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W E N D E L

PRESS RELEASE, OCTOBER 29, 2018

Wendel sells 4.73% of Bureau Veritas' share capital

- **Wendel raises additional resources ahead of new investment opportunities to arise from a repricing of market multiples.**
- **Doing so Wendel slightly decreases Bureau Veritas' weighting in its portfolio.**
- **Bureau Veritas' free float will increase to c. 62%.**
- **Wendel will retain control of bureau Veritas (c. 35.8%¹ of shares and 51.9%¹ of voting rights), a core holding in its portfolio and will support the company's growth.**

Wendel announces its intention to sell 4.73% of Bureau Veritas' share capital. Following the transaction, Wendel will hold c. 35.8%¹ of Bureau Veritas' share capital and 51.9%¹ of its voting rights. The sale will result in an important increase in Bureau Veritas' free float and will improve the liquidity of its shares whilst allowing Wendel to remain Bureau Veritas' majority shareholder.

André François-Poncet, Wendel's Group CEO, said: "With this transaction we adjust our market exposure whilst remaining the Bureau Veritas' majority shareholder. Bureau Veritas is a world leader in testing and certification services which has demonstrated exceptional resilience and an ability to grow in its chosen priority markets. We reaffirm our support to Bureau Veritas' strategy. Proceeds from the share sale will provide Wendel further means to grow its portfolio over the long-term focusing on high-quality assets which we expect will be priced more attractively."

The TIC (Testing, Inspection and Certification) market benefits from strong fundamental and long-term growth trends such as new regulations, increasing demand for security and traceability, ageing industrial assets and corporate brand and image protection. Bureau Veritas is ideally positioned to continue to benefit from the increasing outsourcing of the TIC market and from ongoing consolidation in a sector which remains largely fragmented.

The group is building a solid momentum in the transformation of Bureau Veritas and towards delivering its 2020 ambition. The diversification of its portfolio through the Growth Initiatives and Bureau Veritas' enhanced resilience are paying off as demonstrated by the step-up in organic growth since the start of the year.

The 20,920,503 Bureau Veritas shares (the "**Shares**") will be offered in a private placement to be executed through an accelerated bookbuilding process (the "**Placement**").

¹ Net of Treasury Shares

Final terms of the Placement will be determined following the completion of the bookbuilding process, which will begin immediately.

The Placement will target institutional investors in France and in certain countries outside of France.

The Placement of the Shares will be carried-out by Goldman Sachs as sole bookrunner.

Wendel has entered into a six-month lockup, subject to certain customary exceptions.

This press release does not constitute an offer to sell nor the solicitation of an offer to purchase for securities of Bureau Veritas or Wendel, and the placement of Bureau Veritas shares does not constitute a public offering in any country, including France.

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With respect to member states of the European Economic Area ("EEA") which have implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken and will be undertaken to make an offer to the public of the shares requiring a publication of a prospectus in any Member State. As a result, the shares may only be offered in Member States:

- a) to "qualified investors" within the meaning of the Prospectus Directive ("Qualified Investors") or
- b) in circumstances falling within Article 3(2) of the Prospectus Directive.

and provided that no such offer of shares referred to in (a) to (b) above shall require Wendel or the [Joint Bookrunners] to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For these purposes, as defined in the Prospectus Directive, (i) the expression an "offer to the public of the shares" in a relevant Member State, which has implemented the Prospectus Directive (as defined below), means any communication in any form and by any means of sufficient information on the terms of the offer of the shares to be offered, so as to enable an investor to decide, as the case may be, to purchase the shares, as the same may be varied in that Member State, (ii) the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto), and includes any relevant implementing measure in the Relevant Member State.

France

The shares have not been and will not be offered or sold, directly or indirectly, to the public in France. The shares will be offered or sold in France only to (x) persons providing investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*), and/or (y) qualified investors (*investisseurs qualifiés*) acting for their own account, with the meanings ascribed to them in, and in accordance with, Articles L. 411-1, L. 411-2 and D. 411-1 of the French *Code monétaire et financier* and applicable regulations thereunder.

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In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

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Agenda

11.29.2018

2018 Investor Day / Publication of NAV and trading update (pre-market release).

03.21.2019

2018 Full-Year Results / Publication of NAV as of December 31, 2018 (pre-market release).

05.16.2019

2019 Annual General Meeting / Publication of NAV as of March 31, 2019 and Q1 trading update (pre-market release).

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe, North America and Africa in companies which are leaders in their field, such as Bureau Veritas, Saint-Gobain, Cromology, Stahl, IHS, Constantia Flexibles and Allied Universal. Wendel plays an active role as a controlling or lead shareholder in these companies. We implement long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel is also a shareholder of Nippon Oil Pump in Japan, PlaYce and Tsebo in Africa.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB-, stable outlook – Short-term: A-3 since July 7, 2014

Moody's ratings: Long-term: Baa2, stable outlook – Short-term: P-2 since September 5, 2018

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.



For more information:

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