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Voluntary Public Tender Offer Project for Chargeurs Shares

- Intention of Columbus Holding and Columbus Holding 2, companies controlled at the highest level by Michaël Fribourg, Chairman and CEO of Chargeurs, to launch a public offer for the Company's shares at a price of 12 euros per share without delisting
- Premium of 36.2% to the volume weighted average share price over the last month and 50.5% to the volume weighted average share price over the last 3 months
- Proposed offer welcomed by the Company's Board of Directors
- Creation of an ad hoc committee and appointment of Didier Kling Expertise & Conseil as independent expert

On December 14, 2023, the Board of Directors was informed of the intention of Columbus Holding and Columbus Holding 2, companies controlled at the highest level by Michaël Fribourg, Chairman and Chief Executive Officer of Chargeurs (the "Offeror"), to file a voluntary public tender offer for the Company's shares, at a price of 12 euros per share, with a view to reinforcing the consistency of the Company's shareholding structure with its diversified model, changes, and goals.

Principle of the public tender offer has been welcomed

The Board of Directors took note of the Offeror's intention to pursue the main strategic orientations implemented by the Company following the offer. The Board of Directors observed that the Offeror is aiming for a material majority stake in Chargeurs while ensuring that the company remains listed with a substantial free float to ensure solid liquidity of the shares.

The Board also noted that the implementation of this project would offer, subject to exceeding the obsolescence threshold, a liquidity opportunity for Company's shareholders who wish to do so at a price representing a premium of 34.1% to the last closing price as of December 14th, 2023, before the announcement of the proposed offer, and a premium of 36.2% to the volume-weighted average share price over the month preceding the announcement of the offer.

The Board of Directors has approved the principle of this transaction, pending the opinion of the employee representative bodies and the independent expert's report, and without prejudice to the reasoned opinion it will be required to issue following the opening of the offer.

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Creation of an ad hoc committee and appointment of the independent expert

In accordance with the provisions of article 261-1 of the General Regulations of the Autorité des Marchés Financiers (AMF), the Board of Directors has set up an ad hoc committee, the majority of whose members are independent directors.

At its meeting held on December 14, 2023, the Company's Board of Directors, acting on the recommendation of the ad hoc committee, appointed Didier Kling Expertise & Conseil, represented by Mr. Didier Kling, as independent expert to draw up a report on the financial terms of the offer in accordance with the conditions set forth in article 262-1 of the AMF's General Regulations.

The ad hoc committee is responsible for supervising the work of the independent expert and will make recommendations to the Board of Directors concerning the offer, in particular with regard to the independent expert's report.

After considering the independent expert's report on the financial terms of the offer, the opinion of the employee representative bodies and the recommendations of the ad hoc committee, the Company's Board of Directors will issue a reasoned opinion on the offer.

Other terms and timetable of the tender offer

The Board of Directors has taken note of the Offeror's intention not to seek the implementation of a squeeze-out procedure in the event of a successful offer and satisfaction of the regulatory conditions.

The Offeror intends to file the draft offer document with the Autorité des Marchés Financiers in the coming weeks.

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ABOUT CHARGEURS

CHARGEURS is a family-owned entrepreneurial Group and world leader in high value added niche markets. Located in nearly 100 countries with nearly 2,500 employees, the Group is organized into two strategic business segments: Technologies and Luxury.

Benefiting from the long-term strategy of the Fribourg Family Group, its reference shareholder via Columbus Holding, Chargeurs serves sectors with strong structural growth and expresses its know-how of excellence in the commercial, industrial, marketing and logistics fields. The Group, whose global signature is High Emotion Technology, achieved revenues of €746 million in 2022 and celebrated its 150 years of entrepreneurial boldness.

The Chargeurs share is listed on Euronext Paris and is PEA-PME eligible.

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