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FOR IMMEDIATE RELEASE

12 September 2017

RECOMMENDED OFFER

BY

ELIS SA ("ELIS")

FOR

BERENDSEN PLC ("BERENDSEN")

**to be effected by means of a Scheme of Arrangement
under Part 26 of the Companies Act 2006**

Scheme of Arrangement becomes Effective

On 12 June 2017, the boards of Berendsen plc ("**Berendsen**") and Elis SA ("**Elis**") announced that they had reached agreement on the terms and conditions of a recommended offer by Elis to acquire the entire issued and to be issued share capital of Berendsen (the "**Transaction**"). The Transaction is being implemented by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

On 7 September 2017, Berendsen announced that the High Court of Justice in England and Wales had sanctioned the Scheme at the Court Hearing held earlier that day.

Berendsen is pleased to announce that, following the delivery of the Court Order to the Registrar of Companies today, the Scheme has now become Effective in accordance with its terms and all of the Scheme Shares are now owned by Elis.

Settlement of Offer Consideration

Scheme Shareholders on the register of members of Berendsen at the Scheme Record Time, being 6.00 p.m. (London time) on 8 September 2017, will receive £5.40 in cash and 0.403 New Elis Shares for each Scheme Share held (being the Offer Consideration) subject to valid elections (if applicable) made pursuant to the Mix and Match Facility.

As set out in the scheme document dated 28 July 2017 (the "**Scheme Document**"):

- for Berendsen Shareholders who held their Scheme Shares in uncertificated form, the Elis CDIs in respect of the New Elis Shares to which such shareholders are entitled will be credited to their CREST account; and
- for Berendsen Shareholders who hold their Scheme Shares in certificated form, the Elis CDIs in respect of the New Elis Shares to which such shareholders are entitled will be issued to the Computershare Nominee to be held on behalf of such shareholders, unless any such shareholder has voluntarily opted out of the CSN Facility or is ineligible to participate in the CSN Facility.

Settlement of the share consideration component of the Offer Consideration to which Scheme Shareholders are entitled pursuant to the Scheme will be effected within 14 days of this announcement (the "**Announcement**"). The Computershare Nominee will also send to Scheme

Shareholders participating in the CSN Facility a CSN Facility Statement within 14 days of this Announcement.

Cash consideration to which Scheme Shareholders are entitled under the Transaction (including amounts due in respect of fractional entitlements) will be settled via CREST (for uncertificated Scheme Shareholders) or by cheque (for certificated Scheme Shareholders) within 14 days of this Announcement.

As set out in the Scheme Document, Elis has arranged for a Dealing Facility to be made available until 20 December 2017 to enable eligible Berendsen Shareholders to sell all (but not part only) of their New Elis Shares. The Dealing Facility will not be available to persons who receive interests in New Elis Shares outside the CSN Facility and will therefore not be available to Berendsen Shareholders who hold their Berendsen Shares in uncertificated form immediately prior to the Scheme Record Time or any Berendsen Shareholders who hold their Berendsen Shares in certificated form immediately prior to the Scheme Record Time and who opt out of the CSN Facility or are ineligible to participate in the CSN Facility.

The terms and conditions of the Dealing Facility and a Dealing Facility Election Form will be despatched to eligible Berendsen Shareholders within 14 days of this Announcement. Berendsen Shareholders who have not within 14 days of the Effective Date received the documentation relating to the Dealing Facility but believe that they may be entitled to participate in it with respect to their New Elis Shares should contact Computershare by phone at 0800 923 1539.

Results of the Mix and Match Facility

Valid Share Elections in respect of 65,442,096 Berendsen Shares, representing approximately 38 per cent. of the aggregate number of Scheme Shares, and valid Cash Elections in respect of 8,995,220 Berendsen Shares, representing approximately 5 per cent. of the aggregate number of Scheme Shares, were made by Berendsen Shareholders. The ability to satisfy Share Elections and Cash Elections was dependent upon other Berendsen Shareholders making offsetting elections.

Berendsen Shareholders who made valid Cash Elections have had such elections satisfied in full. For each Berendsen Share in respect of which a valid Cash Election has been made, the relevant Berendsen Shareholder will receive £7.37 in cash for every 0.403 of a New Elis Share foregone.

Berendsen Shareholders who made valid Share Elections have had such elections scaled down on a pro rata basis to approximately 18.8 per cent. For each Berendsen Share in respect of which a valid Share Election has been made and which has been satisfied, the relevant Berendsen Shareholder will receive approximately 0.295 New Elis Shares for every £5.40 in cash foregone. For each Berendsen Share in respect of which a valid Share Election has been made and which has not been satisfied due to scaling back, the relevant Berendsen Shareholder will receive the default Offer Consideration.

Berendsen Shareholders who did not make valid Cash Elections or Share Elections or who did not participate in the Mix and Match Facility will receive the default Offer Consideration.

Cancellation of listing, and trading in, Berendsen Shares

Applications have been made to the UK Listing Authority and the London Stock Exchange in relation to the cancellation of Berendsen Shares from the premium listing segment of the Official List and the cancellation of the admission to trading of Berendsen Shares on the London Stock Exchange's main market for listed securities which is expected to take place at 8.00 a.m. (London time) on 13 September 2017.

Board changes

As the Scheme has now become Effective, Berendsen announces that:

- James Drummond (Chief Executive Officer) has stepped down from the board of directors and as Chief Executive Officer;
- Kevin Quinn (Chief Financial Officer) has stepped down from the board of directors but remains with the Berendsen Group;
- Iain Ferguson CBE (Chairman), David Lowden (Senior Independent Director), Andrew Wood (Non-Executive Director), Maarit Aarni-Sirviö (Non-Executive Director) and Lucy Dimes (Non-Executive Director) have all tendered their resignations and stepped down from the board of directors; and
- Xavier Martiré (President of the Management Board of Elis) and Olivier Bizard (General Manager of Kennedy Hygiene Products, a subsidiary of Elis) have been appointed to the board of directors,

in each case, with immediate effect.

In accordance with Listing Rule 9.6.13R, Berendsen reports that, save for Xavier Martiré being a member of Management Board of Elis, there is no other information to disclose relating to Xavier Martiré and Olivier Bizard under Listing Rule 9.6.13R.

Capitalised terms used but not otherwise defined in this Announcement have the meanings given to them in the Scheme Document.

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Further information

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation, or the solicitation of an offer, to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Transaction or otherwise. The Transaction will be implemented solely pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Transaction. Any decision in respect of, or other response to, the Transaction should be made only on the basis of the information contained in the Scheme Document.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Important notices relating to the financial advisers

*Credit Suisse International ("**Credit Suisse**"), which is authorised by the Prudential Regulation Authority ("**PRA**") and regulated by the Financial Conduct Authority ("**FCA**") and the PRA in the United Kingdom, is acting as financial adviser exclusively for Berendsen and no one else in connection with the Transaction and the matters set out in this Announcement. Except for the responsibilities and liabilities, if any, which may be imposed on Credit Suisse by FSMA or the regulatory regime established thereunder, Credit Suisse will not be responsible to any person other than Berendsen for providing the protections afforded to clients of Credit Suisse, nor for providing advice in relation to the Transaction or any matter referred to herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with this Announcement, any statement contained herein or otherwise.*

*J.P. Morgan Limited, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised and regulated by the Financial Conduct Authority in the UK. J.P. Morgan Cazenove is acting exclusively as financial adviser to Berendsen and no one else in connection with the Transaction and will not regard any other person as its client in relation to the Transaction and will not be responsible to anyone other than Berendsen for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, or for providing advice in relation to the Transaction or any other matter referred to herein.*

HSBC Bank plc ("**HSBC**"), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting as financial adviser and corporate broker exclusively for Berendsen and for no one else in connection with the Transaction and will not be responsible to anyone other than Berendsen for providing the protections afforded to clients of HSBC nor for providing advice in relation to the Transaction or any other matters referred to herein.

In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice and Rule 14e-5 under the US Exchange Act, Credit Suisse, J.P. Morgan Limited and HSBC and their respective affiliates may continue to act as exempt principal traders in Berendsen Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, including Rule 14e-5 under the US Exchange Act. To the extent required to be disclosed in accordance with applicable regulatory requirements, information about any such purchases will be disclosed to the Panel by no later than 12 noon on the next "business day", as such term is defined in the Takeover Code, and will be available from any Regulatory Information Service, including the regulatory news service on the London Stock Exchange website (www.londonstockexchange.com).

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to Elis and no one else in connection with the Transaction and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in relation to the Transaction and matters referred to herein. Neither Lazard & Co., Limited nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard & Co., Limited in connection with the Transaction, this Announcement, any statement contained herein or otherwise.

Zaoui & Co Ltd ("**Zaoui & Co**") is authorised and regulated in the United Kingdom by the FCA. Zaoui & Co is acting exclusively as financial adviser for Elis and no one else in connection with the Transaction and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Zaoui & Co, nor for providing advice in relation to any matter referred to herein.

Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in France, by the Autorité de Contrôle Prudentiel et de Résolution. It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in France by the AMF. Details about the extent of its authorisation and regulation by BaFin, the Autorité de Contrôle Prudentiel et de Résolution and the AMF are available on request. Deutsche Bank is acting as financial adviser and corporate broker to Elis and no one else in connection with the Transaction or the contents of this Announcement and will not be responsible to anyone other than Elis for providing the protections afforded to clients of Deutsche Bank or for providing advice in relation to the Transaction or any other matters referred to herein.

In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice and Rule 14e-5 under the US Exchange Act, Deutsche Bank AG, London Branch and its affiliates may continue to act as exempt principal traders in Berendsen Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, including Rule 14e-5 under the US Exchange Act. To the extent required to be disclosed in accordance with applicable regulatory requirements, information about any such purchases will be disclosed to the Panel by no later than 12 noon on the next "business day", as such term is defined in the Takeover Code, and will be available from any Regulatory Information Service, including the regulatory news service on the London Stock Exchange website (www.londonstockexchange.com).

Cautionary note regarding forward-looking statements

This Announcement may contain certain "forward looking statements". All statements other than statements of historical fact included in any document may be forward looking statements. Forward looking statements also often use words such as "believe", "expect", "estimate", "intend", "anticipate" and words of a similar meaning. By their nature, forward looking statements involve risk and uncertainty that could cause actual results to differ materially from those suggested by them. Much of the risk and uncertainty relates to factors that are beyond the companies' abilities to control or estimate precisely, such as future market conditions and the behaviours of other market participants, and therefore undue reliance should not be placed on such statements which speak only as at the date of this document. Neither Berendsen nor Elis assumes any obligation to, and do not intend to, revise or update these forward looking statements, except as required pursuant to applicable law or regulation.

Overseas Shareholders

The release, publication or distribution of this Announcement in, into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement come should inform themselves about, and observe, any applicable restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of such jurisdictions.

The implications of the Transaction (including the right to make a Mix and Match Election and use the Dealing Facility) for Overseas Shareholders may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each Overseas Shareholder to satisfy itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This Announcement has been prepared for the purposes of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Overseas Shareholders should consult their own legal and tax advisers with regard to the legal and tax consequences of the Scheme to their particular circumstances.

All Berendsen Shareholders (including, without limitation, nominees, trustees or custodians) who would, or otherwise intend to, forward this Announcement to any jurisdiction outside the United Kingdom, should seek appropriate independent professional advice before taking any action.

Further information in relation to Overseas Shareholders (including Restricted Overseas Shareholders) is contained in paragraph 19 of Part 2 of the Scheme Document.

Note to US investors

The New Elis Shares have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Elis Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into the United States absent registration under the US Securities Act or an exemption therefrom. This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the New Elis Shares in any state of the United States in which such offer, solicitation or sale would be unlawful prior to qualification under the securities laws of any such state. The New Elis Shares are expected to be issued in the United States in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Berendsen shareholders (whether or not US persons) who are or will

be affiliates (within the meaning of the US Securities Act) of Elis prior to or after the date on which the Transaction becomes effective will be subject to certain restrictions on transfers of the New Elis Shares received pursuant to the Transaction. Otherwise, the New Elis Shares generally should not be treated as "restricted securities" within the meaning of Rule 144(a)(3) under the US Securities Act and persons who receive securities under the Transaction (other than "affiliates" as described in the paragraph below) may resell them without restriction under the US Securities Act. For a description of these and certain further restrictions on offers, sales and transfers of the New Elis Shares and the distribution of this document, and additional information applicable to US shareholders, see paragraph 19 of Part 2 of the Scheme Document.

Elis is organised under the laws of France and Berendsen is organised under the laws of England. Some or all of the officers and directors of Elis and Berendsen are residents of countries other than the United States. The significant majority of the assets of Elis and Berendsen are located outside the United States. As a result, it may not be possible to effect service of process within the United States upon Elis, Berendsen or any of their respective officers or directors, or to enforce outside the United States judgments obtained in US courts against Elis, Berendsen or any of their respective officers or directors, including, without limitation, judgments based upon the civil liability provisions of the US federal securities laws or the laws of any state or territory within the United States. It may not be possible to sue Elis or Berendsen or their respective officers or directors in a non-US court for violations of US securities laws. It may be difficult to compel Elis, Berendsen and their respective affiliates to subject themselves to the jurisdiction and judgment of a US court.

None of the New Elis Shares have been approved or disapproved by the SEC, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the fairness or merits of such securities or upon the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments.

Publication on website

A copy of this Announcement will be made available on Berendsen's website at www.berendsen.com and on Elis' website at www.corporate-elis.com by no later than 12 noon (London time) on the business day following this Announcement. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.