



Press Release
Rungis, France, September 22nd

ESI Group and Keysight Technologies take next step in acquisition process

ESI Group (ISIN code: FR0004110310, Symbol: ESI) and Keysight Technologies Inc (NYSE: KEYS) announce the signature of a share purchase agreement for the acquisition by Keysight Technologies, Inc. of a majority stake in the capital of ESI Group SA at a price of 155 EUR per share. This step forward is made possible by the completion of the consultation of ESI Group's workers' council on September 19, 2023.

On June 29, 2023, ESI Group and Keysight Technologies, Inc. announced that Keysight had made a binding offer to certain shareholders of ESI Group (the "Sellers"¹) to acquire a controlling block of ESI Group's share capital, representing in aggregate 50.6% of the share capital and 55.8% of the theoretical voting rights² of ESI Group, at a price per share of 155 euros to be paid in cash, and in return for entering into exclusivity. Under Keysight's binding offer, the block acquisition, once completed, would be followed by the filing by Keysight of a proposed mandatory tender offer for the remaining shares of ESI Group outstanding at the time and, if the legal conditions are met at the end of the offer, a squeeze-out procedure and the delisting of ESI Group from Euronext Paris.

Obtaining the opinion of ESI Group's Workers' Council marks a new step enabling the signature, on 22 September 2023, of a share purchase agreement between Keysight and the Sellers relating to this controlling block of shares.

The acquisition is expected to be completed in the fourth quarter of 2023, subject to obtaining the necessary regulatory approvals. This would be followed by the filing of the tender offer. The market will be kept informed of the progress of this transaction and a detailed announcement will be made in due course.

ESI Group expresses its gratitude to its partners, shareholders, and all its stakeholders who support this strategic project.

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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, defense & naval, and heavy industry, ESI is present in more than 18 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.



¹ The Sellers are Amy-Sheldon Loriot de Rouvray, Cristel Loriot de Rouvray, John Alexandre Loriot de Rouvray, Amy Louise Loriot de Rouvray, Alex Peng Dubois-Sun, Long Path Partners, and Briarwood Capital Partners.

² On the basis of a total of 6,085,912 shares and 8,054,528 theoretical voting rights as of 31 May 2023, noting that these percentages will be adjusted for potential losses of double voting rights.



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