

# PRE RELEASE



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## SALE OF ELIS SHARES BY EURAZEO

**PARIS, JULY 25, 2019** – Eurazeo (“**Eurazeo**”) announces that it intends to sell, via its subsidiary Legendre Holding 27 (“**LH 27**”), a total of 12,525,382 ELIS (“**Elis**”) shares, representing 5,67% of the share capital and 9,36% of the voting rights of Elis<sup>1</sup>, through a private placement by way of an accelerated book building reserved for institutional investors (the “**Placement**”).

Following completion of the Placement, Eurazeo will cease to hold any share in Elis directly or indirectly.<sup>2</sup>

The placing of the shares will commence immediately and will be managed by Morgan Stanley. 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 final terms of the placement.

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*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 Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (the “Prospectus Regulation”).*

*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, 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 Regulation.*

*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 (the “FSMA”). Neither the*

<sup>1</sup> On the basis of Elis’ monthly disclosure of share capital and voting rights as at June 30, 2019.

<sup>2</sup> With the exception of 500 Elis shares transferred back to Eurazeo under a share loan.

communication of the Placement nor this press release has been approved by an authorised person for the purposes of Section 21 of the FSMA. This press release is only being distributed to and 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") and (iii) persons referred to in Article 49(2) (a) to (d) of the Order (high net worth entities, non-registered associations, etc.) (all persons listed in (i), (ii) and (iii) 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 Morgan Stanley and has not been independently verified by LH 27, Eurazeo, Rothschild, or Morgan Stanley.

Morgan Stanley 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 Morgan Stanley nor for providing advice in connection with the placing.

This press release may not be published, forwarded or distributed in the United States, Canada, Australia or Japan.

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## About Eurazeo

Eurazeo is a leading global investment company, with a diversified portfolio of €17,7 billion in assets under management, including nearly €12 billion from third parties, invested in close to 400 companies. With its considerable private equity, venture capital, real estate, private debt and fund of funds expertise, Eurazeo accompanies companies of all sizes, supporting their development through the commitment of its 235 professionals and by offering deep sector expertise, a gateway to global markets, and a responsible and stable foothold for transformational growth. 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 has offices in Paris, New York, Sao Paulo, Shanghai, Seoul, London, Luxembourg, Frankfurt and Madrid.

Eurazeo is listed on Euronext Paris.

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