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*This press release constitutes regulated information within the meaning of the Belgian Royal Decree of 14 November 2007 concerning the obligations of issuers of financial instruments that have been admitted to trading on a regulated market.*

*The Bonds were offered only by way of a private placement to institutional investors. The Bonds may not be offered or sold to Retail Investors (as defined hereafter); no key information document (KID) as defined in the PRIIPS Regulation has been prepared.*

### REGULATED INFORMATION

1<sup>st</sup> March 2018

### **Econocom successfully places approximately €200 million of bonds convertible into new shares and/or exchangeable for existing shares (OCEANE)**

Econocom Group SE (“Econocom”), a European player specializing in the digital transformation of organisations, announces today the successful placing of approximately €200 million of bonds convertible into new shares and/or exchangeable for existing shares (OCEANE) due 2023 (the “Bonds”).

#### **Key terms of the Bonds**

This offering will allow Econocom to increase its financial resources, especially in the context of its “*e for excellence 2018-2022*” strategic plan that was announced on 3 October 2017. This plan should enable Econocom to pursue its mixed growth strategy combining organic growth and acquisitions. Econocom aims to double its operating profit once again to reach €300m by 2022 and achieve revenue of €4billion.

The Bonds are due to mature on 6 March 2023 and will carry a nominal coupon of 0.50% per annum payable annually in arrear on 6 March of each year (or on the following business day if this date is not a business day), and for the 1<sup>st</sup> time on 6 March 2019. The par value of the Bonds (and hence the initial conversion price) has been set at €8.26, representing a premium of 30% above Econocom’s reference share price<sup>1</sup>.

The settlement delivery is expected to take place on 6 March 2018 (the « Issue Date »).

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<sup>1</sup> Reference share price, calculated as the volume-weighted average price of the Econocom Share on Euronext Brussels (“Euronext Brussels”) (BE0974313455 - ECONB) from the start of trading today until the determination of the final terms of the Bonds on the same day

The Bonds will be issued at par and will be redeemed at par on 6 March 2023 (or on the following business day if this date is not a business day), unless they are prior to maturity (i) redeemed, (ii) converted or (iii) repurchased and cancelled.

Econocom will have the option to redeem all of the Bonds early on or after 29 March 2021, subject to a minimum 30 calendar day prior notice, at par (plus accrued interest) in accordance with the terms and conditions of the Bonds, if the arithmetic mean over a specified period of the daily products of the prevailing conversion / exchange ratio on each day and the volume weighted average price of the Econocom shares (the “Shares”) exceeds 130% of the nominal value of the Bonds.

### **Conversion / exchange right**

From the Issue Date (i.e. 6 March 2018) and up to (and including) the 8th business day preceding the maturity date or the relevant early redemption date, the Bonds will entitle their holders to receive Econocom Shares at a conversion / exchange ratio of one Share per Bond, subject to any potential subsequent adjustments.

Upon exercise of their conversion / exchange right, bondholders will receive, at the option of Econocom, new and/or existing Shares. Econocom new Shares eventually delivered shall carry current rights to dividends as from the date of delivery of the Shares.

### **Lock-up**

In the context of the offering, Econocom and its main shareholder agreed to a lock-up ending 90 days following the Issue Date, subject to customary exceptions. This lock-up can be waived with prior consent of the Joint Lead Managers and Joint Bookrunners.

### **Conditions for placement and availability of documentation**

The Bonds were offered through a private placement to institutional investors only. The Bonds may not be offered or sold to Retail Investors (as defined hereafter). Neither the Bonds nor the Shares were offered to investors in the United States of America, Canada, Japan or Australia.

Application to admit the Bonds to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange will be made. Such listing is expected within 30 days from the Issue date.

Any dividend levels referred to in the documentation of the offering and relating to the anti-dilution mechanisms defined in the terms and conditions of the Bonds are to be used strictly for this purpose and shall not be deemed to constitute any future guidance with respect to any dividend policy of the Company.

Crédit Agricole Corporate and Investment Bank and Société Générale Corporate & Investment Banking are acting as Joint Lead Managers and Joint Bookrunners in respect of the Bond offering.

### **About Econocom**

Econocom finances and accelerates companies' digital transformation. With more than 10,700 employees in 19 countries and revenue of €3 billion, Econocom has all the requisite abilities to ensure the successful implementation of large-scale projects: consulting, sourcing and technology management & financing of digital assets, infrastructure, application and business solution services, and project financing. Econocom has adopted European company status (*Societas Europaea*). The Econocom Group share (BE0974313455 - ECONB) has been listed on Euronext Brussels since 1986. It is part of the BEL Mid and Family Business indices.

For further information: [www.econocom.com](http://www.econocom.com) Follow us on Twitter: <https://twitter.com/econocom>

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### **Disclaimer**

This communication is for general information only and does not form part of any offer to sell the Bonds or the Shares, or the solicitation of any offer to buy the Bonds or the Shares and does not constitute an operation with public offering in any country, including Belgium. The distribution of this communication and the offer and sale of the Bonds and the Shares described in this announcement may be restricted by law in certain jurisdictions. Any persons reading this communication should inform themselves of and observe any such restrictions.

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Any offering and any related formal documentation will be subject to conditions precedent and termination events, including those which are customary for such offerings.

Any such offering will not complete unless such conditions precedent are fulfilled and any such termination events have not taken place or the failure to fulfil such a condition or the occurrence of a termination event has been waived, if applicable.

This communication is not an offer of securities in the United States or any other jurisdiction. The Bonds and the Shares may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"). Econocom does not intend to register any portion of the planned offer in the United States or to conduct an offering of securities in the United States. The offering is being conducted outside the United States in accordance with Regulation S under the Securities Act.

This communication is not being made, nor has it been approved by, an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended and accordingly is for distribution only to, and is directed solely at, persons who: (i) are outside the United Kingdom; (ii) are investment professionals, as such term is defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion Order 2005, as amended (the "Financial Promotion Order")); or (iii) are persons falling within Article 49(2)(a) to

(d) ("high net worth companies, unincorporated associations, etc") of the Financial Promotion Order; (all such persons together being referred to as "Relevant Persons"). This communication is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

### **Prohibitions relating to Retail Investors of the European Economic Area (EEA)**

The Bonds are not and are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any Retail Investor in the European Economic Area. For the purpose of this paragraph, a "**Retail Investor**" means a person who is : (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU, as amended from time to time ("**MIFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC, as amended from time to time ("**IMD**"), where that customer would not qualify as a "professional client" as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a Qualified Investor as defined in the Directive 2003/71/EC, as amended from time to time (the "**Prospectus Directive**"); or (iv) in Belgium, a "consumer" (*consommateur/consument*) within the meaning of the Belgian Code of Economic Law (*Code de droit économique/Wetboek economisch recht*) dated 28 February 2013, as amended from time to time (the "**Belgian Code of Economic Law**").

Consequently no key information document required by Regulation (EU) no 1286/2014 (the "**PRIIPS Regulation**") for offering or selling the Bonds or otherwise making them available to Retail Investors in the European Economic Area has been and will be prepared and therefore offering or selling the Bonds or otherwise making them available to any Retail Investor in the European Economic Area may be unlawful under the PRIIPS Regulation.

Classification of the bonds convertible into new shares and/or exchangeable for existing shares (OCEANE) for the purposes of MIFID II / Professional investors, Eligible counterparties ("ECPs") and Retail Investors are targeted (all channels for distribution included). However, the Bonds were not offered or sold to Retail Investors within the framework of this offering.