

Press Release

Paris, 26 October 2020

ATEME'S ACQUISITION OF ANEVIA: SUCCESSFUL SALE OF MAJORITY STAKE TO ATEME

REORGANISATION OF ANEVIA'S GOVERNANCE FOLLOWING THE TAKEOVER BY ATEME

Following the announcement on 6 October 2020 of the signature of the final agreements between ATEME (*ISIN: FR0011992700*) ("**ATEME**") and the main shareholders of Anevia (*ISIN : FR0011910652*) ("**Anevia**"), ATEME and the main shareholders of Anevia (the "**Majority Shareholders**") announce the completion today of a first contribution in kind to ATEME by the Majority Shareholders, with regards to a total of 4,283,620 Anevia shares representing 85% of the share capital and 85% of the voting rights of Anevia¹, paid through the allocation of 1 ATEME share for every 10 Anevia shares contributed, in addition to a cash payment of €2 per Anevia share contributed (the "**First Contribution**"). The completion of the First Contribution follows the delivery by the contribution auditors of their reports, in accordance with applicable legal and regulatory provisions.

The Majority Shareholders will, in the next few days, transfer to ATEME the balance of their interest in Anevia's share capital, i.e. a total of 689,873 Anevia shares, by means of, on the one hand, the contribution in kind of the shares resulting from the exercise of their dilutive instruments to date (in accordance with the same terms and conditions as those of the First Contribution) (the "**Second Contribution**" and, together with the First Contribution, the "**Contribution**") and, on the other hand, the sale of the remaining shares not contributed in kind to ATEME in connection with the Contribution (83 shares), at a price of 3.50 euros per Anevia share (the "**Acquisition**").

Following the Contribution and the Acquisition, ATEME will hold 4,973,493 Anevia shares representing 87% of the share capital and 87% of the voting rights of Anevia² and the Majority Shareholders will hold 497,341 ATEME shares representing together less than 5% of the share capital and approximately 4% of the voting rights of ATEME.

Breakdown of the share capital of Anevia and ATEME following the Contribution and the Acquisition:

ATEME :

Shareholder	Number of Shares	Percentage of capital (on a non-diluted basis)	Number of voting rights	Percentage of voting rights (on a non-diluted basis)
Concert Michel Artières	1,213,479	11%	2,426,890	20%
Keren Finance	595,118	5%	594,606	5%
AXA IM	507,974	5%	508,311	4%
NJJ Capital (X.Niel)	563,762	5%	563,871	5%
Otus	1,038,543	9%	1,039,083	8%
Majority Shareholders who participated in the Contribution and the Acc	497,341	5%	497,341	4%
Public	6,612,187	60%	6,688,429	54%
Dilutive Instruments	-	0%	-	0%
Total	11,028,404	100%	12,318,531	100%

Anevia :

Shareholder	Number of Shares	Percentage of capital (on a non-diluted basis)	Number of voting rights	Percentage of voting rights (on a non-diluted basis)
ATEME	4,973,493	87%	4,973,493	87%
Autocontrol	5,110	0%	5,110	0%
Other Shareholders	732,615	13%	743,446	13%
Total	5,711,218	100%	5,722,049	100%

¹ On a non-diluted basis from the exercise of dilutive instruments that are exercised concurrently with the Contribution

² On a diluted basis from the exercise of dilutive instruments exercised concurrently with the Contribution

In accordance with the final agreements signed on 6 October 2020, Anevia's Board of Directors will meet after the Second Contribution to take into account the new composition of Anevia's shareholder base and consequently:

- acknowledge the resignation of Mr Alexis Delb, Mr Laurent Grimaldi and LBO France Gestion, whose permanent representative is Mr Valéry Huot, from their positions as directors of Anevia;
- acknowledge the separation of the functions of Chairman of the Board of Directors and Chief Executive Officer and appoint Mr. Michel Artières as Chairman of the Board of Directors of Anevia (with a casting vote in the event of a tie vote in accordance with Anevia's bylaws), with Laurent Lafarge continuing to exercise his functions as Chief Executive Officer and Director of Anevia ;
- to co-opt, subject to ratification by the next Anevia shareholders' meeting, Michel Artières and Laurent Cadieu as directors of Anevia.

Michel Artières is co-founder, Chairman and Chief Executive Officer of ATEME. After an initial experience of technical responsibility for an image processing research laboratory at the French Defense Procurement Agency, Michel co-founded ATEME in 1991 and is now its Chief Executive Officer. In particular, he led the internationalization and progressive repositioning of the group towards a sales model oriented towards more recurring revenues. Michel obtained his engineering degree at Supélec Paris, specialising in signal processing and telecommunications.

Laurent Cadieu is a former investment banker with a solid experience in software and telecommunications. Laurent was responsible for BNP Paribas' European equities, and managed BNP Paribas' entities in France, the UK, the US, Germany, Switzerland and Japan. He was a member of the Board of Directors of Nasdaq Europe and Easdaq from 2001 to 2007, and director of numerous technology companies in Europe. Laurent is a graduate of École Polytechnique and Telecom Paris.

As indicated in the press release of October 6, 2020, ATEME will file in the first half of November 2020 a draft simplified alternative mandatory public offer, consisting of a simplified mixed public offer (the "**OPM**") and, as an alternative, a simplified cash tender offer (the "**OPAS**"), and, together with the OPM, the "**Offer**"), covering, under the conditions described below, all shares and securities giving access to the share capital or voting rights of Anevia which are not held by ATEME at that date in accordance with applicable regulations. The proposed Offer will be subject to review and approval by the *Autorité des marchés financiers* ("**AMF**"). The Offer will be followed, if the applicable conditions are met, by the implementation of a squeeze-out procedure (the "**Squeeze-Out**").

The Offer will consist of an OPM and an OPAS in an alternative manner, mirroring identically the terms of the Contribution and the Acquisition:

- under the OPM: ATEME will offer, as a principal offer, to the Anevia shareholders to exchange the Anevia shares they hold for ATEME shares to be issued at a ratio of 1 ATEME share to be issued for 10 Anevia shares contributed, plus a cash payment of €2 per Anevia share contributed (i.e. €20 for 10 Anevia shares contributed);
- under the OPAS: ATEME will offer Anevia shareholders the opportunity to acquire (i) the Anevia shares, at a price of €3.50 per share and (ii) the warrants not exercised at the opening date of the Offer, at a price of €1.06 per 2017C warrant, €1.64 per 2019A warrant, €0.24 per A warrant and €1.54 per B warrant.

Anevia reminds that, in accordance with applicable regulations, the firm A2EF (Associés en Evaluation & Expertise Financière), represented by Mrs Sonia Bonnet-Bernard (60 Rue de Longchamp, 92200 Neuilly-Sur-Seine), has been appointed by Anevia's board of directors as an independent expert in charge of preparing a report on the financial terms and conditions of the Offer, including in the context of the Squeeze-Out Procedure.

The independent expert's report, together with the board of directors' reasoned opinion, will be included in the draft offer document to be prepared by Anevia in connection with the Offer and submitted to the AMF for review.

The board of directors of Anevia, in its new composition, will decide on the merits of the Offer and its consequences for Anevia, its shareholders and its employees, in particular in light of the conclusions of the independent expert's report.

Michel Artières, Chairman and Chief Executive Officer of ATEME, said: “We are proud to announce the completion of this major step in the acquisition of Anevia following the signature of the final agreements on 6 October. The first stage of the transaction has been successfully completed and the natural course of the transaction will enable ATEME to finalise the acquisition of Anevia in the coming weeks.”

Laurent Lafarge, Chairman and CEO of Anevia, states: “We are very pleased that this project with ATEME has been concretely materialised by the success of this stage. We are now all ready for the final stages of this transaction, namely the success of the Offer enabling ATEME to finalise this acquisition which will enable the construction of an enlarged Group serving all our customers worldwide.”

About ATEME: ATEME is the new leader in video distribution infrastructure, serving premium content and the world's largest service providers. Listed on Euronext Paris since 2014, ATEME has transformed the field of video broadcasting. ATEME was the first company to market a 10-bit 4:2:2 solution, the first to offer a fully operational HEVC and HDR solution, and recently launched the first true NFV software solution for video broadcasting, designed to support the transition of service providers to video datacenters. To complement their leading-edge technology, ATEME partners with technology leaders such as Intel, Apple and Microsoft to create the best video delivery solutions. ATEME is an active member of groups and organizations such as DVB and SMPTE. ATEME has actively participated in the ITU's work for the standardization of the HEVC codec in 2013. In June 2014, ATEME joined the Alliance for Open Media to help develop an open and royalty-free video codec. ATEME is headquartered in Vélizy, Ile de France, and has R&D and support offices in Rennes, Denver, Sao Paulo, Singapore and Sydney. With a commercial presence in 24 countries, ATEME has 300 employees, including 100 of the world's top video experts. In 2019, ATEME served nearly 400 customers around the world and achieved a turnover of 66.4 million euros, 93% of which was achieved through exports.

About ANEVIA: Anevia is a leading OTT and IPTV software provider of innovative multiscreen solutions for the delivery of live TV, streaming video, time-shifted TV and video on demand services. The company offers a comprehensive portfolio of video compression, multiscreen IPTV head-ends, Cloud DVR and CDN solutions to enable viewers to enjoy a next-generation TV experience – anywhere, anytime and on any screen – including 4K UHD content. The solutions have been widely adopted by globally renowned telecom and pay-TV operators, TV broadcasters and video service providers in hospitality, healthcare and corporate businesses.

Founded in 2003, Anevia has a track record of being first to market with advanced video technologies. The company is a member of and active contributor to several TV, media and hospitality industry associations. Headquartered in France, with regional offices in the USA, Dubai and Singapore, Anevia is listed on the Paris Euronext Growth market.

For more information please visit www.ateme.com and www.anevia.com

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