



## PRESS RELEASE

### ALIMENTATION COUCHE-TARD INC. TO MAKE RECOMMENDED OFFER TO ACQUIRE STATOIL FUEL & RETAIL ASA FOR US\$2.8 BILLION

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- **Leading North American convenience store operator to acquire #1 Scandinavian convenience and fuel retailer**
    - **Combined LTM revenues of US\$35 billion and EBITDA of US\$1.3 billion**
      - **Over 8,400 locations or sites in the combined network**
    - **Immediately and significantly accretive to Couche-Tard earnings per share**
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#### ATD.A, ATD.B / TSX

**Laval, Québec, Canada – April 18<sup>th</sup>, 2012** – Alimentation Couche-Tard Inc. (“Couche-Tard”) announced today it has signed a definitive agreement for a voluntary offer to acquire all of the issued and outstanding shares of Statoil Fuel & Retail ASA (SFR/Oslo Børs) (“Statoil Fuel & Retail”) for cash consideration of NOK 53 per share before reduction for any dividends and other distributions after December 31, 2011 (the “Offer”), valuing the total share capital of Statoil Fuel & Retail at NOK 15.9 billion (US\$ 2.8 billion) and transforming Couche-Tard into a leading global convenience store operator.

Statoil Fuel & Retail is the #1 Scandinavian convenience and fuel retailer with over 100 years of operations in the region. It has a broad network and leading market share across Scandinavia and the Baltic States, as well as a growing presence in Poland with approximately 2,300 full-service or automated stations of which approximately 68% are company-operated.

The Offer represents a premium of 52.5% to the closing price of the Statoil Fuel & Retail shares on April 17<sup>th</sup>, 2012, the last trading day prior to the announcement of the Offer, and a premium of 31.7% to the volume weighted average share price for the six month period ending on April 17<sup>th</sup>, 2012. Total transaction enterprise value is approximately US\$3.6 billion on a fully diluted basis.

Statoil Fuel & Retail’s Board of Directors has approved the transaction and recommends that shareholders accept the Offer. In addition, Couche-Tard has entered into an agreement with Statoil ASA, the principal shareholder of Statoil Fuel & Retail, pursuant to which Statoil ASA has committed to tender its 54% interest in Statoil Fuel & Retail to the Offer, subject to certain conditions.

Statoil Fuel & Retail represents a highly compelling acquisition for Couche-Tard:

- Provides Couche-Tard with expanded geographic footprint, diversification and a European platform for future profitable growth;
- Leading convenience and fuel retailer in profitable and resilient Scandinavian countries;
- Powerful and growing presence in high growth markets of Central and Eastern Europe;

- Leverage experience from North American convenience store market to enhance Statoil Fuel & Retail's customer proposition;
- Significant free cash flow generation; and
- Experienced and proven management team with strong operational track record.

Couche-Tard anticipates significant and immediate accretion to net earnings per share. Couche-Tard plans to operate Statoil Fuel & Retail as a whole, preserve its strong brand and continue the existing strategy undertaken by the local executives along with sharing of best practices.

"We strongly believe that our all-cash NOK 53 per share proposal is compelling for Statoil Fuel & Retail's shareholders as it offers them the opportunity to realize full and immediate value for their investment. Moving into Scandinavia and Europe is an important step in implementing Couche-Tard's growth strategy," said Alain Bouchard, President and Chief Executive Officer of Couche-Tard.

"We have great respect for Statoil Fuel & Retail's operations, management and talented employees and are confident that they will benefit from the expanded opportunities and resources available to them as part of a larger and stronger corporation," continued Mr. Bouchard. "Couche-Tard is the leader in the Canadian convenience store industry and the largest company-operated convenience store operator in North America. We have successfully completed numerous significant acquisitions and are confident that by working together with Statoil Fuel & Retail's management we will be able to quickly and efficiently integrate our operations to form a stronger, more competitive player that can provide customers with the very best that our industry has to offer."

"Our Board has undertaken a careful review of the terms and conditions of the Offer and has resolved to recommend the Offer, which we believe recognizes the strategic value potential of Statoil Fuel & Retail and delivers a considerable cash premium to our shareholders," said Birger Magnus, Chairman of the Board of Statoil Fuel & Retail. "We believe that Couche-Tard would represent a solid industrial owner and that the transaction could deliver interesting growth opportunities for the combined organization," continued Magnus.

### **Information on the Offer**

The complete details of the Offer, including all terms and conditions, will be contained in an offer document to be sent to Statoil Fuel & Retail shareholders following approval by the Oslo Stock Exchange. Nordea Bank Norway, Issuer Services will be the receiving agent for the Offer.

The Offer will be subject to customary closing conditions being satisfied or waived, including valid acceptances in respect of a number of shares of Statoil Fuel & Retail which exceeds 90% of the shares and voting rights in Statoil Fuel & Retail, taking into account any financial instruments or agreements giving the holder a right to acquire shares.

The Offer period is expected to commence as soon as possible and no later than April 23<sup>rd</sup>, 2012 pending approval from the Oslo Børs, the stock exchange in Oslo. The initial offer period will be 20 U.S. business days (unless extended). The offer period may be extended, one or several times, provided however that the maximum offer period may not exceed ten weeks. In the event Couche-Tard has not prior to July 31<sup>st</sup>, 2012 publicly announced fulfillment or waiver of the Offer conditions, the Offer will lapse. Couche-Tard expects to complete the transaction in June 2012.

The agreement between Couche-Tard and Statoil Fuel & Retail provides for a non-solicitation covenant on the part of Statoil Fuel & Retail, subject to customary “fiduciary out” provisions, and a right in favour of Couche-Tard to match any superior proposal. In connection with Statoil ASA’s agreement to tender its Statoil Fuel & Retail shares to the Offer, Couche-Tard will be entitled in certain limited circumstances to receive a break fee from Statoil ASA in the event that Statoil ASA fails to tender its shares to the Offer.

Couche-Tard expects to use its existing credit facilities and a new 3-year US\$3.2 billion acquisition credit facility to finance the Offer. The acquisition is being financed on a long-term basis in a manner consistent with Couche-Tard’s commitment to maintaining a strong balance sheet and sustaining its on-going growth. The new 3-year acquisition facility is committed by a syndicate of banks led by National Bank Financial, UBS, Rabobank, Scotiabank, HSBC and Bank of Tokyo-Mitsubishi, with National Bank of Canada acting as administrative agent.

All figures in U.S. dollars unless otherwise indicated. All NOK figures in this news release were converted into U.S. dollars using an exchange rate of 5.7440 NOK per USD.

Couche-Tard’s financial advisors are National Bank Financial, UBS, Scotiabank, HSBC, Rabobank and Bank of Tokyo-Mitsubishi, and its legal advisors are Davies Ward Phillips & Vineberg LLP, Haavind and Eversheds LLP.

The Offer has not yet commenced, and this notification does not constitute an offer. The Offer will only be made on the basis of the offer document and can only be accepted pursuant to the terms of such document.

### **Press Conference and Call with Financial Analysts**

At 09:00 CET on April 18, 2012, Couche-Tard will hold a joint press conference with Statoil Fuel & Retail at Statoil Fuel & Retail’s headquarters at Sørkedalsveien 8, Oslo, Norway. The presentation will be webcast live. For access to the webcast, please visit [www.statoilfuelretail.com](http://www.statoilfuelretail.com).

At 08:00 EST on April 18, 2012, Couche-Tard will hold a conference call for financial analysts to discuss the acquisition of Statoil Fuel & Retail. Shareholders and media are welcome to participate on a listen-only basis. To participate, please dial (888) 231-8191, (514) 807-9895 or (647) 427-7450 shortly before the start of the call. Please visit <http://www.newswire.ca/en/webcast/detail/955015/1022777> for a live audio webcast of the call. A replay will be available for the next two weeks at [www.couche-tard.com/corporate](http://www.couche-tard.com/corporate).

### **About Statoil Fuel & Retail ASA**

Statoil Fuel & Retail ASA is a leading Scandinavian road transport fuel retailer with over 100 years of operations in the region. It has a broad retail network across Scandinavia, Poland, the Baltics, and Russia with approximately 2,300 full-service (fuel and convenience) or automated (fuel only) stations.

Statoil Fuel & Retail’s other products include stationary energy, marine fuel, aviation fuel, lubricants and chemicals. In Europe, it operates 12 key terminals, approximately 400 road tankers and 50 depots in eight countries. Statoil Fuel & Retail also delivers aviation fuel at 85 airports in ten countries and produces and sells 750 different lubricant products.

Including employees at Statoil branded franchise stations, about 18,500 people work at its sites across Europe, in its corporate headquarters, its eight national headquarters, its terminals and depots.

For more information on Statoil Fuel & Retail, please visit: <http://www.statoilfuelretail.com>

### **About Alimentation Couche-Tard Inc.**

Alimentation Couche-Tard Inc. is the leader in the Canadian convenience store industry. In North America, Couche-Tard is the largest independent convenience store operator (whether integrated with a petroleum corporation or not) in terms of number of company-operated stores. As of January 29, 2012, Couche-Tard had a network of 5,817 convenience stores, 4,225 of which include motor fuel dispensing. At the same date, the Corporation had agreements for the supply of motor fuel to 338 sites operated by independent operators. Couche-Tard's network consists of 13 business units, including nine in the United States covering 42 states and the District of Columbia, and four in Canada covering all ten provinces. More than 53,000 people are employed throughout Couche-Tard's retail convenience network and service centers.

For more information on Alimentation Couche-Tard, please visit: <http://www.couchetard.com>.

**For a presentation on the acquisition of Statoil Fuel & Retail ASA, visit our Website.**

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### **Forward-Looking Statements**

The statements set forth in this news release, which describe Couche-Tard's objectives, projections, estimates, expectations or forecasts, may constitute forward-looking statements within the meaning of securities legislation. Positive or negative verbs such as "will", "plan", "evaluate", "estimate", "believe", "expect" and other related expressions are used to identify such statements. Couche-Tard would like to point out that, by their very natures, forward-looking statements involve risks and uncertainties such that its results, or the measures it adopts, could differ materially from those indicated or underlying these statements, or could have an impact on the degree of realization of a particular projection. Major factors that may lead to a material difference between Couche-Tard's actual results and the projections or expectations set forth in the forward-looking statements include the effects of the integration of acquired businesses and the ability to achieve projected synergies, fluctuations in margins on motor fuel sales, competition in the convenience store and retail motor fuel industries, exchange rate variations, and such other risks as described in detail from time to time in documents filed by Couche-Tard with securities regulatory authorities in Canada. Unless otherwise required by applicable securities laws, Couche-Tard disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The forward-looking information in this news release is based on information available as of the date of the release.