

DAKAR FINANCE S.A.

CONDITIONAL NOTICE OF REDEMPTION

**To the holders of the
9.000% / 9.750% Senior HoldCo Pay-If-You-Can Notes due 2020**

**ISINs: XS1117279965 / XS1117280039
Common Codes: 111727996 / 111728003**

Dakar Finance S.A. (the “Issuer”) gives notice to the holders (the “Holders”) of its 9.000% / 9.750% Senior HoldCo Pay-If-You-Can Notes due 2020 (the “Notes”) of the redemption of €140,000,000 of the aggregate principal amount of outstanding Notes (the “Redeemed Notes”) in accordance with paragraph 5(b) thereof and Section 3.03 of the indenture, dated as of November 12, 2015 (the “Indenture”), among, *inter alios*, the Issuer, U.S. Bank Trustees Limited, as Trustee, Elavon Financial Services DAC (f/k/a Elavon Financial Services Limited), UK Branch, as Paying Agent and Transfer Agent, Elavon Financial Services DAC (f/k/a Elavon Financial Services Limited), as Registrar, and U.S. Bank Trustees Limited, as Security Agent. Capitalized terms have the meanings given to them in the Indenture.

The terms and conditions of the redemption are as follows:

1. The redemption date for the Redeemed Notes will be November 15, 2016 (the “Redemption Date”) and the record date will be November 14, 2016.
2. The aggregate redemption price for the Redeemed Notes is €149,100,000, which comprises the sum of (i) 102.00% of the principal amount of €140,000,000 amounting to €142,800,000 and (ii) accrued and unpaid interest and Additional Amounts, if any, to, but not including, the Redemption Date of €6,300,000 (together, the “Redemption Price”).
3. The redemption of the Redeemed Notes is conditional upon (i) the successful settlement of Autodis S.A.’s offering of €510,000,000 Senior Secured Notes due 2022 and the distribution of sufficient funds to the Issuer to pay the Redemption Price payable to the Holders on or before the Redemption Date and (ii) receipt by the Paying Agent of sufficient funds to pay the Redemption Price payable to the Holders on or before the Redemption Date. Accordingly, none of the Redeemed Notes shall be deemed due and payable on the Redemption Date unless and until the conditions set forth herein are satisfied or waived by the Issuer.
4. In the event that, in the Issuer’s reasonable belief, the conditions described in paragraph (3) will be fulfilled at least 10 days, but not more than 60 days, after the date of this notice, the Issuer may postpone the Redemption Date to a date which is not less than 10 days, but not more than 60 days, after the date of this notice. The Issuer will notify Holders, the Trustee and the Paying Agent at least one Business Day prior to the Redemption Date if the Issuer has elected to postpone the Redemption Date.
5. The Redeemed Notes must be presented and surrendered to the Paying Agent, which is Elavon Financial Services DAC (f/k/a Elavon Financial Services Limited),

UK Branch, Fifth Floor, 125 Old Broad Street, London EC2N 1AR, United Kingdom, Attention: Corporate Trust Administration, to collect the Redemption Price.

6. Unless the Issuer defaults in making payments in respect of the Redeemed Notes, interest and Additional Amounts, if any, on the Redeemed Notes shall cease to accrue on or after the Redemption Date, and the only rights of the Holders of the Redeemed Notes shall be to receive payment of the Redemption Price upon surrender to the Paying Agent of the Redeemed Notes.

7. No representation is made by the Issuer, the Trustee or the Paying Agent as to the correctness or accuracy of the ISIN numbers and Common Codes listed in this notice or printed on the Notes.

8. This notice of redemption is given on November 1, 2016.

This notice is given by:

Dakar Finance S.A.

Enquiries about the above notice should be directed to the Issuer as set out below:

Dakar Finance S.A.

4, rue Lou Hemmer
L-1748 Luxembourg-Findel
Grand Duchy of Luxembourg