

PRESS RELEASE - REGULATED INFORMATION - INSIDE INFORMATION

Communication in accordance with section 8, §1 of the Belgian Royal Decree of 27 April 2007 on public tender offers

POTENTIAL VOLUNTARY AND CONDITIONAL PUBLIC TENDER OFFER FOR THE SHARES AND WARRANTS OF RESILUX – RESILUX MAJOR SHAREHOLDERS AND BOARD OF DIRECTORS ARE SUPPORTIVE OF THE POTENTIAL OFFER

Wetteren, Belgium – February 3rd, 2017.

Resilux today confirmed that Bain Capital Europe Fund IV, L.P. ("**Bain Capital**") is considering a potential launch, via a subsidiary to be established, of a voluntary and conditional public tender offer in cash for all shares and warrants issued by Resilux NV ("**Resilux**") (Euronext Brussels: RES) (the "**Potential Offer**").

Bain Capital has issued a press release with respect to the Potential Offer, which is attached hereto as Annex A. For further information on the terms and conditions of the Potential Offer, reference is made to the Bain Capital press release attached as Annex A.

The board of directors of Resilux has been informed about the intentions of Bain Capital. The board of directors confirms that the discussions with Bain Capital in relation to the Potential Offer are progressing well, and that there is an agreement in principle on the terms thereof. The board intends to recommend the Potential Offer.

The Potential Offer is supported by the founding family shareholders of Resilux, holding approximately 57,59 %¹ of the outstanding Resilux shares (on a non-diluted basis). The founding family shareholders have irrevocably confirmed that they will tender their shares if the Potential Offer is made in line with the terms and conditions set forth in the Bain Capital press release attached as Annex A.

About Resilux

Resilux NV specialises in the manufacture and sales of PET preforms and bottles. These preforms and bottles are used for the packaging of water, soft drinks, oils, milk, beer, juices etc. Resilux NV originally was a family business, and was established in 1994. Since 3 October 1997, Resilux NV has been quoted on Euronext Brussels. Resilux NV has production units in Belgium, Spain, Greece, Russia, Switzerland, Hungary, and the United States.

¹ Refers to Tridec Stichting Administratiekantoor, Dirk De Cuyper, Peter De Cuyper, NV Immo Tradec, NV Belfima Invest and NV Tradidec.



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Disclaimer

This press release does not constitute an offer to purchase securities of Resilux nor a solicitation by anyone in any jurisdiction in respect thereof. If Bain Capital decides to proceed with an offer to purchase Resilux securities through a public tender offer, such offer will and can only be made on the basis of an approved offer document by the FSMA. No action has been taken to enable a public tender offer in any jurisdiction and no such steps shall be taken prior to Bain Capital's decision to proceed with a public tender offer. Neither this press release nor any other information in respect of the matters contained herein may be supplied in any jurisdiction where a registration, qualification or any other obligation is in force or would be with regard to the content hereof or thereof. Any failure to comply with these restrictions may constitute a violation of the financial laws and regulations in such jurisdictions. Resilux and its affiliates explicitly decline any liability for breach of these restrictions by any person.



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Annex A Bain Capital's press release

Press release

Communication in accordance with section 8, §1 of the Belgian Royal Decree of 27 April 2007 on public tender offers.

London, United Kingdom – 3 February 2017

BAIN CAPITAL ANNOUNCES THAT IT IS CONSIDERING A POTENTIAL VOLUNTARY AND CONDITIONAL PUBLIC TENDER OFFER FOR THE SHARES AND WARRANTS OF RESILUX NV – RESILUX' MAJOR SHAREHOLDERS AND BOARD OF DIRECTORS ARE SUPPORTIVE OF THE POTENTIAL OFFER

Bain Capital Europe Fund IV, L.P. ("**Bain Capital**") today announced that it is considering a potential launch, via a subsidiary to be established, of a voluntary and conditional public tender offer in cash for all shares and warrants issued by Resilux NV ("**Resilux**") (Euronext Brussels: RES).

The offer will be based on a price of EUR 195 per share and an equivalent price per warrant. A price of EUR 195 per share represents a premium of approximately 20 % compared to yesterday's closing price, of approximately 27 % compared to the volume-weighted average closing price over the last 3 months', and of approximately 35 % compared to the volume-weighted average closing price over the last 12 months.

Bain Capital is also in exclusive and advanced discussions regarding a separate potential acquisition of another, privately held company in the same industry, for which Bain Capital has signed heads of terms. Bain Capital intends to progress the acquisition and the potential offer in parallel. If Bain Capital proceeds with the acquisition, it intends to combine it with the Resilux group.

The board of directors of Resilux has been informed about the intentions of Bain Capital to combine the acquisition target with the Resilux group. The board of directors confirms that the discussions with Bain Capital in relation to the potential acquisition and offer are progressing well, and that there is an agreement in principle on the terms thereof. The board intends to recommend the potential transaction.

The potential offer is supported by the founding family shareholders of Resilux, holding approximately 57,59 %¹ of the outstanding Resilux shares (on a non-diluted basis). The founding family shareholders have irrevocably confirmed that they will tender their shares if the potential offer is made in line with the terms and conditions set forth in this press release.

Dirk De Cuyper and Peter De Cuyper, currently co-CEOs of Resilux, both of whom are also part of the founding family shareholder group, will, as part of the offer structure, be required to invest in the combined group and to remain 18-24 months active within the Resilux group.

The potential offer will be subject to an acceptance threshold of 90 % of all shares issued by Resilux

¹ Refers to Tridec Stichting Administratiekantoor, Dirk De Cuyper, Peter De Cuyper, NV Immo Tradec, NV Belfima Invest and NV Tradidec.

(on a fully diluted basis) and competition clearances.

Following closing of the potential offer, Bain Capital intends to launch a squeeze-out bid if the conditions for such a squeeze-out bid are met to delist Resilux from Euronext Brussels, as this would initially provide a more appropriate environment to grow the enlarged business under its new ownership structure.

This communication is solely an expression of a consideration and does not constitute a formal notification of a voluntary tender offer under the Belgian Royal Decree of 27 April 2007 and the Belgian Act of 1 April 2007 on public tender offers.

If Bain Capital decides to formally launch the potential offer, full details thereof will be covered by the offer document to be filed with the Belgian Financial Services and Markets Authority. In the event that Bain Capital decides not to proceed with the potential offer, Bain Capital and Resilux will issue a further public announcement to that effect.

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About Bain Capital Private Equity

Bain Capital Private Equity has partnered closely with management teams to provide the strategic resources that build great companies and help them thrive since our founding in 1984. Our global team of approximately 220 investment professionals creates value for our portfolio companies through our global platform and depth of expertise in key vertical industries including consumer/retail, financial and business services, healthcare, industrials, and technology, media and telecommunications. In addition to private equity, Bain Capital invests across asset classes including credit, public equity and venture capital, and leverages the firm's shared platform to capture opportunities in strategic areas of focus.

For more information, visit www.baincapitalprivateequity.com

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qualification or any other obligation is in force or would be with regard to the content hereof or thereof. Any failure to comply with these restrictions may constitute a violation of the financial laws and regulations in such jurisdictions. Bain Capital and its affiliates explicitly decline any liability for breach of these restrictions by any person.