

PRESS RELEASE

Claudius France

Registered office: 33, rue de Naples, 75008 Paris
821 096 039 RCS Paris

SIMPLIFIED PUBLIC PURCHASE OFFER

ON THE SHARES AND REDEEMABLE SHARE WARRANTS OF CEGID GROUP

OFFER PRICE

86.25 euros per share Cegid Group

68.25 euros per redeemable share warrant Cegid Group

If, upon completion of the Offer, the minority shareholders not having tendered their shares into the Offer do not represent more than 5% of the share capital or of the voting rights of the Company, Claudius France will request the implementation of a squeeze-out, in accordance with the provisions of Articles 237-14 to 237-19 of the AMF General Regulation



This press release was prepared and published by Claudius France, *société par actions simplifiée unipersonnelle*, whose registered office is located 33, rue de Naples, 75008 Paris and registered with the Paris Trade and Companies Register under number 821 096 039 (“**Claudius France**”), in accordance with the provisions of Articles 231-27 2° and 231-28 of the General Regulation of the *Autorité des Marchés Financiers* (the “**AMF**”).

IMPORTANT NOTICE

Pursuant to Article L. 433-4 III of the French Monetary and Financial Code and Articles 237-14 *et seq.* of the General Regulation (*Règlement Général*) of the *Autorité des marchés financiers*, in the event that, upon closing of the Offer, the shareholders not having tendered their securities to the Offer do not represent more than 5% of the share capital or voting rights of Cegid Group, Claudius France will request the implementation of a squeeze-out (*retrait obligatoire*), it being specified that as a result of such procedure, Cegid Group shares and redeemable share warrants would be delisted.

Paris, France, July 4, 2017 – Pursuant to the provisions of Article L. 612-8 of the French Monetary and Financial Code and of Article 231-23 of the AMF General Regulation, the AMF granted visa n° 17-322 on the simplified public purchase offer by which Claudius France irrevocably undertakes to purchase, in cash, (i) all shares of Cegid Group at a price of 86.25

euros per share and (ii) all redeemable share warrants (the “**BAAR**”) of Cegid Group at a price of 68.25 euros per BAAR (the “**Offer**”).

The offer document (the “**Offer Document**”) prepared by Claudius France was granted visa by the AMF on July 4, 2017 under n° 17-322, pursuant to a clearance decision issued on the same date.

Prior to the opening of the Offer, the AMF and Euronext Paris will respectively publish a notice announcing the opening and closing dates and a notice announcing the terms and the timetable of the Offer.

The Offer shall be opened for a period of 10 trading days. The AMF will publish a notice announcing the opening date and the closing date of the Offer. The shareholders or holders of BAAR of the Company whose shares or BAAR are registered on an account managed by a financial intermediary and who wish to tender their shares or their BAAR into the Offer, must deliver a transfer order to their financial intermediary to tender their shares and BAAR into the Offer, in accordance with the standard forms provided by their financial intermediary no later than the last day on which the Offer is open and in a timely manner so that their order can be executed within the relevant timeframe. The shareholders and holders of BAAR of the Company should consult with their own financial intermediaries to confirm whether said intermediary requires the securities to be tendered at an earlier date.

The “other information” document relating in particular to the legal, financial and accounting characteristics of Claudius France (the “**Other Information Document**”) was filed with the AMF and will be made available to the public on July 5, 2017, pursuant to the provisions of Articles 231-27 and 231-28 of the AMF General Regulation.

The offer document which was granted visa by the AMF and the Other Information Document are available on the websites of the AMF (www.amf-france.org) and of Cegid Group (www.cegid.com) and may be obtained free of charge upon request to Natixis, 47, quai d’Austerlitz, 75013 Paris, France.

Important information

This press release has been prepared for information purposes only.

Investors and shareholders based in France should read the documentation relating to the Tender Offer, since such documentation contains important information concerning Claudius France, Cegid Group and the Tender Offer. The Tender Offer is not made in any jurisdiction in which it would be restricted.

The Tender Offer is made in the U.S. pursuant to Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Regulation 14E thereunder, as a "Tier-I" tender offer under Rule 14d-1(c) of the Exchange Act, and otherwise in accordance with applicable French law.

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