



29 November 2018

## NOTIFICATION ANNOUNCED BY THE FSMA IN ACCORDANCE WITH ARTICLE 7 OF THE ROYAL DECREE OF 27 APRIL 2007 ON PUBLIC TAKEOVER BIDS

The Financial Services and Markets Authority ("*Autoriteit voor Financiële Diensten en Markten*") ("*Autorité des Services et Marchés Financiers*") (FSMA) announces, in accordance with article 7 (1) of the Royal Decree of 27 April 2007 on public takeover bids, the notification which it received pursuant to article 5 of the aforementioned Decree on 28 November 2018 with respect to the launch by Congra Software Sàrl, a private limited liability company ("*besloten vennootschap*" / "*société à responsabilité limitée*") incorporated under the laws of Luxembourg, with its registered office at 19-21 Route d'Arlon L-8009 Strassen, Luxembourg and registered under number B162896 (the **Bidder**), of a mandatory public takeover bid in cash for the shares issued by Global Graphics plc, a public limited company incorporated under the laws of England and Wales, with its registered office at 2030 Cambourne Business Park, Cambourne, Cambridge, CB23 6DW, the U.K. and registered under number 10872426, whose shares are admitted to trading on the regulated market Euronext Brussels.

As announced by the Bidder on 13 November 2018, by entering into share purchase agreements with Johan Volckaerts and Clema Capital Sàrl relating to 1,973,068 shares in Global Graphics plc (representing 17.04% of the voting rights), the Bidder – who is affiliated and acting in concert with Powergraph BVBA, who holds 1,640,000 shares in Global Graphics plc (representing 14.17% of the voting rights) – has incurred an obligation under the UK City Code on Takeovers and Mergers to launch a public takeover bid. To date, the Bidder and Powergraph BVBA together hold 3,745,096 shares in Global Graphics plc (representing 32.35% of the voting rights).

The mandatory public takeover bid will be made at a price in cash of EUR 4.25 per share, i.e. the same price that was paid in the context of the aforementioned share purchase agreements. The mandatory public takeover bid relates to all the shares in Global Graphics plc not already owned by the Bidder or persons acting in concert with the Bidder. The UK City Code on Takeovers and Mergers does not require the mandatory public takeover bid to extend to shares held in treasury by Global Graphics plc. Accordingly, the mandatory public takeover bid will extend to such treasury shares only to the extent that they are transferred out of treasury to option holders to satisfy the exercise of outstanding, vested share options during the course of the mandatory public takeover bid. In case of exercise of all 104,776 outstanding vested share options, the bid relates to a total of 7,936,946 shares in Global Graphics plc. The mandatory public takeover bid is unconditional.

The Bidder intends to launch a squeeze-out process in accordance with English law (under Chapter 3 of Part 28 of the UK Companies Act 2006) if it has acquired, by virtue of acceptances of the bid, not less than 90% in value of the shares to which the offer relates and not less than 90% of the voting rights carried by those shares.

As explained in the joint press release by Congra Software sàrl and Global Graphics plc of 13 November 2018, the mandatory public takeover bid falls under the shared jurisdiction of the U.K. Panel on Takeovers and Mergers in the U.K. and the FSMA in Belgium, who are jointly regulating this mandatory takeover bid. The Bidder has submitted to the FSMA a draft takeover prospectus that will be published after its approval.