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THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN THE UNITED STATES OF AMERICA. NEITHER THE BONDS NOR THE UNDERLYING SHARES MAY BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA UNLESS THEY ARE REGISTERED OR EXEMPT FROM REGISTRATION UNDER THE US SECURITIES ACT OF 1933, AS AMENDED. INSIDE SECURE DOES NOT INTEND TO REGISTER ALL OR ANY PORTION OF THE OFFERING IN THE UNITED STATES OF AMERICA OR TO CONDUCT A PUBLIC OFFERING IN THE UNITED STATES OF AMERICA.



**INSIDE SECURE LAUNCHES AN OFFERING OF BONDS CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR NEW OR EXISTING SHARES (OCEANES) DUE 2022 FOR AN AMOUNT OF BETWEEN €12 AND €15 MILLION**

**Aix-en-Provence, France, on June 27 2017 – Inside Secure** (Euronext Paris : INSD), a leader in embedded security solutions for mobile and connected devices, announces today the launch of a private placement, of bonds convertible into new shares and/or exchangeable for existing shares (the “**OCEANES**”), maturing on June 29 2022 for a nominal amount of between €12 and €15 million (the “**Issue**”).

*“Inside Secure regularly reviews new acquisition opportunities with the aim of strengthening its offering of technologies, products and solutions related to the software security. In this context, we intend to continue selective acquisitions in the short and medium term. The contemplated transaction will significantly enhance our financial capacity and flexibility, as well as our negotiation position while optimizing the financing cost and the shareholders’ dilution”* declared Amedeo D’Angelo, President of Inside Secure Management Board.

The OCEANES’ nominal value will represent a conversion premium of 30% above Inside Secure’s reference share price<sup>1</sup>.

The OCEANES will bear interest at an annual nominal rate of 6% payable semi-annually in arrears on June 29 and December 29 of each year (or the following business day if this date is not a business day) from December 29 2017. The OCEANES will be issued at par on June 29 2017, the expected date for the settlement and delivery of the OCEANES, and will be redeemed at par on June 29 2022 (or the following business day if this date is not a business day).

The OCEANES will entitle their holders to receive new and/or existing Inside Secure shares at a ratio of one share per one OCEANE, subject to any potential subsequent adjustments. The OCEANES may be redeemed prior to maturity at the option of the Company, under certain conditions.

As an indication, the Issue would result in a dilution between 7.2% and 9.1% of the current share capital of Inside Secure. The final dilution on the basis of the reference share price will be communicated as of the determination of the final terms of the Issue.

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<sup>1</sup> The reference share price will be equal to the volume-weighted average price of the Company’s share recorded on the regulated market of Euronext in Paris from the launch of the Issue on June 27 2017 until the determination of the final terms and conditions of the OCEANES.

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The final terms and conditions of the Issue are expected to be set on June 27 2017.

The OCEANEs will be offered only by way of a private placement, pursuant to resolutions 25<sup>th</sup> approved by the shareholders' general meeting held on June 14, 2017, in France and outside France (excluding the United States of America, Canada, Australia or Japan) to persons referred to in Article L.411-2 II of the French monetary and financial code (*Code monétaire et financier*)

An application for the listing of the OCEANEs on Euronext Access<sup>TM</sup> (Open market of Euronext in Paris) will be made. Such listing is expected on June 29 2017.

In the context of the Issue, Inside Secure will agree a lock-up undertaking of 90 calendar days as of the settlement date of the OCEANEs, subject to certain exceptions.

The Issue of the OCEANEs is managed by Natixis acting as Sole Global Coordinator, Bookrunner and Lead Manager.

The offering of the OCEANEs is not subject to a prospectus approved by the French financial market authority (*Autorité des marchés financiers*) (the "AMF"). Detailed information on Inside Secure, including its business, results, prospectus and related risk factors are described in the Company's reference document filed with the AMF on March 28, 2017 under number D.17-0244, which is available together with all the press releases and other regulated information about the Company, on Inside Secure's website ([www.insidecure.com](http://www.insidecure.com)).

An English slideshow of the Company is also available on the Company's website.

This press release does not constitute or form part of any offer or solicitation to purchase or subscribe for or to sell securities and the Issue is not an offer of the OCEANEs to the public in any jurisdiction, including France.

### **About Inside Secure**

About Inside Secure Inside Secure (Euronext Paris – INSD) is at the heart of security solutions for mobile and connected devices, providing software, silicon IP, tools and know-how needed to protect customers' transactions, content, applications, and communications. With its deep security expertise and experience, the company delivers products having advanced and differentiated technical capabilities that span the entire range of security requirement levels to serve the demanding markets of network security, IoT security, content & application protection, mobile payment & banking. Inside Secure's technology protects solutions for a broad range of customers including service providers, content distributors, security system integrators, device makers and semiconductor manufacturers. For more information, visit [www.insidecure.com](http://www.insidecure.com).

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**Name: Inside Secure**



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### **Disclaimer**

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*No communication or information relating to the issuance by Inside Secure of bonds convertible into and/or exchangeable for new and/or existing shares (the “**Bonds**”) may be transmitted to the public in a country where there is a registration obligation or where an approval is required. No action has been or will be taken in any country in which such registration or approval would be required. The issuance or the subscription of the Bonds may be subject to legal and regulatory restrictions in certain jurisdictions; none of Inside Secure and the Bookrunner assumes any liability in connection with the breach by any person of such restrictions.*

*This press release is an advertisement and not a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 as amended, as implemented in each member state of the European Economic Area (the “**Prospectus Directive**”).*

*This press release is not an offer to the public, an offer to subscribe or designed to solicit interest for purposes of an offer to the public in any jurisdiction, including France.*

*The Bonds will be offered only by way of a private placement in France and outside France (excluding the United States of America, Canada, Australia or Japan) to persons referred to in Article L.411-2-II of the French monetary and financial code (code monétaire et financier), without an offer to the public in any country (including France).*

### **European Economic Area**

*With respect to the Member States of the European Economic Area which have implemented the Prospectus Directive (the “**Relevant Member States**”), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any Relevant Member State. As a result, the Bonds may only be offered in Relevant Member States:*

- (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive;*
- (b) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or*
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive.*

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*For the purposes of this paragraph, (i) the expression “**offer to the public of Bonds**” in any Relevant Member States, means any communication, to individuals or legal entities, in any form and by any means, of sufficient information on the terms and conditions of the offering and on the Bonds to be offered, thereby enabling an investor to decide to purchase or subscribe for the Bonds, as the same may be varied in that Member State.*

*These selling restrictions with respect to Relevant Member States apply in addition to any other selling restrictions which may be applicable in the Relevant Member States who have implemented the Prospectus Directive.*

#### **France**

*The Bonds have not been and will not be offered or sold or cause to be offered or sold, directly or indirectly, to the public in France. Any offer or sale of the Bonds and distribution of any offering material relating to the Bonds have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) and/or a restricted circle of investors acting for their own account, as defined in, and in accordance with, Articles L. 411-2 and D.411-1 of the French monetary and financial code (code monétaire et financier).*

#### **United Kingdom**

*This press release is addressed only (i) to persons located outside the United Kingdom, (ii) to investment professionals as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (iii) to people designated by Article 49(2) (a) to (d) of the Order or (iv) to any other person to whom this press release could be addressed pursuant to applicable law (the persons mentioned in paragraphs (i), (ii), (iii) and (iv) all deemed relevant persons (“**Relevant Persons**”). The Bonds and, if applicable, the shares of Inside Secure to be delivered upon exercise of the conversion rights (the “**Financial Instruments**”) are intended only for Relevant Persons and any invitation, offer of contract related to the subscription, tender, or acquisition of the Financial Instruments may be addressed and/or concluded only with Relevant Persons. All persons other than Relevant Persons must abstain from using or relying on this document and all information contained therein.*

*This press release is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Order.*

*Each institution in charge of the placement has represented and agreed that:*

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*(i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated invitations or inducements to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000), received by it in connection with the Bonds, in circumstances in which Section 21(1) of the Financial Services and Markets Act 2000 does not apply to the issuer; and*

*(ii) it has complied and will comply with all applicable provisions of the Financial Services and Market Act 2000 with respect to anything that it has done or will do in relation to the Bonds in the United Kingdom, from the United Kingdom or otherwise involving the United Kingdom.*

**United States of America**

*This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities nor of any offer or solicitation to sell securities in the United States. The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered or sold, directly or indirectly, within the United States of America except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the Securities Act. Inside Secure does not intend to register any portion of the proposed offering in the United States of America nor to conduct a public offering of securities in the United States of America.*

**Canada, Australia and Japan**

*The Bonds may not and will not be offered, sold or purchased in Canada, Australia or Japan.*

*The distribution of this press release in certain countries may constitute a breach of applicable law. The information contained in this press release does not constitute an offer of securities for sale in Canada, Australia or Japan.*