

Regulated information – Paris on 29 April 2020

Following the conclusion of a first protocol with its financing banks and credit insurers announced on 17 March 2020, a conciliation protocol was signed on 29 April 2020 by CNIM Groupe and certain of its subsidiaries with its financing banks, its credit insurers, the French State and its historical industrial partner Martin GmbH (the "**Final Protocol**").

This protocol takes place within the framework of a conciliation proceedings initiated on 2 January 2020 at the request of CNIM Groupe by the President of the Paris Commercial Court for a period of 4 months, which was extended, during February and March 2020, to the benefit of certain subsidiaries.

This protocol is the outcome of the discussions relating to the financial restructuring of the CNIM Group conducted under the aegis of the Comité Interministériel de Restructuration Industrielle (CIRI) and of the conciliator, SCP Abitbol & Rousselet, represented by Frédéric Abitbol.

The main provisions of the protocol revolve around the implementation of new confirmed lines of signature commitments apportioned to the Group's needs until 31 December 2020, the implementation of new financing, the commitment to provide new funds by Martin GmbH via the subscription of bonds issued by CNIM Groupe and the creation of trusts and pledges to secure these new commitments.

1. Main terms of the interim protocol

As explained in its communication dated 17 March 2020, the CNIM Group has entered into an interim protocol with its financing banks, credit insurers and the French State, providing for:

- the implementation of a new confirmed line of signature commitments for a maximum amount of 88,422,615 euros corresponding to the needs of CNIM Groupe and its subsidiaries which are party to the agreement, for the 1st quarter of 2020 (the "**Initial EPS Line**"),
- CNIM Groupe has guaranteed the compliance of its subsidiaries with their commitments under the Initial EPS Line by issuing an autonomous first demand guarantee in the amount of 106,155,138 euros to the benefit of financing banks and credit insurers,
- In addition, as collateral for the Initial EPS Line, on 3 March 2020, CNIM Groupe granted senior securities account pledges on all the securities it holds or will hold in the capital of CNIM Innovation & Systèmes, CNIM Environnement & Energie, CNIM Environnement & Energie EPC, Bertin Technologies, CNIM Systèmes Industriels, CNIM Environnement & Energie Participations, CNIM Environnement & Energie O&M, CNIM Environnement & Energie Services, and LAB SA,
- the provision to CNIM Groupe by the financing banks of short-term financing for a maximum principal amount of 27,500,000 euros (the "**CT Loan**") pending the sale of the head office and receipt of the sale price,

- the provision to CNIM Groupe by the French State of short-term financing in the amount of 3,055,000 euros (the "**FDES CT Loan**") pending the sale of the head office and receipt of the sale price,
- the conclusion of a trust agreement relating to the securities of the SCI du 35 rue de Bassano as security for the CT Credit and the CT FDES Loan (the "**Bassano Trust**") entered into with the trust company Equitis Gestion.

CNIM Groupe and its banks entered into the CT Credit Agreement on 16 March 2020 and the funds were made available on 23 March 2020. The FDES CT Loan was concluded on 20 March 2020 and the funds were made available to CNIM Groupe on 27 March 2020.

The sale of the head office was concluded for a sale price of 41,295,000 euros. The Bassano Trust is due to be closed shortly and the balance of the sale price paid to CNIM Groupe for an amount of approximately 7.9 million euros (the balance of the sale price allowing the repayment of the CT Loan and the FDES CT Loan).

2. Implementation of new lines of signature commitments

The Final Protocol provides that a new line of signature commitments for a maximum amount of 222,549,820 euros (the "**New EPS Line**") will be made available to CNIM Groupe and certain subsidiaries which are party to the protocol (CNIM Systèmes Industriels, CNIM Environnement & Energie Services, CNIM Environnement & Energie O&M, LAB SA, Bertin Technologies, LAB GmbH, Exensor Technology AB and Winlight System). This New EPS Line will enable guarantees to be issued in the form of:

- personal guarantees or autonomous guarantees in favor of third parties, guaranteeing the proper performance of the commercial and financial obligations subscribed by CNIM Groupe or the relevant signatory subsidiaries,
- counter-guarantees issued in favor of third parties, and in particular in favor of other financial institutions to counter-guarantee any guarantee issued by said third party to secure the proper performance, payment, repayment of down payment or security deposit in connection with the financial obligations subscribed by a subsidiary.

The New EPS Line will cover the Group's needs until 31 December 2020 and may be extended for a further three months to allow for the issuance of signature commitments which would not have been issued before 1 January 2021, as case may be.

To secure the New EPS Line, CNIM Groupe will issue an autonomous first demand guarantee as a security of the signature commitments issued by CNIM Groupe's subsidiaries in an amount of EUR 267,059,784.

3. Implementation of new financing

In addition to the short-term financing secured by the Paris head office, the sale of which has been completed, the banking pool and the French State have each agreed to provide the group with medium-term financing.

Accordingly, medium-term financing for a maximum principal amount of EUR 35,000,000 will be made available to the company by its financing banks for a period of 12 months, extendable twice for a further 6 months, at a variable annual interest rate equal to EURIBOR

plus 6%, in addition to an annual commitment fee equal to 1% of the undrawn portion of the loan.

The French State would avail to the company a loan for a maximum principal amount of EUR 8,750,000 for a term and financial conditions identical to the commitments of the banks.

4. Commitments of Martin GmbH

Martin GmbH has undertaken to subscribe to a reserved bond issuance in the amount of 45 million euros¹ bearing interest at a fixed annual rate of 5% and with a maturity date on 31 December 2025. The bonds which would be issued would be subscribed for 25,000,000 euros in cash and for 20,000,000 euros by offsetting against a cash advance granted by Martin GmbH on 11 October 2019 bearing interest at a fixed annual rate of 1.8% per year until 30 April 2020 and 6.8% per year after.

5. Implementation of trusts and pledges

Four trusts relating in particular to (i) the shares of Bertin Technologies, (ii) the shares of CNIM Systèmes Industriels, (iii) the shares of CNIM Environnement et Energie, CNIM Environnement et Energie O&M, CNIM Environnement et Energie Services, CNIM Environnement et Energie Participations and LAB SA and (iv) the shares of CNIM Environnement & Energie EPC (being specified that the EPC activity of the CNIM Group will be transferred to CNIM Environnement & Energie EPC), in each case less one share, will be set up in order to guarantee all the payment and/or repayment obligations of all principal sums due by CNIM Groupe pursuant to the obligations subscribed in the interim protocol (including the Initial EPS Line) and the Final Protocol (including the New EPS Line), notably, the initial and new first demand guarantees, the medium-term loan from the banking pool, the French State loan and, for the trusts relating to the securities of the subsidiaries of the Group's Environment & Energy Pole, up to 25,000,000 euros or, as the case may be, 30,000,000 euros for the bonds that would be subscribed by Martin GmbH.

In addition, pledges will be granted over (i) each share held by CNIM Groupe in the companies whose other securities are transferred to a trust and over (ii) the securities of the subsidiaries of the EPC activity of the CNIM Group, pending transfer of this activity to CNIM Environnement & Energie EPC.

The trusts will thus cover the various divisions of the CNIM Group.

These trusts will also ensure the smooth implementation of the affiliation and divestment program.

The shareholders of CNIM Groupe will be consulted on the implementation of these trusts in accordance with the position-recommendation of the *Autorité des marchés financiers* n° 2015-05. In this respect, pending completion of the protocol, the general meeting scheduled for April 24 has been adjourned on 23 April and postponed to 11 May 2020.

Contrary to what was presented in the Management Board's report to the General Meeting initially convened on 24 April 2020 and made public on 3 April 2020, no trust will be set up in respect of CNIM Innovation & Systèmes, an intermediate holding company with no

¹ Instead of 40 million indicated on 3 April 2020 in the Management Board's report to the general meeting of shareholders initially convened on 24 April 2020.

operational activity, whose purpose was to hold the shares of Bertin Technologies and CNIM Systèmes Industriels. This change is justified by the abandonment of the plan to transfer the Innovation & Systems division.

6. Affiliation and divestment program

In order to secure the repayment of its creditors and the continuation of its activities, CNIM Groupe has undertaken to continue its search for buyers and/or investors to implement the affiliation or sale of its activities to third parties able to ensure the best valuation of its assets and the development of its activities over the long run.

In this context, CNIM Groupe has appointed the advisory bank Rothschild & Cie to assist it in this search.

The agreement reached with the group's financing partners and the French State sets forth a framework for this affiliation process by agreeing on a roadmap setting key milestones over a period of 12 months, after which the beneficiary creditors will be able to exercise their rights under the above-mentioned trusts.

The entry into force of the Final Protocol is subject to the satisfaction of various conditions precedent, including its approval by the Paris Commercial Court, the creation of trusts and pledges over the securities of the CNIM Group subsidiaries, the consultation of the general meeting of shareholders of CNIM Groupe on the creation of these trusts and the determination by the Autorité des marchés financiers that there is no need to implement a public tender offer.

Given the importance of the activities transferred to a trust, Soluni, the controlling shareholder of CNIM Groupe, has asked confirmation from the Autorité des marchés financiers that there is no need to file a public tender offer within the meaning of Article 236-6 of the General Regulations of the Autorité des marchés financiers. The granting of this decision by the Autorité des marchés financiers is one of the conditions requested by the Group's financial partners to provide their support and the transaction will be completed as soon as possible following the court approval order, regardless of the deadlines to appeal the decision.

Finally, the potential sale of all or part of its assets would be initiated on terms that would preserve the interests of all shareholders (including minority shareholders), in particular by using (i) a competitive sale process led by a first-rank investment bank and (ii) a valuation of the significant assets sold by a first-rank independent expert allowing the Supervisory Board of CNIM Groupe to verify that disposals are not made at a price lower than the market value determined in accordance with regulations and practices taking into account the circumstances as at the date of the disposal.

CNIM Groupe indicates in this context that the financial statements for the financial year ending 31 December 2019 will be presented to the Supervisory Board following the fulfillment of the various conditions precedent. Otherwise, the Supervisory Board would not be in a position to approve the financial statements on a going concern basis. The universal registration document will therefore be published after 30 April 2020.

About CNIM Group

Founded in 1856, CNIM is a French equipment manufacturer and industrial contractor operating on a worldwide basis. The Group provides its products and services to major public and private sector organizations, local authorities and national governments in



Environment, Energy, Defense, and High Technology markets. Technological innovation is at the core of equipment and services designed and manufactured by the Group. They contribute to produce cleaner and more competitive energy, to limit environmental impacts of industrial activities, to secure sensitive facilities and infrastructures, and to protect individuals and nation states. CNIM is listed on the Euronext exchange in Paris. It relies on a stable family-based majority shareholding structure committed to its development. The Group employs 2,613 people and had revenues of €689.8 million in 2018, 62.1% of which was from exports.

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