

**Castillon SAS, Devoteam's controlling shareholder, has increased its stake to 85% after acquiring the shares held by Amiral Gestion and is launching a simplified public purchase offer at a price of 168.50 euros per share for the remaining capital**

- **168.50 per share, representing a premium of 23.2% over the closing price on October 13, 2021 and of 28.0% over the volume-weighted average share price over the 30 trading days preceding the announcement of the Offer;**
- **85% of Devoteam's capital held by Castillon following the acquisition of the shares held by Amiral Gestion, representing 4.4% of the capital (i.e. 86.3% including Devoteam's treasury shares);**
- **Mr. Godefroy and Mr. Stanislas de Bentzmann, controlling shareholders of Castillon, are strengthening their control over the Group they created, with the support of KKR as a financial partner;**
- **The Supervisory Board of Devoteam has given a favorable and unanimously welcome to the proposed simplified public offer. It has set up an ad hoc committee and appointed Eight Advisory as an independent expert.**

**Paris, October 14, 2021** - Through Castillon SAS ("**Castillon**" or the "Offeror"), Messrs. Godefroy and Stanislas de Bentzmann are strengthening their control of Devoteam by launching a simplified public purchase offer (the "**Offer**") for the Devoteam shares they do not yet own, which represent approximately 13.7% of the capital.

The Offer is priced at 168.50 euros per share, representing a premium of 23.2% over the closing price on October 13, 2021, and of 28.0% over the volume-weighted average share price over the 30 trading days preceding the announcement of the Offer.

The Offer follows the acquisition by Castillon, concluded on October 14, 2021, of the stake held by Devoteam's funds and shareholders managed and represented by Amiral Gestion, and concerning 4.4% of the capital. This acquisition was priced at 168.50 euros per share.

The Offer allows Devoteam's shareholders to benefit from a liquidity window under the same attractive price conditions as those granted by Castillon in the block trade, and against the backdrop of low trading volumes in the market.

The trading of Devoteam shares, suspended today, will resume on Friday, October 15, 2021, at market opening.

"We listed Devoteam in October 1999 and are particularly proud of the Group's track record and the value created for all shareholders over the past 22 years. Looking ahead, Devoteam's new development phase will require rapid transformation and major investment that will be easier to carry out as a non-listed company. This transaction reinforces Devoteam's strategic independence and the control of its founders," added Mr. Godefroy and Mr. Stanislas de Bentzmann, co-founders and members of Devoteam's Management Board.

### **Offer welcomed by Devoteam's Supervisory Board**

Devoteam's Supervisory Board, which met on October 14, 2021, noted upon a preliminary examination of the main terms of the Offer that the Offer gives minority shareholders an opportunity to sell their shares at a premium of 23.2% compared to the closing price on October 13. On this basis, the Supervisory Board of Devoteam has unanimously accepted the Offer, subject to the conclusions of the independent expert and the ad hoc committee.

The supervisory board has set up an ad hoc committee comprised of a majority of independent members and has, on the recommendation of the latter, appointed the firm Eight Advisory as an independent expert to prepare a report. This will include an opinion of fairness as to the financial terms of the Offer, including the squeeze-out (in accordance with Article 261-1 I, 1°, 2°, and 4°, and II, of the AMF General Regulation).

The ad hoc committee will supervise the work of the independent expert and will make recommendations to the supervisory board with a view to delivering its reasoned opinion on the Offer.

Based on the report prepared by the independent expert and the opinion of the ad hoc committee, the Supervisory Board will meet to decide on the terms of the Offer, the interest of the Offer, and the consequences of the Offer for Devoteam, its shareholders, and its employees.

### **Further information and expected timing of the simplified public purchase offer**

If the shares not tendered to the Offer by the minority shareholders do not represent more than 10% of the capital and voting rights of Devoteam, Castillon will request the AMF to implement a squeeze-out procedure in return for compensation equal to the Offer price.

Crédit Agricole Corporate and Investment Bank is acting as an exclusive financial advisor to Castillon and as presenting institution and guarantor of the simplified tender offer. Darrois Villey Maillot Brochier is acting as legal counsel to Castillon.

The draft offer document is available on Devoteam's website and on the AMF website. It is also available from the presenting institution.

In accordance with Article 231-38 IV of the French General Regulation, the Offeror reserves the right, until the opening date of the Offer, to acquire up to 341,636 Devoteam shares (i.e. 30% of the shares targeted by the Offer), on the basis of an order at the Offer price.

The Offer will not be subject to any regulatory approvals or other conditions.

Subject to the AMF's opinion of compliance, the Offer is expected to open in December 2021.

### **About Devoteam**

Devoteam is a leading consulting firm focused on digital strategy, platform technologies, cybersecurity, and business transformation to help organizations unlock their future. With 25 years of experience and more than 8,000 employees across Europe, the Middle East, and Africa, Devoteam promotes responsible Tech for people.

Devoteam reported a turnover of 760 million euros in 2020.

ISIN: FR 0000073793, Reuters: DVTM.PA, Bloomberg: DEVO FP

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