



## BALYO favorably welcomes the proposed public tender offer filed by SoftBank Group

- The Board of Directors of Balyo has set up an *ad hoc* Committee and appointed Ledouble as independent expert
- The Board of Directors expresses a favorable view on the Offer, pending the conclusions of the independent expert and the recommendation of the *ad hoc* committee
- Conclusion of a €12 million shareholder loan strengthening the Company's financial visibility

Arcueil, France, December 4, 2025, 5:45 p.m. CET - BALYO (FR0013258399, Ticker: BALYO), technology leader in the design and development of innovative robotic solutions for industrial trucks, today announces that it has received an offer from the SoftBank Group, acting through its subsidiary Silver Bands 4 (US) Corp. ("**SoftBank**"), a shareholder holding 91,28% of the Company's share capital and 91,29% of the voting rights, pursuant to which SoftBank filed today with the French Financial Markets Authority (the "**AMF**") a public tender offer followed by a squeeze-out to acquire all Balyo shares it does not already own (the "**Offer**"). The Offer is made at a price of 0.60 euros per share.

### Set up of an *ad hoc* committee and appointment of an independent expert

In connection with SoftBank's filing of the draft Offer with the AMF, the Board of Directors has set up an *ad hoc* committee, composed of Ms. Juliette Favre and Ms. Yasmine Fage, independent directors, and Mr. Pascal Rialland, Chairman of the Board of Directors.

The purpose of the *ad hoc* Committee is to monitor and facilitate the work of the independent expert, and to prepare a draft reasoned opinion on the merits of the Offer and its consequences for Balyo, its shareholders and its employees.

Upon recommendation of the *ad hoc* Committee, the Board of Directors has appointed Ledouble, represented by Ms. Agnès Piniot and Ms. Stéphanie Guillaumin, as independent expert pursuant to Articles 261-1 I 1°, I 2°, I 4° and II of the AMF general regulation. Ledouble will prepare a report containing a fairness opinion on the financial terms of the Offer.

Ledouble will submit its final report in accordance with applicable regulations.

### Offer supported in principle by the Board of Directors, pending the independent expert's conclusions

On 4 December 2025, the Board of Directors unanimously favorably welcomed the principle of the Offer filed by SoftBank with the AMF, subject to the final conclusions of the independent expert. It is specified that Mr. Alexander Fortmüller and Mr. Dai Saka, members of the Board of Directors linked to SoftBank, did not take part in the discussions and the vote on this decision.

The Board of Directors will meet again once the independent expert's report and the *ad hoc* Committee's recommendation have been submitted, in order to issue its final reasoned opinion. The Company's reasoned opinion and the independent expert's report will be made public as part of the draft response document, which will be filed with the AMF and announced through a dedicated press release of the Company.



## Conclusion of a shareholder loan agreement with SoftBank for up to €12 million

The Company has entered today into a shareholder loan agreement with SoftBank for a principal amount of up to €12 million. As the Company is only able to meet its obligations through 2025<sup>1</sup>, this financing was deemed necessary to address BALYO's short-term liquidity requirements for the year 2026.

The shareholder loan agreement was unanimously approved by the Board of Directors, in accordance with article L. 225-38 of the French commercial code (it being specified that Mr. Alexander Fortmüller and Mr. Dai Saka did not take part in the discussions and the vote on this decision). Its financial terms were considered reasonable in light of current market conditions and the Company's situation. The shareholder loan agreement will be reviewed by the independent expert as part of its work on related-party agreements.

The shareholder loan terms and conditions are further described in the draft offer document prepared by SoftBank<sup>2</sup>, as well as in the notice published on Balyo's website<sup>3</sup>.

## Disclaimer

*The Offer is being made to Balyo shareholders located in France and outside of France, provided that the local laws to which they are subject permit them to participate in the Offer without requiring Silver Bands 4 (US) Corp. to undertake any additional formalities. This press release has been prepared for information purposes only. It does not constitute an offer to purchase or a solicitation to sell Balyo shares in any jurisdiction, including France. There is no certainty that the above-mentioned tender offer will be opened. The dissemination, publication or distribution of this press release may be subject to specific regulations or restrictions in certain countries. Accordingly, any persons in possession of this press release are required to inform themselves about, and comply with, any applicable local restrictions.*

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## About BALYO

BALYO is a worldwide leader in autonomous pallet movement. Our Mission is to design, sell, and operate scalable, simple, affordable and sustainable driverless solutions and services. We have grown to a global team converting manufacturing and warehousing sites to standard driverless forklifts solutions while retaining our start-up, can-do, move-fast mentality. We deployed more than 1,500 robots in more than 25 countries thanks to our global footprint in EMEA, headquartered in Paris, and our subsidiaries in the USA & Singapore. Our solutions enable our clients to both improve the productivity of logistics operations and avoid significant infrastructure modifications for both transport and high-bay application while keeping probably the highest safety standards on the market.

In November 2024, SoftBank acquired more than 91% of BALYO which is now part of an ecosystem of companies in intralogistics automation and robotics. BALYO posted revenue for 2024 of €29.1 million. BALYO is listed on Euronext, Paris Stock exchange. For more information, visit [www.balyo.com](http://www.balyo.com).

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<sup>1</sup> See Balyo's press release dated 23 October 2025, entitled "BALYO announces its revenue for the 3<sup>rd</sup> Quarter of 2025 at €10.2 million", available on Balyo's Investor website ([www.balyo.com](http://www.balyo.com)) under the "Press Releases" section

<sup>2</sup> See section 1.3 of the draft offer document prepared by Silver Bands 4 (US) Corp. dated 4 December 2025, available on Balyo's "Investor" website ([www.balyo.com](http://www.balyo.com)).

<sup>3</sup> Available on the Balyo's "Investor" website, under the "Documentation" section.

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