

Le Bélier is a specialist in aluminum casting for the global automobile industry

Le Bélier has been informed of the signature by the main majority shareholders of Le Bélier and Wencan of a share purchase agreement regarding the sale of a majority stake in Le Bélier to Wencan at the price of 38.18 euros per share

The completion of the acquisition would be followed by the filing of a simplified mandatory takeover bid at the same price of 38.18 euros per share

Following the announcement on 9 December 2019 of the entry into exclusive negotiations between the main majority shareholders of Le Bélier, including Copernic, the controlling holding company of the Galland family, and Mr. Philippe Dizier, CEO of Le Bélier and Guangdong Wencan Die Casting Co. Ltd. a company listed on the Shanghai Stock Exchange (603348 (SHA)) ("**Wencan**"), and following the completion by Le Bélier of its labour law procedures, Le Bélier has been informed of the signing today of the share purchase agreement for the sale of a majority stake in Le Bélier to Wencan, representing in aggregate approximately 61.96% of the share capital of Le Bélier, at a price of 38.18 euros per share (subject to usual adjustments on the date of closing including in the event that dividends are distributed, it being specified in the share purchase agreement that the main majority shareholders of Le Bélier have undertaken in this context to make their best efforts to ensure Le Bélier not to distribute dividends).

The completion of the sale of the majority stake, and consequently the filing of the takeover bid, is subject to the satisfaction of certain customary conditions precedent:

- regulatory authorisations in France with regards to foreign investment control, and in China with regards to direct overseas investment and currency exchange control;
- anti-trust clearance from the German and Slovakian competition authorities; and
- the approval of the acquisition by a majority of two thirds of the voting rights of the shareholders of Wencan, it being specified that the controlling shareholders of Wencan, representing approximately 68.18% of the share capital of Wencan have granted an irrevocable voting undertaking to vote in favour of the acquisition.

In the context of the satisfaction of the conditions precedent to the sale of the majority block, the sellers and Wencan have granted each other a break-up fee of up to 5% of the acquisition price of the majority stake.

The completion of the sale of the majority block is estimated to occur by the end of the first semester 2020.

In the event the acquisition completes, Wencan will have to file a simplified mandatory takeover bid on the remaining share capital of Le Bélier at the same price of 38.18 euros per share (subject to usual adjustments on the date of closing including in the event that dividends are distributed, it being specified in the share purchase agreement that the main majority shareholders of Le Bélier have undertaken in this context to make their best efforts to ensure Le Bélier not to distribute dividends). Wencan will specify at the time of the completion of the acquisition whether it intends to carry out a squeeze out following the takeover bid.

Wencan will finance the overall transaction using its own funds for up to 60% and bank financing secured with *Société Générale* and the Industrial Bank of China for the balance.

The Board of directors of Le Bélier will meet in the coming weeks to set up an ad hoc committee of independent board members who will appoint and supervise the works of an independent expert. The independent expert, whose identity will be disclosed at the time of its appointment, will establish a report on the financial conditions of the offer, present its conclusions in the form of a fairness opinion and will give its appreciation on the price in the context of any intention of Wencan to implement a squeeze-out following the takeover bid.

The Board of directors will give their opinion on the interest of the offer and on its consequences for Le Bélier, its shareholders, and its employees, notably in light of the conclusions of the independent expert's report.

The filed takeover bid will be subject to review by the French Market Authority (*Autorité des Marchés Financiers*), which will evaluate its conformity with applicable legal and regulatory provisions.

About Le Bélier

Le Bélier is a global foundry group specialized in the manufacture of molded aluminum parts for the automotive and aerospace markets. A global leader in braking, Le Bélier benefits from an internationally renowned know-how and accompanies its clients around the world on three continents: America, Europe, and Asia.

In 2018, Le Bélier had a turnover of 358.8 million euros and net earnings of 27.2 million euros.

Le Bélier is a listed company on NYSE Euronext Compartment B under the ISIN code FR0000072399.

For more information, please visit: www.lebelier.com

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