



Success of Touax's capital increase without preferential subscription rights and with a priority subscription period

€11.2 million raised as a result of the exercise in full of the extension clause

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TOUAX S.C.A. (the "Company") announced today the success of the capital increase without preferential subscription rights of shareholders and with a priority subscription period for shareholders (the "Capital Increase") which raised €11.2 million as a result of the exercise in full of the extension clause.

1,133,575 new shares were demanded, representing about 116% of the initial number of shares offered through the Capital Increase excluding the extension clause. The demand will therefore only be partly allotted, for a total of 1,127,731 new shares.

As was announced in the securities note for the Capital Increase, the Majority Group comprising Société Holding de Gestion et de Location (represented by Mr Raphaël Walewski), Société Holding de Gestion et de Participation (represented by Mr Fabrice Walewski) and Mr Alexandre Walewski maintained their stake in the Company's capital at about 31%.

The gross proceeds of the Capital Increase, including the issue premium, amounted to €11,198,369 and resulted in the issue of 1,127,731 new shares with a price of €9.93 per share.

The Company's share capital after the Capital Increase amounted to €56,092,376, divided into 7,011,547 shares with a par value of €8.

Settlement and admission to trading of the new shares on the Euronext Paris regulated market are scheduled for 28 July 2016. The new shares will be immediately fungible with the existing shares of the Company already traded on the Euronext Paris regulated market, and will be negotiable from that date on the same listing line as the existing shares of the Company (ISIN: FR0000033003).

The Capital Increase was led by Gilbert Dupont which acts as Lead Manager and Book runner.

PUBLIC INFORMATION

A French prospectus consisting of (i) Touax's reference document filed with the *Autorité des marchés financiers* (the "AMF") on April 14, 2016 under number D. 16-0339 and (ii) a securities note (including a summary of the prospectus) which received visa number 16-333 on July 19, 2016 (the "Prospectus"), is freely available at the registered office of Touax, Tour Franklin - 100-101 Terrasse Boieldieu - 92042 La Défense Cedex, France, on the Company's corporate website (www.touax.com) and on the AMF's website (www.amf-france.org).

The Company draws investors' attention to (i) the risk factors described on pages 19 to 34 of the reference document and in section 2 of the securities note as well as (ii) in section 3 of the securities note.

Touax leases out tangible assets (shipping-containers, modular buildings, freight railcars and river barges) on a daily basis to more than 5,000 customers throughout the world, on its own and on behalf of third party investors. With more than €1.8 billion in assets under management, Touax is one of Europe's leaders in the operational leasing of this type of materials.

Touax is listed in Paris on NYSE EURONEXT - Euronext Paris Compartment C (Code ISIN FR0000033003) and on the CAC® Small and CAC® Mid & Small indexes and in EnterNext© PEA-PME 150.

For more information: www.touax.com

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DISCLAIMER

This press release does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for the new shares issued by the Company as part of the Capital Increase (the "New Shares").

No communication or information relating to the Capital Increase may be distributed to the public in a country where a registration obligation or an approval is required. No action has been or will be taken outside France in any country where such action would be required. The offering and the subscription of New Shares may be subject to specific legal and regulatory restrictions in certain jurisdictions; Touax accepts no liability in connection with a breach by any person of such restrictions. The distribution of this document in these and certain other countries may be restricted by law.

This press release constitutes an advertisement. It does not constitute a prospectus within the meaning of the Prospectus Directive (as defined below).

The offer and sale of New Shares will be carried out through (i) an international placement to institutional investors in France and outside France (except in the United States of America, Canada, Australia and Japan) to qualified investors in accordance with Article L. 411-2 II of the French Monetary and Financial Code and (ii) a public offer (offre au public) in France only after the granting of a "visa" by the French Autorité des marchés financiers on the prospectus relating to the issuance and the admission to trading of the New Shares on the regulated market of Euronext Paris.

European Economic Area

In each of the Member States of the European Economic Area other than France which has implemented the Prospectus Directive (the "Relevant Member States"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), no action has been undertaken or will be undertaken to make an offer to the public of New Shares requiring the publication of a prospectus in any Relevant Member State, except that an offer to the public in that Relevant Member State may be made at any time with effect from and including the Relevant Implementation Date under the following exemptions under the Prospectus Directive:

- (a) to any legal entity which is a qualified investor, as defined in the Prospectus Directive;*
- (b) to fewer than 150 legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant dealer or dealers nominated by the Issuer for any such offer ; or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive;*

provided that neither the Company nor any institution responsible for the placement shall be required to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this paragraph, (i) the notion of an "offer to the public of New Shares" in any Relevant Member State, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the New Shares to be offered, thereby enabling an investor to decide to purchase or subscribe for New Shares, as the same may be varied in the Relevant Member State by any measure implementing the Prospectus Directive, and (ii) the expression "Prospectus Directive" means Directive 2003/71/EC of the European Parliament and Council of 4 November 2003 (and amendments thereto, including by Directive 2010/73/EU of the European Parliament and Council dated 24 November 2010), and includes any relevant implementing measure in each Relevant Member State.

This selling restriction is in addition to any other selling restriction applicable in those Member States who have implemented the Prospectus Directive.

United Kingdom

This press release is being distributed and is addressed only to (i) persons located outside the United Kingdom subject to applicable laws and regulations, (ii) investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth companies, and other persons designated by Article 49(2) (a) to (d) of the Order (the persons mentioned in paragraphs (i), (ii), and (iii) all deemed relevant persons ("Relevant Persons")). The Financial Instruments (as defined below) are intended only for Relevant Persons and any invitation, offer

or contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. Any person other than a Relevant Person must abstain from using or relying on this press release and all information contained herein.

The institution responsible for the placement has acknowledged that:

- (i) it has only communicated or distributed, caused to be communicated or distributed, will only communicate or distribute, and will only cause to be communicated an invitation or inducement to engage in investment activity within the United Kingdom within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA") received by it in connection with the issue or sale of New Shares in circumstances in which Section 21(1) of the FSMA does not apply to the Company; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Financial Instruments in, from or otherwise involving the United Kingdom.

United States of America

This press release may not be published, distributed or transmitted in the United States of America (including its territories and dependencies, any state of the United States of America and the District of Columbia). This press release does not constitute any solicitation to purchase or an offer to purchase or to subscribe New Shares in the United States of America. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States of America, and may not be offered, sold, pledged or otherwise transferred in the United States of America, except pursuant to an exemption from the registration requirements of the Securities Act and in compliance with applicable state securities laws. The New Shares will be offered or sold only outside of the United States of America in "offshore transactions" in accordance with Regulation S under the Securities Act. Touax does not intend to register all or any portion of the offering of the New Shares in the United States of America or to conduct a public offering of the New Shares in the United States of America.

In addition, until 40 days after date of the granting of a "visa" by the French Autorité des marchés financiers on the prospectus relating to the issuance and the admission to trading on the regulated market of Euronext Paris of the New Shares, an offer or sale of New Shares within the United States by a dealer (whether or not it is participating in the offering) may violate the registration requirements of the Securities Act.

Canada, Australia and Japan

The New Shares have not been offered, sold or sold and may not be offered, sold or purchased, in Canada, Australia and Japan.

Forward-looking statements

This press release includes forward-looking statements and information about the objectives of Touax, in particular, relating to its current or future projects. These statements are sometimes identified by the use of the future tense or conditional mode, as well as terms such as "estimate", "believe", "have the objective of", "intend to", "expect", "result in", "should" and other similar expressions. It should be noted that the realization of these objectives and forward-looking statements is dependent on the circumstances and facts that arise in the future. Forward-looking statements and information about objectives may be affected by known and unknown risks, uncertainties and other factors that may significantly alter the future results, performance and accomplishments planned or expected by the Company. These factors may include changes in the economic and commercial situation, regulations and those detailed in pages 19 to 34 of the reference document filed with the Autorité des marchés financiers (the "AMF") on April 14, 2016 under no. D. 16-0339 and in section 2 of the securities note (including a summary of the prospectus) which received visa number 16-333 on July 19, 2016.