

PROACTIS SA (Euronext: PROAC), a leading provider of comprehensive spend management and business process collaboration solutions, announces an update to the announcement released on 30 April 2021 regarding an offer for Proactis Holdings PLC (“**PROACTIS HOLDINGS**”) (the “**Original Offer**”). Cafe Bidco Limited, a newly incorporated company to be indirectly owned by joint offerors: (i) investment funds advised and managed by Pollen Street Capital Limited; and (ii) investment funds advised and managed by DBAY Advisors Limited (“**Cafe Bidco**”) has today announced an offer to acquire (“**the Offer**”) Proactis, holding indirectly, notably through Proactis Euro Hedgeco Limited, approximately 88% of the issued share capital of PROACTIS SA, for an aggregate consideration of up to £74.9 million on a fully diluted basis (approximately €86.9 million). The Offer has been recommended by the Board of Directors of PROACTIS HOLDINGS.

Further information regarding the Offer is available in English at <http://www.proactis.com/uk/investors/>.

The Original Offer has been withdrawn and ceases to have any effect.

The Offer is subject to, amongst other things, the conclusion of a Scheme of Arrangement, and approval at a General Meeting of PROACTIS HOLDINGS’ shareholders by a 75% majority of voting shareholders.

If these and all other conditions of the Offer be met, Cafe Bidco would become the indirect holder of more than 30 percent of the share capital and voting rights of PROACTIS SA and therefore under the rules of the AMF, completion would trigger an obligation on Cafe Bidco to launch a tender offer over PROACTIS SA shares. However, to PROACTIS SA’s knowledge, Cafe Bidco’s intention was to file with the AMF a request for waiver to the obligation to launch such tender offer.

Subject to such conditions, completion is expected during Q3 of the calendar year 2021.

About Proactis SA (<https://www.proactis.com/proactis-sa>), a **Proactis Company**

Proactis SA connects companies by providing business spend management and collaborative business process automation solutions for both goods and services, through The Business Network. Our solutions integrate with any ERP or procurement system, providing our customers with an easy-to-use solution which drives adoption, compliance and savings.

Significant customers include BASF, Nationwide, Michelin and Henkel
Proactis SA has major operations in Paris, Bonn, USA and Manilla.
Listed in Compartment C on the Euronext Paris Eurolist.

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