

Elis

To the attention of Mr. Xavier Martiré
President of the Management Board
5 boulevard Louis Loucheur
92210 Saint-Cloud

June 7, 2017

Dear Sir,

We refer to the proposed acquisition by Elis SA (“**Elis**”) of the entire issued and to be issued share capital of Berendsen plc (“**Berendsen**”), the terms of which have been approved by Predica at the supervisory board of Elis held on June 7, 2017 (the “**Transaction**”).

We understand that in connection with the Transaction, Elis would issue new ordinary shares in Elis to (i) the Berendsen shareholders in exchange for the Berendsen shares and (ii) to Canada Pension Plan Investment Board (“**CPPIB**”) as part of a reserved capital increase, for an aggregated amount of approximately €200 million (the “**Reserved Capital Increase**”).

We understand that in connection with the Transaction, Elis would convene a general meeting of its shareholders to consider the Transaction and the Reserved Capital Increase (the “**General Meeting**”).

We hereby undertake to Elis as follows:

- i. to cast (or, where applicable, procure the casting of) all voting rights (whether in person or by proxy) attached to the Elis shares Predica Prévoyance Dialogue du Crédit Agricole (“**Predica**”) or its affiliates directly or indirectly own, at the General Meeting, in favor of the resolutions to approve and implement the Transaction and the Reserved Capital Increase, including in particular:
 - any resolution to increase Elis’ share capital as consideration for the Berendsen shares to be contributed/tendered into by Berendsen’s shareholders; and
 - any resolution to increase Elis’ share capital as part of the Reserved Capital Increase;
- ii. to procure that the members of Elis’ supervisory board appointed on the proposal of Predica vote in favor of the decisions necessary to convene the General Meeting in view to (i) increasing Elis’ share capital as consideration for the Berendsen shares to be contributed/tendered into by Berendsen’s shareholders and (ii) increasing Elis’ share capital as part of the Reserved Capital Increase; and
- iii. to authorize the public disclosure, where appropriate, of the content of this letter agreement in the Announcement and in the documentation to be drafted as part of the Transaction, the General Meeting and the Reserved Capital Increase.

These undertakings will remain valid until December 31, 2017.

Elis confirms that (i) Eurazeo and Legendre Holding 27 have given similar undertakings, and that (ii) Elis has not granted any right to Eurazeo or Legendre Holding 27, in the context of the Transaction.

This letter agreement is governed by and construed in accordance with French law. The commercial court of Paris (*Tribunal de commerce de Paris*) shall have exclusive jurisdiction to settle any dispute arising from or in connection with this letter agreement.

This letter agreement has been entered into on the date first written above in two (2) original copies.

For and on behalf of **PREDICA PRÉVOYANCE DIALOGUE DU CRÉDIT AGRICOLE**



Name: Mme Françoise Debrus
Title: Directeur des investissements

We acknowledge and agree to the terms of this letter agreement,

For and on behalf of **ELIS**



Name: XAVIER MARTIRE
Title: PRESIDENT OF THE
MANAGEMENT BOARD.