Press release
Paris (France) – December 2, 2019, 6:15 pm

Ymagis S.A announces unanimous financial restructuring agreement with its bondholders and bank creditors

Financial debt write-off of between €13.9m and €16.2m

Issuance of €9.2m of convertible bonds based on ordinary shares with an implied price of €3.00 per ordinary share

Rescheduling of €26.8m of residual debt over seven years

Ymagis presents its strategic plan and details of its financial restructuring plan in an appendix on its website www.ymagis.com

Ymagis Group (FR0011471291, MAGIS, PEA-PME), the European specialist in digital technologies for the cinema industry, today announced that an agreement has been reached with all its bondholders and bank creditors for a financial restructuring plan (the "Restructuring Agreement") that meets the three objectives set by the Company during talks with its creditors:

- Reduce the total amount of the Group's net financial debt;
- Further strengthen the capital of the Company and the Group;
- Rescheduling the repayment of the residual debt.

The Restructuring Agreement has been unanimously approved by its bondholders and bank creditors.

Evolution of the financial restructuring process

On 23 February 2019, Ymagis S.A. ("Ymagis" or the "Company") decided to enter into discussions with its bond creditors with a view to reducing the volume and burden of its debt and more generally strengthening its balance sheet.

Following its communication on 26 February 2019, the Company opened talks with its bondholders and their respective advisors, supervised by an ad hoc representative, Maître Jonathan El Baze, after signing confidentiality agreements. Ymagis SA's bank creditors then joined these talks.

During the negotiation period, the Company carried out in-depth reviews with support from its advisors in order to redefine a business plan and a sustainable level of debt, in line with the Group's prospects. The key elements of the new business plan are presented as an appendix on its website www.ymagis.com.

After several standstill agreements had been granted to the Company by its creditors, the talks resulted in the Restructuring Agreement, supported by (i) the Company and (ii) all of the Company's bondholders and bank creditors.

The Restructuring Agreement safeguards the Company's interests by maintaining the integrity of the Group, providing a sustainable framework for its activities, its employees and its customers, and offering the current shareholders the opportunity to participate in the Company's recovery.

The Restructuring Agreement, detailed in the appendix, has the following main features:

A. All the Company's bondholders and bank creditors are entitled to equal opportunities, the various options having been offered to each of them.

B. The total amount of financial debt covered by the Restructuring Agreement represents €52.1m.

C. The debt will be written off, converted or rescheduled based on the following conditions:

a. €23m will be subject to:
- A debt write-off of between €13.9m and €16.2m[1], representing 60% to 70% of the initial amount outstanding, and
- An exchange of €6.9m of debt which will be (i) rescheduled over the period from 2020 to 2022 and (ii) will benefit from, if the Waterfall presented below is implemented, priority treatment over all the other residual financial debt (the **"Super Senior Debt"**).

b. €9.2m will be exchanged for convertible bonds that can be bought back by the Company (the "**ORAR bonds**"). Each ORAR bond will have a value of €1,000 and will be redeemed on 30 September 2024 into 333 ordinary Company shares (excluding interest, with the ORAR bonds issued based on a price of €3 per ordinary Ymagis share). The Company will have the right to buy back all or part of the ORAR bonds in cash under certain conditions, linked in particular to the Company's available liquidity (see Appendix), and the ORAR bond holders, which will be subject to a 12-month lock-up period, will have the right to decide to convert their ORAR bonds twice a year at the end of the 18-month period following their issue.The ORAR bonds accrue annual interest of 3% payable through the transfer of five new or existing shares per ORAR bond every six months.

c. €16.6m will be rescheduled, with maturities in 2023 and 2024 with a possible extension to 2025 if no refinancing has been put in place by 2024 ("**Senior Debt 1**").

d. €3.2m will be repayable by the Company in 2026, with a possible extension of maturity until 2027 ("**Senior Debt 2**").

e. Certain creditors, holding a total of €0.3m of Senior Debt 1 and €0.2m of Senior Debt 2, thus €0.5m in total, have also opted for early repayment if the Waterfall presented below is put in place, with this early repayment to be automatically accompanied by a write-off of 80% of this debt for the Company ("**Senior Debt with Super Senior Option**").

D. The existing shareholders on the date that the Restructuring Agreement takes effect will be entitled to a free award of one equity warrant for each existing ordinary share, with two warrants allowing them to subscribe for one new ordinary share at a price of €3 per ordinary share.

E. If the Company sells assets, the proceeds from their sale will be allocated as follows to the various stakeholders in the Restructuring Agreement (the "Waterfall"):

a. Up to a total of €7m of proceeds from sales, which will remain under the Company's control to cover operational financing needs;

b. Any amount above the first €7m will be allocated first to the early repayment of the Super Senior Debt, representing a maximum of €6.9m, and then to the early repayment of the non-written off share of the Senior Debt with Super Senior Option, representing €0.1m.

c. Any amount exceeding these first amounts will be allocated based on 50% to the early repayment of the Senior Debt 1, with the balance remaining under the Company's control to finance its development.

[1] A 70% debt write-off is granted for the outstanding financial debt converted to Super Senior Debt subject to repayment in 2020, this write-off being reduced to 60% for the outstanding financial debt converted to Super Senior Debt subject to repayment after the 2020 fiscal year, with the 10% difference to be paid by the Company in 2026, for a maximum of €2.3m.

In total, this agreement results in the following treatment for the €52.1m of debt subject to the negotiations:

* **Between €13.9m and €16.2m of debt reduction** through debt write-offs on the date when the operations are carried out
* **€9.2m of convertible bonds based on ordinary shares with an implied price of €3.00 per ordinary share** which the Company will be able to buy back in cash under certain conditions
* **€26.8m of residual debt** repayable from 2020 to 2026

This agreement therefore allows the Company to significantly reduce its net financial debt to reach levels that will enable it to continue moving forward with its development. More specifically, Ymagis will be able to (i) manage the development of CinemaNext capitalizing on the market's natural growth due to the renewal of projection equipment, (ii) continue with the rationalization of Eclair, while looking into relevant partnerships for this entity's various activities, and (iii) accelerate the development of Illucity, primarily through a licensing policy with partners, in particular cinema exhibitors. These key areas are presented in the document appended to this press release.

The Restructuring Agreement has been approved by the Company's Board of Directors. It remains subject to:

- The finalization of the documentation required for (i) the issuing of new convertible bonds subscribed for by certain bond creditors, and (ii) the issuing of equity warrants which will be awarded to the existing shareholders.

- The approval of the resolutions required by a general meeting of the Company's shareholders, which will be convened within the next few weeks.

- The approval of the financial restructuring plan by the Paris Commercial Court (Tribunal de Commerce de Paris).

If the applicable conditions precedent are met or waived, the Restructuring Agreement will come into effect by 29 February 2020 at the latest. The Company indicates that a prospectus will be prepared and will need to be approved by the French Financial Markets Authority (AMF) with a view to the admission of the equity warrants and the ordinary shares resulting from the exercising of the warrants and the conversion of the ORAR bonds.

Appendix published on www.ymagis.com: Detailed presentation of the financial restructuring plan

Trading of Ymagis shares to resume on 3 December 2019

As requested by the Company, trading of Ymagis shares (code ISIN FR0011471291 MAGIS) was suspended on 25 November. The Company is asking Euronext Paris today to resume trading in its shares for start of trading on the Paris stock market on 3 December 2019.

ABOUT YMAGIS GROUP

Ymagis is a European leader in advanced digital technology services for the cinema industry. Founded in 2007, the Group is headquartered in Paris and has offices in 22 countries with 750 employees. Our core business is structured around four main units: CinemaNext (exhibitor services: sales and field services, software solutions, customer service/NOC), Eclair (content services: postproduction, theatrical delivery, digital distribution, versioning and accessibility, restoration and preservation), Virtual Print Fee (VPF) for finance solutions and other activities (Virtual Reality). For more information, please visit www.ymagis.com

YMAGIS is listed on Euronext Paris and is part of the CAC Small, CAC Mid and Small and CAC All-Tradable indices.

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Presentation of the Financial Restructuring Plan

2 December 2019

www.ymagis.com

Disclaimer

- This release has been prepared by Ymagis SA in the course of negotiations conducted between Ymagis SA and all its bank and bond creditors regarding a potential restructuring plan. It is not intended for, and may not be used for, any other purposes
- This release may contain forward-looking statements, including, without limitation, statements about the Ymagis' plans, strategies and prospects
- These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, Ymagis' actual results may differ materially from those that were expected. Ymagis based these forward-looking statements on its current assumptions, expectations and projections about future events. Such forward-looking statements are management objectives and do not constitute profit forecasts as defined in European delegated regulation (EU) 2019/980 of 14 March 2019. Although Ymagis believes that the expectations reflected in these forward-looking statements are reasonable, it is very difficult to predict the impact of known factors and it is impossible for us to anticipate all factors that could affect our proposed results
- All forward-looking statements are based upon information available to Ymagis as of the date of this release. Important factors that could cause actual results to differ materially from management's expectations include, but are not limited to, (i) the ability to consummate the restructuring plan in this document; (ii) potential adverse effects on Ymagis' liquid assets or results of operations; (iii) increased costs to execute the restructuring, (iv) effects on market price of Ymagis' common stock and (v) on Ymagis' ability to access the capital markets, and the risks set forth in Ymagis' periodic reports and registration statements filed with the AMF. Ymagis does not undertake to update or revise any of these statements to take account of events or circumstances arising after the date of this document or to take account of the occurrence of unexpected events
- Investors are cautioned not to place undue reliance on such forward-looking statements

Agenda

Financial performance as of 30 September 2019

Ymagis Group's Q3 2019 revenue was €33.9m, down 5.7% compare to Q3 2018

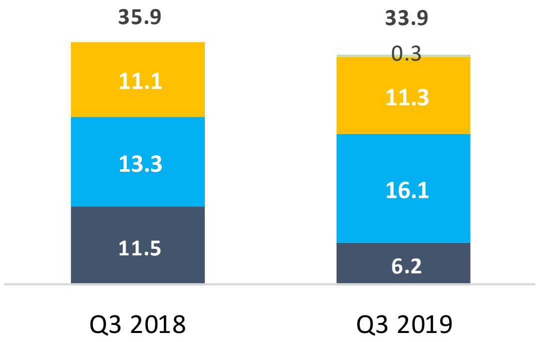
However, CinemaNext's business grew by 20.7% [(2)], more than offsetting the decline in VPF's business

At the end of September 2019, estimated sales amounted to €109.6m, in line with the expected FY2019e sales in the Business Plan (€156m), ➔ *see section 4*

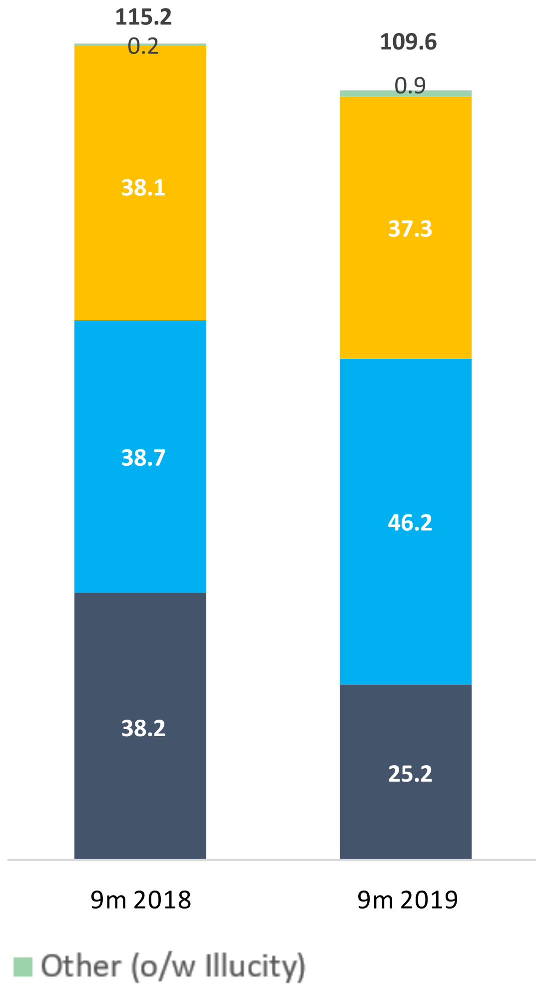
The drop in VPF activity compared to last year (34%) is partially offset by the ramp-up of the CinemaNext business, which has benefited from new contracts since January

Eclair’s revenue is decreasing but excluding Éclair Cinema to be sold in the coming weeks, Éclair is slightly progressing

Q3 2019 Revenue (€m)



YTD 2019 (€m)



Notes:
(1) « year-to-date »: over the 9 first months of the financial year
(2) Compared to Q3 2018
(3) -34% over the 9 first months of FY2019

Source: Ymagis

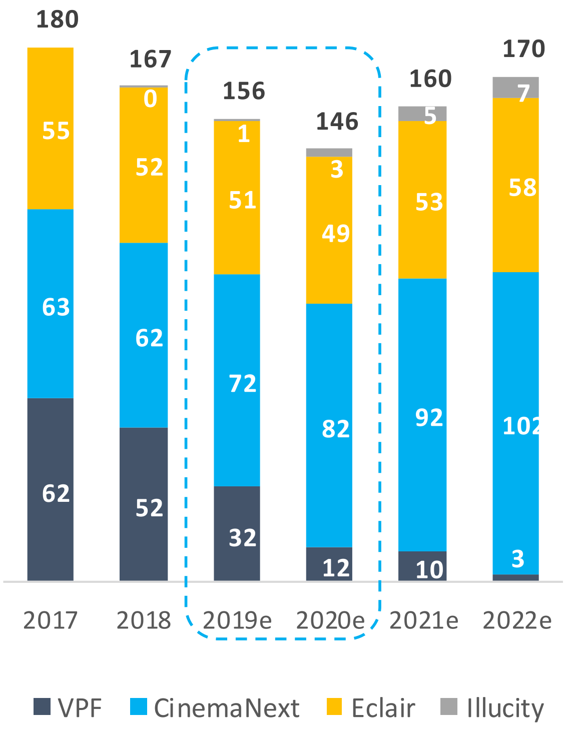
Agenda

While VPF cycle is coming to an end, other businesses are in a ramp up phase

In FY19e and FY20e, new business ramp up is not expected to take over from VPF soon enough to maintain profitability and cash generation

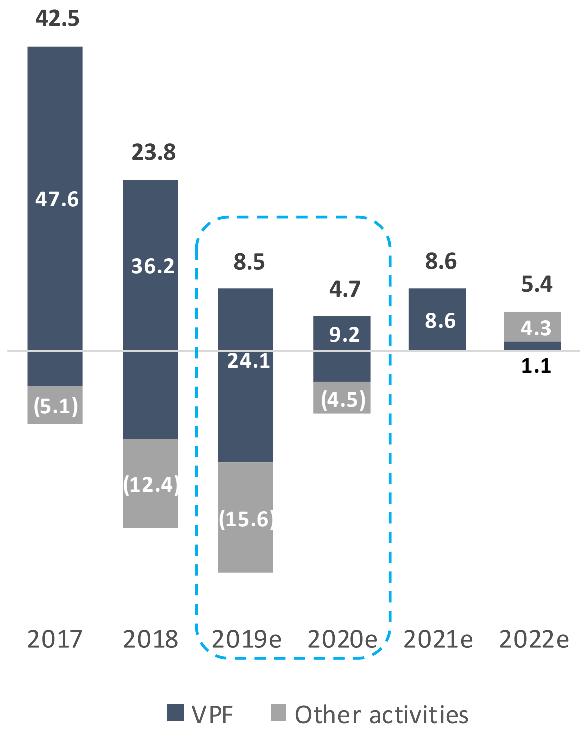
Revenue: FY17 – FY22e

€m



EBITDA: FY17* – FY22e

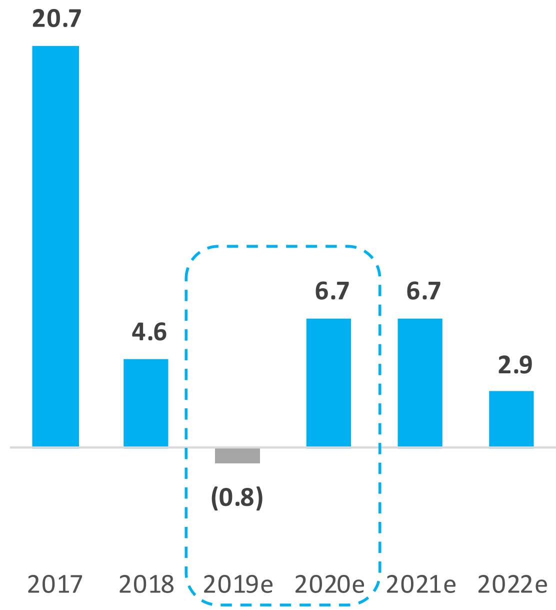
€m



** 2017 VPF does not include corporate cost (2017 Annual Report presents an EBITDA related to VPF of €45.2m including corporate cost)*

Free Cash Flow**: FY17 – FY22e

€m



*** Free cash flow corresponds to the sum of cash flows from operations and operating investments*

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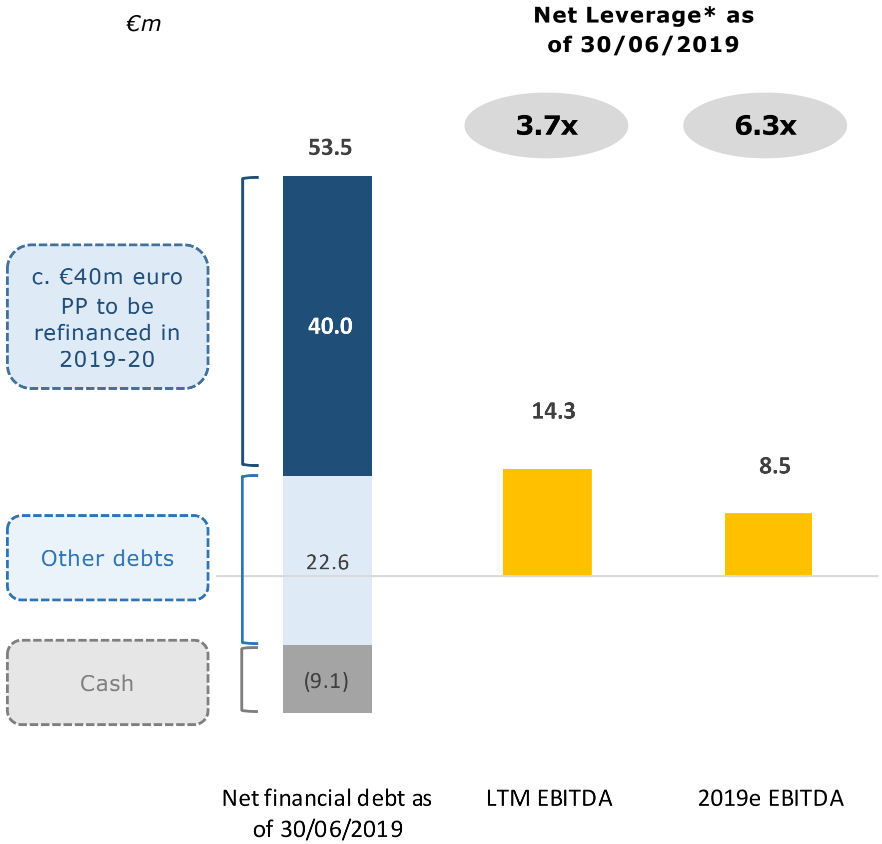
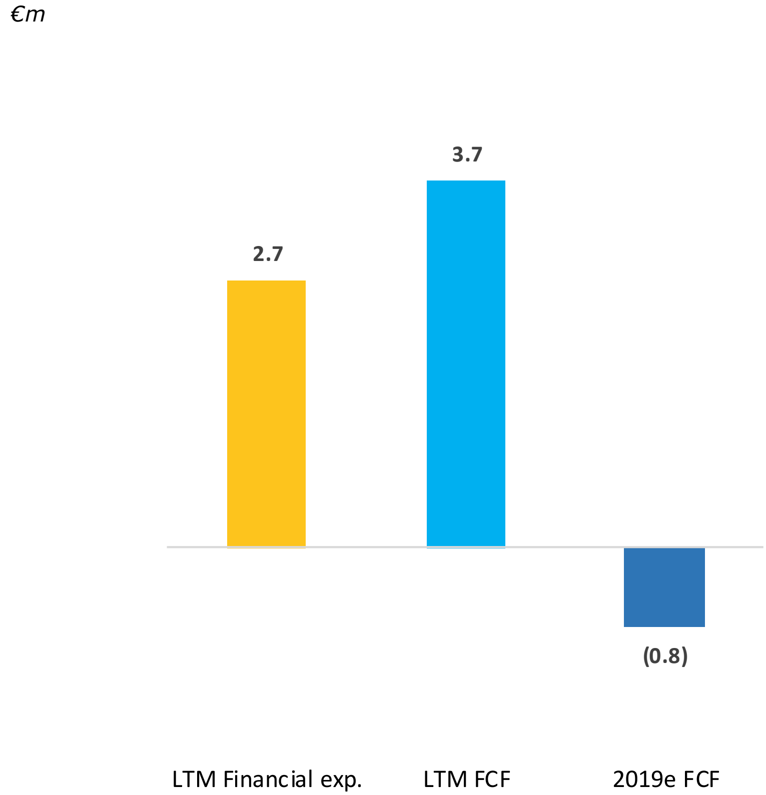
Source: Ymagis

Therefore, Ymagis was not in a position to refinance its debt coming due in 2019 and 2020

➢ Leverage was not sustainable:



➢ Financial interests could not be covered by Free Cash Flows



- As of 30 June 2019, consolidated net financial debt amounted to €53.5m, i.e. 3.7x the LTM EBITDA
- €19.5m of Euro PP debt should have been repaid in 2019
- the group had to refinance €20.5m by February 2020

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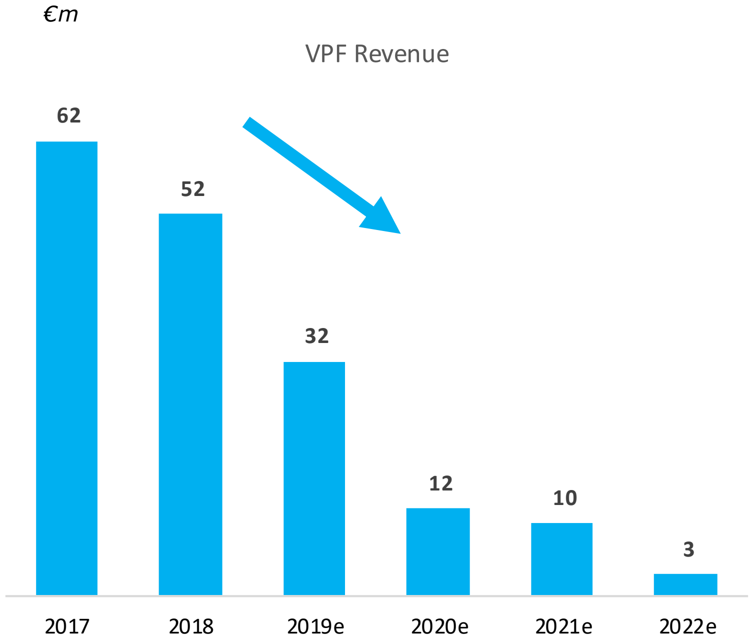
Source: Ymagis

** Net financial debt (before IFRS 16) and EBITDA LTM as of 30/06/2019*

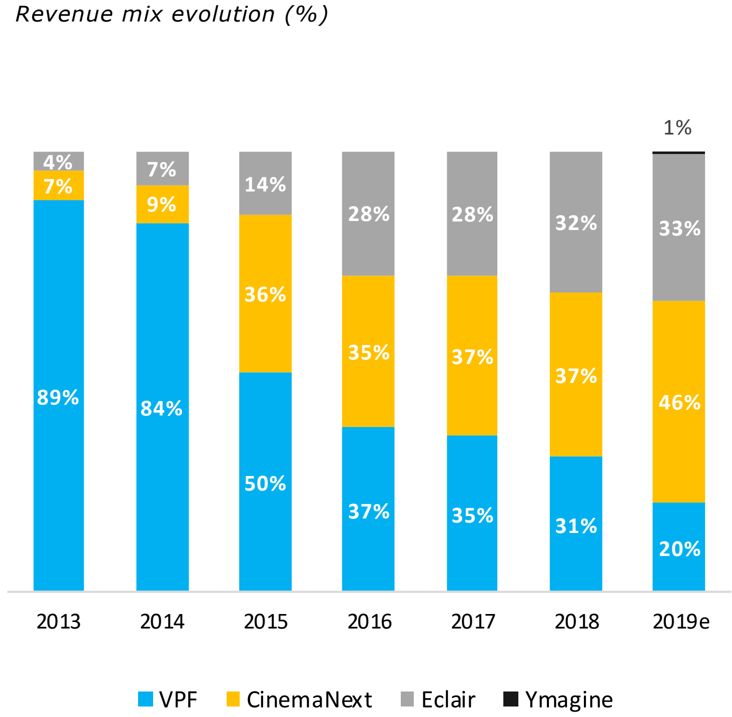
Agenda

Since its IPO in 2013, Ymagis has been reinventing itself

VPF coming to an end …



… But the company has initiated new businesses



VPF sales is expected to decrease and come to an end by 2022

Three main businesses

- CinemaNext: Cinema exhibitors services
- Eclair: Right holders services
- Illucity: VR leisure parks and corners

Sources: IDC, Ymagis

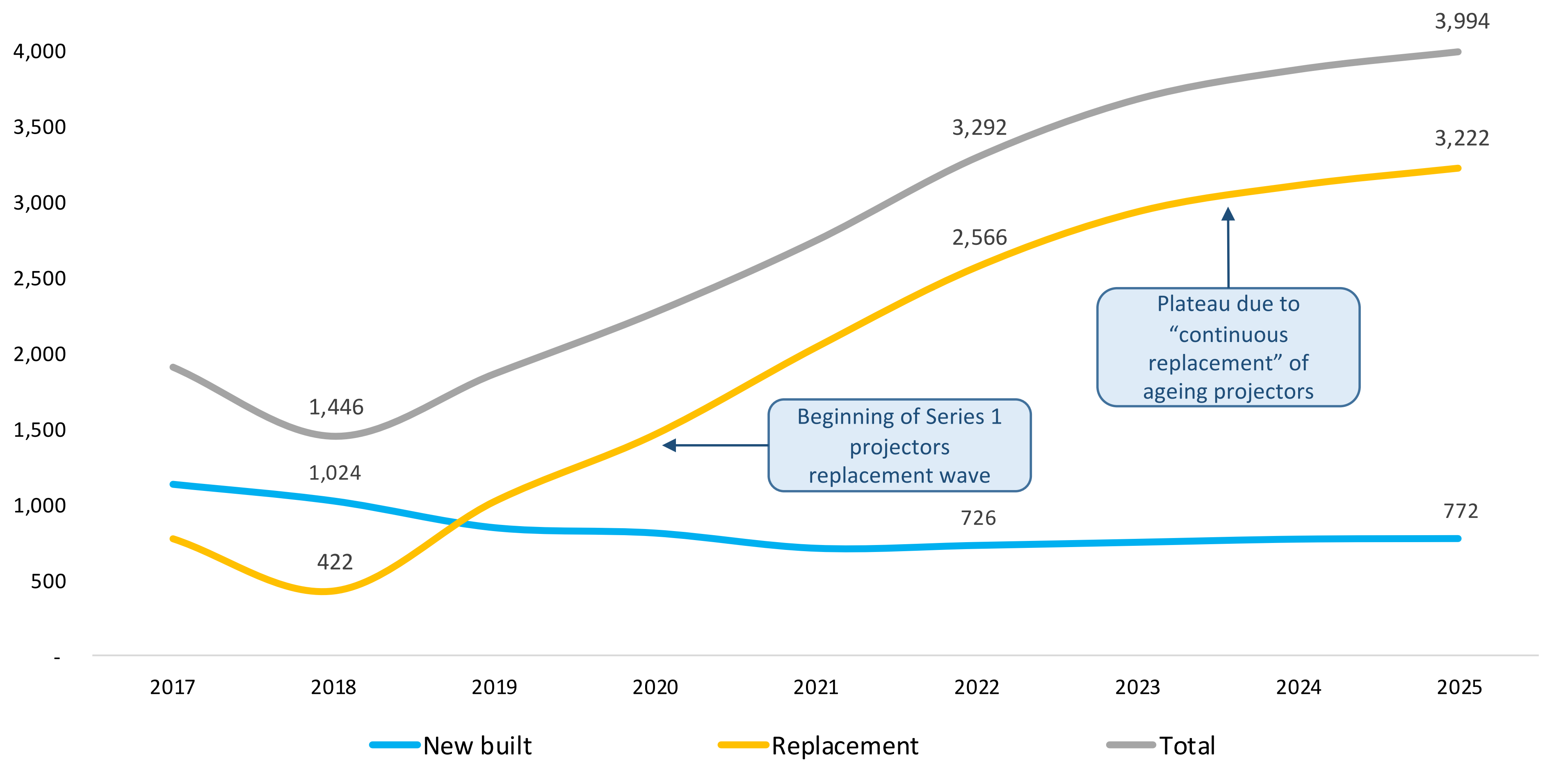
As VPF is coming to an end, Ymagis' strategy focuses on growing its other businesses improving their profitability

Key points	Description
1 - Transform Ymagis SA into a simple holding company	▪ Reduce corporate costs ▪ Give more autonomy to the business units ▪ Maintain a capacity for technological innovation
2 – Leverage CinemaNext leadership	▪ Capitalize good relations with existing customer base ▪ Take advantage of the upcoming replacement cycle ▪ Increase market share and broaden the product range
3 – Optimize Eclair's organisation	▪ Create new, smaller, more flexible and leaner entities, dedicated to specific business segments ▪ Identify partnerships to extend the geographical scope and better cushion software developments ▪ Continue to streamline operations to achieve greater profitability
4. Illucity: capitalize on the CinemaNext's distribution network	▪ Promote cinema solutions with the CinemaNext network ▪ Take advantage of the needs of shopping center operators to host leisure activities in their malls ▪ Develop the company's franchise/concession program ▪ Reach the critical mass to finance new original content

Sources: IDC, Ymagis

With Cinemanext, Ymagis is positioned on the new and replacement screen market which is expected to grow at a sustained pace by 2025

Forecast on screens market: new build and replacement (Europe, 2017-2025e)



➢ **Stabilisation of # new screens from 2020 at 700-800 units/year and a growth of replacement at c.3,000 units/year**

Sources: IDC, Ymagis

CinemaNext is expected to maintain its market share above c.22% in the future thanks to strong differentiators

CinemaNext key assets

1 - Full range of services and product

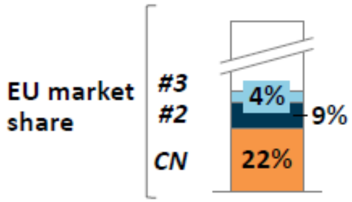
- CinemaNext provides a full range of services to exhibitors and is a one stop shop for all cinema Equipment

- **Services:**
  - Installation
  - Maintenance
  - Real time support

- **Products:**
  - Projection equipement
  - Screens
  - Audio systems
  - Seats

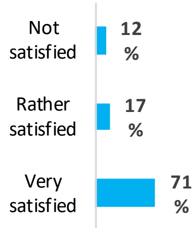
2 – #1 with full European coverage

- CinemaNext is top leader on the European market and has significant market shares in key Countries



3 – Very high client satisfaction

- CinemaNext enjoys an excellent service quality and reputation proven by client satisfaction survey and feedbacks



4 – Strong innovative capacity

- CinemaNext's strong innovative capacity enables them to develop new offers such as VR and premium cinema (Sphera)

sphera
eclair COLOR
ILLUCITY

Hypothesis:

CinemaNext market share in Europe (above c.22%) should remain stable

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Sources: IDC, Ymagis

CinemaNext has to take advantage of expansion opportunities

The business plan of the group relies on a stable market share assumption for CinemaNext and a growth of company's existing core business in line with the market's

However, CinemaNext can grow beyond its current core business

Key points	Description
Grow its market share beyond the current 22% in the EMEA	▪ CinemaNext needs to improve its position in several key countries where its market share is currently insufficient ▪ Target will be a minimum of 33% in each country
Leverage premium offer	▪ Better sell its Sphera Premium Format concept beyond the existing customers base
Deploy, expand and cross-sell	▪ Succeed in designing and deploying a full fledged software solution for exhibitors ▪ Expand its product catalog such as seating and other outfitting solutions ▪ Market the Illucity solutions to its customers where appropriate

Sources: IDC, Ymagis

Éclair: a structural change

Each company will operate independently without the support of the parent company, which will no longer provide them with services

Each entity will have to be profitable

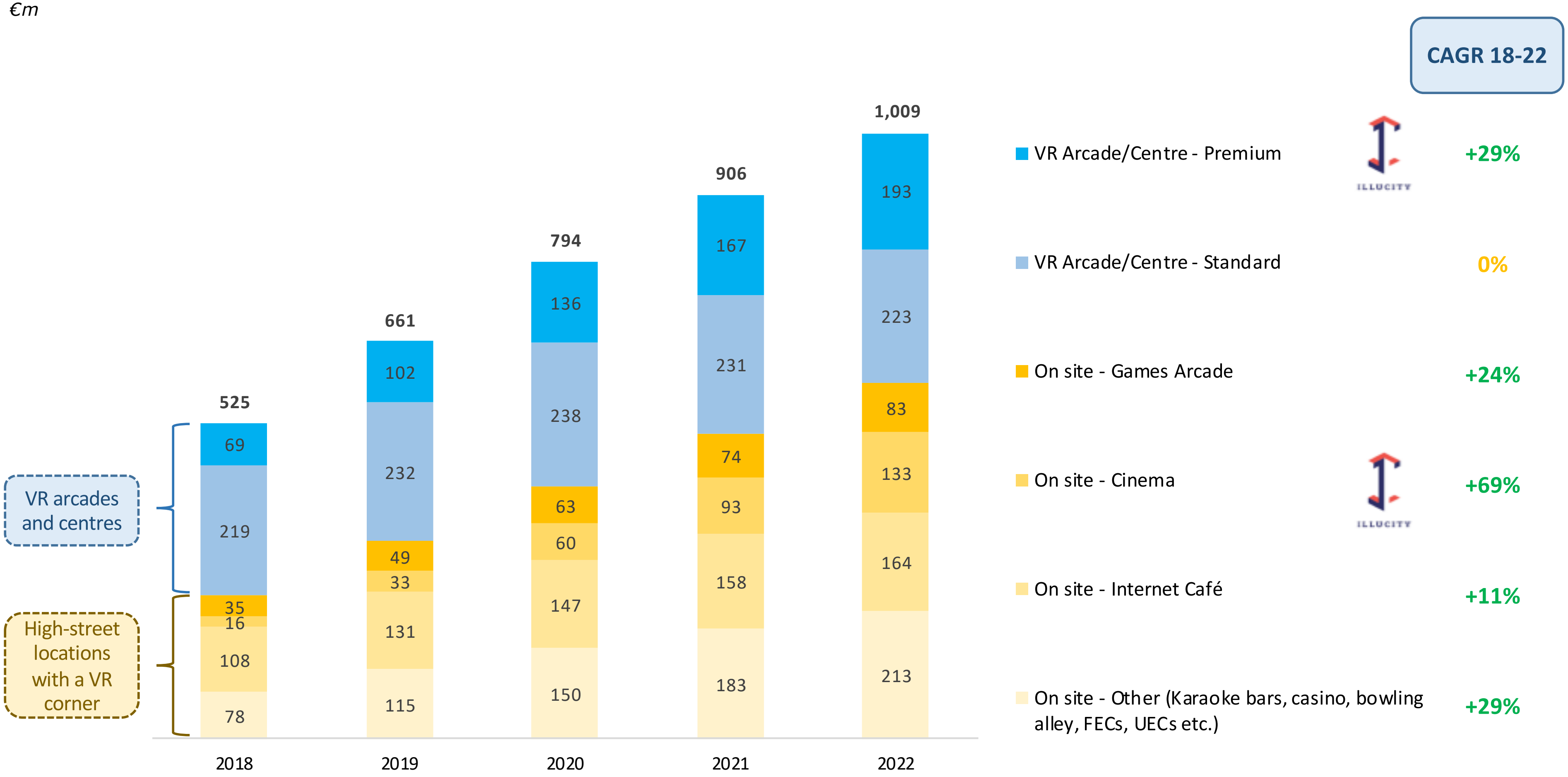
Partnerships will be pursued through mergers or divestments

Key points	Description
1. Éclair Theatrical Services	▪ Convert the network to be 100% broadband based (ADSL, fibre) but keep the satellite expertise for live contents ▪ Expand the network internationally, alone or through partnerships
2. Éclair Versioning & Accessibility	▪ Grow the dubbing infrastructures in France and Germany ▪ Expand the live subtitling solutions internationally ▪ Grow the audiobooks business beyond the Spanish market
3. Éclair Preservation	▪ Streamline the French operations, gain new customers and target high profitability
4. Éclair Digital Services	▪ Provide deliverables in the French market and identify a partner in the cloud-based services area

Sources: IDC, Ymagis

Ymagis is positioned on the fastest growing segments on the global Virtual Reality ("VR") market : on-site locations in cinemas (Illucity Corners) and premium VR centres (Illucity Parks)

Global Revenue by VR segment



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Sources: IDC, Company

VR Corners and Parks: a superior offer

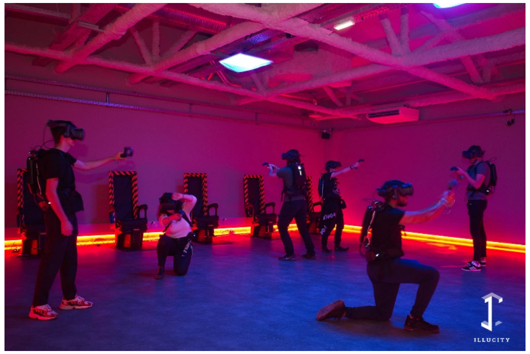
With Illucity, Ymagis has created a coherent concept of VR centers

- Modular approach
- Diversity of contents
- Brand value
- Industrialized deployment

A development based on 2 offers :

ILLUCITY
CORNERS

ILLUCITY
PARKS



Virtual reality arcade rooms for cinema operators and amusement parks

Virtual reality adventure parks, operated by the company itself, or in concession. Centres opened in Paris, Marseille and Athens

Source: Company

Agenda

1. Financial updates
2. A financial restructuring was necessary
3. Ymagis has engaged strategic actions to leverage its leadership
4. **The financial turnaround initiated in FY19 will be achieved by FY22**
5. The Financial Restructuring restores a sustainable capital structure
6. Timeline and next milestones
7. Appendix

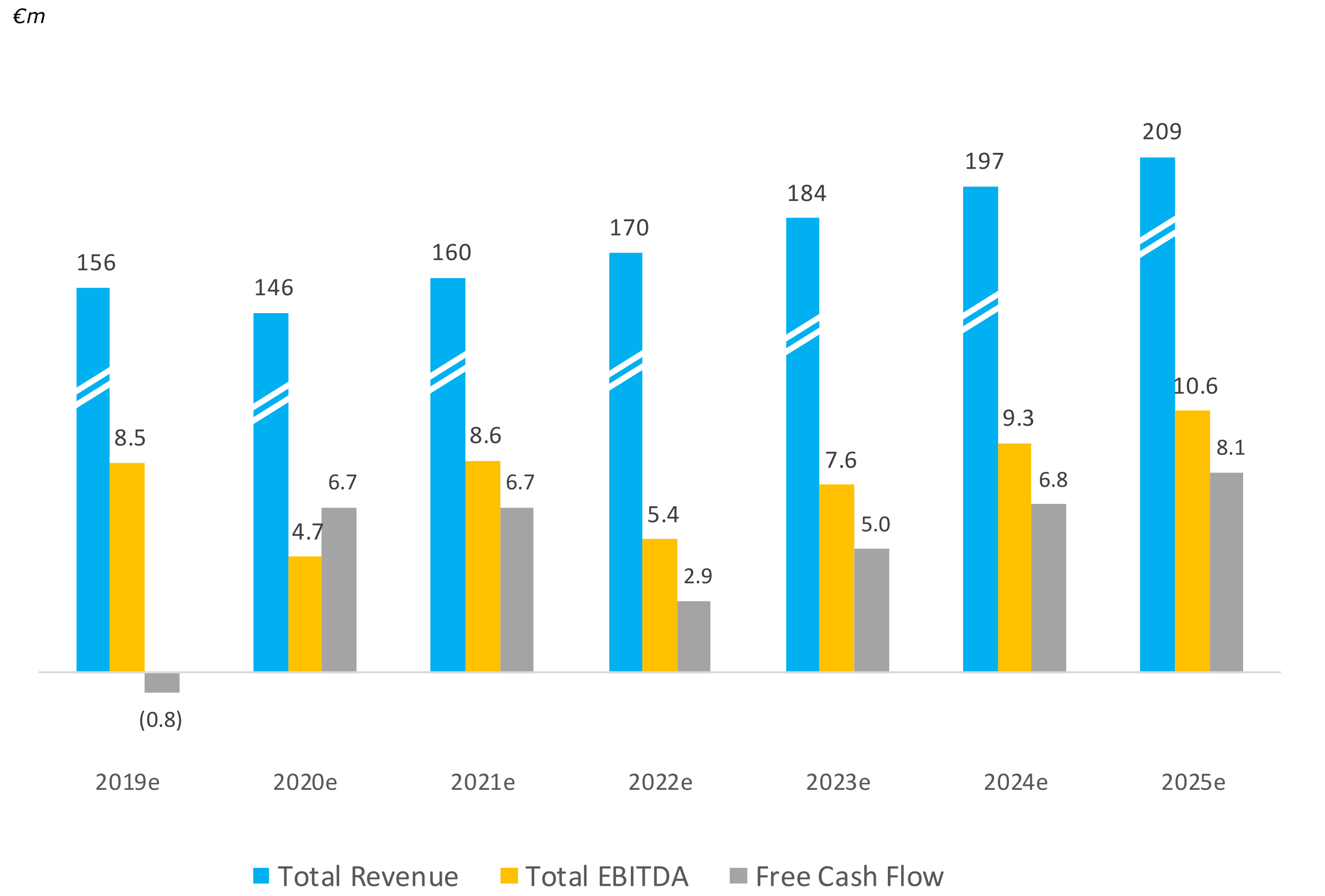
FY19e-FY25e: Synthetic financial consolidated projections

The Business Plan presented in this document has been prepared by business unit

The main hypothesis are the following:

- CinemaNext: Equipment sales increase by €10m per year until 2026 due to the wave of replacement
- Eclair: Business Plan has been developed for each division (Theatrical Services, Versioning & Accessibility, Preservation, Digital Services)
- Illucity: 3 sites self-owned and a target of 40 franchises at the end of 2023
- VPF: Decrease of activity until its extinction in 2022

2019e – 2025e Revenue, EBITDA * & Free Cash Flow



Source: Ymagis

*Corporate cost included

FY19e-FY25e: Consolidated revenue per activity

The adjacent figure shows the evolution of Ymagis Group's Revenue between 2019 and 2025

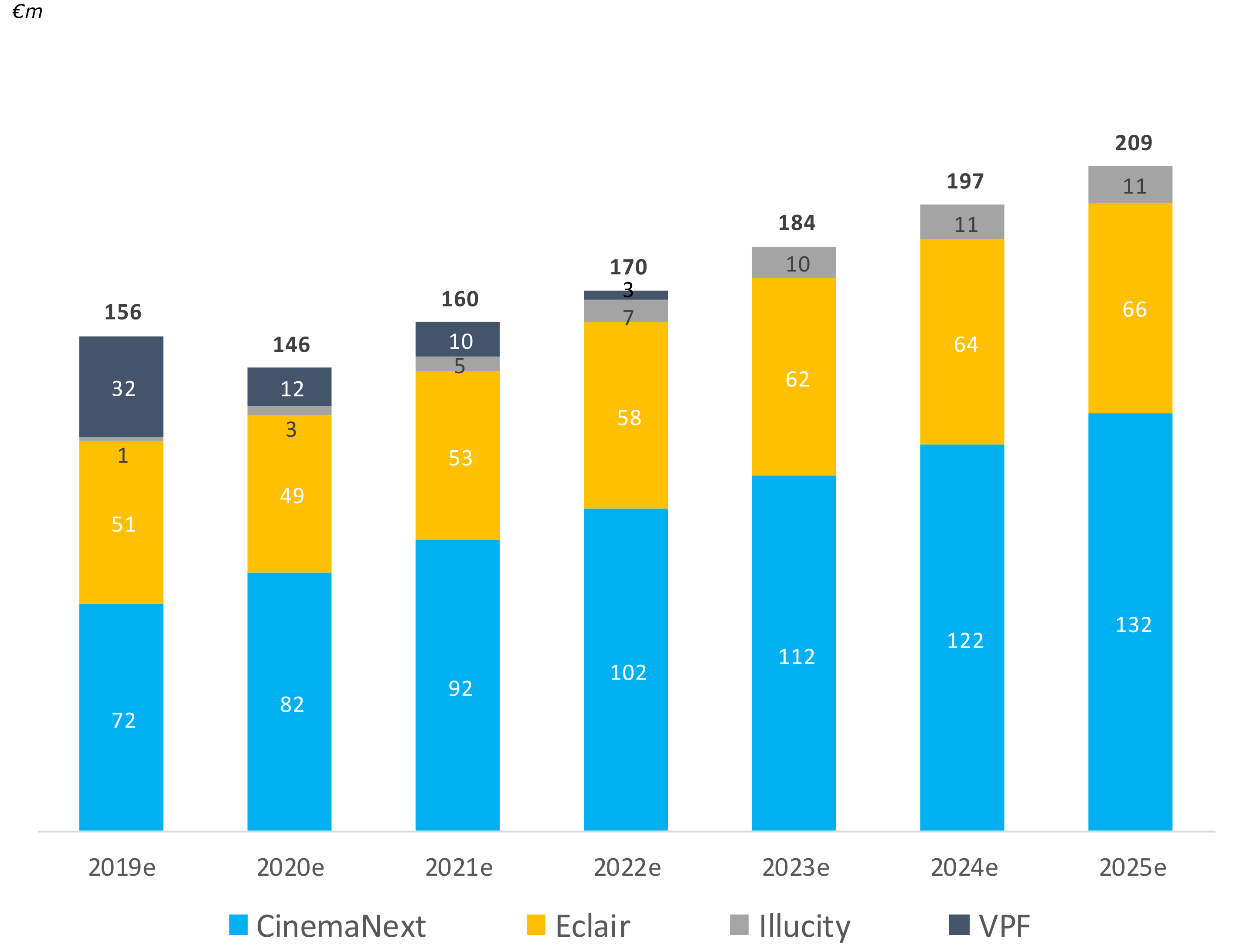
The release and deconsolidation of Eclair Cinema has a negative impact of €2m in 2020 on the global Eclair revenue

The decrease of the VPF lead to an expected extinction of the activity in 2022

The growth of CinemaNext is mainly related to the equipment renewal in European theatres over the next years - the management expects €10m of additional revenue each year from 2020

The growth of Illucity's business follows the opening of news sites

2019e – 2025e Revenue

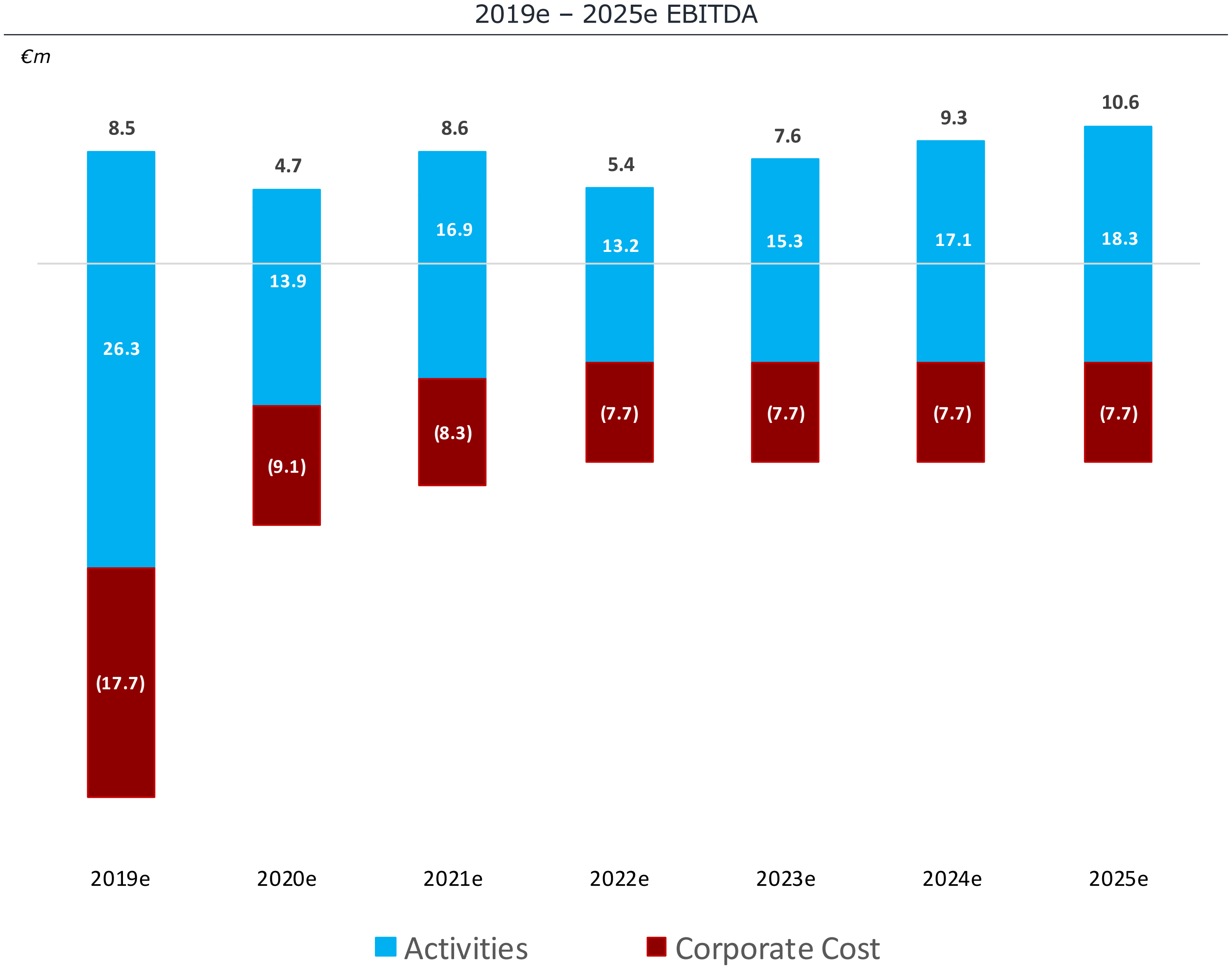


Source: Ymagis

FY19e-FY25e: Consolidated EBITDA

Over the Business Plan period, EBITDA is expected to improve by €2.0m to reach €10.6m in 2025 with

- +€5.5m from Éclair, mainly in the Digital Services and Versionning & Accessibility
- +€5.4m from CinemaNext, whose revenue will grow beyond the breakeven point
- +€5.2m from Illucity with the development of the network of franchisees (40 franchisees by 2025)
- €10.0m reduction in corporate costs (including €2.0m redeployed to Eclair and CinemaNext BUs)
- €24m of VPF revenues of which extinction is planed



Source: Ymagis

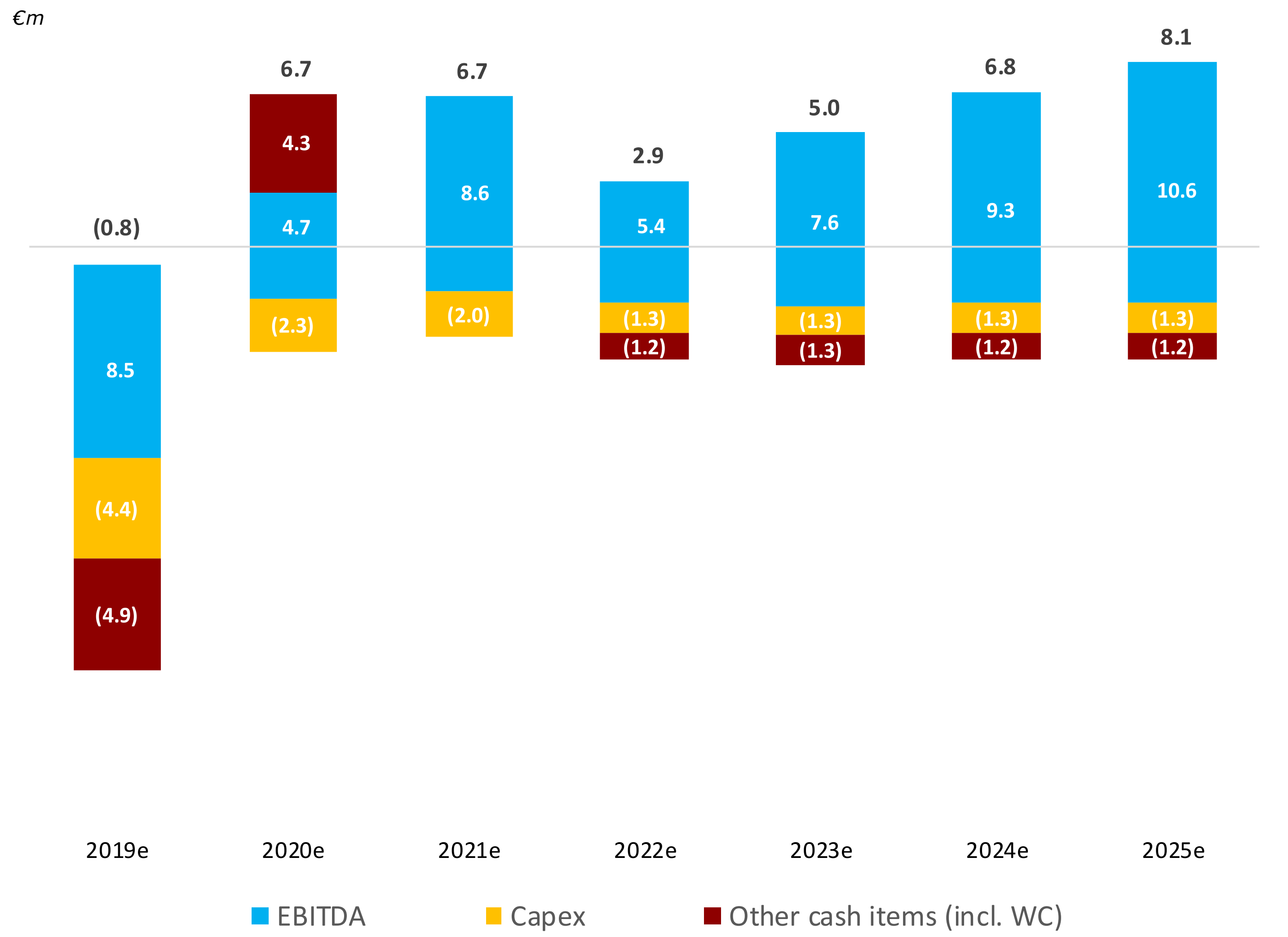
FY19e-FY25e: From consolidated EBITDA to consolidated Free Cash Flow

In 2020, the company is expected to benefit from a significant working capital optimisation – receivables expected to decrease by more than €4m

Capex essentially cover maintenance and development of Eclair business

Illucity is not expected to consume capex after 2020: its development relies on a franchise based model and on partnerships with third parties - cinema exhibitors, shopping mall operators – who will fund the capex

2019e – 2025e available Cash Flow before debt service (capital & interests)



Source: Ymagis

*Corporate cost included

Agenda

The financial restructuring reduces the debt burden by half

Pre-restructuring

Ymagis SA Current Financial Debt
€52.1m[1]

Post-restructuring

Write-off
€13.9 - 16.2m[2]

Exchange in ORAR
€9.2m

Reinstated & Rescheduled Debt
€26.8m

Pro Forma Capital Structure	Amount (€m)	Maturity	Amortization	Comments
Super Senior Debt	6.9	2022	Amortizing over 2020-22	Excess Cash Flow, Super Senior Rank under waterfall of potential disposal proceeds
Senior Debt 1	16.6	2024 + 1-year extension option	Amortizing over 2022-24/25	Excess Cash sweep prepayment (after full repayment of Super Senior Debt), Senior Rank under waterfall of potential disposal proceeds
Senior Debt 2	3.2	2026 + 1-year extension option	Bullet	Subordinated Rank under waterfall of potential disposal proceeds
"Reinstated Debt"	**26.8**			
ORAR[3]	**9.2**	2024		Nominal amount of €1,000, redeemable in 333 ordinary shares (excluding interest), i.e. an implicit price of €3.00 per ordinary shares Maturity 30 September 2024, 3% PIK interest rate Company's call at 110%; Conversion in the hand of holders by 50% tranche, twice a year, 18 months post-issuance

Notes:
(1) The amount corresponding to 30/06/2019 amounted to €50.6m
(2) If Super Senior Debt is not fully repaid in FY20, a maximum amount of €2.3m will be payable in Septembre 2026, (10% of initial amounts before restructuration which have been exchanged in Super Senior Debt not refinanced in 2020)
(3) ORAR: « Obligations Remboursables en Actions ou Rachetables »
(4) Excluding annual interest rate of 3% which will ultimately be repaid in shares at maturity

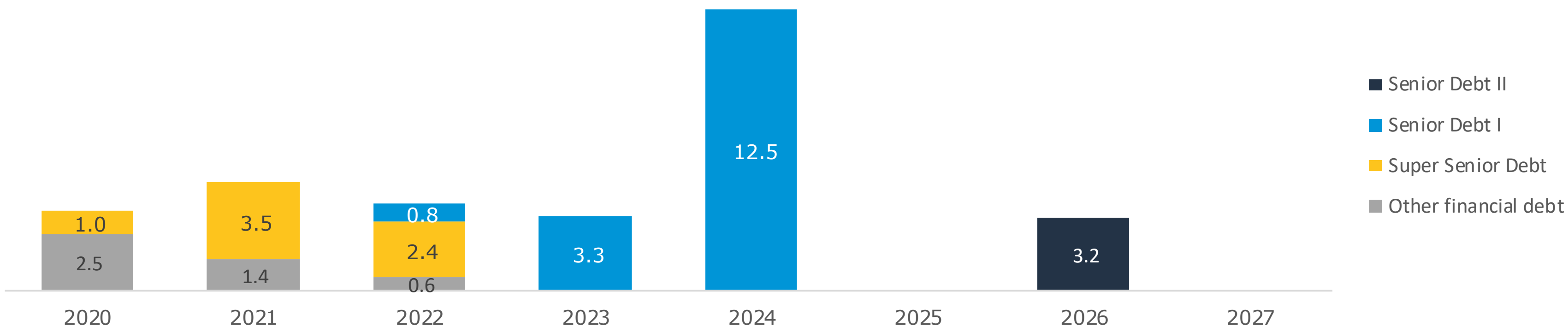
Source: Ymagis

The financial restructuring plans to reschedule the remaining debt until 2026-2027 without

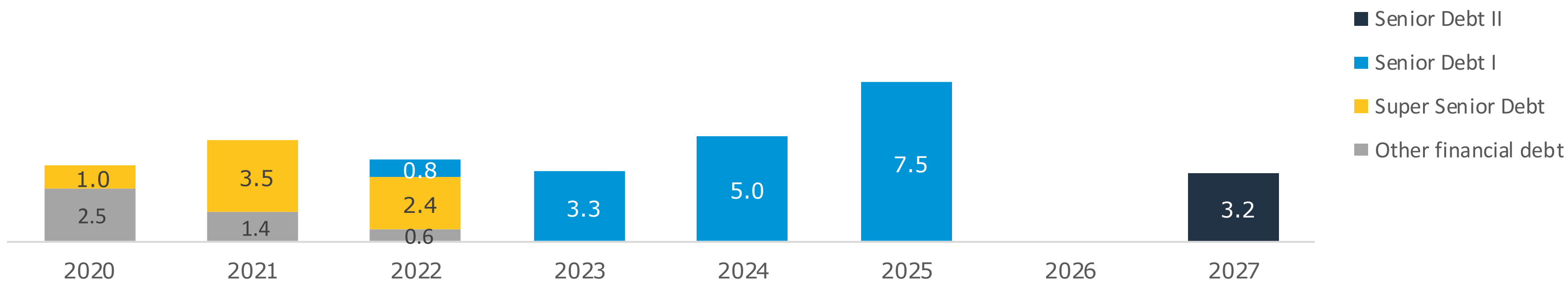
EURm

Debt schedule post-restructuring, without extension(2)

Net leverage(1)	4.2x	1.7x	2.3x	1.0x	0.1x	< 0x	< 0x	< 0x



Debt schedule post-restructuring, with extension(2)



Source: Ymagis

Note: (1) Assumption: excl. IFRS 16

Note: (2) Excl. additional payment up to €2.3m in case of non repayment of the Super Senior Debt in 2020

A restructuring plan designed to support Ymagis' long-term strategy

Proposed plan	Description	Comments
1 – €25m debt reduction	▪ Debt reduction sized to ensure a sustainable structure for Ymagis	▪ €25m financial debt reduction achieved with write-off and exchange in equity instruments(1) ▪ Post-restructuring consolidated net financial debt will amount to €28m (proforma as of 30 June 2019), cf. p.27
2 – ORAR reducing indebtedness	▪ Repayment and conversion into ordinary shares is the general rule ▪ Defaults on Reinstated Debt lead to repayment only in shares ▪ Contractual financial ratio calculations excluding ORARs	The only exceptions covering ORARs cases of redemption in cash at 110% are: ▪ Either at the hand of the company, subject to comply with contractual financial ratios ▪ Either automatic in the only case where BSA are exercised and lead to an injection of cash into the company that is used to redeem the ORAR (prorata) Failure to comply with ORAR conditions will not result in any event of default of the Reinstated Debt
3 – €27m debt rescheduling calibrated to maintain the Group's liquidity	▪ Reinstated & Rescheduled Debt in three tranches pari passu but temporarily rescheduled ▪ Each tranche is sized and scheduled to match Ymagis' forecasted debt service capacity ▪ €24m amortized by 2024/25, €3m by 2026/27	▪ €6.9m Reinstated Super Senior Debt repaid over 2020-22 ▪ €16.6m Reinstated Senior Debt 1 repaid over 2022-24/25 ▪ €3.2m Reinstated Senior Debt 2 repaid in 2026 ▪ Excess cash-flow and mandatory prepayment clauses in case of asset disposal (see p30)
4 – Refinancing risk under control	▪ Company to explore refinancing options by 2024 ▪ In 2024 at refinancing, leverage ratio of 0.1x EBITDA (as per BP) ▪ Extension option to 2025	▪ Repayment extended if Ymagis not in a position to refinance its debt by 2024

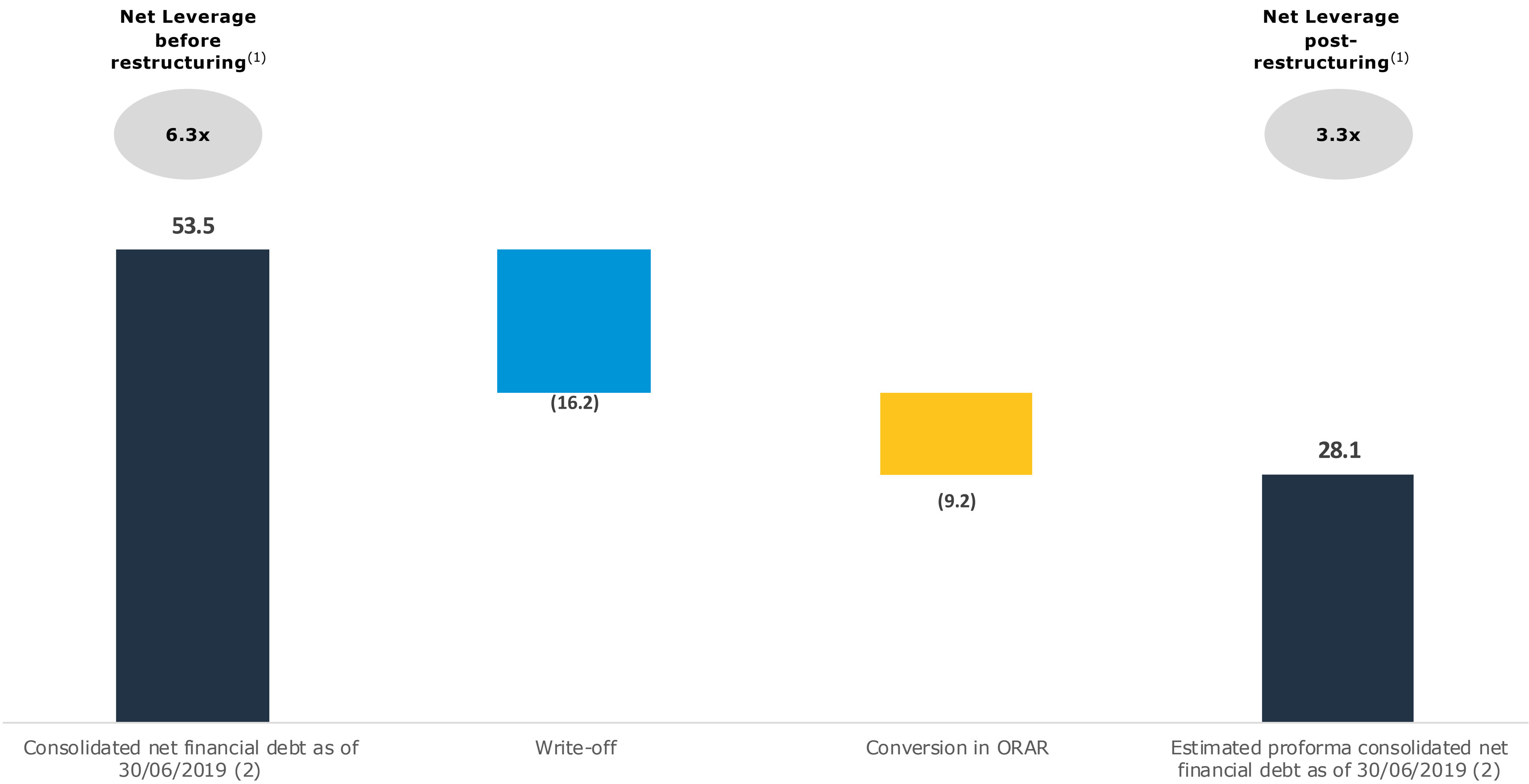
(1) The strict application of IFRS rules results in the recognition of ORARs as debt and not in equity until their conversion or repayment into ordinary shares. However, any ORAR conversions or repayments will result in an increase in equity

ymagis

Source: Ymagis

Under the proposed plan, the Net Financial Debt of the Group is reduced by 47% from €54m to €28m

EURm



Note :

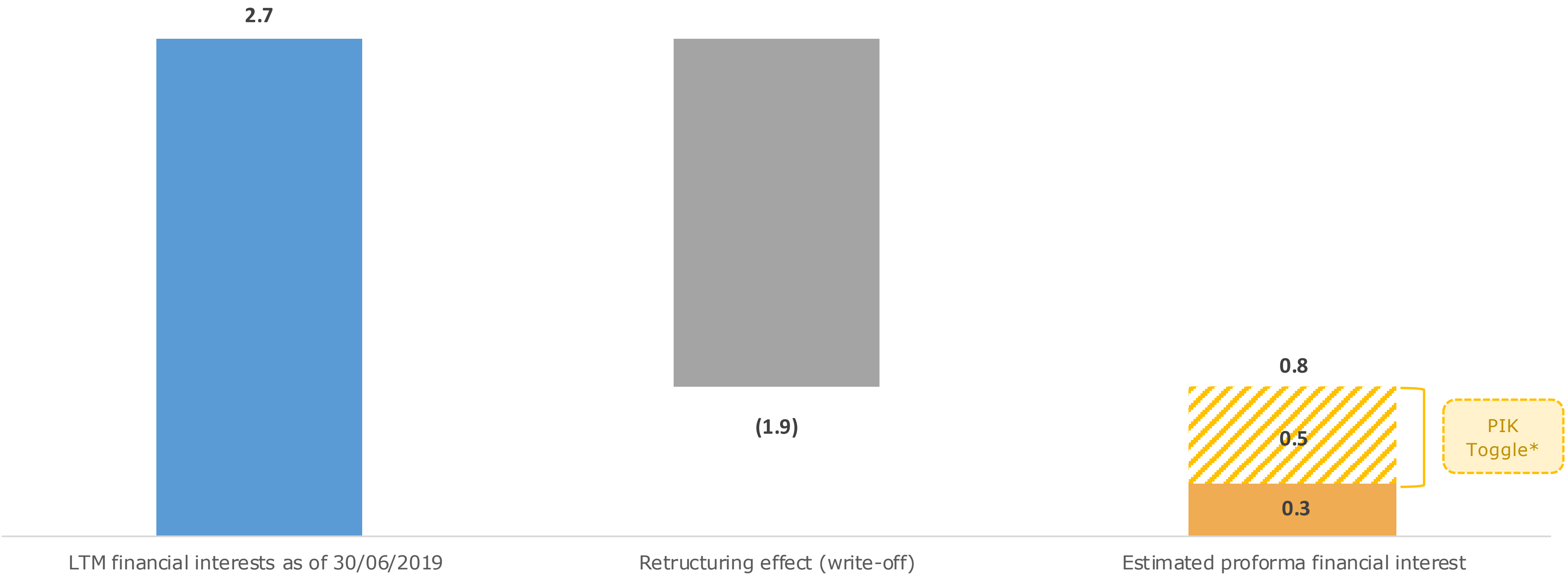
(1) Based on 2019e EBITDA

(2) Before IFRS 16 and outside ORAR (a) of which the early mandatory repayment in cash is only realised in case of BSA exercise for a similar amount, (b) which are likely to be reimbursed in advance only through ordinary shares if an event of default occurs and (c) which are excluded of the financial covenants in the documentation (see page 27)

(3) The strict application of IFRS rules results in the recognition of ORARs as debt and not in equity until their conversion or repayment into ordinary shares. However, any ORAR conversions or repayments will result in an increase in equity

Source: Ymagis

Under the proposed plan, the Financial Interest of the Group is reduced by 70% from €2.7m to €0.8m



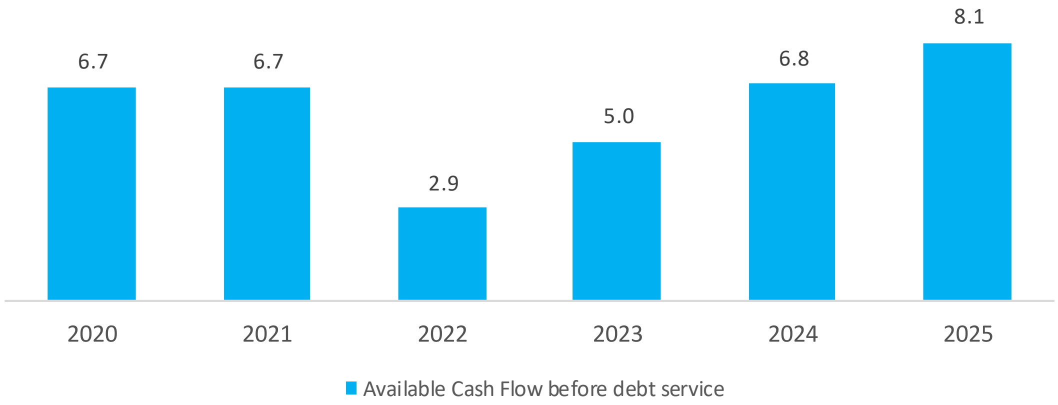
** Ability to pay financial interest in kind or in cash from 2020 to 2022*

Source: Ymagis

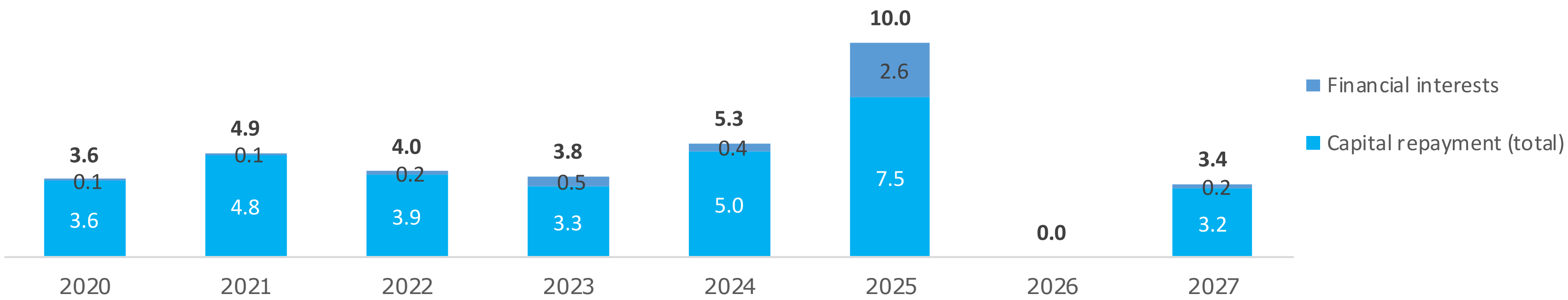
The Consolidated Free Cash Flows offers comfortable headrooms on the debt repayments, thus lowering refinancing risk

EURm

Free Cash Flow post restructuring



Consolidated debt schedule post-restructuring (capital and interests), with extension



Source: Ymagis

Illustration of the proceeds from asset disposal waterfall

In case of an asset disposal, a predefined waterfall of the potential proceeds determines the portion attributable to the company and the rank of each category of lenders

The wide range of proceed amounts set out in the table below is for illustrative purposes only

Proceeds from asset disposal to be allocated	Rank	€5.0m	€20.0m	Comments
Ymagis Group	0	€5.0m	€7.0m	Amount allocated in priority to the Group
Super Senior Debt repayment	1	€0m	€6.9m	Repayment in full of Senior Super Debt before allocating proceeds to other tranches
Senior Debt 1 & 2 repayment in exchange of a write-off	1bis	€0m	€0.1m	Repayment of €0.5m of Senior Debt 1 & 2 in exchange of a 80%(1) write-off
Social & tax liabilities	2	€0m	€1.9m	Repayment of the CCSF line
Senior Debt 1 repayment	3	€0m	€2.0m	50/50 allocation of the remaining amount of proceeds between Senior Debt 1 and the Group
Proceeds retained by the Group		**€5m + €0m**	**€7.0m + €2.0m**	▪ 100% of the first seven million euros ▪ 50/50 allocation of the remaining amount of proceeds from rank 3

Source: Ymagis

Notes : (1) As per restructuring terms

After the transaction, potential dilution of the current shareholders amounts to 28% before exercise of the BSA

- Current shareholders will receive 1 BSA for 1 ordinary share
- Holders of BSA will be able to acquire 1 ordinary share after exercise of 2 BSA at a strike of €3.00 per BSA

Case 1: current shareholders exercise all their BSAs immediately post-issuance of ORARs(1)

➔ Current shareholders retain 100% of the capital

Case 2: all ORARs holders convert their instrument into ordinary shares prior to maturity and the current shareholders subsequently exercise all their BSAs

% ownership owned by	Current situation	Post-conversion of ORARs(2)	Post-exercise of all BSA
Existing shareholders	100%	69.4%	77.3%
Existing lenders	0%	30.6%	22.7%
Total	**100%**	**100%**	**100%**

Other cases: all other cases lead to a capital allocation between Case 1 and positions presented in the Case 2

Notes:
(1) Excluding impact of 3% p.a. interest paid semi-annually in ordinary shares
(2) Excluding impact of 3% p.a. interest, the current shareholders' dilution amounts to 27.7%

Source: Ymagis

Agenda

Timeline and next milestones

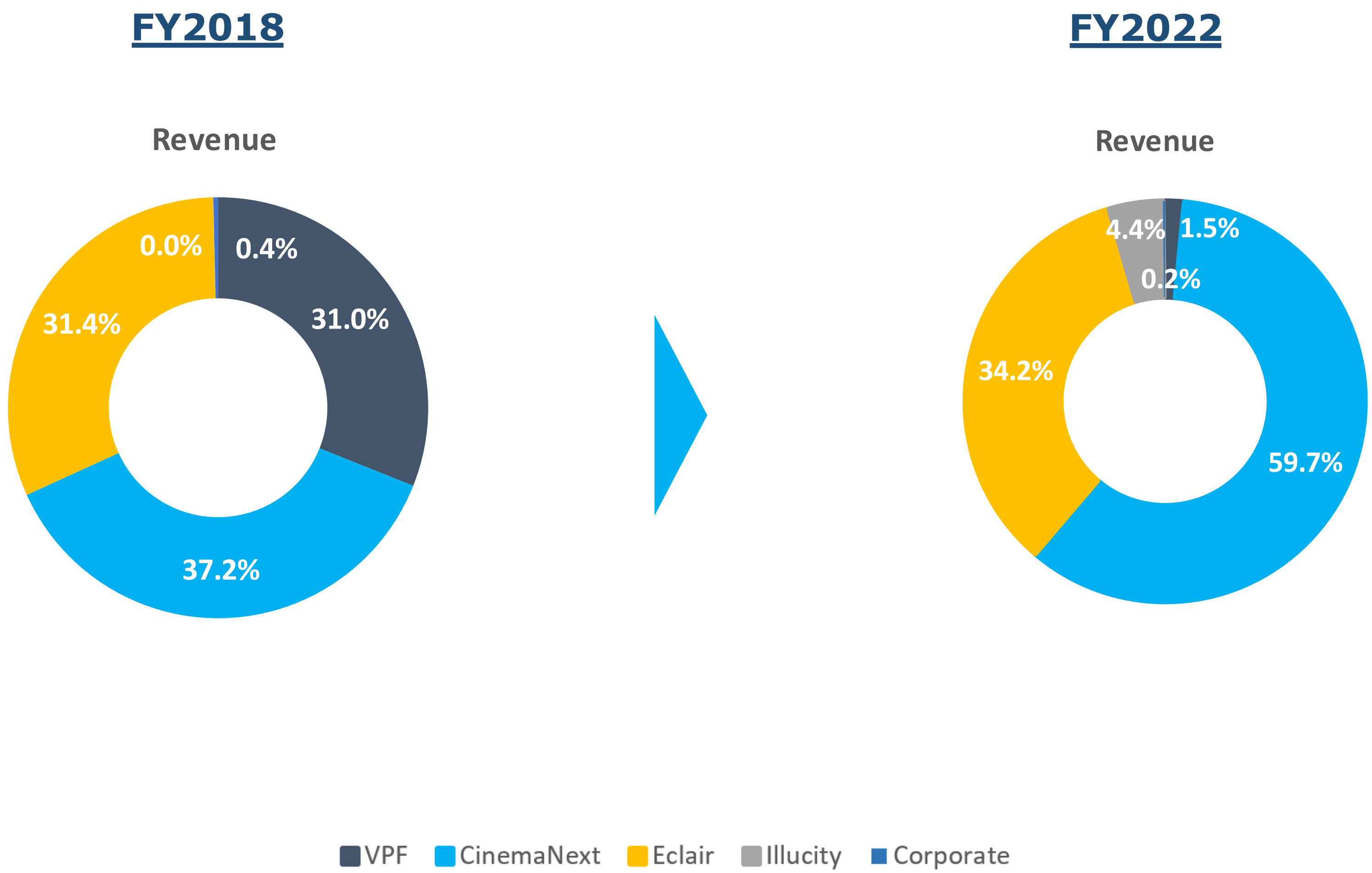
- Convene an Extraordinary General Meeting of shareholders
- Finalize the legal documentation
- Submit prospectus relating to the issuance of new instruments giving access to capital for approval (“Visa”) by the AMF
- Hold the General Meeting of shareholders
- Approval by the Paris Commercial Courts

Agenda

1. Financial updates
2. A financial restructuring was necessary
3. Ymagis has engaged strategic actions to leverage its leadership
4. The financial turnaround initiated in FY19 will be achieved by FY22
5. The Financial Restructuring restores a sustainable capital structure
6. Timeline and next milestones
7. **Appendix**

While VPF cycle is coming to an end, other businesses are in a ramp up phase

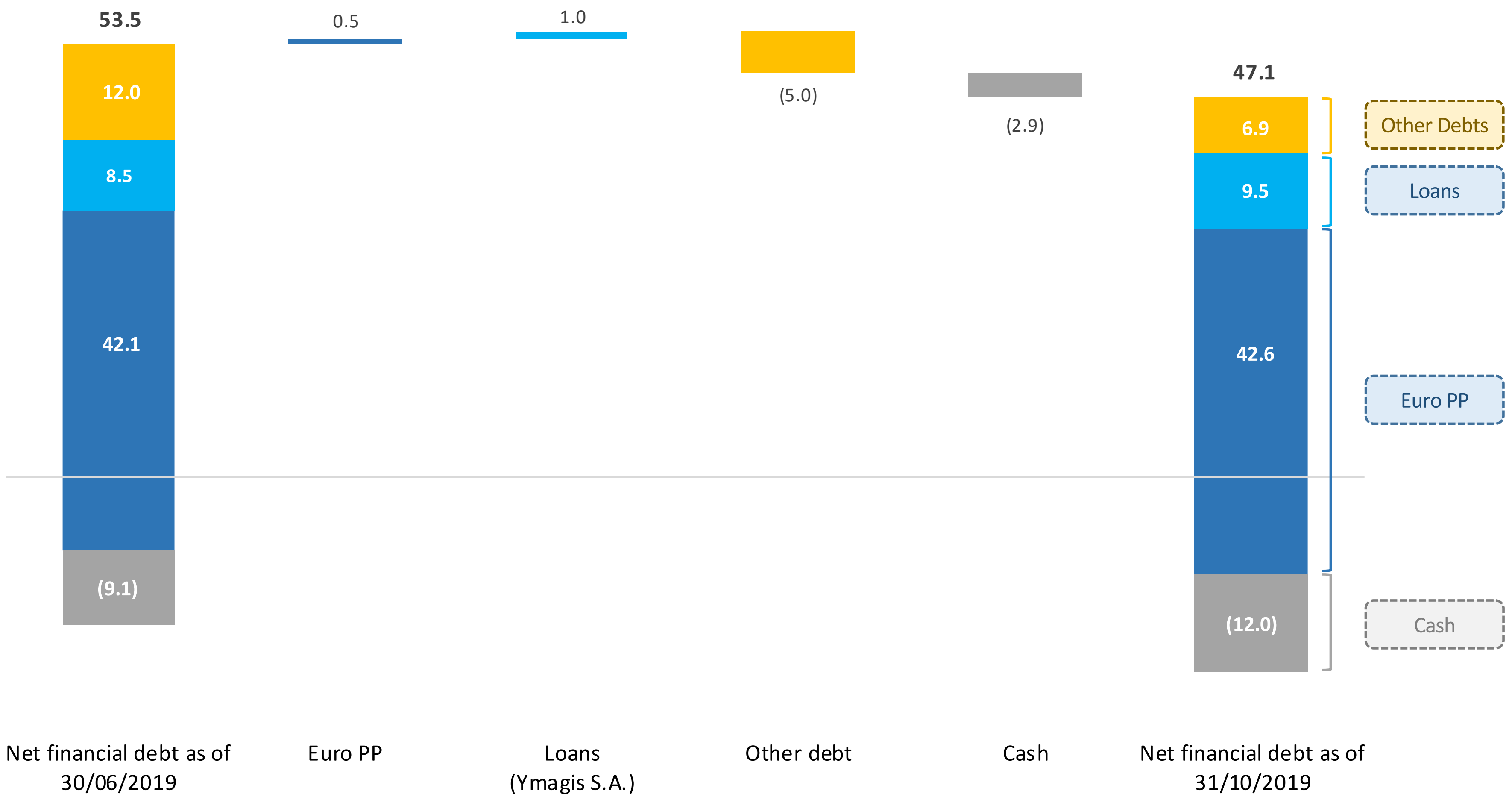
The structure of the Group's Revenue is expected to radically change over the next few years



Source: Ymagis

Between 30 June 2019 and 31 October 2019, Consolidated Net Financial Debt is estimated to have decreased by c.€6m

Reconciliation of Consolidated Net Financial Debt as of 30/06/2019 and as of 31/10/2019



Source: Ymagis

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