

This press release does not constitute an offer to acquire shares and is not intended for distribution in jurisdictions where the Offer is not authorized.

PRESS RELEASE OF NOVEMBER 30 2023

ON THE AVAILABILITY OF THE OFFER DOCUMENT AND INFORMATION RELATING TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF KEYSIGHT TECHNOLOGIES NETHERLANDS B.V.

IN CONNECTION WITH THE TENDER OFFER FOR THE SHARES OF



INITIATED BY

Keysight Technologies Netherlands B.V.

PRESENTED BY

J.P.Morgan



BNP PARIBAS

Bank presenting the Offer

Bank presenting the Offer and acting as guarantor

OFFER PRICE:
155 euros per ESI Group share.

DURATION OF THE OFFER:
25 trading days.

The timetable of the tender offer (the “Offer”) will be determined by the *Autorité des marchés financiers* (the “AMF”) in accordance with the provisions of its general regulation (the “AMF General Regulation”).



This press release (the “Press Release”) was prepared and made available to the public on November 30, 2023 in accordance with the provisions of articles 231-27 2° and 231-28 of the AMF General Regulation.

Pursuant to Article L. 621-8 of the French Monetary and Financial Code and Article 231-23 of the AMF General Regulation, the AMF has, in accordance with its clearance decision dated November 28, 2023, affixed the visa n°23-492 on the offer document (the “Offer Document”). The Offer Document was prepared by Keysight Technologies Netherlands B.V. and renders its signatories liable. The visa, in accordance with the provisions of Article L. 621-8-1, I of the French Monetary and Financial Code, has been granted after the AMF verified “whether the document is complete and comprehensible, and whether the information it contains is consistent”. It does not imply either the approval of the appropriateness of the transaction nor the authentication of the accounting and financial information presented.

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IMPORTANT NOTICE

In accordance with the provisions of Article L. 433-4 II of the French Monetary and Financial Code and Articles 237-1 *et seq.* of the AMF General Regulation, in the event that, at the end of the Offer, the number of ESI Group shares not tendered by the minority shareholders (with the exception of the shares subject to a liquidity mechanism) would represent no more than 10% of the share capital and voting rights of ESI Group, Keysight Technologies Netherlands B.V. intends to ask the AMF for the implementation, within ten (10) trading days following the publication of the results of the Offer, or, if the Offer is re-opened, within three (3) months following the closing of the reopened offer (the “**Reopened Offer**”), of a squeeze-out procedure in order to transfer the ESI Group shares not tendered in the Offer (other than the shares subject to a liquidity mechanism and treasury shares), in return for a compensation per share equal to the Offer price, i.e., EUR 155 per share, net of all costs.

The Offer is not and will not be proposed in any jurisdiction where it would not be permitted by applicable law. Acceptance of the Offer by persons residing in countries other than France and the United States of America may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. The recipients of the Offer are solely responsible for compliance with such laws and it is therefore their responsibility, before accepting the Offer, to determine whether these laws exist and are applicable, with the assistance of their own advisors.

The Offer will be made in the United States of America pursuant to Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the “**1934 Act**”) and Regulation 14E of the 1934 Act, subject to exemptions provided by Rule 14d-1(c) of the 1934 Act for a Tier I tender offer.

For more information, see paragraph 2.16 (*Offer restrictions outside of France*) of the Offer Document.

The Offer Document must be read jointly with all other documents published in connection with the Offer.

In accordance with article 231-28 of the AMF’s general regulation, the information relating to the legal, financial and accounting characteristics of Keysight Technologies Netherlands B.V. was filed with the AMF on November 28, 2023, and made available to the public on November 29, 2023.

This information and the Offer Document approved by the AMF is available on the websites of the AMF (www.amf-france.org) and ESI Group (<https://investors.esi-group.com/fr>) and may be obtained free of charge at the registered office of ESI Group (3 bis Rue Saarinen, Immeuble le Séville, 94528 Rungis Cedex, France) and at:

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Avertissement

This Press Release has been prepared for information purposes only. It does not constitute an offer to the public. The distribution of this Press Release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Offer is not directed at persons subject to such restrictions, either directly or indirectly, and may not be accepted from any jurisdiction where the Offer would be subject to such restrictions. This press release is not intended for distribution in such countries.

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Accordingly, persons in possession of this press release are responsible for informing themselves about and complying with any local restrictions that may apply.

Keysight Technologies Netherlands B.V. declines any liability for any violation by any person of such restrictions.