PRESS RELEASE

SPIE launches its initial public offering on the regulated market of

Euronext Paris

Cergy, 29 September 2014

• Indicative offering price range for the French public offering and the international offering: between €15.00 and €18.30 per share.

• Indicative offering price range for the employee offering: between €12.00 and €14.60 per share.

• Initial size of the global offering: issue of new shares for an amount of approximately €525 million, and sale of 21,666,666 existing shares by Clayax Acquisition Luxembourg 1 S.à.r.l., Mr. Gauthier Louette, CEO of the company, and certain employees and managers of the group and the FCPE SPIE Actionnariat 2011 (together, the "Selling Shareholders"), excluding the exercise of the extension option and the over-allotment option (based on the low end of the indicative price range of the offer).

• Extension option: up to a maximum of 8,500,000 additional existing shares, representing up to 15% of the total number of new and existing shares initially being offered in the global offering at the offering price, may be sold by certain Selling Shareholders (based on the low end of the indicative price range of the offer).

• Over-allotment option: up to a maximum of 9,774,999 additional existing shares sold by Clayax Acquisition Luxembourg 1 S.à.r.l., representing up to 15% of the total number of new and existing shares being offered in the global offering (including shares sold pursuant to the extension option) based on the low end of the indicative offering price range of the offer.

• Employee offering of an amount of €55 million

• The subscription period for the French public offering is expected to close on 8 October 2014 at 5pm (Paris time) for orders placed in person and 8pm (Paris time) for orders placed online, and the subscription period for the employee offering is expected to close at 11:59pm (Paris time).

• The subscription period for the international offering is expected to close at 9am (Paris time) on 9 October 2014.

• The pricing of the global offering is expected to take place on 9 October 2014

• The trading of the Company's shares is expected to begin on the regulated market of Euronext Paris on 10 October 2014 (in the form of "promesses d'actions").
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 services¹, announces today the launch of its initial public offering (IPO) for the admission to trading of its shares on the regulated market of Euronext Paris (Compartment A).

Gauthier Louette, Chairman and CEO of SPIE, said: “This IPO project is a milestone in the development of SPIE. This IPO will enable us to strengthen our position as the independent European leader in the multi-technical services”.

On 26 September 2014, the Autorité des marchés financiers (AMF) granted visa no. 14-522 on the prospectus relating to the initial public offering of SPIE in France, which consists of the registration document, registered with the AMF on 8 July 2014 under number I.14-044, the update to the registration document filed with the AMF on 25 August 2014 under number D.14-0596-A01, a securities note and a summary of the prospectus (included in the securities note).

Structure of the Offering and Employee Offering

It is expected that the shares will be offered as part of a global offering (the “Global Offering”) consisting of:

- an international private placement (the “International Offering”) primarily aimed at institutional investors, including:
  - a private placement in France to qualified investors, and
  - an international private placement in selected countries, including in the United States pursuant to Rule 144A of the US Securities Act 1933, as amended (the “Securities Act”) and outside the United States in offshore transactions in reliance on Regulation S of the Securities Act;
- a public offering in France in the form of a public offering (offre à prix ouvert), open primarily to retail investors (the “OPO”),

At least 10% of the total number of shares sold in the Global Offering, before exercise of the extension option and the over-allotment option, will be allocated to the OPO provided there is sufficient demand.

At the same time as the Offering, the Company will proceed with an offering to the employees and assimilated beneficiaries of certain French and foreign companies in the Group, members of a Company or Group Savings Plan (the “Employee Offering”)

Size of the Offering

The initial public offering of SPIE shares will consist of:

- the issue of new shares in the context of a share capital increase in cash, resulting in gross proceeds of approximately €525 million or net proceeds of approximately €505 million;
- the sale of existing shares by the Selling Shareholders, resulting in gross proceeds of approximately €325 million excluding exercise of the extension option and over-allotment option,

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¹ Company’s estimates based on its 2013 pro-forma production and the revenue published by its main competitors for the financial year ended on 31 December 31 2013.
of approximately up to €452 million if the extension option is exercised in full and approximately up to €599 million if the extension option and the over-allotment option are exercised in full, based on the low end of the offering price range and of approximately €396 million excluding exercise of the extension option and over-allotment option, of approximately up to €535 million if the extension option is exercised in full and approximately up to €694 million if the extension option and the over-allotment option are exercised in full, based on the high end of the offering price range.

The Employee Offering will comprise the issue of new shares in the context of a share capital increase to employees and assimilated beneficiaries of certain French and foreign companies in the Group, members of a Company or Group Savings Plan resulting in gross proceeds of approximately €55 million.

Indicative price range

The offering price for the Global Offering is expected to be set within an indicative price range of between €15.00 and €18.30 per share.

The offering price could also be set outside this indicative price range. The indicative price range could be changed at any time up to and including the date set for pricing the Global Offering. In the event that the high end of the above-mentioned indicative price range is changed, or if the actual offer price is higher than the initial or adjusted price range, the end of the subscription period in the OPO will be postponed or a new subscription period will be opened for the OPO, such that there will be at least two trading days between the date of the announcement of the new price range and the new closing date of the subscription period. Orders given in the context of the OPO prior to the publication of any press release announcing a new price range will be maintained, unless the purchasers expressly revoke their orders prior to the new date of the OPO subscription period.

The offering price may be freely fixed below the indicative price range and the indicative price range may be freely modified downward (in the absence of a significant impact on other aspects of the Global Offering).

The offering price of the Employee Offering will be equal to the offering price in the Global Offering less a 20% discount and rounded up to the next cent, i.e. between €12.00 and €14.60 per share.

Indicative Timetable for the Global Offering

The OPO will begin on 29 September 2014 and is expected to close at 5pm (Paris time) on 8 October 2014 for orders placed in person, or at 8pm (Paris time) for orders placed online.

The International Offering will begin on 29 September 2014 and is expected to close at 9 am (Paris time) on 9 October 2014.

The Employee Offering will begin on 29 September 2014 and is expected to close at 23:59 pm (Paris time) on 8 October 2014.

The Global Offering price and the Employee Offering price are expected to be determined on 9 October 2014.
Trading of SPIE shares on Compartment A of the regulated market of Euronext Paris, in the form of "promesses d'actions", is expected to begin on 10 October 2014.
Settlement and delivery of the OPO and the Global Offering is expected to occur on 13 October 2014.
Settlement and delivery of the Employee Offering is expected to occur on 10 December 2014.

Reasons for the Offering

The main objective of the Company's offering of new shares is to reduce its indebtedness, in order increase its financial flexibility and to pursue its development and growth strategy. The Global Offering will also provide liquidity to the Selling Shareholders who will sell their shares.
In the context of the IPO, the Company intends to refinance its indebtedness. Specifically, all of the net proceeds of the Global Offering will be used to repay amounts due under the Company's Senior Credit Facilities Agreement entered into by the Company on 18 August 2011. The total amount outstanding under the Senior Credit Facilities Agreement as of 30 June 2014 was €1,069.2 million. The remaining amount outstanding under the Senior Credit Facilities Agreement and the 2019 Bonds in a principal amount of €375 million will be repaid by drawing under the Company’s €1,350.0 million New Senior Credit Facilities Agreement The Company will not receive any proceeds from the sale of the existing shares by the Selling Shareholders.

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° 14-522 on 26 September 2014, consisting of the registration document registered on 8 July 2014 under number I.14-044, the update of the registration document filed with the AMF on 25 August 2014 under number D.14-0596-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.

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 37,000 employees work from nearly 500 locations in 34 countries and in 2013 SPIE, on a pro forma basis including 2013 acquisitions, posted consolidated production of €5.1 billion over its four
strategic segments “Smart city” (35%), “efficient buildings” (24%), “Energies” (23%) and “Industry services” (18%) and generated EBITA of €315 million.

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Disclaimer:

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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”).

This press release is an advertisement.

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During a period of 30 days following the date on which the offering price is determined (i.e., according to the expected timetable, until 7 November 2014, included), UBS Limited, acting as stabilizing manager may, without any obligation, in compliance with laws and regulations in particular, in particular Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/6/CE of the European Parliament and the Council of 28 January 2003 on insider dealing and market manipulation, effect transactions with a view to maintaining the market price of the Company’s shares on the regulated market of Euronext Paris. In compliance with Article 10-1 of the Regulation (EC) 2273/03 of 22 December 2003, the stabilization activities shall not in any circumstances be executed above the offering price. Such stabilization activities may affect the price of the shares and may conduct to the fixing of the market price higher than the one which would otherwise be fixed. Even if stabilization activities were carried out, UBS Limited would, at any time, decide to stop such activities. Information of the competent market authorities and the public will be made in compliance with Article 9 of the above mentioned Regulation. In compliance with the provisions of Article 11b) of the above mentioned Regulation, UBS Limited, acting on behalf of the underwriters of the Global Offering, may, over-allot in the context of the Global Offering at the number of shares covered by the over-allotment option, plus, if applicable, 5% of the Global Offering (excluding the exercise of the over-allotment option).