



## THE ADECCO GROUP

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THIS PRESS RELEASE DOES NOT CONSTITUTE OR FORM A PART OF AN OFFER OR SOLICITATION TO ACQUIRE OR EXCHANGE THE SECURITIES OF AKKA TECHNOLOGIES IN ANY JURISDICTION.

### AD HOC ANNOUNCEMENT pursuant to Art. 53 Listing Rules of SIX Swiss Exchange

Press release, Zurich, Switzerland, 16 March 2022

# ADECCO GROUP LAUNCHES MANDATORY TAKEOVER OFFER FOR AKKA TECHNOLOGIES

The Adecco Group, via its wholly owned subsidiary Modis International AG (“**Modis**” or the “**Bidder**”), announces today that on 15 March 2022, the FSMA approved the prospectus (the “**Prospectus**”) and the response memorandum in connection with the previously announced mandatory takeover offer for all shares and convertible bonds issued by AKKA Technologies SE (“**AKKA**” or the “**Target**”) not yet held by the Bidder or by its affiliated persons (the “**Bid**”).

The initial acceptance period of the Bid commences on 17 March 2022 and closes on 13 April 2022, subject to extension.

The board of directors of AKKA recommends accepting the Bid, as further explained in its response memorandum (which is attached to the Prospectus).

The key features of the Bid can be summarised as follows:

Initial acceptance period	From 17 March 2022 to 13 April 2022 at 4:00 pm (Belgian time) for the convertible bonds and at 5:40 pm (Belgian time) for the shares, subject to extension. The results of the initial acceptance period will be announced on 20 April 2022. Payment of the bid price is anticipated on 25 April 2022.
Bid price	EUR 49 in cash per share. EUR 101,816.58 per convertible bond.
Conditions	The Bid is unconditional.
Reopening	The Bidder reserves the right to voluntarily reopen the Bid. Such reopening will be effective within 10 business days from the announcement of the results of the initial acceptance period for a subsequent acceptance period of at least 5 and maximum 15 business days.  In the case of any mandatory reopening, the Bid will be reopened within 10 business days after the announcement of the results of the last preceding acceptance period, for a subsequent acceptance period of at least 5 and maximum 15 business days.
Squeeze-out bid	If the Bidder, together with the persons acting in concert with it, holds at least 95% of the shares issued by the Target after the Bid, it intends to proceed with a simplified squeeze-out bid. In this case, the shares and convertible bonds will be automatically transferred to the Bidder. Such squeeze-out will result in the delisting from Euronext Brussels and Euronext Paris (for the shares) and the Open Market (Freiverkehr) of the Frankfurt Stock Exchange (for the convertible bonds).
Support from AKKA's board	The board of directors of AKKA recommends accepting the Bid, as further explained in its response memorandum (which is attached to the Prospectus).
Modalities	For the detailed modalities of the Bid, reference is made to the Prospectus.  The Prospectus was approved by the FSMA on 15 March 2022. The Prospectus has been published in Belgium in English, which is the official version.

	<p>The English official version and the French translation of the Prospectus (including the acceptance forms and the response memorandum) can be obtained free of charge at the counters of the ING Bank N.V. or BNP Paribas Fortis NV, or by telephone from ING Bank N.V. on +31 20 563 66 19 and BNP Paris Fortis SA on +32 2 433 41 13. The digital versions of the Prospectus and the acceptance forms are also available on the internet at the following websites: <a href="https://www.adecgroup.com/investors/akka-modis-transaction">https://www.adecgroup.com/investors/akka-modis-transaction</a>, <a href="https://www.akka-technologies.com">https://www.akka-technologies.com</a>, <a href="https://www.ing.nl/particulier/beleggen/leren-beleggen/corporate-actions/index.html">https://www.ing.nl/particulier/beleggen/leren-beleggen/corporate-actions/index.html</a>, and <a href="http://www.bnpparibasfortis.be/epargneretplacer">www.bnpparibasfortis.be/epargneretplacer</a>.</p> <p>A Dutch translation of the summary of the Prospectus is made available in electronic form on the abovementioned websites.</p> <p>In the case of any inconsistency between the translations and the official English version of the Prospectus, the English version shall prevail. The Bidder has revised the respective versions and is responsible for the consistency between all versions.</p> <p>A free shareholder hotline is also available in France on 0805 381 313.</p>
Acceptance of the Bid	<p>Security holders who wish to tender their securities to the Bid are requested to follow the instructions set out in the Prospectus and to do so within the time limits set out therein, or any later date as announced in the case of an extension, or within any earlier deadline set by their financial intermediary.</p>
Brokerage fees	<p>Security holders who register their acceptance with a financial intermediary that is not the centralizing agent must inquire about additional costs that may be charged by such parties and they will be responsible for the payment of such additional costs. However, the Bidder will bear the brokerage costs and the related VAT incurred by the security holders who tender their securities in the Bid, where applicable, up to a maximum of 0.2% (excluding taxes) of the amount of the order, with a cap equal to EUR 100 (all taxes included) per shareholder or bondholder. The payment of these costs will be taken care of by the centralizing agent on behalf of the Bidder via the financial intermediaries. The request for reimbursement must be received by the relevant centralizing agent within 1 month after the close of the final acceptance period of the Bid.</p>
Tax	<p>The tax on stock market transactions will be paid by the Bidder.</p>
Centralizing agents	<p>ING Bank N.V. acts as centralizing agent for the shares. BNP Paribas Fortis NV/SA acts as centralizing agent for the convertible bonds.</p>

## About AKKA

AKKA is a European leader in engineering consulting and R&D services. AKKA's comprehensive portfolio of digital solutions combined with expertise in engineering, uniquely positions AKKA to support its clients by leveraging the power of connected data to accelerate innovation and drive the future of Smart Industry. AKKA accompanies leading industry players across a wide range of sectors throughout the life cycle of their products with cutting edge digital technologies (autonomous driving, IoT, Big Data, robotics, embedded computing, machine learnings etc.) to help them rethink their products and business processes. Founded in 1984, AKKA has a strong entrepreneurial culture and a wide global footprint. Its 20,000 employees around the world are all passionate about technology and share the AKKA values of respect, courage, and ambition. AKKA Technologies (AKA) is listed on Euronext Paris and Brussels – segment A (ISIN: FROOO4180537).

## About Modis

In the converging world of IT and engineering, Modis pioneers Smart Industry by delivering cross-industry expertise in technology and digital engineering consulting, tech talent services and up- and re-skilling through its Tech Academy. Modis has a global presence with 30,000+ consultants and around 10,000 customers in over 20 countries, focused on digital transformation, cognitive technologies (e.g., AI, data analytics), cloud and data security, smart ecosystem (e.g., digital twin), and industry 4.0 across high-growth Smart Industry sectors. Modis' key sectors include Automotive & Transportation, Environmental & Energy, Software, Internet & Communication, Financial Services, and Industrial Manufacturing. Modis has a balanced footprint across North America, Europe, and APAC, including strong positions in Japan and Australia. With passion for technology and talent, Modis drives innovation and enables digital transformation for a smart and sustainable tomorrow. Modis is a Global Business Unit of the Adecco Group.

## About the Adecco Group

The Adecco Group is the world's leading talent advisory and solutions company. We believe in making the future work for everyone, and every day enable more than 3.5 million careers. We skill, develop and hire talent in around 60 countries, enabling organisations to embrace the future of work. As a Fortune Global 500 company, we lead by example, creating shared value that fuels economies and builds better societies. Our culture of inclusivity, entrepreneurship and teamwork empowers our 33,000 employees. The Group is headquartered in Zurich, Switzerland (ISIN: CH0012138605) and listed on the SIX Swiss Exchange (ADEN).

**In the case of discrepancies between the English and other language versions of this press release, only the English version shall be deemed valid.**

### Disclaimer

This press release does not constitute or form a part of an offer or solicitation to acquire, purchase, subscribe for, sell or exchange the securities of AKKA Technologies in any jurisdiction.

The public tender offer will and can only be made on the basis of the offer document approved by the FSMA. No steps will be taken to enable a public tender offer in any jurisdiction other than in Belgium and France. Any securities to be offered have not been and will not be registered under the United States Securities Act of 1933, as amended, or with any securities regulatory authority of any state of the United States and may not be offered or sold in the United States absent registration or an applicable exemption from registration thereunder. There may be no public offering of securities in the United States.

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### Important notice about forward-looking information

Information in this release may involve guidance, expectations, beliefs, plans, intentions or strategies regarding the future. These forward-looking statements involve risks and uncertainties. All forward-looking statements included in this release are based on information available to Adecco Group AG as of the date of this release, and we assume no duty to update any such forward-looking statements. The forward-looking statements in this release are not guarantees of future performance and actual results could differ materially from our current expectations. Numerous factors could cause or contribute to such differences. Factors that could affect the company's forward-looking statements include, among other things: global GDP trends and the demand for temporary work; the impact of the global outbreak of novel coronavirus disease (Covid); changes in regulation of temporary work; intense competition in the markets in which the company operates; integration of acquired companies; changes in the company's ability to attract and retain qualified internal and external personnel or clients; the potential impact of disruptions related to IT; any adverse developments in existing commercial relationships, disputes or legal and tax proceedings.

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