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Highly successful friendly tender offer by Gfi Informatique over Realdolmen

88.92% of the securities were tendered for the offer by Gfi Informatique, which is reopening the offer

- The initial acceptance period of the offer which began on 26 April 2018 closed on 31 May 2018.
- 4,622 million shares and 80,000 Realdolmen warrants, representing 88.92% of the securities issued by Realdolmen (on a fully diluted basis¹), were tendered during the initial acceptance period
- Gfi Informatique has decided to go ahead with a voluntary reopening of the offer starting on 5 June and ending on 25 June.

Saint-Ouen (France) and Huizingen (Belgium), 4 June 2018 - Gfi Informatique's offer over Realdolmen was highly successful, with nearly 90% of the shares tendered. Accordingly, Gfi Informatique has decided to reopen the offer as of 5 June. The French group will rely on the Realdolmen management and staff to keep developing its platform in Benelux.

Highly successful voluntary public tender offer

During the initial acceptance period, 4,622,071 Realdolmen shares and 80,000 warrants, together representing 88.92% of the outstanding securities issued by Realdolmen (on a fully diluted basis), were tendered in the context of the offer.

"We are very pleased with the success of this strategic transaction, a milestone in our international development," said Vincent Rouaix, CEO of Gfi Informatique. "Thanks to our new leadership in Belgium and Luxembourg, we aim to make Realdolmen a European champion in the digital services sector".

For Marc De Keersmaecker, General Manager of Realdolmen, "the success of this friendly takeover opens up new prospects for the development of Realdolmen, for its customers and for its staff". "We look forward to working with Gfi's teams to strengthen the group's Benelux platform," he concluded.

The bid price for the shares and warrants tendered will be paid on 12 June 2018.

Voluntary reopening of the offer

As, at the end of the initial acceptance period, more than 75% of the securities issued by Realdolmen (on a fully diluted basis) and more than 75% of the voting rights attached to

¹ Since Gfi Informatique intends to exercise the 80,000 warrants tendered for the offer, the number of shares tendered to the offer amounts to 4,702,071 (including the 80,000 new shares resulting from the exercise of the warrants) representing 88.92% of the securities issued by Realdolmen on a fully diluted basis, i.e. 5,287,767 shares, and 88.92% of the 5,287,767 voting rights attached to these actions.



the Realdolmen shares had been tendered in the context of the offer, Gfi Informatique has decided to go ahead with a voluntary reopening of the offer, starting on 5 June 2018 and ending on 25 June 2018, under the same conditions as during the initial acceptance period.

If, at the end of the reopening period, more than 95% of the shares issued by Realdolmen have been tendered under the offer and if more than 90% of the shares covered by the offer have been tendered, Gfi Informatique will make a takeover bid.

The reader is reminded that Gfi Informatique is offering €37 per share and an equivalent price of €11.03 per warrant, 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.

The Bid is now unconditional.

Publication of document

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. Finally, a toll-free number (0800 705 28) is open from Monday to Friday, from 10 am to 6 pm, to answer questions from Realdolmen shareholders.

Period of reopening of the offer

The offer will be reopened starting on 5 June 2018 and ending on 25 June 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 27 June 2018 and the payment of the securities tendered is scheduled for 4 July 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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Shareholders can call the toll-free number **0800 705 28** from Monday to Friday from 10:00 to 18:00



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.