

**AMENDMENT TO SECTIONS 3 TO ADD 4,900 BERENDSEN ORDINARY SHARES HELD BY CLOSE RELATIVES OF KEVIN QUINN, CLARIFY HOLDING OF BERENDSEN ORDINARY SHARES BY ANDREW WOOD AND REDUCE THE NUMBER OF ORDINARY SHARES HELD BY ESTERA TRUST (JERSEY) LIMITED BY 4,750**

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER  
Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Berendsen plc
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Berendsen plc
<b>(d) Is the discloser the offeror or the offeree?</b>	Offeree
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	25 May 2017
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	YES, Elis S.A. as Offeror

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	GB00B0F99717 ordinary shares of 30 pence each			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	-	Nil	-
<b>(2) Cash-settled derivatives:</b>	Nil	-	Nil	-
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	-	Nil	-
<b>TOTAL:</b>	Nil	-	Nil	-

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	None
<b>Details, including nature of the rights concerned and relevant percentages:</b>	None

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

(a) Interests held by directors of Berendsen plc and their related persons

Director	Number of ordinary shares held	Percentage of total issued share capital
James Drummond	142,840	0.083%
Kevin Quinn <sup>(1)</sup>	220,304	0.128%
Iain Ferguson <sup>(2)</sup>	150,000	0.087%
David Lowden <sup>(3)</sup>	32,500	0.019%
Andrew Wood <sup>(4)</sup>	20,000	0.012%
Maarit Aarni-Sirviö	1,400	0.001%
Lucy Dimes	10,000	0.006%

(1) Includes interests held by Mr Quinn's wife for herself and on behalf of other family members and by other of his family members.

(2) Includes interests held by Mr Ferguson's wife.

(3) Represents interests held by Mr Lowden's wife.

(4) Represents interests held by Mr Wood's wife.

(b) Directors' rights to subscribe for Berendsen plc's shares under Berendsen plc's share plans

*Performance Share Plan (PSP)*

Director	Number of ordinary shares subject to option	Date of grant	Date of vesting
James Drummond	50,700	6 August 2015	6 August 2018
	88,172	3 June 2016	3 March 2019
	157,570	20 March 2017	20 March 2020
Kevin Quinn	31,549	9 March 2015	9 March 2018
	58,836	3 June 2016	3 March 2019
	87,619	20 March 2017	20 March 2020

*Co-Investment Plan (CIP)*

Director	Number of ordinary shares subject to option	Date of grant	Date of vesting
Kevin Quinn	44,168	7 April 2015	7 April 2018

*Deferred Bonus Plan (DBSP)*

Director	Number of ordinary shares subject to option	Date of grant	Date of vesting
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James Drummond	6,048	3 June 2016	3 March 2019
Kevin Quinn	7,883	9 March 2015	9 March 2018
	7,875	3 June 2016	3 March 2019

*Sharesave Plan (SAYE)*

Director	Number of ordinary shares subject to option	Date of grant	Date of vesting	Exercise price	Exercise period
James Drummond	2,960	4 May 2017	1 July 2020	£6.08	6 months
Kevin Quinn	2,272	28 October 2014	1 December 2017	£7.92	6 months

(c) Shares held by Estera Trust (Jersey) Limited as trustee of the Berendsen plc Employee Benefit Trust

Trustee	Number of ordinary shares held	Percentage of total issued share capital
Estera Trust (Jersey) Limited	1,291,621	0.751%

(d) Interests held by persons deemed to be acting in concert with Berendsen plc

Concert party	Interests in ordinary shares	Percentage of total issued share capital	Short position in ordinary shares	Percentage of total issued share capital
Berendsen Nominees Limited <sup>(1)</sup>	6,581	0.004%	-	-
J.P. Morgan Chase Bank, N.A. <sup>(2)</sup>	68	0.000%	-	-

(1) Berendsen Nominees Limited is a wholly-owned subsidiary of Berendsen plc and holds legal interests in ordinary shares as trustee for unidentified shareholders of Berendsen plc.

(2) Connected adviser to Berendsen plc.

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

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**(b) Agreements, arrangements or understandings relating to options or derivatives**

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or  
(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:**

*If there are no such agreements, arrangements or understandings, state "none"*

None
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**(c) Attachments**

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	<b>9 June 2017</b>
<b>Contact name:</b>	<b>David Lawler</b>
<b>Telephone number:</b>	<b>+44 (0) 20 7259 6663</b>

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*