

SUCCESS OF THE SHARE CAPITAL INCREASE

La Plaine Saint-Denis, December 21st, 2018 – 5.40pm

Showroomprivé (the « **Company** » or « **SRP Group** ») announces today the success of its share capital increase with shareholders' preferential subscription rights launched on December 3rd, 2018 (the « **Capital Increase** »). This Capital Increase for a gross amount of €39.5 million, issue premium included, will result in the issuance of 15,817,000 new shares (the « **New Shares** ») at a subscription price of €2.50 per New Share.

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 aims at strengthening the Group's 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".

David Dayan and Thierry Petit, co-founders and co-CEOs of Showroomprivé, declare: "We would like to thank our shareholders, both individual and institutional, for their ongoing support. The success of this capital increase will enable us to strengthen our presence on the beauty vertical and provide the company with additional financial means to implement the "2018-2020 Performance Plan". We are proud of Carrefour's confidence, which will continue to support us in the implementation of new projects and commercial partnerships."

Following the subscription period, which ended on December 17th, 2018, the final gross proceeds of the Capital Increase (issue premium included) amount to €39,542,500 and result in the issuance of 15,817,000 New Shares, at a subscription price of €2.50 per New Share. Total demand amounted to €39.7 million, corresponding to a subscription rate of approximately 100.41%.

- 10,736,410 New Shares were subscribed on a non-reducible basis (*à titre irréductible*), representing 67.88% of the New Shares to be issued; and

- Demand on a reducible basis (*à titre réductible*) accounted for 5,144,726 New Shares, and will therefore be partially allocated for an amount of 5,080,590 New Shares, representing 32.12% of the New Shares to be issued.

In accordance with their commitments¹ and after the scale for allotment has been applied, Ancelle Sàrl (controlled by Mr. David Dayan), TP Invest Holding Sàrl (controlled by Mr. Thierry Petit) and Carrefour (through CRFP 20) have subscribed to the Capital Increase on an irreducible basis (*à titre irréductible*) and on a reducible basis (*à titre réductible*) for amounts of €11,075,690, €7,329,460 and €11,381,440 respectively, representing 4,430,276 New Shares (i.e., 28.01% of the New Shares to be issued), 2,931,784 New Shares (i.e., 18.54% of the New Shares to be issued) and 4,552,576 New Shares (i.e., 28.78% of the New Shares to be issued) respectively.

¹ Taking notably into account the acquisition of 52,707 preferential subscription rights of Miss Aurélie Dayan by Ancelle Sàrl for a symbolic price of €1.00.

After completion of the Capital Increase, the co-founders and co-CEOs, David Dayan and Thierry Petit, and Carrefour will directly or indirectly hold respectively 15.53%, 8.87%, and 20.52% of the share capital of the Company².

Settlement and delivery of the New Shares and start of trading on the regulated market of Euronext Paris (Segment B) will take place on December 28th, 2018. The New Shares will carry dividend rights (*jouissance courante*) as from their issue date, and will entitle their holders to any dividends declared by the Company from the date of issue. They will be, as from their issue date, 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).

Following this Capital Increase, the share capital of the company will amount to €2,024,576.08 and will consist of 50,614,402 shares with a nominal value of €0.04 each.

Based on information available to date, the share capital of the Company after the Capital Increase will be split as follows:

Shareholders	Number of ordinary shares	% of the share capital
Ancelle Sàrl	7,860,078	15.53%
Thierry Petit / TP Invest Holding Sàrl	4,489,650	8.87%
Victoire Investissement Holding Sàrl	2,335,460	4.61%
Cambon Financière Sàrl	2,079,930	4.11%
Total Founders	16,765,118	33.12%
CRFP 20	10,386,255	20.52%
Total Concert	27,151,373	53.64%
Other shareholders	23,463,029	46.36%
Total	50,614,402	100.00%

● 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 Sàrl, TP Invest Holding Sàrl, 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.

● 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 April 26th, 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).

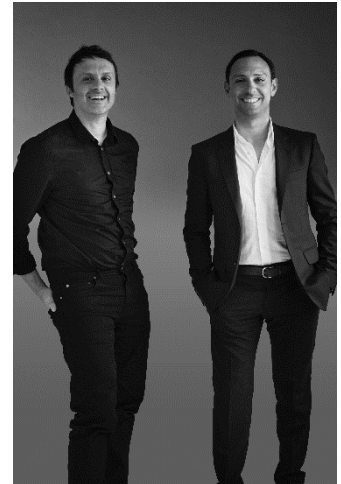
² It is recalled that threshold crossings resulting from this operation benefit from an exemption decision from the obligation to file a mandatory public tender offer (cf. AMF decision 218C1924 of December 3rd, 2018).

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 and 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://www.showroomprivegroup.com>



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This press release constitutes an advertisement.

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