



PRESS RELEASE

## Successful initial public offering of Aramis Group on Euronext Paris

- A transaction that allows Aramis Group to strengthen its strategic and financial flexibility in order to seize numerous growth opportunities in Europe.
- Capital increase by issuance of 10,869,565 new shares for an amount of c. 250 million euros and sale of 6,000,000 shares by the Founders of the Company and certain existing minority shareholders for an amount of 138 million euros, which may be increased up to c. 196 million euros in case of full exercise of the over-allotment option.
- Offer price set at 23 euros per share, corresponding to a market capitalization of approximately 1.9 billion euros.
- Largest IPO on Euronext in Paris since 2019 with strong demand from well-established institutional investors, in France and abroad.
- The offer was particularly successful with retail investors, whose demand amounted to c. 25 million euros.
- Aramis Group shares will start trading on the regulated market of Euronext Paris on June 18<sup>th</sup>, 2021 on a when-issued basis ("*promesses d'actions*").
- Settlement and delivery of the shares is expected to occur on June 21<sup>st</sup>, 2021.

**Paris, June 17<sup>th</sup>, 2021** - Aramis Group, a European leader in B2C online sales of used cars, operating the Aramisauto, Cardoen, Clicars and CarSupermarket brands in France, Belgium, Spain and the United Kingdom respectively, announces today the success of its Initial Public Offering (IPO) on the regulated market of Euronext Paris (Compartment A, ISIN code FR0014003U94, ticker symbol ARAMI).

The Initial Public Offering has been a strong success with leading French and international institutional investors. Funds raised through the issuance of new shares amounts to c. 250 million euros. Additionally, 138 million euros of shares were sold by the Founders of the Company and certain minority shareholders, including certain senior executives of the Group. The total amount of the transaction amounts to c. 388 million euros and may be increased to c. 446 million euros in case of full exercise of the over-allotment option granted by the Founders of the Company.

Based on the offering price of 23 euros per share, the market capitalization of Aramis Group would amount to c. 1.9 billion euros.

Trading of the shares of Aramis Group on the regulated market of Euronext Paris, Compartment A, will start on June 18<sup>th</sup>, 2021 (on a when-issued basis). The settlement and delivery of the open price offer ("**French Public Offering** ") and the International Offering (the "**International Offering**", and together with the French Public Offering, the "**Offering**") is expected to occur on June 21<sup>st</sup>, 2021.

**Nicolas Chartier and Guillaume Paoli, co-founders and respectively Chairman and CEO and Deputy CEO<sup>1</sup> of Aramis Group**, said: *"We are thrilled by the success of Aramis Group's IPO. This is a strong vote of confidence from investors in our strategy and in the relevance of our positioning in the fast-growing online used car market. The funds raised in this transaction will allow us to increase our financial flexibility and support our European development and expansion strategy in high-potential geographies. Finally, this is a significant milestone in the history of the Group. We would like to thank Stellantis, as well as our new shareholders and our teams, who are all committed to helping us becoming Europe's preferred digital platform to buy a used car."*

## **Rationale for the Offering**

Part of the net proceeds of the issue of the New Shares will be used, up to an amount of €120.2 million, to repay in full (nominal and interest) the amounts due under the current account advance agreements entered into with its majority shareholder, Stellantis, in 2018 and 2021, mainly for the purpose of financing of acquisitions and the cash-pooling agreement (which will nevertheless be maintained after the Global Offering), using the proceeds of the issue of the New Shares. The Group will also replace the existing bank credit facilities granted to the Company and Aramis SAS, by a new revolving facility agreement for an amount of €200 million with a syndicate of international banks.

The balance of the net proceeds of the issue of the New Shares will be used, in the amount of €114.8 million, to finance the Group's development and growth strategy, focused on (i) the acceleration of the growth of the volumes of refurbished used cars in the Group's existing markets, (ii) the pursuit of a targeted external growth strategy based on identified targets, and (iii) the development of a used car offer and additional services in areas with high growth potential.

## **Final terms of the Offering:**

### **Price of the Offering**

- The price of the Offering is set at 23 euros per share.
- This price implies a market capitalization of Aramis Group of approximately c. 1.9 billion euros.

### **Allocation of the Offering**

As part of the initial Offering, 16,869,565 Shares have been allotted, of which

- 1,065,759 Shares in the French Public Offering, representing c. 6.3% of the initial size of the Offering
- 15,803,806 Shares in the International Offering, representing c. 93.7% of the initial size of the Offering

### **Size of the Offering and gross proceeds of the Offering**

---

<sup>1</sup> As from the IPO, Nicolas Chartier and Guillaume Paoli role will be switched every two years

- The gross proceeds of the issuance of 10,869,565 New Shares amount to 249,999,995 euros
- 6,000,000 existing shares were sold by the Selling Shareholders (the Founders of the Company and certain minority shareholders, including certain senior executives of the Group).
- The gross proceeds of the sale of existing shares by the Selling Shareholders, before exercise of the over-allotment option, amount to 138 million euros. The Company will not receive any proceeds from the sale by the Selling Shareholders of the Assigned Shares.
- The total amount of the transaction amounts to c. 388 million euros and may be increased up to c. 446 million euros in case of exercise in full of the over-allotment option granted by the Founders of the Company.

### ***Over-allotment option***

The over-allotment option granted by the Founders of the Company relates to a maximum of c. 58 million euros, i.e. a maximum of 2,530,434 additional shares that may be sold by the Founders of the Company in the Offering, which would increase the size of the Offering to c. 446 million euros. The over-allotment option can be exercised by Morgan Stanley Europe SE as Stabilization Agent. The over-allotment option may be exercised by the Stabilization Agent until July 16<sup>th</sup>, 2021, the end of the stabilization period.

### ***Change in the shareholding structure***

Upon completion of the offering, Aramis Group's shareholding structure will be as follows:

Shareholders	After the Offering and without exercise of over-allotment option		After the Offering and including full exercise of the over-allotment option	
	Number of shares <sup>(1)</sup>	% of capital and voting rights	Number of shares <sup>(1)</sup>	% of capital and voting rights
Stellantis N.V.	50,163,420	60.56%	50,163,420	60.56%
Guillaume Paoli	7,240,860	8.74%	5,975,643	7.21%
Nicolas Chartier	7,240,860	8.74%	5,975,643	7.21%
Minority shareholders	1,313,640	1.59%	1,313,640	1.59%
Public	16,869,565	20.37%	19,399,999	23.42%
<b>Total</b>	<b>82,828,345</b>	<b>100%</b>	<b>82,828,345</b>	<b>100%</b>

*(1) Number of shares in the Company's share capital after taking into account the share capital reorganization and new shares issued as part of the Offering*

### ***Free float***

Free float will represent approximately 20% of Aramis Group's share capital post-Offering and could increase to approximately 23% of Aramis Group's share capital in case of full exercise of the over-allotment option.

### ***Lock-up agreements***

Aramis Group has committed to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions.

Stellantis has committed to a lock-up of 180 calendar days following the settlement date of the Offering, subject to certain customary exceptions and intends to retain a majority stake after the IPO.

The Founders have committed to a lock-up of 365 calendar days following the settlement date of the Offering, subject to certain customary exceptions. The Founders will remain reference shareholders of the Group which they will continue to manage; in this respect, the Founders have made a commitment to Stellantis to

keep their shares for a period of four and a half years from the first day of trading of the Aramis Group shares, subject to certain exceptions and conditions.

### ***Indicative timetable of the Offering***

- The trading of Aramis Group shares on a when-issued basis (on the trading line “Aramis Group Promesses”) will start on June 18<sup>th</sup>, 2021 at 9:00 a.m. (Paris time) on the regulated market of Euronext Paris.
- Settlement and delivery for the shares issued in the Offering is expected to occur on June 21<sup>st</sup>, 2021.
- From June 22<sup>nd</sup>, 2021, the Aramis Group shares will start trading on the trading line « Aramis Group» on the regulated market of Euronext Paris.
- The over-allotment option may be exercised by the Stabilization Agent until July 16<sup>th</sup>, 2021, the end of the stabilization period.

### ***Financial intermediaries***

Morgan Stanley and Société Générale are acting as Joint Global Coordinators and Joint Bookrunners and BNP Paribas, Citigroup and Crédit Agricole Corporate and Investment Bank are acting as Joint Bookrunners in the contemplated IPO. Rothschild & Co. is acting as independent financial advisor to Aramis Group. Natixis Partners is acting as financial advisor to Stellantis.

### ***Publicly available information***

Copies of the French prospectus that has been approved by the AMF on June 7<sup>th</sup>, 2021 under the number 21-204, consisting of a registration document (*document d'enregistrement*) approved on May 25<sup>th</sup>, 2021 under the number I.21-024, a securities note and a summary of the French prospectus (included in the securities note), are available free of charge upon request at the head office of Aramis Group, as well as on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)) and on the company's website dedicated to its IPO process (<https://ipo.aramis.group/>).

Aramis 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 Aramis Group's shares. The approval of the prospectus by the AMF should not be considered as a favorable opinion on the securities offered or admitted to trading on a regulated market.

### ***About Aramis Group***

*Aramis Group is a leading European B2C platform to acquire a used car online and brings together four brands: Aramisauto, Cardoen, Clicars and CarSupermarket, in France, Belgium, Spain and the UK respectively. The Group is transforming the used car market and is putting digital technology at the service of customer satisfaction with a fully vertically integrated business model. Including CarSupermarket contribution, in 2020, Aramis Group had pro forma revenues of c.€1.1 billion, sold 66,000 vehicles B2C, and had 1,400 employees, 60 customer centres and 3 industrial refurbishing sites. The Group's websites recorded an average of 6.7 million monthly visits in Q2 FY2021*

### ***Press contact***

Brunswick  
aramisgroup@brunswickgroup.com  
Hugues Boëton +33 (0) 6 79 99 27 15

Tristan Roquet Montegon +33 (0)6 37 00 52 57

## Investors contact

Aramis Group  
[investor@aramis.group](mailto:investor@aramis.group)  
Arnaud Courtial

## Disclaimer:

*This press release does not, and shall not, in any circumstances constitute a public offering nor an offer to subscribe or designed to solicit interest for purposes of an offer to the public.*

*No communication and no information in respect of this transaction or of Aramis Group 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 Aramis Group's shares may be subject to specific legal or regulatory restrictions in certain jurisdictions. Aramis Group assumes no responsibility for any violation of any such restrictions by any person.*

*This press release 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](http://www.amf-france.org)) and the company's website dedicated to the IPO (<https://ipo.aramis.group/>).*

*The information in this press release is provided for informational purposes only and does not purport to be comprehensive and no person shall rely in any manner whatsoever on the information contained herein or its accuracy, precision or completeness. Any purchase of securities must be made solely based on the information contained in the prospectus approved by the AMF and published on the Company's and the AMF's respective websites. Potential investors are invited to read the prospectus before making an investment decision in order to fully understand the potential risks and benefits associated with the decision to invest in the securities. The approval of the prospectus by the AMF should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.*

## France

*In France, an offer of securities to the public may only be made pursuant to a prospectus approved by the AMF.*

## European Economic Area and United Kingdom

*With respect to the member States of the European Economic Area, other than France and the United Kingdom, (each, a "**Member State**"), 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), (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State of the European Economic Area, or Regulation (EU) 2017/1129 as part of national law under the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), for any investor in the United Kingdom, (ii) to fewer than 150 individuals or legal entities (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) 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 Aramis Group of a prospectus pursuant to the Prospectus Regulation, the UK Prospectus Regulation and/or applicable regulation in this Member States.*

## United Kingdom

*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) 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 (the persons mentioned under (i), (ii) and (iii) together “**Relevant Persons**”). The securities of Aramis Group are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire the securities of Aramis Group 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.

### **United States of America**

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 Aramis Group have not been and will not be registered under the U.S. Securities Act and Aramis Group does not intend to make a public offer of its shares in the United States.

The distribution of this press release 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 the United States of America, 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.

### **Stabilisation**

For a period of 30 days following the date of public disclosure of the offering price (i.e., based on the expected timetable until 16 July 2021 inclusive), Morgan Stanley Europe SE, acting as Stabilization Agent, may, (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 8 March 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 Aramis Group’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 8 March 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, Morgan Stanley Europe SE 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, Morgan Stanley Europe SE 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 of Aramis Group and the environment in which Aramis 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 Aramis 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 Aramis 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 Offered Shares and determining appropriate distribution channels.*