



Creator of innovative flexible composite materials

SERGEFERRARI GROUP LAUNCHES ITS INITIAL PUBLIC OFFERING ON EURONEXT'S REGULATED MARKET IN PARIS

- **A PUBLIC OFFERING FOR A MAXIMUM AMOUNT OF €39.9M**
- **AND A €5M RESERVED ISSUANCE FOR CM-CIC INVESTISSEMENT AT THE OFFER PRICE**
- **INDICATIVE PRICE RANGE: BETWEEN €10.96 AND €13.38 PER SHARE**
- **PLACEMENT PERIOD: 4 TO 18 JUNE 2014**

Paris, 4 June 2014. The SergeFerrari Group announces the launch of its initial public offering with a view to admission to trading of its shares on Euronext's regulated market in Paris.

On 3 June 2014, the French financial markets authority "Autorité des marchés financiers (AMF)" granted visa no. 14-263 to the Prospectus for the initial public offering of SergeFerrari Group shares, comprising a Base Document with the number I.14-032 dated 20 May 2014 and a Securities Note (including a Prospectus Summary).

AN INTERNATIONAL GROUP POSITIONED ON A WORLDWIDE INNOVATIVE FLEXIBLE COMPOSITE MATERIALS MARKET ESTIMATED AT 3.1 BILLION EUROS

As a family business set up in 1973, Serge Ferrari designs, manufactures and distributes innovative flexible composite materials delivered on reels and used by manufacturers and professionals for a wide variety of applications.

Present 80 countries, Serge Ferrari occupies the position of international technological leader on a global market estimated by the company at 3.1 billion euros. The unique characteristics of its products are used in 3 application sectors:

- **Innovative composite materials for architecture:** tensile roofs, solar protection and microclimatic façades, acoustic solutions, watertight undercover screens.
- **Speciality composite materials for professionals:** light modular structures for industry, environmental protection, bioenergy and security, visual communication.
- **Innovative composite canvases "consumers":** indoor and outdoor furniture, yachting, solar protection.

One of Serge Ferrari's major competitive advantages is its unique technology, Précontraint[®], and its proprietary know-how: the materials have unique properties, in terms of strength, dimensional stability and lightness, and even acoustic protection and resistance to luminosity and UV. These decisive advantages have enabled Serge Ferrari to occupy a prime position on a global level.

In 2013, Serge Ferrari achieved a consolidated turnover of €139.6m, 75% of which came from outside France. Serge Ferrari has four sales subsidiaries in the United States, Japan, Hong Kong and Brazil, five branch offices in Spain, Turkey, China, Singapore and Dubai, as well as a solid network of more than 100 distributors worldwide.





DEVELOPMENT OF ORGANIC GROWTH WITH THE AIM OF ACHIEVING TURNOVER OF €215M BY 2018

On the strength of its history of profitable growth and a third 1 (January to April) 2014 slightly growing compared to the third 1 2013, Serge Ferrari aims to achieve turnover of €215m by 2018 and produce an adjusted EBITDA margin (*) in the order of 15% of its turnover. Achieving this objective depends on three key drivers:

- With a strong international presence already, Serge Ferrari intends to take full advantage of the growth in its global market estimated at 5.7% per annum between 2014 and 2018. The Group is therefore aiming for growth of around 7% per annum in the Wide Europe zone (Europe excluding France: Italy, Spain, Portugal and Switzerland) and nearly 17% per annum in the rest of the world, with the objective of achieving nearly 40% of its sales there in 2018 (in contrast to 24% in 2013).
- The Group is to continue to invest an annual budget in the order of €4.5m on research and development, to maintain its technological leadership and open up new fields of application thanks to the innovative and highly technical nature of its products.
- The initiatives undertaken during the last 3 years to structure the Group on an organisational, industrial and commercial level will enable Serge Ferrari to increase profitability and optimise its operating WCR.

A CAPITAL INCREASE TO STRENGTHEN THE GROUP'S POSITION AS A KEY PLAYER IN THE FIELD OF FLEXIBLE COMPOSITE MATERIALS

As part of its accelerated growth plan, Serge Ferrari plans to invest around €100m between 2014 and 2018. The capital increase undertaken as part of the initial public offering and reserved capital increases are intended to contribute to the financing of this development plan in conjunction with the self-financing undertaken by the Group. As part of the reserved capital increases, CM-CIC Investissement is committed to subscribing around €5m based on the offer price, and a maximum of 145,000 shares are to be issued as part of the capital increase reserved for employees.

The funds raised by these capital increases are to be allocated to Serge Ferrari's international expansion:

- 35% of the funds raised are to be spent on commercial development (increased demand for working capital, expansion of sales teams, strengthening of existing locations).
- 25% is destined for investment in innovation (R&D).
- 40% is destined for investment in industrial facilities (capex): around 15% is to be spent on investment in breakthrough technologies and around 25% on investment in technological replacement and adaptation.

Lastly, the Group's development plan may a priori be driven by organic growth, but Serge Ferrari is not ruling out any opportunities for external growth that may arise or acquiring or developing new (green field) locations outside Europe.

(*)Adjusted EBITDA: EBIT +/- variation of amortisations and provisions +/- other profits and charges + contribution for value added "cotisation sur la valeur ajoutée des entreprises (CVAE)"





TERMS OF THE OFFERING

Share codes

Reference: Serge Ferrari Group

ISIN Code: FR0011950682

Mnemonic Code: SEFER

ICB classification: 2353 Building Material & Fixtures

Listing place: Euronext Paris Segment B or C depending on the final offer price

Share capital prior to the deal

Limited company with share capital of €3,469,380 divided into 8,673,450 shares.

Indicative price range

Between €10.96 and €13.38 per share offered.

Number of shares offered

2,465,079 new shares to be issued as part of a capital increase in cash, which may be extended to a maximum of 3,165,572 new shares in case of full exercise of the extension clause and over-allotment option.

Reserved issuance

- CM-CIC Investissement subscription commitment: around €5m representing a maximum number of 456,204 new shares (based on the lower limit of the indicative price range).
- A maximum of 145,000 shares to be issued as part of the capital increase reserved for employees.

Gross value of the deal

Around €36.4m based on a price set at the midpoint of the indicative price range of the offering, i.e. €12.17, which may be extended to around €44.9m in case of full exercise of the extension clause and over-allotment option.

Structure of the offering

Shares are expected to be distributed as part of a global offering (the "Offering"), comprising:

- A public offering in France carried out in the form of an open price offer "Offre à Prix Ouvert (OPO)", principally to natural persons.
- A global placement principally aimed at institutional investors in France and abroad.

If the demand expressed as part of the OPO permits, the number of new shares allocated in response to orders issued in this context will be at least equal to 10% of the total number of shares offered, excluding those issued as part of any exercise of the extension clause and before any exercise of the over-allotment option.





Commitment to subscription, commitment to abstention of the company and commitment of the shareholders to retain shares

- Romain Ferrari's commitment to subscription of around €0.2m.
- Commitment to abstention of the company: 180 days.
- Commitment of Serge Ferrari's main shareholders to retain shares: 180 days for 100% of their shares, 270 days for 80% of their shares and 360 days for 60% of their shares.
- CM-CIC Investissement's commitment to retain shares (for shares held prior to the deal): 180 days for 100% of their shares

DEAL SCHEDULE

03 June 2014	AMF approval of the prospectus
04 June 2014	Start of book building
18 June 2014	End of book building
19 June 2014	Pricing
24 June 2014	Settlement-delivery
25 June 2014	Start of trading
18 July 2014	Greenshoe exercise deadline

TERMS OF SUBSCRIPTION

Persons wishing to participate in the OPO should place their orders with a financial intermediary authorised in France, at the latest by 18 June 2014 at 5pm (Paris time) for over-the-counter subscriptions and 8pm (Paris time) for Internet subscriptions.

To be considered, the orders issued as part of the global placement should be received by the Joint Lead-Managers – Joint Bookrunners at the latest by 18 June 2014 at 5pm (Paris time).

FINANCIAL INTERMEDIARIES

CM=CIC Securities

Joint Lead-Managers and Joint Bookrunners



Allegra finance

Company's advisor

AVAILABILITY OF THE PROSPECTUS

Copies of the Prospectus, granted visa number 14-263 on 3 June 2014 under by the AMF, comprising a Base Document recorded on 20 May 2014 under the number I.14-032 and a Securities Note (including a Prospectus Summary) are available free of charge on request from Serge Ferrari, via the Serge Ferrari website (www.sergeferraribourse.com) and from the AMF (www.amf-france.org).

This document must not be published, distributed or circulated directly or indirectly in the United States, Canada, Australia or Japan





RISK FACTORS

We would like to draw the public's attention to chapter 4 of the Base Document "Risk factors" registered on 20 May 2014 with number I.14-032 and chapter 2 of the Securities Note "Risk factors linked to the offering" granted visa number 14-263 on 3 June 2014.

Full details can be found at www.sergeferraribourse.com

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About Serge Ferrari

Serge Ferrari Group designs, makes and distributes high-tech eco-responsible flexible composite materials in a global market with an estimated medium-term value of €31 billion. The unique characteristics of these products make them ideal for technical applications in three fields: architecture, specialties for industry professionals, and composite membranes for the consumer market. The Group's principal competitive advantage lies in its differentiating technology – Précontraint® - and its associated proprietary industrial know-how. The Group has three production sites: one in France and two in Switzerland. Serge Ferrari is present in 80 countries through four subsidiaries (in the US, Japan, Hong Kong, Brazil), 5 representative offices (in Spain, Turkey, China, Singapore and Dubai) and a network of more than 100 distributors. At the end of 2013, Serge Ferrari posted consolidated revenue of €139.6 million of which 75% was achieved outside France, with 585 employees.





Important notice

This press release and the information that it contains do not amount to an offer to purchase or subscribe or to a solicitation to invest in or subscribe to shares in the SergeFerrari Group in any country. No shares have been or shall be offered in France prior to obtaining the approval of the French Financial Markets Authority (the "AMF") regarding a prospectus that consists of the Base Document ("document de base") that is the subject of this press release and an offering circular that will be submitted to the AMF at a later date. The dissemination, publication or distribution of this release in certain countries may amount to a breach of the legal and regulatory provisions in effect. As a result, persons who are physically present in such countries in which this release is disseminated, distributed or published must enquire about these potential local restrictions and comply with them.

Specifically:

This press release does not amount to an offer to purchase or subscribe or to a solicitation to invest in or subscribe to shares in the SergeFerrari Group in the United States of America. Transferable securities in the Serge Ferrari Group cannot be offered or sold in the United States of America, in the absence of registration or a registration exemption, as provided for by the United States Securities Act, as amended (the "Securities Act"). Transferable securities in the SergeFerrari Group have not been and shall not be registered under the Securities Act, and the Serge Ferrari Group does not intend to launch any kind of public offering for its shares in the United States of America.

This release is a promotional communication but is not a prospectus within the meaning of Directive 2003/71/EC issued by the European Parliament and Council on 4 November 2003, as amended (as transposed, where applicable, in each European Economic Area Member State) (the "Prospectus Directive").

In the case of European Economic Area Member States that have transposed the Prospectus Directive (a "Concerned Member State"), no measures have been undertaken or shall be undertaken in order to enable a public offering of transferable securities that requires the publication of a prospectus in any of these Concerned Member States other than France. As a result, shares in the Company can and may be offered in these Concerned Member States only (i) to qualified investors, as defined in the Prospectus Directive; (ii) to less than 100 or, if the Concerned Member State has transposed the appropriate provisions of the Amending Prospectus Directive, 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as allowed under the Prospectus Directive; or (iii) under any other circumstances that do not require the Company to publish a prospectus in accordance with Article 3.2 of the Prospectus Directive and/or with the regulations applicable in the Concerned Member States; and on condition that none of the offerings mentioned in Paragraphs (i) to (iii) above requires the Company to publish a prospectus in accordance with the provisions of Article 3 of the Prospectus Directive, or an addition to the prospectus in accordance with the provisions of Article 16 of the Prospectus Directive.

For the purposes of this notice, the terms "public offering" regarding shares in the Company in any Concerned Member State means the disclosure, in any form and by any means, of sufficient information regarding the terms of the offering and the shares to be offered to enable an investor to decide whether or not to invest in the Company's shares, as potentially amended by the Concerned Member State via any measure transposing the Prospectus Directive in that Member State.

This release does not contain, and does not amount to, an invitation, encouragement or incentive to invest. This release is solely intended for persons (i) who are not in the United Kingdom; (ii) who are investment professionals who comply with the provisions of Article 19.5 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) ("the Order"); (iii) who are persons complying with the provisions of Article 49.2.a to d (high net worth companies and unincorporated associations, etc.) of the Order; or (iv) to whom an invitation or incentive to perform an investment transaction (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in the context of the issuance or sale of transferable securities could be legally communicated or have the effect of being communicated (the persons mentioned at (i), (ii), (iii) and (iv) being jointly designated as "Authorised Persons"). This release must not be used or relied upon by non-authorised persons. Any investment or any investment activity relating to this press release is reserved for Authorised Persons and can only be performed by Authorised Persons.

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