



**Exclusive negotiations
between EPC Groupe's founders and Argos Wityu SAS
regarding the conditional acquisition
of the entire share capital of E.J. Barbier.**

Paris, the 15th of November 2019

The shareholders of E.J. Barbier SA (« E.J. Barbier »), a controlling holding company owning 113 603 shares representing approximately 67.46% of the share capital and 82.98% of the voting rights of Société Anonyme d'Explosifs et de Produits Chimiques¹ ("EPC Groupe" or "EPC") and 3 777 founder's shares², have entered into exclusive negotiations with the management company Argos Wityu SAS ("Argos") regarding the acquisition of the entire share capital and voting rights of E.J. Barbier by the company 4 Décembre SAS, an acquisition vehicle controlled by four funds managed by Argos and in which some of E.J. Barbier's current shareholders and some senior executives of EPC group would hold a minority stake.

Final agreements on the transfer of E.J. Barbier's entire share capital and voting rights to Argos could be signed after completion of the required information and consultation process with several EPC Groupe's employee representative bodies. Implementation of the transfer would then be subject to various conditions precedent, which include obtaining regulatory approvals in France and abroad, obtaining authorisations relating to merger control, and holding an extraordinary meeting of EPC's shareholders for the purpose of voting on the repurchase of founder's shares under the terms and at the price set in accordance with Article 8 ter of the Act of 1929 on founder's shares and Decree No. 67-452 of 6 June 1967 implementing said article.

¹ Based on a share capital of 168,400 shares representing 254.684 voting rights calculated in accordance with Article 223-11 of the General Regulation of the AMF.

² Representing 12.82% of the 29,473 founder's shares.

In accordance with the applicable regulations, in the event that the transaction is completed, 4 Décembre SAS will file a simplified public tender offer for the remainder of the EPC Groupe's shares. That tender offer should occur at a price per share of €429, which is consistent with the purchase price of the shares in EJB and results from a competitive process for the sale of EPC, launched by the sellers and their advisors, and negotiations between these sellers and advisors and Argos, a process which also resulted in a valuation of the founder's shares at €480 per founder's share. If the expert valuation of the founder's shares, conducted in accordance with Decree No. 67-452 of 6 June 1967 implementing Article 8 ter of the Act of 23 January 1929 on founder's shares issued by companies, would lead to a different valuation than €480 then the price per share of €429 would be adjusted. An independent expert will be asked to issue a fairness opinion on the financial terms of the public tender offer.

The potential acquisition of E.J. Barbier and the simplified public tender offer will be financed solely from shareholders' equity and quasi-equity, without third party borrowing from outside sources, in order to support the group's growth.

Argos does not intend to request a compulsory squeeze-out.

At its meeting on 14th November 2019, the Board of Directors of EPC Groupe responded favourably to the principle of the transaction and formed an ad hoc committee made up of two independent directors, in charge of first proposing an independent expert, who will be subsequently appointed by the Board of Directors³ to issue a fairness opinion on the financial terms of the simplified public purchase offer, and then supervising the work of the independent expert.

Depending on the time required to complete the abovementioned information and consultation process and satisfy the conditions precedent, the transfer, if any, may occur in the first half of 2020.

The Company asked Euronext for the suspension of trading of its shares and founder's shares. Trading will resume on Monday 18 November.

³ The market will be informed as soon as such expert is appointed by the board.

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This release contains forward-looking statements made on the basis of judgments or assumptions that were reasonable on the date of the release and that may change or be modified due, in particular, to random factors, uncertainties or risks related to the economic, financial, regulatory or competitive environment, risks described in the 2018 Registration Document, and any unknown or non-material risks as of that date that may subsequently arise. EPC GROUPE undertakes to publish or disclose any corrections or updates to these statements, as part of the periodic and continuous reporting required of all listed companies.

About EPC GROUPE

Founded in 1893, EPC Groupe is a French company whose traditional businesses are the manufacture, storage and distribution of explosives for civil use. Starting in the 2000s, the group diversified its activities, while still operating in the civil sector, and moved into the demolition and diesel additives markets. It also expanded its product range and developed new services. EPC Groupe's knowledge and expertise are recognised by mine and quarry operators as well as public works companies. It is present on five continents, operating some 40 subsidiaries and an extensive distribution network. In 2018, the group, which employs about 2,200 people, generated revenues of €323m, and EBITDA of €18m. EPC Groupe is listed on the Paris Stock Exchange (FR0000039026 EXPL - ordinary shares, and FR0000037343 EPCP - founder's shares).

About Argos

<http://argos.wityu.fund>

Argos Wityu is an independent European investment fund with offices in Brussels, Frankfurt, Geneva, Luxembourg, Milan and Paris. Since its creation in 1989, the group has invested in more than 80 mid-sized companies (Enterprise Value ranging from €25M to €200M). Its majority ownership investments range between €10M and €100M. With €1Bn under management, the group develops a unique investment strategy focusing on business transformation and growth, instead of financial leverage, and on bringing solutions to complex business and shareholding situations.