



Les Ulis, July 19, 2024 at 6:00 p.m.

LEXIBOOK: SIGNATURE OF AN INVESTMENT AGREEMENT BETWEEN THE LE COTTIER FAMILY AND LAWRENCE ROSEN LLC TO LAUNCH A TAKEOVER BID FOR LEXIBOOK AT €4.00 PER SHARE

Lexibook, a company listed on the Euronext Growth Paris market (mnemonic ALLEX and ISIN code : FR0000033599) (the "**Company**") announces that its shareholders and founders, the Le Cottier family (the "**Founders**"), and Lawrence Rosen LLC (the "**Investor**") have entered into an investment agreement (the "**Investment Agreement**"), to act in concert in connection with a proposed voluntary public tender offer (the "**Proposed Tender Offer**") initiated by Doodle (the "**Offeror**¹ ") (the "**Concert**"), with no intention of delisting, to be filed, at the latest, at the beginning of the 4^{ème} quarter 2024.

Background to the OPA Project

The proposed takeover bid aims to strengthen the Founders' stake in the Company, while welcoming a new long-term shareholder, Lawrence Rosen LLC, with extensive expertise in the market in which the Company operates. Lawrence Rosen is a 47-year veteran of the toy and school supplies industry. He is President of LaRose Industries (Cra-Z-Art and RoseArt). The investment is made entirely by Lawrence Rosen LLC. This new reference shareholder base will be able to support the Company's long-term ambitions, in a highly competitive and pressurized business sector. On the occasion of this proposed takeover bid, the Concert will offer shareholders who so wish, and subject to the lapse threshold being exceeded, a liquidity opportunity at a premium to the share price over the last few months.

Terms of the Investment Agreement and the draft Takeover Bid

The members of the Concert have entered into an Investment Agreement on July 18, 2024 under the terms of which :

- The Founders, the Investor (who, as of the date of this press release, holds no shares in the Company) and the Initiator will act in concert vis-à-vis the Company within the meaning of Article L.233-10, I of the French Commercial Code. 2,463,806 shares in the Company held by the Founders will, in the event of a successful takeover bid, be transferred to the Initiator by way of a contribution in kind, at a value equal to the price per Lexibook share retained in the takeover bid.
- In the event of a positive outcome, 56% of the Offeror's share capital would be held by the Founders and 44% by Lawrence Rosen LLC.
- The takeover bid will be financed by the Investor's subscription to (x) a capital increase through the issue of ordinary shares of the Offeror and (y) an issue of bonds convertible into ordinary shares of the Offeror, and by debt.

In addition, on July 18, 2024, the Offeror entered into commitments with certain institutional and individual shareholders of the Company to tender to the takeover bid 1,167,010 shares in the Company, i.e. 15.03% of the share capital, representing, together with the shares tendered by the Founders,

¹ Currently 100% owned by Aymeric and Emmanuel Le Cottier

46.77% of the Company's share capital. These commitments to tender will be fulfilled in the event of a successful takeover bid, and the shares will be tendered to the Offeror at the Offer Price.

To date, the Offeror does not hold any shares in the Company. The Proposed Takeover Bid will relate to all the shares of the Company² not held by the Offeror, alone or in concert, less any shares acquired by the Offeror from the date of filing of the draft offer document.

The price offered under the Proposed Tender Offer (the "**Offer Price**") will be €4.00 per Company share. The Offer Price represents a premium of 18.34% over the closing price of the Company's shares on July 18, 2024 (€3.38) prior to the announcement of the Proposed Tender Offer, and of 32.33% over the volume-weighted average prices of the Company's shares over the last 20 trading days (€3.02) prior to the announcement of the Proposed Tender Offer.

The initial offer will be open for 25 trading days and will be reopened, in the event that the lapse threshold is reached in accordance with Article 231-9 of the AMF's General Regulations, for 10 trading days.

Prior to the opening of the Offer, the AMF will publish a notice of opening and timetable, and Euronext Paris will publish a notice announcing the terms and opening of the Offer.

Appointment of an independent expert

Lexibook's Supervisory Board has set up an ad hoc committee, comprising Luc Le Cottier (Chairman of the Supervisory Board) and two independent members, Caroline Puechoultres and Pascal Gandolfini, to oversee the work of the independent expert and make recommendations to the Company's Supervisory Board concerning the takeover bid.

On the recommendation of the ad hoc committee, the Supervisory Board appointed Sorgem Evaluation³, represented by Mr Thomas Hachette, as an independent appraiser to prepare a report on the financial terms and conditions of the public offer, in accordance with the provisions of articles 261-1, I 1°, 261-1, I 2° and 261-1, I 4° of the AMF's general regulations.

The Offeror's intentions over the next 12 months

The offeror does not intend to request the implementation of a squeeze-out procedure for the Company's shares.

² Out of a total of 7,763,319 shares comprising the Company's share capital.

³ Contact Sorgem Evaluation: 01 40 67 20 32

Breakdown of the Company's capital at July 16, 2024⁴

Shareholders	Actions	% of capital	Voting rights	% of voting rights
Luc Le Cottier	122.170	1,57%	189.634	1,88%
Aymeric Le Cottier	1.187.029	15,29%	2.329.375	23,07%
Emmanuel Le Cottier	1.154.607	14,87%	2.271.879	22,5%
Le Cottier family	1.200	0,02%	2.400	0,02%
Family concert	2.465.006	31,75%	4.793.288	47,46%
Floating	5.298.313	68,25%	5.305.617	52,54%
Total	7.763.319	100%	10.098.905	100%

Trading in Lexibook shares, which has been suspended since Friday July 19, 2024, will resume with effect from the trading session on Monday July 22, 2024.

The offeror is advised by D&A (financial advisor) and McDermott Will & Emery (legal advisor).

Gilbert Dupont and Société Générale will act as financial advisor and presenting bank respectively.

About Lexibook

Lexibook®, owner of over 22 registered international brands such as Powerman®, Decotech®, Chessman®, Cyber Arcade®, Lapitab®, iParty®, FlashBoom®, etc., and holder of international licensing contracts for iconic properties, is the leader in intelligent electronic leisure products for children. This success is based on a proven strategy of combining strong international licenses with high value-added consumer electronics products. This strategy, complemented by a policy of constant innovation, enables the Group to flourish internationally and to constantly develop new product ranges under the Group's brands. With over 35 million products on the market, the company now sells a product every 10 seconds worldwide! Lexibook's share capital is made up of 7,763,319 shares listed on the Alternext market in Paris (Euronext). ISIN: FR0000033599 - ALLEX; ICB: 3743 - Consumer electronics. For further information: www.lexibook.com and www.decotech-lights.com.

Contact

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⁴ The last declaration of crossing thresholds mentioning the Concert dates back to September 7, 2011 (211C1655). At that time, the Concert family declared that it held 52.53% of the Company's capital and 59.47% of its voting rights. Since the 2011 declaration and until December 11, 2019, the Company has carried out a number of capital increases (through the conversion of securities and the issue of new shares), increasing the number of shares issued from 3,842,087 at March 31, 2011 to 7,763,319 today, with no change in their par value. Details of these capital increases are given on page 134 of the DEU 2024, and details of the decisions formalizing these transactions are given on pages 61 and 62 of the DEU 2024. On July 18, 2024, the Concert familial filed declaration 224C1233 with the AMF, in order to regularize the crossing of thresholds below 50% of the Company's capital and voting rights.