

## PRESS RELEASE

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Saint-Aunès, 30 September 2016

### **Major success of the public offering Oversubscribed 2.18 times More than €98.2m in subscription requests**

Orchestra-Prémaman announces the major success of a fixed-price public offering and a private placement primarily involving institutional investors in France and abroad.

The overall offering came to 6,280,460 shares including 98.95% under the private placement and 1.05% under the fixed-price public offering (i.e. a subscription rate of 2.18 times the offer before full exercise of the extension clause and the overallocation option) i.e. a total of approximately €98.2 million.

#### **More than €36.6m in subscription requests from abroad**

Beyond the high level of subscription requests from French institutional investors (requests totalling over €60.6m), this success was driven by the interest from international investors, which requested over €36.6m.

Requests from individuals totalled around €1m. A1 and A2 orders will be 100% honoured.

#### **€34.5m raised after the extension clause was exercised**

Meeting today, the Orchestra-Prémaman Board of Directors confirmed the successful completion of the transaction and resolved, given the number of requests submitted by investors, to fully exercise the extension clause and to issue a total of 2,204,474 additional new shares at €15.65 per share. Orchestra-Prémaman will therefore raise about €34.5 million.

At the conclusion of this transaction and prior to the potential exercise of the overallocation option, the capital stock of Orchestra-Prémaman stood at €21,848,926.80 made up of 18,207,439 shares. The Board of Directors will meet once again at the end of the stabilisation period and, based on the outcome thereof, will rule on the potential exercise of the overallocation option.

Furthermore, alongside the issue of new shares, Yeled Invest, the Orchestra-Prémaman majority shareholder, plans to sell all of the shares to which it had committed selling, i.e. 1,885,782 shares at the same price (€15.65 per share), i.e. a total of approximately €29.5 million.

#### **ORCHESTRA-PREMAMAN**

A public limited company with capital of €19,203,558  
Head office: 200 avenue des Tamaris, Zac Saint Antoine, 34130 Saint-Aunès.  
398 471 565 in the Montpellier Trade and Companies Register

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### Significant increase in the free-float portion

This transaction will result in a significant increase in the free-float portion of the Company's capital, from 1.84% to 21.35%, before the potential exercise of the overallocation option.

The capital increase will strengthen the Company's financial structure and increase its financial flexibility by shoring up its equity capital. Moreover, around 50% of the net proceeds from the issue of the new shares will be allocated to accelerating the Group's organic growth in France and abroad.

Settlement-delivery is scheduled for 4 October 2016.

The new shares will be eligible for dividends and will be fungible with existing Orchestra-Prémaman shares. They will be traded under the same ISIN code as the existing shares (ISIN FR0013190410) starting on 5 October 2016.

Trading in the shares on Euronext Paris has been suspended since 16 September 2016 and will resume on 5 October 2016.

Pierre Mestre, Chairman of Orchestra, commented on the success of the transaction: *"I would like to thank all of the shareholders who contributed to the success of this transaction, both in France and abroad. Thanks to their confidence, we now have the resources available to us to serve our ambitions of building a global leader in childcare products. The success of this transaction, with the increase in our free-float, will also be the starting point for our Group's new equity market story. There again, we fully intend to maximise our success, drawing on our solid growth outlook."*

### PARTNERS FOR THE OPERATION



**Conseil**



**Chef de File et Teneur de Livres**



**Communication Financière**



**Conseil Juridique**

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### **AVAILABILITY OF THE PROSPECTUS**

Copies of the Prospectus approved on 15 September 2016 under No. 16-435 by the French Financial Markets Authority (AMF) are available free of charge from the head offices of Orchestra-Prémaman, 200, avenue des Tamaris, ZAC Saint Antoine, 34130 Saint-Aunès, France, at the Company's website ([www.orchestra-kazibao.com](http://www.orchestra-kazibao.com)), at the AMF web site ([www.amf-france.org](http://www.amf-france.org)), from Louis Capital Markets, mandated lead arranger and bookrunner, and from Midcap Partners, the financial advisor for the transaction.

### **RISK FACTORS**

Before making a decision to invest, investors are urged to carefully consider the potential risks described in Chapter 4 "Risk Factors" of the Registration Document and in Chapter 2 "Risk factors related to the Offering" in the offering circular.

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### **ABOUT ORCHESTRA-PREMAMAN**

The Orchestra-Prémaman Group specialises in the creation, manufacture, purchase and sale of all products related to children's clothing and childcare products. The Group's product range currently comprises clothing and footwear for children aged 0 to 14 years, maternity fashion and childcare products. Since 2012, Orchestra-Prémaman has become a major player on the European childcare products market, in particular due to external growth operations, such as the acquisition of the Prémaman Group and Baby 2000. This strategy of growth and development in childcare products follows on the success of the first megastore opened in Saint-Aunès, a store concept offering an entire world revolving around babies. Having increased its presence internationally, the Group now operates in 38 countries.

Orchestra-Prémaman is listed on Euronext (compartment B) - ISIN code: FR0013190410.

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### **Person responsible for financial reporting**

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### **Warning**

*This announcement is solely an advertisement and does not constitute a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of November 4th, 2003 (the "Prospectus Directive"), as amended, to the extent such Directive has been transposed in the relevant Member State of the European Economic Area. Investors should not purchase or subscribe for any securities referred to in this announcement except on the basis of information contained in a Prospectus which has been granted a visa from the Autorité des marchés financiers and published by the Company in connection with the offering of such securities.*

*This announcement does not contain or constitute an offer of, or the solicitation of an offer to buy [or subscribe] for, securities to any person in Australia, Canada, Japan or the United States or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the "Securities Act") or another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. The offer and sale of the securities referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of the securities in the United States.*

*With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State, other than France. As a result, the new or existing shares of the Company may not be offered or will not be offered in any Relevant Member State other than France, except, (i) to any legal entity which is a qualified investor as defined under the Prospectus Directive; (ii) to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of Directive 2010/73/EU, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) as permitted under the Prospectus Directive; or in any other circumstances not requiring the Company to publish a prospectus as provided under Article 3(2) of the Prospectus Directive and/or regulations applicable in this Relevant Member State, provided that no such offer of new or existing shares of the Company shall result in a requirement for the Company 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 the purposes of this provision, the expression an "offer to the public" in relation to the new or existing shares of the Company in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the new or existing shares of the Company to be offered so as to enable an investor to decide to purchase the new or existing shares of the Company, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.*

*In the United Kingdom, this document does not constitute an approved prospectus for the purpose of and as defined in section 85 of the Financial Services and Markets Act 2000 (as amended) (the "FSMA"), has not been prepared in accordance with the Prospectus Rules issued by the UK Financial Conduct Authority (the "FCA") pursuant to section 73A of the FSMA and has not been approved by or filed with the FCA or any other authority which would be a competent authority for the purposes of the Prospectus Directive. The new and*

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*existing shares in the Company may not be offered or sold and will not be offered or sold to the public in the United Kingdom (within the meaning of sections 85 and 102B of the FSMA) save in the circumstances where it is to be lawful to do so without an approved prospectus (within the meaning of section 85 of the FSMA) being made available to the public before Non-certified translation from French to English for information purposes only The information contained herein is not for release, publication or distribution, directly or indirectly, in or into Australia, Canada, Japan or the United States. ORCHESTRA-PREMAMAN Public limited company with share capital of €19,203,558 Registered office: 200, avenue des Tamaris, ZAC Saint Antoine, 34130 Saint-Aunès, France Montpellier Trade and Companies Register no. 398 471 565 the offer is made. This announcement, insofar as it constitutes an invitation or inducement to participate in the offering, is only being distributed to and only directed at (1) persons who have professional experience in matters related to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or high net worth entities falling within Article 49(2)(a)-(d) of the Order or (2) persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with, relevant persons.*

*In connection with the Offering, Louis Capital Markets (or persons acting on its behalf) may, to the extent permitted by applicable law, for a period of 30 calendar days, effect transactions that stabilise or maintain the market price of the Shares at a level higher above those which might otherwise prevail in the open market of Euronext in Paris. There is no assurance that such stabilisation will be undertaken and, if it is undertaken, it may be discontinued at any time. Any stabilizing action may affect the price of Orchestra-Prémaman's shares and could result in market prices for the shares higher than those which might otherwise prevail.*

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