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**LAUNCH OF A CAPITAL INCREASE OF APPROXIMATELY
1.9 MILLION EUROS FOR EGIDE SA, WITH PREEMPTIVE SUBSCRIPTION
RIGHTS FOR SHAREHOLDERS
AND CONCLUSION OF A 750,000 EUROS BOND LOAN**

- **Capital increase of €1,921,561.20 with Preemptive Subscription Rights for shareholders**
- **Subscription price per New Share: €0.65**
- **Ratio of new shares for old: 2 new shares for 7 existing shares**
- **Subscription period from 21 August 2023 to 31 August 2023 inclusive**
- **Ex-rights date: 17 August 2023**
- **Commitment to subscribe on a non-preemptive basis for a maximum amount of €1,921,561.20, i.e. 100% of the transaction, on the part of Compagnie Nationale de Navigation (CNN), an entity affiliated to Mr Patrick Molis**
- **Conclusion of a €750,000 bond loan with Compagnie Nationale de Navigation**
- **Turnaround plan and abandonment of the sale of the US subsidiaries**
- **Strengthening corporate governance**

1. Capital increase with Preemptive Subscription Rights for shareholders.

Egide, the global specialist in hermetic packaging, is today announcing the launch of a €1,921,561.20 Capital Increase with preemptive subscription rights (the “**Preemptive Subscription Rights**”) for shareholders to be subscribed in cash (the “**Capital Increase**”) through the issuing of 2,956,248 ordinary shares (the “**New Shares**”) at a unit price of €0.65, representing a discount of 26.4% compared to the closing price on 11 August 2023 (€0.883) and a discount of 14.3% compared to the volume-weighted mean price of the 20 trading sessions preceding the determination of the issue price by the Board of Directors (€0.759).

Egide’s shareholders will be able to subscribe to the Capital Increase at the rate of two (2) New Shares for seven (7) existing shares.

Compagnie Nationale de Navigation, an entity affiliated to Mr Patrick Molis, has given Egide a commitment to subscribe on a non-preemptive basis (i.e. without preemptive subscription rights) to the Capital Increase in a maximum amount of €1,921,561.20, representing 100% of the planned Capital Increase and thus guaranteeing that the transaction will be completed.

The Company does not know the other shareholders’ intentions.

2. €750,000 bond loan

Alongside the Capital Increase, on 9 August 2023 Egide entered into a bond issue and subscription agreement in the amount of €750,000 (the “**Bond Issue**”) with Compagnie Nationale de Navigation. This loan, maturing on 14 December 2023, will be repayable in cash or, subject to approval by Egide’s general shareholders’ meeting, in shares.

3. Use of the funds

The €2,671,561.20 raised by the Capital Increase and the Bond Loan will enable the Company:

- to begin work on turning around its US subsidiaries;
- to recruit a sales team to boost sales;
- to finance the increase in its working capital requirement due to higher revenue.

4. Strengthening corporate governance

Compagnie de Navigation Nationale, chaired by Mr Patrick Molis, an entrepreneur in the maritime transport, logistics, energy, aeronautics and defence industries, is demonstrating its confidence in the Egide Group’s future by giving a commitment to subscribe to 100% of the capital increase.

The Company and the Compagnie Nationale de Navigation have agreed that, in return for the latter’s investment under the Capital Increase and for as long as it holds more than 5% of the Company’s capital on a fully diluted basis (after the exercise of any other security that may be issued in the future giving access to the Company’s capital), the Company will make its best efforts to ensure that the Compagnie Nationale de Navigation has the right to appoint a director on the Board of Directors.

Its representation on Egide’s Board of Directors will strengthen the Group’s corporate governance through the presence of a successful business leader who is destined to become the Company’s largest shareholder. This presence will also facilitate the Company’s growth in the defence industry.

5. Turnaround plan and abandonment of the sale of the US subsidiaries

Egide has decided to terminate the sale of its US subsidiaries and is launching a reorganisation and turnaround plan for its subsidiaries.

In this context, Egide is also announcing Jim Collins’ resignation from his position as director of Egide SA early August and his departure as an employee at the end of September 2023. A new management team will be put in place in the United States tasked with turning around the two subsidiaries.

Philippe Bringuier, CEO of Egide says: *“I am delighted by the launch of these two financial transactions, which will provide Egide Group with resources needed to pursue its plan for a return to profitability and to turn its US subsidiaries around. They will also strengthen its shareholder structure with the Compagnie Nationale de Navigation becoming a shareholder of Egide and the arrival on its Board of Directors of Compagnie Nationale de Navigation’s chairman Patrick Molis, an entrepreneur in the maritime transport, logistics, energy, aeronautics and defence industries.*

The Egide Group is opening a new chapter in its history: following the change in governance, it is refocusing on the high-growth defence and aerospace markets, which provide higher added value than the telecoms industry in which the Group has traditionally operated, and putting in place a plan for a return to profitability.

We thank all our shareholders, employees and partners who are supporting us in this new strategy.”

6. Terms and conditions of the Capital Increase

Share capital before the transaction

Egide's share capital before the transaction is €5,173,434, made up of 10,346,868 shares, fully subscribed and paid up, with a par value of €0.50 each.

Share codes

Name: EGIDE

Share ISIN: FR0000072373

Mnemonic: ALGID

Preemptive Subscription Right codes

Preemptive Subscription Right ISIN: FR001400KBC2

Place of listing: Euronext Growth

Nature of the transaction

The transaction will involve the issuing of 2,956,248 ordinary shares (the "**New Shares**") with Preemptive Subscription Rights for shareholders, at a unit price of €0.65. The gross proceeds of the issue will thus be €1,921,561.20 (the "**Capital Increase**").

Egide's shareholders will be able to subscribe to the Capital Increase at the rate of two (2) New Shares for seven (7) existing shares held (seven (7) preemptive subscription rights will enable their holder to subscribe to two (2) New Shares).

Legal basis of the offering

Egide SA's Board of Directors, making use of the power delegated to it by the tenth resolution adopted by the Combined General Meeting of shareholders of 18 June 2021, decided at its meeting of 11 August 2023 to exercise the power delegated to it and carry out a capital increase by issuing New Shares, with Preemptive Subscription Rights for shareholders.

Subscription opening and closing dates

From 21 August 2023 to 31 August 2023 inclusive, on the Euronext Growth market in Paris.

Subscription price

The subscription price has been set at €0.65 per New Share, comprising the par value of €0.50 and an issue premium of €0.15. This price represents a discount of 26.4% compared to the closing price on 11 August 2023 (€0.883) and a discount of 14.3% compared to the volume-weighted mean price of the 20 trading sessions preceding the determination of the issue price by the Board of Directors (€0.759).

Subscription to basic entitlement

Subscription of the New Shares is reserved, as a priority, for holders of existing shares registered in their securities accounts at the end of the day preceding the opening date of the Preemptive Subscription Rights trading period, i.e. 16 August 2023.

Holders of Preemptive Subscription Rights will be able to subscribe to their basic entitlement at the rate of two (2) New Shares for seven (7) existing shares held, in other words seven (7) Preemptive Subscription Rights which will enable their holder to subscribe to two (2) New Shares, without fractions being taken into account.

Holders of Preemptive Subscription Rights may only exercise a number of such rights that enables them to subscribe to a whole number of New Shares. Shareholders or purchasers of Preemptive Subscription Rights who do not hold, for subscription to the basic entitlement, a sufficient number of existing shares or Preemptive Subscription Rights to obtain a whole number of New Shares must purchase or sell on the market a number of Preemptive Subscription Rights that will result in their holding a multiple enabling them to acquire a whole number of New Shares.

It is stated, for information, that as of 11 August 2023 the Company does not hold any of its own shares.

Subscription to excess New Shares

Shareholders are given a right of pre-emption to subscribe to excess New Shares. This right will be exercised in proportion to their rights and up to the number of shares they have applied for.

At the same time as they submit their applications to subscribe to their basic entitlement, shareholders or purchasers of Preemptive Subscription Rights may subscribe to any number of excess New Shares they wish over and above the number of New Shares resulting from the exercise of their preemptive subscription rights in respect of their basic entitlement.

Any New Shares not subscribed for in the subscriptions to basic entitlements will be distributed and allotted to subscribers for excess New Shares up to the number of shares applied for and *pro rata* to the number of existing shares for which they have exercised their preemptive subscription rights in respect of their basic entitlement, provided that no fraction of a New Share will be allotted.

If the same subscriber submits several separate subscription applications, the number of excess New Shares to be allotted to such subscriber will be calculated on the basis of the totality of their Preemptive Subscription Rights only if they have specifically requested this in writing no later than the closing date for subscriptions. This request must be attached to one of the subscription applications and must provide all information necessary for the rights to be combined, stating the number of subscription applications made and the authorised intermediary or intermediaries with which such applications have been deposited.

Subscriptions in the names of different subscribers cannot be combined in order to obtain excess New Shares.

Euronext will publish a notice announcing, where relevant, the allocation scale for subscriptions to excess New Shares.

Exercising Preemptive Subscription Rights

Holders wishing to exercise their Preemptive Subscription Rights must submit a request to do so to their authorised financial intermediary at any time during the subscription period, i.e. between 21 August 2023 and 31 August 2023 inclusive, and pay the corresponding subscription price.

Each subscription must be accompanied by payment of the subscription price by payment in cash or by set-off against liquid, due receivables from the company. Subscriptions that have not been fully paid up will be cancelled automatically with no requirement for formal notice.

The Preemptive Subscription Rights must be exercised by their beneficiaries before expiry of the subscription period, failing which they will be lost.

The Preemptive Subscription Rights will be tradable from 17 August 2023 to 29 August 2023 inclusive, on the same conditions as the existing shares.

A seller of a Preemptive Subscription Right will transfer that right to the purchaser and for the purpose of exercising the preemptive subscription right thus acquired the purchaser will be substituted for the owner of the existing share in all the latter's its rights and obligations thereunder.

Any Preemptive Subscription Rights not exercised at the end of the subscription period will lapse automatically.

Listing of the Preemptive Subscription Rights

At the end of the trading session on 16 August 2023, Egide's shareholders will receive one (1) Preemptive Subscription Right for each share held (i.e. a total of 10,346,868 Preemptive Subscription Rights issued). Each shareholder holding seven (7) Preemptive Subscription Rights (and multiples of this number) will be able to subscribe to two (2) New Shares (and multiples of this number) at the unit price of €0.65.

The Preemptive Subscription Rights will be listed and traded on the Euronext Growth market, under ISIN FR001400KBC2, from 17 August 2023 to 29 August 2023 inclusive.

Theoretical value of the preemptive subscription right

€0.052 (on the basis of the Egide share closing price on 11 August 2023. i.e. €0.883). The subscription price of €0.65 per share represents a discount of 20.5% compared to the theoretical ex-rights value of the share.

Subscription applications on a non-preemptive basis (i.e. without preemptive subscription rights)

In addition to the possibility of subscribing for basic entitlements and excess New Shares in accordance with the terms and conditions set out above, any natural or legal person may subscribe to the Capital Increase on a non-preemptive basis, whether or not they hold Preemptive Subscription Rights.

Persons wishing to subscribe on a non-preemptive basis must submit their applications to their authorised financial intermediaries at any time during the subscription period and pay the corresponding subscription price.

Pursuant to Article L.225-134 of the French Commercial Code, subscriptions on a non-preemptive basis will be taken into account only if subscriptions to basic entitlements and subscriptions to excess New Shares do not cover the whole of the Capital Increase. The Board of Directors will be entitled to allocate all or some of the unsubscribed shares at its discretion among the persons (shareholders or third parties) of its choice who have submitted applications for subscription on a non-preemptive basis.

Preemptive subscription rights detached from own shares held by the Company

It is stated, for information, that at 11 August 2023 the Company does not hold any of its own shares.

Restricting the amount of the capital increase

Pursuant to Article L. 225-134 of the French Commercial Code, if the subscriptions for basic entitlements, subscriptions for excess New Shares and subscriptions made on a non-preemptive basis do not cover the whole of the issue, the Board of Directors may restrict the amount of the issue to the amount of the subscriptions received, provided such amount is at least 75% of the amount of the Capital Increase.

Paying agents – Payment of subscriptions

Subscriptions for New Shares and payments by subscribers whose securities are held in administered registered form (*forme nominative administrée*) or bearer form will be accepted up to and including the subscription period closing date at their authorised intermediaries acting in their name and on their behalf.

Subscriptions and payments by subscribers whose shares are held in pure registered form (*forme nominative pure*) will be accepted free of charge at CIC Market Solutions (6 avenue de Provence - 75009 Paris; 34318@cic.fr).

The New Shares must be paid up in full on subscription, by payment in cash, for the whole of their nominal value plus issue premium. The amount of the issue premium paid will be recognised on the liabilities side of the balance sheet in a special “Issue Premium” account over which all existing and new shareholders will have rights.

The funds paid for subscriptions will be centralised at CIC Market Solutions (6 avenue de Provence - 75009 Paris; 34318@cic.fr), which will draw up the certificate of deposit of the funds recording the completion of the Capital Increase.

Subscriptions for which payments have not been made will be cancelled automatically with no requirement for a formal notice.

Investment restrictions

Sale of the New Shares and the Preemptive Subscription Rights may be subject to specific regulations in some countries. No action has been taken to place the New Shares or the Preemptive Subscription Rights in any country, in any way whatsoever.

Guarantee

The Capital Increase will not be the subject of a performance guarantee (*garantie de bonne fin*) within the meaning of Article L. 225-145 of the French Commercial Code. Consequently, trading in the security will begin only after settlement and after the registrar’s certificate has been issued.

Subscription commitment

In a letter signed 11 August 2023, Compagnie Nationale de Navigation, an entity affiliated to Mr Patrick Molis, gave the Company a commitment to subscribe on a non-preemptive basis for a maximum amount of €1,921,561.20, representing 100% of the planned Capital Increase and thus guaranteeing completion of the transaction.

Accordingly, the Company has undertaken that the Board of Directors will allot to the investor as a priority any New Shares not covered by subscriptions to basic entitlements or to excess New Shares, in accordance with Article L.225-134 of the French Commercial Code.

If the Compagnie Nationale de Navigation’s subscription commitment were to be used in full, the Compagnie Nationale de Navigation would hold around 22% of the Company’s capital and voting rights on the settlement date and would thus become the Company’s largest shareholder.

The Company does not know the other shareholders’ intentions.

Governance right

The Company and the Compagnie Nationale de Navigation have agreed that, in return for the latter’s investment under the Capital Increase and for as long as it holds more than 5% of the Company’s capital on a fully diluted basis (after the exercise of any other security that may be issued in the future giving access to the Company’s capital), the Company will make its best efforts to ensure that the Compagnie Nationale de Navigation has the right to appoint a director on the Board of Directors.

Retention commitment

Compagnie Nationale de Navigation has given a commitment to retain the New Shares to be allotted to it under the Capital Increase for a period of 180 days following the settlement date of the issue, subject to certain usual exceptions.

Settlement of the New Shares

According to the indicative timetable of the Capital Increase, the settlement date for the New Shares is scheduled to be 7 September 2023.

Characteristics of the New Shares

Entitlement to dividends: The New Shares, which will be subject to all the provisions of the Articles of Association, will bear current dividend rights and be fungible with the Company's existing shares from the time they are issued. According to the indicative timetable of the capital increase, it is anticipated that the new shares will be registered in securities accounts on the settlement date. i.e. 7 September 2023.

Currency of issue of the New Shares: The New Shares will be issued in Euros.

Listing of the New Shares: An application will be made for the New Shares to be admitted to trading on the Euronext Growth market in Paris, on 7 September 2023. Nevertheless, they will only be able to be listed after the depositary has issued the certificate of deposit. They will be immediately fungible with the Company's existing shares already traded on the Euronext Growth market in Paris and will be tradable, from that date, on the same listing line as those shares under the same ISIN FR0000072373 – mnemo ALGID.

DILUTION

Impact of the issue on net assets per share

Net assets per share (in Euros)	Non-diluted basis*	Diluted basis**
Before issue of the New Shares under this Capital Increase	0.854	0.887 Euros
After issue of 2,956,248 New Shares under this Capital Increase	0.665	0.696 Euros

*: Based on net assets of 8,841,000 Euros on 31/12/2022

** : At 11 August 2023 there are 455,000 outstanding stock-options

Impact of the issue on a shareholder's position

Shareholder's holding (in %)	Non-diluted basis*	Diluted basis**
Before issue of the New Shares under this Capital Increase	1.000%	0.958%
After issue of 2,956,248 New Shares under this Capital Increase	0.778%	0752%

*: Based on 10.346.868 shares at 31/12/2022

** : At 11 August 2023 there are 455,000 outstanding stock-options.

Terms and conditions of subscription

You have Preemptive Subscription Rights attached to your Egide SA shares giving you a preferential right to subscribe to the new shares at the rate of two (2) New Shares for seven (7) Preemptive Subscription Rights (1 existing share giving entitlement to 1 Preemptive Subscription Right).

- Either you have an exact and sufficient number of existing shares to be able to subscribe through your Preemptive Subscription Rights to a whole number of new shares (for example, if you have seven (7) Egide shares, you will have a preferential right to subscribe to two (2) New Shares).
- Or you do not have a sufficient number of existing shares to obtain a whole number of New Shares, in which case you can purchase or sell a number of Preemptive Subscription Rights that will result in your holding a multiple enabling you to acquire a whole number of new shares (two (2) New Shares for seven (7) Preemptive Subscription Rights).

You may also, in addition to your subscriptions made using your Preemptive Subscription Rights, subscribe on a non-preemptive basis by 31 August 2023 (although your subscription will be taken into account only if the transaction has not already been fully subscribed by holders of Preemptive Subscription Rights).

Each subscription must be accompanied by payment of the subscription price.

Indicative timetable of the transaction

- 11 Aug. 2023** Board of Directors' decision concerning implementation of the transaction and the final terms and conditions thereof.
- 14 Aug. 2023** Issue of the Company's press release describing the principal features of the capital increase.
- Publication of the notice to shareholders in the *Bulletin des Annonces Légales et Obligatoires (BALO)* (French bulletin of compulsory legal notices).
- Issue by Euronext of the notice concerning the offering announcing the listing of the preemptive subscription rights.
- 16 Aug. 2023** Accounting day at the end of which holders of existing shares recorded in their accounts will be allotted preemptive subscription rights.
- 17 Aug. 2023** Admission and opening of the preemptive subscription rights trading period on the Euronext Growth market.
- 21 Aug. 2023** **Opening of the subscription period**
- 29 Aug. 2023** End of the preemptive subscription rights trading period on the Euronext Growth market.
- 31 Aug. 2023** **Close of the subscription period**
- 5 Sept. 2023** Issue of the Company's press release on the results of the subscriptions.
- Issue by Euronext Paris of the notice of admission of the New Shares indicating the final amount of the Capital Increase and the allocation scale for subscriptions to excess New Shares.
- 7 Sept. 2023** Settlement of the transaction and admission of the New Shares to trading on Euronext Growth.

Warning

Pursuant to Article L. 411-2-1 1° of the French Monetary and Financial Code and Article 211-2 of the General Regulation of the Autorité des Marchés Financiers ("AMF") (the French financial markets authority), the Capital Increase does not require a prospectus approved by the AMF because the total amount of the offering calculated over a period of twelve months does not exceed 8 million Euros.

A notice to shareholders concerning this transaction will be published on 14 August 2023 in the *Bulletin des Annonces Légales et Obligatoires (BALO)*.

Risk factors

The principal risk factors associated with the issue are mentioned below:

- the market for the preemptive subscription rights could offer only limited liquidity and be highly volatile;
- shareholders who do not exercise their preemptive subscription rights will see their shareholding in the Company's capital diluted;
- the market price of the Company's shares could fluctuate and fall below the issue price of the shares to be issued under the preemptive subscription rights;
- the volatility and liquidity of the Company's shares could fluctuate significantly;
- if the market price of the Company's shares falls, the preemptive subscription rights could suffer a loss in value.

Before investors take any investment decision, they are invited to consider the risk factors described in the 2022 Annual Financial Report available on Egide's website (www.Egide-group.com) in the section "Finance – Financial Information".

7. Terms and conditions of the Bond Issue

Alongside the Capital Increase, on 9 August 2023 Egide entered into a bond issue and subscription agreement in the amount of €750,000 (the "Bond Issue") with Compagnie Nationale de Navigation, an entity affiliated to Mr Patrick Molis.

The Bond Issue bears interest at 8% a year and will be repayable in full (principal and interest) on 14 December 2023.

Under the bond issue and subscription agreement, Compagnie Nationale de Navigation will be able to request that the principal and interest outstanding from Egide under the Bond Issue be repaid in full or in part by setting off receivables against the subscription price of the shares subscribed by Compagnie Nationale de Navigation under a capital increase by the Issuer, the features and terms and conditions of which will be discussed and agreed by the parties.

Compagnie Nationale de Navigation's subscription will thus be limited to the lower of the two following amounts: (i) the amount of principal and interest outstanding from Egide under the Bond Issue, and (ii) the amount above which Compagnie Nationale de Navigation would exceed the threshold of 30% of Egide's capital or voting rights.

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About the EGIDE Group – You can find all the latest news about the Group online at: www.egide-group.com and [LinkedIn](#)

Egide is an international group specialising in the manufacture of hermetic packages and heat dissipating solutions for sensitive electronic components. We are active in cutting-edge markets with high technological barriers in all critical environments (thermal imaging, optoelectronics, hyper-frequency components, power packages, etc.). Egide is the only dedicated global player and has manufacturing operations in France and the United States.

Egide is listed on Euronext Growth Paris™- ISIN: FR0000072373 - Mnemo: ALGID