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This press release does not constitute an offering of securities in the United States of America. The bonds (and the underlying shares) may not be offered, sold or delivered in the United States of America absent registration or an exemption from registration requirements pursuant to the U.S. Securities Act of 1933, as amended. MAUREL & PROM does not intend to register the proposed offering in whole or in part in the United States of America or to conduct a public offering in the United States of America.



**Paris, 9<sup>th</sup> June, 2014**  
**Press release**

**Offering by MAUREL & PROM of net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANE)**

**Amount of the issue increased to approximately €253 million upon exercise in full of the over-allotment option**

MAUREL & PROM (the “**Company**” or “**MAUREL & PROM**”) launched on 6<sup>th</sup> June, 2014 an offering of net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANE) due 1<sup>st</sup> July, 2019 (the “**Bonds**”)<sup>1</sup>.

The Joint Lead Managers and Joint Bookrunners of the Bonds’ issue informed MAUREL & PROM that they exercised today in full the over-allotment option granted to them.

As a result, the total nominal amount of the issue of the Bonds was increased to approximately €253 million, representing 14,658,169 Bonds.

Furthermore, Natixis, as stabilisation agent, informed MAUREL & PROM, pursuant to applicable rules and regulations, that no stabilisation was carried out during the stabilisation period, which began on 6<sup>th</sup> June, 2014 and ended today.

The issue and the settlement-delivery date for the Bonds are expected to occur on 11<sup>th</sup> June, 2014.

The admission to trading of the Bonds on the Open Market of Frankfurt (« *Freiverkehr* ») is expected on 11<sup>th</sup> June, 2014.

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<sup>1</sup> Making use of the delegations conferred to it under the twelfth and fourteenth resolutions of the combined general shareholders' meeting of the shareholders of the Company dated 14 June 2012, the board of directors of the Company, during its meeting of 23 April 2014, has decided (i) to authorise the issuance by the Company, by way of a private placement, without preferential subscription right and without a priority subscription period. of the Bonds and (ii) to delegate to the General Manager, with the ability of sub-delegation to the fullest extent permitted by law, all powers in particular to issue the Bonds as well as to set the final terms and conditions of the Bonds.

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This issue is being led by Natixis as Global Coordinator, Joint Lead Manager and Joint Bookrunner, and by BNP PARIBAS and Credit Agricole Corporate and Investment Bank as Joint Lead Managers and Joint Bookrunners.

### **Registration document of the Company**

The Company's 2013 registration document, which describes in particular the risk factors relating to the Company, was filed with the AMF on 29<sup>th</sup> April, 2014 under n° D.14-0449 may be obtained on the Company's website ([www.maureletprom.fr](http://www.maureletprom.fr)) and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)).

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MAUREL & PROM shares are listed on Euronext Paris – Segment A – CAC® mid 60 - SBF120®  
- CAC® Mid & Small - CAC® All-Tradable - CAC® All-Share - CAC PME -  
– Eligible PEA – PME  
ISIN FR0000051070 / Bloomberg MAU.FP / Reuters MAUP.PA

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*Information included in this press release does not constitute an offer of securities in the United States of America, in Australia, in Canada or Japan.*

*No communication or information relating to the issue by MAUREL & PROM of net share settled bonds convertible into new shares and/or exchangeable for existing shares (the “Bonds”) may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken outside of France, in any country in which such action would be required. The issue or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; MAUREL & PROM assumes no liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of the Prospectus Directive (as defined hereinafter).*

*This press release does not constitute and should not be regarded as an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public.*

### **France**

*The Bonds have not been and will not be offered or sold, directly or indirectly, to the public in France. Any offer or sale of Bonds or distribution of offering documents have been and will be carried out in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) and/or a restricted circle of investors (cercle restreint d’investisseurs) acting for their account, within the meaning ascribed to them in, and in accordance with Articles L.411-2- II, D.411-1 and D.411-4 of the French Monetary and Financial Code. In accordance with Article 211-3 of the AMF General Regulation, it is reminded that no prospectus will be submitted for approval to the AMF in respect of the issue of the Bonds.*

### **European Economic Area outside of France**

*In the various Member States of the European Economic Area other than France (the “Member State”) that have implemented the Prospectus Directive, no action has been or will be taken to permit an Offer to the public of Bonds requiring the publication of a prospectus in any Member State. As a result, Bonds may only be offered in each Member State:*

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- (a) to qualified investors, as defined by the Prospectus Directive; or*
- (b) to less than 100 or, if the Member State implemented the provisions of the Amended Prospectus Directive, 150 physical or legal persons (other than qualified investors as defined by the Prospectus Directive) under the restrictions of the provisions of the Prospectus Directive and the prior agreement of one or all Joint Lead Manager(s) - Joint Bookrunner(s) appointed by the Company for the relevant offer; or*
- (c) in any other circumstances under Article 3(2) of the Prospectus Directive;*

*and under the conditions that no offers of Bonds mentioned in (a) to (c) above required MAUREL & PROM or the institutions in charge of the offering of a prospectus in accordance with the provisions of Article 3 of the Prospectus Directive or a supplement to the prospectus in accordance with the provisions of Article 16 of the Prospectus Directive, to publish.*

*For the purposes of this paragraph, as defined in the Prospectus Directive, (i) the expression an “offer to the public of Bonds” in each of the Member State, which has implemented the Prospectus Directive (as defined below), means the communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering of Bonds and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe the Bonds, as this definition was, if applicable, modified in the relevant Member State in the context of the implementation of the Prospectus Directive, (ii) the expression “**Prospectus Directive**” means the 2003/71/EC Directive as implemented by the relevant Member State (as amended, also by the provisions of the Amended Prospectus Directive, as soon as the implementation will be made by the concerned State Member) and (iii) the expression “**Amended Prospectus Directive**” means the 2010/73/EU Directive as implemented by the relevant Member State.*

### **United Kingdom**

*This press release is only directed at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments (investment professionals) and fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”); (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, or (iv) are persons to whom this press release may otherwise lawfully be communicated (all persons mentioned in paragraphs (i), (ii), (iii) and (iv), together being referred to as “**Relevant Persons**”).*

*The Bonds are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise Bonds (and new or existing issued or allocated shares upon exercise of the conversion right in respect of the Bonds) may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this press release or any of its contents.*

*This press release is not a prospectus and has not been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.*

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**United States of America**

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*MAUREL & PROM does not intend either to register the offering of shares in whole or in part or to make public offer in the United States of America.*

**Canada, Australia and Japan**

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