



Tuesday 17 September 2024

Lisses, France

**Signature of an investment agreement providing for the issuance of new AURES Technologies convertible bonds reserved to Advantech and the acquisition by Advantech from Patrick Cathala of a block of shares, which will lead to the filing by Advantech of a mandatory tender offer on all the shares of AURES Technologies followed, as the case may be, by a squeeze out (AURS - FR0013183589).**

Further to their entry into exclusive negotiations announced in a previous press release dated 22 April 2024, the AURES Group (“**AURES**”) and Patrick Cathala, founder and main shareholder of AURES, today announce that they have entered into an investment agreement with the Advantech Group (“**Advantech**”) subject to the satisfaction of a condition precedent (the “**Agreement**”), providing for (i) the issuance by AURES of new convertible bonds to the sole benefit of Advantech, to be subscribed in two (2) tranches of EUR 2,500,000 of principal amount each, as approved by the 1<sup>st</sup> and 2<sup>nd</sup> resolutions of the AURES shareholders’ meeting held on 14 June 2024, and (ii) the off-market acquisition by Advantech of all the 1,430,381 existing shares held by Patrick Cathala<sup>1</sup> in the share capital of AURES, at a price per share of EUR 6.31<sup>2</sup> (the “**Share Acquisition**”) (hereinafter, the “**Transaction**”).

It is specified that the AURES works council (*Comité Social et Economique*) was consulted on the contemplated Share Acquisition and rendered a favorable opinion on 17 May 2024.

Pursuant to the terms of the Agreement, the final completion of the Transaction (the “**Completion**”) is expected to take place once the condition precedent is satisfied. As the condition precedent is of a purely technical nature, the Completion is expected to occur no later than on 1 October 2024, and would result in the mandatory filing by Advantech of a tender offer with the French *Autorité des marchés financiers* (the “**AMF**”) on all the outstanding shares of AURES<sup>3</sup> not held by Advantech, with the exception of treasury shares, on the same financial terms as the Share Acquisition, *i.e.* at a price of EUR 6.31 per share (the “**Tender Offer**”).

Upon Completion, Advantech will subscribe to a first tranche of convertible bonds of EUR 2,500,000 of principal amount. The second tranche of convertible bonds will be subscribed, pursuant to the terms of the Agreement, following the completion of the Tender Offer, or at an earlier date subject only to Advantech’s consent.

The parties will inform the market of the completion of these various stages.

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<sup>1</sup> Representing *circa* 35.76% of the share capital and *circa* 52.35% of the exercisable voting rights as at 17 April 2024.

<sup>2</sup> This price represents a premium of approximately:

- 63.05% of the closing price of the shares as at 17 April 2024 (*i.e.*, EUR 3.87);
- 48.83% of the volume weighted average price of the shares observed over the three months preceding 17 April 2024 (*i.e.*, EUR 4.24); and
- 105.54% of the volume weighted average price of the shares observed over the six months preceding 17 April 2024 (*i.e.*, EUR 3.07).

<sup>3</sup> Pursuant to the provisions of Article 234-2 of the AMF’s general regulations, as a result of the crossing of the threshold of 30% of the share capital and voting rights of AURES by Advantech in connection with the completion of the Share Acquisition.

## About the AURES Group

Founded in 1989 and listed on Euronext Growth, AURES Technologies is an IT developer and manufacturer of hardware (POS, Mobile POS & KIOSK), digital and application solutions for all segments of the POS market.

The AURES Group has a global presence, with its headquarters in France and subsidiaries in the UK, Germany, Australia, the US and Tunisia, as well as a network of partners, distributors and resellers in over 60 other countries.

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