

04/06/2018 - PRESS RELEASE - REGULATED INFORMATION - INSIDE INFORMATION  
Not for release, publication or distribution, directly or indirectly, in the United States, Canada, Australia, Japan or any other country or jurisdiction where its publication would be unlawful.

## **Friendly takeover bid by Gfi Informatique over Realdolmen**

### **Gfi Informatique holds 91.81% of the Realdolmen shares and is planning a mandatory reopening of the bid until 18 July 2018**

- The period of the voluntary reopening of the bid launched on 5 June 2018 closed on 25 June 2018
- 152,607 shares of Realdolmen, representing 2.89% of the shares issued by Realdolmen, were tendered during the voluntary reopening period, bringing the stake of Gfi Informatique to 4,854,678 shares, representing 91.81% of the shares issued by Realdolmen
- The conditions are met for a mandatory reopening of the bid, to start on 28 June 2018 and end on 18 July 2018

**Saint-Ouen (France) and Huizingen (Belgium), 27 June 2018 – At the end of the initial acceptance period and the period of the voluntary reopening of the bid, nearly 92% of the shares of Realdolmen were tendered. Accordingly, Gfi Informatique will proceed with a mandatory reopening of the bid as of 28 June 2018.**

#### **Result of the voluntary reopening of the friendly takeover bid**

During the voluntary reopening period, 152,607 Realdolmen shares, representing 2.89% of the shares issued by Realdolmen were tendered. Gfi Informatique henceforth holds 4,854,678 Realdolmen shares, representing 91.81% of the shares issued by Realdolmen.

The bid price for the shares tendered will be paid on 4 July 2018.

#### **Mandatory reopening of the offer**

As, at the end of the initial acceptance period and the voluntary reopening period, more than 90% of the shares issued by Realdolmen had been tendered, so the bid will be reopened for a period starting on 28 June 2018 and ending on 18 July 2018, under the same conditions as during the initial acceptance period and the voluntary reopening of the bid.

The reader is reminded that Gfi Informatique is offering €37 per share, which represents a premium of 11% over the closing price of the share on 22 February 2018, the day before the offer was announced, and a premium of 22% and 28% over volume-weighted average prices over the past 3 and 6 months, respectively.

The Bid is now unconditional.

If, at the end of the mandatory reopening period, more than 95% of the shares issued by Realdolmen have been tendered under the offer and if more than 90% of the shares covered by the offer have been tendered, Gfi Informatique will implement a squeeze-out procedure.

If the conditions of a takeover offer are not met, Gfi Informatique reserves the right to request the delisting of the Realdolmen shares from Euronext Brussels, in accordance with applicable regulations. Any delisting decision will be subject to the approval of the FSMA.



### **Publication of documents**

On 24 April 2018, the Belgian Financial Services and Markets Authority (FSMA) approved the prospectus for Gfi Informatique's public offer, including Realdolmen's response (the "Prospectus").

An electronic version of the Prospectus (including the annexed response) is available on the following websites: [www.realdolmentenderoffer.com](http://www.realdolmentenderoffer.com), [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (French and English), [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (Dutch and English), [www.gfi.world](http://www.gfi.world) and [www.realdolmen.com](http://www.realdolmen.com). The Prospectus (including the annexed response) may also be obtained free of charge by contacting BNP Paribas Fortis at +32 (0)2 433 41 13. Finally, a toll-free number (0800 705 28) is open from Monday to Friday, from 10 am to 6 pm, to answer questions from Realdolmen shareholders.

### **Period of mandatory reopening of the offer**

The offer will be reopened starting on 28 June 2018 and ending on 18 July 2018 (inclusive), at 16:00 hours CET. Acceptance forms must be lodged with BNP Paribas Fortis acting as a centralising bank, either directly or through a financial intermediary.

The results of the transaction will be announced on 20 July 2018 and the payment of the shares tendered is scheduled for 27 July 2018.

\*\*\*\*\*

### **About Gfi Informatique**

Gfi Informatique is a major player in value-added IT services and software in Europe, and occupies a strategic position in its differentiated approach to global firms and niche entities. With its multi-specialist profile, the Group serves its customers with a unique combination of proximity, sector organisation and industrial-quality solutions. The Group has around 15,000 employees and generated revenue of €1,132 million in 2017. Gfi Informatique is listed on the Paris Euronext, Euronext (Compartment B) - ISIN Code: FR0004038099.

[www.gfi.world](http://www.gfi.world)

### **About Realdolmen**

Realdolmen is an independent ICT expert with over 1,200 highly skilled ICT professionals, serving more than 1,000 customers in the Benelux with their strategic, tactical and operational ICT demands. In every cooperation Realdolmen endeavours to realise the potential of people and organisations and wishes to make ICT human again. All of this guided by the company motto "To get there, together".

<http://www.realdolmen.com/fr>

### **For more information, please contact:**

akkanto

Nathalie van Ypersele

0478/20.10.62

[Nathalie.van.ypersele@akkanto.com](mailto:Nathalie.van.ypersele@akkanto.com)

Shareholders can call the toll-free number **0800 705 28** from Monday to Friday from 10:00 to 18:00





**Warning:** this communication contains forward-looking statements. Forward-looking statements are statements that are not historical facts and may include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates”, “plans”, “will be” and similar expressions. Although Realdolmen and Gfi Informatique's management each believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Realdolmen and Gfi Informatique, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, risks related to Realdolmen and Gfi Informatique's ability to complete the acquisition on the proposed terms or on the proposed timeline, risks associated with executing business combination transactions, such as the risk that the expected benefits of the acquisition will not be realized, risks related to future opportunities and plans for the combined company, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition, risks that it would be more difficult to conduct business as usual or to maintain relationships with customers, employees, manufacturers or suppliers and the possibility that the market price of Realdolmen's shares could decline, as well as other risks related to Realdolmen and Gfi Informatique's respective businesses. While the list of factors presented here is representative, no list should be considered a statement of all potential risks, uncertainties or assumptions that could have a material adverse effect on the companies' consolidated financial condition or results of operations.