

PRESS RELEASE

Toulouse, 12 October 2022 at 7 pm

PROPOSAL TO TRANSFER THE STOCK MARKET LISTING OF ACTIA GROUP SHARES FROM EURONEXT PARIS TO EURONEXT GROWTH PARIS

As part of the first ordinary resolution during the Combined General Meeting to be held on 2 December 2022, ACTIA Group will submit approval for the transfer of its shares from the regulated Euronext Paris market to the organised multilateral trading facility Euronext Growth Paris to the vote of its shareholders.

Reasons for the proposed transfer

The purpose of the proposal is to enable ACTIA Group to be listed on a market that offers a flexible regulatory framework, suited to its size and market capitalisation, while addressing certain operating limitations specific to Euronext Paris. The transfer to Euronext Growth Paris is also expected to simplify the way the company operates and reduce the costs inherent in its listing, while at the same time enabling it to continue to benefit from the advantages of the financial markets.

Arrangements for the proposed transfer

The transfer will consist of asking Euronext to delist the securities from Euronext Paris and list them concurrently for trading on Euronext Growth Paris.

Providing that the shareholders present at the General Meeting to be held on 2 December 2022 approve the proposal and it also meets with the approval of Euronext Paris SA, the listing will be carried out by means of an accelerated procedure of admission of the company's existing shares to trading, without issuing any new shares.

ACTIA Group currently meets the conditions of eligibility required by regulations governing the transfer procedure, namely a market capitalisation of less than €1 billion and a public float greater than €2.5 million. These conditions are expected to be met on the day of the transfer request. Furthermore, ACTIA Group is up to date with its communication obligations.

ACTIA Group will acquire the services of a listing sponsor as part of the transfer between markets.

Principal consequences of the proposed transfer (non-exhaustive list)

Pursuant to current regulations, ACTIA Group wishes to inform its shareholders about the possible consequences of such a transfer as of the date of its execution.

- **In terms of the protection of minority shareholders**
 - the protection of minority shareholders, in case of a change of control, will be ensured by Euronext Growth Paris via the mandatory public offer mechanism if the threshold of 50% of the share capital or voting rights is crossed either directly or indirectly, alone or in concert;
 - furthermore, companies listed on Euronext Growth Paris are only required to declare to the market, in terms of changes to shareholdings, threshold crossings (upwards or downwards) of 50 and 90% of the share capital or voting rights;
 - however, in accordance with existing legal requirements, the company will remain subject, for a period of 3 years as of its delisting from Euronext Paris, to the public offer regime and the requirement to declare any threshold crossings as well as declarations of intent as applicable to companies listed on Euronext Paris.
- **In terms of periodic information**, the listing on Euronext Growth Paris involves:
 - an extension of the deadline for publication of the half-yearly report (including the interim financial statements and the accompanying activity report) to 4 months from the half-yearly closing (instead of 3 months on Euronext Paris) and dispensation from the limited review performed by the Statutory Auditors;
 - less stringent requirements for the corporate governance report;
 - less stringent requirements for the management report;

- a free choice of accounting standards (French or IFRS) for the preparation of the consolidated financial statements. That being said, ACTIA Group has announced that it will continue to use IFRS to prepare its consolidated financial statements.

The company will publish an annual report within 4 months of the closing date, but no longer intends to file a Universal Registration Document with the French Financial Markets Authority (AMF) within 4 months of the end of its financial year (thus making it possible to obtain a dispensation from the stand-alone communication of its annual report).

However, it will continue to provide full market information through the publication of its annual report which will include: the annual and consolidated financial statements, the management report, the corporate governance report (reduced requirements), as well as the Statutory Auditors' reports.

Concerning its corporate governance report, the company will no longer be subject to the legal provisions requiring reference to a code of corporate governance.

Furthermore, ACTIA Group will continue to publish a statement of non-financial performance (SNFP), the contents of which will remain unchanged, and will continue to be the subject of a report by a COFRAC accredited independent certification body.

Within 4 months of the closing date for the first half-year, it will publish a half-yearly report including its interim financial statements along with an accompanying activity report.

■ **In terms of ongoing information**

ACTIA Group will continue to provide accurate, precise and truthful information by bringing to the attention of the public any information that could materially influence the share price and any other information concerning transactions undertaken by its senior executives, pursuant to the provisions of Regulation (EU) 596-2014 of 16 April 2014, covering market abuse.

Regulated information (including privileged information) must always be published in an effective and comprehensive manner. ACTIA Group will continue to use the services of a professional agency.

■ **In terms of the compensation of corporate officers**

Shareholders will no longer be required to vote on the compensation of corporate officers (say on pay).

■ **In terms of General Meetings**

- the formalities will be slightly more flexible:
 - no obligation to publish a notice specifying the arrangements for making the documents submitted to Meetings available;
 - dispensation from placing the preparatory documents for Meetings online twenty-one days before the date of the General Meeting, now required only on the date of the convening letter (reduced requirements);
 - no obligation to place the results of votes made in Meetings online on the company website.
- the company intends to continue to allow shareholders to be represented by any other individual or legal entity of their choice;
- the arrangements for convening and conditions of admission (record date) to General Meetings will remain unchanged.

■ **Concerning the Statutory Auditors**

The rules governing companies listed on Euronext Paris, including those that limit their period of appointment will no longer apply. The obligations concerning the selection of Statutory Auditors and tenders will no longer apply.

■ **Concerning stock liquidity**

As it is an unregulated market, the transfer to Euronext Growth Paris could result in changes to the liquidity of ACTIA Group stock, meaning that it could be different to the liquidity seen since the beginning of the listing of ACTIA Group on the regulated Euronext Paris market. The transfer may also lead to some investors selling ACTIA Group shares as they may prefer the securities of companies listed on a regulated market.

It should be noted that the liquidity contract entered into by the company will be maintained after the transfer.



Provisional timetable for the transfer (subject to the agreement of Euronext Paris)

If the transfer resolution is adopted by the General Meeting, the listing on Euronext Growth Paris will happen within a minimum of 2 months – and a maximum of 12 months – from the date of the Meeting authorising said transfer.

- **12 October 2022:** decision by the Board of Directors to submit the proposed transfer for approval by the Combined General Meeting
- **12 October 2022 after the Board meeting and closing of the stock market:** public announcement of the decision taken by the Board of Directors to ask the General Meeting to approve the proposed transfer of the company's shares to Euronext Growth Paris (1st press release)
- **2 December 2022:** General Meeting to vote on the proposed transfer. If the Meeting votes in favour, a Board meeting will be convened to implement the transfer
- **2 December 2022 after the General Meeting, the Board meeting, and closing of the stock market:** public announcement of the decision to proceed with the transfer following approval of the General Meeting and the implementation decision taken by the Board of Directors (2nd press release)
- **As of 3 December 2022:** filing with Euronext Paris of a request to delist the Euronext Paris securities and admit them to trading on Euronext Growth Paris
- **End January 2023:** transfer authorised by Euronext Paris
- **End January 2023:** Information Document placed online
- **End January 2023:** publication of 3rd press release announcing the actual transfer dates
- **As of 2 February 2023:** delisting of ACTIA Group securities from Euronext Paris (before trading) and admission of ACTIA Group securities for trading on Euronext Growth Paris (at opening) – first trades.

ABOUT ACTIA

ACTIA Group is a mid-market company (ETI) founded in 1986. It is at once family-owned and international and its head office is located in France. The family aspect guarantees the long-term future of the Group and its independence with an ever-present entrepreneurial spirit. ACTIA's business is to design and produce electronics to control systems in the particularly demanding fields of the automotive, rail, aeronautics, space, defence, power and telecommunications industries.

The commitments made by ACTIA are reflected in the Group's ambitious contributions to addressing societal issues: mobility, connectivity, safety and the environment. Control over the design and production of products bearing the ACTIA signature is a true guarantee of quality. Without exception, all Group employees share this belief in quality in a fully certified environment.

KEY FIGURES

- 2021 turnover: €462.8 million.
- Over 3,500 employees around the world, of whom more than 1,200 engineers and technicians working in R&D.
- Present in 16 countries.
- 14 to 18% of revenue reinvested every year in R&D.

STOCK MARKETS

- Euronext C
- ISIN FR0000076655 – Mnemonic: ATI Reuters: MRSP.PA – Bloomberg: AIELF: FP
- Indices: CAC ALL SHARES – CAC ALL-TRADABLE – CAC INDUSTRIALS – CAC MID&SMALL – CAC SMALL – EN TECH CROISSANCE – GAÏA INDEX

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DATES FOR THE DIARY

Q3 2022 turnover: Tuesday 15 November 2022 (7 am)

