

# THE 400,000 REDEEMABLE SHARE WARRANTS (BAARS) ISSUED BY CEGID GROUP ON SEPTEMBER 3, 2010 ARE ADMITTED TO TRADING ON EURONEXT PARIS.

On September 3, 2010, Cegid Group issued 400,000 redeemable share warrants (BAARs) to certain Cegid employees. Each Warrant gave its holder the right to acquire one Cegid Group share.

The Warrants will be admitted to trading on Euronext Paris from November 5, 2014.

The issue was detailed in the short-form prospectus (note d'opération) approved by the Autorité des Marchés Financiers (AMF) on September 3, 2010 and assigned the number 10-302 (the "Short-form Prospectus") and the terms of the Warrants were subsequently amended as set forth in the press release published by Cegid Group on September 24, 2012 (the "Press Release").

The Warrants are split into two categories:

### "A" Warrants

- Issue price: €1.30

- Number of "A" Warrants: 200,000

- Exercise period: November 5, 2014 to November 5, 2017 inclusive. Any unexercised "A" Warrants will automatically become null and void from November 6, 2017.

- Exercise price: €18

- ISIN code: FR0010928093

# "B" Warrants

- Issue price: €1.50

- Number of "B" Warrants: 200.000

- Exercise period: November 5, 2014 to November 5, 2018 inclusive. Any unexercised "B" Warrants will automatically become null and void from November 6, 2018.

- Exercise price: €18

- ISIN code: FR0010928119

# Features common to "A" and "B" Warrants

Each Warrant will enable its holder to acquire an existing share in Cegid Group. Cegid Group shares are admitted to trading on Segment B of the Euronext Paris stock market (ISIN code FR0000124703).

As the Warrants do not confer the right to subscribe to new shares, but exclusively to acquire existing shares, their exercise will not cause any dilution.

Early redemption option

Warrants may be redeemed at the option of the Company, in accordance with the terms set forth in paragraph 4.1.11.2 of the Short-form Prospectus if the arithmetic average, calculated over 20 consecutive trading days during the 40 days preceding the publication date of the redemption notice, of (i) the closing prices of Company's shares on Euronext Paris and (ii) the exercise ratio (as defined in the Short-form Prospectus) applicable during the trading days in question, exceeds €36.

In such event, the Warrants will be redeemed at a price of €0.01 per Warrant.

Should the Company decide to redeem the Warrants, it will publish a redemption notice in the BALO (Bulletin of Mandatory Legal Announcements) no later than thirty (30) days before the date the Warrants are to be redeemed—if such publication is required by the laws and regulations in force—as well as in a financial newspaper circulated throughout France, and at NYSE Euronext.

Holders of Warrants may, however, avoid such redemption by exercising their Warrants before the redemption date, in accordance with the terms and conditions set forth in paragraph 4.1.7 of the Short-form Prospectus. After this date, the Warrants will be cancelled and redeemed by the Company.

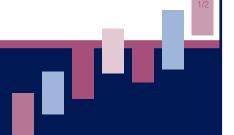
On the basis of the share price as of November 4, 2014, the theoretical values of the "A" and "B" Warrants will fall between €11.55 and €11.83 and between €11.55 and €12.02, respectively, based on volatility of 25-35%.

# **Prospectus**

The full prospectus related to the Warrants issue ("Prospectus") was composed of the following documents:

- Cegid's Registration Document, filed with the AMF on April 23, 2010 under number D.10-0308:
- the update to the Registration Document filed with the AMF on September 3, 2010 under number D.10-0308-A01;
- the Short-form Prospectus, which was assigned no. 10-302 on September 3, 2010; and  $\,$
- a summary of the Prospectus (included in the Short-form Prospectus above).

The Press Release relating to the amendment of the Warrants' terms was published by the Company on September 24, 2012.





The Company filed a Registration Document with the AMF on April 23, 2014 under number D.14-0392 (the **"Registration Document"**).

You should carefully read the section in the Prospectus and Registration Document entitled "'Risk Factors".

Copies of the Prospectus, the Press Release and the Registration Document may be obtained free of charge from Cegid Group, 52 quai Paul Sédallian, 69009 Lyon (France).

Prospectus, the Press Release and the Registration Document can also be viewed on the web sites of the AMF (www.amf-france.org) and Cegid Group (www.cegid.com).

# **About Cegid**

Cegid is the leading French enterprise software provider, supporting businesses as they undergo digital transformation. Its 2013 revenue was close to €260 million.

Cegid addresses the management needs of companies and organizations of all sizes, in the fields of finance and tax management, human resources, and vertical business solutions (manufacturing, trade, services, retail, accounting profession, small companies, and public sector).

Cegid's technological innovation strategy integrates the new ways in which people use software. Its MoBiClo<sup>TM</sup> concept combines MObility, Business Intelligence and the CLOud with "On-Demand" solutions adapted to the industry-specific needs of each user.

With more than 2,000 employees, 28 locations in France, and 13 international subsidiaries, Cegid Group (listed on Euronext Paris) serves more than 110,000 clients and 400,000 users.

Details of Cegid's product lines can be found on our website: www.cegid.fr (in French)

To learn more about Cegid, please visit: www.cegid.com

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Stock market: Euronext Paris Segment B ISIN share code: FR0000124703 Reuters: CEGI.PA Bloomberg: CGD FP ICB: 9537 Software Indices: CAC All Shares - CAC All-Tradable - C

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