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Paris Trade and Companies Register: 352 335 962  
(« **Prodware** »)

A public limited company (société anonyme)  
Registered office: 22, Avenue de Versailles, 75016  
Paris  
Paris Trade and Companies Register: 529 545 204  
(« **Phast Invest** »)

**Phast Invest announces its intention to file a public buy-out offer, followed by a squeeze-out for  
Prodware shares at €28 per share**

**Paris, 23 October 2025 at 8:00 AM** – Phast Invest announces its intention to file a public buy-out offer (the “**Offer**”), followed by a squeeze-out (the “**Squeeze-Out**”), for Prodware shares it does not hold at a price of €28 per Prodware share. Phast Invest currently holds 93,16% of the share capital and 94,13% of the voting rights of Prodware.

**Terms of the Offer**

The Offer will be made at a price of €28 per share, reflecting premium of 147,8% on the share price on 22 October 2025 (at closing) and, respectively, 126,2%, 132,6% and 137,9 % on the volume weighted average price over the 20, 60 and 120 trading days.

The Offer will be subject to the buy-out offer procedure in accordance with the provisions of Articles 236-3 et seq. of the General Regulation of the Autorité des Marchés Financiers (the “**AMF**”).

Phast Invest will implement a squeeze-out procedure after the closing of the Offer, as the minority shareholders of Prodware represent less than 10% of the share capital and voting rights of Prodware in accordance with the provisions of Articles 237-1 et seq. of the AMF General Regulation. The minority shareholders will receive a compensation equal to the Offer price (ie. €28) as part of the Squeeze-Out.

The Offer will be financed by external funding raised by Phast Invest<sup>1</sup>.

The Offer, which will be filed with the AMF in the coming days<sup>2</sup>, is expected to open before the end of the year subject to AMF's clearance decision.

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<sup>1</sup> The terms and conditions of the refinancing of the current debt will be described in detail in the draft Offer (projet de note information).

<sup>2</sup> Subject to the fulfillment of the conditions precedent related to the financing of the Offer.

### **Appointment of an independent expert**

Prodware is unable to set up an ad hoc committee in accordance with Article 261-1, III of the AMF General Regulations, given that there is only one independent director on Prodware's Board of Directors.

The Board of Directors of Prodware has unanimously appointed Finexsi (represented by Christophe Lambert, 14 rue de Bassano, 75116 Paris, - [christophe.lambert@finexsi.com](mailto:christophe.lambert@finexsi.com)) as independent expert to review the fairness of the financial terms of the Offer<sup>3</sup>. The Board will issue its reasoned opinion (*avis motivé*) on the Offer, on the basis of the fairness opinion of the independent expert.

The Offer remains subject to review of the AMF, which will assess its compliance with the applicable laws and regulations. The timetable for the Offer will be determined by the AMF. The draft Offer (*projet de note information*) will be available on the websites of [Prodware ([www.prodwaregroup.com](http://www.prodwaregroup.com))] and the AMF ([www.amf-france.org](http://www.amf-france.org)).

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<sup>3</sup> Subject to the opposition right of the AMF on the choice of the expert in accordance with Art. 261-1-1 of the AMF General Regulations.