

Press release

The SPIE group launches a new employee shareholding plan: SHARE FOR YOU 2018

Cergy (France), May 28th, 2018 - SPIE announces the launch of a new employee shareholding plan, *SHARE FOR YOU 2018*. This transaction will be implemented in 16 countries. It is aimed at offering employees a new opportunity to become shareholders of their company on preferential terms and be part of the Group's development and performance.

Employee share ownership is part of SPIE's corporate culture; a third of its 46,650 employees worldwide are now shareholders of the Group. This high proportion of employees having invested in the company is a strength and reflects the commitment and trust of employees. The objective of the *SHARE FOR YOU 2018* plan is to broaden and strengthen the solid and long-term relationship between SPIE's people and the company.

The subscription price for one share within the framework of this transaction has been set at 14.33 euros. It is equal to the average opening price of the SPIE share on the Euronext Paris market during the twenty trading days preceding this decision, minus a discount of 20%.

Press contacts

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The key terms of this transaction are described below.

ISSUING COMPANY

SPIE SA (*société anonyme*), a company incorporated in France

Listing: Euronext Paris (France)

Ordinary share ISIN code: FR0012757854

OBJECTIVES OF THE TRANSACTION

SPIE's objective, through this transaction, which will be implemented in 16 countries, is to associate its employees, both in France and abroad, more closely with the Group's development and performance.

TRANSACTION FRAMEWORK - SECURITIES OFFERED

At the Combined General Meeting of 16 May 2017, SPIE's shareholders delegated to the Board of Directors the authority to decide to increase the share capital of the Company by issuing new shares reserved for employees of the Company, and its affiliated French and foreign companies, who are members of a Group savings plan.

In the context of this delegation of authority, the Board of Directors, on 26 April 2018, decided in principle of a capital increase of up to a maximum of 5,851,063 SPIE shares, reserved for the Company's employees, former employees and eligible corporate officer, members of a SPIE group savings plan, and those of its affiliated French and foreign subsidiaries, pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labour Code. The number of shares issued under the transaction will be limited to the number of shares actually subscribed by the beneficiaries.

In accordance with the delegation issued by the Board of Directors, the Chairman and Chief Executive Officer set the subscription price per share for this transaction at € 14.33 by a decision dated 25 May 2018. It is equal to the average opening price of the SPIE share on the Euronext Paris market during the twenty trading days preceding this decision, minus a discount of 20%.

The shares issued will be entitled to dividend rights immediately and will be fully assimilated with existing shares as soon as they are issued.

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TERMS OF THE TRANSACTION

Beneficiaries of the offer

The offer is made pursuant to Articles L. 3332-1 *et seq.* of the French Labour Code in the context of the SPIE group's Group Savings Plan (PEG) and International Group Savings Plan (PEGI).

It is open to employees of the SPIE group subject to at least three months' service in the group as of 12 June 2018 and located in the following countries: France, Germany, Australia, Belgium, Republic of Congo, United Arab Emirates, Gabon, Hungary, Luxembourg, Nigeria, Netherlands, Poland, Czech Republic, United Kingdom, Slovakia, Switzerland.

Subscription formula

Beneficiaries will be able to subscribe the SPIE shares through a single "classic" subscription formula, without employer matching contribution.

The maximum subscription amount per beneficiary is capped at 25% of gross annual compensation. Subscribers' investment will track SPIE's share price up and down.

Shares holding method

The subscription will be carried out through an employee shareholding fund (FCPE) or by direct shareholding. Voting rights for the shares held in the FCPE will be exercised by the FCPE's Supervisory Board. Voting rights for the shares held directly will be exercised by the subscriber.

Lock-up period

Pursuant to Article L. 3332-25 of the Labour Code, the shares subscribed directly and the FCPE units will be blocked for a period of five years, unless one of the cases for early release provided for by the Labour Code were to occur, as applicable in the various countries where the offer will be rolled out.

PROVISIONAL CALENDAR FOR THE TRANSACTION

Setting of the subscription price: 25 May 2018

Subscription period: from 30 May to 12 June 2018

Delivery of the offer: 20 July 2018

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SHARE LISTING

SPIE's shares are listed on the Euronext Paris regulated stock exchange. Admission to trading on the Euronext Paris market for the SPIE shares issued under the transaction will be requested as soon as possible after the capital increase. They will be admitted on the same listing line as the existing ordinary shares (ISIN code: FR0012757854) and will be fully assimilated upon their admission to trading.

SPECIAL MENTION FOR INTERNATIONAL

This press release does not constitute an offer to sell or subscribe SPIE shares. The SPIE share offer is strictly reserved for the beneficiaries mentioned above and will only be carried out in the countries where the offer has been registered or notified to the proper local authorities and/or following the approval of a prospectus by the local authorities, or in consideration of an exemption from the requirement to draw up a prospectus or make a registration or notification of the offer.

CONTACT FOR THE BENEFICIARIES OF THE OFFER

For any questions regarding this offer, the beneficiaries should contact their human resources manager and/or any other person specified in the documents given to the beneficiaries.

This press release constitutes the information document required under Article 212-4 5 of the AMF General Regulation and AMF Instruction 2016-04.

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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 46,500 employees and a strong local presence, SPIE achieved in 2017 consolidated revenues of €6.1 billion and consolidated EBITA of €388 million.

www.spie.com

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

<http://twitter.com/spiegroup>

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