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Press release

Paris, May 31st, 2017

Successful completion of the disposal of treasury shares by Derichebourg

Derichebourg announces today the successful completion of the disposal of its 8,976,819 treasury shares, representing around 5.48% of its share capital, for a total amount of c. 51.2 million Euros. This transaction enables Derichebourg to reinforce its available financial resources in order to seize potential future external growth opportunities. It will also result in an increase of Derichebourg's free-float to around 46.5%.

The disposal was carried out through a private placement by way of an accelerated bookbuilding and has been largely oversubscribed. The private placement was conducted by Société Générale Corporate & Investment Banking and Gilbert Dupont acting as Joint Bookrunners.

Following this transaction, Derichebourg no longer holds any treasury shares. Derichebourg has committed not to issue or transfer shares, subject to certain usual exceptions, for a period of 90 calendar days following the settlement and delivery expected to take place on June 5, 2017.

About Derichebourg

The Derichebourg Group is a major international player in the provision of services to businesses and municipalities. It offers a comprehensive and integrated range of services in two complementary business areas: Environmental Services (recycling, recovery, collection of household waste, urban cleaning, management of waste reception centers, etc.) and services to businesses (cleaning, energy, interim employment, aeronautics services, sensitive sector services, etc.). The Group operates in 14 countries, on three continents, and has 34,000 employees around the world. The Derichebourg Group generated €2.1 billion in revenue in 2016.

www.derichebourg.com

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Disclaimer

This press release is for information purposes only and is not an offer of Derichebourg's securities, or a solicitation for purchase, subscription or sale of Derichebourg's securities in any jurisdiction, including France, in which it would be unlawful to do so.

In France, the offer is carried out through a private placement, in accordance with article L.411-2 II of the French Financial and Monetary Code and will not require the preparation of a prospectus submitted to the visa of the Autorité des marchés financiers. The offer does not constitute a public offering and is addressed solely to persons who are: (a) persons providing investment services consisting in portfolio management for third parties and/or (b) qualified investors or a limited group of investors, to the extent that such investors are acting for its own behalf, within the meaning of article L.411-2, D.411-1, D.744-1, D.754-1 and D.764-1 of the French Financial and Monetary Code.

With respect to the member states of the European Economic Area other than France (each a "Member State") having implemented the Directive 2003/71 of the European Parliament and of the Council dated November, 4 2003 (as amended in each Member State, the "Prospectus Directive"), no action has been or will be taken in order to permit a public offer of the Derichebourg's securities which would require the publication of a prospectus in any Member State. In each Member State, the information contained herein is addressed solely to persons who are:

- a) *"qualified investors" within the meaning of the Prospectus Directive ;*
- b) *to fewer than 150 individuals or legal entities, other than qualified investor (within the meaning of the Prospectus Directive) by Member State ;*

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c) provided that a publication of prospectus is not necessary by Derichebourg according to article 3(2) of the Prospectus Directive.

This press release is intended to be communicated directly or indirectly in the United Kingdom to person who are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FSMA") or (ii) high net worth entities and other persons to whom it may otherwise be lawfully communicated pursuant to Article 49(2) (a) to (d) of the FSMA (all persons listed above being referred to as "Relevant Persons"). The securities of Derichebourg are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person must not act or rely on this document or any of its contents.

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This announcement is neither an offer to sell nor a solicitation of an offer to buy Derichebourg's securities. The offer or purchase of securities mentioned in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"), and the securities may not be offered, or sold in the United States in the absence of such registration or an applicable exemption from the registration requirement under the Securities Act. Derichebourg does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States.

Any investment decision to buy shares in Derichebourg must be made solely on the basis of publicly available information regarding Derichebourg.

Société Générale and Gilbert Dupont are authorised by the Autorité de Contrôle Prudentiel et de Résolution (the French Prudential Control and Resolution Authority) for providing banking and investment services. Société Générale et Gilbert Dupont are acting on behalf of Derichebourg (and no one else) in connection with the present offering of shares and will not be responsible to any other person other than Derichebourg, for providing protections afforded to any of Société Générale's and Gilbert Dupont's clients or for providing advice in relation to any offering of the shares.

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