

Press Release

The SPIE group launches an employee shareholding plan

30 September 2015, Cergy, France, – *Following its initial public offering, SPIE announces the launch of an employee shareholding plan. This plan aims to associate employees with the Group's development and performance. The settlement-delivery of the new shares to be issued should take place on December 10, 2015.*

The main terms and conditions of this plan are described hereafter.

ISSUER

SPIE SA, a *société anonyme* (public limited company) governed by French law

Listing: Euronext Paris (France)

Common share ISIN: FR0012757854

PURPOSE OF THE TRANSACTION

Through this transaction, which will be launched in 14 countries, SPIE wishes to more closely associate its employees in France and abroad with the Group's development.

CONTEXT OF THE TRANSACTION – SECURITIES OFFERED

The SPIE shareholders, convened at the Combined Shareholders' Meeting dated May 7, 2015, delegated their authority to the Board of Directors for the purpose of deciding on a Company share capital increase in a nominal amount not to exceed two million seven hundred and fifty thousand Euros (EUR 2,750,000), via the issuance of new shares reserved for current and former employees and eligible corporate officers who are members of a *plan d'épargne d'entreprise* (French company savings plan) of the Company and of French and foreign companies.

Press Contacts

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In accordance with this delegation, on July 28, 2015 the Board of Directors decided on the principle of a Company share capital increase, reserved for current and former employees and eligible corporate officers of the Company and its directly or indirectly held French and foreign subsidiaries that are members of a company savings plan of the SPIE group governed by the terms of articles L. 3331-1 *et seq.* of the French Labor Code, in an amount not to exceed fifty five (55) million Euros.

The Chairman and Chief Executive Officer, acting pursuant to the delegation of authority granted to him by the Board of Directors, has set the subscription price of a share to 13.05 Euros after discount, pursuant to a decision dated September 29, 2015. The subscription price is equal to the average of the SPIE share's opening prices on the Euronext Paris regulated stock exchange during the twenty (20) trading days preceding the date of the Chairman and Chief Executive Officer's decision, minus a 20 % discount.

The issued shares will bear immediate benefit entitlement (*jouissance*) and will carry the same rights as existing shares as from their issuance date.

SUBSCRIPTION TERMS AND CONDITIONS

Beneficiaries of the share offering

This offering is carried out pursuant to the terms of articles L. 3332-18 *et seq.* of the French Labor Code, in the context of SPIE's *Plan d'Epargne de Groupe* (Group Savings Plan, hereinafter the "PEG") and *Plan d'Epargne de Groupe International* (International Group Savings Plan, hereinafter the "PEGI"). It is intended for employees of the Group located in the following countries, who have at least three months seniority within the Group as of the closing date of the subscription period: Belgium, France, Gabon, Germany, Luxembourg, Malaysia, Morocco, the Netherlands, Poland, Portugal, the Republic of Congo, Switzerland, the United Arab Emirates, and the United Kingdom.

Former employees who are either retired or on early retirement and have kept assets in the PEG since they left the Group are eligible to participate in the transaction. They will not, however, benefit from the employer matching contribution.

Subscription Formula

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Beneficiaries will have the option of subscribing SPIE shares via a single subscription formula that carries a capital loss risk insofar as subscribers' investment will replicate the upward or downward fluctuation of the SPIE share price.

Employees will benefit from an employer matching contribution under the conditions described in the documentation prepared for them.

Custody of the Shares

The subscription is carried out via a *fonds commun de placement d'entreprise* (French collective employee shareholding fund, hereinafter "FCPE") or via direct shareholding.

The FCPE's Supervisory Board exercises the voting rights attached to the securities held in the FCPE. Subscribers exercise the voting rights attached to securities held via direct shareholding.

Lock-up Period

In accordance with the terms of Article L. 3332-25 of the French Labor Code, the directly subscribed shares as well as the FCPE units will be locked up for a five-year period, except in the event of occurrence of one of the early exit events described in articles L. 3332-25 and R. 3334-22 of the French Labor Code, as applicable in the various countries in which the offering is proposed.

TENTATIVE SCHEDULE FOR THE TRANSACTION

Setting of the subscription price: September 29, 2015

Subscription period: from October 1 to October 12, 2015 (inclusive)

Settlement-delivery of the offering: expected on December 10, 2015

LISTING OF THE SHARES

The SPIE shares are admitted to trading on the Euronext Paris stock exchange. The request for admitting the newly issued SPIE shares to trading on the Euronext Paris stock exchange will be sent as soon as possible following the share capital increase. Such shares will be admitted to the same listing as existing shares (ISIN code: FR0012757854) and will carry all of the same rights as existing shares as from the date of their admission to trading.

SPECIFIC NOTIFICATION CONCERNING THE INTERNATIONAL OFFERING

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This press release does not constitute an offer to sell or a solicitation to subscribe SPIE shares. The offering of SPIE shares is strictly reserved for the above-referenced beneficiaries and will be carried out only in those countries in which such an offering has been registered with or disclosed to the relevant local authorities and/or in which a prospectus has been approved by the relevant local authorities, or in which an exemption from the requirement to prepare a prospectus or to register or disclose the offering has been granted.

About SPIE

As the independent European leader in multi-technical services in the areas of energy and communications, SPIE supports its customers to design, build, operate and maintain energy-efficient and environmentally-friendly facilities.

With more than 38,000 employees working from close to 550 sites in 35 countries, SPIE achieved consolidated revenues of EUR 5.22 billion in 2014 and consolidated EBITA of EUR 334 million.

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<https://www.facebook.com/SPIEgroup>

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