

ANNOUNCEMENT
OF THE RESULTS OF THE MANDATORY TENDER OFFER OF THE COMPANY
"GINGER DIGITAL BIDCO SOCIETE ANONYME"
TO THE SHAREHOLDERS OF THE COMPANY
«EPSILON NET SOCIETE ANONYME FOR INFORMATICS, EDUCATION AND HIGH TECHNOLOGY PRODUCTS»
FOR THE ACQUISITION OF ALL THEIR ORDINARY, REGISTERED, VOTING SHARES AT A PRICE OF EUR 12.00 PER SHARE IN CASH

5 August 2024

1. In accordance with article 23 of Law 3461/2006 (the "Law"), the société anonyme under the corporate name "GINGER DIGITAL BIDCO SOCIETE ANONYME" (the "Offeror"), announces the results of the mandatory tender offer (the "Tender Offer") that the Offeror has submitted on 25 April 2024 (the "Date of Creation of the Obligation to Submit a Tender Offer") to the shareholders of the listed Greek société anonyme under the name "EPSILON NET SOCIETE ANONYME FOR INFORMATICS, EDUCATION AND HIGH TECHNOLOGY PRODUCTS" (the "Company"), for the acquisition of all of their common registered, intangible, voting shares, with a nominal value of €0.075 each (the "Shares"), which were not held by the Offeror and the Coordinated Persons on the Date of Creation of the Obligation to Submit a Tender Offer, i.e. 20,100,000 Shares, which corresponded to approximately 37.08% of the total paid-up share capital and voting rights of the Company, at a price of €12.00 per Share in cash (the "Offered Consideration").

It is noted that the Tender Offer is mandatory as defined in Article 7 par. 1 of the Law. On the date of the lapse of the Acceptance Period, the Tender Offer is not subject to any condition, taking into account that the final written approval decision from the Romanian Competition Council as specified in section 1.17 of the Information Circular has already been obtained and therefore, the Condition has already been satisfied.

The words and phrases as well as the combination of words and phrases with initial capital letters, the definition of which is given in the Information Circular prepared by the Offeror, approved by the Board of Directors of the Capital Market Commission (the "HCMC") on 28 June 2024 and published in accordance with the Law will have the same meaning when used herein, unless otherwise defined or the context otherwise requires.

2. The Acceptance Period started on 1 July 2024 and ended on 2 August 2024. During the Acceptance Period, 119 Shareholders lawfully and validly accepted the Tender Offer (the "Accepting Shareholders") and tendered in aggregate 6,380,872 Shares, representing approximately 11.77% of the Company's total paid-up share capital and voting rights (the "Tendered Shares").

Moreover, during the time period from the Date of Creation of the Obligation to submit the Tender Offer until the lapse of the Acceptance Period, the Offeror acquired, through the ATHEX, in total 11,351,330 shares of the Company, that correspond to 20.94% of the total paid-up capital and voting rights of the Company at a price per share equal to the Offered Consideration.

Therefore, based on the existing percentage of voting rights already held by the Offeror and the Persons Acting in Concert with the Offeror in the Company and those corresponding to the Tendered Shares upon completion of the over-the-counter transfer of the Offered Shares to the Offeror, in accordance with the Information Circular (the "Completion"), the Offeror and the Persons Acting in Concert with the Offeror will hold a total of 51,832,202 Shares and voting rights of the Company, corresponding to approximately 95.63% of the total paid-up share capital and voting rights of the Company.

3. The payment of the Offered Consideration to the Accepting Shareholders is expected to begin on or about 07.08.2024. The Offeror will pay the Offered Consideration to the account of ATHEXCSD in TARGET 2, as well as all the related charges/rights of ATHEXCSD, as defined in no. 18/22.02.2021 decision of the Board of Directors of ATHEXCSD, as amended and valid. After the payment of all the mentioned amounts, ATHEXCSD will pay on the same day the amounts corresponding to the Offered Consideration to each Participant for the benefit of the Accepting Shareholders, after deducting the tax mentioned below, by crediting these amounts to the accounts of the respective Participants/Intermediaries in TARGET 2 and thereafter, on the same day or at the latest within the next working day, ATHEXCSD will proceed with the transfer of the Shares from the Securities Accounts of the Accepting Shareholders to the Securities Account of the Offeror.

4. It should be noted that the Offeror undertakes on behalf of the Accepting Shareholders, the payment of the provided fees for the settlement of the transfer of the Tendered Shares in favour of ATHEXCSD, that are provided for in the Annex of the codified decision no. 18 (meeting 311/22.02.2021) of the Board of Directors of ATHEXCSD and today amounts to 0.08% multiplied by the value of the transfer, with a minimum fee equal to the lowest between €20 and 20% multiplied by the value of the transaction for each Accepting Shareholder, as in force.

Furthermore, it is pointed out that from the Offered Consideration payable to the Accepting Shareholders will be deducted the amount corresponding to the tax provided for in article 9 of Law 2579/1998, which currently amounts to 0.10% and is calculated on the value transaction for the transfer of the Tendered Shares to the Offeror.

5. Given that the Offeror and the Persons Acting in Concert with the Offeror, upon Completion, will hold a total of Shares representing more than 90% of the total paid-up share capital and voting rights of the Company, the Offeror:

- i. will exercise the Squeeze-out Right, in accordance with article 27 of the Law and the decision 1/644/22.4.2013 of the Board of Directors of HCMC, without delay after the Completion and will demand the transfer to the Offeror, against the Offered Consideration, of the Shares of the remaining Shareholders who did not accept the Tender Offer or did not accept it legally and validly, and accordingly
- ii. will be obliged, in accordance with article 28 of the Law and Decision 1/409/29.12.2006 of the Board of Directors of the HCMC, to acquire on the stock exchange, all the Shares that will be offered to it by the remaining Shareholders by exercising the Sell out Right, within a period three (3) months from this announcement, otherwise until any earlier suspension of trading of the Shares, in the context of the process of acquiring the Shares by the Offeror pursuant to the exercise of the Squeeze-out Right and at a price per Share equal to the Offered Consideration. For this purpose, the Offeror, through the relevant Participant of the Athens Stock Exchange, will enter into the electronic trading system of the Athens Stock Exchange, from the opening of the market on Monday 05.08.2024 and thereafter, a standing order to purchase up to 2,367,798 Shares, at the price of 12.00 Euros per Share, in order to satisfy the sell orders of the Company's Shareholders during this time period by exercising the Sell out Right.

6. After the completion of the Squeeze-out Right and Sell out Right process, the Offeror and the Persons Acting in Concert with the Offeror, who will own 100% of the total paid-up share capital and voting rights of the Company, will request the convening of the General Meeting of the Company's Shareholders with regarding the decision to delist the Company's Shares from the ATHEX, in accordance with article 17 par. 5 of Law 3371/2005 and will vote in favor of this decision. Following the adoption of the said decision by the General Meeting of the Company's Shareholders, the Company will submit to the HCMC request to delist the Company's Shares from the ATHEX.

7. Euroxx Securities SA. acted as Advisor to the Offeror for the Tender Offer.
