

Press release

Paris, 12 July 2017

Direct Energie successfully raises €130 million pursuant to its capital increase by private placement

Direct Energie has set the final terms and conditions of the capital increase without preferential subscription rights by private placement through accelerated bookbuilding launched yesterday of 2,626,262 new shares of nominal value €0.10 each, representing 6.3% of its share capital before the capital increase¹, at a subscription price of €49.50 per share, i.e. a discount of 6.6% to the volume weighted average price (VWAP) of 11 July 2017. The gross proceeds of the share capital increase amount to €130 million after exercise in full of the extension clause, reflecting the strong interest coming from French and international investors with an order book largely oversubscribed.

The capital increase launched yesterday, mainly aimed at financing part of the acquisition of Quadran, will also allow Direct Energie to both strengthen its financial structure post-acquisition in a context of strong commercial growth and to increase its flexibility in a rapidly developing sector.

Historical Direct Energie shareholders Impala, AMS Industries and Luxempart, which hold respectively 34.4%, 19.3% and 10.0% of the share capital of the company, subscribed for an aggregate amount of €30.0m. Impala has subscribed 303,030 new ordinary shares in the share capital increase and will hold 33.1% of the share capital of Direct Energie upon completion of the transaction. AMS Industries has subscribed 202,020 new ordinary shares in the share capital increase and will hold 18.6% of the share capital of Direct Energie upon completion of the transaction. Luxempart has subscribed 101,010 new ordinary shares in the share capital increase and will hold 9.6% of the share capital of Direct Energie upon completion of the transaction.

Mr. Xavier Caïtucoli, Chief Executive Officer and Chairman of Direct Energie, has subscribed for a total amount of €2.0m, 40,404 new ordinary shares in the share capital increase via its holding company Crescendix and will hold, directly or indirectly, 3.6% of the share capital of Direct Energie upon completion of the transaction.

The settlement-delivery and the admission of the new shares on Euronext Paris (on the same line as Direct Energie's existing shares (ISIN Code FR0004191674), with which they will be fully assimilated) should occur on 17 July 2017.

Post capital increase, the share capital of Direct Energie will amount to €4,455,245.60, divided into 44,552,456 shares of nominal value €0.10 each.

Direct Energie has agreed a lock-up on the shares of the Company, for a period of 180 calendar days subject to certain usual exceptions. Impala, AMS Industries, Luxempart, EBM Trirhena AG (shareholder owning 9.9% of the share capital) and Crescendix, Mr. Xavier Caïtucoli's holding company, have agreed a lock-up on the shares of the Company for a period of 90 calendar days subject to certain exceptions.

¹ Based on 41,926,194 shares making up the share capital on the date thereto



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For information purposes only, a shareholder who held 1% of the share capital of Direct Energie before the issuance of the new ordinary shares would hold 0.94% of Direct Energie's share capital upon completion of the transaction, in case of non-subscription to the transaction.

BNP Paribas acted as Sole Lead Manager and Sole Bookrunner of the capital increase. CM-CIC Market Solutions acted as Co-Lead Manager.

Public information

The transaction is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (AMF). Detailed information on Direct Energie, including its business, results, perspectives and related risk factors appear in the Company's reference document in the French language registered by the AMF on 16th May 2017 under number R.17-0044, which is available together with all the press releases and other regulated information about the Company, at the Company's website (<https://www.direct-energie.com>). Direct Energie draws investors' attention to the risk factors included in Chapter 2 of 2016 Registration Document. If one or more of such risks were to materialize, this could have a material adverse effect on the business, financial condition or results of Direct Energie or on its ability to meet its targets.

Next publication:

Revenue and results of the first half of 2017: 27 September 2017 after trading

ISIN code: FR0004191674/Ticker symbol: DIREN/Euronext Paris, Compartment A

About Direct Energie

The Direct Energie Group is France's third-largest electricity and gas provider. It has already acquired and earned the trust of more than 2.2 million residential and professional customer sites in France and Belgium (under the Poweo brand). As an integrated energy group, Direct Energie produces and supplies electricity and gas, and offers energy services to customers. Direct Energie's success has been underpinned for more than 14 years by its technical expertise, excellent customer relationships and capacity for innovation.

In 2016, the Group generated consolidated revenues of €1,692.4 million and delivered 19.8 TWh of energy.

For more information, visit our website: www.direct-energie.com



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Pursuant to the commission implementing regulation (EU) No 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the authorized broadcaster of Direct Energie on 12 July 2017 at 8.00am CET.



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