareholders to tender with confidence, given the premium value and certainty of this offer. We believe the positive outlook and strong recent performances of both companies support these final terms and we remain confident this will bring the transaction to a successful and swift conclusion.

“We continue to believe the strategic and financial logic of this acquisition will deliver significant benefits to shareholders, customers and employees of both companies. However, unless 80 percent of Danisco shares are tendered by the May 13 deadline, we will end our offer, continue executing DuPont’s successful growth strategy, and explore other paths for achieving the benefits that Danisco would have offered us,” Kullman noted.

“I am pleased to announce ATP's support of DuPont's increased offer, which comes following my discussions with DuPont regarding the interests of all of Danisco's shareholders. I ask that all Danisco shareholders join with ATP in supporting this compelling opportunity by tendering their shares in the offer,” said Claus Wiinblad, Head of Danish Equities, ATP.

DuPont’s DKK 700 final offer represents a 67 percent premium compared to the average price of Danisco’s shares in the 12 months prior to the Jan. 9 announcement of the announcement agreement; 39 percent compared to the average price during the last month prior to Jan. 9; and 32 percent compared to closing price on the last trading day prior to Jan. 9.

All other terms and conditions of the tender offer remain unchanged. As previously announced, all regulatory conditions have now been met and the fully financed tender offer can be completed on May 13, 2011. DuPont estimates that, as of the close of business on April 29, Danisco shareholders had tendered approximately 48 percent of the outstanding shares to DuPont Denmark Holding ApS.

If the revised tender offer is completed, Danisco shareholders who have already tendered their shares will receive the increased offer price and they do not need to take any additional action to receive the new price.

A copy of the supplement to the offer document amending the price, reducing the minimum tender condition and extending the offer period is attached and also available at [www.dupontanddanisco.com](http://www.dupontanddanisco.com) or on the Danisco website at [www.danisco.com](http://www.danisco.com) with a copy of the statement of the board of directors of Danisco A/S concerning the voluntary recommended public offer.

DuPont ([www.dupont.com](http://www.dupont.com)) is a science-based products and services company. Founded in 1802, DuPont puts science to work by creating sustainable solutions essential to a better, safer, healthier life for people everywhere. Operating in more than 90 countries, DuPont offers a wide range of innovative products and services for markets including agriculture and food; building and construction; communications; and transportation.

This news release does not constitute an offer or invitation to purchase any securities or a solicitation of an offer to buy any securities, pursuant to the tender offer or otherwise. The tender offer is being made solely by means of an Offer Document and the documents accompanying the Offer Document, which contain the full terms and conditions of the tender offer, including details of how the tender offer may be accepted. Danisco A/S shareholders are advised to read the Offer Document and the related documents that were sent to them because they contain important information.

**Forward-Looking Statements:** This news release contains forward-looking statements based on management's current expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the company's strategy for growth, product development, market position, expected expenditures and financial results are forward-looking statements. Some of the forward-looking statements may be identified by words like "expects," "anticipates," "plans," "intends," "projects," "indicates," and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Many factors, including those discussed more fully elsewhere in this release and in documents filed with the Securities and Exchange Commission by DuPont, particularly its latest annual report on Form 10-K and quarterly report on Form 10-Q, as well as others, could cause results to differ materially from those stated. These factors include, but are not limited to changes in the laws, regulations, policies and economic conditions, including inflation, interest and foreign currency exchange rates, of countries in which the company does business; competitive pressures; successful integration of structural changes, including restructuring plans, acquisitions, divestitures and alliances; cost of raw materials, research and development of new products, including regulatory approval and market acceptance; seasonality of sales of agricultural products; and severe weather events that cause business interruptions, including plant and power outages, or disruptions in supplier and customer operations. Risks and uncertainties relating to the acquisition that could cause the actual results to differ from expectations contemplated by forward looking statements include: uncertainties as to the timing of the tender offer; uncertainties as to how many Danisco shares will be tendered in the offer; the possibility that competing offers will be made; the possibility that various closing conditions for the transaction may not be satisfied or waived, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; the effects of disruption from the transaction making it more difficult to maintain relationships with employees, customers, other business partners or governmental entities; if the tender offer is completed, failure to achieve the expected benefits of the proposed acquisition. The company undertakes no duty to update any forward-looking statements as a result of future developments or new information.

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## **Increase of the Offer Price, Reduction of the Minimum Acceptance Condition and Extension of the Offer Period**

*Supplement no. 3 to Offer Document dated 21 January 2011 as amended by Supplement no. 1 of 18 February 2011 and Supplement no. 2 of 1 April 2011 concerning the voluntary recommended public offer to the shareholders of Danisco A/S*

### **Offer Price**

DKK 700 in cash for each share of the Company.

### **Minimum Acceptance Condition**

That the Offeror owns, or has received valid acceptances of the Offer, in respect of an aggregate of more than 80 % of the shares of the Company (excluding any treasury shares held by the Company) and voting rights in the Company as of the expiry of the Offer Period.

### **Offer Period**

The Offer Period expires on 13 May 2011 11:00 pm (CEST) (13 May 2011 at 5:00 pm (EDT)).

On 21 January 2011, DuPont Denmark Holding ApS (the "Offeror") made a voluntary recommended public offer (the "Offer") to the shareholders of Danisco A/S (the "Company") pursuant to the terms and conditions of the offer document (the "Offer Document"). On 18 February 2011, the Offeror announced Supplement no. 1 of 18 February 2011 extending the Offer Period until 1 April 2011 pending EU and China competition approvals, and on 30 March 2011 the Offeror announced an additional supplement ("Supplement no. 2 of 1 April 2011") extending the Offer Period until 29 April 2011 again pending EU and China competition approvals. Expressions not defined in this supplement shall have the meaning set forth in the Offer Document, Supplement no. 1 of 18 February 2011 and Supplement no. 2 of 1 April 2011.

On 5 April 2011, competition approval was obtained in the EU and on 15 April 2011 competition approval was obtained in China. All competition approvals necessary to complete the Offer have now been fulfilled.

The Offeror hereby announces that a preliminary count of delivered acceptances shows that, as of 29 April 2011 at approximately 5:00 pm (CEST) (29 April 2011 at approximately 11:00 am (EDT)), the Offeror had received valid acceptances in respect of approximately 48.2 % of the shares and voting rights in the Company (excluding any treasury shares held by the Company).

In light of this level of acceptances, the Offeror increases the Offer Price and reduces the condition of the Minimum Acceptance:

- Shareholders are accordingly offered a cash consideration of DKK 700 for each share of the Company (the "Offer Price"), equalling a total price of DKK 33,385,306,500 for all the shares of the Company (including 189,410 shares held on 29 April 2011 by the Company as treasury shares).

- The Minimum Acceptance Condition applicable to the Offer is reduced to the effect that it is now a condition to the Offer that at the expiry of the Offer Period, the Offeror owns or has received valid acceptances of the Offer in respect of an aggregate of at least 80 % of the shares and voting rights in the Company (excluding any treasury shares held by the Company).

In the event the Company pays dividends or otherwise makes distributions to its shareholders prior to settlement of the Offer, the Offer Price to be paid pursuant to the Offer will be reduced by the amount of such dividend or distribution per share on a DKK-for-DKK basis.

The table below shows the premium that the new Offer Price represents, after the Offer was made and after the announcement of this supplement, compared to the price per share at certain points in time believed to be relevant:

Period	Price per share (DKK)	Offer Price premium compared to relevant historical share price per share (%) as of 21 January 2011	New Offer Price premium compared to relevant historical share price per share (%) as of 29 April 2011
Closing price at NASDAQ OMX Copenhagen A/S on 7 January 2011 (last trading day before the announcement of the decision to make the Offer)	530.00	25.5 %	32.1 %
Closing-price at NASDAQ OMX Copenhagen A/S on 7 January 2010 (12 months prior to the last trading day before the announcement of the decision to make the Offer)	350.00	90.0 %	100.0 %
Average price during the last month before the announcement of the decision to make the Offer	501.83	32.5 %	39.5 %
Average price during the last three months before the announcement of the decision to make the Offer	476.42	39.6 %	46.9 %
Average price during the last six months before the announcement of the decision to make the Offer	465.24	42.9 %	50.5 %
Average price during the last twelve months before the announcement of the decision to make the Offer	418.91	58.7%	67.1 %

*All share prices are in DKK per share of a nominal value of DKK 20.*

*The average prices are calculated on the basis of daily volume weighted closing prices of the shares in the stated period as quoted on NASDAQ OMX Copenhagen A/S.*

*The premium has been adjusted for the total dividend of DKK 17 per share decided by the annual general meeting of shareholders in the Company held on 19 August 2010.*

DuPont's plans for the integration of Danisco as described in Section 2.3 of the Offer Document remain unchanged.

As a consequence of these improvements, the Offer Period is extended by 14 days from 29 April 2011 11:00 pm (CEST) (29 April 2011 at 5:00 pm (EDT)) so that the Offer Period now expires on 13 May 2011 11:00 pm (CEST) (13 May 2011 at 5:00 pm (EDT)). The previous deadline was 29 April 2011 at 11:00 p.m. (CEST) (29 April 2011 at 5:00 p.m. (EDT)) as described in Supplement no. 2 of 1 April 2011. The Offeror now expects to publish the results of the Offer on 16 May 2011.

The Danisco shareholders are kindly asked to note that as a consequence of the Danish Financial Supervisory Authority's interpretation of the Takeover Order, as set forth in the press release issued by the Danish Financial Supervisory Authority on 18 March 2011, the Offeror can only make one single improvement of the Offer with a consequent mandatory and automatic 14-day extension of the Offer Period. Therefore, the Offeror is barred from making any further improvements of the Offer.

The other terms and conditions of the Offer as set forth in the Offer Document remain unchanged.

Shareholders of the Company, who have already submitted the acceptance form, do not need to take any further action. Shareholders of the Company, who have not submitted the acceptance form, may use the acceptance form attached to the Offer Document or contact either the shareholder's own custodian bank or Nordea Bank Danmark A/S (Tel.: +45 33 33 50 92).

This supplement shall be read in connection with the Offer Document, Supplement no. 1 of 18 February 2011, Supplement no. 2 of 1 April 2011 and related documents. These documents contain important information.

Copenhagen, 29 April 2011

DuPont Denmark Holding ApS

#### *Questions*

Any questions in connection with acceptance of the Offer may be directed to the shareholders' own custodian banks or:

Nordea Corporate Finance  
Strandgade 3  
P.O.Box 850, 0900 Copenhagen C  
Denmark  
Att.: Torben Hansen  
Tel.: +45 33 33 35 67  
Email: [torben.hansen@nordea.com](mailto:torben.hansen@nordea.com)  
or  
Att.: Peter Justesen  
Tel.: +45 33 33 68 30  
Email: [peter.justesen@nordea.com](mailto:peter.justesen@nordea.com)

Any questions in connection with the Offer from shareholders within the EU may, on weekdays between 7:30 a.m. and 5.00 p.m, be directed to:

Lake Isle M&A Incorporated  
Windsor House  
39 King Street  
London, EC2V 8DQ  
Tel. (toll-free):+800 77 10 99 70  
Tel. (direct line): +44 20 77 10 99 60

Any questions in connection with the Offer may also, on weekdays between 9:00 a.m. and 8:00 p.m. (EDT), be directed to:

Innisfree M&A Incorporated  
501 Madison Avenue  
New York, NY 10022  
Tel.(toll-free): +1 877-750-5836

or on weekdays between 9:00 a.m. and 5:00 p.m. (EDT) to:

E. I. du Pont de Nemours and Company  
1007 Market Street  
Wilmington, Delaware 19898  
Att.: George J. Duko  
Tel.: +1 302-774-0431

**Important Notices**

*No legal or natural persons are authorized to give any information or to make any representation on behalf of the Offeror or DuPont on the Offer not contained in this Supplement. If given or made, such information or representation cannot be relied on as having been authorized by the Offeror or DuPont. The making of this Offer shall not under any circumstances imply in any way that there has been no change in the affairs of DuPont, the Offeror or Danisco since the date of the Offer Document, Supplement no. 1 of 18 February 2011, Supplement no. 2 of 1 April 2011 or this Supplement or that the information in the Offer Document, Supplement no. 1 of 18 February 2011, Supplement no. 2 of 1 April 2011 or this Supplement or in the documents referred to herein is correct as of any time subsequent to the date hereof or thereof.*

*The Offer is not being made directly or indirectly in or into Canada, Australia or Japan, and the Offer does not apply and cannot be accepted from within Canada, Australia or Japan.*

*This Supplement has been prepared in Danish and English. In case of inconsistencies between the two versions, the Danish text shall prevail.*

*This Supplement may contain statements relating to future matters or occurrences, including statements on future results, growth or other forecasts on developments and benefits in connection with the Offer. Such statements may generally, but not always, be identified by the use of words such as "anticipates", "assumes", "expects", "plans", "will", "intends", "projects", "estimates" or similar expressions. Forward-looking statements, by their nature, involve risks and uncertainty as they relate to events and depend on circumstances occurring in the future. There can be no assurance that actual results will not differ, possibly materially, from those expressed or implied by such forward-looking statements due to many factors, many of which are outside of the control of DuPont, the Offeror or Danisco, including the effect of changes in general economic conditions, the level of interest rates, fluctuation in the demand for DuPont or Danisco products, competition, technological developments, employee relations, regulation, foreign currency exchange rates and the potential need for increased capital expenditures (including those resulting from increased demand, new business opportunities and development of new technologies) and failure to achieve the expected benefits of the proposed combination of DuPont and Danisco.*