



**Maisons du Monde launches its Initial Public Offering
on the regulated market of Euronext Paris and sets the indicative range per share**

Press Release

Nantes, 16 May 2016

- **Maisons du Monde sets indicative offering price range for the Global Offering at €16.50 to €22.25 per share**
- **Initial size of the Global Offering based on the indicative price range: between approximately €325 million and €385 million, including approximately €160 million of newly issued shares and approximately €165 million to €225 million of shares sold by Bain Luxco and Compagnie Marco Polo (the "Selling Shareholders")**
- **Over-allotment option: the stabilizing manager, on behalf of the underwriters, has been granted an option to purchase additional existing shares sold by the Selling Shareholders that represent up to 15% of the initial Offering size. Including over-allotment option, the total size of the Global Offering is between approximately €375 million and €440 million**
- **The subscription period for the French Public Offering will commence on 16 May 2016 and is expected to close on 25 May 2016 at 5:00 PM (Paris time) for subscriptions made in person at the branches of financial institutions and 8:00 PM (Paris time) for orders placed online**
- **The subscription period for the International Offering will commence on 16 May 2016 and is expected to close on 26 May 2016 at 1:00 PM (Paris time)**
- **The pricing of the Global Offering is expected to take place on 26 May 2016**
- **Maisons du Monde's shares are expected to commence trading on the regulated market of Euronext Paris on 27 May 2016 on a when-issued shares basis (*promesses d'actions*)**
- **The settlement and delivery is expected on 31 May 2016**
- **The offering and the listing of the shares on Euronext Paris is intended to enable the Group to reduce its indebtedness and increase its financial flexibility in order to implement its development and growth strategy**

The Maisons du Monde Group (the "Group" or the "Company"), a European leader in affordable and inspirational homeware today announced the launch of its initial public offering (the "IPO") on the regulated market of Euronext Paris (Compartment B). The French Autorité des marchés financiers (AMF) granted on 13 May 2016 visa number 16-179 for a prospectus relating to the French public offering of Maisons du Monde, which consists 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).

The indicative Offering Price range has been set at €16.50 to €22.25 per share. The first day of trading on the regulated market of Euronext Paris is expected to be 27 May 2016 on a when-issued shares basis (*promesses d'actions*).

On this occasion, Gilles Petit, Chairman of the Management Board of Maisons du Monde, declared: *"The IPO of Maisons du Monde is the natural continuation of our Group's growth history. Building on our unique business model and two decades of profitable growth in the European decoration and furniture market, we can leverage our strengths to accelerate our development in an attractive market. This IPO will provide us with the strategic and financial flexibility to continue our focused omnichannel expansion in France and internationally."*

Structure of the Global Offering

The shares are being offered as part of a global offering (the "Global Offering") consisting of:

- an international offering (the "International Offering") primarily to institutional investors, which will be composed of:
 - o a private placement in France; and
 - o an international private placement in certain other countries, including in the United States to qualified institutional buyers in reliance on Rule 144A ("Rule 144A") under the Securities Act of 1933, as amended (the "Securities Act"), and outside of the United States in reliance on Regulation S ("Regulation S") under the Securities Act; and
- a public offering in France, by way of an open price offer (*offre à prix ouvert*) (the "French Public Offering").

At least 10% of the total number of shares sold in the Global Offering, prior exercise of the over-allotment option (the "Over-Allotment Option"), will be allocated to the French Public Offering provided there is sufficient demand.

Size of the Global Offering

The Global Offering will include:

- a maximum of 9,696,969 new ordinary shares (based on the low end of the indicative Offering Price range) (the "New Shares"); and
- 10,000,000 existing shares sold by the Selling Shareholders (the "Sale Shares" and, together with the New Shares, the "Offer Shares"), which number may be increased to a maximum of 12,954,545 Sale Shares (based on the low end of the indicative Offering price range) sold by Bain Luxco and Compagnie Marco Polo (the "Additional Sale Shares") in the event of the exercise in full of the Over-Allotment Option, if applicable.

The Indicative Offering Price Range

The indicative Offering Price range is between €16.50 and €22.25 per share.

This price range for the Offering is indicative only and the Offering Price may be set outside of this range. The indicative Offering Price range may be modified at any time up to and including the date of the determination of the Offering Price. In the event that the high end of the indicative Offering Price range is increased, or in the event that the Offering Price is set above the high end of the indicative Offering Price range, the closing date of the French



Public Offering will be deferred or a new subscription period will be opened, as applicable, so that there are at least two market days between the press release announcing such change and the revised closing date of the French Public Offering. Subscription orders placed in connection with the French Public Offering prior to the date of such press release will be maintained unless they are expressly revoked prior to or on the revised closing date of the French Public Offering.

The Offering Price may be fixed below the indicative Offering Price range without restriction or the low end of the indicative Offering Price range may be lowered without restriction, provided that there is no material impact on the other terms and conditions of the Offering.

Indicative timetable for the Global Offering

The subscription period for the French Public Offering will open on 16 May 2016 and is expected to close on 25 May 2016 at 5:00 PM (Paris time) for subscriptions made in person at the branches of financial institutions and 8:00 PM (Paris time) for orders placed online.

The subscription period for the International Offering will open on 16 May 2016 and is expected to close on 26 May 2016 at 1:00 PM (Paris time).

Orders made by retail investors via the Internet in the French Public Offering will be revocable, via the Internet, until the closing of the French Public Offering (on 25 May 2016 at 8:00 PM, Paris time). Individuals are responsible for liaising with their respective financial intermediaries in order to confirm whether the orders submitted by other means are revocable and if so under what conditions (including whether orders submitted via the Internet can be revoked by means other than via the Internet).

Any order issued in the context of the International Offering may be revoked until 26 May 2016, at 1:00 PM (Paris time), subject to early closing or extension.

The Offering Price is expected to be determined on 26 May 2016.

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, provided that the Offering Price is determined on 26 May 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.

The net proceeds of the issuance of the New Shares, along with the net proceeds of the New Senior Credit Facilities, are intended to be used by the Company to:

- repay and redeem in full the existing High Yield Bonds (plus accrued interest and make-whole premium),
- repay in full the Existing Revolving Credit Facility; and
- repay in full the Luxco 2 Vendor Loans which will be transferred to the Company and made payable on the date of settlement and delivery of the Offering by virtue of the Reorganization.

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The net proceeds of the sale of the Sale Shares will only benefit the Selling Shareholders.

Underwriting Syndicate

Citigroup Global Markets Limited, Goldman Sachs International and Société Générale Corporate & Investment Banking, are acting as Joint Global Coordinators on the IPO, and Crédit Agricole Corporate and Investment Bank, Jefferies International Limited and J.P. Morgan Securities plc, are acting as Joint Bookrunners.

Rothschild is acting as financial adviser 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 a 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 on the market price of the shares.

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 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 registered with the AMF 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/EU (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.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in France, 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 shares of the Company have not been and will not be registered under the U.S. Securities Act and the Company does not intend to make a public offer of its shares in the United States.

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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., according to the expected timetable, 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).