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NextStage announces the launch of a share capital increase with preferential subscription rights for an amount of 53.3 million euros (which may be increased to 61.3 million in the event of the exercise in full of the extension clause)

- **Rights Issue: 53.3 million euros (exclusive of extension clause), which may be increased to 61.3 million euros in the event that the extension clause is exercised in full**
- **Subscription ratio: 4 new shares per 11 existing shares**
- **Subscription price: 102 euros per new share**
- **Trading period for preferential subscription rights: from October 13 through October 27, 2017, inclusive**
- **Subscription period: October 17 through October 31, 2017**
- **Portzamparc and Degroof Petercam serving as Global Coordinators and Joint Bookrunners**

Paris, France, October 11, 2017 – NextStage, an investment company listed on the Euronext Paris regulated exchange (ISIN: FR0012789386, Symbol: NEXTS), focused on long-term investments in MSCs¹ (hereafter, the "Company"), is announcing today its launch of a share capital increase with preferential subscription rights for existing shareholders, in the gross amount of 53.3 million euros, which sum may be increased to 61.3 million euros in the event of full exercise of the extension clause (hereafter the "Rights Issue").

The objective of the operation is to rebuild an optimal investment capacity to:

- Accompany the growth of companies already in the portfolio
- Continue the policy of selective investment in MSCs¹ fueled by a growing deal flow.

The Company's ambition is also to increase its free float through the entry of new investors alongside existing individual and institutional shareholders.

The Company has received subscription commitments from several current shareholders, amounting to around €26.4m. Certain current shareholders, including NextStage Croissance and Tethys, who respectively hold 9.86% and 7.83% of NextStage, have undertaken to subscribe for a global amount of approximately €13.4m.

Risk Factors

Investors are invited to review carefully the risk factors set out in Chapter 4 – 'Risk Factors' in the "Document de Référence" and section 2 of the securities note. The occurrence of all or some of these risks could have an adverse impact on the Company's business activities, reputation, operating income, financial position, or future prospects. Readers are specifically invited to familiarise themselves with the following risk factors: risks relating to the Company's business activities (risk of loss of capital, liquidity and valuation), to the specific legal (SCA) and tax features (conditions with which the Company and shareholders must comply in order to benefit from the favourable tax arrangements for venture capital companies), as well as to its dividend policy (since the Company does not intend to pay dividends).

¹ MSC: Mid-Sized Company, defined as one having between 10 and 500 million euros in revenue.

Commenting on the launch of this operation, Grégoire Sentilhes, Chairman of NextStage AM and Managing Partner (*gérant*) of the Company, asserted: *“Our proposed capital increase should allow us to further strengthen our financial capabilities so as to seize the best investment opportunities and pursue our mission as long term entrepreneur-investors alongside mid-sized businesses with great potential.”*

▪ Main terms of the Rights Issue

The Rights Issue will be conducted via preferential subscription rights (hereafter, the “Rights”). The number of shares to be issued will amount to 522,580 new shares (corresponding to the gross sum of 53,303,160 euros), which may be increased to 600,967 new shares (corresponding to a gross sum of 61,298,634 euros) should the extension clause be exercised in full. Each holder of existing NextStage shares as at the close of trading on October 11, 2017 (per shareholders register) will receive one (1) Right for each share held. Rights will be detached on October 13, 2017 and outstanding shares will therefore trade ex-right as of October 13, 2017.

Subscription of new shares shall be preferentially reserved for Rights holders, each 11 Rights entitling holders to subscribe for 4 new shares on an irreducible basis (*à titre irréductible*).

Subscriptions on a reducible basis (*à titre réductible*) are permitted but may be subject to reduction in the event of oversubscription. Unsubscribed shares offered on an irreducible basis (*à titre irréductible*) will be offered to Rights holders having placed orders for reducible shares, to be distributed amongst them, subject to reduction.

Based on the closing price of NextStage shares on the Euronext Paris regulated exchange on October 9, 2017, the theoretical value of each Right is 0.67 euro (bearing in mind that this value may fluctuate during the Rights trading period, notably as a function of variations in the NextStage ex-rights share price), while the theoretical ex-rights share price amounts to 103.83 euros.

The subscription price for new shares, set at 102 euros per share (comprised of a par value of 3 euros and an issue premium of 99 euros), represents a discount of 1.8% from the theoretical ex-rights price, and of 2.4% relative to the October 9, 2017 closing price of 104.5 euros.

The Rights Issue will be open to the public in France only.

NextStage has agreed to a lock-up period of 180 calendar days from the settlement and delivery date of the Rights Issue, subject to certain customary exceptions.

As part of their subscription commitments, the investors (excepting certain minor shareholders and NextStage Croissance) have each consented to a lock-up period of 90 calendar days from the Rights Issue settlement and delivery date, applicable to all shares subscribed as part of the Rights Issue, subject to certain customary exceptions.

Extension Clause

Depending on demand, the Company’s leadership may decide to increase the number of new shares to be issued, within a limit of 15% of the issuance, under the terms of an extension clause. Exercise of the extension clause is exclusively intended to fill orders for reducible shares.

▪ Indicative timetable for the Rights Issue

The Rights will be listed and traded on Euronext Paris on the ISIN code FR0013285848 from October 13, 2017 through October 27, 2017, inclusive. It will thus be impossible to purchase or sell Rights after the market closes on October 27, such Rights will cease to have any value. The subscription period for the new shares will run from October 17, 2017 through October 31, 2017, inclusive. Those Rights not subscribed when the subscription period ends at the market's close on October 31, 2017 shall be deemed null and void.

The settlement/delivery and beginning of trading on Euronext Paris (Compartment C) of the new shares will take place on November 10, 2017. The new shares will be, as of their issuance date, fully fungible with the Company's previously outstanding shares and will trade under the same listing with ISIN code FR0012789386.

▪ Placement

Portzamparc and Degroof Petercam are serving as Global Coordinators, Joint Lead Managers and Joint Bookrunners in connection with the placement agreement. The Rights Issue will not be underwritten.

▪ Specifics of the Company's legal and tax status

Tax Status

NextStage has opted for the tax status of a venture-capital company (*Société de capital-risque*), in order to benefit from the favourable tax arrangements attached to that status in the event that profits or capital gains are generated. It is specified that the tax status attached to venture-capital companies allows for a tax exemption or reduction on certain proceeds and capital gains distributed by the venture-capital company, subject to certain conditions, including a five-year holding period (for further information, please see Section 4.3.4 – "Risks relating to the arrangements for venture-capital companies" in the "Document de Référence"). The specific features of the tax arrangements that apply to the holding period for shares in the Company may have an impact on the liquidity of the shares.

Governance

NextStage is organized as a French *Société en Commandite par Actions* (SCA). Given the legal status of the Company, the General Partner (*Associé Commandité*), NextStage Partners, and the Managing Partner (*gérant*), NextStage AM, hold considerable power over other corporate bodies (Combined General Meetings/ Supervisory Board). Furthermore, it should be remembered that NextStage Partners is overseen by the same executives as NextStage AM. Due, however, to the presence of a Supervisory Board composed with half of independent members and supported by additional specialized committees, the Company believes that the General and Managing Partners would not be able to abuse their power. The governance structure nevertheless fails, structurally and legally, to safeguard the same levels of rights, protections or power for General Partners as other corporate structures.

Dilution

Company shareholders who do not participate in the Rights Issue will be subject to dilution.

Non distribution of dividends

NextStage does not intend to pay out dividends in the years ahead, in order to reinvest and capitalize them within the Company.

▪ **Information available to the public**

NextStage's document de référence is available on the company's website (www.nextstage.com) as well as the website of the Autorité des marchés financiers (« AMF ») (www.amf-france.org). It is also available free of charge upon request from the company at its head office, 19, avenue George V, 75008 Paris, France. The company draws the attention of the public to Chapter 4: "Risk factors", in the document de référence registered with the AMF.

Copies of the prospectus, which received a visa from the Autorité des marchés financiers ("AMF") on October 10, 2017 under the number 17-542, composed of the document de référence registered with the AMF on April 21, 2017 under the number R.17-018, the update of the document de référence filed with the AMF on October 10, 2017 under the number D.17-0317-A01 and the securities note (note d'opération) (including a summary of the prospectus), may be obtained free of charge and upon request from the company, 19, avenue George V, 75008 Paris, France – and from the internet websites of NextStage (www.nextstage-invest.com) and the AMF (www.amf-france.org).

About NextStage

NextStage is an investment platform created in March 2015 and listed on the Euronext Paris market (Compartment C) since December 2016. At June 30, 2017, it had an Adjusted Net Asset Value of €160.4 million. NextStage specialises in Medium-Sized Companies (MSCs), which allows access to an unlisted and often inaccessible class of asset that drives growth and performance. The investments it makes are equity investments with little or no leverage over an unlimited time frame to provide funding for the growth of MSCs that work alongside visionary entrepreneurs. NextStage is backed by the know-how and stability of the asset management firm NextStage AM, which was founded in 2002. NextStage has already closed twelve investment transactions (as of September 30, 2017) since its inception.

Its capital is held, directly or indirectly, by prominent shareholders such as Artemis, Téthys, AXA and Amundi. NextStage has built a novel and ambitious approach whose aim is to accelerate the growth of top-flight MSCs around four long-term trends of the 3rd industrial revolution.

NextStage is listed on the Euronext Paris Compartment C regulated exchange (ISIN: FR0012789386; Symbol: NEXTS). www.nextstage.com/sca.

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