

On 11 June 2021, Proactis Holdings plc (“**Proactis Holdings**”) and Cafe Bidco Limited (“**Cafe Bidco**”) announced (the “**Announcement**”) they had reached agreement on the terms and conditions of a recommended cash offer by Cafe Bidco (a newly incorporated company indirectly owned by joint offerors: (i) investment funds advised and managed by by Pollen Street Capital Limited; and (ii) investment funds advised and managed by DBAY Advisors Limited (the “**Acquisition Consortium**”)) for the entire issued and to be issued share capital of Proactis Holdings, other than the shares in Proactis owned or controlled by funds advised and managed by DBAY Advisors Limited (the “**Acquisition**”).

PROACTIS SA (Euronext: PROAC), a leading provider of comprehensive spend management and business process collaboration solutions, hereby announces that, further to the Announcement and the publication of the scheme document containing the full terms and conditions of the Acquisition on 28 June 2021, on 23 July 2021 the High Court of Justice in England and Wales sanctioned the scheme of arrangement under Part 26 of the Companies Act 2006 between Proactis Holdings and its shareholders to implement the Acquisition. The Scheme Court Order has now been delivered to the Registrar of Companies in England and Wales and, accordingly, the scheme of arrangement has now become effective in accordance with its terms. Thus the entire issued and to be issued share capital of Proactis Holdings (other than the shares in Proactis owned or controlled by funds advised and managed by DBAY Advisors Limited) is now owned by Cafe Bidco, which is indirectly owned by the Acquisition Consortium. It is anticipated that the shares in Proactis owned or controlled by the funds advised and managed by DBAY Advisors Limited will be indirectly contributed to Cafe Bidco in due course.

Proactis Holdings indirectly holds (notably through Proactis Euro Hedgeco Limited) approximately 88% of the issued share capital of PROACTIS SA. The Acquisition Consortium is therefore, as of the date hereof, the indirect owner of more than 30% of the share capital (and voting rights) of PROACTIS SA. As previously announced (and in application of the provisions of the General Regulations of the AMF “*Règlement general de l’AMF*”) completion of the Acquisition triggers the obligation for each of the entities of the Acquisition Consortium to launch a tender offer for the remaining shares of PROACTIS SA not held by the Acquisition Consortium. However, to PROACTIS SA’s knowledge, the entities of the Acquisition Consortium intend to file with the AMF a request for waiver to the obligation to launch such tender offer for the remaining shares issued by PROACTIS SA.

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

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.

ISIN: **FR0004052561**, Euronext: **PROAC**, Reuters: **HBWO.LN**, Bloomberg: **HBW.FP**

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