

THIS PRESS RELEASE DOES NOT CONSTITUTE A TENDER OFFER AND IS NOT INTENDED FOR DISTRIBUTION IN JURISDICTIONS WHERE THE OFFER WOULD NOT BE PERMITTED.

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PRESS RELEASE DATED 31 MAY 2024

AVAILABILITY OF THE DOCUMENT OTHER INFORMATION RELATING IN PARTICULAR TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF UPBEAT BIDCO IN THE CONTEXT OF THE SIMPLIFIED TENDER OFFER

for the shares of the company

believe[®]

initiated by

Upbeat BidCo SAS “BidCo”

presented by



Bank presenting the offer and acting as guarantor

and



Bank presenting the offer

PRICE OF THE OFFER:

€15 per Believe share

DURATION OF THE OFFER:

15 trading days

The timetable for the simplified tender offer (the “Offer”) will be set out by the French *Autorité des Marchés Financiers* (the “AMF”) in accordance with the provisions of its general regulation.

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Translation for information purposes only. In case of discrepancy between the French and English version, the French version shall prevail.*



This press release was prepared by Upbeat BidCo and made available to the public pursuant to article 231-28 I of the general regulation of the AMF (“**AMF General Regulation**”).

Pursuant to article L. 621-8 of the French Monetary and Financial Code and article 231-23 of the AMF General Regulation, the AMF has, pursuant to its clearance decision dated May 30, 2024 regarding the simplified tender offer for Believe shares (the “**Offer**”), granted visa no. 24-179 to the offer document prepared by Upbeat BidCo (“**Offer Document**”).

IMPORTANT NOTICE

The Offer is not and will not be proposed in any jurisdiction where it would not be permitted under applicable law. Acceptance of the Offer by persons residing in countries other than France and the United States of America may be subject to specific obligations or restrictions imposed by legal or regulatory provisions. The recipients of the Offer are solely responsible for compliance with such laws and it is therefore their responsibility, before accepting the Offer, to determine whether such laws exist and are applicable, based on the advice they obtain from their own advisers.

For more information, see Section 2.13 (*Offer restrictions outside of France*) of the Offer Document.

The information relating in particular to the legal, financial and accounting characteristics of Upbeat BidCo, has been filed with the AMF on 31 May 2024 and supplements the Offer Document prepared by Upbeat BidCo.

The document presenting the other information relating in particular to the legal, financial and accounting characteristics Upbeat BidCo and the Offer Document approved by the AMF (section 2.7 of which describes the procedure for tendering Shares in the Offer) is available on the website of Believe (www.believe.com) and the website of the AMF (www.amf-france.org) and may be obtained free of charge from:

Goldman Sachs Bank Europe SE

Marieturm
Taubusanlage 9-10
60329 Frankfurt am Main
Germany
 (“**Goldman Sachs**”)

Upbeat BidCo SAS

176, avenue Charles de Gaulle
92200 Neuilly-sur-Seine
 (“**BidCo**” or the “**Offeror**”)

BNP Paribas

(M&A EMEA Department)
5, boulevard Haussmann
75009 Paris
 (“**BNP Paribas**”)

Important disclaimer

This press release has been prepared for information purposes only. It does not constitute an offer to purchase. The dissemination, publication or distribution of this press release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Offer will not be directed to persons subject to such restrictions, either directly or indirectly, and may be accepted from any country where the Offer would be subject to such restrictions. The press release is not intended to be published and disseminated in such countries. Accordingly, persons in possession of this press release are required to inform themselves about and to comply with any local restrictions that may apply.

Upbeat BidCo disclaims any liability for any breach of these restrictions by any person.