

REGULATED INFORMATION

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**ECONOCOM AND OSIATIS ANNOUNCE THE SIGNING OF AN AGREEMENT
FOR AN ALLIANCE BETWEEN THE TWO GROUPS**

Econocom, a European business-to-business digital service provider and Osiatis, a major player in infrastructure services and specialists in related applications, have announced the signing of agreements for the acquisition by Econocom of a majority stake in Osiatis' share capital.

The transaction is subject to the authorisation from the French competition authority and from the French Ministry of Economy.

As required by the provisions of the General Regulation of the AMF, the French financial markets authority, in case of completion of the acquisition of the majority of Osiatis' capital, a public tender offer would be launched by Econocom in the autumn for Osiatis' remaining shares.

A decisive step that would strengthen the group's leadership and accelerate its development

The transaction would enable the two groups to make decisive headway in the highly-concentrated digital services market, where size has become a strategic issue. After this acquisition, Econocom would earn almost €2 billion in revenue, including €650 million in the field of business-to-business digital services. The group would employ a workforce of more than 8,000 people in 20 countries.

The acquisition of Osiatis by Econocom is perfectly in line with the "Mutation" strategic plan announced by the group last April. It would strengthen Econocom's position as a key partner of companies in the integration and financing of their digital solutions with greater expertise in services, particularly in cloud and application solutions. The transaction would also allow Econocom to support its customers in two new countries: Brazil and Austria.

The group expects twenty million euros in synergies, and the transaction is expected to be accretive from 2014.

Agreement for the acquisition of a majority stake in Osiatis' capital

The agreement signed today is for the sale to Econocom of a majority stake representing 51.90%¹ of Osiatis' capital.

This agreement provides for the acquisition of all the securities (shares and equity warrants) held by BML Belgium, a company controlled by Walter Butler, as well as Robert Aydabirian, Jean-Maurice Fritsch, Bruno Grossi and Laurent Parquet (the “**Sellers**”), representing 8,632,555 shares and 875,000 equity warrants.

This agreement follows the limited reviews of Osiatis' and Econocom's accounts and the information of the the two groups' employee representative bodies.

Confirming the terms of the announcement on 19 April, each Seller would receive in total 1 Econocom Group share and €4.00 for each Osiatis share, the acquisition being carried out, for each Seller, through an indivisible operation compound of an off-market sale at the price of €9.45² for a part of their securities and a contribution in kind for the balance.

The payment in cash would occur, for BML Belgium, on 15 February 2014 and for the other Sellers within fifty days following the transfer of the Osiatis securities.

At the end of the acquisition of the majority stake and the effective completion of the public bid, Jean-Louis Bouchard, Chairman of Econocom Group, would still be Econocom Group's majority shareholder with about 41% of the capital, while Walter Butler, through BML Belgium, would become a significant Econocom Group shareholder with more than 6% and would be appointed to Econocom's Board of Directors.

BML Belgium also undertakes, until 1 January 2014, not to transfer the Econocom shares it holds without Econocom's prior consent.

Launch of a public bid for the balance of Osiatis shares

After the acquisition of the stake, Econocom would issue in the autumn, as required by the provisions of the General Regulation of the AMF, the French financial markets authority, a public bid for all of Osiatis' remaining shares on the same terms as the acquisition of the majority stake, i.e. **1 Econocom Group share and an extra cash balance of €4.00 for each Osiatis share**.

¹ Based on a total of 16,633,400 shares making up Osiatis' capital as of the date hereof.

² Based on the average of the closing price of Econocom in the last 20 trading days before the signing of the agreements.

The Osiatis securities to be contributed in kind as part of the acquisition of the majority stake and the public bid that would be then submitted by Econocom would be paid by newly-issued Econocom securities.

Moreover, Econocom would have the option of filing a compulsory buy-out procedure.

Osiatis' supervisory board, which met on 26 June 2013, gave a favorable preliminary opinion on the terms of the transaction and appointed Ricol Lasteyrie, represented by Mrs. Sonia Bonnet-Bernard, as an independent appraiser, in view of the future public bid.

Jean-Louis Bouchard, Chairman of Econocom, says: *"The alliance of the two groups Econocom and Osiatis would be an important first step in our new strategic plan announced in April. The new combined group has everything it takes to be a major player in the European digital services market. The combined skills of the two groups, along with our culture of entrepreneurship and innovation, will open up new opportunities to establish us at the heart of the digital world."*

Walter Butler, Chairman of the Supervisory Board and main shareholder of Osiatis, says: *"This agreement will offer genuine opportunities to the Osiatis ecosystem, particularly for its customers, who will benefit from a greater contribution of IT to their businesses and a broader range of services including financing and provision of the digital solutions they need. The alliance will also benefit the group's employees, with broader development prospects as part of a European Group that is firmly focused on digital technology."*

About Econocom: Established in 18 countries with 3,700 employees, Econocom is a European provider of services for integrating and financing digital solutions.

In 2012, it posted consolidated revenue of €1.54 billion.

The services provided by the group include consultancy, distribution, leasing and a complete range of IT outsourcing services.

The Econocom Group share (BE0974266950 - ECONB) has been listed on the Euronext NYSE in Brussels since 1986 and is part of the BelMid index.

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Register at www.actusnews.com to receive Econocom's financial news by email

About Osiatis

Osiatis, one of the main French digital services companies, is recognised as a leader in infrastructure services (architecture consulting, tools and Cloud transformation engineering, production and work environment outsourcing, critical systems and networks maintenance). And in the applications services market, the Group also addresses the specialised segment of infrastructure-related solutions (portals, collaboration, roaming, BI...).

The Group employs a workforce of more than 4,600 and is established in France, Austria, Benelux countries, Spain and Brazil.

www.osiatis.com

Osiatis is listed on NYSE Euronext Paris, compartment C (ISIN: FR0004044337 - Code: OSA - Bloomberg: OSA.FP - Reuters: OSA.PA).

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