

Generix, its Management, Pléiade Investissement and Montefiore Investment enter into exclusive negotiations with a view to concluding an investment agreement leading to the filing of a public tender offer at a price of €9.50 per share¹

Paris, April 22, 2022 - Generix Group (GENX - FR0010501692), a company specializing in the development and implementation of collaborative SAAS solutions for the supply chain and retail ecosystem, its principal Managers, including Mr. Jean-Charles Deconninck, Mrs. Aïda Collette-Sène, Mr. Ludovic Lizza and Mr. Philippe Seguin (the "Managers") and Pléiade Investissement and its managers ("Pléiade"), announce that they have entered into exclusive negotiations on April 22, 2022 with the Montefiore Investment fund ("Montefiore") with a view to concluding an investment agreement providing for the creation of an ad hoc company ("New Gen") whose purpose will be to acquire the financial securities held by the Managers and Pléiade in the capital of Generix Group by way of contributions in kind and disposal, and to subsequently file a public takeover bid to be financed by Montefiore (the "Public Offer") (the "Transaction").

In the context of the Transaction, Pléiade would contribute all of its Generix Group shares, representing 44.8% of the share capital (37.4% on a fully diluted basis) and 43.2% of the voting rights of the latter to New Gen, which would acquire the shares and warrants held directly or indirectly by the Managers of Generix Group, representing together 6.0% of the share capital (21.3% on a fully diluted basis in the event of exercise of the warrants) and 6.7% of the voting rights of the latter.

A portion of these shares and warrants would be acquired in cash on the basis of a price per Generix Group share equal to €9.50, with the balance being reinvested by way of a contribution in kind to New Gen on the basis of an identical price.

New Gen would also acquire, at the same unit price of €9.50, 3,718,676 Generix Group shares held by 7 institutional investors representing together 16.4% of the share capital (13.7% on a fully diluted basis) and 15.6% of the voting rights of Generix Group, with whom contracts to acquire their blocks of shares have already been secured.

In addition, New Gen will enter into cross-promises of purchase and sale with two of Generix Group's Directors, on the free shares they hold during the retention period. These shares will not be covered by the Tender Offer. As a result, following these transactions and prior to the filing of the Tender Offer, New Gen would hold (or would have secured) 67.2% of Generix Group's share capital (72.6% on a fully diluted basis in the event of the exercise of the warrants), representing to date approximately 65.4% of Generix Group's theoretical voting rights.

The price of €9.50 per share values 100% of Generix Group's share capital at around €236.57 million (on a fully diluted basis, including the 4,433,552 unexercised warrants and the 76,504 free shares in the course of the acquisition period, but excluding the 27,099 treasury shares). This price represents a premium of 27.3% over the volume weighted average closing price of the shares over the last 90 trading days, 37.6% over the volume weighted average closing price of the shares over the last 60 trading days, and 33.8% over the closing price of the shares on 22 April 2022.

1. Plus an additional price of €0.50 per share in the event that the threshold of 90% for the implementation of the squeeze-out is reached at the end of the offer.

2. i.e. approximately 64.9% of the theoretical voting rights following the completion of the proposed transaction, if any, due to the loss of the double voting rights attached to the Generix Group shares sold and contributed to New Gen.

Financial Communication contact:

Generix Group – François Théry – Chief Financial Officer – Tél. : +33 (0)1 77 45 42 80 – ftery@generixgroup.com

In the event that New Gen crosses the threshold of 90% of Generix Group's share capital and voting rights at the end of the Tender Offer, New Gen will request, in accordance with applicable regulations, the implementation of a squeeze-out procedure and will pay to all shareholders who have tendered their shares to the Tender Offer an additional price of EUR 0.50 per share, the squeeze-out being carried out at a price of EUR 10 per share. The price of 10 euros per share represents a premium of 34.0% compared to the average closing price weighted by the daily volumes of the last 90 trading days, 44.8% compared to the average weighted price of the last 60 trading days and 40.8% compared to the closing price on April 22, 2022.

Pléiade, the Managers and Montefiore would also enter into a shareholders' agreement setting forth the rules governing their relationship, in particular with respect to the liquidity of New Gen's shares and its governance. In this respect, New Gen would be exclusively controlled by Pléiade until the closing of the Tender Offer, and could be jointly controlled with Montefiore depending on the results of the Tender Offer and the total amount of the investment made by Montefiore in the capital of New Gen with a view to financing the acquisition of the Generix Group securities by New Gen.

The conclusion of the final agreements will only be possible after the consultation of Generix Group's employee representative bodies.

The completion of the Transaction remains subject to the approval of the French competition authority, which will be notified before the filing of the Tender Offer.

The Supervisory Board of Generix Group, which met on April 21, 2022, unanimously approved this partnership project between Pléiade, the Managers and Montefiore.

Within the framework of the Offer, an independent expert will be appointed by the Supervisory Board of Generix Group, on the recommendation of an ad hoc committee set up for this purpose, in accordance with the provisions of article 261-1 I, 1°, 2° and 4° and II of the general regulations of the Autorité des marchés financiers.

The Supervisory Board of Generix Group will decide on the interest of the Tender Offer and its consequences for Generix Group, its shareholders and its employees, in particular in light of the conclusions of the independent expert's report.

The closing of the Tender Offer could occur by the end of July 2022.

At the end of the Tender Offer, and at the latest during the second half of 2022, Mr. Jean-Charles Deconninck would become honorary chairman of Generix Group, and Mrs. Aïda Collette-Sène would be appointed chairman of the Management Board of Generix Group.

Generix Group, Pléiade and Montefiore will keep the market informed of any significant developments in the proposed Transaction. The listing of Generix Group shares, suspended on April 25, will resume as of April 26, 2022.

Financial Communication contact:

Generix Group – François Théry – Chief Financial Officer – Tél. : +33 (0)1 77 45 42 80 – ftbery@generixgroup.com