



ANNOUNCEMENT

APPROVAL AND PUBLICATION OF THE INFORMATION MEMORANDUM AND STARTING OF THE ACCEPTANCE PERIOD OF THE OPTIONAL TAKEOVER BID OF "IDEAL HOLDINGS S.A." FOR THE ACQUISITION OF ALL OF THE COMMON REGISTERED SHARES WITH VOTING RIGHTS OF "BYTE COMPUTER INDUSTRIAL AND COMMERCIAL S.A." FOR THE CONSIDERATION OF €2,10 PER SHARE IN CASH PLUS [THE ISSUANCE OF A] 0,397590 NEW COMMON REGISTERED SHARE OF IDEAL HOLDINGS S.A TO ONE COMMON REGISTERED SHARE OF BYTE COMPUTER INDUSTRIAL AND COMMERCIAL S.A.

8.8.2022

PREAMBLE

1. On 4.8.2022, the Board of Directors of the Hellenic Capital Market Commission (hereinafter the "HCMC") approved, pursuant to article 11, paragraph 4, of the Law 3461/2006 (hereinafter the "Law"), the information memorandum (hereinafter the "Information Memorandum") of the optional takeover bid (hereinafter the "Takeover Bid") made by the company "IDEAL HOLDINGS S. A." (hereinafter the "Offeror") addressed to the shareholders of the Greek Société Anonyme "BYTE COMPUTER INDUSTRIAL AND COMMERCIAL S.A." (hereinafter the "Company"), for the acquisition of all the common, registered, dematerialized, voting shares with a nominal value of €0,30 each (hereinafter the "Shares").

In addition, the Offeror has appointed "Eurobank Ergasias Services and Holdings S.A.", with the distinctive title "Eurobank S. A." as its advisor, pursuant to Article 12 of the Law (hereinafter the "Advisor").

2. The Offeror commenced the Takeover Bid procedure on 1.7.2022 (hereinafter the "Takeover Bid Date") by informing in writing the HCMC and the Board of Directors of the Company for the submission of the Takeover Bid, while submitting concurrently a draft of the Information Memorandum to them, as provided for in Article 10 paragraph 1 of the Law. Subsequently, the Takeover Bid was announced in the manner and by the means provided for in Article 16 paragraph 1 of the Law.
3. As of the date hereof, the paid-up share capital of the Company amounts to €4.744.802,70 and is divided into 15.816.009 Shares, which are traded on the Regulated Market of the Athens Exchange Group (hereinafter the "ATHEX").
4. Persons acting in concert, within the meaning of Article 2, point (e) of the Law, are all legal entities controlled by the Offeror as defined in Article 3 par. 1 (c) of the Law 3556/2007, i.e. the companies S.I.C C. HOLDING LTD, IDEAL ELECTRONICS INDUSTRIAL AND COMMERCIAL SA, ADACOM ADVANCED INTERNET APPLICATIONS S.A., ASTIR VITOGIANNIS BROS S.A., THREE CENTS HELLAS SINGLE MEMBER S.A., ESM EFFERVESCENT MANAGEMENT SODAS LTD, ADACOM LIMITED, i-DOCS ENTERPRISE SOFTWARE LTD, THREE CENTS LTD, ADACOM SYSTEMS LTD, IDEAL ELECTRONICS BG LTD, ADACOM CYBER SECURITY CY LTD, NETBULL LTD και COLEUS PACKAGING PROPRIETARY LTD.

Other than the above, there are no natural persons or legal entities acting in concert with the Offeror (within the meaning of Article 2, point (e) of the Law) in relation to the Takeover Bid (together, the "**Coordinated Persons**").

5. As of the Takeover Bid Date, neither the Offeror nor the Persons acting in concert held, directly or indirectly, any Shares or voting rights in the Company.

Accordingly, the Takeover Bid concerns the acquisition of all of the Company's Shares, i.e., 15.816.009 Shares, representing 100% of the paid-up share capital and voting rights of the Company, with all existing and future rights, claims or demands which, according to the Articles of Association of the Company and Law 4548/2018, are incorporated, included, connected, or derived from them (hereinafter the "**Takeover Bid Shares**").

6. The Takeover Bid a) is subject to the condition of the valid offer to the Offeror of 11.071.206 Shares, representing a percentage of 70% of the total paid-up share capital and voting rights of the Company (hereinafter the "**Minimum Number of Shares**") and b) is subject to the following clauses pursuant to article 22 of the Law: i) the issuance of the Offeror's new shares, which will be offered to the Shareholders who lawfully and validly accept the Takeover Bid (hereinafter the "**Accepting Shareholders**") as part of the Offered Consideration under the Exchange Ratio and ii) the approval of their listing on the ATHEX, which should be met for the payment of the Offered Consideration to the Accepting Shareholders. If the requirement of the Minimum Number of Shares is not met or the conditions are not met, the Takeover Bid will automatically become ineffective, i.e., it will not produce legal effects and the Shares offered to the Offeror will be returned to their Shareholders.
7. As at the date of the Information Memorandum, there were no specific agreements by the Offeror relating to the Takeover Bid or the exercise of the rights derived from the Shares.
8. The Offeror is offering, in consideration, a combination of securities and cash. In particular, the Offeror offers for each validly offered and transferred Share of the Takeover Bid, an amount of €2,10 in cash plus (the issuance of a) 0,397590 new common registered share of the Offeror, (collectively the "**Offered Consideration**"), which will be issued pursuant to an increase in the share capital of the Offeror.

Specifically, it has been decided to increase the share capital of the Offeror by an amount of up to €2.515. 317,20, by issuing 6.288.293 new common registered shares with voting rights, with a nominal value of €0,40 and an issue price of €4,15 each, (hereinafter the "**ISC**") in the context of which, according to article 26 par. 1 of Law 4548/2018, and in the absence of any contrary provision in the Articles of Association of the Offeror, there is no pre-emptive right in favor of the existing shareholders of the Offeror, as the entire new share capital will be covered by a contribution in kind, i.e. Shares of the Company in favor of the Accepting Shareholders of the Company, who will have validly accepted the Takeover Bid based on the exchange ratio of 0,397590 new Offeror's share of to one Share of the Takeover Bid, (hereinafter the "**Exchange Relationship**").

The Offered Consideration meets the criteria of "fair and reasonable" consideration, as described in Article 9, paragraphs 4 and 5 of the Law.

In addition, the Offeror will undertake on behalf of the Shareholders who legally and validly accept the Takeover Bid (hereinafter the "**Accepting Shareholders**") the payment of the fees/charges in

favor of the Hellenic Central Securities Depository S.A (hereinafter the " **ATHEXCSD** "), for the registration of the over the counter transfer of the Shares, as provided in the Annex to Resolution 18 "Price List of Fees" (meeting 311/22.02.2021) of the Board of Directors of the ATHEXCSD , as amended and in force, which as at the date of the Takeover Bid amount to 0.08% of the transfer value, per transfer order, with a minimum charge of an amount equal to the lesser of EUR 20 and 20% of the transaction value for each Accepting Shareholder.

The Offeror does not undertake the payment of the amount of the tax provided for in article 9 of Law 2579/1998, currently amounting to 0,20% of the transaction value, which will be borne by the Accepting Shareholders.

Consequently, the Accepting Shareholders will receive the total amount of the Offered Consideration without the charge of the rights in favor of ATHEXCSD, but deducted by the amount of the aforementioned tax.

9. The Offeror will not acquire additional Shares, through the HCMC and/or over the counter, other than those to be offered to in the context of the Takeover Bid.

ACCEPTANCE PERIOD – PROCEDURE

10. The period during which the shareholders may accept the Takeover Bid by submitting a written declaration of acceptance (hereinafter the "**Form of Acceptance**") to the Participant/Intermediary (as defined in the Information Memorandum) through which they hold their shares in the D.S.S., will last for a total of 6 weeks, starting on 8.8.2022, at 08:00 a.m. (local time) and ending on 19.9.2022, at the end of the opening hours of the banks operating in Greece, in accordance with Article 18 paragraph 2 of the Law (hereinafter the "**Acceptance Period**").

The procedure for accepting the Takeover Bid is described in detail in section 2 of the Information Memorandum.

From, and upon, the due, valid, timely and lawful completion of the procedure described in paragraph 2.2 of the Information Memorandum, the Accepting Shareholder will be deemed to have accepted the Takeover Bid.

DISPOSAL OF INFORMATION MEMORANDUM – PROVISION OF INFORMATION

11. Shareholders of the Company may obtain free copies of the Information Memorandum and information on the acceptance procedure of the Takeover Bid from any branch of the Advisor in Greece from 8.8.2022 until the end of the Acceptance Period.

Forms of the Form of Acceptance will be available from the Advisor's stores in Greece and the Participants in the D.S.S. during working days and hours throughout the Acceptance Period.

12. Also, the Information Memorandum will be available from 8.8.2022 in electronic format, on the Offeror's website (<https://www.idealholdings.gr/enimerotika-pliroforiaka-deltia/>), on the Advisor's website, www.eurobank.gr (<https://www.eurobank.gr/el/omilos/enimerosi-ependuton/enimerotika-deltia/enimerotika-deltia-sumboulos-anadoxos-trapeza-eurobank-ergasias-ae>), on HCMC's website www.hcmc.gr ([http://www.hcmc.gr/el GR/web/portal/publicproposals](http://www.hcmc.gr/el_GR/web/portal/publicproposals)) and on ATHEX's website,

www.helex.gr (<http://www.helex.gr/el/web/guest/companies-information-memorandum-informative-material>).

COMPLETION OF THE TAKEOVER BID - PAYMENT OF THE OFFERED CONSIDERATION

13. The results of the Takeover Bid will be published in accordance with Articles 23 and 16, paragraph 1 of the Law, with the care of the Offeror, within two (2) working days from the end of the Acceptance Period, i.e. by 21.9.2022, on the website and in the Daily Statistical Bulletin of the ATHEX, and will be communicated to the representatives of the employees or, if there are none, to the employees directly, in accordance with Article 23 of the Law.

The transfer of the Shares, which have been lawfully and validly offered by the Accepting Shareholders, will be carried out in accordance with the procedure described in detail in section 2.6 of the Information Memorandum s.

SQUEEZE-OUT RIGHT - EXIT RIGHT – DELISTING

14. If, after completion of the Takeover Bid, the Offeror holds in aggregate Shares representing at least a percentage of 90% of the total paid-up share capital and voting rights of the Company, the Offeror:
 - (a) will exercise the squeeze-out right provided for in article 27 of the Law and the decision 1/644/22.4.2013 of the Board of Directors of the HCMC (hereinafter the "**Squeeze-out Right**"), within the prescribed period of three (3) months from the end of the Acceptance Period and will redeem against the Offered Consideration or alternatively to a cash consideration of €3,495 per Share (hereinafter the "**Cash Consideration**"), at the option of the Shareholder, the Shares of the remaining Shareholders who have not accepted the Takeover Bid or have not accepted it legally and validly.
 - (b) is obliged, in accordance with article 28 of the Law and Resolution 1/409/29.12.2006 of the Board of Directors of the HCMC, to acquire on the stock exchange all the Shares offered to it by Shareholders upon exercise of the exit right, within a period of three (3) months from the publication of the results of the Takeover Bid, at a price per Share equal to the Cash Consideration or alternatively to the Offered Consideration, at the option of the Shareholder (hereinafter the "**Exit Right**"). Simultaneously with the publication of the results of the Tender Offer, the Offeror will also publish the Exit Right of the Shareholders.
15. Finally, following the completion of the Takeover Bid and the exercise of the Squeeze-out Right, the Offeror, which will hold 15.816.009 Shares, representing a percentage of 100% of the paid-up share capital and voting rights of the Company, will seek the delisting of the Shares from the ATHEX. Specifically, following the exercise of the Squeeze-out Right, the Offeror will convene a General Meeting of the Company's Shareholders to decide on the delisting of the Shares from the ATHEX, in accordance with Article 17 par. 5 of Law 3371/2005 and will vote in favor of this decision. Following the adoption of this decision by the General Meeting of the Company's Shareholders, the latter will submit to the HCMC a request for its delisting from the ATHEX.

In the event that after the completion of the Takeover Bid the Offeror holds in aggregate Shares representing less than a percentage of 90% of the total paid-up share capital and voting rights of the Company, then, subject to market conditions, it is the intention of the Offeror to continue to seek the delisting of the Company's Shares from the ATHEX.

IMPORTANT NOTES

1. The Takeover Bid is addressed to the shareholders of the Company and only to persons to whom it may be lawfully addressed. The submission of the Takeover Bid to certain persons who reside, have the citizenship or are citizens of countries outside the Hellenic Republic or to a representative, depositary or trustee of such persons (hereinafter the "**Foreign Shareholders**") may be made in accordance with the laws of the country concerned, except in countries where, in accordance with the relevant laws, rules or regulations, the filing, conduct or presentation of the Takeover Bid or the mailing/distribution of this announcement, the Information Memorandum, the Form of Acceptance and any other related document or form (hereinafter collectively, the "**Takeover Bid Documents**") is prohibited or in violation of any applicable law, rule or regulation or is subject to restrictions (hereinafter such countries are referred to as "**Excluded Countries**").

2. In particular, the Takeover Bid is not addressed, directly or indirectly, by mail or other means, to or in the Excluded Countries. Accordingly, copies of any Takeover Bid Document will not and shall not, directly or indirectly, be mailed, forwarded, or in any way sent by anyone to anyone in or from any of the Excluded Countries.

3. No person who receives a copy of any Takeover Bid Document in the territory of any country other than the Hellenic Republic may treat any such document as if it was an invitation or offer to it, and in no event may use any Takeover Bid Document if, in the territory of the country concerned, such invitation or offer cannot be lawfully made to him or such Takeover Bid Document cannot be used lawfully without violating any legal requirements. In such cases, any Takeover Bid Document is sent for information purposes only.

4. It is the responsibility of Foreign Shareholders wishing to accept the Takeover Bid to inform themselves and ensure that they fully comply with the laws in force in their respective countries in relation to the Takeover Bid. If a Foreign Shareholder is unsure of his/her legal position, he/she should consult his/her professional advisor in the relevant foreign country. To the extent permitted by applicable law, the Offeror and the Advisor disclaim any liability for the violation of the above prohibitions by any person.

5. If any person forwards any Takeover Bid Document to or from any Excluded Country or uses the mail or any other means of any Excluded Country, such person should draw the attention of the recipient to section 2.7 of the Information Memorandum.

6. This announcement is not a substitute for the full text of the Information Memorandum, which should be consulted and read by all interested parties.

7. Unless otherwise defined in this announcement, capitalized terms shall have the meaning and definition ascribed to them in the Information Memorandum.
