

PARIS, AUGUST 4, 2011

## Success of the simplified exchange public offer initiated by Eurazeo on OFI Private Equity Capital shares and stock warrants: Eurazeo will request a ‘squeeze out’

Today, the French Financial Market Authority (*Autorité des marchés financiers* – “AMF”) published the results of the simplified exchange public offer for the shares and stock warrants of OFI Private Equity Capital (“OFI PEC”) initiated by Eurazeo (the “Offer”<sup>1</sup>). Over the course of the Offer, which took place from July 8 to July 28, 2011 included, 1,967,660 shares, 1,892,148 stock warrants 1 (the “BSA1”) and 1,846,347 stock warrants 2 (the “BSA2”) were tendered to in Eurazeo.

Considering the shares, the BSA1 and the BSA2 held prior to the opening of the Offer, Eurazeo now holds directly and indirectly:

- 9,911,598 shares representing 93.93% of the capital and of the voting rights of OFI PEC, as calculated pursuant to article 223-11 I *alinéa* 2 of the AMF General Regulation on the basis of a capital consisting, on July 31, 2011, in 10,552,219 shares representing an equal amount of voting rights (and 95.27% of the capital and of the voting rights when not taking into account the 148,050 OFI PEC treasury shares),
- 5,934,204 BSA1, representing 96.89% of the BSA1 issued by OFI PEC on the basis of a total number of 6,124,957 outstanding BSA1 on July 31, 2011, and
- 13,075,263 BSA2, representing 99.23% of the BSA2 issued by OFI PEC on the basis of a total number of 13,176,209 outstanding BSA2 on July 31, 2011.

The shares not held by Eurazeo account for less than 5% of OFI PEC’s capital or voting rights when not taking into account OFI PEC’s treasury shares and the shares which could be issued by exercising the BSA1 and the BSA2 (together the “BSAs”) not held by Eurazeo account for less than 5% of the sum of OFI PEC existing or potential securities.

Eurazeo intends to request from the AMF, pursuant to article L. 433-4 III and IV of the French Monetary and Financial Code and articles 237-14 et seq. of the AMF General Regulation, a ‘squeeze out’ on the OFI PEC residual shares, BSA1 and BSA2 within a 3-month period starting at the end of the Offer, i.e. October 28, 2011 at the latest.

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<sup>1</sup> See Offer document (*note d’information*) approved on July 5, 2011 with visa n°11-288.



The compensation should consist, at the choice of OFI PEC shareholders and BSAs holders, (i) in Eurazeo shares, on the basis of an exchange ratio corresponding to the exchange ratio of the Offer (i.e. 10 Eurazeo shares for 54 OFI PEC shares ex-2010 dividend and 1 Eurazeo share for 110 OFI PEC BSAs), or (ii) in a cash equivalent to be determined. In the absence of a choice for compensation in Eurazeo shares, the shareholders and the BSAs holders would receive the cash equivalent.

The 'squeeze out' would be subject to a compliance decision by the AMF and a report by an independent expert. The timetable and the squeeze out procedure would be published by the AMF and Euronext. Upon completion of the 'squeeze out', the shares and BSAs would be delisted from Euronext Paris.

### About Eurazeo

With a diversified portfolio in excess of 4 billion euros in assets, significant investment capacity and a long-term investment strategy, Eurazeo is one of the leading listed investment companies in Europe. Its mission is to identify the potential and accelerate and enhance the transformation of companies in which it invests. Its solid family shareholder base, its lack of debt and its flexible investment horizon enable Eurazeo to support its companies over the long term. Eurazeo is the majority or leading shareholder in Accor, ANF Immobilier, APCOA, Edenred, Elis, Europcar, Foncia, Fraikin, OFI Private Equity Capital and Rexel and holds stakes in Banca Leonardo, Fonroche and Intercos.

Eurazeo's shares are listed on the Paris Euronext Eurolist.  
ISIN: FR0000121121 - Bloomberg: RF FP - Reuters: EURA.PA

### About OFI Private Equity Capital

OFI Private Equity Capital is a company listed on NYSE Euronext (code : OPEC, compartment C, included in CAC All-Tradable, CAC Small 90, CAC Mid & Small 190 and the GAIA indices), and the investment company of Eurazeo pme which invests in both equity and mezzanine in French companies with valuation below €150M / €200M.

OFI Private Equity Capital is listed on Eurolist Euronext Paris.  
ISIN : FR000038945

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<b>Eurazeo's financial calendar</b>	September 1, 2011	1 <sup>st</sup> Half 2011 revenues and results
	November 10, 2011	3 <sup>rd</sup> Quarter 2011 revenues

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