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**FOR IMMEDIATE RELEASE**

**31 August 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**

### **Results of Court Meeting and Berendsen General Meeting**

Berendsen plc announces that at the Court Meeting and the Berendsen General Meeting held earlier today in connection with the recommended offer made by Elis SA ("**Elis**") to acquire the entire issued and to be issued share capital of Berendsen (the "**Transaction**") to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"):

- the requisite majorities of Scheme Shareholders voted to approve the Scheme at the Court Meeting; and
- the requisite majority of Berendsen Shareholders voted to pass the Special Resolution to implement the Scheme, including the amendment of Berendsen's articles of association, at the Berendsen General Meeting.

Details of the resolutions passed are set out in the notices of the Court Meeting and Berendsen General Meeting contained in the scheme document published on 28 July 2017 in relation to the Transaction (the "**Scheme Document**").

### **Voting results of the Court Meeting**

The table below sets out the results of the poll at the Court Meeting. Each Scheme Shareholder, present in person or by proxy, was entitled to one vote per Scheme Share held at the Voting Record Time.

	<b>No. of Scheme Shares voted</b>	<b>% of Scheme Shares voted*</b>	<b>No. of Scheme Shareholders who voted (and %) **</b>	<b>No. of Scheme Shares voted as a % total Scheme Shares*</b>
<b>FOR</b>	74,449,013	99.95%	432 (95.15%)	43.45%
<b>AGAINST</b>	36,945	0.05%	24 (5.29%)	0.02%
<b>TOTAL</b>	74,485,958	100%	454	43.47%

\* Rounded to two decimal places.

*\*\* Two Scheme Shareholders submitted proxies with instructions for votes to be cast both in favour and against the resolution. As a result, the total number of Scheme Shareholders who voted is less than the total of the number of Scheme Shareholders who voted for and against the resolution. The percentage of Scheme Shareholders who voted for and the percentage of Scheme Shareholders who voted against the resolution have been calculated using the total number of Scheme Shareholders as shown in the table above.*

### **Voting results of the Berendsen General Meeting**

The table below sets out the results of the poll at the Berendsen General Meeting. Each Berendsen Shareholder, present in person or by proxy, was entitled to one vote per Berendsen Share held at the Voting Record Time.

<b>Special Resolution</b>	<b>FOR**</b>		<b>AGAINST</b>		<b>TOTAL</b>	<b>WITHHELD***</b>
	<b>No. of votes</b>	<b>% of votes*</b>	<b>No. of votes</b>	<b>% of votes*</b>	<b>No. of votes</b>	<b>No. of votes</b>
Approval of the implementation of the Scheme, including amendments to the Articles	74,449,177	99.97%	23,162	0.03%	74,472,339	601,781

*\* Rounded to two decimal places.*

*\*\* Includes discretionary votes.*

*\*\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Special Resolution.*

The total number of Berendsen Shares in issue at the Voting Record Time was 172,636,913 of which 1,291,621 were held by, or by a nominee on behalf of, the EBT and are excluded from the Scheme. Consequently, the total voting rights in Berendsen at the Voting Record Time were 172,636,913 and the total number of Scheme Shares were 171,345,292.

### **Effective Date and Timetable**

The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions set out in the Scheme Document, including the Court sanctioning the Scheme at the Court Hearing, which is expected to be held on 7 September 2017.

Subject to the Scheme receiving the sanction of the Court on that date and the Court Order being delivered to the Registrar of Companies, the Scheme is expected to become effective on 12 September 2017.

An application will be made to suspend the dealing of Berendsen Shares, which is expected to take place at 7.30 a.m. (London time) on 11 September 2017. An application will also be made to the UK Listing Authority for the cancellation of Berendsen Shares on the premium listing segment of the Official List and to the London Stock Exchange for the cancellation of trading of Berendsen Shares on the main market for listed securities. Such cancellations are expected to occur at 8.00 a.m. (London time) on 13 September 2017.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 1 and 2 of the Scheme Document. If any of the dates and/or times in the expected timetable change, the revised dates and/or times will be notified by announcement through a Regulatory Information Service.

A copy of the Special Resolution passed at the Berendsen General Meeting will be submitted today to the National Storage Mechanism and will be available for inspection at <http://www.morningstar.co.uk/uk/NSM>.

Capitalised terms used but not otherwise defined in this announcement (the "**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](http://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.*

## **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

## **Rounding**

*Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of figures that precede them.*

## **Publication on website**

*A copy of this Announcement will be made available on Berendsen's website at [www.berendsen.com](http://www.berendsen.com) and on Elis' website at [www.corporate-elis.com](http://www.corporate-elis.com) by no later than 12 noon (London time) on 1 September 2017. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.*