

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and, with effect from such date, should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC, as amended (the “**Prospectus Directive**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion in relation to the type of clients criteria only that: (i) the type of clients to whom the Notes are targeted is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ type of clients assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ type of clients assessment) and determining appropriate distribution channels.

FINAL TERMS

Final Terms dated 13 February 2018



ELIS
(the "Issuer")

Issue of Euro 350,000,000 2.875 per cent. Notes due February 2026

Under the
Euro 3,000,000,000 Euro Medium Term Note Programme for the issue of Notes
guaranteed by M.A.J.

SERIES NO: 2
TRANCHE NO: 1

Managers

BNP PARIBAS
CREDIT AGRICOLE CIB
HSBC
ING
NATIXIS
SOCIETE GENERALE CORPORATE & INVESTMENT BANKING
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
COMMERZBANK
MEDIOBANCA
MUFG

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 30 January 2018 which received visa no. 18-031 from the *Autorité des marchés financiers* (the "AMF") on 30 January 2018 which constitutes a base prospectus for the purposes of Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing on the website of the AMF (www.amf-france.org), on the Issuer's website (www.corporate-elis.com) and copies may be obtained from the Issuer at 5, boulevard Louis Loucheur, 92210 Saint-Cloud, France.

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| 1. | Issuer: | Elis |
| 2. | Guarantor: | M.A.J. |
| 3. | (i) Series Number: | 2 |
| | (ii) Tranche Number: | 1 |
| 4. | Specified Currency or Currencies: | Euro (" EUR ") |
| 5. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 350,000,000 |
| | (ii) Tranche: | EUR 350,000,000 |
| 6. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 7. | Specified Denomination: | EUR 100,000 |
| 8. | (i) Issue Date: | 15 February 2018 |
| | (ii) Interest Commencement Date: | Issue Date |
| 9. | Maturity Date: | 15 February 2026 |
| 10. | Interest Basis: | 2.875 per cent. Fixed Rate |
| | | <i>(further particulars specified below)</i> |
| 11. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 12. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 13. | Put/Call Options: | Make-Whole Redemption by the Issuer
Residual Maturity Call Option |

Clean-up Call
Put Option in case of Change of Control
(further particulars specified below)

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|-----|-------|---|--|
| 14. | (i) | Status of the Notes: | Unsubordinated/Senior |
| | (ii) | Status of the Guarantee: | Unsubordinated/Senior |
| | (iii) | Dates of corporate authorisations for issuance of Notes and Guarantee obtained: | Decision of the <i>Conseil de surveillance</i> (Supervisory Board) of the Issuer dated 25 October 2017, resolution of the <i>Directoire</i> (Management Board) of the Issuer dated 30 January 2018 and decision of Xavier Martiré, <i>Président du Directoire</i> (Chairman of the Management Board) dated 8 February 2018; and decision of the <i>Conseil d'administration</i> (Board of directors) of the Guarantor dated 30 January 2018. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|-------------------------------|---------------------------------------|---|
| 15. | Fixed Rate Note Provisions | Applicable | |
| | (i) | Rate of Interest: | 2.875 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) | Interest Payment Dates: | 15 February in each year commencing on 15 February 2019 up to and including the Maturity Date |
| | (iii) | Fixed Coupon Amount: | EUR 2,875 per EUR 100,000 in nominal amount |
| | (iv) | Broken Amount(s): | Not Applicable |
| | (v) | Day Count Fraction (Condition 6(a)): | Actual/Actual – ICMA |
| | (vi) | Determination Dates (Condition 6(a)): | 15 February in each year |
| 16. | Floating Rate Note Provisions | Not Applicable | |
| 17. | Zero Coupon Notes provisions | Not Applicable | |

PROVISIONS RELATING TO REDEMPTION

- | | | | |
|-----|--|--------------------|---|
| 18. | Call Option (Condition 7(b)) | Not Applicable | |
| 19. | Make-Whole Redemption by the Issuer (Condition 7(c)) | Applicable | |
| | (i) | Notice period: | As per Conditions |
| | (ii) | Reference Bond: | 0.50 per cent. German Federal Government Bund due 15 February 2026 (DE0001102390) |
| | (iii) | Reference Dealers: | As per Conditions |

(iv)	Similar Security:	A reference bond issued by the German Federal Government having an actual or interpolated maturity comparable with the remaining term of the Notes that would be utilised, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the Notes.
(v)	Redemption Margin:	0.35 per cent. <i>per annum</i>
(vi)	Party, if any, responsible for calculating the principal and/or interest due (if not the Calculation Agent):	Not Applicable
20.	Residual Maturity Call Option (Condition 7(d))	Applicable
	Call Option Date:	15 November 2025
21.	Clean-Up Call Option (Condition 7(i))	Applicable
(i)	Early Redemption Amount	EUR 100,000 per Note of EUR 100,000 Specified Denomination
22.	Put Option (Condition 7(e))	Not Applicable
23.	Final Redemption Amount of each Note	EUR 100,000 per Note of EUR 100,000 Specified Denomination
24.	Early Redemption Amount	
(i)	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 7(g)), for illegality (Condition 7(k)), on event of default (Condition 10):	EUR 100,000 per Note of EUR 100,000 Specified Denomination
(ii)	Redemption for taxation reasons permitted on days others than Interest Payment Dates (Condition 7(g)):	Yes
(iii)	Unmatured Coupons to become void upon early redemption (Materialised Bearer Notes only) (Condition 8(f)):	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. Form of Notes: Dematerialised Notes
- (i) Form of Dematerialised Notes: Bearer dematerialised form (*au porteur*)
 - (ii) Registration Agent: Not Applicable
 - (iii) Temporary Global Certificate: Not Applicable
 - (iv) Applicable TEFRA exemption: Not Applicable
26. Financial Centres (Condition 8(h)) or other special provisions relating to Payment Dates: Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No
28. Redenomination, renominalisation and reconventioning provisions: Not Applicable
29. Consolidation provisions: Not Applicable
30. Representation of holders of Notes *Masse* (Condition 12): Contractual *Masse* shall apply
Name and address of the Representative:
- MCM AVOCAT
SELARL d'avocats inter barreaux inscrite au barreau de Paris
- 10, rue de Sèze
75009 Paris
France
- The Representative will receive a remuneration of EUR 450 per year.

RESPONSIBILITY

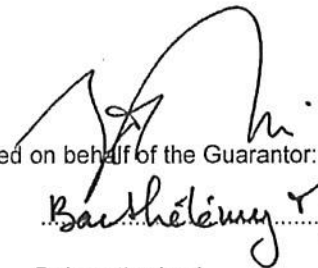
The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Guarantor:

By:  Barthélemy MORIN

Duly authorised

PART B – OTHER INFORMATION

1. Listing and Admission to Trading

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|-------|---|---|
| (i) | Listing: | Euronext Paris |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from 15 February 2018. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 11,100 (including AMF fees) |

2. Ratings

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| Ratings: | The Notes to be issued are expected to be rated:

Moody's Investors Service Ltd. (" Moody's "): Ba2

Fitch Ratings (" Fitch "): BB+ |
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Each of Moody's and Fitch is established in the European Union, is registered under Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**") and is included in the list of credit rating agencies registered in accordance with the CRA Regulation published on the European Securities and Markets Authority's website (www.esma.europa.eu/supervision/credit-rating-agencies/risk).

3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer, except that some Managers are party to the bridge loan put in place for the Berendsen acquisition.

4. Reasons for the Offer

The proceeds of the Notes will be used to refinance the bridge loan put in place for the Berendsen acquisition and for general corporate purposes of the Issuer which may include the refinancing of existing debt.

5. Yield

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|----------------------|----------------------------------|
| Indication of yield: | 2.875 per cent. <i>per annum</i> |
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. Operational Information

ISIN Code: FR0013318102

Common Code: 177410454

Depositories:

(a) Euroclear France to act as Central Depository: Yes

(b) Common Depository for Euroclear and Clearstream: No

Any clearing system(s) other than Euroclear France, Euroclear Bank SA/NV and Clearstream Banking SA and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. Distribution

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: BNP PARIBAS
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
ING Bank N.V., London Branch
NATIXIS
Société Générale
Banco Bilbao Vizcaya Argentaria, S.A.
Commerzbank Aktiengesellschaft
Mediobanca – Banca di Credito Finanziario S.p.A.
MUFG Securities EMEA plc

(B) Stabilising Manager (if any): BNP PARIBAS

(iii) If non-syndicated, name of Dealer: Not Applicable

(iv) U.S. Selling Restrictions: Category 2 restrictions apply to the Notes pursuant to Regulation S under the U.S. Securities Act of 1933, as amended

(v) Prohibition of Sales to EEA Retail Investors: Applicable