

Completion of the sale by Artefact's main shareholders of a controlling block in Artefact to Ardian Expansion

Reorganisation of Artefact's governance following Ardian Expansion's acquisition of control of Artefact

Paris, September 29, 2021 – Artefact (FR0000079683 – ALATF – eligible for PEA-PME equity savings plans), an expert in data transformation and data & digital marketing for major brands, announces the completion today of the transfer by its main shareholders, including Mr. François de la Villardière, Chairman of the Board of Directors, the co-founders and co-CEOs of Artefact, Mr. Vincent Luciani and Mr. Guillaume de Roquemaurel, as well as certain reference shareholders, including Fonds Nobel, Financière Arbevel, Truffle Capital and Otus, together with several managers and minority shareholders, of a controlling block in Artefact representing approximately 50.36% of the share capital and the voting rights of Artefact (the “**Controlling Block**”) to BidSky, a French simplified joint-stock company controlled by Ardian Expansion, for a price of 7.8 euros per ordinary share, in accordance with the securities purchase agreement relating to the sale of the Controlling Block entered into by the selling shareholders and BidSky on September 17, 2021 (the “**SPA**”). In accordance with the SPA, BidSky is expected to acquire approximately 1.84% of the share capital and voting rights of Artefact in the next few days, bringing its shareholding to approximately 52.20% of the share capital and voting rights of Artefact.

Pursuant to the SPA, certain selling shareholders also transferred to BidSky 20,000 share purchase options (*bons de souscription d'actions*) representing all of the share purchase options issued by Artefact (the “**SPO**”), for a price of 1,190 euros per SPO.

The transfer of the Controlling Block and the SPO was subject to the approval of the German and Austrian competition authorities, which were obtained prior to the signing of the SPA.

In accordance with applicable French laws and regulations, BidSky will file within the month of October 2021 a mandatory simplified cash tender offer for the remaining share capital of Artefact at the same price of 7.8 euros per ordinary share (the “**Offer**”).

In the event that the threshold for a squeeze-out is reached by BidSky following the Offer, BidSky intends to request the implementation of a squeeze-out of the remaining not tendered Artefact securities pursuant to applicable French laws and regulations.

The price of the Offer at 7.8 euros per ordinary share reflects a premium of 42.34% compared to the last closing price before the announcement of the entry into exclusive negotiations (July 23, 2021), of 60.56% compared to the volume-weighted average closing price over the three-month period prior to such announcement, and of 85.95% compared to the volume-weighted average closing price over the six-month period prior to such announcement.

As a reminder, the Board of Directors of Artefact decided on July 25, 2021, upon recommendation of an ad hoc committee set up for this purpose, to appoint in accordance with the provisions of Article 261-1 I, 1°, 2°, 4° and II of the *Autorité des marchés financiers* (the “**AMF**”)’s General Regulation, Accuracy, represented by Mr. Henry Philippe, as independent expert mandated to produce a report on the financial conditions of the Offer and any squeeze-out and to present its conclusions in the form of a fairness opinion.

The Board of Directors of Artefact will issue its reasoned opinion on the benefits of the Offer and its consequences for Artefact, its shareholders and its employees, in particular in light of the conclusions of the independent expert's report.

The independent expert's report and the Board of Directors of Artefact's opinion will be included in the draft offer response document prepared by Artefact and filed with the AMF for its approval pursuant to its General Regulation.

In the context of the completion of the sale of the Controlling Block, the Board of Directors of Artefact met on 27 September 2021 to:

- take note of the resignation, with effect from the date of completion of the sale of the Controlling Block, represented by Mr. Philippe de Verdalle, from its position as director of Artefact;
- take note of the resignation, with effect from the date of the opening of the Offer, of:
 - Mr. François de la Villardière from his position as director and Chairman of the Board of Directors of Artefact;
 - Ms. Marguerite de Tavernost and Mr. Olivier Duha from their positions as directors of Artefact; and
- co-opt, subject to their ratification at the next general meeting of Artefact, Ardian France SA, represented by Ms. Marie Arnaud-Battandier, Mr. Stéphan Torra and Mr. Thomas Grétére, as directors of Artefact, to take effect as from the resignation of respectively Fonds Nobel, represented by Mr. Philippe de Verdalle, Ms. Marguerite de Tavernost, and Mr. Olivier Duha, from their positions as directors of Artefact, Mr. François de la Villardière not being replaced.

In accordance with the rules applicable to the financial communication of listed companies, Artefact will keep the market informed of any significant development regarding the transaction.

About Artefact

Artefact is a new generation of end-to-end data services company, specialising in data consulting and data & digital marketing, dedicated to transforming data into business impact and tangible results across the entire value chain of organisations.

At the crossroads of consulting, marketing and data science, Artefact's unique approach allows our clients to reach their business goals in a dedicated and efficient way. Our 800+ employees are focused on accelerating data and digital transformation thanks to a unique mix of company assets: cutting-edge Artificial Intelligence technologies, agile methodologies for fast delivery and efficient scalability, and teams of market-leading experts in data science and data & digital marketing, always working together and focusing on business innovation.

Covering Europe, Asia, North America, LATAM, Middle East and Africa, thanks to our 16 local offices, we partner with Global Tiers 1 brands such as Orange, Samsung, L'Oréal, or Sanofi all over the world.

About Ardian

Ardian is a world-leading private investment house with assets of US\$112bn managed or advised in Europe, the Americas and Asia. The company is majority-owned by its employees. It keeps entrepreneurship at its heart and focuses on delivering excellent investment performance to its global investor base.

Through its commitment to shared outcomes for all stakeholders, Ardian's activities fuel individual, corporate and economic growth around the world.

Holding close its core values of excellence, loyalty and entrepreneurship, Ardian maintains a truly global network, with more than 700 employees working from fifteen offices across Europe (Frankfurt, Jersey, London, Luxembourg, Madrid, Milan, Paris and Zurich), the Americas (New York, San Francisco and Santiago) and Asia (Beijing, Singapore, Tokyo and Seoul). It manages funds on behalf of more than 1,100 clients through five pillars of investment expertise: Fund of Funds, Direct Funds, Infrastructure, Real Estate and Private Debt.

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