

# APRIL: Evolem's stake transferred to CVC Fund VII

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**A**s the required regulatory authorisations in France and abroad have been granted, Evolem has transferred today its majority stake in APRIL to Andromeda Investissements, a holding company indirectly owned by funds managed by CVC Capital Partners in which Evolem and APRIL's management will hold a minority stake.

In accordance with the agreement signed on 28 January 2019 between Evolem and Andromeda Investissements, the acquisition price was set at €21.60 per share, following two downward adjustments:

- › the deduction of the dividend paid out for the financial year 2018 for €0.17 per share,
- › the deduction of the best estimate, on the day of the transfer, of the cost likely to be borne by APRIL in connection with the proposed tax reassessment from the French tax administration, i.e. €0.23 per share, corresponding to the amount of the latest tax transaction proposal submitted to the relevant government authority regarding French tax (after application of a €10 million deductible). As a reminder, this tax reassessment proposal from the French tax authority follows investigations on the territoriality of the reinsurance business conducted by Axeria Re, an APRIL subsidiary in Malta, and was the subject of a press release dated 24 December 2018.

Following this operation, Andromeda Investissements holds 64.91% of APRIL's shares and 64.79% of its voting rights.

In accordance with applicable regulations, Andromeda Investissements will file a proposed simplified public tender offer with the Autorité des Marchés Financiers (the "AMF") for the remainder of APRIL's share capital (the "offer") at the same price as that paid to Evolem, i.e. €21.60 per share. The offer will remain subject to AMF review and approval. Andromeda Investissements intends to request the AMF that a mandatory squeeze-out be implemented following the offer if the conditions are met (the "mandatory squeeze-out").

The price of €21.60 per share represents a 25.9% premium over APRIL's closing price on the day before the transaction was announced (28 December 2018), and 73.5% over the last unaffected closing price (before the publication of APRIL's press release on 23 October 2018 announcing Evolem's analysis of various strategic options regarding the future of its majority equity interest in APRIL).

In accordance with applicable regulations, during its meeting on 28 December 2018, APRIL's Board of Directors had appointed the firm Associés en Finance as an independent expert to assess the fairness of the financial terms of the offer. In its report, which will be reproduced in APRIL's draft memorandum in response, Associés en Finance has concluded that the financial conditions of the offer are fair to APRIL's minority shareholders, including in the context of a mandatory squeeze-out.

During its meeting on 13 June 2019, APRIL's Board of Directors considered, on the basis of the information submitted to it, and in particular the report of the independent expert and the conclusions of the Committee of Independent Directors, that the offer is in the interest of the Company, its shareholders and its employees and consequently issued a favourable opinion on the proposed offer, recommending unanimously by its members, that shareholders should contribute their shares to the offer.

The implementation of the offer is expected to take place in the second half of 2019.

The composition of APRIL's Board of Directors has been modified to take into account the new shareholding structure. As such, along with the directors in office (Bruno Rousset, Muriel Fages representing the employees as well as Dominique Druon, Rachael Hughes, Dominique Takizawa and Jacques Tassi as independent directors), Edouard Conques, Nicolas Bonnard, Jean-Christophe Germani, Meritxell Maestre, Didier Valet, Dominique Cartier and Arron Wu were co-opted as directors, subject to their ratification by the next APRIL general meeting. Didier Valet was appointed Chairman of the Board and Bruno Rousset was appointed Honorary Chairman of the Board. In accordance with the agreements signed last 28 January, the Board of Directors thus reconstituted brought the fixed gross remuneration of CEO Emmanuel Morandini to €350,000 (to be paid over 12 months) and set the annual objectives of his annual variable gross remuneration (amounting up to €350,000), which are based on qualitative (business, transformation, organisation) and quantitative (including sales, gross margin and current EBIT) indicators of the group.

## UPCOMING RELEASES

- › 2019 Half-year results: 5 September 2019 after market close
- › Q3 2019 sales: 29 October 2019 after market close

## CONTACTS

### Analysts and investors

Guillaume Cerezo: +33 (0)4 72 36 49 31 / +33 (0)6 20 26 06 24 – [guillaume.cerezo@april.com](mailto:guillaume.cerezo@april.com)

### Press

Maya Raimbaud-Cayon: +33 (0)4 26 10 13 10 / +33 (0)6 26 56 64 70 – [maya.raimbaud@april.com](mailto:maya.raimbaud@april.com)

Mélanie Sutter: +33 (0)4 72 36 49 33 / +33 (0)6 43 54 66 67 – [melanie.sutter@april.com](mailto:melanie.sutter@april.com)

*This release contains forward-looking statements that are based on assessments or assumptions that were reasonable at the date of the release, and which may change or be altered due to, in particular, random events or uncertainties and risks relating to the economic, financial, regulatory and competitive environment, the risks set out in the 2018 Registration Document and any risks that are unknown or non-material to date that may subsequently occur. The Company undertakes to publish or disclose any adjustments or updates to this information as part of the periodic and permanent information obligation to which all listed companies are subject.*

#### **About APRIL**

*Founded in 1988, APRIL is an international insurance services group operating in 28 countries, whose primary goal is to offer its clients a simpler and more accessible insurance experience. Its 3,900 staff members design, distribute and manage specialised insurance solutions (Health & Personal Protection, Property & Casualty, Mobility and Legal Protection) and assistance services for its partners and customers, including private individuals, professionals and businesses. Listed on Euronext Paris (Compartment B), the group posted sales of €997.2m in 2018.*

*Full regulated information is available on our website at [www.april.com](http://www.april.com) (Investors section).*

#### **About CVC Capital Partners**

*CVC is a leading private equity and investment advisory firm. Founded in 1981, CVC today has a network of 24 offices and approximately 450 employees throughout Europe, Asia and the US. In total, CVC currently manages approximately US\$116 billion of funds and US\$69 billion of assets. CVC Funds are invested in 72 companies, employing over 200,000 people worldwide. Together, these companies have combined annual sales of over US\$150 billion. For further information about CVC please visit: [cvc.com](http://cvc.com)*

#### **About EVOLEM**

*Evolem is a family industrial holding, created and owned 100% by an entrepreneur: Bruno ROUSSET. His entrepreneurial approach to investing is based on long term strategic vision, shared with the management and with no exit horizon, in order to accompany the development of reference players in specific sectors. In the context of majority transactions, the Evolem team invests in companies with sales between €10m and €80m and operating in consolidation-prone niche markets, with the objective to growing small to intermediate size (€100m to €150m in sales) through organic and external growth and increased international reach. Having completed 35 external growth operations, Evolem has a solid experience in carrying out such transactions for its divisions, in the identification of potential targets, approach, negotiations and execution.*

*More information on: [www.evolem.com](http://www.evolem.com)*