

SHARE CAPITAL INCREASE SUPPORTED BY REFERENCE SHAREHOLDERS

SHOWROOMPRIVE ANNOUNCES THE LAUNCH OF A SHARE CAPITAL INCREASE WITH PREFERENTIAL SUBSCRIPTION RIGHTS JOINTLY SUPPORTED BY THE CO-FOUNDERS AND CO-CEOs DAVID DAYAN AND THIERRY PETIT AND BY CARREFOUR FOR AN AMOUNT OF APPROXIMATELY €40 MILLION.

La Plaine Saint-Denis, December 3rd, 2018 – 7.30am

Showroomprivé (the « **Company** or « **SRP Group** »), a leading European online retailer for the *Digital Woman*, announces the launch of a share capital increase (the « **Capital Increase** ») by way of an offering of new shares of the Company (the « **New Shares** ») with shareholders' preferential subscription rights for a gross amount of approximately €40 million¹.

- Subscription ratio: 5 New Shares for 11 existing shares
- Subscription price: 2.50 euros per New Share
- Rights trading period: from December 5th, 2018 to December 13th, 2018 inclusive
- Subscription period: from December 7th, 2018 to December 17th, 2018 inclusive

This transaction is jointly supported and guaranteed by the co-founders and co-CEOs David Dayan and Thierry Petit and by Carrefour, thus demonstrating their confidence in the Group's prospects.

Subscription commitments from the Founders and Carrefour, who have committed to subscribe both on a non-reducible (*à titre irréductible*) and reducible (*à titre réductible*) basis pro rata to their respective stakes in their shareholding group (61.7% for the Founders and 38.3% for Carrefour), represent 75% of the proposed Capital Increase.

Proceeds from the Capital Increase will be used in particular to finance the acquisition of the remaining 40% of Beautéprivée's share capital not yet owned by Showroomprivé, for an estimated amount of between €20 and €25 million. This acquisition will enable the Group to strengthen its leading position in the high growth potential vertical of beauty and well-being which complements the Group's traditional fashion offering.

The transaction will also finance, for an approximate amount of €5 million, the remaining part of the Group's logistics investment announced in March 2018, allowing the partial in-sourcing of logistics and the generation thereby of productivity gains and cost savings, with a positive EBITDA impact of approximately €4 million by 2020.

Finally, this transaction will enable the Group to increase its financial flexibility and will be used for general corporate purposes in the context of the "2018-2020 Performance Plan".

In the medium term, the Group will make it a priority to return to profitability levels more in line with its historical performance by launching a plan aimed at achieving cost-savings and productivity gains, with an expected EBITDA impact of approximately €8 million to €10 million by 2020. The Group plans to rationalize its geographical footprint by giving priority to the countries where it has the best market positioning (Italy, Spain, Belgium and Portugal). The Group will also examine the possibility of implementing specific actions designed to reduce losses from Internet activities in its non-core geographies.

David Dayan and Thierry Petit, co-founders and co-CEOs of Showroomprivé commented: "By fully subscribing to this capital increase, we intend to strengthen our presence on the beauty vertical and provide Showroomprivé with additional financial means to successfully implement the 2018-2020 strategic plan initiated last spring. We are proud of Carrefour's participation in this transaction, which will further deepen the commercial synergies achieved since they became shareholders in 2018 and will encourage further new projects and commercial partnerships. This renewed confidence in Showroomprivé's potential will rely on greater financial strength and flexibility. Showroomprivé has a bright future ahead and this transaction will further strengthen the Company."

For Amélie Oudéa-Castera of Carrefour, "We are happy to support this transaction alongside David Dayan and Thierry Petit and to ensure our partnership endures with trust. Our planned synergies and commercial development projects are very promising, as demonstrated by the first campaigns carried out so far this year."

¹ **N.B.** Issue premium included.

● CURRENT TRADING

At the date of the present press release, the group anticipates, for October and November 2018, 5.6%² growth in its gross Internet sales (compared to the same period last year). Gross Internet sales correspond to the total amount billed to purchasers on the Internet platform of the Group over a given period as specified in paragraph 9.1.5 of the 2017 registration document. The Group's gross Internet sales in October and November 2018 were calculated based on actual data available as of November 28th, 2018 (thus including the impact of Black Friday sales) and on an estimate of the performance for the last two days of November.

● MAIN TERMS OF THE CAPITAL INCREASE

The Capital Increase will be carried out with shareholder's preferential subscription rights (the "**Rights**") and will result in the issuance of 15,817,000 New Shares³, at a price per share of €2.50, representing a gross amount of €39,542,500⁴.

Rights will be distributed to shareholders of record as of the end of the accounting day of December 4th, 2018 and to holders of shares issued upon the exercise of stock options that are exercised at the latest on December 10th, 2018 (5pm, Paris time). The Rights will be detached from the existing shares on December 5th, 2018 and the existing shares will therefore trade ex-rights from December 5th, 2018.

Subscription to New Shares will be reserved preferentially (*à titre irréductible*) to holders of Rights. 11 Rights will entitle holders to subscribe on a non-reducible basis to 5 New Shares. Holders may also subscribe (*à titre réductible*) for New Shares in excess of the number of shares their Rights entitle them to purchase, subject to reduction in the event of oversubscription. To the extent that New Shares are available for distribution as a result of unexercised rights, such New Shares will be distributed and allocated to Rights holders that have subscribed for additional shares (*à titre réductible*), subject to reduction.

Based on Showroomprivé's closing share price on the regulated market of Euronext Paris on November 29th, 2018, (€3.40):

- the subscription price for the New Shares set at €2.50 per share (*i.e.* a nominal value of €0.04 and an issue premium of €2.46) represents a 26.5% discount to the closing share price on November 29th, 2018
- the theoretical value of 1 preferential subscription right is €0.28 (noting, however, that this value may fluctuate during the rights trading period, in particular depending on the evolution of Showroomprivé's share price)
- the theoretical value of the ex-right share is €3.12.
- the subscription price for the New Shares represents a 19.8% discount to the theoretical value of the ex-right share.

These values do not prejudice the value of the Rights during the rights trading period, the value of Showroomprivé ex-right shares or the discounts that will be observed on the market.

The Capital Increase will be open to the public only in France.

● INTENTIONS AND SUBSCRIPTION COMMITMENTS OF THE MAIN SHAREHOLDERS

Ancelle Sàrl (controlled by Mr. David Dayan) and TP Invest Holding Sàrl (controlled by Mr. Thierry Petit) have committed to acquire all the preferential subscription rights of Victoire Investissement Holding Sàrl (controlled by Mr. Eric Dayan) and Cambon Financière Sàrl (controlled by Mr. Michaël Dayan) for a symbolic price of €1.00 due from each transferee.

Ancelle Sàrl, TP Invest Holding Sàrl⁴ and Carrefour (through CRFP 20), holding respectively 3,429,802 shares (*i.e.* 9.90 % of the share capital of the company), 1,557,866 shares (*i.e.* 4.50 % of the share capital of the company) and 5,833,679 shares (*i.e.* 16.85 % of the share capital of the company), have respectively undertaken to exercise

² Consolidated revenues as of November 30th, 2018 are not available, and the Group is not capable of establishing a forecast of its fourth quarter revenue.

³ **N.B.** Which may be increased to 15,886,180 New Shares if all stock options with open subscription periods are exercised

⁴ May be increased to €39,715,450 if all stock options with open subscription periods are exercised

⁴ Including shares held by Thierry Petit

all of their preferential subscription rights (including the rights acquired by Ancelle Sàrl and TP Invest Holding Sàrl from Victoire Investissement Holding Sàrl and Cambon Financière Sàrl) and committed to submit subscription orders on a reducible basis (*à titre réductible*) pro-rata the respective shareholdings of the Founders and Carrefour (61.7% for the Founders and 38.3% for Carrefour) for maximum amounts of approximately €4.6m (Ancelle Sàrl), €3.1m (TP Invest Holding Sàrl) and €4.8m (CRFP 20).

Overall, the subscription commitments on a non-reducible and reducible basis of the main shareholders represent 75 % of the Capital Increase. No underwriting agreement has been signed in connection with this Capital Increase.

● COMPANY'S LOCK-UP

The Company has agreed to a lock-up expiring 180 calendar days following the settlement and delivery date of the New Shares, subject to certain customary exceptions.

● LOCK-UP OF MAIN SHAREHOLDERS

Ancelle SARL, TP Invest Holding SARL, and Thierry Petit, and CRFP 20 have each agreed to a lock-up expiring 180 calendar days following the settlement and delivery date of the New Shares, subject to certain customary exceptions.

● INDICATIVE TIMETABLE OF THE CAPITAL INCREASE

The Rights will be listed and traded on the regulated market of Euronext Paris (ISIN: FR 0013385499) from December 5th, 2018 to December 13th, 2018 (inclusive). It will not be possible to buy or sell Rights after the close of trading on December 13th, 2018.

The exercise period for outstanding stock options will be suspended from December 10th, 2018 at 5.00pm Paris time.

The subscription period for the New Shares will run from December 7th, 2018 to December 17th, 2018 (inclusive).

Rights not exercised before the end of the subscription period, i.e., the close of trading on December 17th, 2018, shall automatically become null and void.

Settlement and delivery of the New Shares and start of trading on the regulated market of Euronext Paris (Segment B) are expected to take place on December 28th, 2018. The New Shares, which will carry dividend rights and will entitle their holders to any dividends declared by the Company from the date of issue, will be fully fungible with the Company's existing shares and will be traded under the same ISIN code as the Company's existing shares, ISIN code FR0013006558.

● INFORMATION AVAILABLE TO THE PUBLIC

The Company has published a French language prospectus (the "**Prospectus**"), which has received the *Autorité des marchés financiers* ("**AMF**") visa n°18-543 on November 30th, 2018, comprising (i) the registration document (*document de référence*) of the Company filed with the AMF on 26 April 2018 under number R. 18-029 and (ii) a securities note (*note d'opération*) (including a summary of the prospectus).

Showroomprivé draws the public's attention to the risk factors included in chapter 4 "Risk Factors" of the registration document, in section 6 "Group Exposure to Financial Risks" of the interim financial report and in chapter 2 "Risk Factors" of the securities note (*note d'opération*).

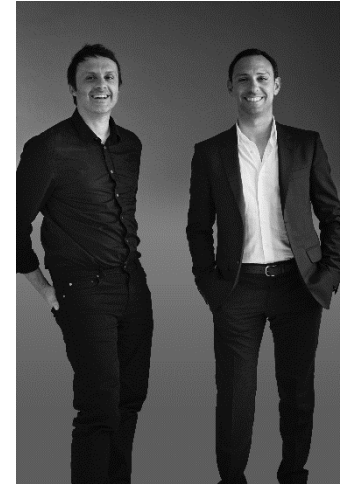
Copies of the French language Prospectus are available free of charge at the Company's headquarters, located at 1 rue des Blés, ZAC Montjoie, 93212 La Plaine Saint-Denis. The French language Prospectus is also available on the Company's website (www.showroomprivégroupe.com) and on the AMF's website (www.amf-france.org).

ABOUT SHOWROOMPRIVE.COM

Showroomprivé.com is a leading European online retailer for the *Digital Woman*. Showroomprivé offers a daily selection of more than 2,000 brand partners via its mobile apps or website in France and eight other countries. Since its launch in 2006, the company has enjoyed quick and profitable growth.

Showroomprivé is listed on Euronext Paris (code: SRP), and reported gross turnover of over €900 million incl. VAT in 2017, and net sales of €665 million, up 21% over the previous year. The Group employs more than 1,150 people.

For more information: <http://showroomprivigroup.com>



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This press release constitutes an advertisement.

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