



Acquisition of CEPL by ID Logistics

13 June 2013





Preliminary agreement signed to acquire CEPL

- > ID Logistics signed a preliminary agreement on 12 June 2013 with CEPL's shareholders and creditors to buy all of its shares
- > This acquisition is now subject to clearance by the French competition authorities
- > A closing date in July 2013 is anticipated



ID LOGISTICS

**“Pure player”
of contract
logistics**

**Present in
12 countries**

**2012 rev.
€560m**

10,000
permanent employees

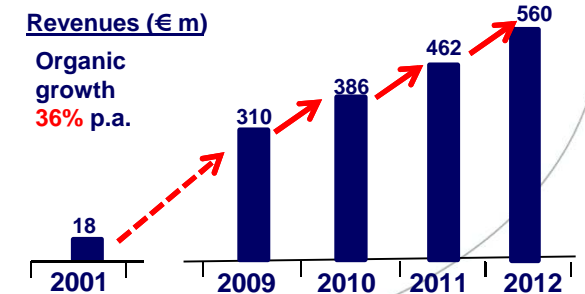


2,600,000
m² in warehouse space

60
facilities in
France

81
international
facilities

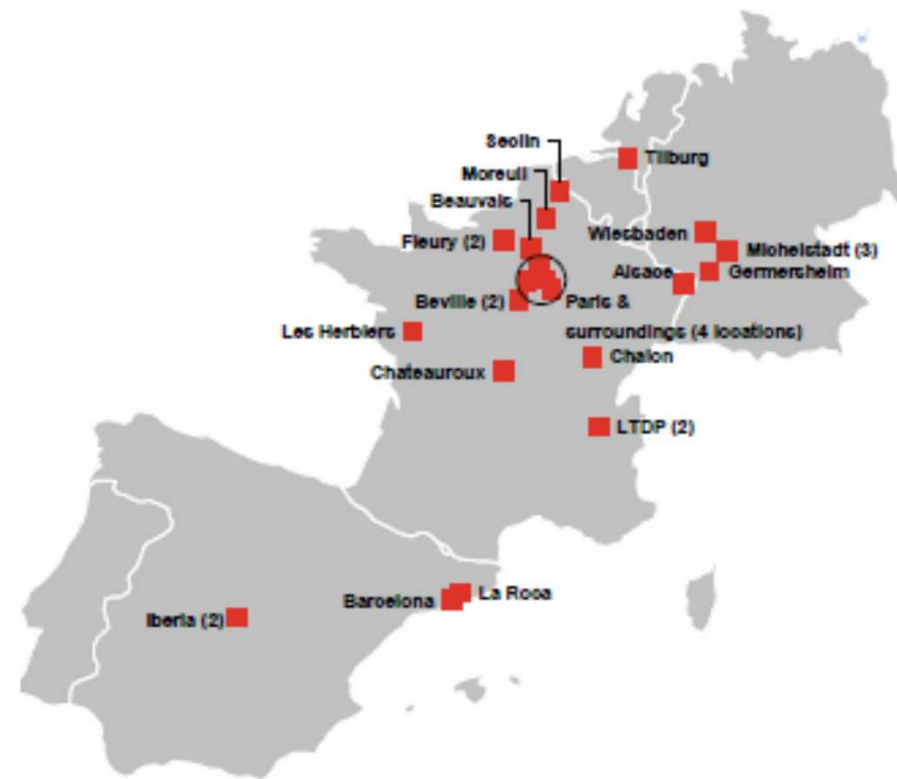
**60% Retail
35% Industry
5% e-commerce**





CEPL – A major French player in contract logistics

- > Revenue of €180m¹
- > 27 sites
- > Present in 4 countries
- > 2,200 employees
- > 600,000m² operated incl.
332,000m² wholly-owned



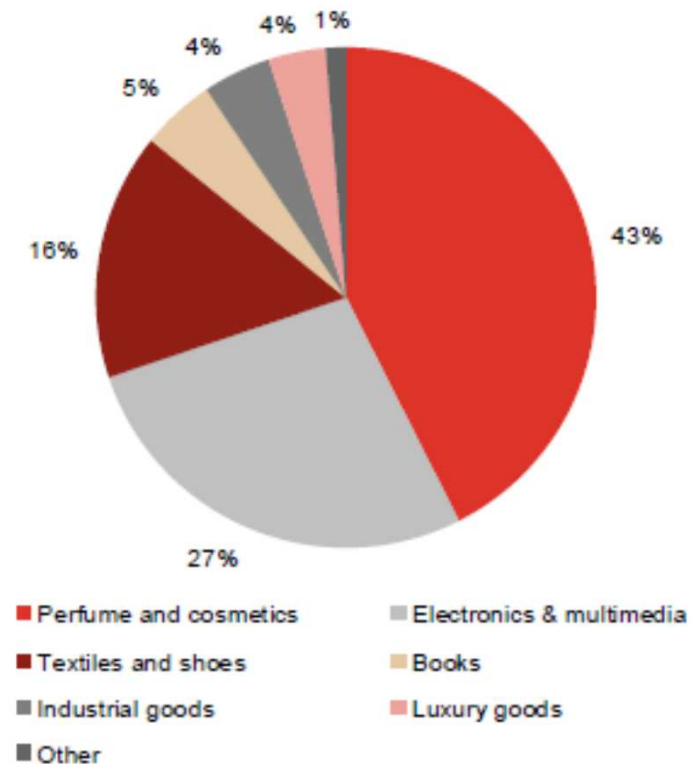
¹ 2013 estimate



CEPL – A prestigious portfolio of customers

- > French specialist in highly-automated solutions for retail order fulfilment
- > A prestigious portfolio of customers in fragrances, textiles, electronics and home entertainment goods:

Sony, Bouygues Telecom, Givenchy, Guerlain, Yves Rocher, Elizabeth Arden, Le Coq Sportif, André, etc...





ID Logistics/CEPL – Convergence, complementarity, differences

Convergence	Complementarity	Differences
Pure player in contract logistics	Complementary customer portfolio (only one customer in common)	Low “asset-light” model (around 50% of property is wholly-owned)
Contracts are long term (from 3 to 9 years) Support for customers in international markets	Significant technical expertise in automating order fulfilment. Culture of innovation	Organised into subsidiaried profit centre
Similar corporate culture with an emphasis on entrepreneurship	Geographical fit between subsidiaries in Germany, the Netherlands and Spain	No labour-related harmonisation (facilities kept their original collective agreements)



➤ ID LOGISTICS + CEPL: MANY BENEFITS FOR OUR CUSTOMERS

A leader “pure player” in its market

- Over €800m in 2013 pro forma revenues
- 12,500 employees
- 168 facilities
- No. 2 on the French market

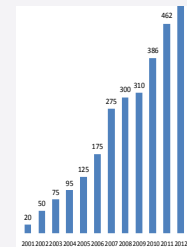
Broader service offering with tier-1 customers

- From traditional logistics to highly technical and specialised logistics.
- A customer base ranging from mass retailers to perfume manufacturers and large consumer goods and electronics companies

Extensive geographical coverage

- Presence in 14 countries across Europe and emerging markets (4 European countries and 10 emerging markets)
- Ability to support major customers in most of their target markets.

Further growth momentum



34% in 12 years

Innovation
Shared values
Strategic vision



A compelling value

- > **The amount of the acquisition takes into account:**
 - An equity value of €95.5m
 - A net operational debt of €20.0m primarily property leases

- > **The enterprise value breaks down into:**
 - €50.0m in operational activities
 - €65.5m in property assets representing 332,000m² in wholly-owned and leased space



A balanced financing of the acquisition

> The acquisition is funded by:

- €75m in bank debt repayable over 6 years
- €4m in payments in new shares, i.e. 2% of ID Logistics' share capital
- €16.5m in ID Logistics' available cash



Value-creating synergies

> Revenue synergies

- CEPL's momentum to be revitalised by ID Logistics' sales and marketing efficiency
- Ability to support CEPL's customers outside Europe
- Access for ID Logistics to new sectors of activity

> Cost savings

- Implement ID Logistics' management processes
- Integration of CEPL within ID Logistics' procurement processes
- Optimization of the back-office



A tightly controlled and relative deal

> Operational integration capabilities

- 85% of the facilities are located in France and Spain where ID Logistics' teams are experienced in integrating new customers and new teams
- Autonomous subsidiaries in Germany and the Netherlands with a solid management team

> Tightly controlled from a financial perspective

- Well-balanced objective of balance sheet ratios starting year-end 2014:
 - Net debt/EBITDA < 2x
 - Net debt/equity \approx 1x
- Plan to dispose property asset not taken into account at this point

> Relative in operating margin and EPS from year one



Strategic benefits for ID Logistics

- > French leadership in contract logistics extended
- > Expertise in the high-potential segment of retail order fulfilment solutions strengthened
- > Continued pursuit of a bold “pure player” strategy focused on international expansion and innovation.