

## JOINT PRESS RELEASE

*This is a joint press release by ICT Group N.V. ("ICT Group" or the "Company"), NPM Investments XI B.V. (the "Offeror") (a wholly-owned subsidiary of NPM Capital N.V. ("NPM Capital")) and Teslin Ipanema Acquisition B.V. ("Teslin Acquisition") (a wholly-owned subsidiary of Teslin Participaties Coöperatief U.A. ("Teslin")), and together with NPM Capital the "Consortium") pursuant to the provisions of Section 17, paragraph 4 of the Netherlands Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "Decree") in connection with the recommended public offer made by the Offeror for all the issued and outstanding ordinary shares in the capital of ICT Group (the "Offer"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in ICT Group. The Offer has been made by means of the offer memorandum dated 27 May 2021 (the "Offer Memorandum"). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.*

## FINAL RESULTS OF THE OFFER FOR ICT GROUP: NPM WILL HOLD 98.3% OF ISSUED AND OUTSTANDING SHARES

Rotterdam/Amsterdam/Maarsbergen, the Netherlands, 9 August 2021

- **During the Post-Acceptance Period, 1,983,770 Shares were tendered under the Offer**
- **Including Shares already held by the Offeror after Settlement, this represents a total of approximately 98.3% of the Shares**
- **Settlement of Shares tendered during the Post-Acceptance Period will take place on 12 August 2021**
- **The Offeror will initiate statutory Buy-Out proceedings in an expeditious manner in order to obtain 100% of the Shares**
- **The last trading date of the Shares on Euronext Amsterdam will be 3 September 2021 and listing and trading of the Shares will terminate as of 6 September 2021**

ICT Group and the Offeror announce today that during the Post-Acceptance Period, that expired today at 17:40 hours (CEST), 1,983,770 Shares have been tendered under the Offer, representing approximately 20.5% of the aggregate issued and outstanding ordinary share capital of ICT Group. Including the 7,549,314 Shares already held by the Offeror following Settlement, this is a total of 9,533,084 Shares, representing approximately 98.3% of the aggregate issued and ordinary outstanding share capital of ICT Group.

### **Settlement**

Shareholders who accepted the Offer shall receive the Offer Price (EUR 14.90 adjusted to EUR 14.50 (cum dividend) in cash per Share for the dividend of EUR 0.40) for each Tendered Share validly tendered during the Post-Acceptance Period and transferred (*geleverd*) to the Offeror for acceptance pursuant to the Offer, under the terms and conditions set out in the Offer Memorandum. Reference is made to Section 5.8 (*Post-Acceptance Period*) of the Offer Memorandum.

Settlement of the Shares tendered during the Post-Acceptance Period and payment of the Offer Price will take place on 12 August 2021. Following settlement of the Shares tendered during the Post-Acceptance Period, the Offeror will hold 9,533,084 Shares, representing approximately 98.3% of the aggregate issued and outstanding ordinary share capital of ICT Group.

Coöperatieve Rabobank U.A. has been acting as Settlement Agent in connection with the Offer.

### **Buy-Out**

Since the Offeror will hold more than 95% of the Shares following settlement of the Shares tendered during the Post-Acceptance Period, the Offeror will initiate the statutory Buy-Out in an expeditious manner in order to obtain 100% of the Shares. Reference is made to section 6.13(b) (*Buy-Out*) of the Offer Memorandum.

### **Delisting**

As a result of the Offeror holding more than 95% of the Shares following settlement of the Shares tendered during the Post-Acceptance Period, the termination of the listing and trading of the Shares on Euronext Amsterdam will be pursued.

In consultation with Euronext, it has been decided that the last day of trading of the Shares will be on 3 September 2021. This means that the termination of the listing of the Shares shall be effective as of 6 September 2021. Reference is made to Sections 6.12(a) (*Intentions following the Offer being declared unconditional*) and Section 6.12(b) (*Liquidity and delisting*) of the Offer Memorandum.

### **Offer Memorandum, Position Statement and further information**

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Digital copies of the Offer Memorandum are available on the website of the Offeror ([www.npm-capital.com](http://www.npm-capital.com)) and digital copies of the Offer Memorandum and Position Statement are available on the website of ICT Group ([www.ictgroup.eu](http://www.ictgroup.eu)). Such websites do not constitute part of, and are not incorporated by reference into, the Offer Memorandum.

Copies of the Offer Memorandum and the Position Statement are on request also available free of charge from ICT Group and the Settlement Agent at the addresses below:

#### **ICT Group:**

ICT Group N.V.  
Weena 788  
3014 DA, Rotterdam  
The Netherlands

#### **The Settlement Agent:**

Coöperatieve Rabobank U.A.  
Croeslaan 18  
3521 CB, Utrecht  
The Netherlands

**For more information, please contact:**

Press enquiries ICT Group

Carla Stuifzand, marketing director

+31 (0)88 908 2000, Email: [investor.relations@ict.nl](mailto:investor.relations@ict.nl)

Website [www.ictgroup.eu](http://www.ictgroup.eu)

Press enquiries Consortium

Confidant Partners

Sabine Post

+31 20 303 60 20, Email: [sabine.post@confidantpartners.com](mailto:sabine.post@confidantpartners.com)

**About ICT Group**

ICT Group is a leading European industrial technology solutions provider. Our dedicated technical professionals offer our clients services in the field of consultancy, software development, project-based solutions and IT system maintenance. It is our mission to make the world a little smarter every day. Our specialist knowledge in a variety of industries enables us to realise innovative solutions by linking people, technologies and ideas. With around 1,500 dedicated technical specialists in the field, we are capable of building and integrating new and innovative technologies into relevant business solutions for our customers.

Our Industries solutions serve the automotive, manufacturing, high-tech, food, chemicals & pharma, oil & gas and logistics industries. Our Public & Infra solutions are focused on water, rail and road infrastructure as well as public transport and mobility. Across all industries ICT Group offers proprietary industry-specific software solutions, including its own cloud-based platform for IoT, digital transformation and artificial intelligence. ICT Group is listed on Euronext Amsterdam and has a presence in the Netherlands, Belgium, Bulgaria, France, Germany, Portugal and Sweden.

**About NPM Capital**

NPM Capital invests in mid-market companies in the Benelux and supports companies to enter the next growth phase in their development. NPM Capital, with SHV as its sole shareholder, has sufficient capital in order to apply a long investment horizon. Currently, NPM Capital has a portfolio of 26 participations (majority as well as minority holdings, including growth capital) and focuses on the following trends: Everything is Digital, Future of Energy, Feeding the World and Healthy Life. For more information, please visit: [www.npm-capital.com](http://www.npm-capital.com).

**About Teslin**

Teslin is an investment fund managed by Teslin Capital Management. Teslin invests in promising small- and midcaps. Based on fundamental analysis Teslin selects companies active in attractive markets with a strong market position, healthy cash flow and a proper corporate governance structure. Teslin focuses on responsible value creation in the long term and acts as an active and involved shareholder. Teslin has been a long-term significant, active and committed shareholder of ICT Group since 2002 and is delighted to support ICT Group in accelerating and realizing its potential in the coming years, growing into a leading Northern-European industrial technology solutions provider. For more information, please visit: [www.teslin.nl](http://www.teslin.nl).

**General restrictions**

The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of ICT Group in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Consortium, the Offeror and ICT Group disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither ICT Group, nor the Consortium, nor Offeror, nor any of their advisers assume any responsibility for any violation by any person of any of these restrictions. ICT Group shareholders in any doubt as to their position should consult an appropriate professional adviser without delay.

### **Forward-looking statements**

This press release may include "forward-looking statements" such as statements relating to the impact of this transaction on the Offeror and ICT Group and language that indicates trends, such as "anticipated" and "expected". These forward-looking statements speak only as of the date of this release. Although ICT Group and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, the Offeror's ability to achieve the anticipated results from the acquisition of the Company, the effects of competition (in particular the response to the transaction in the marketplace), economic conditions in the global markets in which the Offeror and the Company operate, and other factors that can be found in the Offeror's and the Company's press releases and public filings. Neither ICT Group nor the Consortium nor the Offeror, nor any of their advisers accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups. Each of the Company, the Consortium and the Offeror expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

### **Notes to the press release**

This is a public announcement by ICT Group N.V. pursuant to Section 17 paragraph 1 of the European Market Abuse Regulation (596/2014).