NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO OR FROM THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA, JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE"). THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE EVEN IF THE PRE-CONDITIONS ARE SATISFIED OR WAIVED

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

18 May 2017

Elis SA proposes a combination with Berendsen plc to create a strong Pan-European leader in textile and facility services

Combination would create a strong Pan-European leader in Textile and Facility Services

Complementary geographical footprints – balanced presence across Northern & Southern Europe with high-growth Latam exposure and enhanced position in Germany

Significant revenue, operating cost and capex synergies

Combination expected to lead to double digit earnings accretion

Cash and share proposal at a highly attractive premium of 36% to Berendsen's share price and 49% to the consensus target price for Berendsen published by equity research analysts

Berendsen shareholders would benefit from a substantial value creation opportunity through an approximately 35% stake in the combined group

Elis SA ("Elis") today announces that it has made a revised proposal to Berendsen plc ("Berendsen") to combine the two companies and create a leading Pan-European textile and facility services company, which has been rejected by the board of directors of Berendsen (the "Berendsen Board").

Revised Proposal is Highly Attractive to Berendsen Shareholders

The revised cash and share proposal (the "Revised Proposal") that Elis made on 16 May 2017 is to acquire each Berendsen ordinary share for a combination of:

- **£4.40 in cash; and**
- **0.426 new Elis ordinary shares**

Based on the closing price of Elis's ordinary shares on 17 May 2017 (being the last business day prior to the date of this announcement) of €19.99 and a £:€ exchange rate of £1 = €1.161, the Revised Proposal values each Berendsen ordinary share at £11.73 per share, and implies a total equity value for Berendsen of approximately £2.05 billion (on a fully diluted basis)[1.]

Elis reserves the right to make an offer on different terms as set out later in this announcement under the heading “Reservations”.

The cash portion of Elis’s Revised Proposal represents approximately 51% of Berendsen’s closing share price on 17 May 2017.

Elis’s Revised Proposal would provide Berendsen shareholders with an ownership stake in the combined group of approximately 35% on a fully diluted basis.

Elis is intending to offer a mix and match facility to all Berendsen shareholders under which Berendsen shareholders may elect, subject to availability, to vary the proportions in which they receive new Elis shares and cash in respect of their holdings in Berendsen ordinary shares.

Elis believes that this Revised Proposal is highly attractive to Berendsen shareholders and provides a compelling opportunity for them to share in the benefits of combining the two businesses.

Elis Has Made Good Faith Efforts to Engage in Discussions with Berendsen

On 28 April 2017, Elis made a written cash and share proposal in private to Berendsen (the “Initial Proposal”) to acquire each Berendsen ordinary share for a combination of £4.40 per share in cash and 0.411 new Elis ordinary shares. At the time, the Initial Proposal valued each Berendsen ordinary share at £11.00 per share (being a premium of approximately 31% to Berendsen’s then trading price)[2].

On 12 May 2017, the Berendsen Board rejected the Initial Proposal and declined to engage in discussions.

On 16 May 2017, Elis approached Berendsen with the Revised Proposal, which, as of 15 May 2017, valued each Berendsen ordinary share at £11.75 per share (being a premium of approximately 41% to Berendsen’s then trading price)[3]. Elis’s Revised Proposal was rejected by the Berendsen Board on the same day without any engagement.

Consequently, Elis has decided it is necessary for it to make public the Revised Proposal so that it can be considered by Berendsen’s shareholders.

Elis is willing to move quickly and cooperatively to engage with Berendsen with a view to achieving a transaction for the benefit of Berendsen and Elis shareholders.

---

[1] On the basis of 172,618,597 outstanding shares and 2,091,818 dilutive options

[2] 0.411 new Elis ordinary shares were valued at £6.60 as at 11 am (BST) on 28 April 2017 (latest practicable time prior to the delivery of the Initial Proposal) based on a £:€ exchange rate of 1:1.18. The premium of 31% is stated by reference to Berendsen’s share price as at 11 am (BST) on 28 April 2017

[3] 0.426 new Elis ordinary shares were valued at £7.35 as at market close on 15 May 2017 (last business day prior to the delivery of the Revised Proposal) based on a £:€ exchange rate of 1:1.18. The premium of 41% is stated by reference to Berendsen’s closing share price on 15 May 2017

The Revised Proposal Represents a Significant Premium

The Revised Proposal represents:

- a significant increase of approximately **7%** from the Initial Proposal, which was valued at £11.00 per Berendsen ordinary share on 28 April 2017;

- a premium of approximately **36%** to Berendsen's closing share price on 17 May 2017 of £8.64;

- a premium of approximately **41%** to Berendsen's one month volume weighted average share price to 17 May 2017 of £8.33;

- a premium of approximately **45%** to Berendsen's three month volume weighted average share price to 17 May 2017 of £8.12;

- a premium of approximately **42%** to Berendsen's six month volume weighted average share price to 17 May 2017 of £8.29; and

- a premium of approximately **49%** to the consensus target price for Berendsen published by equity research analysts of £7.89[4] per share.

The Revised Proposal represents an implied Enterprise Value / 2016 Adjusted EBITDA multiple of 7.2x and an implied Equity Value / 2016 Adjusted Profit After Tax multiple of 19.0x[5]. In addition, the Revised Proposal values Berendsen at an implied Enterprise Value / 2016 Adjusted Operating Profit multiple of 15.6x, which is above that of comparable transactions in this sector, in particular, the 15.2x[6] valuation of Rentokil Initial's workwear and hygiene businesses transferring into its joint venture with Haniel & Cie.

<u>Elis believes that the Revised Proposal is such that the Berendsen Board should recommend it to its shareholders for the reasons outlined in this announcement.</u>

A Compelling Opportunity: Combination Would Create a Strong Pan-European Leader in Textile and Facility Services

A combination of Berendsen and Elis offers a compelling opportunity to create a Pan-European textile and facility services group, combining Berendsen's competitive position in Northern Europe with Elis's strengths in the rest of Europe and a number of high-growth

---

[4] The consensus target price for Berendsen ordinary shares is sourced from Bloomberg and the equity research reports referred to below. The consensus target price for Berendsen ordinary shares is as published by equity research analysts between 3 March 2017 and 17 May 2017 (being the last business day prior to the date of this announcement) and excludes Credit Suisse (27 April 2017) due to involvement as financial adviser to Berendsen, J.P. Morgan (27 April 2017) and HSBC (3 March 2017), due to involvement as corporate brokers to Berendsen, and Investec and EVA Dimensions due to lack of published reports post 3 March 2017. The analyst estimates comprise Morgan Stanley (645p, 28 April 2017), RBC Capital Markets (660p, 27 April 2017), Stifel (680p, 28 April 2017), Numis (695p, 8 May 2017), Barclays Capital (700p, 27 April 2017), Peel Hunt (908p, 27 April 2017), Exane BNP Paribas (950p, 17 May 2017), Goldman Sachs (1,070p, 7 March 2017). These analyst estimates are not endorsed by Elis, are not being referred to with the consent of Berendsen, and have not been reviewed or reported on in accordance with the requirements of Rule 28.1(a). The minimum and maximum target prices have been published by Morgan Stanley (£6.45, 28 April 2017) and Goldman Sachs (£10.70, 7 March 2017), respectively

[5] Adjusted EBITDA, Adjusted Profit After Tax and Adjusted Operating Profit are stated before exceptional costs, goodwill impairment and amortisation of customer contracts and have been extracted from Berendsen's annual report and accounts for the year ended 31 December 2016. The EBITDA multiple is based on Enterprise Value, which is defined as Equity Value on a fully diluted basis plus net debt, in each case as extracted from Berendsen's annual report and accounts for the year ended 31 December 2016

[6] Based on adjusted profit before interest, tax and amortisation for 12 months to 30 June 2016 for the business transferred by Rentokil Initial into the JV with Haniel & Cie as extracted from Rentokil Initial's investor presentation "Joint Venture with Haniel, Delivering Shareholder Value" dated 16 December 2016

emerging markets. Elis generated revenue of c. €1.7 billion[7] and EBITDA of c. €530 million[8] in 2016, adjusted for recent acquisitions. Together, the combined group would have revenues in excess of €3 billion[9] and EBITDA of c.€960 million[10], with over 440 sites and operations in 28 countries.

The combined group would be geographically diversified and very well placed in the majority of the geographies in which it would operate, including France, the UK, Germany, Sweden, Brazil, Denmark, Spain, the Netherlands, Switzerland and Norway.

In Germany, the transaction would result in a stronger regional footprint with combined revenues of approximately €310 million[11], over 30 industrial sites and an enhanced product offering.

The combined group would be well-positioned from a strategic and financial perspective to pursue organic growth and further acquisitions across new and existing services and markets and to deliver enhanced value to both Berendsen and Elis shareholders.

Significant Benefits to Berendsen and its Shareholders

Elis believes the Revised Proposal offers a number of unique benefits to Berendsen and its shareholders:

1. it provides an enhanced platform from which Berendsen can address its operational challenges, with the cushion of a supportive shareholder in Elis, reducing the risks to a successful achievement of Berendsen's standalone strategic plan;

2. it allows Berendsen shareholders, through the receipt of Elis shares, to participate in the benefits of Berendsen's strategic plan, enhanced by the value created by the synergies achievable from the combination;

3. it de-risks Berendsen shareholders' current position by offering a significant amount of cash, while the mix and match will, subject to availability, allow shareholders the opportunity to exchange some cash for more shares and vice versa; and

---

[7] Adjusted 2016 revenue figure for Elis of €1,742 million ("Adjusted Elis 2016 Revenue") represents the aggregate of: (a) the consolidated revenue of Elis (€1,513 million) for the 12 month period ended 31 December 2016 extracted from Elis's financial statements for the year ended 31 December 2016; (b) the estimated unaudited consolidated revenue of each of Indusal (€90 million) and Lavebras (€103 million) for the 12 month period ended 31 December 2016 as published by Elis on 20 December 2016; and (c) an unaudited adjustment for the full-year 2016 impact of the acquisition of Puschendorf (€37 million) as provided by Elis's management. The resulting aggregate revenue is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

[8] Adjusted 2016 EBITDA figure for Elis of €532 million ("Adjusted Elis 2016 EBITDA") represents the aggregate of: (a) the consolidated EBITDA of Elis (€468 million) for the 12 month period ended 31 December 2016 extracted from Elis's financial statements for the year ended 31 December 2016; (b) the estimated unaudited consolidated EBITDA of each of Indusal (€24 million based on estimated EBITDA margin of 27% as published by Elis on 20 December 2016) and Lavebras (€31 million based on minimum estimated EBITDA margin of 30% as published by Elis on 20 December 2016) for the 12 month period ended 31 December 2016; and (c) an unaudited adjustment for the full-year 2016 impact of the acquisition of Puschendorf (€9 million) as provided by Elis's management. The resulting aggregate EBITDA is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

[9] Combined group 2016 revenue of €3,102 million represents the aggregate of the Adjusted Elis 2016 Revenue and the consolidated revenue of Berendsen (€1,359 million) for the 12 month period ended 31 December 2016 extracted from Berendsen's annual report and accounts for the year ended 31 December 2016 and converted to euro at the average 2016 GBP/EUR rate of 1:1.225. The resulting aggregate revenue is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

[10] Combined group 2016 EBITDA of €959 million represents the aggregate of the Adjusted Elis 2016 EBITDA and the consolidated EBITDA of Berendsen (€427 million) for the 12 month period ended 31 December 2016 extracted from Berendsen's annual report and accounts for the year ended 31 December 2016 and converted to euro at the average 2016 GBP/EUR rate of 1:1.225. The resulting aggregate EBITDA is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

[11] Represents the aggregate of: (a) the consolidated revenue of Elis in Germany (€81 million) for the 12 month period ended 31 December 2016 extracted from Elis's annual reports and accounts for the year ended 31 December 2016; (b) an unaudited adjustment for the full-year 2016 impact of the acquisition of Puschendorf (€37 million) as provided by Elis's management; and (c) the consolidated revenue of Berendsen in Germany (€193 million) for the 12 month period ended 31 December 2016 extracted from Berendsen's annual report and accounts for the year ended 31 December 2016 and converted to euro at the average 2016 GBP/EUR rate of 1:1.225 (the "Adjusted Combined Germany 2016 Revenue"). The resulting aggregate revenue for Germany is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

4. it makes these benefits available at a very substantial premium to the value currently available to Berendsen shareholders in the market and the consensus target price for Berendsen published by equity research analysts.

<u>Elis encourages the Berendsen Board to engage with Elis with respect to a recommended transaction.</u>

Significant Synergy Opportunity for Both Berendsen and Elis Shareholders

The supervisory board of Elis (the "Elis Board") believes that the combined group will generate attractive synergies and create additional shareholder value.

The Elis Board expects the combined group to generate recurring run-rate pre-tax operating and capital expenditure synergies (together, "Cost Synergies") of at least €40 million per annum by the end of the third year following completion. This is comprised of €35 million per annum of operating expenditure EBITDA synergies, and €5 million per annum of capital expenditure synergies.

These synergies are expected to arise as a direct result of the transaction and could not be achieved independently of the transaction.

<u>Cost Synergies</u>

The constituent elements of quantified operating and capital expenditure synergies, which are expected to originate from the cost bases of both Elis and Berendsen, comprise:

- <u>Operational savings</u>: approximately 20% of the identified Cost Synergies are expected to be generated from footprint rationalisation and logistics optimisation in two overlapping geographies, Germany and the Benelux region, in which Elis and Berendsen have complementary service site and logistics networks and from which, on a combined basis, Elis and Berendsen generated over €400 million[12] in annual revenues in FY16;

- <u>Procurement savings</u>: approximately 15% of the identified Cost Synergies are expected to be generated from:

    - Third party cost efficiencies resulting from economies of scale, realised by combining procurement of key consumables (chemical products, energy and sanitary consumables) and operating assets (linen, machines, trucks);

    - Efficiencies in procurement spend associated with Berendsen's sanitary equipment by introducing Elis's UK-based subsidiary, Kennedy, as an additional supplier; and

[12] Represents the aggregate of (a) the Adjusted Combined Germany 2016 Revenue and (b) the aggregate of: (i) the consolidated revenue of Elis in Belgium & Luxembourg (€29 million) for the 12 month period ended 31 December 2016 extracted from Elis's annual reports and accounts for the year ended 31 December 2016; and (ii) the consolidated revenue of Berendsen in Holland (€111 million) for the 12 month period ended 31 December 2016 extracted from Berendsen's annual report and accounts for the year ended 31 December 2016 and converted to euro at the average 2016 GBP/EUR rate of 1:1.225 (the "Adjusted Combined Benelux 2016 Revenue") . The resulting aggregate revenue for Benelux is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

- Combining and rationalising Berendsen and Elis IT development initiatives in areas including RFID tags and connected appliances.

  Amongst the identified procurement savings, approximately 80% consist of capital expenditure synergies and the remaining approximately 20% consist of operating expenditure EBITDA synergies.

- Corporate overhead savings: approximately 25% of the identified Cost Synergies are expected to be generated from the reduction of duplicate costs across board and executive leadership functions, and the elimination of costs associated with maintaining Berendsen's public listing; and

- Central cost savings: approximately 40% of the identified Cost Synergies are expected to be generated from the reduction of duplicate costs across central administration and support functions.

Synergy realisation costs and dis-synergies

It is expected that the realisation of the quantified synergies will require estimated one-off cash costs of approximately €40 million, incurred materially in the first two years after completion. The phasing will be assessed further and refined as part of the detailed integration planning in due course.

Aside from the one-off costs referred to above, the Elis Board does not expect any material dis-synergies to arise as a direct result of the transaction.

Revenue synergies

The Elis Board is confident of realising significant further value via the delivery of incremental revenue synergies and growth that have not been quantified for reporting under the Code at this time. The Elis Board believes such further value could be generated by:

- capitalising on the cross-selling opportunities arising from the combination with Berendsen, particularly the ability to offer new products and services (e.g. pest control and beverages) to Berendsen's customers, building on Elis's successful roll-out of these complementary offerings to its own customers;

- the optimisation of Berendsen's customer mix; and

- the ability to serve customers who organise their procurement at a pan-European level (for instance in the market for cleanroom services).

Please refer to Part A of the Appendix to this announcement for further detail on the above. The Elis Quantified Financial Benefits Statement has been reported on under Rule 28.1 of the Code by Deloitte LLP, Elis's reporting accountants, and by Lazard and Zaoui, Elis's financial advisers, as set out in Part B and Part C of the Appendix to this announcement.

Robust Balance Sheet for the Combined Group

The cash consideration under the transaction would be financed through new third party debt, for which financing commitments are in place. The combined group will continue to maintain its current dividend policy while retaining a strong and robust balance sheet consistent with its current leverage levels.

Double Digit Earnings Accretion

The transaction is expected to lead to double digit earnings accretion on an adjusted EPS basis for Elis by comparison with the position which would have applied if the transaction had not taken place.[13]

Combining with Elis will Enhance Berendsen's Standalone Prospects

Berendsen has been in the process of implementing the Berendsen Excellence Strategy, which was first launched in November 2015. Since then, Berendsen has communicated that, in the short term, Berendsen's profitability will continue to be impacted by the underlying performance of the legacy operations in the UK and it is embarking on a strategy of investing in commercial and customer service capabilities that is underpinned by increased capital deployment[14].

Elis believes that the delivery of Berendsen's strategic plan on a standalone basis will be subject to (i) a changing political landscape, (ii) a changing competitive landscape, of which the creation of the joint venture between Rentokil Initial plc & Haniel & Cie is one example, and (iii) meaningful execution risk. Elis also believes that Berendsen will be much better placed to deal with these challenges as part of the combined group and through additional support from Elis.

Proven Track Record of Successfully Integrating Businesses and Creating Shareholder Value

Elis's strong, stable and experienced management team has demonstrated an extensive and successful track-record of executing value-added acquisitions that complement Elis's organic growth, having acquired, and effectively integrated, approximately 50 businesses representing over €500 million[15] of acquired revenues since 2010. Most recently, Elis

---

[13] Adjusted EPS excludes goodwill impairments, amortization of customer relationships, restructuring, intangible assets, and other specified items. The estimated adjusted EPS for 2018 of Elis assumes completion of the transaction, and accordingly includes the Berendsen adjusted net income contribution based on the consensus analyst estimated Berendsen adjusted EPS for 2018 (59.8p/€0.69) and takes account of the synergies expected to occur in 2018. It is then compared to Elis's estimated adjusted EPS for 2018 assuming no transaction. The statement that the transaction is earnings accretive should not be construed as a profit forecast and is therefore not subject to the requirements of Rule 28 of the Code. It should not be interpreted to mean that the earnings per share in 2018 or any other future financial period will necessarily match or be greater than those for any preceding financial period. The consensus analyst estimated Berendsen adjusted EPS for 2018 is sourced from Bloomberg and the equity research reports referred to below. The mean estimated Berendsen adjusted EPS for 2018 is as published by equity research analysts between 3 March 2017 and 17 May 2017 (being the last business day prior to the date of this announcement) and excludes Credit Suisse (27 April 2017) due to involvement as financial adviser to Berendsen, J.P. Morgan (27 April 2017) and HSBC (3 March 2017), due to involvement as corporate brokers to Berendsen, and Investec and EVA Dimensions due to lack of published reports post 3 March 2017. The analyst estimates comprise Morgan Stanley (58.1p, 28 April 2017), RBC Capital Markets (58.0p, 27 March 2017), Stifel (61.8p, 28 April 2017), Numis (56.8p, 8 May 2017), Barclays Capital (59.3p, 27 April 2017), Peel Hunt (61.6p, 27 April 2017), Exane BNP Paribas (61.1p, 27 April 2017) and Goldman Sachs (61.9p, 7 March 2017). These analyst estimates are not endorsed by Elis, are not being referred to with the consent of Berendsen, and have not been reviewed or reported on in accordance with the requirements of Rule 28.1(a) of the Code. The minimum and maximum estimates of Berendsen adjusted EPS for 2018 have been published by Numis (56.8p, 8 May 2017) and Goldman Sachs (61.9p, 7 March 2017), respectively. All of the foregoing estimates are converted from sterling to euro using a £:€ exchange rate of 1:1.16

[14] Based on information contained in Berendsen's announcement of preliminary results for the 12 month period ended 31 December 2016

[15] The figure of over €500 million of acquired revenues since 2010 represents the aggregate of the estimated unaudited consolidated revenue of each acquired business for the most recent financial period prior to its acquisition by Elis, as publicly announced by Elis at the time of announcement of each acquisition. The resulting aggregate figure for acquired revenues is derived from the addition of these components with no further adjustments to conform to Elis's accounting policies or otherwise

announced the acquisitions of Indusal in Spain and Lavebras in Brazil, which increased Elis's scale and positioned Elis as the number one in both markets.

Elis's unique multi-service model of combining (i) field agents that have a frontline touchpoint with clients, who can provide the full Elis service offering, who are incentivised to cross-sell and deliver strong client satisfaction, with (ii) a strong logistics capability, has led Elis to deliver a consistent net sales growth of c. 8.7% CAGR between 2011 and 2016, and to continuously expand its service offering and international footprint whilst maintaining a highly resilient and profitable business model that has generated >30% EBITDA margins[16].

Consequently, Elis believes that the acquisition of Berendsen would not increase execution risk against implementation of the companies' standalone strategies for either Berendsen or Elis but would create the potential for substantial value creation for both sets of shareholders. Elis believes that the combination would result in a stronger group better positioned to effectively pursue organic and inorganic growth opportunities, the development of new innovative systems and technologies and the establishment of a pan-European clean room network.

Elis attaches great importance to the skills and experience of the existing managers and employees of Berendsen. Elis will approach integration of the broader management team in an open and transparent manner and with a view to leveraging the best of both teams.

Pre-Conditions

The announcement by Elis of a formal offer would require the satisfaction or waiver of the following pre-conditions:

- unanimous recommendation of the offer by the Berendsen Board and such recommendation not having been withdrawn or modified;
- receipt of irrevocable undertakings to accept the offer from the members of the Berendsen Board, in their capacity as Berendsen shareholders, in a form acceptable to Elis; and
- final approval by the Elis Board of the terms and conditions of the offer.

Elis reserves the right to waive in whole or in part any of the pre-conditions to making an offer set out in this announcement.

The conditions to any offer will be customary for a combination of this nature, and will include approval by Berendsen shareholders, approval by Elis shareholders for the issuance of new Elis shares and receipt, on satisfactory terms, of all antitrust and regulatory approvals.

Any offer by Elis, and any acceptances and elections in respect thereof, will be governed by and will be construed in accordance with English law. The courts of England will have exclusive jurisdiction to settle any dispute arising from or connected with any offer and any acceptances and elections in respect thereof. There will be no public offer of securities in the United States in connection with any offer by Elis and Elis accepts no responsibility to, and denies any liability to, any person who makes a claim against Elis on the basis they had

[16] Based on Elis's published annual reports and accounts for the years from 2014 to 2016 and on annual accounts from 2011 to 2013 as published in Elis's IPO prospectus.

acted in reliance on the protections afforded to investors in a public offer of securities in the United States.

Any new Elis ordinary shares issued to Berendsen shareholders in connection with any offer will carry the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling on or after the date on which they are issued (but will not, for the avoidance of doubt, carry the right to receive any dividends and other distributions for which the record date is before the date on which they are issued).

Elis's Revised Proposal does not constitute an offer or impose any obligation on Elis to make an offer, nor does it evidence a firm intention to make an offer within the meaning of the Code. Elis does not, therefore, regard it as forming the basis for an announcement pursuant to Rule 2.2(a) of the Code. There can be no certainty that a formal offer will be made even if the pre-conditions are satisfied or waived. A further statement will be made as appropriate.

Reservations

Elis reserves the following rights:

- to introduce other forms of consideration and/or to vary (including by reduction) the composition of the consideration referred to above;
- to implement the transaction through or together with a subsidiary of Elis or a company which will become a subsidiary of Elis;
- to announce an offer (including a cash offer and/or a share offer) for Berendsen on less favourable terms:
    - with the agreement or recommendation of a majority of the Berendsen Board;
    - if a third party announces a firm intention to make an offer for Berendsen on less favourable terms;
    - following the announcement by Berendsen of a whitewash transaction pursuant to the Code on less favourable terms; and
- in the event that any dividend is announced, declared, made or paid by Berendsen, to reduce the cash and/or share component of its offer by the gross amount of such dividend.

Elis has retained Lazard and Zaoui & Co as its financial advisers and Sullivan & Cromwell LLP as legal adviser in connection with the Revised Proposal.

In accordance with Rule 2.6(a) of the Code, Elis is required, by not later than 5.00 pm (London time) on 15 June 2017, to either announce a firm intention to make an offer for Berendsen in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement made in accordance with the requirements of Rule 2.8 of the Code. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

English and French copies of this announcement will be available at www.corporate-elis.com but will not be available to persons in the United States, Australia, Canada, Japan or any of the jurisdictions where publication of this announcement would violate the laws of such jurisdiction. The contents of the website referred to in this announcement are not incorporated into and do not form part of this announcement.

Investor and Analyst Conference Call Details

Elis will host a conference call for investors and analysts today at 8 am BST / 9 am CEST. For regulatory reasons, this conference call may not be accessed by any person in, and any associated materials may not be released, published, or distributed directly or indirectly, in or into or from the United States of America, Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of applicable law.

Webcast Links:

France:
http://www.corporate-elis.com/informations-relatives-a-l-operation-proposee-par-elis-avec-berendsen

UK
http://www.corporate-elis.com/en/information-relating-elis-proposed-transaction-berendsen

UK Dial-In Number: +44 (0) 20 3427 1911

UK Freephone Number: 0800 279 4992

France Dial-in Number: +33 (0) 1 76 77 22 26

France Freephone Number: 0805 631 579

Confirmation Code: 5995905

Enquiries:

Elis

Nicolas Buron	Tel: +33 (0) 1 75 49 98 30

Brunswick – Public Relations Adviser to Elis

Jonathan Glass / Tom Burns	Tel: +44 (0) 20 7404 5959
Thomas Kamm / Aurélia de Lapeyrouse	Tel: +33 (0) 1 53 96 83 83

Lazard & Co., Limited – Financial Adviser to Elis

William Rucker / William Lawes / Vasco Litchfield	Tel: +44 (0) 20 7187 2000
Pierre Tattevin	Tel: +33 (0) 1 44 13 01 11

Zaoui & Co Ltd – Financial Adviser to Elis

Yoel Zaoui	Tel: +44 (0) 20 7290 5580

Important Notice

This press release does not constitute the extension of an offer to acquire, purchase, subscribe for, sell or exchange (or the solicitation of an offer to acquire, purchase, subscribe for, sell or exchange), any securities in any jurisdiction, including the United States of America, Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction. Any securities to be offered have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or with any securities regulatory authority of any state of the United States and may not be offered or sold in the United States absent registration or an applicable exemption from registration thereunder. There may be no public offering of securities in the United States.

Copies of this press release may not be released, published, mailed, communicated or otherwise distributed in the United States, Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction.

Lazard & Co., Limited ("Lazard"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Elis and no one else in connection with the Revised Proposal and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in relation to the Revised Proposal and matters referred to in this announcement. Neither Lazard & Co., Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with the Revised Proposal, this announcement, any statement contained herein or otherwise.

Zaoui & Co Ltd ("Zaoui & Co") is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Zaoui & Co is acting exclusively as financial adviser for Elis and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Zaoui & Co, nor for providing advice in relation to any matter referred to herein.

The information in this announcement concerning Berendsen is from publicly available information. Elis is not affiliated with Berendsen, and Elis has not had the cooperation of Berendsen's management or due diligence access to Berendsen's business or management. Although Elis has no knowledge that would indicate that the information relating to Berendsen is inaccurate or incomplete, Elis was not involved in the preparation of the information and cannot verify it.

This announcement contains certain statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. The words "believe", "anticipate", "expect", "intend", "aim", "plan", "predict", "continue", "assume", "positioned", "may", "will", "should", "shall", "risk" and other similar expressions that are predictions of or indicate future events and future trends identify forward-looking statements. These forward-looking statements include all matters that are not current or historical facts. By their nature, forward-looking statements involve risks and uncertainties because such statements relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not indicative of future performance and Berendsen's or Elis's actual results of operations, financial condition and liquidity, and the development of the industry in which Berendsen or Elis operates, may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. The cautionary statements set out above should be considered in connection with any subsequent written or oral forward-looking statements that Elis, or persons acting on its behalf, may issue.

Rule 2.9 information

In accordance with Rule 2.9 of the Code, Elis discloses that, as at the date of this announcement, it has 140,167,049 ordinary shares of €10.00 each in issue and admitted to trading on Euronext Paris (ISIN: FR0012435121).

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Appendix

ELIS QUANTIFIED FINANCIAL BENEFITS STATEMENT

Part A

The "Significant Synergy Opportunity for both Berendsen and Elis Shareholders" section of this announcement contains statements of estimated cost savings and synergies arising from the transaction (together, the "Elis Quantified Financial Benefits Statement").

A copy of the Elis Quantified Financial Benefits Statement is set out below:

"The supervisory board of Elis (the "Elis Board") believes that the combined group will generate attractive synergies and create additional shareholder value.

The Elis Board expects the combined group to generate recurring run-rate pre-tax operating and capital expenditure synergies (together, "Cost Synergies") of at least €40 million per annum by the end of the third year following completion. This is comprised of €35 million per annum of operating expenditure EBITDA synergies, and €5 million per annum of capital expenditure synergies.

These synergies are expected to arise as a direct result of the transaction and could not be achieved independently of the transaction.

Cost Synergies

The constituent elements of quantified operating and capital expenditure synergies, which are expected to originate from the cost bases of both Elis and Berendsen, comprise:

- Operational savings: approximately 20% of the identified Cost Synergies are expected to be generated from footprint rationalisation and logistics optimisation in two overlapping geographies, Germany and the Benelux region, in which Elis and Berendsen have complementary service site and logistics networks and from which, on a combined basis, Elis and Berendsen generated over €400 million[17] in annual revenues in FY16;

- Procurement savings: approximately 15% of the identified Cost Synergies are expected to be generated from:

    - Third party cost efficiencies resulting from economies of scale, realised by combining procurement of key consumables (chemical products, energy and sanitary consumables) and operating assets (linen, machines, trucks);

    - Efficiencies in procurement spend associated with Berendsen's sanitary equipment by introducing Elis's UK-based subsidiary, Kennedy, as an additional supplier; and

    - Combining and rationalising Berendsen and Elis IT development initiatives in areas including RFID tags and connected appliances.

[17] Represents the aggregate of the Adjusted Combined Germany 2016 Revenue and the Adjusted Combined Benelux 2016 Revenue

Amongst the identified procurement savings, approximately 80% consist of capital expenditure synergies and the remaining approximately 20% consist of operating expenditure EBITDA synergies.

- Corporate overhead savings: approximately 25% of the identified Cost Synergies are expected to be generated from the reduction of duplicate costs across board and executive leadership functions, and the elimination of costs associated with maintaining Berendsen's public listing; and

- Central cost savings: approximately 40% of the identified Cost Synergies are expected to be generated from the reduction of duplicate costs across central administration and support functions.

Synergy realisation costs and dis-synergies

It is expected that the realisation of the quantified synergies will require estimated one-off cash costs of approximately €40 million, incurred materially in the first two years after completion. The phasing will be assessed further and refined as part of the detailed integration planning in due course.

Aside from the one-off costs referred to above, the Elis Board does not expect any material dis-synergies to arise as a direct result of the transaction."

Further information on the bases of belief supporting the Elis Quantified Financial Benefits Statement, including the principal assumptions and sources of information, is set out below.

Bases of Belief for the Elis Quantified Financial Benefits Statement

In preparing the Elis Quantified Financial Benefits Statement of potential synergies that are expected to be available from the transaction, Elis has performed a detailed analysis based on publicly available sources of information. In circumstances where data has been limited for commercial or other reasons, Elis has made estimates and assumptions to aid the development of individual synergy initiatives.

The assessment and quantification of the potential synergies has been informed by Elis management's deep industry and customer expertise, as well as its track record of driving incremental shareholder value from past acquisitions and its recent experience in the ongoing integrations of Indusal and Lavebras.

The cost bases for Berendsen and Elis used as the basis for the Elis Quantified Financial Benefits Statement are those contained in Berendsen's 2016 Annual Report and Accounts (with additional reference to Berendsen's 2014 and 2015 Annual Report and Accounts to determine a normalised level of executive compensation) and Elis's 2016 Management Accounts, respectively.

In arriving at the estimate of synergies set out in this announcement, the Elis Board made the following operational assumptions:

- The achievement of Elis's operational benchmarks, taken across the Elis organisation, in Berendsen's businesses and markets, will be in line with past Elis experience of acquisitions;

- Berendsen will itself bring operational practices that can be applied, where applicable, to Elis's existing operations;

- The ability to generate third party cost efficiencies from economies of scale will be in line with past Elis experience;

- The conversion of existing customers to new product offerings in Berendsen's markets will be comparable to past Elis experience; and

- The quantum and nature of one-off implementation costs will be similar to those costs incurred in past experience within Elis.

The majority of the forecast Cost Synergies are driven by physical consolidation that is within the influence of the Elis Board, whereas the delivery of the revenue synergies is more complex and to some extent outside the full control of the Elis Board.

The Elis Board has also assumed that Elis will own 100% of the ordinary share capital of Berendsen.

The Elis Board has, in addition, made the following assumptions, all of which are outside the influence of the Elis Board:

- There will be no material impact on the underlying operations of either company or their ability to continue to conduct their businesses;

- There will be no material change to macroeconomic, political or legal conditions in the markets or regions in which Elis and Berendsen operate that materially impact on the implementation or costs to achieve the proposed cost savings;

- There will be no material change in current foreign exchange rates; and

- There will be no change in tax legislation or tax rates or other legislation or regulation in the countries in which Elis and Berendsen operate that could materially impact the ability to achieve any benefits.

Reports

As required by Rule 28.1(a) of the Code, Deloitte, as reporting accountants to Elis, and Lazard and Zaoui, as financial advisers to Elis, have provided the reports required under that Rule. Each of Deloitte, Lazard and Zaoui has given and has not withdrawn its consent to the publication of its report in the form and context in which it is included herein.

Notes

1. The statements of estimated synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the synergies referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

2. Due to the size of the transaction, there may be additional changes to the combined group's operations. As a result, and given the fact that the changes relate to the future, the resulting synergies may be materially greater or less than those estimated.

3. No statement should be construed as a profit forecast or interpreted to mean that the combined group's earnings in the first full year following implementation of the transaction, or in any subsequent period, would necessarily match or be greater than or be less than those of Elis and/or Berendsen for any preceding financial period.

Part B

Report from Deloitte

The Boards of Directors
on behalf of Elis SA
Elis SA
5, boulevard Louis Loucheur
92210 Saint-Cloud
France

Lazard & Co., Limited
50 Stratton Street
London
W1J 8LL
United Kingdom

Zaoui & Co., Ltd
11 Hill Street
London
W1J 5LF
United Kingdom

18 May 2017

Dear Sirs

POSSIBLE OFFER FOR BERENDSEN PLC (the "Target") BY ELIS SA (the "Offeror")

We report on the statement made by the directors of the Offeror (the "Directors") of synergy benefits set out in Part A of the Appendix to the announcement (the "Announcement") issued by the Offeror (the "Quantified Financial Benefits Statement" or the "Statement"). The Statement has been made in the context of the disclosures within Part A setting out, inter alia, the basis of the Directors' belief (identifying the principal assumptions and sources of information) supporting the Statement and their analysis, explanation and quantification of the constituent elements.

Responsibilities

It is the responsibility of the Directors to prepare the Statement in accordance with Rule 28 of the City Code on Takeovers and Mergers (the "Takeover Code").

It is our responsibility to form our opinion, as required by Rule 28.1(a) of the Takeover Code, as to whether: the Statement has been properly compiled on the basis stated and to report that opinion to you.

This report is given solely for the purposes of complying with Rule 28.1(a)(i) of the Takeover Code and for no other purpose. Therefore, to the fullest extent permitted by law we do not assume any other responsibility to any person for any loss suffered by any such person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Rule 23.2 of the Takeover Code, consenting to its inclusion in the Announcement.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom.

Our work included considering whether the Statement has been accurately computed based upon the disclosed bases of belief (including the principal assumptions). Whilst the bases of belief (and the principal assumptions) upon which the Statement is based are solely the responsibility of the Directors, we considered whether anything came to our attention to indicate that any of the bases of belief (or principal assumptions) adopted by the Directors which, in our opinion, are necessary for a proper understanding of the Statement have not been disclosed or if any basis of belief (or principal assumption) made by the Directors appears to us to be unrealistic. Our work did not involve any independent examination of any of the financial or other information underlying the Statement.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Quantified Financial Benefits Statement has been properly compiled on the basis stated.

Since the Statement (and the principal assumptions on which it is based) relates to the future, the actual synergy benefits achieved are likely to be different from those anticipated in the Statement and the differences may be material. Accordingly, we can express no opinion as to the achievability of the synergy benefits identified by the Directors in the Statement.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside the United Kingdom, including the United States of America, and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. We have not consented to the inclusion of this report and our opinion in any registration statement filed with the SEC under the US Securities Act of 1933 (either directly or by incorporation by reference). Save for our responsibilities referred to above to comply with Rule 28.1 of the Takeover Code, we therefore accept no responsibility to, and deny any liability to, any person using this report and opinion in connection with any offering of securities inside the United States of America. We accept no responsibility to, and deny any liability to, any person who makes a claim on the basis they had acted in reliance on the protections afforded by United States of America law and regulation.

Opinion

In our opinion, based on the foregoing, the Quantified Financial Benefits Statement has been properly compiled on the basis stated.

Yours faithfully

Part C

Report from Lazard and Zaoui

The Boards of Directors
Elis SA
5, boulevard Louis Loucheur
92210 Saint-Cloud
France

18 May 2017

Dear Sirs,

Possible offer for Berendsen plc by Elis SA (“Elis”)

We refer to the Quantified Financial Benefits Statement, the bases of belief thereof and the notes thereto (together, the “**Statement**”) as set out in Part A of the Appendix to this Announcement, for which the board of directors of Elis (the “**Elis Board**”) are solely responsible under Rule 28 of the City Code on Takeovers and Mergers (the “**Code**”).

We have discussed the Statement (including the assumptions and sources of information referred to therein), with the Elis Board and those officers and employees of Elis who developed the underlying plans. The Statement is subject to uncertainty as described in this Announcement and our work did not involve an independent examination of any of the financial or other information underlying the Statement.

We have relied upon the accuracy and completeness of all the financial and other information provided to us by, or on behalf of, Elis, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any opinion as to the achievability of the quantified financial benefits identified by the Elis Board.

We have also reviewed the work carried out by Deloitte LLP and have discussed with them the opinion set out in Part B of the Appendix to this Announcement addressed to yourselves and ourselves on this matter.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose. We accept no responsibility to Elis or its shareholders or any person other than the Elis Board in respect of the contents of this letter; no person other than the Elis Board can rely on the contents of this letter, and to the fullest extent permitted by law, we exclude all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its contents, or the work undertaken in connection with this letter, or any of the results or conclusions that can be derived from this letter or any written or oral information provided in connection with this letter, and any such liability is expressly disclaimed except to the extent that such liability cannot be excluded by law.

On the basis of the foregoing, we consider that the Statement, for which you as the Elis Board are solely responsible, has been prepared with due care and consideration.

Yours faithfully,

Lazard & Co., Limited and Zaoui & Co Ltd