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Gfi Informatique launches its friendly tender offer over Realdolmen today

- The initial acceptance period of the offer will start on April 26 and will end on May 31, 2018.
- This operation will enable Realdolmen to rely on an industrial partner of international scope so as to secure its development in the midst of a market in consolidation.
- The Gfi Informatique offer received the unanimous support of the Board of Directors of Realdolmen.
- The historical shareholders have committed themselves to contributing their shares to the offer, i.e. ca. 22% of the capital.

Saint-Ouen (France) and Huizingen (Belgium), April 26, 2018 – Gfi Informatique, major player in digital solutions and services, and Realdolmen, a leading IT provider in Belgium and Luxembourg, announce today the launch of a voluntary and conditional public tender offer in cash for the shares of Realdolmen, at the price of €37 per share and €11.03 per warrant.

An operation initiated by Realdolmen

The digital environment is constantly changing and of increasing complexity. In order to ensure the delivery of advanced solutions and services, substantial investments are required to meet the customers' needs. These different elements explain the consolidation movement experienced by the computer services industry. In this context, Realdolmen wanted to rely on an international industrial partner in order to meet these challenges and to accelerate their strategy.

"An alignment with Gfi Informatique will enable us to benefit from the advantages offered by a large multinational group and to ensure our development while preserving our leading position in Belgium and Luxembourg," explains Marc De Keersmaecker, Realdolmen's Managing Director. "It will also enable us to continue to attract the finest talent and meet the expectations of customers looking for world-class, cutting edge services."

An offer resulting from a competitive process

Realdolmen has asked the investment bank Lazard to assess the interest of about twenty players in the market. "Based on the different offers that were submitted, Realdolmen's Board of Directors unanimously considered that Gfi Informatique's offer was the best, both on the financial level for the shareholders as on the industrial level and for the Realdolmen customers and employees," says Henri Van Engelen, Chairman of the Board of Realdolmen. The offer was also supported by Realdolmen's historical shareholders, namely the Colruyt family and QuaeroQ CVBA, which together represent 21.94% of the company's capital. The latter committed themselves to contributing their shares to the offer.

Gfi Informatique offers €37 per share and an equivalent price of €11.03 per warrant, which represents a premium of 11% compared to Realdolmen's last closing price on 22nd February 2018, the day before the announcement of the offer, and a premium of 22%

and 28% compared to the volume weighted average share price over 3 months and 6 months, respectively.

The two groups are very complementary on the industrial front, in geographic terms but also regarding the products and solutions offered and customers targeted. Present in 20 countries, Gfi Informatique is established predominantly in France and in the Iberian Peninsula. Realdolmen is primarily present in Belgium and Luxembourg.

Gfi Informatique is a multi-specialist that combines proximity with high added value. Its value proposition includes specialized offers (outsourcing, processing, digital technology, IT migration, CRM and Big Data) as well software solutions (ERP softwares for insurance, e-commerce companies, time-management, public service, or customer relationship management/editing, etc.). Realdolmen is moreover recognized for its IT application and IT infrastructure services, and its offer regarding CRM, digital transformation and outsourcing services for medium-sized companies. Realdolmen also provides specific solutions in healthcare and finance.

“Gfi Informatique aims to strengthen its foothold in Belgium and Luxembourg; this operation is in line with our international expansion strategy,” says Vincent Rouaix, CEO of the Gfi Informatique Group. “We will rely on the management and employees of Realdolmen to continue to develop our platform in the Benelux.”

Publication of documents

On April 24, 2018, the Belgian Financial Services and Markets Authority (FSMA) approved the Prospectus relating to the tender offer of Gfi Informatique, including the Response Memorandum of Realdolmen (the “Prospectus”).

An electronic version of the Prospectus (including a copy of the Response Memorandum) is available on the following websites: <http://www.realdolmentenderoffer.com>, <http://www.bnpparibasfortis.be/epargneretplacer> (French and English), <http://www.bnpparibasfortis.be/sparenenbeleggen> (Dutch and English), <http://www.gfi.world> and <http://www.realdolmen.com>. The Prospectus (including a copy of the Reply Memorandum) can also be obtained free of charge by contacting BNP Paribas Fortis at +32 (0) 2 433 41 13.

Finally, a toll-free number (**0800 705 28**) is available, Monday to Friday, from 10:00 to 18:00 to answer questions from Realdolmen shareholders.

Initial acceptance period of the offer

The initial acceptance period of the offer starts today April 26, 2018, and will end on May 31, 2018, at 16h00 CET.

Acceptance Forms must be submitted to BNP Paribas Fortis, acting as Centralizing Receiving Agent, either directly or through a financial intermediary. The completion of the offer is conditional to Gfi Informatique holding more than 75% of Realdolmen's fully diluted share capital and more than 75% of the voting rights at the end of the initial acceptance period of the offer.

The results of the offer will be communicated on June 4 and the payment of the submitted shares is foreseen on June 12, 2018.



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About Gfi Informatique

Gfi Informatique is a major player in value-added IT services and software in Europe, and occupies a strategic position in its differentiated approach to global firms and niche entities. With its multi-specialist profile, the Group serves its customers with a unique combination of proximity, sector organisation and industrial-quality solutions. The Group has around 15,000 employees and generated revenue of €1,132 million in 2017.

Gfi Informatique is listed on the Paris Euronext, Euronext (Compartment B) - ISIN Code: FR0004038099.

For more information: www.gfi.world

About Realdolmen

Realdolmen is an independent ICT expert with over 1,200 highly skilled ICT professionals, serving more than 1,000 customers in the Benelux with their strategical, tactical and operational ICT demands. In every cooperation Realdolmen endeavors to realize the potential of people and organizations and wishes to make ICT human again. All of this guided by the company motto "To get there, together".

<http://www.realdolmen.com>

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Shareholders can call the toll-free number **0800 705 28** from Monday to Friday from 10:00 to 18:00 in case of questions.



Warning: this communication contains forward-looking statements. Forward-looking statements are statements that are not historical facts and may include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects", "anticipates", "believes", "intends", "estimates", "plans", "will be" and similar expressions. Although Realdolmen and Gfi Informatique's management each believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Realdolmen and Gfi Informatique, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, risks related to Realdolmen and Gfi Informatique's ability to complete the acquisition on the proposed terms or on the proposed timeline, risks associated with executing business combination transactions, such as the risk that the expected benefits of the acquisition will not be realized, risks related to future opportunities and plans for the combined company, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition, risks that it would be more difficult to conduct business as usual or to maintain relationships with customers, employees, manufacturers or suppliers and the possibility that the market price of Realdolmen's shares could decline, as well as other risks related to Realdolmen and Gfi Informatique's respective businesses. While the list of factors presented here is representative, no list should be considered a statement of all potential risks, uncertainties or assumptions that could have a material adverse effect on the companies' consolidated financial condition or results of operations.