



Press Release
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ESI Group and Keysight Technologies announce the completion today of the acquisition of a controlling block of shares in ESI Group by Keysight Technologies

On 22 September 2023, ESI Group SA (ISIN Code: FR 0004110310, Symbol: ESI) (“**ESI Group**”) and Keysight Technologies Inc. (NYSE: KEYS) (“**Keysight**”) announced the signing of a share purchase agreement for the acquisition by Keysight of a controlling stake in ESI Group representing a total of 50.6%¹ of ESI Group's share capital and 55.7%¹ of its theoretical voting rights (the “**Controlling Block**”) at a price of 155 euros per share in cash.

ESI Group and Keysight are pleased to announce the completion today of the acquisition of the Controlling Block, following receipt of the required regulatory approvals. Pursuant to the general regulation of the *Autorité des marchés financiers* (the “**AMF**”), Keysight, through its subsidiary Keysight Technologies Netherlands B.V., intends to file with the AMF in the next few days a draft mandatory tender offer to acquire all of the outstanding shares of ESI Group that it does not already own (the “**Offer**”) on the same financial terms as the acquisition of the Controlling Block (i.e., 155 euros per share in cash). ESI Group will file with the AMF its draft note in response to the Offer containing the reasoned opinion of its board of directors on the Offer and its merits for the company, its shareholders, and its employees, as well as the report of the independent expert appointed by the board of directors for the purposes of the Offer.

The market will be informed of the progress of the Offer, and a further announcement will be made in due course.

The finalization of the Offer is subject to the AMF's approval (*déclaration de conformité*). In the event that the 90% threshold in share capital and voting rights is achieved at the end of the Offer, Keysight intends to request the implementation of a squeeze-out procedure for ESI Group's shares not tendered to the Offer and to delist ESI Group from Euronext Paris.

ESI Group once again wishes to express its gratitude to its partners, shareholders, and all stakeholders who support this strategic project.

About Keysight

At Keysight (NYSE: KEYS), we inspire and empower innovators to bring world-changing technologies to life. As an S&P 500 company, we're delivering market-leading design, emulation, and test solutions to help engineers develop and deploy faster, with less risk, throughout the entire product lifecycle. We're a global innovation partner enabling customers in communications, industrial automation, aerospace and defense, automotive, semiconductor, and general electronics markets to accelerate innovation to connect and secure the world. Learn more at Keysight Newsroom and www.keysight.com.

About ESI Group

Founded in 1973, ESI Group envisions a world where Industry commits to bold outcomes, addressing high stakes concerns - environmental impact, safety & comfort for consumers and workers, and adaptable and sustainable business models. ESI provides reliable and customized solutions anchored on predictive physics modeling and virtual prototyping expertise to allow industries to make the right decisions at the right time while managing their complexity. Acting principally in automotive & land transportation, aerospace, and heavy industry, ESI is present in more than 15 countries, employs 1000 people around the world, and reported 2022 sales of €130 million. ESI is headquartered in France and is listed in compartment B of Euronext Paris.

For further information, go to: www.esi-group.com.
<https://www.esi-group.com/company/who-we-are>

¹ On the basis of a total of 6,092,586 shares and 8,063,803 theoretical voting rights as of 30 September 2023, noting that these percentages will be adjusted for potential losses of double voting rights.



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Suivez ESI

