



Control of Groupe Vivarte is transferred to PAI

On February 20, 2004, the Atticus, Descours, Wyser-Pratte and Leven groups signed a series of agreements pursuant to which they undertook to transfer 54% of Vivarte's capital to Financière 2 PAI, a company controlled by investment funds managed by PAI partners.

As announced in a previous press release dated January 26, 2004, the Vivarte shares will be acquired for a price of 40 euros per share, dividend included. The major shareholders of Vivarte have already informed the company of their decision not to vote in favor of a distribution of dividends for the 2002-2003 fiscal year at the Shareholders' Annual General Meeting which will be held on February 23, 2004.

The sale of this 54% block of Vivarte's share capital is subject to approval by various anti-trust authorities which will be responsible for examining of competition matters related to the transfer of control, it being specified that their decisions would be required to be given within one to two months. In these circumstances, the transfer of control of Groupe Vivarte to the investment funds managed by PAI partners could be completed by the end of April.

In accordance with current French stock market regulations, all Vivarte shareholders will be offered the possibility of selling their shares at the same price (€40 per share) as that proposed to shareholders transferring the 54% block, subject to approval by the Autorité des marchés financiers.

Groupe Descours has agreed to reinvest an amount up to approximately 115 million euros in the acquiring entities controlled by the investment funds managed by PAI partners, by taking a minority shareholding. In this context, and in accordance with the agreements entered into, Groupe Descours will retain a residual share of 14% of Vivarte's share capital and will act in concert with Financière 2 PAI as from the date Financière 2 PAI takes control of Vivarte. It is planned that Groupe Descours will then withdraw from the capital of Vivarte before July 31,

2004, in accordance with the same financial conditions as those for the transfer of control of the initial 54% block.

Moreover, NR Atticus, the principal selling shareholder, has undertaken to guarantee part of the financing of the transaction up to an amount of 123.4 million euros and could also become the minority shareholder of the acquiring entities controlled by the investment funds managed by par PAI partners, which would remain in the control of the funds managed by PAI partners.

In the event that the required conditions are satisfied, a public buyout offer followed by a squeeze-out procedure would be implemented with a view to the de-listing of Vivarte from the Premier Marché of Euronext Paris SA.

The management of Groupe Vivarte is pleased with the success of the strategic sale process undertaken since September 2003, which demonstrates the confidence of PAI in the future of Groupe Vivarte.

PAI partners are among the principal European players in private equity with offices in Paris, Amsterdam, Brussels, London, Madrid and Milan. PAI partners manages and advises investment funds dedicated to LBOs as well as the former portfolio of Paribas Affaires Industrielles for an overall amount of invested capital of more than 5 billion euros.

During the past few years, PAI partners has allowed the investment funds that it manages and advises to take part in several LBOs among the largest in Europe, including, in particular, the acquisitions of: United Biscuits in Great Britain in the context of a transaction resulting in its de-listing from the market (€2,300 M), French pharmaceutical laboratory Ipsen (€1,500 M), Antargaz, one of the leaders of natural gas distribution in France (€540 M), Yoplait, number two worldwide for dairy products and yogurts, and Elis, the European leader in leasing of linen and hygiene services to companies and local governments (€1,500 M).

PAI partners is characterized by its industrial approach and sectional expertise in its teams. Its investment strategy targets the creation of value and the investment funds managed or advised by PAI partners bring to the acquired companies the financial means and support necessary for the pursuit of their development.

Vivarte is a major player in the distribution of personal clothing and shoes in Europe. Its portfolio of brands includes trade names such as La Halle aux Chaussures, Chauss Land, Besson, André, San Marina and Minelli in the shoe sector and La Halle, Kookaï, Caroll,

Creeks and Liberto in clothing. Groupe Vivarte is also present internationally, in Spain under the trade names Merkal and Fosco, in Switzerland and in Eastern Europe. For its previous fiscal year, ended August 31, 2003, Vivarte's sales amounted to 1,916.9 million euros and its EBITDA was 215.4 million euros. Vivarte is listed on the Premier Marché of Euronext Paris (code Sicovam 13041 - code ISIN FR0000130411).

Press Contact: Gwladys Huré; tel 01 58 47 95 34 gwladys.hure@eurorscg.fr

Analyst Contact: Didier Hontarrede; tel 01 58 47 94 75 didier.hontarrede@eurorscg.fr

<http://www.vivarte.fr>