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Friendly takeover bid by Gfi Informatique for Realdolmen

Gfi Informatique holds 95.75% of the Realdolmen shares and launches a takeover bid until August 10th

- The period of the mandatory reopening of the bid launched on 28 June 2018 closed on 18 July 2018
- 208,126 shares of Realdolmen, representing 3.94% of the shares issued by Realdolmen, were tendered during the mandatory reopening period, bringing the stake of Gfi Informatique to 5,062,804 shares, representing 95.75% of the shares issued by Realdolmen
- Gfi Informatique decides to launch a squeeze-out procedure, starting on 23 July 2018 and ending on 10 August 2018
- Following the closing of the takeover bid, the Realdolmen shares will be delisted from Euronext Brussels.

Saint-Ouen (France) and Huizingen (Belgium), 20 July 2018 – At the end of the initial acceptance period and the periods of the voluntary and mandatory reopening of the bid, nearly 96% of the shares of Realdolmen were tendered. Accordingly, Gfi Informatique will implement a squeeze-out procedure as of 23 July 2018.

Result of the mandatory reopening of the friendly takeover bid

During the mandatory reopening period, 208,126 Realdolmen shares, representing 3.94% of the shares issued by Realdolmen were tendered. Gfi Informatique henceforth holds 5,062,804 Realdolmen shares, representing 95.75% of the shares issued by Realdolmen. The bid price for the shares tendered will be paid on 27 July 2018.

Commenting on the results of the reopened offer, Vincent Rouaix, Chairman and CEO of Gfi Informatique, said: "We are delighted with this great success which will enable us to fully implement the integration of Realdolmen. By taking advantage of the complementarities of our two groups, we will be able to ensure the deployment of Realdolmen under the best conditions, while strengthening our international presence."

"This is an important day for Realdolmen, our customers and our employees," says Marc De Keersmaecker, General Manager of Realdolmen. "The success of the operation and the withdrawal from the stock exchange in the short term will allow optimal collaboration between the teams in order to strengthen the presence of the Gfi Informatique group in the Benelux."

Launch of a squeeze-out procedure

As, at the end of the initial acceptance period and the voluntary and mandatory reopening periods, more than 95% of the securities issued by Realdolmen have been tendered and more than 90% of the shares covered by the offer have been tendered, Gfi Informatique has decided to make a takeover bid.



Accordingly, the offer will be re-opened for a period beginning on 23 July 2018 and ending on 10 August 2018, on the same terms as the initial acceptance period and the voluntary and mandatory re-opening periods of the offer.

All shares that have not been submitted by the expiry of the reopened offer will be deemed to be automatically transferred to Gfi Informatique. The funds required to pay for the transferred shares will be deposited with the Bank for Official Deposits (*Deposito- en Consignatiekas /Caisse des dépôts et consignations*) for the benefit of shareholders who have not tendered their shares under the takeover bid. Following the closing of the takeover bid, the Realdolmen shares will be delisted from Euronext Brussels.

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.

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, www.bnpparibasfortis.be/epargneretplacer (French and English), www.bnpparibasfortis.be/sparenenbeleggen (Dutch and English), www.gfi.world and 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.

Period of takeover bid

The takeover bid will be reopened starting on 23 July 2018 and ending on 10 August 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 14 August 2018 and the payment of the securities tendered is scheduled for 21 August 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



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>

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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.