

*Press release*

## **SHARE CAPITAL INCREASE WITH MAINTAINING OF THE PREFERENTIAL SUBSCRIPTION RIGHT FOR AN ESTIMATED AMOUNT OF APPROXIMATELY €5 MILLION**

*Levallois-Perret, October the 22<sup>nd</sup> 2019, 6:00 pm*

### **Convening of shareholders at a general meeting**

AdUX, by decision of the Board of Directors dated October 14<sup>th</sup>, 2019, announces the convening of an extraordinary and ordinary general meeting of the Company on November 20<sup>th</sup>, 2019 to deliberate on a proposed capital increase with preferential subscription rights.

Under the terms of the decisions submitted for shareholder approval, the Board of Directors would be delegated the authority to set the characteristics of the share capital increase for an estimated global amount of approximately €5 million.

The purpose of the proposed share capital increase is to restore the Company's balance sheet, which has been burdened with debts related to losses in recent years, and to provide the Company with the necessary resources to continue its activity. More particularly, the objective is that the funds from the capital increase would be mainly used to reduce operating debts (for an amount of approximately €3.5 million) and to reduce financial debts (in particular, with respect to Azerion, which would capitalize the shareholder loans granted up to €1,165,000 - see here below).

The capital increase would only be launched after obtaining the visa of the "Autorité des marchés financiers" (AMF) on a prospectus drawn up in accordance with the provisions of Regulation (EU) 2017/1129 of June 14<sup>th</sup>, 2017.

It is specified that the Company has been informed that its shareholder, Azerion Holding B.V., holding approximately 25.6% of the share capital, will undertake to subscribe on an irreducible and reducible basis at least up to 75% of the amount of the proposed issuance, which would allow securing its completion.

As a result of its subscription, Azerion Holding B.V. could thus come to hold more than 30% of the share capital and voting rights, triggering the obligation to file a mandatory public offer. Azerion Holding B.V. will make its subscription commitment conditional on obtaining an exemption from the AMF, on the basis of Article 234-9, 2° of the AMF General Regulation (subscription to the capital increase of a company in a characterized situation of financial difficulty submitted for approval to the general meeting of its shareholders), to the obligation to file a public offer for the Company's shares. Azerion Holding B.V. has indicated in this respect that the proposed share capital increase submitted to the vote of the general meeting of shareholders aims to enable AdUX to overcome the current financial difficulties that is characteristic of Article 234-9 2° of the AMF General Regulation. Azerion Holding B.V. has informed the Company that, given its commitment to subscribe for 75% of the amount of the capital increase, it will abstain from voting on the resolutions relating to the capital increase at the general meeting in order to avoid any potential conflict of interest.

Azerion Holding B.V. plans to subscribe to this share capital increase partly by offsetting receivables up to an amount of €1,165,000 (i.e. cumulative amount of the loans granted by it) and partly in cash (for the balance of its subscription on an irreducible and reducible basis).

Subject to obtaining the visa on the prospectus, it is contemplated to launch the transaction by the end of November or beginning of December, which would allow the share capital increase to be definitively completed before December 31<sup>st</sup>, 2019.

## **Proposal to appoint two new independent members to the Board of Directors**

In the context of the aforementioned transactions, as the Company wishes to comply with relevant professional guidelines (in particular the AFEP-MEDEF Code to which the Company has referred to so far), it will be proposed to the shareholders to appoint two new independent members to the Board of Directors.

The appointments of Catharina Hillström and Trond Dale will thus be proposed, both of them having been considered independent by the Board of Directors (in accordance with the independence criteria set out in §8 of the aforementioned Code). It should be noted that the Company plans to refer to the Middlednext Code in the future, which is more adapted to its situation.

The profiles of Ms. Catharina Hillström and Mr. Trond Dale are summarized here below and will be presented in the documents made available to shareholders in accordance with applicable regulations:

### **Mrs Catharina Hillström**

Born in 1969, Catharina Hillström is a graduate of the University of Gothenburg.

She has a significant international experience acquired mainly in the finance sector at Standard Chartered Bank and Crédit Agricole. She also has entrepreneurial experience with the launch in Sweden of a pioneering mobile phone fundraising company and organization of fundraising events for SOS Children's Villages and Amnesty International.

### **Mr Trond Dale**

Born in 1960, Mr. Trond Dale graduated from the Swiss University of St. Gallen.

He has a significant international professional experience with financial institutions such as Chemical Bank, Goldman Sachs, Crédit Agricole and DLP Capital.

He was also an entrepreneur in the information technology and services sector and he is Chief Executive Officer of ABS Global Factoring AB and Chairman of the Board of Directors of Fortnox.

Subject to their being appointed by the general meeting, the Board of Directors would be comprised of the following seven members:

- Mr. Cyril Zimmermann, CEO

#### *Independent Board members:*

- Mrs. Sandrine Legrand
- Mrs. Catharina Hillström
- Mr. Trond Dale

#### *Representatives of Azerion*

- Mr. Atilla Aytekin (permanent representative of Azerion Holding B.V.)
- Mr. Umut Akpınar
- Mrs. Kyra Steegs

## Agreements referred to in Article L. 225-38 of the French Commercial Code

Pursuant to proposal 4.11 of AMF Recommendation (DOC-2012-05), regulated agreements which were authorized and concluded after the end of the previous financial year will be submitted to the general meeting of November 20<sup>th</sup>, 2019. The shareholders will thus be asked to approve (i) the loan agreements granted by Azerion Holding B.V. to the Company, (ii) the amendments to some of such loans allowing their early repayment in the event of a capital increase and (iii) the transfer to Azerion Holding B.V. of the minority shareholding in HiMedia Deutschland (see the Company's press release dated 10 October 2019) which has been previously authorized by the Board of Directors.

The notice of meeting was published in the Bulletin des Annonces Légales Obligatoires (BALO) on October 16<sup>th</sup>, 2019. The terms of participation and voting at the meeting are described in this notice.

The documents and preparatory information relating to this meeting will be made available to shareholders and will be available on the Company's website ([www.adux.com](http://www.adux.com)), in accordance with applicable laws and regulations.

### // Next financial announcements

Third quarter 2019 revenue, on November 7<sup>th</sup>, 2019  
after closing of the stock market

## ABOUT ADUX

A pioneer of the sector, ADUX is a European specialist of digital advertising and user experience. With a presence in 6 European countries, it has attained a turnover of 26 million of euros in 2018. The company is listed in the Euronext Paris Compartment C and holds the "Innovative Company" label. This label offers, for a period of 3 years, the possibility for the FCPI to invest in the capital of ADUX, and for their subscribers to benefit from the corresponding tax benefits. ISIN Code: FR 0012821890 / LEI: 969500IIE66C3CFB1K57 / Mnemo: ADUX

This statement may contain certain forward-looking statements. Although the ADUX Group believes that these statements are based on reasonable assumptions as on the date of publication of this statement, they are, by their very nature, subject to risk and uncertainty that can create a difference between the actual figures and those indicated in or inferred from these statements. The ADUX Group operates in a continually changing sector where new risk factors can emerge at any time. The ADUX Group is under no obligation whatsoever to update these forward-looking statements based on new information, events or other circumstances.

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