

Press Release  
Paris, June 26, 2020 – 6pm CET

## Share buyback program

In accordance with the provisions of the European Regulation No. 596/2014 of April 16, 2014 on market abuse, Articles 241-1 et seq of the General Regulation of the French Financial Markets Authority and Articles L.225-209 et seq of the French commercial Code, the present document describes the objectives and modalities of ESI Group's share buyback program, as authorized by the Combined Annual General Meeting held on June 25, 2020 and implemented by the Board of Directors during its meeting held on the same day.

This new program terminates the previous one authorized by the Combined General Meeting of July 18, 2019. During the 2019 financial period, ESI Group did not buy back any shares.

- **Shares concerned**

Shares issued by ESI Group, listed on Euronext Paris (ISIN code FR0004110310).

- **Objectives of the buyback program**

- i. stimulate the secondary market or the liquidity of ESI Group shares through a liquidity contract signed with an investment service provider and compliant with the AMAFI's Code of Ethics dated September 23, 2008 and approved by the French Financial Markets Authority (AMF),
- ii. fulfill its share issue obligations, in accordance with the terms and conditions set forth by law, undertaken as part of the following:
  - plans granting stock options for the purchase of existing shares by the Group's employees or corporate officers,
  - employee profit-sharing plans under which these shares would be granted to employees and/or corporate officers,
  - free share grants to the Group's employees and corporate officers,
  - shares provided upon exercise of the rights attached to securities giving access to shares by any means, whether immediately or in the future, under the conditions set forth by the AMF and at any time deemed appropriate by the Board of Directors,
- iii. retain shares to subsequently use them in exchange or as payment for future business acquisitions,
- iv. cancel shares by a reduction in share capital.

- **Maximum purchase price**

The maximum purchase price is set at €60 per share.

The maximum amount that the company may spend within the framework of this buyback program is set at €13,000,000.

- **Buy-back terms and conditions**

The shares may be purchased or retained at the discretion of the Board of Directors by any means by trading on or off the market, or on an over-the-counter market, on one or more occasions. All shares purchased under the authorized share buyback program may be acquired in the form of blocks of shares. Such transactions may be carried out at any time, including during public offering periods, in accordance with the regulations in force.

- **Duration of the buy-back program**

18 months as from June 25, 2020, i.e. until December 24, 2021.

The Board of Directors shall inform shareholders of any purchases or sales carried out pursuant to this authorization in its management report.

- **Treasury shares held as of June 25, 2020**

As at June 25, 2020, the company held 380,454 shares representing 6.32% of its share capital.

The Group favors an allocation of shares to cover employee share ownership plans and potential acquisitions.

- **Maximum proportion of share capital**

10% of the share capital (i.e. 601,849 shares to date), being specified that this limit is assessed as at the date of the buybacks in order to take into account any capital increase or reduction that may occur during the program. The number of shares considered to calculate this limit corresponds to the number of shares purchased, less the number of shares resold during the program as part of the liquidity objective.

As the company cannot hold more than 10% of its share capital, considering the number of shares already held, that is 380,454 shares (representing 6.32% of the share capital), the maximum number of shares that may be purchased will be 221,395 shares (i.e. 3.68% of the share capital) unless to sell or cancel the shares already held.

### Upcoming events

2020 HY Sales and Results  
September 10, 2020

Q3 2020 Sales  
October 27, 2020

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### About ESI

Founded in 1973, ESI Group is a leading innovator in Virtual Prototyping solutions and a global enabler of industrial transformation. Thanks to the company's unique know-how in the physics of materials, it has developed and refined, over the last 45 years, advanced simulation capabilities. Having identified gaps in the traditional approach to Product Lifecycle Management (PLM), ESI has introduced a holistic methodology centered on industrial productivity and product performance throughout its entire lifecycle, i.e. Product Performance Lifecycle™, from engineering to manufacturing and in operation.

Present in more than 20 countries, and in major industrial sectors, ESI employs 1200 high level specialists. In 2019, its proforma turnover was 146.2M€. ESI is headquartered in France and is listed on compartment B of Euronext Paris.

For further information, go to [www.esi-group.com](http://www.esi-group.com).



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