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Cegid Group announces plan to transform into a *societas europaea* (“SE”)

Claudius France to propose a Tender Offer for the remaining shares before Cegid Group implements its transformation

Convening of the 2017 Annual Shareholders’ Meeting of Cegid Group

Cegid Group’s sales and results for the first quarter of 2017; confirmation of the 2017 outlook

Lyon, France, May 18, 2017 - The board of directors of Cegid Group has met today and has decided to start taking steps for a project to transform the company into a *societas europaea* (“SE”).

An SE is a company governed by the laws of the European Union and the laws of the Member State in which it is registered, and which may more easily transfer to, or merge (or enter into similar transactions) with companies in, other Member States.

This transformation project (the “**Transformation**”) is aimed at modernizing the legal structure of Cegid Group, providing it with greater maneuverability in its plan to develop its business outside of France, and will enable Cegid Group to benefit from the other advantages of the SE.

The board of Cegid Group has also decided to actively evaluate whether to relocate Cegid Group to the Netherlands, which would provide the optimal financial, business, legal and regulatory framework for Cegid Group to pursue its international growth and M&A strategy (the “**Relocation**”). As a result of the Relocation, Cegid Group would no longer be subject to French law, but subject to the law of the Netherlands, which may be more or less favorable to minority shareholders. For instance, the additional flexibility provided under Dutch law to strengthen the capital structure of the group through recapitalizations would provide Cegid Group with attractive funding options to pursue its M&A strategy, although it may result in a dilution of minority shareholders.

The board believes that the Transformation and the contemplated Relocation would help Cegid Group meet the challenge of expanding beyond French borders, particularly through acquisitions, which will be key in the coming years to Cegid Group maintaining and improving its position in the market vis-a-vis other similarly sized regional competitors in Western Europe. The Relocation could further enhance the international profile of Cegid Group and facilitate its international expansion.

Cegid Group will commence in the coming days the process of consultation of employee representative body(ies) on the Transformation. As soon as legally possible, Cegid Group will also create a special negotiation group to determine the conditions of representation of the employees in the SE.

In an effort to ensure additional transparency in relation to the identity of the shareholders of Cegid Group and easier access to them as Cegid Group embarks on the Transformation and Relocation processes, especially in the context of significantly reduced floating and liquidity, the board of directors is also proposing to the 2017 Annual Shareholders' Meeting to approve the obligation to hold the shares of Cegid Group in registered form, with the obligation for all the shareholders holding their shares in bearer form to convert them into registered form within a three-month period starting from 7 July 2017. If the proposal is approved at the 2017 Annual Shareholders’ Meeting, voting rights and dividend rights attached to any shares which have not been converted into registered form within the foregoing time frame, as well as the rights to transfer such shares (subject to certain limited exceptions), shall be

suspended until the obligation to hold the shares of Cegid Group in registered form is complied with. It is reminded that Cegid Group shares are not eligible under employee saving plans and share saving plans.

Pascal Houillon, CEO of Cegid Group said: “*We are excited to embark on this project of business transformation which represents a key stepping stone in our internationalization strategy.*”

Claudius France (a company controlled by funds managed by Silver Lake and by AltaOne), as the majority shareholder of Cegid Group, fully supports the proposals for the Transformation and an in-depth evaluation of a Relocation to the Netherlands.

Tender Offer

In view of Cegid Group's plan for the Transformation and a possible Relocation, Claudius France intends to file a cash tender offer on all outstanding securities (ordinary shares and BAARs) of Cegid Group (the “**Tender Offer**”). The Tender Offer would be at a price of 85.00 euros per share and 67.00 euros per BAAR. The Tender Offer, if filed, would represent a premium of 13.5% over the closing price on May 17, 2017, and 37.1% over the 12 months weighted average, of Cegid Group shares¹. It would also represent a premium over the mandatory tender offer price of 2016² of 39.3% for the shares and 51.4% for the BAARs. Assuming that, following the Tender Offer, shareholders other than Claudius France³ would hold not more than 5% of the shares or voting rights of Cegid Group, Claudius France would proceed, on the terms of the Tender Offer, with the squeeze-out of the securities it would not yet hold in accordance with applicable laws.

The filing of the Tender Offer is contingent on the decision of the board of directors of Cegid Group, based *inter alia* on the fairness opinion of an independent expert, to recommend the Tender Offer.

The board of directors of Cegid Group has reviewed Claudius France's intention to file the Tender Offer on the above-mentioned terms. The board of directors of Cegid Group supports the idea that minority shareholders would have the opportunity to access liquidity at a significant premium to market prices before Cegid Group implements its plan for the Transformation and a possible Relocation, and at a time when Cegid Group has decided to focus its financial resources on its operations and on its investment and development plans, including potential acquisitions, so that it is likely that there will be no or limited dividend distribution in the short or medium term (it being reminded that it is proposed to the 2017 annual shareholders' meeting not to pay any dividend in respect of fiscal year 2016).

The board of directors of Cegid Group would also welcome the take-private of Cegid Group, which would enable the simplification of its legal structure and processes, and eliminate the costs and other burdens associated with running a publicly listed company. The listing has ceased to provide any

¹ And a 97.0% premium over the closing price of the BAAR exercisable until November 5, 2017 (ISIN code FR0010928093) (the “**BAAR 1**”) on October 3, 2016 (last date on which the BAAR 1 were traded on Euronext Paris), i.e., €34.01, and a 63.4% premium over the closing price of the BAAR exercisable until November 5, 2018 (ISIN code FR0010928119) (the “**BAAR 2**”) on March 2, 2017 (last date on which the BAAR 2 were traded on Euronext Paris), i.e., €41.00.

² Offer declared conform by the AMF on July 27, 2016; offer opened on August 1 and closed on September 9 (and then re-opened for a further closing date of October 6), 2016

³ And shareholders acting in concert with Claudius France.

meaningful benefit to Cegid Group, in view of the limited free-float and liquidity, as well as quasi-non-existent analyst coverage.

The board of directors of Cegid Group has decided to appoint Farthouat Finance as independent expert to render a fairness opinion on the Tender Offer. The work of the independent expert will be supervised and reviewed by Mrs. Quitterie Lenoir, independent board member of Cegid Group.

It is expected that the board of directors of Cegid Group could meet by mid-June to review the report of the independent expert and make a recommendation, so that the Tender Offer could be filed immediately thereafter, and, subject to the “*décision de conformité*” of the AMF, the Tender Offer could open by July 6 and close by July 20.

Convening of the 2017 Annual Shareholders' Meeting of Cegid Group

The convening notice of, and the resolutions proposed to, the 2017 Annual Shareholders' Meeting of Cegid Group to be held on June 29, 2017 will be published on May 24, 2017 in the *Bulletin des Annonces Légales Obligatoires* (and will also be available on the website of the Cegid Group (www.cegid.com)). As already announced by Cegid Group on April 27, 2017 and in accordance with the policy of Cegid Group, the board of directors of Cegid Group has decided to propose to the 2017 Annual Shareholders' Meeting not to distribute any dividend in respect of the fiscal year 2016. As indicated above, the board of directors has also decided to propose to the 2017 Annual Shareholders' Meeting to approve the obligation to hold the shares of Cegid Group in registered form.

Sales and results for the first quarter of 2017; confirmation of the 2017 outlook

Sales and results for the first quarter of 2017⁴

Cegid Group's first-quarter 2017 revenues increased to €81.7 million from €74.8 million for Q1 2016.

EBITDA was €23.5 million, representing nearly 29% of sales (€19.2 million and a margin of nearly 26% in 2016*).

EBITDA, before taking into account capitalized development costs, was €15.3 million, representing nearly 19% of sales (€10.8 million and a margin of more than 14% in 2016).

Excluding depreciation of identifiable assets acquired during business combinations (PPA), income from ordinary activities amounted to €13.8 million, representing nearly 17% of sales (€9.6 million and a margin of nearly 13% in 2016).

Net income for first-quarter 2017 amounted to €6.7 million (€4.8 million in 2016).

Net financial debt** amounted to €38.7 million as of March 31, 2017 (€49.5 million as of December 31, 2016).

() 2016 figures take into account the restatement of tax credits obtained as from January 1, 2016 for the purposes of comparability.*

⁴ The figures included in this section are preliminary, estimated, and unaudited figures.

*(**) Net financial debt excludes IFRS accounting adjustments and represents the actual net financial debt.*

Confirmation of the 2017 outlook

Cegid Group confirms its objectives for the fiscal year 2017 as indicated in Section 10 of its Annual Financial Report dated April 28, 2017 (available on the website of Cegid Group (www.cegid.com)). In 2017, Cegid intends to pursue its growth and development in France and abroad, so as to support companies and public sector entities in their digital transformation. Based on the assumptions of the members of the Group's Executive Committee with respect to the business lines they manage and on the scope of consolidation as of January 1, 2017, the Group is targeting total revenues of at least €320 million (representing a growth of more than 4% from 2016), an EBITDA of at least €90 million (which would represent an EBITDA margin of nearly 28%), an EBITDA before capitalization of development expenses of at least €60 million (which would represent a margin of nearly 19%) and an income from ordinary activities (before taking PPA into account) of at least €57 million (which would represent a margin on ordinary activities of nearly 18%).

Disclaimer related to information about the Group's future outlook

This document contains information regarding objectives for fiscal year 2017, expressed as part of the Group's outlook for the future. Although the management of Cegid Group believes that these forward-looking statements are reasonable as of the publication date of this press release, investors are cautioned that these forward-looking statements are based on the current assumptions and scenarios of the Group's executives and the members of its Executive Committee, and are subject to numerous factors, risks and uncertainties, which are difficult to predict and generally outside the control of Cegid Group. Such factors include, but are not limited to, those enumerated in the section entitled "Risk Factors" of Cegid Group's Annual Financial Report dated April 28, 2017. As a result, actual results and performance may be substantially different from the earnings and performance objectives expressed or projected in the above-mentioned forward-looking statements. In particular, investors are reminded that achieving these objectives, which represent an acceleration compared with previous fiscal years, entail significant execution risks in a still-uncertain economic context. For the Group's activities in France, this context might be impacted by upcoming elections, which are a source of uncertainty for companies, and by the rate at which companies and public entities undergo digital transformation. Similarly, these growth objectives could be negatively impacted by exchange rate fluctuations in countries where the Group operates as well as by the rate at which the Group undertakes initiatives to increase sales growth and improve profitability, which could lead to additional non-recurring costs.

Calendar

The full calendar of publication dates and upcoming events can be found at the following address: <http://investors.cegid.com/Releases/Financial-calendar>

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CAC SOFT. & C.S. - CAC TECHNOLOGY - NEXT 150

Important information

This press release has been prepared for information purposes only.

In the event the Tender Offer is filed, the documentation relating to the Tender Offer (including the terms and conditions of the Tender Offer) will have to be reviewed by the AMF, which would decide on its compliance with applicable laws and regulations. In this case, investors and shareholders based in France should read such documentation as well as any amendment or modification thereof, since such documentation would contain important information concerning Claudius France, Cegid Group and the contemplated transaction. The Tender Offer may not be made in any jurisdiction in which it would be restricted.

This press release must not be published, distributed or disseminated, directly or indirectly, to any jurisdiction where the distribution of this information would be subject to legal restrictions.

Claudius France is in the process of performing a U.S. ownership analysis pursuant to Rule 14d-1 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"). Pending this analysis, the Tender Offer may not be made by Claudius France in the US or to U.S. Person, and is intended only to be available to persons to whom the Tender Offer may lawfully be made. If it is established that the Tender Offer meets the requirements to qualify as a "Tier I" tender offer pursuant to Rule 14d-1(c) of the Exchange Act, the Tender Offer will be made in the U.S. pursuant to Section 14(e) and 14E under the Exchange Act, as a "Tier-I" tender offer, and otherwise in accordance with applicable French law.

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