

LIMONEST, 1 JULY 2019

## INFORMATION REGARDING THE FINAL DECISION TO TRANSFER THE LDLC GROUP SHARE LISTING TO EURONEXT GROWTH PARIS

The LDLC Group General Meeting met on 1 July 2019 to approve the planned transfer of the LDLC Group share listing from the Euronext Paris regulated market (compartment C) to Euronext Growth, and granted full powers to the Management Board to initiate the procedure with Euronext.

The Management Board met on 1 July 2019 after the General Meeting and, having received the Supervisory Board's approval, voted in favour of this transfer. The LDLC Group share will be admitted to trading on Euronext Growth Paris in two months at the earliest.

### REASONS FOR THE TRANSFER

The transfer to Euronext Growth means that the LDLC Group share will be listed on a market more suited to its size. This will enable the Company to simplify its operation and reduce costs while continuing to benefit from the advantages of financial markets.

The transfer also entails a return to French GAAP accounting standards for the preparation of the consolidated financial statements, as of the publication of the 2019/2020 half-year financial statements for the six months ending 30 September 2019. Given the complexity of the new IFRS, the LDLC Group Management Board felt that this change in accounting standards would make it easier to understand the Group's operational and financial performance.

### CONDITIONS FOR THE TRANSFER

The planned transfer has been approved by the LDLC Group General Meeting.

The Company obtained the prior unanimous approval of the banking syndicate with which the Company contracted loans on 31 March 2016 and 19 January 2018 to finance the acquisition of Materiel.net and Bimp (see 2017/2018 Registration Document, section 10.1) for the planned transfer and for the amendment of certain clauses of the loan agreement in order to adapt it to Euronext Growth requirements.

The Company also obtained a favourable opinion from its Works Council.

Subject to Euronext's agreement, the Company's shares will be listed on Euronext Growth under an accelerated procedure for the admission of existing shares to trading without issuance of new shares.



## IMPACT OF THE TRANSFER

In accordance with applicable regulations, the LDLC Group hereby informs its shareholders of the potential impact of this transfer:

- **In terms of periodic financial reporting:**

- Extension of the deadline for publishing the half-year financial statements, including a balance sheet, income statement and comments on the period, to four months following the half-year closing date;
- The Company may choose between French GAAP or IFRS, at its own discretion, for the preparation of the consolidated financial statements. The Company intends to apply French GAAP as of the publication of the 2019/2020 half-year financial statements for the six months ending 30 September 2019.

- **In terms of protecting minority shareholders:**

- In the event of a change of control, minority shareholders will be protected on Euronext Growth by the public tender offer mechanism in the event that a single shareholder or shareholders acting in concert exceed the threshold of 50% of the share capital or voting rights;
- Furthermore, with regard to changes in the shareholder structure, companies listed on Euronext Growth are only required to inform the market of the crossing (upwards or downwards) of the 50% and 95% thresholds of the share capital or voting rights.

However, pursuant to statutory provisions, for a period of three years following its delisting from Euronext, the LDLC Group shall remain subject to the mandatory public tender offer mechanism, threshold crossing disclosure requirements and the required declarations of intent applicable to companies listed on Euronext.

- **In terms of continuous reporting:**

- The LDLC Group will continue to provide accurate, true and fair information by publicly disclosing any inside information regarding the Company, in accordance with applicable provisions regarding continuous reporting to the market and, more specifically, EU Regulation no. 596/2014 of 16 April 2014 on market abuse (“MAR”).
- In addition, the Company’s executives (and persons related to them) shall continue to be required to disclose any transactions they perform on the Company’s shares and debt securities (MAR. Art. 19).

Finally, please note that, following the transfer to Euronext Growth, the share’s liquidity may change in a manner different from that recorded since the start of listing on the Euronext Paris regulated market.

LDLC Group shares will no longer be eligible for the long-only SRD deferred settlement service mechanism after their delisting from the Euronext market.

The ISIN code for the LDLC Group will remain the same: FR0000075442. The ticker symbol LDL will become ALLDL as of the admission of its shares to Euronext Growth.



#### PROVISIONAL TIMETABLE FOR THE TRANSFER (SUBJECT TO EURONEXT APPROVAL)

Gilbert Dupont is listing sponsor for the Company's planned transfer to Euronext Growth.

**20 May 2019:** publication of first press release regarding the planned transfer to Euronext Growth.

**1 July 2019:** Ordinary General Meeting approves the transfer to Euronext Growth.

**1 July 2019, following the General Meeting:** Management Board votes to implement the authorisation granted by the Ordinary General Meeting; publication of press release regarding the Management Board's decision (2nd press release).

**As of 2 July 2019:** Request submitted to Euronext to delist the shares from the Euronext market and simultaneous request for direct admission to trading on Euronext Growth.

**From 2 September 2019 at the earliest** (depending on the timeframe for Euronext's decision): delisting of LDLC Group share from Euronext and admission to trading on Euronext Growth.

## REPORTING CALENDAR

Q1 2019/2020 revenues, 25 July 2019 after close of trading



### GROUP PROFILE

Now a major e-commerce player in the BtoC and BtoB IT and high-tech sectors, the LDLC Group markets its product range through 10 websites, including 5 online stores, and employs over 1,014 people.

Bolstered by numerous awards for quality and customer relations and its integrated logistics platforms' widespread reputation for efficiency, the LDLC Group is constantly expanding its chain of brand stores and franchises.

Read more at [www.groupe-ldlc.com](http://www.groupe-ldlc.com)

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