



Notice of the draft merger by way of absorption of the company Giesecke+Devrient Mobile Security France (Absorbed Company) by the Company C.P.S. Technologies (Absorbing Company)

2017-11-16

Munich

Giesecke+Devrient

Under the terms of a private deed executed and entered into by the merging companies on November 14, 2017, the company,

C.P.S. TECHNOLOGIES

a French société par actions simplifiée with a share capital of €1,607,620, having its registered office located at ZA rue des Aqueducs, 69290 Craponne, registered with the Lyon Commercial and Companies Registry under number 385 395 926, the absorbing company,

and the company

GIESECKE+DEVRIENT MOBILE SECURITY FRANCE,

a French société par actions simplifiée with a share capital of €1,128,745, having its registered office located at 77 rue La Boétie, 75008 Paris, registered with the Paris Commercial and Companies Registry under number 492 272 695, the absorbed company,

have drafted the merger agreement by way of absorption of the company GIESECKE+DEVRIENT MOBILE SECURITY FRANCE by the company C.P.S. TECHNOLOGIES, to which the company GIESECKE+DEVRIENT MOBILE SECURITY FRANCE, would transfer all its assets valued at €7,861,571 and all its liabilities valued at €6,475,571 (as of August 31, 2017), representing a net contribution amounting to €1,386,000.

The company C.P.S. TECHNOLOGIES shall increase its share capital by €599,506 by creating 39,325 ordinary shares with a nominal value of around € 15.24 each in order to remunerate the assets and liabilities transferred by the company GIESECKE+DEVRIENT MOBILE SECURITY FRANCE.

The merger premium amounts to €786,494.

The merging companies intend to give the operation, both from an accounting and tax standpoint, a retroactive effect as from September 1, 2017.

The draft merger is subject to the completion of the following conditions precedent:

- approval of the transaction by the absorbed company's sole shareholder;
- approval of the transaction and the resulting share capital increase by the absorbing company's sole shareholder.

Creditors of the merging companies, whose claims predate the date of publication of this notice, would be given the right to object to the contemplated merger under the conditions and within the time periods provided for by the Article L.236-14 of the French Code de commerce.

The merger agreement was filed on November 17, 2017 with the Paris Commercial Court Clerk's office for the absorbed company and on November 17, 2017 with the Lyon Commercial Court Clerk's office for the absorbing company.