PRESS RELEASE

Sale by the Managers, Mr. Gauthier Louette, and the FCPE SPIE Actionnariat 2011 in the context of SPIE’s initial public offering (IPO)

Cergy, 3 October 2014

In accordance with the commitments set out in the securities note (note d’opération) relating to its IPO, which received visa No. 14-522 on 26 September 2014 from the Autorité des marchés financiers (AMF), SPIE announces today the minimum and maximum number of initial sale shares sold by the Managers and the FCPE SPIE Actionnariat 2011 in the context of the IPO, based on the indicative price range of the Global Offering.

Based on the low end of the offering price range (i.e., €15.00 per share) and after completion of the Reorganization¹, the sale shares would be divided as follows:

<table>
<thead>
<tr>
<th>Selling Shareholders</th>
<th>Number of shares held before the sale but after the Reorganization</th>
<th>Number of initial sale shares (before exercise of the extension option)</th>
<th>Number of additional shares (after full exercise of the extension option)</th>
<th>Total number of sale shares (after full exercise of the extension option)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Managers</td>
<td>17,184,792</td>
<td>4,019,282</td>
<td>311,875</td>
<td>4,331,157</td>
</tr>
<tr>
<td>Mr. Gauthier Louette</td>
<td>2,185,028</td>
<td>520,922</td>
<td>25,334</td>
<td>546,256</td>
</tr>
<tr>
<td>FCPE SPIE Actionnariat 2011</td>
<td>3,544,553</td>
<td>708,910</td>
<td>-</td>
<td>708,910</td>
</tr>
<tr>
<td>Clayax Acquisition Luxembourg 1 S.à.r.l.</td>
<td>39,093,641</td>
<td>16,417,552</td>
<td>8,162,791</td>
<td>24,580,343</td>
</tr>
<tr>
<td>Total</td>
<td>62,008,014</td>
<td>21,666,666</td>
<td>8,500,000</td>
<td>30,166,666</td>
</tr>
</tbody>
</table>

¹ See Chapter 7 of SPIE’s registration document (document de base), as updated by the update to the registration document and the securities note.

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Based on the high end of the offering price range (i.e., €18.30 per share) and after completion of the Reorganization, the sale shares would be divided as follows:

<table>
<thead>
<tr>
<th>Selling Shareholders</th>
<th>Number of shares held before the sale but after the Reorganization</th>
<th>Number of initial sale shares (before exercise of the extension option)</th>
<th>Number of additional shares (after full exercise of the extension option)</th>
<th>Maximum total number of sale shares (after full exercise of the extension option)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Managers</td>
<td>21,680,850</td>
<td>4,863,553</td>
<td>455,296</td>
<td>5,318,849</td>
</tr>
<tr>
<td>Mr. Gauthier Louette</td>
<td>2,645,300</td>
<td>604,723</td>
<td>56,601</td>
<td>661,324</td>
</tr>
<tr>
<td>FCPE SPIE Actionnariat 2011</td>
<td>3,582,983</td>
<td>716,596</td>
<td>-</td>
<td>716,596</td>
</tr>
<tr>
<td>Clayax Acquisition Luxembourg 1 S.â.r.l.</td>
<td>32,043,968</td>
<td>15,481,794</td>
<td>7,041,381</td>
<td>22,523,175</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>59,953,101</td>
<td>21,666,666</td>
<td>7,553,278</td>
<td>29,219,944</td>
</tr>
</tbody>
</table>

Managers that decided to sell their initial sale shares and their additional sale shares in the context of the Global Offering, as well as Mr. Gauthier Louette, have entered into share sale agreements with Société Générale pursuant to which such Managers and Mr. Gauthier Louette have agreed to sell, and Société Générale has agreed to purchase, such initial sale shares and additional sale shares upon completion of the Reorganization. Société Générale will offer and sell such initial sale shares and additional sale shares in connection with of the Global Offering.

**Shareholding after the Reorganization, the Global Offering and the Employee Offering**

The following tables show the Company’s shareholder composition following the Reorganization, the Global Offering and the Employee Offering, based on the low end of the offering price range and the high end of the offering price range, assuming that all of the New Shares issued in connection with the Employee Offering have been subscribed.
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<table>
<thead>
<tr>
<th>Shareholders</th>
<th>After the Global Offering and the Employee Offering excluding the exercise of the Extension Option and the Over-Allotment Option</th>
<th>After the Global Offering and the Employee Offering and after full exercise of the Extension Option</th>
<th>After the Global Offering and the Employee Offering and after full exercise of the Extension Option and the Over-Allotment Option</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Public</strong></td>
<td>56,666,666 36.7% 36.9% 65,166,666 42.2% 42.5% 74,941,665 48.5% 48.8%</td>
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</tr>
<tr>
<td><strong>Treasury shares</strong></td>
<td>1,117,235 0.7% - 1,117,235 0.7% - 1,117,235 0.7% -</td>
<td>1,117,235 0.7% - 1,117,235 0.7% - 1,117,235 0.7% -</td>
<td>1,117,235 0.7% - 1,117,235 0.7% - 1,117,235 0.7% -</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>154,583,333 100.0% 100.0% 154,583,333 100.0% 100.0% 154,583,333 100.0% 100.0%</td>
<td>154,583,333 100.0% 100.0% 154,583,333 100.0% 100.0% 154,583,333 100.0% 100.0%</td>
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</tr>
</tbody>
</table>

(1) Including Clayax Acquisition Luxembourg 1 S.à r.l., Clayax Acquisition Luxembourg 2 S.à r.l. and Clayax Acquisition Luxembourg 5 SCA (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) Assuming the issuance of the total number of New Shares offered in connection with the Employee Offering, New Shares reserved for the Company’s employees in connection with the Employee Offering will be held by the FCPE SPIE Actionnariat 2014 upon the settlement and delivery of the Employee Offering expected on December 10, 2014.

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Indicative Timetable for the Global Offering

The OPO began 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 began on 29 September 2014 and is expected to close at 9 am (Paris time) on 9 October 2014.
The Employee Offering began 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 Compartiment 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.

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%), “e-efficient buildings” (24%), “Energies” (23%) and “Industry services” (18%) and generated EBITA of €315 million.
www.spie.com
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