



Press Release
Rungis, France, November 7th, 2023 – 2:00 pm CEST

ESI Group's board of directors issues a favorable opinion on the tender offer to be initiated by Keysight Technologies. ESI Group also announces changes to its board of directors and leadership team

Following the acquisition on 3 November 2023 by Keysight Technologies Inc. (NYSE: KEYS), through its fully owned subsidiary Keysight Technologies Netherlands B.V. ("**Keysight**"), of a controlling stake in the capital of ESI Group SA (ISIN Code: FR 0004110310, Symbol: ESI) ("**ESI Group**") representing a total of 50.6% of ESI Group's share capital and 46.3%¹ of its theoretical voting rights at a price of 155 euros per share in cash, ESI Group SA announces that its board of directors (the "**Board**") issued on 6 November 2023 a favorable reasoned opinion (*avis motivé*) regarding the draft mandatory tender offer (the "**Offer**") filed by Keysight with the *Autorité des marchés financiers* (the "**AMF**") on 7 November 2023 to acquire all the outstanding shares issued by ESI Group not already held by Keysight (the "**Offer**"), at a price of 155 euros per share in cash. Following the issue of the Board's favorable reasoned opinion on the Offer, ESI Group also announces that Cristel de Rouvray, Véronique Jacq, Yves de Balmann, and Alex Davern have resigned from the Board and were replaced by Hamish Gray, Jo Ann Juskie, and Jason Kary, effective immediately.

In addition, ESI Group acknowledges the resignation of Cristel de Rouvray as CEO (*Directrice générale*) of ESI Group and announces that the Board appointed Olfa Zorgati as the new CEO, effective immediately.

Favorable Reasoned Opinion on the Offer

The Board carefully reviewed the Offer made by Keysight and the report issued by Finexsi, the independent expert appointed by the Board following the recommendation of an ad hoc committee, which concludes that the terms of the Offer and the possible implementation of a squeeze-out by Keysight at the end of the Offer are fair from a financial point of view. On the basis of the above, the Board unanimously concluded, in its reasoned opinion that, the Offer was in the best interests of ESI Group, its shareholders, and its employees.

The Board noted that the Offer price of 155 euros per share represents a premium of 72% to the closing price of 90.0 euros per share on 17 May 2023, being the last business day before the announcement by ESI Group of the existence of preliminary discussions with certain third parties in response to press rumors (the "**Leak Announcement Date**"); and a premium of 95% to the volume weighted average price of 79.4 euros per share for the three months preceding the Leak Announcement Date, which allows shareholders to benefit from a significant premium in relation to the recent share price performance of ESI Group.

Pursuant to article 231-26 II of the general regulation of the AMF, a news release presenting the main elements of the draft note in response (*projet de note en réponse*) filed by ESI Group with the AMF, and explaining how the Offer documents are being made available will be published today on ESI Group's website and on the AMF's website. The Offer, as well as the draft offer document, will remain subject to review by the AMF, which will assess their conformity with the relevant legal and regulatory provisions.

¹ On the basis of a total of 6,092,586 shares and 8,063,803 theoretical voting rights as of September 30, 2023, and taking into account the loss of double voting rights of the shares acquired by Keysight.



Resignation and Appointment of New Board Members

Following the issuance of the favorable reasoned opinion on the Offer, ESI Group acknowledges the resignation effective 6 November 2023 of (i) Cristel de Rouvray as member of the Board and Chairwoman of the Strategic Committee, (ii) Véronique Jacq as member of the Board and member of the Audit Committee and the Strategic Committee, (iii) Yves de Balmann as member of the Board and member of the Compensation / Nomination and Governance / CSR committee and the Strategic Committee and (iv) Alex Davern as member of the Board, Chairman of the Board, and member of the Strategic Committee and Compensation / Nomination and Governance / CSR committee.

ESI Group would like to express deep gratitude to all of them for their many years of dedicated service and valuable contributions to our company.

The Board has unanimously decided to appoint (i) Hamish Gray as Board member to replace Véronique Jacq, (ii) Jo Ann Juskie as Board member to replace Cristel de Rouvray, and (iii) Jason Kary as Board member to replace Yves de Balmann, in each case for the remaining duration of the term of office of the resigning Board member. These appointments are subject to ratification by the next General Meeting planned in June 2024.

The Board also unanimously appointed Hamish Gray as the new Chairman of the Board.

Finally, the Board appointed Jason Kary and Rajani Ramanathan as members of the Audit Committee and Jo Ann Juskie and Patrice Soudan as members of the Compensation/Nomination & Governance/CSR Committee. The Strategic Committee was terminated.

The new composition of the Board and the committees are now as follows:

Name/Family name	Board	Audit Committee	Compensation/Nomination & Governance/CSR Committee
Hamish Gray	Chairman	-	-
Jo Ann Juskie	Member	-	Member
Jason Kary	Member	Member	-
Rajani Ramanathan	Independent Member	Member	Chairwoman
Patrice Soudan	Independent Member	Chairman	Member

Resignation of Cristel de Rouvray and Appointment of the New CEO

Cristel de Rouvray, CEO of ESI Group, has tendered her resignation, effective 6 November 2023. Under her leadership, ESI Group achieved remarkable levels of growth and success. Cristel de Rouvray played an essential role in the transformation and development of the company, and she leaves her position with an outstanding track record. Her vision, dedication, and leadership have been the pillars of the company's success.

The Board unanimously appointed Olfa Zorgati as the new CEO.

Hamish Gray stated: *"We would like to express our deep gratitude to Cristel de Rouvray for her exemplary work during her years at the helm of ESI Group. Under her leadership, ESI Group made significant progress and reached unprecedented heights. ESI Group's Board has full confidence in Olfa Zorgati, who has been appointed as Cristel de Rouvray's successor. Olfa Zorgati brings remarkable expertise and a strong strategic vision to continue ESI Group's growth and success in the long term, including in the context of the upcoming integration process with Keysight in the months ahead."*



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>

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