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## **PRESS RELEASE**

Paris, 12 March 2010

**Chargeurs launches the offering of approximately €22.8 million aggregate principal amount of subordinated bonds convertible into shares (*obligations subordonnées convertibles*), with preferential subscription rights on the basis of 1 bond for every 25 existing shares, with a nominal value of €55 per bond and with redemption at maturity on 1 January 2016**

Chargeurs launches today an offering, with preferential subscription rights, of subordinated bonds convertible into shares (*obligations subordonnées convertibles*) (the "**Bonds**"), with approximately €22.8 million aggregate principal amount and with redemption at maturity on 1 January 2016.

The proceeds from this offering will be allocated to increasing the capital of Chargeurs SA by €6 million, and Chargeurs Entoilage by €16 million, pursuant to the debt restructuring agreement signed by Chargeurs and its partner banks.

Each shareholder will receive one preferential subscription right for every share they hold as of the close of trading on 12 March 2010. The Bonds will be subscribed at a price of €55 per Bond at the ratio of 1 Bond for every 25 existing shares.

The subscription period for the new shares will run from 15 March 2010 to the close of trading on 29 March 2010. During this period, the preferential subscription rights will be listed and traded on Euronext Paris (ISIN code FR0010870923).

The offer will be open to the public in France. Lazard Frères Banque S.A. is acting as Bookrunner for the offering.

Shareholders acting in concert (Pathé, OJEJ, Mr. Jérôme Seydoux, Sofi Emy and Mr. Eduardo Malone) who hold together 33.14% of the Company's share capital, decided each to subscribe to the issue by irrevocable entitlement (*à titre irréductible*) to an amount of Bonds equal to all of their preferential subscription rights, i.e., a total amount of 137,547 Bonds.

Furthermore, Pathé has undertaken to subscribe to the issue, subject to *pro rata* reduction (*à titre réductible*), to up to 54,979 Bonds and to subscribe to all of the Bonds remaining

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unsubscribed at the end of the period for centralising subscriptions made by irrevocable entitlement and subject to *pro rata* reduction (*à titre irréductible et réductible*).

The Bonds will be redeemed in full at par on 1 January 2016. At maturity, the Bonds still outstanding will be remunerated on 1 January 2016 by the issue and allocation of 6.06 Chargeurs shares per Bond, subject to further adjustments. In the event of early redemption or conversion of the Bonds, the remuneration will be paid *pro rata temporis* in accordance with the terms defined in the securities note. The Bonds may be the subject of the early redemption at the option of the Chargeurs under certain circumstances.

The Bonds will be convertible into new Chargeurs shares at the ratio of 27 shares of the Company for every 1 Bond, subject to further adjustments.

The settlement and delivery date of the Bonds is scheduled for 15 April 2010.

Chargeurs' shares are listed on Euronext Paris (Compartment C).

ISIN Code: FR0000130692 (CRI)

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**Availability of the prospectus**

A prospectus, including the reference document (*document de référence*) of Chargeurs filed with the *Autorité des marchés financiers* (the “**AMF**”) on 30 December 2009 under no.R.09-095, a securities notes (*note d'opération*) and the summary of the prospectus (included in the securities note), was filed with the AMF on 11 March 2010 under n° 10-044. The prospectus is available free of charge from Chargeurs, 29-31 rue Washington, 75008 Paris, as well as on the web sites of Chargeurs ([www.chargeurs.fr](http://www.chargeurs.fr)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)). Chargeurs draws attention to the risk factors included in chapter 1.2 of the reference document and in sections 2 and 9 of the securities note.

**Terms of the offering of subordinated bonds convertible into Chargeurs shares  
(obligations subordonnées convertibles) with preferential subscription rights**

**Characteristics of the offering**

Proceeds and purpose of the offering	This offering is a condition precedent of the completion of restructuring of the Group's bank debt as described in the Debt Restructuring Agreement entered into on 7 January 2010. The net proceeds from this offering will be allocated to increasing the capital of (i) Chargeurs SA by €6 million, and (ii) Chargeurs Entoilage, the holding company of the Group's Interlining business, by €16 million.
Issue size and gross proceeds	€22,829,565 million.
Net proceeds	Approximately €22.3 million.
Number of Bonds	415,083 subordinated bonds convertible into new ordinary shares (the " <b>Bonds</b> ").
Nominal value of each Bond	€55.
Preferential subscription right	<p>The following persons will have a preferential right to subscribe to the Bonds:</p> <ul style="list-style-type: none"><li>- holders of existing shares recorded as book-entries in their securities accounts at the close of trading on 12 March 2010, or</li><li>- purchasers of preferential subscription rights.</li></ul> <p> Holders of preferential subscription rights will be entitled to subscribe:</p> <ul style="list-style-type: none"><li>- by irrevocable entitlement (<i>à titre irréductible</i>), for 1 Bond for every 25 existing shares (i.e., 1 Bond for 25 preferential subscription rights at a price of €55 per Bond); and</li><li>- subject to <i>pro rata</i> reduction (<i>à titre réductible</i>), for any additional Bonds over and above the initial entitlement represented by their preferential subscription rights, as described above.</li></ul>
Theoretical value of the preferential subscription right	€1.74 based on the closing price of the Chargeurs' share on 10 March 2010.
Public Offer	From 15 March 2010 until 29 March 2010 (inclusive).

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Intention of the principal shareholders	<p>Pathé, the principal shareholder of the Company which holds 26.35% of its share capital, has confirmed to the Company its decision to subscribe to the issue by irrevocable entitlement (<i>à titre irréductible</i>), to an amount of Bonds equal to all of its preferential subscription rights, i.e., 109,361 Bonds, and subject to <i>pro rata</i> reduction (<i>à titre réductible</i>), to up to 54,979 Bonds. Furthermore, Pathé has undertaken to subscribe to all of the Bonds remaining unsubscribed at the end of the period for centralising subscriptions made by irrevocable entitlement and subject to <i>pro rata</i> reduction (<i>à titre irréductible et réductible</i>).</p> <p>Pathé keeps the possibility to acquire preferential subscription rights during the subscription period.</p> <p>Mr. Jérôme Seydoux and OJEJ, who hold together 0.12% of the Company's share capital, have decided to subscribe to the issue by irrevocable entitlement (<i>à titre irréductible</i>), to an amount of Bonds equal to all of their preferential subscription rights, i.e., a total of 1,693 Bonds.</p> <p>Mr. Eduardo Malone and Sofi Emy, who hold together 6.38% of the Company's share capital, have decided to subscribe to the bonds issue by irrevocable entitlement (<i>à titre irréductible</i>), to an amount of Bonds equal to all of their respective preferential subscription rights, i.e., a total of 26,493 Bonds.</p> <p>The Company does not know the intentions of its other principal shareholders to subscribe for the Bonds.</p>
Issue Price of the Bonds	At par, payable in cash.
Issue Date, Settlement Date, Date as from which the Bonds carry full right	Scheduled for 15 April 2010 (the " <b>Issue Date</b> ").
Annual gross yield to maturity of the Bonds	Not applicable.
Rating of the issue	Not applicable
Listing of the Bonds	Scheduled for 15 April 2010 under ISIN code FR0010870931 on Euronext Paris.
Lock-up for shares and Bonds	<p>The Company has undertaken that it will not, for a period of 180 calendar days, issue or sell its securities, subject to the certain exceptions.</p> <p>Pathé has undertaken that it will not sell Company's securities, for a period of 90 calendar days, subject to certain exceptions.</p>

### **Indicative timetable of the issue**

11 March 2010	Visa of the AMF on the French Prospectus
12 March 2010	Publication by the Company of a press release announcing the obtaining of the AMF's <i>visa</i> and the availability of the Prospectus
	Publication by NYSE Euronext of the notice relating to the Bonds issue
15 March 2010	Opening of the subscription period - Separation and commencement of trading of preferential subscription rights on Euronext Paris
29 March 2010	Close of the subscription period - End of trading of preferential subscription rights on Euronext Paris
12 April 2010	Publication by NYSE Euronext of the admission notice for the Bonds stating the final amount of the issue and stating the allotment ratio for subscriptions subject to <i>pro rata</i> reduction ( <i>à titre réductible</i> )
15 April 2010	Settlement and delivery of the Bonds
	Admission to trading of the Bonds on Euronext Paris

### **Terms of the Bonds**

Rank of the Bonds	The Bonds constitute subordinated, direct, unconditional and unsecured obligations of the Company.
Negative Pledge applicable to the Bonds	Only in respect of security interests ( <i>sûretés</i> ) granted to holders of other subordinated bonds issued by the Company.
Remuneration	In the event of redemption at maturity, the Bonds still outstanding will be remunerated on 1 January 2016 by the issue and allocation of 6.06 Chargeurs shares per Bond, subject to adjustments (the " <b>Interest</b> ").  In the event of early redemption of the Bonds, whether voluntary or mandatory, or in the event of conversion of the Bonds, the remuneration will be paid <i>pro rata temporis</i> in accordance with the terms of section 4.1.7 of this securities note (the " <b>Interest Due</b> ").
Term of the Bonds	5 years and 261 days.
Redemption at maturity	Redemption in full on 1 January 2016 (or, if that date is not a business day, the next following business day) at par.
Early redemption of the Bonds at the option of the Company by	The Company may, subject to prior unanimous consent of the banks party to the Debt

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repurchases	Restructuring Agreement, at any time, redeem all or part of the Bonds without limitation as to price or quantity, by repurchases either on or off market or by means of public tender or exchange offers.
Early redemption of the Bonds at the option of the Company	<p>The Company may, subject to prior unanimous consent of the banks party to the Debt Restructuring Agreement, at any time from 1 January 2012 until the maturity date of the Bonds, subject to at least 30 calendar days' prior notice, redeem all of the outstanding Bonds at par, if the arithmetic average, calculated over a period of 10 consecutive trading days from among the 20 trading days that precede the publication of a notice of such early redemption, of the opening trading prices of the Company's shares on Euronext Paris exceeds €6.</p> <p>Moreover, the Company may, subject to prior unanimous consent of the banks party to the Debt Restructuring Agreement, at any time, subject to at least 30 calendar days' prior notice, redeem all of the outstanding Bonds at par if less than 10% of the Bonds remain outstanding.</p>
Early redemption of the Bonds	At par, upon the occurrence of certain events (in particular a default in payment by the Company or the non-execution of any provision relating to the Bonds).
Conversion of the Bonds into shares	At any time from the Issue Date until the seventh business day preceding the maturity date or the relevant early redemption date, the Bondholders may convert their Bonds at the ratio of 27 new shares of the Company for every 1 Bond, subject to adjustments.
Date as from which the shares issued or delivered upon conversion of Bonds carry full rights	The new shares will carry rights as from the first day of the financial year during which the date of the conversion of the Bonds occurs.
Applicable law	French law.

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**European Economic Area**

*The offer is open to the public in France.*

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- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;*
- (b) to any legal entity which meets two or more of the following criteria: (1) an average of at least 250 employees during the last financial year, (2) a total balance sheet of more than €43 million, and (3) an annual net turnover of more than €50 million, as per its last annual or consolidated accounts;*
- (c) in any other circumstances not requiring the issuer to publish a prospectus as provided under article 3(2) of the Prospectus Directive.*

*For the purposes of this paragraph, "Securities offered to the public" means, in each Member State which has implemented the Prospectus Directive, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.*

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**United States**

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**Canada, Australia and Japan**

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