



Maisons du Monde announces the success of its Initial Public Offering

Press Release

Nantes, 26 May 2016

- Maisons du Monde sets the price of the global offering at €17.00 per share
- Total size of the global offering: approximately €330 million, which may be increased to €379.5 million if the 15% over-allotment option is exercised in full
- Approximately €160 million of newly issued shares raised, enabling Maisons du Monde to reduce its indebtedness and increase its financial flexibility in order to implement its development and growth strategy
- Approximately €170 million sold by Bain Luxco and Compagnie Marco Polo (the "Selling Shareholders"), which may be increased to €219.5 million if the over-allotment option is exercised in full
- Maisons du Monde's shares are expected to commence trading on the regulated market of Euronext Paris on 27 May 2016 in the form of when-issued shares (*promesses d'actions*)
- The settlement and delivery is expected to occur on 31 May 2016

The Maisons du Monde Group (the "Group" or the "Company" or "Maisons du Monde"), a European leader in affordable and inspirational homeware today announced the success of its initial public offering (the "IPO") on the regulated market of Euronext Paris (compartment B, ISIN Code: FR0013153541, trading symbol: MDM).

The global offering was well received by French and international institutional investors and the offering price has been set at €17.00 per share.

Maisons du Monde raised approximately €160 million by way of issuance of new shares enabling the Group to reduce its indebtedness and increase its financial flexibility in order to implement its development and growth strategy. The sale of existing shares by the Selling Shareholders amounted to €170.0 million. The total amount of the global offering may be increased up to €379.5 million in the event of the exercise in full of the over-allotment option.

Commenting on the results of the offering, Gilles Petit, Chairman of the Management Board of Maisons du Monde, declared: *"I am very proud of the success of Maisons du Monde's IPO, for which I would like to thank all the Maisons du Monde staff. The positive reception and the high interest shown by investors demonstrates the quality and relevance of our unique model and our omnichannel development strategy in France and abroad. This IPO provides us with renewed financial flexibility, allowing us to embark on a new step in our history of growth in a supportive market environment."*



Terms of the global offering

Offering Price

The offering price for the French public offering and the international offering has been set at €17.00 per share. This price will result in Maisons du Monde debuting on Euronext Paris with a market capitalization of approximately €769 million.

Breakdown of the offering (excluding exercise in full of the over-allotment option)

19,299,715 shares were allocated to the international offering (representing €328.1 million or 99.4% of the total shares offered).

112,049 shares were allocated to the French public offering (representing €1.9 million or 0.6% of the total shares offered).

The gross proceeds from the French public offering and the international offering amounted to a total of approximately €330 million (before any exercise of the over-allotment option), including approximately €160 million of new shares (i.e. 9,411,764 new shares) and approximately €170 million of existing shares (i.e. 10,000,000 existing shares) sold by the Selling Shareholders.

The Selling Shareholders have granted an over-allotment option to Goldman Sachs International, acting in the name and on behalf of the underwriters. The over-allotment option is exercisable from 26 May 2016 until 25 June 2016 (inclusive) for a maximum of 15% of the amount of the global offering, or a maximum of 2,911,764 existing shares, to be sold by the Selling Shareholders.

If the over-allotment option is exercised in full, the global offering will amount to a total of approximately €379.5 million, i.e. 22,323,528 shares, representing 49.3% of the ordinary shares composing the share capital and voting rights of Maisons du Monde.

Free float

Following the global offering, Maisons du Monde's free float will amount to 42.9% of its share capital, which may be increased to a maximum of 49.3% of its share capital if the over-allotment option is exercised in full.



Evolution of the share capital

Following the global offering, the share capital of Maisons du Monde will be held as follows:

Shareholders	Shareholding structure without exercise of the Over-Allotment Option		Shareholding structure in the event of the exercise in full of the Over-Allotment Option	
	Number of shares and voting rights	% of share capital and voting rights	Number of shares and voting rights	% of share capital and voting rights
Bain Luxco	22,779,169	50.3%	20,043,243	44.3%
Founder Group ¹	1,464,022	3.2%	1,288,184	2.8%
Management Shareholders	1,586,939	3.5%	1,586,939	3.5%
Public	19,411,764	42.9%	22,323,528	49.3%
Total	45,241,894	100%	45,241,894	100%

Lock-up commitments

The Selling Shareholders, Mr. Xavier Marie, the founder of the Group, and certain management shareholders have committed, subject to certain exceptions, to retain their shares for a period beginning from the date hereof and continuing to and including the date which is 180 days after the settlement and delivery of the offering.

Mr. Gilles Petit and six other senior executives of the Group have committed, subject to certain exceptions, to retain their shares for a period beginning from the date hereof and continuing to and including the date which is 360 days after the settlement and delivery of the offering.

First trading and settlement

Trading of the shares is expected to commence on 27 May 2016, on the regulated market of Euronext Paris in the form of when-issued shares (*promesses d'actions*) (traded under the ticker symbol "MDM-Promesses" until the date of the settlement and delivery of the offering).

The date of the settlement and delivery of the offering is expected to occur on 31 May 2016. The date of the settlement and delivery for shares traded on 27 May 2016 is expected to occur on 1 June 2016.

Reasons for the offering

The offering and the listing of the shares on the regulated market of Euronext Paris is intended to enable the Group to reduce its indebtedness and increase its financial flexibility in order to support its development and growth strategy. The offering will also provide a partial liquidity to the Selling Shareholders.

Underwriting Syndicate

Citigroup Global Markets Limited, Goldman Sachs International and Société Générale Corporate & Investment Banking, are acting as Joint Global Coordinators for the IPO, and

¹ Stake held by Mr. Xavier Marie directly and indirectly, through Compagnie Marco Polo.



Crédit Agricole Corporate and Investment Bank, Jefferies International Limited and J.P. Morgan Securities plc, are acting as Joint Bookrunners.

Financial Advisor

Rothschild & Cie is acting as financial advisor to Bain Capital and the Company.

Information available to the public

Copies of the prospectus that has been granted visa number 16-179 by the AMF on 13 May 2016, consisting of an English-language registration document filed with the AMF on 18 April 2016 under number I.16-022, an English-language update to the registration document filed with the AMF under number D.16-0157-A01 on 13 May 2016, an English-language securities note and an English- and French-language summary of the prospectus (included in the securities note) are available free of charge and upon request to Maisons du Monde (Lieudit Le Portereau, 44120 Vertou, France) and on the Company's (www.maisonsdumondeipo.com) and the AMF's (www.amf-france.org) websites.

Maisons du Monde draws the public's attention to Chapter 4 "Risk Factors" of the registration document and Section 2 of the securities note. Such risks as discussed therein, should they materialize, could have a material adverse effect on the Company's business, financial condition, results of operation or prospects, as well as to the market price of the shares once listed on Euronext Paris.

About Maisons du Monde

Maisons du Monde is a creator of inspirational lifestyle universes in the homeware industry, offering distinctive and affordable decoration and furniture collections that showcase multiple styles. The Group develops its business through an integrated and complementary omnichannel approach, leveraging its international network of stores, websites and catalogs. The Group was founded in France in 1996 and has profitably expanded across Europe since 2003. The Group generated €699 million of Customer Sales and an EBITDA of €95 million during the year ended 31 December 2015. As of 31 December 2015, the Group operated 262 stores in seven countries including France, Italy, Spain, Belgium, Germany, Switzerland and Luxembourg and generated more than 34% of its Customer Sales outside of France in the year ended 31 December 2015. Additionally, the Group has been able to integrate a complementary and comprehensive e-commerce platform which has grown at a CAGR of 36% from 2010 to 2015 and generated more than 17% of the Group's Customer Sales for the year ended 31 December 2015 from sales in 11 countries (all of the countries in which the Group operates stores plus Austria, the Netherlands, Portugal and the United Kingdom where the Group only maintains an online presence).

www.maisonsdumondeipo.com

Contact

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" A prospectus approved by the French Autorité de marchés financiers (the "AMF") under visa number 16-179 dated 13 May 2016 (the "Prospectus"), comprised of an English-language registration document registered on 18 April 2016 under number I.16-022 (the "Registration Document"), an English-language update to the Registration Document filed with the AMF under number D.16-0157-A01 on 13 May 2016 and an English-language securities note (including an English-and French-language summary of the Prospectus in English and French languages) (the "Securities Note") in connection with the offering, is

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available on the websites of the Company (www.maisonsdumondeipo.com) and of the AMF (www.amf-france.org) and free of charge and upon request to the Company.

The Company draws the public's attention to Chapter 4 "Risk Factors" of the Registration Document and Chapter 2 of the Securities Note.

No communication and no information in respect of this transaction or of the Company may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The issue, the subscription for or the purchase of the Company's shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility for any violation of any such restrictions by any person.

This announcement is not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament at the Council of November 4th, 2003, as amended, in particular by Directive 2010/73/UE (together, the "Prospectus Directive").

With respect to the member States of the European Economic Area (each, a "relevant member State"), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the shares requiring a publication of a prospectus in any relevant member State. As a result, the new or existing shares of the Company may only be offered in relevant member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) in any other circumstances, not requiring the Company to publish a prospectus as provided under article 3(2) of the Prospectus Directive.

The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended), (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) or (iv) are persons to whom this press release may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). The shares are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire the shares may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

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Certain industry and market data included in this press release has come from third-party sources. Third-party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. While the Company believes that each of these publications, studies and surveys has been prepared by reputable sources, it has not independently verified the data contained



therein. In addition, certain of the industry and market data contained in this press release comes from the Company's own internal research and estimates based on the knowledge and experience of its management in the markets in which it operates. While the Company believes that such research and estimates are reasonable and reliable, they, and their underlying methodology and assumptions, have not been verified by any independent sources for accuracy or completeness and are subject to change without notice.

Forward-Looking Statements

This press release may include certain forward-looking statements, beliefs or opinions, including statements with respect to the business, financial conditions, business strategies, expansion and growth of operations, results of operations and plans, trends and objectives and expectations of the Company and its subsidiaries. Forward-looking statements are sometimes identified by the use of words such as "believes", "expects", "may", "will", "could", "should", "shall", "risks", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positions" or "anticipates" or the negative thereof, other variations thereon or comparable language. Forward-looking statements included in the information reflect the Company's beliefs and expectations and involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. These risks and uncertainties include those discussed or identified in Chapter 4, "Risk Factors" of the Registration Document. Although the Company has attempted to identify important factors that could cause actual results to differ materially, a number of other factors might cause actual results and developments to differ materially from those expressed or implied by these statements and forecasts and there can be no assurance that statements containing forward-looking information will prove to be accurate as actual results. The past performance of the Company and its subsidiaries cannot be relied on as a guide to future performance. Accordingly, no representation is made that any of these statements or forecasts will come to pass or that any forecast results will be achieved. Any forward-looking statements included in this press release speak only as of the date hereof and the Company expressly disclaims any obligation or undertaking to release any update or revisions thereto to reflect any change in expectations or any change in the events, conditions or circumstances on which such forward-looking statements are based.

Stabilization

During a period of 30 days following the date on which the offer price is determined (i.e., until 25 June, 2016, included), Goldman Sachs International, acting as stabilizing manager, may, without any obligation, in compliance with laws and regulations in particular, in particular Regulation (EC) No 2273/2003 of 22 December 2003 implementing Directive 2003/06/CE of the European Parliament and the Council of 28 January 2003 on insider dealing and market manipulation, effect transactions with a view to maintaining the market price of the Company's shares on the regulated market of Euronext Paris. In compliance with Article 10-1 of the Regulation (EC) 2273/03 of 22 December 2003, the stabilization activities shall not in any circumstances be executed above the offer price. Such stabilization activities may affect the price of the shares and may conduct to the fixing of the market price higher than the one which would otherwise be fixed. Even if stabilization activities were carried out, Goldman Sachs International could, at any time, decide to stop such activities. Information will be provided to the competent market authorities and the public in compliance with Article 9 of the above mentioned Regulation. In compliance with the provisions of Article 11b) of the above mentioned Regulation, Goldman Sachs International, acting on behalf of the underwriters of the offering, may over-allot in the context of the offering an amount equal to the number of shares covered by the over-allotment option, plus, if applicable, 5% of the offering (excluding the exercise of the over-allotment option).