

PRE RELEASE



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PARIS, APRIL 14, 2016

SALE OF ELIS SHARES BY EURAZEO

Eurazeo SA (“Eurazeo”) announces that it intends to sell, via its subsidiary Legendre Holding 27 (“LH 27”), a total of 17,100,925 ELIS (“Elis”) shares, representing 15% of the share capital and 12.74% of the voting rights of Elis, through a private placement by way of an accelerated book building reserved for institutional investors (the “Offering”).

Following completion of the Offering, LH 27 will retain 26,752,613 shares in Elis representing 23.47% of the share capital and 32.27% of the voting rights of Elis.

In addition, Eurazeo holds, as of today, 3,467,774 shares in Elis representing 3.04% of the share capital and 4.81% of the voting rights of Elis.

Additionally, the Offering will increase the liquidity of Elis’s shares, through a significant increase of the free float.

The placing of the shares will commence immediately and will be managed by Deutsche Bank AG. Rothschild & Cie is acting as financial advisor to LH 27 in the transaction.

Eurazeo intends to issue a press release upon the completion of the sale of the Elis shares to disclose the results of the Offering as well as the precise financial implications relating to the transfer of such interest.

This press release does not constitute an offer to sell, and the offer of Elis shares by LH 27 does not constitute a public offering.

No communication and no information in respect of the sale by Eurazeo via LH 27 of Elis shares may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction where such steps would be required. The offer or sale of the Elis shares by Eurazeo via LH 27 may be subject to specific legal or regulatory restrictions in certain jurisdictions. Eurazeo, LH 27 and their shareholders and their affiliates take no responsibility for any violation of any such restrictions by any person.

This press release does not constitute an offer or a solicitation to sell or subscribe requiring a prospectus within the meaning of Directive 2003/71/CE of the European Parliament and Council dated 4 November 2003, as amended, in particular by Directive 2010/73/UE in the case where such directive was implemented into law in the member States of the European Economic Area (together, the Prospectus Directive).

This announcement does not, and shall not, in any circumstances constitute a public offering, nor an offer to sell or to subscribe, nor a solicitation to offer to purchase or to subscribe securities in any jurisdiction.

The offer and sale of the Elis shares by Eurazeo via LH 27 in France will be carried out through a private placement to qualified investors, in accordance with article L.411-2 of the French Financial and Monetary Code and other applicable laws and regulations. There will be no public offering in France.

With respect to the member states of the European Economic Area, other than France, having implemented the Prospectus Directive into law, no action has been or will be taken in order to permit a public offer of the securities which would require the publication of a prospectus in one of such Member States. In Member States, this press release and any offer if made subsequently are directed exclusively at persons who are “qualified investors” and acting for their own account within the meaning of the Prospectus Directive and any relevant implementing measures in the relevant Member State.

In the United Kingdom, this press release is not an invitation nor an inducement to engage in investment activity for the purpose of Section 21 of the Financial Services and Markets Act 2000, as amended (FSMA). This press release is directed only at (i) persons outside the United Kingdom, (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order), (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) and (iv) other persons to whom this document may be lawfully communicated (all persons listed in (i), (ii), (iii) and (iv) above being referred to as Relevant Persons). The securities of Elis described herein are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with Relevant Persons. Any person who is not a Relevant Person must not act or rely on this document or any of its contents.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or exempt from registration. The shares of Elis have not been and are not being registered under the Securities Act and neither LH 27 nor any of its shareholders or its affiliates intend to register any portion of the proposed offering in the United States or to conduct a public offering of securities in the United States.

Any investment decision to buy shares in Elis must be made solely on the basis of publicly available information regarding Elis. Such information is not the responsibility of LH 27, Eurazeo, Rothschild or Deutsche Bank AG and has not been independently verified by LH 27, Eurazeo, Rothschild, or Deutsche Bank AG.

Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the Prudential Regulation Authority. It is subject to supervision by the European Central Bank and by BaFin, Germany’s Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the Prudential Regulation Authority and Financial Conduct Authority.

Deutsche Bank AG is acting for LH 27 and no one else in connection with the placing and will not be responsible to anyone other than LH 27 for providing the protections afforded to clients of Deutsche Bank AG nor for providing advice in connection with the placing.

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About Eurazeo

With a diversified portfolio of 5 billion euros in assets, Eurazeo is one of the leading listed investment companies in Europe. Its purpose and mission is to identify, accelerate and enhance the transformation potential of the companies in which it invests. The Company covers most private equity segments through its four business divisions – Eurazeo Capital, Eurazeo Croissance, Eurazeo PME and Eurazeo Patrimoine. Its solid institutional and family shareholder base, robust financial structure free of structural debt, and flexible investment horizon enable Eurazeo to support its companies over the long term. Eurazeo is notably either a majority or key shareholder in AccorHotels, ANF Immobilier, Asmodee, Desigual, Elis, Europcar, Fintrax, Foncia, InVivo NSA, Les Petits Chaperons Rouges, Moncler, and smaller companies, including the investments of Eurazeo PME and Eurazeo Croissance.

Eurazeo is listed on Euronext Paris.

ISIN: FR0000121121 - Bloomberg: RF FP - Reuters: EURA.PA

Eurazeo financial timetable	May 12, 2016	Shareholders' Meeting Q1 2016 revenue
	July 27, 2016	H1 2016 revenue
	November 10, 2016	Q3 2016 revenue

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