



PRESS RELEASE – REGULATED INFORMATION

GLOBAL GRAPHICS – CASH ACQUISITION OF GLOBAL GRAPHICS PLC BY CONGRA SOFTWARE SARL

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION (EU) NO 596/2014 ON MARKET ABUSE REGULATION ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THE INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN FOR THE PURPOSES OF MAR.

Cambridge (UK), 5 October 2018 (18:00 CEST): The boards of Global Graphics PLC (Euronext: GLOG) ("**Global Graphics**") and Congra Software S.à.r.l. ("**Congra**") announce that they have reached agreement on the terms of a proposed all cash acquisition by Congra of the entire issued and to be issued share capital of Global Graphics (other than shares already held by Congra, its affiliates or related parties and excluding treasury shares) (the "**Transaction**"), intended to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

Under the terms of the Transaction, each Global Graphics shareholder will be entitled to receive:

EUR 4.25 in cash for each Global Graphics share.

The offer price implies a value of approximately EUR 50.30 million for the entire issued share capital of Global Graphics, and represents:

- a premium of approximately 9.0 per cent. to the closing price per Global Graphics share of EUR 3.90 on 4 October 2018 (being the last Business Day prior to the date of this announcement);
- a premium of approximately 11.3 per cent. to the one month volume weighted average price of EUR 3.82 per Global Graphics share to 4 October 2018;
- a premium of approximately 13.3 per cent. to the three month volume weighted average price of EUR 3.75 per Global Graphics share to 4 October 2018; and
- a premium of approximately 30.0 per cent. to the twelve month volume weighted average price of EUR 3.27 per Global Graphics share to 4 October 2018.

The Transaction will be conditional on matters customary for a transaction of this nature including, amongst other things:

- at a meeting or meetings convened by the Court in relation to the Scheme (the '**Court Meeting**'), the approval of a majority in number of those Global Graphics shareholders in each relevant class of members present and voting, either in person or by proxy, representing at least 75 per cent. in value of the relevant shares voted;

- at a further shareholder meeting or meetings (the '**General Meeting**'), the approval of certain resolutions necessary to enable the Scheme and Transaction to take effect by each relevant class of Global Graphics shareholders; and
- the sanction of the Scheme by the Court.

Upon the Scheme becoming effective, it will be binding on all Global Graphics shareholders whose shares are subject to the Scheme, irrespective of whether or not they attended or voted at the meetings.

Powergraph BVBA has agreed with Congra that Congra will acquire the Global Graphics shares held by Powergraph outside of the Scheme. The consideration for the acquisition of such shares by Congra shall be the issuance of additional shares in Congra. It is intended that this transfer shall occur after the Scheme becomes effective.

As the Transaction is intended to be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006, the acquisition will not be subject to the rules of the Belgian Financial Services and Markets Authority that govern takeover bids. In addition, as the UK Takeover Panel considers the Company's place of central management and control to be outside of the UK, the Transaction will not be subject to the rules of the UK Takeover Code.

The Company intends to be open and transparent with shareholders and give clear guidance on actions that need to be taken by shareholders, including specific dates that Global Graphics shareholder proxy appointments need to be received by. Global Graphics shareholders will be sent further information in due course.

About Congra

Congra is a holding company which, through its subsidiaries, develops and sells enterprise software for the graphics arts industry. The operating subsidiaries trade primarily under the name of HYBRID Software (<https://www.hybridsoftware.com>), selling their solutions known as Cloudflow and Packz. Guido Van der Schueren is the controlling shareholder of Congra and has been Chairman of Global Graphics since May 2014.

View of the Global Graphics' board

The Independent Directors of Global Graphics consider the financial terms of the Transaction to be fair and reasonable. Accordingly, the Independent Directors intend to recommend unanimously that Global Graphics shareholders vote in favour of the Scheme at the Court Meeting and that they vote in favour of resolutions necessary to enable the Scheme and Transaction to take effect at the General Meeting.

Gary Fry Global Graphics' CEO comments, "The board believes that this is a good outcome for shareholders. We believe that the offer constitutes a fair representation of our value. We have enjoyed a strategic partnership with Hybrid Software for a number of years as a technology partner, and in a number of instances have been working together to offer customers a broader spread of software solutions. Furthermore, we have benefitted from the direction and support that Guido has given us during his time as our Chairman. I see only positive benefits for our partners, customers and employees."

Guido Van der Schueren states, "Global Graphics has done an excellent job at opening up new markets, notably in industrial inkjet, and has achieved great success over the past 5 years. Together we have the opportunity to grow further by strengthening our product offerings and leveraging a global sales infrastructure. The acquisition is the logical next step in creating a global business that provides pre-press and printing solutions that will touch many sectors of print and make a real difference to the productivity and profitability of the print shop."

Irrevocable undertakings and support

Congra has received an irrevocable shareholder undertaking from Johan Volckaerts and Clema Capital Sàrl to vote, or procure to vote in favour of the Scheme at the Court Meeting and the General Meeting in respect of 1,973,068 Global Graphics shares representing 16.67% of the issued share capital of Global Graphics as at 4 October 2018 (being the last Business Day prior to this announcement). The irrevocable undertaking will lapse and cease to have any effect: in certain circumstances including (a) immediately if Congra announces that it does not intend to proceed with the Transaction; (b) if the Scheme or any resolution proposed which is required to implement the Scheme is not approved by the requisite majority of shareholders of Global Graphics at a shareholders' meeting; or (c) on and from the earlier of 31 March 2019; and the time and date on which the Transaction is withdrawn, lapses or otherwise terminates in accordance with its terms.

Management incentives

There are no management incentives offered by Congra to existing Global Graphics management.

Trading on Euronext

If the Transaction becomes effective, Global Graphics intends to de-list its shares from trading on Euronext. In the meantime, the Global Graphics shares will continue to trade on Euronext.

Financing

The cash consideration payable to Global Graphics shareholders will be funded from a combination of Congra's own cash resources, new bank debt and capital increases of Congra underwritten by its main shareholders. Congra has obtained, on a conditional basis, secured working capital and term loans with KBC Bank.

Scheme Document

The Scheme Document will include further information about the Transaction including full terms and conditions, together with the notice of Court Meeting, notice of General Meeting, the expected timetable and will specify the actions to be taken by Global Graphics shareholders.

Further information

This announcement is for information purposes only. It is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Transaction or otherwise. The Transaction will be implemented solely pursuant to the terms of the Scheme Document. Any vote or other response to the Transaction should be made only on the basis of the information in the Scheme Document.

This announcement does not constitute a prospectus or a prospectus equivalent document.

This announcement has been prepared for the purpose of complying with English law, Belgian law and MAR and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England or Belgium.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom or Belgium may be restricted by law and therefore any persons who are not resident in the United Kingdom or Belgium who are subject to the laws of any jurisdiction other than the United Kingdom or Belgium (including any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Transaction is sent or made available to Global Graphic shareholders in that jurisdiction (a '**Restricted Jurisdiction**')) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or Belgium or who are subject to the laws of another jurisdiction to participate in the offer pursuant to the Transaction or to vote their Global Graphics shares in respect of the Scheme at the Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Transaction disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Congra and permitted by applicable law and regulation, participation in the Scheme shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.

The availability of the offer pursuant to the Transaction to Global Graphics shareholders who are not resident in the United Kingdom or Belgium may be affected by the laws of the relevant jurisdictions in which they are resident. Further details in relation to Global Graphics shareholders in overseas jurisdictions will be contained in the Scheme Document (to the extent applicable).

Additional information for US investors

US holders of shares in Global Graphics should note that the Transaction relates to the securities of a UK company with a listing on Euronext Brussels and is proposed to be implemented pursuant to a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act, as amended. Accordingly, the transaction will be subject to UK procedural and disclosure requirements and practices applicable to a scheme of arrangement involving a target company incorporated in England and listed on Euronext Brussels, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this announcement and other documentation related to the Transaction has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

Neither the SEC nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the transaction or determined if this announcement is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

Global Graphics is located in countries other than the United States. In addition, some or all of its officers and directors reside outside the United States, and some or all of its assets are or may be located in jurisdictions outside the United States. Therefore, investors may have difficulty effecting service of process within the United States upon those persons or recovering against Global Graphics or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of the U.S. federal securities laws. Further, it may be

difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. It may not be possible to sue Global Graphics or its officers or directors in a non-US court for violations of the U.S. securities laws.

Forward Looking Statements

This announcement contains certain forward-looking statements with respect to Global Graphics and Congra. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as, without limitation, "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "hope", "continue", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the expansion and growth of the operations of Global Graphics or Congra, and (iii) the effects of government regulation on the business of Global Graphics or Congra. There are many factors which could cause actual results to differ materially from those expressed or implied in forward looking statements. Among such factors are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. They have not been reviewed by the auditors of Global Graphics or Congra. By their nature, these forward-looking statements involve known and unknown risks, uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Neither Global Graphics nor Congra nor their respective members, directors, officers or employees, advisers or any person acting on their behalf, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. No forward-looking or other statements have been reviewed by the auditors of Global Graphics or Congra.

Neither Global Graphics nor Congra nor their respective members, directors, officers, employees, advisers and any person acting on behalf of one or more of them undertakes any intention or obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required. All subsequent oral or written forward-looking statements attributable to or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast or estimate for Global Graphics or Congra for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per Global Graphics share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per Global Graphics share.

Availability of documents

This announcement and the Scheme Document are expected to be made available on Global Graphics' website at www.globalgraphics.com/investors/congra-acquisition in due course.

About Global Graphics

Through its operating subsidiaries, [Global Graphics PLC](#) (Euronext: GLOG) is a leading developer of platforms for digital inkjet printing and type design and development. Customers for digital inkjet technology include press manufacturers such as HP, Canon, Durst, Roland, Hymmen and Mark Andy. Those for font design include numerous international brands, from manufacturers such as Mercedes Benz and Siemens, to digital media and epublishing companies.

Global Graphics PLC is headquartered in Cambridge UK. Its subsidiary companies are printing software developers [Global Graphics Software](#); the type foundry, [URW Type Foundry](#), and the industrial printhead driver solutions specialists, [Meteor Inkjet](#).

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