PRESS RELEASE

Success of SPIE's initial public offering on Euronext Paris

Cergy, 9 June 2015

• Global offering of €939.1 million (including full exercise of the extension option), which may be increased up to €1,033 million if the over-allotment option is exercised in full

• The offering includes a share capital increase of €700 million

• Sale of existing shares by existing shareholders amounts to €239.1 million, including €122.5 million by Clayax Acquisition Luxembourg 1 S.à r.l.¹ and €116.6 million by the Managers and the FCPE SPIE Actionnariat 2011 (after the exercise of the extension option and excluding the over-allotment option)

• Offering price is €16.50 per share

SPIE, the independent European leader in the multi-technical services in the areas of electrical, mechanical and HVAC engineering services and communication systems and specialized energy services², announces today the successful conclusion of its initial public offering on the regulated market of Euronext Paris (compartment A, ISIN code FR0012757854, trading symbol: SPIE)

The initial public offering was a great success with French and international institutional investors. As part of this transaction, SPIE raised €700 million by way of issuance of new shares while the sale of existing shares by existing shareholders amounted to €239.1 million, including €122.5 million by Clayax Acquisition Luxembourg 1 S.à r.l and €116.6 million sold by the Managers and the FCPE SPIE Actionnariat 2011 (after full exercise of the extension option). This amount may be increased up to €1,033 million if the over-allotment option granted by Clayax Acquisition Luxembourg 1 S.à r.l is exercised in full.

Based on an offering price set at €16.50 per share, SPIE’s market capitalization amounts to approximately €2.5 billion.

Trading of SPIE shares (as promesses d’actions) will begin on the regulated market of Euronext Paris on 10 June 2015. Settlement and delivery is scheduled on 11 June 2015.

¹ A Company 65% held by funds controlled, managed or advised by Clayton, Dubilier & Rice, 17.5% held by funds controlled, managed or advised by Ardian and 17.5% held by Caisse de dépôt et placement du Québec.
² Company’s estimates based on its 2014 production and the revenue published by the main competitors of the Group for the financial year ended on 31 December 2014.
The Company intends to use the net proceeds of the issuance of the new shares to reduce its indebtedness in order to increase its financial flexibility and to pursue its development and growth strategy. The offering will also provide liquidity to the selling shareholders who will sell their shares, being specified that such selling shareholders have agreed to take lock-up commitments as described below.

In the context of the initial public offering, the Company intends to refinance its indebtedness. Specifically, all of the net proceeds of the issuance of the new shares will be used to repay amounts due under the Company's Senior Credit Facilities Agreement entered into by the Company on 19 December 2014 and under the bonds maturing in 2022 (the “2022 Bonds”). The amounts outstanding under the Senior Credit Facilities Agreement and the 2022 Bonds as of 31 March 2015 were €1,744.8 million and €185.6 million, respectively. The remaining amounts outstanding under the Senior Credit Facilities Agreement and the 2022 Bonds will be repaid by drawing down the Company’s €1,275.0 million New Senior Credit Facilities Agreement entered into on 15 May 2015.

Gauthier Louette, – Chairman - CEO of SPIE, declared: « We are very pleased with the success of SPIE’s IPO. The very positive response we received illustrates investors’ confidence in SPIE’s business model and growth prospects. Thanks to the support of its historical shareholders – especially the commitment made by the Caisse de dépôt et placement du Québec ahead of this offering – thanks also to the expertise and commitment of its employees, the SPIE group has all the assets it needs to strengthen its position as the independent European leader in multi-technical services. »

General characteristics of the offering:

Offering price

- The price of the French public offering and the international offering has been set at €16.50 per share.
- This price will result in SPIE debuting on the Euronext Paris with a market capitalization of €2.5 billion based on a total number of shares of 150,000,000.

Breakdown of the offering (excluding exercise of the over-allotment option)

- 42,424,242 new shares have been issued by SPIE as part of the offering.
- Gross proceeds from the capital increase received by SPIE of €700 million.
- 14,488,642 existing shares were sold by the selling shareholders, including 7,423,419 million by Clayax Acquisition Luxembourg 1 S.à r.l and 7,065,223 million by the Managers and the FCPE SPIE Actionnariat 2011 (after full exercise of the extension option and before the exercise of the over-allotment option).
- Gross proceeds from the sale of existing shares received by the shareholders amount to €239.1 million, after the exercise of the extension option and before the exercise of the over-allotment option.
Over-allotment option

The over-allotment option granted by Clayax Acquisition Luxembourg 1 S.à r.l. represents a maximum amount of €93.9 million, i.e., a maximum of 5,691,288 additional shares which may be sold by Clayax Acquisition Luxembourg 1 S.à r.l in the context of the offering, and which would increase the amount of the offer to €1,033 million. The over-allotment option is exercisable by UBS Limited, acting as stabilization agent.

Evolution of the share capital

At the end of the global offering, the share capital of SPIE is divided as follows:

<table>
<thead>
<tr>
<th>Shareholders</th>
<th>After the global offering (including full exercise of the Extension Option)</th>
<th>After the global offering (including full exercise of the Extension Option) and after the Over-Allotment Option</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number of shares and voting rights</td>
<td>% of share capital</td>
</tr>
<tr>
<td>Clayax Acquisition Luxembourg 1 S.à r.l.</td>
<td>3,248,968</td>
<td>2.2%</td>
</tr>
<tr>
<td>Clayax Acquisition Luxembourg 5 S.C.A.</td>
<td>66,216,790</td>
<td>44.1%</td>
</tr>
<tr>
<td><strong>Total Consortium</strong>&lt;sup&gt;3&lt;/sup&gt;</td>
<td><strong>69,465,758</strong></td>
<td><strong>46.3%</strong></td>
</tr>
<tr>
<td>Managers&lt;sup&gt;2&lt;/sup&gt;</td>
<td>20,416,275</td>
<td>13.6%</td>
</tr>
<tr>
<td>- including Monsieur Gauthier Louette</td>
<td>2,434,396</td>
<td>1.6%</td>
</tr>
<tr>
<td>FCPE SPIE Actionnariat 2011</td>
<td>3,204,692</td>
<td>2.1%</td>
</tr>
<tr>
<td>Caisse de dépôt et placement du Québec&lt;sup&gt;3&lt;/sup&gt;</td>
<td>6,100,000</td>
<td>4.1%</td>
</tr>
<tr>
<td>Public</td>
<td>50,812,884</td>
<td>33.9%</td>
</tr>
<tr>
<td>Treasury shares</td>
<td>391</td>
<td>0.0%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>150,000,000</strong></td>
<td><strong>100.0%</strong></td>
</tr>
</tbody>
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<sup>1</sup> Clayax Acquisition Luxembourg 1 S.à r.l. and Clayax Acquisition Luxembourg 5 S.C.A. (65% held by funds controlled, managed or advised by Clayton, Dubilier & Rice, 17.5% held by funds controlled, managed or advised by Ardian and 17.5% held by Caisse de dépôt et placement du Québec).

<sup>2</sup> Current and former managers of the Group who were shareholders of SPIE 20RA, SPIE 20PP, SPIE 350RA and SPIE 350PP.

<sup>3</sup> Stake directly held by Caisse de dépôt et placement du Québec pursuant to the order placed in the global offering.

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### Press contacts

**SPIE SA**

Pascal Omnes  
Director of the Group Communications  
Mobile: +33 (0) 1 34 22 58 21  
pascal.omnes@spie.com

**SPIE**

Rémy Dumoulin  
Investors Relations Director  
Mobile: +33 (0) 1 34 22 53 70  
remy.dumoulin@spie.com

**Brunswick**

Benoit Grange  
Mobile: +33 (0) 1 53 96 83 83  
spie@brunswickgroup.com
Free float

SPIE’s free float will amount to approximately 37.9% of its share capital and could be increased up to a maximum of approximately 41.7% of the share capital if the over-allotment option is exercised in full.

Lock-up commitments

Mr. Gauthier Louette, Chairman and Chief Executive Officer of the Company, Mr. Denis Chêne, CFO of the Company, and the shareholders of SPIE 20RA and SPIE 20PP who are currently managers of the Group have committed, subject to common exceptions, to retain their shares for a period of 365 calendar days following the settlement and delivery of the offering.
The shareholders of SPIE 350 RA and SPIE 350 PP who are currently managers of the Group, as well as Clayax Acquisition Luxembourg 1 S.à r.l., have committed, and subject to common exceptions, to retain their shares for a period of 180 calendar days following the settlement and delivery of the offering.

Timetable of the offering

- Trading of SPIE shares (as promesses d’actions) on the regulated market of Euronext Paris is expected to begin on 10 June 2015 at 09:00 am (Paris time).
- Settlement and delivery of the global offering is scheduled on 11 June 2015.
- Deadline for the stabilization agent to exercise the over-allotment option on 8 July 2015, end of the stabilization period.

Underwriting Syndicate

J.P. Morgan and UBS are acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners. Barclays, BNP Paribas, BofA Merrill Lynch, HSBC and Société Générale Corporate & Investment Banking are acting as Joint Lead Managers and Joint Bookrunners. Crédit Agricole Corporate and Investment Bank and Natixis are acting as Co-Lead Managers.

Information available for consultation by the public

Copies of the French prospectus, which received the AMF visa n° 15-241 on 29 May 2015, consisting of the registration document registered on 19 May 2015 under number I.15-038, the update of the registration document filed with the AMF on 29 May 2015 under number D. 15-0408-A01, a securities note and a summary of the prospectus (included in the securities note), are available free of charge from the Company’s head office, as well as on the AMF website (www.amf-france.org) and the Company’s website (www.spie.com).
The Company draws the public’s attention to the risk factors described in chapter 4 of the registration document and its update and to section 2 of the securities note. The occurrence of one or more of these risks may have a material adverse effect on the Group’s activities, reputation, financial position, results or outlook, and on the Company’s market share price.

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4 Including the stake directly held by Caisse de dépôt et placement du Québec pursuant to the order placed in the Global Offering.
About SPIE

As the independent European leader in multi-technical services in the areas of electrical, mechanical and HVAC engineering, energy and communication systems, SPIE Group supports its customers to design, build, operate and maintain facilities that are energy-efficient and environmentally friendly. SPIE’s more than 38,000 employees work from nearly 550 locations in 35 countries and in 2014 SPIE posted consolidated production of €5.22 billion and generated EBITA of €334 million.

www.spie.com

Disclaimer:

No communication and no information in respect of this transaction or of SPIE 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 (other than France) where such steps would be required. The issue, the subscription for or the purchase of SPIE’s shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. SPIE assumes 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 4th, 2003, as amended, in particular by Directive 2010/73/UE in the extent such Directive has been transposed in the relevant member State of the European Economic Area (together, the “Prospectus Directive”).

With respect to the member States of the European Economic Area which have implemented the Prospectus Directive (each, a “relevant member State”), other than France, no act is undertaken or will be undertaken to make an offer to the public of the shares requiring a publication of a prospectus in any relevant member State.

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In case of exercise of the over-allotment option in connection with this offering, UBS Limited, or any institution acting on its behalf, acting in the name and on behalf of the Underwriters, may, during a period of 30 days

Press contacts

SPIE SA
Pascal Omnès
Director of the Group Communications
Mobile : +33 (0) 1 34 22 58 21
pascal.omnes@spie.com

SPIE
Remy Dumoulin
Investors Relations Director
Mobile : +33 (0) 1 34 22 53 70
remy.dumoulin@spie.com

Brunswick
Benoit Grange
Mobile : +33 (0) 1 53 96 83 83
spie@brunswickgroup.com
following the date on which the offering price is determined, i.e., according to the indicative calendar, from June 9, 2015 up to and including July 8, 2015 effect transactions with a view to maintaining the market price of SPIE’s shares in a manner consistent with applicable laws and regulations and, in particular, EU Commission Regulation No. 2273/03 of December 22, 2003. Such stabilization activities aim to maintain the market price of SPIE’s shares and may affect the price of the shares.