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## **NOTICE OF FUTURE ADMISSION OF NEW ELIS SHARES**

**Saint-Cloud (France), September 11, 2017** – Elis SA (“**Elis**”) announces that, in the context of the acquisition of Berendsen plc (“**Berendsen**”) to be effected by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “**Scheme**”), it has been notified by Euronext Paris that, subject to the valid issuance by Elis of 69,152,052 new shares of a nominal value of EUR 1 each (the “**New Shares**”) as part of the consideration for the contribution in kind of the Berendsen Shares subject to the Scheme, such New Shares will be admitted, in accordance with applicable rules and procedures, to trading on the regulated market of Euronext Paris (Compartiment A) under ISIN code FR0012435121.

Elis is publishing this announcement with the consent of Euronext Paris to publicly confirm, for purposes of the satisfaction of Condition 2(b) of the Scheme, the future admission to trading of the New Shares on Euronext Paris.

The issuance of the New Shares is expected to occur on September 13, 2017. The admission of the New Shares to trading on Euronext Paris will become effective on or shortly after their issuance date.

Capitalised terms used and not defined in this announcement have the meanings given to them in the Scheme document dated July 28, 2017 (the “**Scheme Document**”).

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**Important Notices**

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 Transaction 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 Transaction 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 Transaction, 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.

Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in France, by the *Autorité de Contrôle Prudentiel et de Résolution*. It is subject to supervision by the European Central Bank and by BaFin, Germany’s Federal Financial Supervisory Authority, and is subject to limited regulation in France by the AMF. Details about the extent of its authorisation and regulation by BaFin, the *Autorité de Contrôle Prudentiel et de Résolution* and the AMF are available on request. Deutsche Bank is acting as financial adviser and corporate broker to Elis and no one else in connection with the Transaction or the contents of this announcement and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Deutsche Bank or for providing advice in relation to the Transaction or any other matters referred to herein.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction. The New Shares are not being offered to the public by means of this announcement. This announcement is not an advertisement and is for information purposes only and does not constitute a prospectus or prospectus equivalent document. Investors should not subscribe for or purchase any New Shares except on the basis of the information contained in the prospectus with the French *Autorité des marchés financiers*’ visa No. 17-390 dated July 27, 2017 (the “**Prospectus**”) and the Scheme Document disseminated to Berendsen shareholders. The

Transaction is being made solely by means of the Scheme Document which contains the full terms and conditions of the Transaction.

This announcement has been prepared for the purposes of complying with the laws of France and the United Kingdom. The information disclosed herein may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the France and the United Kingdom.

The distribution of this announcement, the Prospectus and the Scheme Document and the acquisition of New Shares may be restricted by law in certain jurisdictions other than France, the United Kingdom and the United States, where sending or making available information concerning the Transaction to Berendsen shareholders in such jurisdiction would violate the laws of that jurisdiction or would require registration of the New Shares. Persons in possession of this announcement, the Prospectus or the Scheme Document or considering the acquisition or subscription of New Shares must familiarize themselves with such laws and regulations and with the potential restrictions resulting therefrom, and must comply with such restrictions.

The New Shares are expected to be issued in the United States in reliance upon the exemption from the registration requirements of the US Securities Act of 1933, as amended provided by Section 3(a)(10) thereof. None of the New Shares have been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority.

Without prejudice to the foregoing, Elis reserves the right to reject any offer to purchase or subscribe New Shares that it considers might lead to a breach of any laws, rules or regulations.

The Prospectus has not been and will not be submitted for approval to any market supervisory authority other than the competent authority of France, the AMF. The Prospectus has not been and will not be passported into any jurisdiction other than the United Kingdom. Consequently, no steps may be taken that would constitute or that would result in an offer of New Shares outside of France, the United Kingdom and the United States.

Elis does not represent that this announcement, the Prospectus or the Scheme Document may be distributed legally in jurisdictions other than France, the United Kingdom and the United States or that the New Shares may be lawfully offered in compliance with any applicable registration requirements that may be applicable to an offer in jurisdictions outside of France, the United Kingdom and the United States, or pursuant to any exemption available thereunder. Accordingly, neither the Prospectus nor any advertising or any other document related to the offer may be distributed or published in any jurisdiction outside of France, the United Kingdom and the United States unless this is done in accordance with all applicable laws and regulations.

This announcement, the Prospectus and the Scheme Document do not constitute an offer to sell or the solicitation of an offer to purchase New Shares to any person in a jurisdiction in which it is unlawful to make such offer or solicitation to such person. This announcement, the Prospectus and the Scheme Document may not be distributed in a jurisdiction outside of France, the United Kingdom and the United States where a registration, qualification or another requirement exists or may exist in relation to an offer or the admission to trading on a regulated market.

It is the responsibility of any person not resident in France, the United Kingdom or the United States to ensure that the legislation applicable in its country of residence is complied with, and that all other formalities that may be required are fulfilled, including the payment of all costs and levies.

In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice and Rule 14e-5 under the US Exchange Act, Deutsche Bank AG, London Branch and its affiliates may continue to act as exempt principal traders in Berendsen Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, including Rule 14e-5 under the US Exchange Act. To the extent required to be disclosed in accordance with applicable regulatory requirements, information about any such purchases will be disclosed to the Panel by no later than 12 noon on the next "business day", as such term is defined in the Takeover Code, and will be available from any Regulatory Information Service, including the regulatory news service on the London Stock Exchange website ([www.londonstockexchange.com](http://www.londonstockexchange.com)).

### **Note to US investors**

The New Shares have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into the United States absent registration under the US Securities Act or an exemption therefrom. This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the New Shares in any state of the United States in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such state. The New Shares are expected to be issued in the United States in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Berendsen shareholders (whether or not US persons) who are or will be affiliates (within the meaning of the US Securities Act) of Elis prior to or after the date on which the Transaction becomes effective will be subject to certain restrictions on transfers of the New Shares received pursuant to the Transaction. Otherwise, the New Shares generally should not be treated as "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act and persons who receive securities under the Transaction (other than "affiliates" as described in the paragraph below) may resell them without restriction under the US Securities Act.

Elis is organised under the laws of France and Berendsen is organised under the laws of England. Some or all of the officers and directors of Elis and Berendsen are residents of countries other than the United States. The significant majority of the assets of Elis and Berendsen are located outside the United States. As a result, it may not be possible to effect service of process within the United States upon Elis, Berendsen or any of their respective officers or directors, or to enforce outside the United States judgments obtained in US courts against Elis, Berendsen or any of their respective officers or directors, including, without limitation, judgments based upon the civil liability provisions of the US federal securities laws or the laws of any state or territory within the United States. It may not be possible to sue Elis or Berendsen or their respective officers or directors in a non-US court for violations of US securities laws. It may be difficult to compel Elis, Berendsen and their respective affiliates to subject themselves to the jurisdiction and judgment of a US court.

None of the New Shares have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of such securities or upon the adequacy or accuracy of the

information contained in this document. Any representation to the contrary is a criminal offence in the United States.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 per cent. 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(s), 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](http://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.

### **Forward-looking statements**

This announcement may contain certain "forward looking statements". All statements other than statements of historical fact included in any document may be forward looking statements. Forward looking statements also often use words such as "believe", "expect", "estimate", "intend", "anticipate" and

words of a similar meaning. By their nature, forward looking statements involve risk and uncertainty that could cause actual results to differ materially from those suggested by them. Much of the risk and uncertainty relates to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this document. Neither Berendsen nor Elis assumes any obligation to, and do not intend to, revise or update these forward looking statements, except as required pursuant to applicable law or regulation.

#### **Publication on website**

A copy of this announcement will be made available on Elis' website at [www.corporate-elis.com](http://www.corporate-elis.com) and Berendsen's website at [www.berendsen.com](http://www.berendsen.com) by no later than 12 noon (London time) on 12 September 2017. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.