

This is a joint press release by DPA Group N.V. ("DPA") and New Horizons Holding B.V. (the "Offeror" or "New Horizons"), pursuant to the provisions of Section 17 paragraph 4 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the "Decree") in connection with the recommended public offer by the Offeror for all the issued and outstanding ordinary shares (the "Shares" and each a "Share") in the capital of DPA Group N.V. (the "Offer"). The Offeror is (indirectly) controlled by Gilde Equity Management (GEM) Benelux Partners B.V. ("Gilde"), TBL Investments B.V. ("TBL") and a foundation incorporated for the purpose of the envisaged (indirect) participation of certain DPA management members in the Offeror (the "STAK").¹ This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer is only made by means of the offer memorandum dated 1 June 2021 approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten) (the "Offer Memorandum"). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful. This press release contains inside information as meant in the European Market Abuse Regulation (596/2014).



93% of the DPA Shares have been tendered under the New Horizons offer

Houten/Bussum, the Netherlands – 16 August 2021

- Together with Shares already held by the Offeror on the date hereof and including Shares tendered during the Offer Period and Post-Acceptance Period, the Offeror will hold 93.0% of the Shares.
- Settlement of Shares tendered during the Post-Acceptance Period will take place on 17 August 2021.
- The Offeror is considering potential next steps that may include the implementation of the Asset Sale and Liquidation which was approved by the EGM on 16 July 2021 or any other restructuring measure as described in the Offer Memorandum.
- Shareholders are cautioned that in the Asset Sale and Liquidation, they will receive an amount per Share equal to the Offer Price less Dutch dividend withholding tax.

During the Offer Period 34,412,141 Shares have been tendered under the Offer, representing approximately 73.3% of the Shares and an aggregate value of approximately EUR 58,500,640 (for an Offer Price of EUR 1.70 (cum dividend) in cash per Share). Including the 8,684,505 Shares already held by the Offeror on the Unconditional Date, the Offeror held 43,096,646 Shares (equal to approximately 91.8% of the Shares) on the Settlement Date.

During the Post-Acceptance Period, that expired at 17:40 hours (CET) on 13 August 2021, 583,248 Shares have been tendered under the Offer, representing approximately 1.2% of the Shares and an aggregate value of approximately EUR 991,522.

By means of the Shares tendered under the Offer and in the Post-Acceptance Period, together with those already held by the Offeror on the date hereof, the Offeror will hold 43,679,894 Shares, representing approximately 93% of the Shares on the date hereof.

Settlement

With reference to the Offer Memorandum, Shareholders who accepted the Offer shall receive the Offer Price for each Share validly tendered (or defectively tendered, provided that such defect has been waived by the

¹ Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum.

Offeror) and transferred (*geleverd*) for acceptance pursuant to the Offer, under the terms and conditions of the Offer and subject to its restrictions.

Settlement of the Shares tendered during the Post-Acceptance Period and payment of the Offer Price will take place on 17 August 2021.

Possible Post-Closing Measures and future legal structure

Shareholders who have not tendered their Shares in the Post-Acceptance Period should carefully review the sections of the Offer Memorandum that further explain the intentions of the Offeror, such as (but not limited to) Section 5.10 (*Implications of the Offer being declared unconditional*) and Section 5.11 (*Possible Post-Closing Measures and future legal structure*), which describe certain implications to which such Shareholders may become subject with their continued shareholding in DPA.

The Offeror may *inter alia* decide to implement the Asset Sale and Liquidation which is described in more detail in Section 5.11.3 of the Offer Memorandum. During the EGM held at 16 July 2021, 99.5% of the Shareholders present or represented voted in favour of the Asset Sale and Liquidation Resolutions.

Shareholders are cautioned that in the Asset Sale and Liquidation, they will receive an amount per Share equal to the Offer Price less Dutch dividend withholding tax.

Announcements

Any press release issued by the Offeror will be made available on the website www.gembenelux.com. Any press release issued by DPA will be made available on the website www.dpa.nl.

For more information

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