

Press release

SPIE, pioneer under the PACTE Act

With its new employee shareholding plan, SPIE is one of the first companies to offer its employees a 30% discount.

Cergy (France), September 23, 2019 – *SPIE, the independent European leader in multi-technical services in the areas of energy and communications, has announced the launch of a new employee shareholding plan named SHARE FOR YOU 2019. Deployed in 12 countries and benefiting from the recent provisions of the PACTE Act¹, the plan aims to offer staff a new opportunity to become shareholders in their company or to increase their stake in the Group share capital with a discount of 30% instead of 20% as previously in exchange for a 5-year blocking period.*

SHARE FOR YOU 2019, the third employee shareholding plan since SPIE was listed on the stock market in 2015, underlines the strong desire of its managers to link employees with the Group's performance on a long-term basis. *"The Executive Committee and I are very committed to our culture of employee shareholding and take great pleasure and pride in the fact that 34% of us are already Group shareholders"*, says Gauthier Louette, Chairman and Chief Executive Officer of SPIE.

Employee shareholding represents one of the Group's CSR commitments. Its employees will therefore be some of the first to benefit from the new provisions of the PACTE Act, raising the potential discount for collective employee shareholding plans from 20% to 30%. *"We are convinced that employee share ownership contributes to a lasting strengthening of the ties between employees and their company"*, adds Elisabeth Rasmussen, Human Resources Director of SPIE.

This strategy was notably rewarded last December at the 11th Trophées Compensation & Benefits ceremony, which awarded the prize for "shared ambition" to the SPIE group for its second employee

¹ Act No 2019-486 of 22 May 2019 relating to growth and transformation of businesses.

shareholding plan. In October 2017, SPIE joined the FAS IAS index which includes 32 French companies identified as the most advanced in terms of employee share ownership.

This offer is available to all Group employees in France, Austria, Germany, Belgium, Hungary, Luxembourg, the Netherlands, Poland, Slovakia, Switzerland and the United Kingdom.

The terms and conditions of this plan are described below.

ISSUER

SPIE S.A. (hereinafter the “**Company**”)

Registered office: 10 avenue de l'Entreprise, 95863 Cergy-Pontoise Cedex, France

Share capital: €73,107,536.03

Trade and Companies Register 532 712 825 Trade and Companies Register of Pontoise

Euronext Paris (France)

Ordinary share ISIN code: FR0012757854

BACKGROUND TO THE PLAN - SECURITIES OFFERED

The Company's shareholders, having held a combined general meeting on 24 May 2019, in their 11th resolution delegated to the Board of Directors authority to decide to increase the Company's share capital once or more than once, up to a maximum nominal amount of €1,500.000, or by other securities giving access to the Company's share capital, reserved for employees of the Company and of its French and foreign connected companies in accordance with Articles L. 225-180 of the Commercial Code and L. 3344-1 of the Employment Code, who were members of a Group company savings plan. On 25 July 2019, the Board of Directors decided in favour of the principle of an issue of ordinary shares to employees who were members of a Group company savings plan, determined the principal features of the plan and delegated the powers required to implement it to the Company's Chairman and Chief Executive Officer.

TERMS OF SUBSCRIPTION

- **Beneficiaries of the share offer reserved for employees:** the beneficiaries of the offer are (i) employees and corporate officers in accordance with the conditions set out in Article L. 3332-2 of the Employment Code, [of] companies within the scope of the offer, who are members of a French or international Group savings plan, as the case may be, irrespective of the nature of their employment contract (fixed term or permanent, full time or part time) and can show that they have a length of service of 3 months on the closing date of the subscription period and (ii) employees taking early retirement and retired employees of the Group's French companies who continue to hold assets in the French Group savings plan after they have left the Group.

- **Companies within the scope of the offer:** The Company, and the SPIE group companies, having their registered office in France or elsewhere, notably in Germany, Austria, Belgium, Hungary, Luxembourg, the Netherlands, Poland, Czech Republic, United Kingdom, Slovakia and Switzerland.
- **Subscription procedures:** the shares shall be subscribed directly in Germany via the intermediary of an employee shareholding fund, and in other countries in accordance with the legislation and/or tax regime applicable in the various countries of residence of the beneficiaries of the share capital increase.
- **Subscription formula:** employees may subscribe to SPIE shares in accordance with a unique subscription formula referred to as the “classic” formula.
- **Maximum subscription:** annual payments by beneficiaries of the offer into the French or international group savings plan may not, in accordance with Article L.3332-10 of the Employment Code, exceed one quarter of their gross annual remuneration, subject to any other constraints contained in local legislation.
- **Unavailability of SPIE shares or of the corresponding units in the employee shareholding fund:** subscribers to the offer must retain the shares subscribed or the corresponding units in the employee shareholding fund for a period of around five (5) years, except in the event of early release.
- **Exercising the voting rights attached to shares:** when the shares are subscribed and subsequently held via the intermediary of an employee shareholding fund, the voting rights attached to these shares will be exercised by the supervisory board of the employee shareholding fund in question; when the shares are subscribed directly by employees, the voting rights will be exercised individually by the employees in question.

SUGGESTED CALENDAR FOR THE PLAN

- Reference period for the subscription price: from 9 September to 4 October 2019
- Subscription period: from 10 October (inclusive) to 6 November 2019 (inclusive)
- Settlement and delivery of the offer: expected on 12 December 2019

LISTING

Admission of the new SPIE shares to trading on the Euronext Paris market (ISIN Code: FR0012757854) on the same line as the existing shares will be requested as soon as possible once the share capital increase expected to take place on 12 December 2019 has been completed.

SPECIFIC NOTE ON INTERNATIONAL REQUIREMENTS

This press release does not constitute an offer of sale or an invitation to subscribe to SPIE shares. The SPIE share offer reserved for employees shall only be implemented in countries where such an offer has been registered with or notified to the competent local authorities and/or following the approval of a

prospectus by the competent local authorities, or on the basis of an exemption from the obligation to produce a prospectus or to register or give notice of the offer.

Generally, the offer will only be implemented in countries where all registration procedures have been carried out and/or the necessary notices served and the requisite authorisations obtained.

CONTACT DETAILS FOR BENEFICIARIES OF THE OFFER

For any questions relating to this offer, beneficiaries may contact their Human Resources Manager and/or any other person as stated in the documents provided to beneficiaries.

This press release constitutes the information document required by Article 212-4 5° of the AMF General Regulation and Article 14 of AMF Instruction 2016-04 of 15 January 2018.

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 46,400 employees and a strong local presence, SPIE achieved in 2018 consolidated revenues of €6.7 billion and consolidated EBITA of €400 million.

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