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Press release

Paris, 11 July 2017

Direct Energie launches a capital increase mainly for the purpose of the financing of the Quadran acquisition

Following the announcement, on 15 June 2017, of the project to acquire the French renewable energy producer Quadran, Direct Energie launches today a capital increase without preferential subscription rights by way of a private placement. The gross proceeds of the share capital increase would amount to approximately €100 million. In case of exercise in full of the extension clause, this amount can reach €130 million.

Context of the transaction

On 15 June 2017, Direct Energie announced it has entered into exclusive negotiations for the acquisition from Lucia Holding of 100% of Quadran's share capital, one of the main renewable energy producers in France. The scope of this transaction would include all Quadran's on-shore wind power activities, solar, hydro-electric and biogas activities in France and French overseas departments.

The acquisition of Quadran should enable the Group to confirm its role as a global integrated actor with a diversified production mix and a strategic position in power supply.

The capital increase, mainly aimed at financing part of the acquisition of Quadran, will also allow Direct Energie to both strengthen its financial structure post-acquisition in a context of strong commercial growth and to increase its flexibility in a rapidly developing sector.

Key features and indicative timetable of the capital increase

The transaction consists of a private placement carried out via an accelerated book-building exclusively offered to institutional investors, with no preferential subscription rights or pre-emptive rights pursuant to the delegations granted under the 14th and 15th resolutions by the Company's combined general shareholders meeting held on 30 May 2017, the decision of the board of directors dated 11 July 2017 and the provisions of articles L. 225-136 of the French Commercial Code and L. 411-2 II of the French Monetary and Financial Code.

Bookbuilding starts immediately.

Historical Direct Energie shareholders Impala, AMS Industries and Luxempart, which hold respectively 34.4%, 19.3% and 10.0% of the share capital of the company, have committed to subscribe for an aggregate amount of €30m, representing 30% of this capital increase before exercise of the extension clause; the final amount of their subscriptions will depend on the final allocations resulting from the bookbuilding.



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Mr. Xavier Caïtucoli, Chief Executive Officer and Chairman of Direct Energie, has committed to subscribe via its holding company Crescendix for a total amount of €2m representing 2% of the capital increase before exercise of the extension clause; the final amount of its subscription will depend on the final allocations resulting from the bookbuilding.

The final subscription price and final number of new ordinary shares issued are expected to be announced by Direct Energie as soon as practicable after the close of the bookbuilding and no later than 12 July 2017 before the opening of the markets.

The settlement-delivery of the new shares should occur on 17 July 2017.

Direct Energie has agreed a lock-up on the shares of the Company, for a period of 180 calendar days subject to certain usual exceptions. Impala, AMS Industries, Luxempart, EBM Trirhena AG (shareholder owning 9.9% of the share capital) and Crescendix, Mr. Xavier Caïtucoli's holding company, have agreed a lock-up on the shares of the Company, for a period of 90 calendar days subject to certain exceptions.

BNP Paribas is acting as Sole Lead Manager and Sole Bookrunner of the capital increase. CM-CIC Market Solutions is acting as Co-Lead Manager.

Final terms of the placement will be announced by a press release as soon as practicable after the close of the bookbuilding.

Public information

The transaction is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (AMF). Detailed information on Direct Energie, including its business, results, perspectives and related risk factors appear in the Company's reference document in the French language registered by the AMF on 16th May 2017 under number R.17-0044, which is available together with all the press releases and other regulated information about the Company, at the Company's website (<https://www.direct-energie.com>). Direct Energie draws investors' attention to the risk factors included in Chapter 2 of 2016 Registration Document. If one or more of such risks were to materialize, this could have a material adverse effect on the business, financial condition or results of Direct Energie or on its ability to meet its targets.

Next publication:

Revenue and results of the first half of 2017: 27 September 2017 after trading

ISIN code: FR0004191674/Ticker symbol: DIREN/Euronext Paris, Compartment A

About Direct Energie

The Direct Energie Group is France's third-largest electricity and gas provider. It has already acquired and earned the trust of more than 2.2 million residential and non residential customer sites in France and Belgium (under the Poweo brand). As an integrated energy group, Direct Energie produces and supplies electricity and gas, and offers energy services to customers. Direct Energie's success has been underpinned for more than 14 years by its technical expertise, excellent customer relationships and capacity for innovation. In 2016, the Group generated consolidated revenues of €1,692.4 million and delivered 19.8 TWh of energy. For more information, visit our website: www.direct-energie.com



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Pursuant to the commission implementing regulation (EU) No 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the authorized broadcaster of Direct Energie on 11 July 2017 at 5.40pm CET.

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