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PARIS, MARCH 5, 2013

SALE OF EDENRED'S SHARES BY EURAZEO

Eurazeo announces that it intends to sell, through Legendre Holding 19, a total of 23.1 million Edenred S.A. ("**Edenred**") shares, representing 10.2% of the share capital and 15.0% of the voting rights of Edenred as of February 28, 2013, through a private placing by way of an accelerated book building reserved for institutional investors (the "**Offering**").

At the end of the transaction, Eurazeo will have sold all of its shares in Edenred.

The shareholders' agreement relating to Edenred between Legendre Holding 19, a company held and controlled by Eurazeo, and Colony Capital will terminate once the sale of all shares held by Eurazeo is completed.

Colony Capital, which will not take part in the placing, has confirmed its commitment on the midterm as a reference shareholder of the Edenred Group and its support to the development strategy implemented by its CEO, Jacques Stern, and the Group's management team.

The placing of the shares will commence immediately and will be managed by Citigroup. Rothschild & Cie is acting as financial advisor to Eurazeo in the transaction.

Eurazeo intends to issue a press release upon the completion of the sale of 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 Edenred shares by Eurazeo does not constitute a public offering.

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No communication and no information in respect of the sale by Eurazeo of Edenred 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 Edenred shares by Eurazeo may be subject to specific legal or regulatory restrictions in certain jurisdictions. Eurazeo, its shareholders and their affiliates take no responsibility for any violation of any such restrictions by any person.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4, 2003, as implemented in each member State of the European Economic Area (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 Edenred shares by Eurazeo 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, which have implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the Edenred shares sold by Eurazeo requiring a publication of a prospectus in any relevant member State. As a consequence, the Edenred shares may only be offered or sold in any Relevant Member State pursuant to an exemption under the Prospectus Directive.

In the United Kingdom, this press release is directed only at persons who (i) are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order"), and (ii) "high net worth entities", "unincorporated associations" and other persons to whom it may otherwise be lawfully communicated under Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons. Any person who is not a relevant person should 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 Edenred have not been and are not being registered under the Securities Act and neither Eurazeo, its shareholders or their 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 Edenred must be made solely on the basis of publicly available information regarding Edenred. Such information is not the responsibility of Eurazeo, Rothschild or Citigroup Global Markets Limited and has not been independently verified by Eurazeo, Rothschild or Citigroup Global Markets Limited.

Citigroup Global Markets Limited is authorised and regulated by the Financial Services Authority. Details about the extent of Citigroup Global Markets Limited's authorisation and regulation by the FSA are available on request.

Citigroup Global Markets Limited is acting for Legendre Holding 19 and no one else in connection with the placing and will not be responsible to anyone other than Legendre Holding 19 for providing the protections afforded to clients of Citigroup Global Markets Limited nor for providing advice in connection with the placing.

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About Eurazeo

With a diversified portfolio of nearly 4 billion euros in assets, Eurazeo is one of the leading listed investment companies in Europe. Its mission is to identify, accelerate and enhance the transformation potential of companies in which it invests. Its solid family shareholder base, its lack of debt and its flexible investment horizon enable Eurazeo to support its companies over the long term. Eurazeo is the majority or leading shareholder in Accor, ANF Immobilier, APCOA, Edenred, Elis, Europcar, Foncia, Moncler and Rexel.

Eurazeo's shares are listed on the Paris Euronext Eurolist.
ISIN: FR0000121121 - Bloomberg: RF FP - Reuters: EURA.PA

Eurazeo financial calendar	March 20, 2013	2012 results
	May 6, 2013	1 st Quarter 2013 revenues
	August 28, 2013	1st Half 2013 results



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For more information, please visit Eurazeo's Internet site: www.eurazeo.com

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