

Proposed transfer of listing to Euronext Growth

The Board of Directors of CATERING INTERNATIONAL & SERVICES (FR0000064446 CTRG), which met on 6 July 2022, decided to submit to the Ordinary General Meeting of Shareholders, which will be called on 30 August 2022 at 9 a.m. at the Company's head office, the proposed transfer of the listing of its shares from the regulated market Euronext Paris to the multilateral trading facility Euronext Growth Paris.

Reasons for the proposed transfer

The proposed transfer to Euronext Growth Paris would list CIS shares on a market that is more appropriate for its size, market capitalisation and profile, with simplified requirements that are more in line with its current needs.

This transfer would enable CIS to benefit from reduced listing costs and a regulatory framework that is better suited to SMEs and SMIs, while continuing to enjoy the dynamics and visibility of access to financial markets.

Terms of the proposed transfer

This operation involves applying to Euronext Paris SA for the delisting of its shares from the Euronext Paris regulated market and their simultaneous admission to trading on Euronext Growth Paris.

If this proposal is approved by the shareholders at the General Meeting on 30 August 2022 and by Euronext Paris SA, existing Company shares will be admitted to trading via an accelerated process, without issue of new shares.

CIS currently meets the eligibility requirements for the transfer procedure, i.e. a market capitalisation of less than €1 billion and a free float of more than €2.5 million. These criteria must also apply on the date of the transfer request.

CIS is also up to date with its disclosure requirements on Euronext Paris.

Main consequences of the proposed transfer

In accordance with the regulations in force, CIS wishes to inform its shareholders of the potential consequences of such a transfer, as of the date it is carried out:



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- ***On periodic financial reporting:***

The Company would have reduced financial reporting requirements, which cover but are not limited to:

- Annual report: Within four months following the end of its financial year, the Company would publish an annual report including at least its annual and consolidated financial statements, a management report and the Auditors' reports.

The Company would also draw up a report on corporate governance with scaled down content. This report would no longer include information on the compensation of executive directors, the Company's position compared with the recommendations in its corporate governance code, or items with potential impact in the event of public offerings.

The Company would be able to choose freely between French and IFRS accounting standards. In the interests of transparency for investors and shareholders, the Company would continue to report under IFRS.

- Interim financial statements: The Company will release its interim financial statements and management report within four months after the end of the half-year period.

- ***On ongoing reporting obligations:***

As Euronext Growth is an organised multilateral trading facility, the Company would still be required to meet applicable ongoing reporting obligations, in particular Regulation (EU) 596/2014 of 16 April 2014 on market abuse ("MAR"). This legislation requires companies to deliver accurate, specific and fair information, disclosing any insider information concerning it to the public. Regulated information must always be disclosed effectively and in full.

Executive officers of the Company and persons related to them would still have to disclose their dealings in the Company's securities, in compliance with the MAR Regulation.

- ***On protection of minority shareholders:***

Current provisions state that, for a period of three years after CIS shares are admitted to trading on Euronext Growth Paris, any shareholder, acting alone or in concert, must report to the AMF and CIS if they reach, exceed or fall below the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 1/3, 50%, 2/3, 90% and 95% of the equity or voting rights. After this period, shareholders must report to the AMF and CIS the crossing of the thresholds of 50%, 90% and 95% of the equity or voting rights.

During this initial period, any shareholder acting alone or in concert that exceeds the thresholds of 10%, 15%, 20% and 25% of the equity or voting rights would continue to be under obligation to send the AMF and the Company a statement of intent.

Also during this same period, provisions will remain applicable on takeover bids that apply to companies listed on Euronext Paris.

At the end of this period, the Company would have to comply with the regulations applicable to companies listed on Euronext Growth Paris. As a result, anyone holding, alone or in concert, between 30% and 50% of the equity or voting rights would no longer have to file a public tender offer if they



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exceed the threshold of 30% of the equity or voting rights, or if they increase their shareholding by more than 1% in less than 12 consecutive months.

However, any shareholder, acting directly or indirectly, alone or in concert, that exceeds the threshold of 50% of the equity or voting rights would be under obligation to file a public tender offer.

- **Impact on share liquidity:**

As Euronext Growth Paris is a non-regulated market, shareholders should note the following points:

- The transfer to Euronext Growth Paris could change share liquidity from the trends observed since the Company began trading on the regulated market Euronext Paris.

Expected and projected timetable for the proposed transfer (subject to approval from Euronext Paris SA)

If the resolution to transfer the Company listing is adopted at the General Meeting, shares will be admitted to trading on Euronext Growth Paris within a minimum of two months and a maximum of 12 months following the General Meeting that authorised the transfer:

- *6 July 2022:* Meeting of the Board of Directors to approve the proposed transfer and to call the General Meeting to vote on the proposed transfer to Euronext Growth Paris.
- *18 July 2022:* Publication of the press release setting out the reasons, terms and consequences of the proposed transfer to Euronext Growth Paris (first press release).
- *30 August 2022:* Ordinary General Meeting held to vote on the transfer to Euronext Growth Paris. If the transfer is approved by the shareholders, a meeting of the Board of Directors will be called to implement the transfer of listing.
- *30 August 2022:* Publication of a second press release on the transfer.
- *15 September 2022:* Publication of the press release on the 2022 half-year results.
- *22 September 2022:* Application filed with Euronext Paris SA to delist Company shares from Euronext Paris and list them on Euronext Growth Paris.

Company shares would be admitted to trading on Euronext Growth Paris at the earliest at the end of a two-month period as of the General Meeting that approved the transfer, i.e. on 31 October 2022 at the earliest.

In the context of this proposed transfer to Euronext Growth Paris, CIS will be supported by TP ICAP Midcap as Listing Sponsor.



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About CIS

CIS was created in 1992 by its Chairman and Chief Executive Officer, Régis Arnoux. CIS Group has been supporting major players in the hydrocarbon, mining, construction and armed forces sectors, at every stage of their projects, in the most remote offshore and onshore environments. As a provider of integrated services, CIS has a full range of services and turnkey solutions designed to assure the well-being and safety of the residents of our remote sites so that our customers can concentrate on their own core businesses.

Present in 19 countries with nearly 290 operating sites and a worldwide staff today numbering more than 15,000, CIS has a strong commitment to contributing to the economic and social development of the local populations and countries where it operates.

Next press releases:

3 August 2022 (after the close of trading): Publication of 2022 second-quarter sales

15 September 2022: Publication of 2022 half-year results

Euronext Paris Compartment C – ISIN FR0000064446 – CAC All-Tradable

Reuters CTRG.PA – Bloomberg CTRG:FP

[CAC Mid & Small](#)

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