



Believe launches its initial public offering on the regulated market of Euronext Paris and announces its indicative price range

- **Believe (the “Company”)** is a rapidly growing company that is one of the world’s leading digital music groups, helping independent artists and labels build their audiences and careers at all stages of their development.
- The announced offering is intended to enable the Company to support its growth strategy and increase its financial flexibility.
- **Indicative price range of the French Public Offering and of the International Offering: between 19.50 euros and 22.50 euros per share.**
- **Initial size of the offering:** issuance of new ordinary shares (the “New Shares”) in an amount of approximately €300 million (corresponding to a maximum of 15,384,616 new shares, based on the low end of the indicative price range).
- **Over-allotment option for the issuance of new ordinary shares**, representing a maximum of 10% of the number of New Shares, corresponding to a maximum of 1,538,461 additional new shares (the “Additional New Shares”), based on the low end of the indicative price range.
- **Subscription commitment:** the *Fonds Stratégique de Participations* (“FSP”) has committed to the Company to place an order for shares in an amount of €60 million as part of the International Offering.
- **Subscription period:** the Offering starts on June 1st, 2021. The French Public Offering is expected to close on June 8th, 2021 at 5:00 p.m. (Paris time) for orders placed at branches of financial institutions and at 8:00 p.m. (Paris time) for orders placed online. The International Offering is expected to close on June 9th, 2021 at 12:00 p.m.(Paris time).
- **The pricing of the Offering is expected to take place on** June 9th, 2021.
- **Trading of the shares** on the regulated market of Euronext Paris is expected to start on June 10th, 2021 on a when-issued basis on the trading line “*Believe Promesses*”.

Paris, June 1st 2021 – Believe (ticker symbol: BLV), one of the world’s leading digital music companies, announces today the launch of its Initial Public Offering (IPO) in view of the admission of its shares to trading on the regulated market of Euronext Paris (Compartment A).

Denis Ladegaillerie, Founder and CEO of Believe, said: *“Our ambition is to become the global leader in developing independent artists and labels in the digital world. In the first quarter of 2021, Believe attracted the largest number of independent artists and labels since its creation. Over the past few weeks, we have met with a number of investors who have understood why Believe is ideally positioned to benefit from the digitalisation of the music market and the rise of independent artists and labels. This is notably the case of the Fonds Stratégique de Participations (FSP), which will invest 60 million euros to participate in this IPO. This transaction aims to build a solid and balanced shareholder base alongside TCV, our historical long-term shareholder specialising in technology companies, at a time when Believe is accelerating its development driven by its profitable growth trajectory. It will allow us to finance our growth, in particular through targeted acquisitions. Developing an innovative technological platform, having the best digital expertise on the market, with local teams close to artists and independent labels*

to build relationships of trust with them based on respect, transparency and fairness: these are the fundamental elements serving our ambition. Participating in this IPO, the first one of a Next 40¹ company, is also an investment in the success of tomorrow's artists and independent labels.”

On May 31st, 2021, the French Autorité des Marchés Financiers (the “**AMF**”) granted its approval under the number 21-191 on the prospectus relating to Believe’s initial public offering, consisting of a registration document approved on May 7th, 2021 under the number I.21-018, a supplement to the registration document approved on May 31st, 2021 under the number 21-191, a securities note and a summary of the prospectus (included in the securities note).

Structure of the Offering

It is expected that the offering of the shares will be carried out as part of a global offering (the “**Offering**”), including:

- An offering to the public in France in the form of an open price offer, mainly intended for individuals (the “**French Public Offering**”)
- A global placement (the “**International Offering**”), intended primarily for institutional investors, comprising:
 - A placement in France; and
 - an international private placement in selected countries, including the United States of America pursuant to Rule 144A under the *U.S. Securities Act of 1933*, as amended (the “**Securities Act**”), and outside the United States of America pursuant to *Regulation S* under the Securities Act.

An over-allotment option for the issuance of new ordinary shares is in place. It could represent a maximum of 10% of the number of New Shares, corresponding to a maximum of 1,538,461 additional new shares (the “Additional New Shares”), should it be exercised in full and on the basis of an offering price equal to the low end of the indicative price range.

Should there be sufficient demand in the French Public Offering, the number of shares allocated to subscriptions in the French Public Offering will be at least equal to 10% of the total number of shares offered in the Offering (before potential exercise of the over-allotment option).

Size of the Offering

The gross proceeds of the issuance of the New Shares amount to approximately €300 million and may be increased to a maximum of approximately €330 million, should the over-allotment option be exercised in full.

The amount of the net proceeds of the issuance of the New Shares is estimated at approximately €280 million (€309 million in case of full exercise of the over-allotment option).

Indicative price range

The Offering price may be within an indicative price range of between 19.50 euros and 22.50 euros per share.

The price of the Offering may be set outside this range and the range may be modified at any time, until and including the pricing date of the Offering.

Should the top end of the indicative price range be increased or should the price of the Offer be set above this top end (including as increased), the closing of the French Public Offering will be postponed or a new French Public Offering period will open, as applicable, so that at least two days pass between the date of the press release announcing this modification and the new closing date of the French Public Offering. The orders placed as part of the French Public Offering before the aforementioned press release will be maintained, unless they are expressly revoked at the latest before the new closing date of the French Public Offering.

¹ The Next 40 is a selection of 40 French companies with very high potential and the ambition to quickly become world-class technology leaders.

The price of the Offering may be freely set below the low end of the indicative price range (absent a significant impact on the other parameters of the Offering).

Indicative timetable of the Offering

The French Public Offering opens on June 1st, 2021 and is expected to close on June 8th, 5:00 p.m. (Paris time) for orders placed at branches of financial institutions and 8:00 p.m. (Paris time) for online orders.

The International Offering opens on June 1st, 2021 and is expected to close on June 9th, 2021 at 12:00 p.m. (Paris time).

The pricing of the Offering is expected to take place on June 9th, 2021.

The trading of Believe shares on a when-issued shares basis on the trading line “*Believe Promesses*” is expected to start on June 10th, 2021 on the regulated market of Euronext Paris.

Settlement and delivery of shares issued in the French Public Offering and the Global Placement is expected to occur on June 11th, 2021.

Rationale for the Offering

The Offering mainly aims to support the Group’s development and growth strategy focused on (i) the continuation of the Group's international expansion, (ii) the continuation of a targeted external growth strategy and (iii) the improvement and extension of existing capabilities through investments in its technology platform. The Group intends in particular to allocate the proceeds of the New Shares issuance towards financing the investments until 2023 identified in its 2022-2025 development plan.

In the context of the Offering, the Company also intends to refinance its existing indebtedness. Approximately €90 million of the proceeds of the New Shares issuance will therefore be allocated to the repayment of all amounts due under the Company’s existing Credit Agreement. This repayment will be made together with the implementation of a new revolving credit facility in an amount of €170 million, entered into on 6 May 2021 with a syndicate of international banks, which give the Group additional means of financing its development and growth strategy.

Subscription commitment

The *Fonds Stratégique de Participations* (“FSP”) has committed to the Company to place an order for shares, within the indicative price range, in an amount of €60 million as part of the International Offering.

Revocation of subscription orders

The subscription orders placed as part of the French Public Offering can be revoked. The mechanics to revoke orders are determined by each financial intermediary. An investor wishing to revoke an order should therefore contact its financial intermediary.

An order placed as part of the International Offering may be revoked via the financial intermediary with whom the order was placed until June 9th, 2021 at 12:00 p.m. (Paris time), unless the International Offering is closed in advanced or extended.

Financial intermediaries

Citi, J.P. Morgan and Société Générale are acting as Joint Global Coordinators and Joint Bookrunners.

BNP Paribas, Goldman Sachs, HSBC and UBS are acting as Joint Bookrunners.

Rothschild & Co is acting an independent financial advisor to Believe.

Lock-up agreements

Believe is committing to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions.

TCV, Ventech and XAnge are committing to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions.

Denis Ladegaillerie is committing to a lock-up of 365 calendar days following the settlement date of the Offering, subject to certain customary exceptions. In addition, Mr Ladegaillerie will commit to a 3-year lock-up pursuant to the shareholders' agreement to be entered into with TCV, Ventech and XAnge in the context of the IPO, subject to certain exceptions and conditions.

GP Bullhound is committing to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions.

The *Fonds Stratégique de Participations* (FSP) is committing to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions.

Holders of warrants for shares ("BSA") and warrants for subscription to business creator shares ("BSPCE") within the Group (including certain managers and executives of the Group) are committing to a lock-up of 90 calendar days following the settlement date of the Offering for the new ordinary shares that would be allocated to them should their BSA and BSPCE be exercised. This period will be 365 calendar days (i) for all managers and executives of the Group, for all new ordinary shares that would be allocated to them as part of the exercise of the BSA and BSPCE they hold in respect of the 2018 and 2019 plans and (ii) for all holders of BSA and BSPCE within the Group in respect of the 2018 and 2019 plans, for the BSA and BSPCE that would not yet be exercisable as of the settlement date of the Offering.

Publicly available information

Copies of the French prospectus that has been approved by the AMF on May 31st, 2021 under the number 21-191, consisting of a registration document (*document d'enregistrement*) approved on May 7th, 2021 under the number I.21-018, a securities note and a summary of the French prospectus (included in the securities note), are available free of charge upon request to the company at Believe, 24 rue Toulouse Lautrec, 75017 Paris, France, as well as on the website of the AMF (www.amf-france.org) and on the company's website dedicated to its IPO process (www.ipo.believe.com).

The Group draws attention to the risk factors contained in Chapter 3 of the registration document and in Section 2 of the securities note. The occurrence of one or more of these risks may have a material adverse effect on the business, reputation, financial condition, results of operations or prospects of the Group, as well as on the market price of Believe's shares.

About Believe – Believe is one of the world's leading digital music company. Believe's mission is to develop independent artists and labels in the digital world. We accomplish our mission by providing them the solutions they need to grow their audience at each stage of their career and development. Believe's passionate team of digital music experts around the world leverages the Group's global technology platform to advise artists and labels, distribute and promote their music. Our 1,270 employees in more than 50 countries aim to support independent artists and labels with a unique digital expertise, respect, fairness and transparency. Believe offers its various solutions through a portfolio of brands including TuneCore, Believe, Nuclear Blast, Naïve, Groove Attack and AllPoints.

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Disclaimer

This announcement does not, and shall not, in any circumstances constitute a public offering nor an invitation to the public in connection with any offer.

No communication and no information in respect of this transaction or of Believe may be distributed to the public in any jurisdiction where a registration or approval is required. No steps have been or will be taken in any jurisdiction (other than France) where such steps would be required. The issuance, the subscription for or the purchase of Believe's shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. Believe assumes no responsibility for any violation of any such restrictions by any person.

This announcement is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and the Council of 14 June 2017 (the "Prospectus Regulation"). The prospectus approved by the AMF is available on the AMF website (www.amf-france.org) and the company's website dedicated to the IPO (www.ipo.believe.com).

In France, an offer of securities to the public may only be made pursuant to a prospectus approved by the AMF. With respect to the member States of the European Economic Area (each, a "relevant member State"), other than France, no action has been undertaken or will be undertaken to make an offer to the public of the shares requiring a publication of a prospectus in any relevant member State. Consequently, the securities cannot be offered and will not be offered in any member State (other than France), except in accordance with the exemptions set out in Article 1(4) of the Prospectus Regulation, or in the other case which does not require the publication by Believe of a prospectus pursuant to the Prospectus Regulation and/or applicable regulation in the member States.

This press release does not constitute an offer of the securities to the public in the United Kingdom. The distribution of this press release is not made, and has not been approved, by an authorized person ("authorized person") within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is directed only at persons who (i) are located outside the United Kingdom, (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (as amended) and (iii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (all such persons together being referred to as "Relevant Persons"). The securities of Believe are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire the securities of Believe may be proposed or made other than with Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

This press release does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction (other than France). Securities may not be offered or sold in the United States unless they have been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or are exempt from registration. The shares of Believe have not been and will not be registered under the U.S. Securities Act and Believe does not intend to make a public offer of its shares in the United States.

The distribution of this document in certain countries may constitute a breach of applicable law. The information contained in this document does not constitute an offer of securities for sale in Canada, Australia or Japan. This press release may not be published, forwarded or distributed, directly or indirectly, in the United States, Canada, Australia or Japan.

J.P. Morgan AG, acting as Stabilization Agent, may, for a period of 30 days following the date of public disclosure of the offering price (i.e., until 9 July 2021 inclusive) (but not under any circumstances), in accordance with the applicable laws and regulations, in particular those of Delegated Regulation No 2016/1052 of the European Commission of March 8, 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament European Union and the Council and concerning the conditions applicable to buyback programs and stabilization measures,

to carry out stabilization operations in order to stabilize or support the price of Believe's shares on the regulated market of Euronext Paris. In accordance with Article 7 of Delegated Regulation No 2016/1052 of the European Commission of March 8, 2016, stabilization operations may not be carried out at a price higher than the offering price. Such interventions may affect the price of the shares and may result in the determination of a higher market price than would otherwise prevail. Even if stabilization operations were carried out, J.P. Morgan AG could, at any time, decide to discontinue such operations. The information will be provided to the competent market authorities and to the public in accordance with Article 6 of the abovementioned Regulation. Pursuant to the provisions of Article 8 of the abovementioned Regulation, J.P. Morgan AG, acting on behalf of the underwriters, may make over-allotments in connection with the offer up to the number of shares covered by the over-allotment option, plus, if applicable, a number of shares representing 5% of the offer (excluding exercise of the over-allotment option).

Forward-Looking Statements

Certain information included in this press release are not historical facts but are forward-looking statements. These forward-looking statements are based on current beliefs, expectations and assumptions, including, without limitation, assumptions regarding present and future strategy and the environment in which the Group operates, and involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements, or industry results or other events, to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include those set out and detailed in Chapter 3 "Risk Factors" of the registration document.

Forward-looking statements speak only as of the date of this press release and the Group expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements included in this press release to reflect any change in expectations or any change in events, conditions or circumstances on which these forward-looking statements are based. Forward-looking information and statements are not guarantees of future performances and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of the Group. Actual results could differ materially from those expressed in, or implied or projected by, forward-looking information and statements.

Information to distributors:

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares offered in the Offering (the "Offered Shares") have been subject to a product approval process, which has determined that the Offered Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Offered Shares may decline and investors could lose all or part of their investment; the Offered Shares offer no guaranteed income and no capital protection; and an investment in the Offered Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment for any particular client of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offered Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares and determining appropriate distribution channels.

