



PRESS RELEASE

Implementation of a mandatory squeeze-out upon completion of the tender offer initiated by Safran targeting the shares of Zodiac Aerospace

Paris, March, 19, 2018

Safran (Euronext Paris: SAF) notes, as previously announced, that upon completion of its subsequent tender offer (the “Offer”) targeting the shares of Zodiac Aerospace (Euronext Paris: ZC)¹, which lasted from February 19, 2018 to March 2, 2018, it owns directly and by assimilation a total of 286,550,704 shares² amounting to 97.67 % of Zodiac Aerospace’s share capital³ and at least 96.61 % of its voting rights⁴.

Having noted that upon completion of the Offer the number of Zodiac Aerospace shares not tendered to the Offer, with the exception of the shares assimilated to shares held by Safran, is below 5 % of Zodiac Aerospace’s share capital and voting rights, Safran disclosed on March 8, 2018 its intention to request of the French Financial Markets Authority (*Autorité des marchés financiers*, the “AMF”) a mandatory squeeze-out of Zodiac Aerospace’s shares, pursuant to articles L.433-4 III of the Monetary and Financial Code and 237-14 et seq. of the AMF’s General Regulations.

The mandatory squeeze-out procedure will target all Zodiac Aerospace shares not tendered to the Offer, with the exception of (i) the 12,625,784 Zodiac Aerospace treasury shares being treated as Zodiac Aerospace shares held by Safran, (ii) the 12,565,235 Zodiac Aerospace shares which remain targeted by the residual interest undertaking described in paragraph 1.4.3 of Safran’s information memorandum, and (iii) the 384,717 free shares in their holding period and shares blocked in Zodiac Aerospace’s company savings plan (*PEE, plan d’épargne d’entreprise*) with respect to which a call option has been granted to Safran under the liquidity mechanism described in paragraph 1.4.4 of Safran’s information memorandum. The mandatory squeeze-out will thus target a total of 6,821,779 Zodiac Aerospace shares⁵, and will be executed at the same price as that of the Offer, *i.e.* a price of €25 per Zodiac Aerospace share (net of all expenses).

¹ As a reminder, the limit of Zodiac Aerospace’s shares which could be tendered to the Subsidiary Exchange Offer, set at 88,847,828 Zodiac Aerospace shares, was reached during the initial period of the Offer, and only the Principal Tender Offer was reopened during the reopening of the Offer.

² 260,974,968 shares acquired by Safran during the initial and reopened Offer, 12,625,784 treasury shares held by Zodiac Aerospace, which were not tendered to the Offer and which are assimilated under article L.233-9, I 2° of the Code of Commerce, 12,565,235 Zodiac Aerospace shares which remain targeted by the residual interest undertaking described in paragraph 1.4.3 of Safran’s information memorandum and assimilated under article L.233-9, I 4° of the Code of Commerce (this amount has been modified as compared to the amount mentioned in the March 8, 2018 press release to take into account a technical error in the number of shares targeted by the residual interest undertaking which was notified to Safran on March 14, 2018), and 384,717 Zodiac Aerospace shares assimilated pursuant to article L.233-9, I 4° and 4° bis of the Code of Commerce with respect to which a call option has been granted to Safran under the liquidity mechanism described in paragraph 1.4.4 of Safran’s information memorandum.

³ On the basis of a share capital composed of 293,372,483 shares (source: Zodiac Aerospace).

⁴ On the basis of a maximum of 296,602,840 voting rights as of March 13, 2018 (source: Zodiac Aerospace) and based on the hypothesis (i) that all out of a maximum of 3,230,357 existing double voting rights are carried by shares held by minority shareholders, and (ii) that no Zodiac Aerospace share held or assimilated by Safran carries a double voting right.

⁵ Subject to the potential issuance of a maximum number of 385,031 new Zodiac Aerospace shares if all the Zodiac Aerospace share subscription options which have not been exercised as of this date are exercised before the mandatory squeeze-out.

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In accordance with the calendar published by the AMF in its notice number 218C0607 dated March 19, 2018, the mandatory squeeze-out will be implemented on March 23, 2018, date upon which the Zodiac Aerospace shares will be delisted from the regulated market run by Euronext in Paris.

The amount of the consideration will be transferred by Safran, on that date, to a blocked account opened for this purpose in the books of CACEIS Corporate Trust (Euroclear France Affiliate 023 – 14, rue Rouget de Lisle 92130 Issy-Les-Moulineaux), acting as centralisation agent for the share indemnity operations, to whom depositories will be able to address requests as of March 23, 2018 for the consideration due to their clients. In accordance with article 237-6 of the AMF's General Regulations, any unallocated funds corresponding to consideration due in respect of shares whose beneficiaries cannot be traced will be held by CACEIS for a period of ten years from March 23, 2018. Once this ten-year period has expired, any unclaimed funds will be remitted to the *Caisse des dépôts et consignations*, where they will be available for the beneficiaries to claim subject to the thirty-year statute of limitations period after which they will revert to the French State.

All documents relating to the Offer, including in particular Safran's information memorandum, as approved by the AMF under visa number 17-648 dated December 21, 2017, Zodiac Aerospace's memorandum in response, as approved by the AMF under visa number 17-649 dated December 21, 2017 and the "Other Information" documents containing the legal, financial and accounting characteristics of Safran and Zodiac Aerospace are available on the websites of the AMF (www.amf-france.org), Safran (<https://safran-group.com/safran-zodiac>) and Zodiac Aerospace (<http://www.projet-zodiacaerospace.com>).

Copies of Safran's information memorandum and "Other Information" document containing the legal, financial and accounting characteristics of Safran may be obtained free of charge from:

- Safran: 2, boulevard du Général Martial Valin, 75724 Paris Cedex 15
- Crédit Agricole CIB: 12, place des Etats-Unis – CS 70052, 92547 Montrouge Cedex

Copies of Zodiac Aerospace's memorandum in response and "Other Information" document containing the legal, financial and accounting characteristics of Zodiac Aerospace may be obtained free of charge from:

- Zodiac Aerospace: Relations Actionnaires, 61, rue Pierre Curie, 78370 Plaisir

This press release has been prepared and released as prescribed in article 237-16 III of the AMF's General Regulation and the AMF's instruction number 2006-07 relating to tender offers.

In accordance with the provisions of article 237-17 of the AMF's General Regulations, Safran will inform the public of the mandatory squeeze-out through an announcement in an official newspaper for the publication of legal notices in the locality of Zodiac Aerospace's registered office before March 23, 2018.

IMPORTANT INFORMATION

This document is not intended to and does not constitute an offer to buy or a solicitation of an offer to sell any securities in any jurisdiction in connection with the acquisition of Zodiac Aerospace or otherwise.

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Safran is an international high-technology group, operating in the aircraft propulsion and equipment, space and defense markets. Safran has a global presence, with more than 58,000 employees and sales of 16.5 billion euros in 2017. Working alone or in partnership, Safran holds world or European leadership positions in its core markets. Safran undertakes Research & Development programs to meet fast-changing market requirements, with total R&D expenditures of around 1.4 billion euros in 2017. Safran is listed on the Euronext Paris stock exchange, and is part of the CAC 40 and Euro Stoxx 50 indices.

In February 2018, Safran took control of Zodiac Aerospace, significantly expanding its aircraft equipment activities. Zodiac Aerospace has 32,500 employees and generated sales of 5.1 billion euros for its fiscal year ended August 31, 2017

For more information : www.safran-group.com / Follow @Safran on Twitter 

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