



Figeac, 11 October 2017

*This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.*

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of FIGEAC AÉRO mentioned herein have not been and are not being registered under the U.S. Securities Act and FIGEAC AÉRO does not intend to make a public offer of its securities in the United States or any other jurisdiction.*

## **SUCCESS OF THE OFFERING OF NET SHARE SETTLED BONDS CONVERTIBLE INTO NEW SHARES AND/OR EXCHANGEABLE FOR EXISTING SHARES (ORNANES) IN A NOMINAL AMOUNT OF APPROXIMATELY €100 MILLION**

FIGEAC AÉRO (the "Company") has successfully completed today an offering by way of private placement of ORNANES due 18 October 2022 (the "Bonds") in a nominal amount of approximately €100 million, placed to qualified institutional investors only.

The net proceeds of the issuance of the Bonds will allow the Company to continue both its organic and external growth strategy and to diversify its financing sources.

The nominal value per Bond has been set at €25.72, representing a premium of 30% over the Company's reference share price<sup>1</sup> on the regulated market of Euronext in Paris ("Euronext Paris"). The offering represents a dilution of 12.2% of the Company's current share capital.

The Bonds will bear interest at an annual nominal rate of 1.125%, payable semi-annually in arrear on 18 April and 18 October of each year (or on the following business day if that day is not a business day), beginning on 18 April 2018 (the first payment will be calculated on a *pro rata temporis* basis).

The Bonds will be issued at par on 18 October 2017, the settlement and delivery date, and will mature and be redeemed at par on 18 October 2022 (or on the following business day if that day is not a business day).

The Bonds give right to the issuance of new shares and/or the delivery of existing shares at any time from the issue date until the 25<sup>th</sup> trading day (exclusive) before 18 October 2022.

<sup>1</sup> The reference share price shall be the volume-weighted average price (VWAP) of the Company's shares quoted on Euronext Paris between the opening and the closing of trading on 11 October 2017.

*This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.*

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of FIGEAC AÉRO mentioned herein have not been and are not being registered under the U.S. Securities Act and FIGEAC AÉRO does not intend to make a public offer of its securities in the United States or any other jurisdiction.*

In the context of this offering, the Company and Mr. Jean-Claude Maillard have undertaken to a lock-up agreement ending 90 calendar days after the settlement and delivery of the Bonds, subject to some customary exceptions, and agreement of the Joint Lead Managers and Joint Bookrunners.

### Available information

The placement of the Bonds is not subject to a prospectus approved by the French Financial Market Authority (*Autorité des marchés financiers*) (the « **AMF** »).

The placement of Bonds is targeted at eligible institutional and qualified investors. There will be no public offering in any country.

Detailed information on Figeac Aero, including its business, results, prospects and related risk factors are described in the financial report for the financial year ending March 31, 2017, available on the Company's website ([www.figeac-aero.com](http://www.figeac-aero.com)).

### Important information

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities and the offering of the Bonds is not a public offering in any jurisdiction, including France.

### ABOUT FIGEAC AÉRO

The FIGÉAC AÉRO Group, a leading partner of major aerospace manufacturers, specialises in the production of light alloy and hard metal structural parts, engine parts, landing gear parts and sub-assemblies. An international group with a workforce of over 3,000 employees, FIGEAC AÉRO operates in France, the United States, Morocco, Mexico and Tunisia. In the year ended 31 March 2017, the Group reported annual revenue of €325 million.

### FIGEAC AÉRO

Jean-Claude Maillard  
Chief Executive Officer  
Tel. +33 (0) 5 65 34 52 52

### ACTUS finance & communication

Corinne Puissant  
Analysts/Investors  
Tel. +33 (0)1 53 67 36 77  
[cpuissant@actus.fr](mailto:cpuissant@actus.fr)

Jean-Michel Marmillon  
Press Relations  
Tel. +33 (0) 1 53 67 36 77  
[jmmarmillon@actus.fr](mailto:jmmarmillon@actus.fr)

*This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.*

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of FIGEAC AÉRO mentioned herein have not been and are not being registered under the U.S. Securities Act and FIGEAC AÉRO does not intend to make a public offer of its securities in the United States or any other jurisdiction.*

#### **DISCLAIMER**

***This press release may not be published, distributed or released directly or indirectly in the United States of America, Canada, Australia or Japan.***

*No communication or information relating to the issuance by FIGEAC AÉRO net share settled bonds convertible into new shares and/or exchangeable for existing shares (the "Bonds") may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of FIGEAC AÉRO and the Joint Lead Managers and Joint Bookrunners assumes any liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended, as implemented in each member state of the European Economic Area (the "Prospectus Directive").*

*This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public in any jurisdiction, including France.*

*The Bonds will be offered only by way of a private placement in France and outside France (excluding the United States of America, Canada, Australia or Japan) to persons referred to in Article L.411-2-II of the French monetary and financial code (code monétaire et financier), without an offer to the public in any country (including France).*

#### **European Economic Area**

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

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;*
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of FIGEAC AÉRO mentioned herein have not been and are not being registered under the U.S. Securities Act and FIGEAC AÉRO does not intend to make a public offer of its securities in the United States or any other jurisdiction.

For the purposes of this paragraph, (i) the expression **"offer to the public of Bonds"** in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State.

These selling restrictions with respect to Relevant Member States apply in addition to any other selling restrictions which may be applicable in the Relevant Member States who have implemented the Prospectus Directive.

### **France**

The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) 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 (b) qualified investors (investisseurs qualifiés) and/or a restricted circle of investors acting for their own account, as defined in, and in accordance with, Articles L. 411-2 and D.411-1 of the French monetary and financial code (code monétaire et financier).

### **United Kingdom**

This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **"Order"**), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (**"Relevant Persons"**)). The Bonds and, if applicable, the shares of Figeac Aero to be delivered upon exercise of the conversion rights (the **"Financial Instruments"**) are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.

This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.

*This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.*

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or exempt from registration. The securities of FIGEAC AÉRO mentioned herein have not been and are not being registered under the U.S. Securities Act and FIGEAC AÉRO does not intend to make a public offer of its securities in the United States or any other jurisdiction.*

**Each institution in charge of the placement has represented and agreed that:**

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated invitations or inducements to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000), received by it in connection with the Bonds, in circumstances in which Section 21(1) of the Financial Services and Markets Act 2000 does not apply to the issuer; and*
- (ii) it has complied and will comply with all applicable provisions of the Financial Services and Market Act 2000 with respect to anything that it has done or will do in relation to the Bonds in the United Kingdom, from the United Kingdom or otherwise involving the United Kingdom.*

#### **United States of America**

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities nor of any offer or solicitation to sell securities in the United States. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold, directly or indirectly, within the United States of America except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Figeac Aero does not intend to register any portion of the proposed offering in the United States of America nor to conduct a public offering of securities in the United States of America.*

#### **Canada, Australia and Japan**

*The Bonds may not and will not be offered, sold or purchased in Canada, Australia or Japan.*

*The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.*