



## **Believe has received a proposal from a consortium to make an offer for all outstanding shares at 15 euros per share**

- **TCV, EQT, together with Denis Ladegaillerie have agreed to form a consortium to make an offer for all Believe outstanding shares;**
- **Offer Price of €15 per share representing a premium of +21.0% over the last closing price before announcement of the offer, and a premium of +43.8% and +52.2% respectively over the volume-weighted 30 and 120-day average share prices;**
- **The Board of Directors of Believe, acting unanimously, favorably welcomes the proposal and has set up an ad-hoc committee made up of 3 independent directors and appointed Ledouble as an independent expert;**
- **Tender offer expected to be filed with the AMF during the second quarter of 2024;**
- **Believe takes the opportunity of this announcement to reiterate its 2023 outlook.**

**Paris, 12 February 2024** – Funds managed by TCV and EQT, together with Denis Ladegaillerie, the Chairman and CEO of Believe (the “**Company**”), have agreed to form a consortium with a view to make an offer for all Believe outstanding shares at 15 euros per share (the “**Offer Price**”) upon having acquired an additional stake in Believe from TCV Luxco BD S.à r.l., Ventech and XAnge.

### **Transaction details**

The consortium has agreed to acquire the stakes of TCV Luxco BD S.à r.l., Ventech and XAnge, historical shareholders of Believe, representing respectively 41.14%, 12.03% and 6.29% of Believe shares at the Offer Price (the “**Blocks Acquisitions**”). In addition, it is contemplated that Denis Ladegaillerie, the founder, would contribute a portion of his Company shares (representing 11.17% of the share capital) and sell the remaining portion (representing 1.29% of the share capital) to

the consortium. Such acquisitions and contributions would bring the consortium's ownership at 71.92% of the capital. The Consortium has also obtained from other shareholders of the Company undertakings to tender their shares in the Offer (representing 3% of the capital of the Company). Following the consummation of the Blocks Acquisitions and the contribution, the consortium<sup>1</sup> would file a mandatory tender offer for the remaining Believe shares at the Offer Price (the "**Offer**"), with a view to take the company private should the consortium reach the levels to implement a squeeze-out.

The Blocks Acquisitions and the ensuing Offer are subject to, on the one hand, obtaining the necessary regulatory approvals, and, on the other hand, on the Board of Directors of Believe giving its positive recommendation of the Offer notably following issuance of the independent expert report relating to the Offer stating that the take private Offer is fair from a financial standpoint, and consultation of the social and economic committee of Believe, the Board stating that the Offer is in the interest of Believe, its shareholders and its employees and recommending to all shareholders to tender the shares they hold in Believe into the Offer.

### **Proposal submission to Believe's Board of Directors**

The Board of Directors of Believe has taken note of this proposal, including of its conditions precedent. It notes that the Offer Price of €15 per share represents a premium of +21.0% over the last closing price before announcement of the offer, and a premium of +43.8% and +52.2% respectively over the volume-weighted 30- and 120-day average share prices.

The Board of Directors of Believe, acting unanimously, favorably welcomes the proposal, without prejudice to the outcome of its detailed study of its terms, notably with the benefit of the report of the independent expert on the fairness of the Offer Price and the absence of ancillary arrangements affecting the equal treatment of shareholders.

The Board of Directors of Believe has created an ad-hoc committee composed of 3 independent directors<sup>2</sup>, to review the work of the independent expert and prepare a draft reasoned opinion ("*avis motivé*") on the Offer. Such reasoned opinion will be provided in the reply document prepared by Believe.

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<sup>1</sup> Through a special purpose company controlled by the consortium

<sup>2</sup> The other Board members are linked either to the consortium or to shareholders having agreed to sell their shares in Believe to the consortium.

Acting upon the proposal of the ad-hoc committee, and in accordance with article 261-1 of the AMF General Regulations, the Board of Directors of Believe has appointed Ledouble, represented by its partners Agnès Piniot and Romain Delafont, to act as the independent expert and establish a report on the financial conditions of the Offer (including in the context of a possible squeeze-out) and the absence of ancillary arrangements which could be contrary to the principle of equal treatment of shareholders. The conclusion of the report shall be presented as a fairness opinion.

Believe has appointed Citigroup Global Markets Europe AG and Gide Loyrette Nouel as financial and legal advisers to assist the Company and the ad-hoc committee of the Board of Directors in their evaluation of the Offer.

### **Next steps**

It is contemplated that the tender offer will be filed with the AMF during the second quarter of 2024, should the Blocks Acquisitions be consummated in the event that the conditions precedent are satisfied.

### **2023 Outlook**

Believe posted a strong performance in 2023, and the company takes the opportunity of this communication to reiterate its 2023 outlook:

- Organic growth of +14% for FY'23, or an adjusted<sup>3</sup> organic growth of c. +19%.
- Adjusted EBITDA margin slightly above 5.5%.
- Positive free cash flow in H2'23. The generation was above expectations for the second half, and therefore free cash flow will be negative by only a few million euros on an annual basis.

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### **About Believe**

Believe is one of the world's leading digital music companies. Believe's mission is to develop independent artists and labels in the digital world 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. Its 1,919 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 Believe, TuneCore, Nuclear Blast, Naïve, Groove Attack, AllPoints, Ishtar and Byond. Believe is listed on compartment B of the regulated market of Euronext Paris (Ticker: BLV, ISIN: FR0014003FE9). [www.believe.com](http://www.believe.com)

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<sup>3</sup> *Adjusted organic growth aims at providing a view on Believe's organic revenue growth after neutralizing embedded market forex impact: Believe assesses the forex impact on each digital market served by the Group to estimate the market forex embedded into its digital revenues collected from its digital partners. Digital sales embed currency translation effects as the amounts collected from Subscriptions and Ad-funded by digital stores are in local currencies and perceived by Believe mainly in euros.*

Citigroup Global Markets Europe AG (“Citi”), which is regulated by the European Central Bank and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht – BaFin), is acting as financial adviser exclusively for the Company and no one else in connection with the Offer, and will not regard any other person as its client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Citi or its affiliates, nor for providing advice in relation to the Offer or any other matters or arrangements referred to herein

**Forward Looking statement**

*This press release contains forward-looking statements regarding the prospects and growth strategies of Believe and its subsidiaries (the “Group”). These statements include statements relating to the Group’s intentions, strategies, growth prospects, and trends in its results of operations, financial situation and liquidity. Although such statements are based on data, assumptions and estimates that the Group considers reasonable, they are subject to numerous risks and uncertainties and actual results could differ from those anticipated in such statements due to a variety of factors, including those discussed in the Group’s filings with the French Autorité des Marchés Financiers (AMF) which are available on the website of Believe ([www.believe.com](http://www.believe.com)). Prospective information contained in this press release is given only as of the date hereof. Other than as required by law, the Group expressly disclaims any obligation to update its forward-looking statements in light of new information or future developments. Some of the financial information contained in this press release is not IFRS (International Financial Reporting Standards) accounting measures.*

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