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Public Exchange Offer
of
Parjointco Switzerland SA, Geneva, Switzerland
and guaranteed by Parjointco N.V., Rotterdam, the Netherlands
for all publicly held bearer shares with a nominal value of CHF 20 each of
Pargesa Holding SA, Geneva, Switzerland
(the "Offer")

Exchange ratio Parjointco Switzerland SA (the "Offeror" or "Parjointco Switzerland") offers 0.93 existing shares of Groupe Bruxelles Lambert (the "GBL Shares") for each publicly held bearer share of Pargesa Holding SA (the "Company" or "Pargesa") with a par value of CHF 20 each (the "Pargesa Shares").

The exchange ratio will be reduced by the gross amount of any dilutive event concerning the Pargesa Shares occurring until the final settlement of the Offer, in particular in the event of a capital increase at a price per share lower than the value of the Offer, repayment of capital, sale of Pargesa Shares by Pargesa below the value of the Offer, the issuance, allocation or exercise of conversion or option rights or the granting of preferential subscription rights with an intrinsic value relating to Pargesa Shares, the disposal of Pargesa assets at a price below their market value or the acquisition of assets by Pargesa at a price above their market value, as well as in the event of the payment of a dividend by Pargesa. No adjustment to the exchange ratio will be made (i) as a result of the exercise of the stock options held by members of the senior management, employees and former employees of Pargesa; or (ii) as a result of the dividend of CHF 2.63 per Pargesa bearer share (and CHF 0.263 per Pargesa registered share) on the agenda of the annual general meeting of shareholders of Pargesa to be held on 6 May 2020.

Main Acceptance Period From 8 May 2020 until 8 June 2020, 16:00 Central European Summer Time ("CEST"). The Offeror reserves the right to extend the Main Acceptance Period once or several times.

| | Swiss security number | ISIN | Ticker symbol |
|---|-----------------------|--------------|---------------|
| Pargesa bearer shares not tendered (1 st trading line) | 2'178'339 | CH0021783391 | PARG |
| Pargesa bearer shares tendered (2 nd trading line) | 53'671'318 | CH0536713180 | PARGE |
| Pargesa registered shares (not subject to the Offer) | N/A | N/A | N/A |
| GBL shares | N/A | BE0003797140 | GBL BB |

Financial Advisor
Goldman Sachs International

Offer Manager
Zürcher Kantonalbank

Prospectus dated 22 April 2020

1. OFFER RESTRICTIONS

General

The Offer described in this prospectus is not made, directly or indirectly, in any country or jurisdiction, in which such an offer would be illegal or would otherwise violate any applicable law or ordinance, or which would require the Offeror to change the terms or conditions of the Offer in any way, to submit any additional filing to, or to perform any additional action in relation to, any governmental, regulatory or legal authority. It is not intended to extend the Offer to any such country or jurisdiction. Documents relating to the Offer must not be distributed in or sent to any such countries or jurisdictions. Any such documents must not be used for the purpose of soliciting the sale or purchase of securities of Pargesa by any person or entity resident or incorporated in any such country or jurisdiction.

United States of America

Subject to certain exceptions, the public exchange offer described in this prospectus (the "**Offer**") will not be made directly or indirectly in or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America and may only be accepted outside the United States of America. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. This prospectus and any other offering materials with respect to the public exchange offer described in this prospectus are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) nor sent in or into the United States of America or to any persons located or resident in the United States of America and may not be used for the purpose of soliciting the sale or purchase of any securities of Pargesa Holding SA ("**Pargesa**") from anyone in the United States of America. Parjointco Switzerland SA (the "**Offeror**") is not soliciting the tender of securities of Pargesa by any holder of such securities located or resident in the United States of America. Securities of Pargesa will not be accepted from holders of such securities located or resident in the United States of America. Any purported acceptance of the Offer that the Offeror or its agents believe has been made in or from the United States of America will be invalidated. The Offeror reserves the absolute right to reject any and all acceptances determined by them not to be in the proper form or the acceptance of which may be unlawful. Notwithstanding the foregoing, holders of Pargesa securities who are both "qualified institutional buyers" and "qualified purchasers" as defined under the U.S. securities laws may participate in the Offer contemplated hereby. The Offer is being made for the securities of Pargesa, a Swiss stock corporation (*société anonyme / Aktiengesellschaft*), and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States of America. The Offer will be made in the United States of America on a private placement basis to "qualified institutional buyers" and "qualified purchasers" in compliance with Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended, and the applicable rules and regulations promulgated thereunder, including Regulation 14E (subject to any exemptions or relief therefrom, if applicable) and otherwise in accordance with the requirements of Swiss law. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to the Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, that are different from those applicable under U.S. domestic tender offer

procedures and laws. In addition, any financial information provided with respect to the Offeror, Parjointco N.V., Pargesa or Groupe Bruxelles Lambert may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The securities to be offered in exchange for Pargesa shares pursuant to the public exchange offer described in this prospectus have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), nor under any law of any state of the United States of America, and may not be offered, sold, resold or delivered, directly or indirectly, in or into the United States of America, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and the applicable state securities laws. Except to the extent stated herein, this prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States of America. Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the GBL Shares, or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offence. Groupe Bruxelles Lambert will not register or make a public offer of its securities, or otherwise conduct an offer, in the United States of America. In addition, none of the Offeror, Parjointco N.V., Pargesa or Groupe Bruxelles Lambert shall take any action in connection with the Offer which would subject any of them to regulation under the US Investment Company Act of 1940, as amended, and the rules and regulations thereunder.

"**United States of America**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

This communication is directed only at persons in the U.K. who (i) are permitted participants, as defined under "European Economic Area" below, (ii) have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"), (iii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order or (iv) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**relevant persons**"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

Australia, Canada, Japan

The public exchange offer described in this prospectus (the "**Offer**") is not addressed to shareholders of Pargesa whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept said Offer.

European Economic Area

The public exchange offer described in this prospectus (the "**Offer**") is only being made within the European Economic Area ("**EEA**") pursuant to an exemption under Regulation (EU) 2017/1129 (as amended and together with any applicable adopting or amending measures in any relevant member state of the EEA, the "**Prospectus Regulation**"), from the requirement to publish a prospectus that has been approved by the competent authority in that relevant member state and published in accordance with the Prospectus Regulation or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the Prospectus Regulation. Accordingly, in the EEA, the Offer and documents or other materials in relation to the Offer and the shares in Groupe Bruxelles Lambert (the "**GBL Shares**") are only addressed to, and are only directed at, (i) qualified investors ("**qualified investors**") in the relevant member state within the meaning of Article 2(1)(e) of the Prospectus Regulation and any relevant implementing measure in each relevant member state, and (ii) persons who hold, and will tender, the equivalent of at least EUR 100'000 worth of bearer shares in Pargesa Holding SA (the "**Pargesa Shares**") in exchange for the receipt of GBL Shares (collectively, "**permitted participants**"). This prospectus and the documents and other materials in relation to the Offer may not be acted or relied upon by persons in the EEA who are not permitted participants, and each shareholder of Pargesa seeking to participate in the Offer that is resident in the EEA will be deemed to have represented and agreed that it is a qualified investor or that it is tendering the equivalent of EUR 100'000 worth of Pargesa Shares in exchange of GBL Shares.

2. BACKGROUND OF THE OFFER

2.1 The Offeror and Pargesa

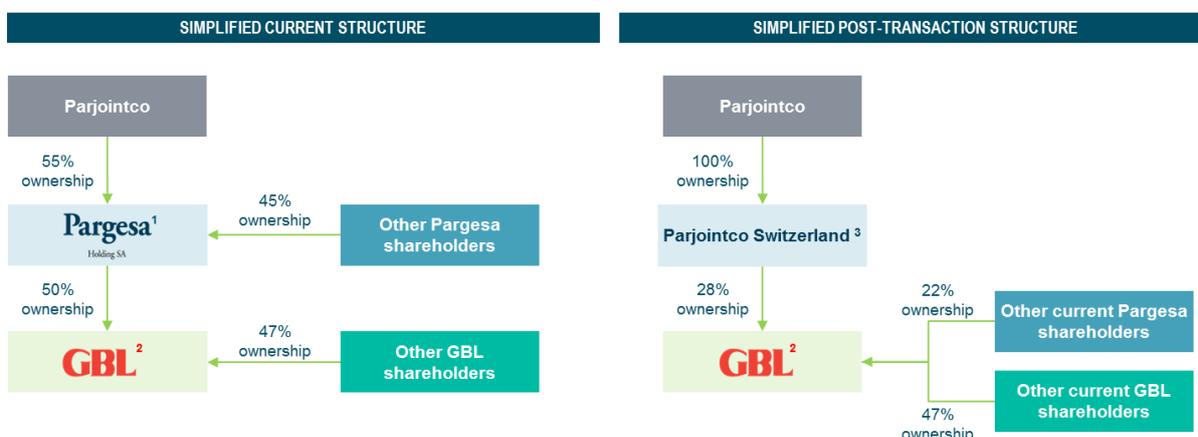
Pargesa Holding SA is a Swiss stock corporation (*société anonyme / Aktiengesellschaft*) having its registered office in Geneva, Switzerland, and whose bearer shares (*i.e.* the Pargesa Shares) are listed on SIX Swiss Exchange ("**SIX**"). As of 11 March 2020, Pargesa's main asset consisted of an indirect participation representing 50.00% of the capital in Groupe Bruxelles Lambert ("**GBL**"), a stock corporation organized under the laws of Belgium having its registered office in Brussels, Belgium, and its shares listed on the Euronext Brussels market. GBL acts in various industry and services sectors through its holdings in a number of companies.

The Offeror, Parjointco Switzerland SA, is a wholly-owned subsidiary of Parjointco N.V., Rotterdam, The Netherlands ("**Parjointco Netherlands**"). Parjointco Netherlands is jointly controlled by entities representing the interests of the Desmarais and Frère family groups (the "**Frère-Desmarais Group**"): The Desmarais Family Residuary Trust, a Canadian law trust instituted upon the passing away of the late Paul G. Desmarais, on the one hand, and Stichting Administratiekantoor Frère-Bourgeois, Rotterdam, the Netherlands, a Dutch foundation initially set up by the Frère family, on the other hand.

The current structure of the Pargesa Group involves the coexistence of two listed companies within the same holding chain: Pargesa, whose bearer shares are listed on SIX, on the one hand, and GBL, whose shares are listed on Euronext Brussels, on the other hand. This structure results in Pargesa Shares being generally traded on the stock exchange at a price below the net asset value of the group's underlying assets (*i.e.* at a "discount", which was around 39% as of 11 March 2020), whereas at GBL, this discount is lower (around 28% as of 11 March 2020). The Frère-Desmarais Group wishes to simplify this structure and thus eliminate this difference in discount, by transferring the public shareholding from Pargesa to GBL, then by delisting Pargesa from SIX.

2.2 Key benefits of the new structure

If successful, the Offer will result in a simplified group structure, which is illustrated by the following (simplified) charts. All percentages represent ownership of capital.



¹ As of 11 March 2020, approx. 0.3% of Pargesa bearer shares were held in treasury.

² As of 11 March 2020, approx. 3.3% of GBL Shares were held in treasury.

³ Following the merger between Pargesa and the Offeror.

The key benefits of a simplified group structure include:

- Premium to the market price. Under the terms of the Offer, Parjointco Switzerland offers to exchange 0.93 GBL Shares for each Pargesa Share. The exchange ratio represents a premium of 15.8% to the closing price of the Pargesa Shares on 11 March 2020 (based on the closing price of the GBL Shares on the same date and a EUR/CHF exchange rate of 1.0582) and of 14.0% to the volume-weighted average prices of the Pargesa Shares over the 60 preceding trading days (based on the volume-weighted average prices of the GBL Shares over the same period and a EUR/CHF exchange rate of 1.0582).
- Attractive financial terms. The exchange ratio contemplated in the Offer implies that the minority shareholders of Pargesa are being offered a number of GBL Shares that approximatively corresponds to their current indirect ownership in GBL, adjusted for Pargesa net debt and transaction related costs.
- Higher free float and potential increase in liquidity over time. If successful, the Offer and the subsequent merger of Pargesa and Parjointco Switzerland mentioned in Section 5.3.2 below will result in Pargesa's stake in GBL's capital decreasing from currently 50% to approximately 28%. GBL's free float is expected to increase from currently 47% to approximately 69%, which should potentially further increase over time the liquidity of the market for the company's shares. The Offer consequently makes it possible for Pargesa shareholders to exchange their Pargesa Shares for securities having a larger free float and potentially more liquid market than they have today.
- Dividend per share accretion. Currently, Pargesa uses part of the dividend that it receives from GBL to cover its operating expenses and to service its debt. The Offer, if accepted, could consequently increase the level of dividend per share payable to current Pargesa public shareholders, assuming the same level of dividend per share from GBL as for financial year 2019. Illustratively, had the Offer already been completed before payment of dividends for financial year 2019, and considering the proposed dividend of EUR 3.15 per share at GBL and of CHF 2.63 per bearer share (approx. EUR 2.49 based on EUR/CHF exchange rate of 1.0582) at Pargesa for financial year 2019, the dividend per share would have been 18% higher for current Pargesa public shareholders. There can however be no assurance on what GBL's future dividends may be.

3. THE OFFER

3.1 Pre-announcement

A pre-announcement for the Offer was published by Parjointco Netherlands in accordance with Article 5 *et seq.* of the Swiss Takeover Ordinance of 21 August 2008 (the "**TOO**"). The pre-announcement was published on 11 March 2020 after market close in English, French and German via electronic media and on the website of the Swiss Takeover Board (the "**TOB**"). In the pre-announcement, Parjointco Netherlands reserved the right to launch the Offer through one of its subsidiaries, in which case Parjointco Netherlands would fully guarantee the obligations of the

offeror. In furtherance of this pre-announcement, Parjointco Switzerland is making the Offer described in this prospectus, which is guaranteed by Parjointco Netherlands.

3.2 Object of the Offer

The Offer extends to all publicly held bearer shares with a nominal value of CHF 20 each of Pargesa as of the pre-announcement. The Offer does not extend to the Pargesa Shares held by Parjointco Netherlands. The Offer does not extend to the 77'214'700 registered shares issued by Pargesa and also held by Parjointco Netherlands.

| Pargesa bearer shares | |
|---------------------------------|-------------------|
| Issued: | 77'214'700 |
| Held by Parjointco Netherlands: | (39'301'000) |
| Held in treasury by Pargesa: | (233'060) |
| Publicly held: | 37'680'640 |

Pargesa Shares currently held in treasury by Pargesa may be transferred to third parties and/or sold in the open market upon the exercise of stock options issued by Pargesa under the Company's stock option plans. Such Pargesa Shares will be subject to the Offer and the exchange ratio will not be amended as a result thereof (as further detailed in Section 3.3 below).

3.3 Exchange ratio

The Offeror offers 0.93 existing GBL Shares for each Pargesa Share (the "**Exchange Ratio**").

On the basis of the closing price of the GBL Shares on Euronext Brussels of EUR 73.72 on 11 March 2020 and a EUR/CHF exchange rate of 1.0582 (16:00 GMT Fixing accessed through Bloomberg (BFIX) on 11 March 2020), the Offer values each of the Pargesa Shares at CHF 72.55. This represents a premium of 15.8% over the closing price of the Pargesa Share on 11 March 2020, which was CHF 62.65.

No fractions of GBL Shares will be delivered as part of the Offer. The fractions to which a Pargesa shareholder who has accepted the Offer may be entitled will be aggregated. If a fraction of GBL Shares must still be delivered following such aggregation, the number of GBL Shares to be delivered under the Offer will be rounded down to the first whole number. The GBL Shares corresponding to the sum of the remaining fractions will be sold in the open market by the Offeror or its agent and converted into Swiss francs at the EUR/CHF exchange rate determined using the 16:00 GMT Fixing accessed through Bloomberg (BFIX) and published on the trading day preceding the relevant settlement date of the Offer, or if no rate is published on that day, on the last day for which such rate was published. A cash amount corresponding to the net proceeds of the sale of each fraction will be transferred to the Pargesa shareholders entitled to such fractions.

The Exchange Ratio will be reduced by the gross amount of any dilutive event concerning the Pargesa Shares occurring until the final settlement of the Offer, in particular in the event of a capital

increase at a price per share lower than the value of the Offer, repayment of capital, sale of Pargesa Shares by Pargesa below the value of the Offer, the issuance, allocation or exercise of conversion or option rights or the granting of preferential subscription rights with an intrinsic value relating to Pargesa Shares, the disposal of Pargesa assets at a price below their market value or the acquisition of assets by Pargesa at a price above their market value, as well as in the event of the payment of a dividend by Pargesa except for the stock options and dividends described in the paragraph below.

No adjustment to the Exchange Ratio will be made (i) as a result of the exercise of the stock options held by members of the senior management, employees and former employees of Pargesa; or (ii) as a result of the dividend of CHF 2.63 per Pargesa Share (and CHF 0.263 per Pargesa registered share) on the agenda of the annual general meeting of shareholders of Pargesa to be held on 6 May 2020.

3.4 Opting-out clause

Article 10 of Pargesa's articles of association reads as follows (free English translation of the French original):

"The acquirer of shares of the company is not under an obligation to submit a public tender offer in accordance with Articles 32 and 52 of the Stock Exchange and Securities Trading Act (SESTA) in case the thresholds contemplated by Article 32 and 52 SESTA are exceeded ("opting out" clause)."

This provision was adopted in 1999, during the two-year transition period after the entry into force of the Stock Exchange and Securities Trading Act of 24 March 1995 ("**SESTA**"), which lasted from 1 January 1998 until 31 December 1999. SESTA was replaced by the Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading Act of 19 June 2015 ("**FMIA**") as from 1 January 2016.

Under SESTA and FMIA, companies subject to the Swiss takeover regime may decide to "opt out" from the mandatory offer regime, which in principle requires any person acquiring more than one third of the voting rights of a Swiss company having equity securities listed on a Swiss stock exchange to submit a cash offer for all the listed equity securities of that company that it does not own. Such a mandatory offer must be made at a price corresponding to the market price for the relevant shares or, if higher, to the highest price paid by the acquirer for the equity securities of the offeree in the preceding twelve months. An opting out requires the insertion of a specific provision to this effect in the company's articles of association. Where a company has opted out from the mandatory offer regime, a public tender offer for the company's shares is not subject to the minimum price requirement referred to above.

In its Decision 756/01 from 13 February 2020, the Swiss Takeover Board (the "**TOB**") ruled that Article 10 of the Company's articles of association constitutes a valid "opting out" clause. The TOB also confirmed that the minimum price requirement referred to above would not apply to the Offer.

3.5 Cooling-Off Period

Subject to any extension by the TOB, the Offer will only be open for acceptance after a cooling-off period of ten trading days from the publication of this prospectus (the "**Cooling-Off Period**"). The Cooling-Off Period will run from 23 April 2020 until 7 May 2020.

3.6 Main Acceptance Period

After expiration of the Cooling-Off Period, the Offer will remain open for acceptance for a period of 20 trading days (the "**Main Acceptance Period**"). Subject to any extension of the Cooling-Off Period by the TOB, the Offer will consequently be open for acceptance from 8 May 2020 until 8 June 2020, at 16:00 CEST.

The Offeror reserves the right to extend the Main Acceptance Period on one or more occasions, up to a maximum of 40 trading days. An extension of the Main Acceptance Period beyond 40 trading days requires the approval of the TOB.

3.7 Additional Acceptance Period

After expiry of the (possibly extended) Main Acceptance Period and if the Offer is declared successful, the Offer will be re-opened for acceptances during an additional acceptance period of ten trading days (the "**Additional Acceptance Period**"). Unless the Cooling-Off Period and/or the Main Acceptance Period are extended, the Additional Acceptance Period is expected to begin on 15 June 2020 and end on 26 June 2020 at 16:00 CEST.

3.8 Conditions

The Offer is subject to the following conditions:

- (a) Minimum acceptance rate. Upon expiry of the (possibly extended) Main Acceptance Period, the Offeror shall have received valid declarations of acceptance for such number of Pargesa Shares which, when combined with the Pargesa Shares and the Pargesa registered shares held by the Offeror and the persons acting in concert with the Offeror, account for at least 90% of Pargesa's voting rights.
- (b) Amendment of GBL's articles of association. The extraordinary general meeting of shareholders of GBL shall have approved the amendment to GBL's articles of association relating to the double voting right for fully paid-up shares, registered for at least two years without interruption in the name of the same shareholder, as provided by the new Belgian Code on Companies and Associations.
- (c) No prohibition. No judicial or administrative authority shall have issued any decision preventing, prohibiting, or qualifying as inadmissible the Offer or its completion.

The Offeror reserves the right to waive some or all of these conditions, either in whole or in part.

Condition (a) shall be in force and effect until the end of the (possibly extended) Main Acceptance Period. Condition (b) shall be in force and effect until the extraordinary general meeting of shareholders of GBL at which the matter in question will be decided. Such shareholders' meeting has been convened for 28 April 2020. Condition (c) shall be in force and effect until the First Settlement Date (as defined in Section 11.3 below).

If condition (a) has been neither satisfied nor waived by the end of the (possibly extended) Main Acceptance Period, the Offer will be declared unsuccessful. If condition (b) has been neither satisfied nor waived after the extraordinary general meeting of shareholders of GBL at which the matter in question is decided, the Offer will be declared unsuccessful.

If condition (c) has been neither satisfied nor waived by the First Settlement Date, the Offeror shall have the right to declare the Offer unsuccessful or to postpone the First Settlement Date and the Second Settlement Date (as defined in Section 11.3 below) by up to four months after expiration of the Additional Acceptance Period (the "**Postponement**"). During the Postponement, the Offer shall continue to be subject to condition (c), as long as and to the extent that such condition has been neither satisfied nor waived. Unless the Offeror applies for, and the TOB approves, an additional postponement of the settlement dates, the Offeror will declare the Offer unsuccessful if such condition (c) has been neither satisfied nor waived during the Postponement.

4. INFORMATION ON THE OFFEROR

4.1 Name, registered office and business activity

The Offeror, Parjointco Switzerland SA, is a stock corporation (*société anonyme / Aktiengesellschaft*) organized under the laws of Switzerland and having its registered office at Grand-Rue 11, 1204 Geneva, Canton of Geneva, Switzerland. Parjointco Switzerland was constituted on 11 March 2020 and registered in the Commercial registry of the canton of Geneva on 18 March 2020. Under the articles of association of Parjointco Switzerland, the purpose of the company is the purchase, sale, holding, administration and management of shareholdings in the financial, commercial and industrial sectors.

Parjointco Switzerland is a holding company and a wholly-owned subsidiary of Parjointco Netherlands, a stock corporation organized under the laws of the Netherlands and having its registered office at Veerkade 5, 3016 DE Rotterdam, The Netherlands. Parjointco Netherlands is a holding company that was created for the purpose of holding the Frère-Desmarais Group's interests in Pargesa and – indirectly – in GBL.

4.2 Share capital and shareholders

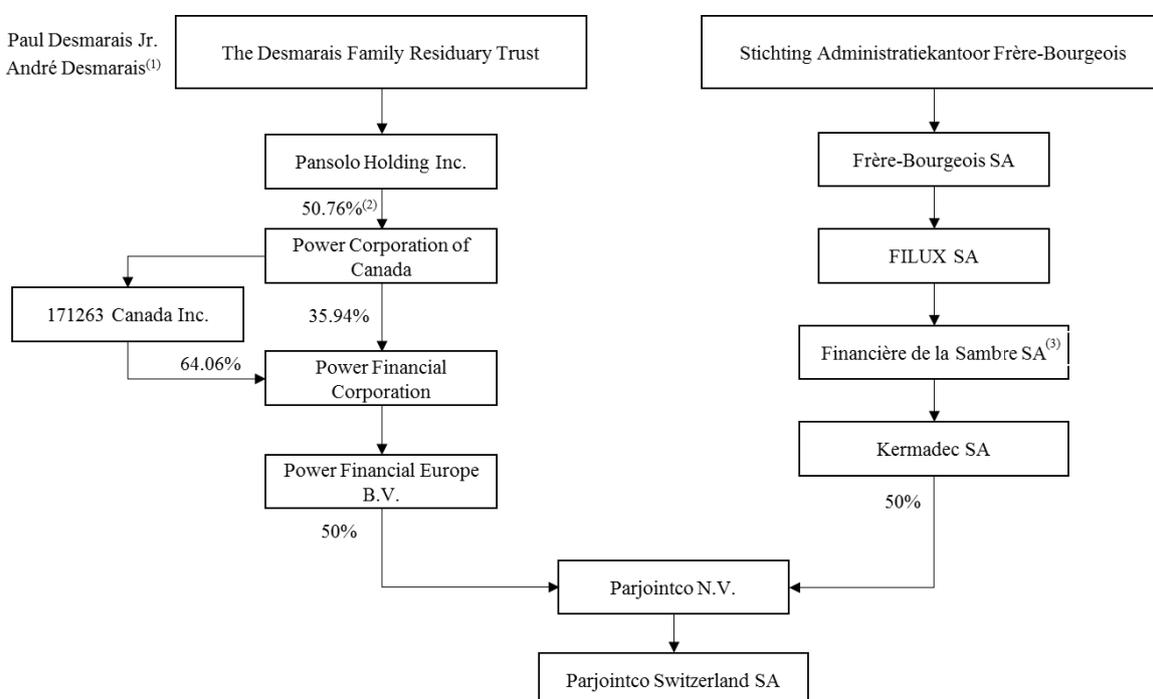
The share capital of the Offeror amounts to CHF 100'000. It is divided into 1'000 registered shares with a par value of CHF 100 each. All of the Offeror's shares are directly held by Parjointco Netherlands.

Parjointco Netherlands is jointly controlled by entities representing the interests of the Frère-Desmarais Group: The Desmarais Family Residuary Trust, on the one hand, and Stichting

Administratiekantoor Frère-Bourgeois, Rotterdam, the Netherlands, on the other hand ("**Stichting Frère-Bourgeois** "). The Desmarais Family Residuary Trust is a Canadian law trust instituted upon the passing away of the late Paul G. Desmarais. Messrs. Paul Desmarais Jr. and André Desmarais, both in Westmount Québec, Canada, are trustees and beneficiaries of The Desmarais Family Residuary Trust. Stichting Frère-Bourgeois is a Dutch foundation initially set up by the Frère family.

Pursuant to the initial agreement signed in 1990, Parjointco Netherlands is controlled by a group consisting of the Desmarais and Frère groups, acting jointly and on an equal basis. The initial agreement was last extended in 2012 to 31 December 2029, with provision for possible further extension.

The below chart illustrates the control structure of the Offeror. All percentages indicate voting rights. If no percentage is indicated, the relevant percentage is 100%, or almost 100% with one or more shares held by other group companies.



⁽¹⁾ In their capacity as trustees of The Desmarais Family Residuary Trust.

⁽²⁾ Voting interest as at 18 March 2020. Power Corporation of Canada is a publicly traded company listed on the Toronto Stock Exchange.

⁽³⁾ 44.94% of the share capital of Financière de la Sambre SA is held by Frère-Bourgeois SA and affiliated companies.

4.3 Persons acting in concert with the Offeror

The Desmarais Family Residuary Trust, Stichting Frère-Bourgeois and all the entities controlled by either one of these structures are deemed to be acting in concert with the Offeror in the context of the Offer.

Pursuant to Decision 756/01 of the TOB dated 13 February 2020, this applies in particular to the entities controlled by Power Corporation of Canada, Montreal, Canada, such as Great-West Lifeco Inc., Winnipeg, Canada, and Société Financière IGM Inc., Winnipeg, Canada.

Pargesa and its subsidiaries are also deemed to be acting in concert with the Offeror in the context of the Offer.

4.4 Annual reports

As a private company established on 11 March 2020 and a wholly-owned subsidiary of Parjointco Netherlands, the Offeror has no financial history and has not published any annual report. Except for the filing of annual accounts with the Netherlands Chamber of Commerce required under Dutch law, Parjointco Netherlands does not publish annual reports.

4.5 Participation in Pargesa

As of the date of this prospectus, the Offeror does not hold any share in Pargesa.

As of the date of this prospectus, the persons deemed to be acting in concert with the Offeror pursuant to a decision of the TOB were holding the following participations in Pargesa.

| Shares in Pargesa held by persons acting in concert with the Offeror | | | | | |
|--|----------------------------|-------------------|-------------------|--------------|--------------------|
| Name | Registered office | Registered shares | Bearer shares | % of capital | % of voting rights |
| Parjointco N.V. | Rotterdam, The Netherlands | 77'214'700 | 39'301'000 | 55.36 | 75.45 |
| Irish Life Assurance plc. | Dublin, Ireland | 0 | 12'303 | 0.01 | 0.01 |
| Great-West Funds Inc. – Great-West Core Strategies: International Equity | Timonium (MD), USA | 0 | 111 | 0.00 | 0.00 |
| Great-West Funds Inc. – Great-West International Index Fund | Timonium (MD), USA | 0 | 2'603 | 0.00 | 0.00 |
| Counsel Portfolio Services Inc. | Mississauga, Canada | 0 | 2'411 | 0.00 | 0.00 |
| Third party clients* | N/A | 0 | 9'955 | 0.01 | 0.01 |
| Total: | | 77'214'700 | 39'328'383 | 55.39 | 75.47 |

* Third party clients of entities controlled by a member of the Frère-Desmarais Group's ultimate controllers

Pargesa holds, as of the date of this prospectus, 233'060 Pargesa Shares in treasury, and there are 210'678 stock options issued by Pargesa under the Company's stock option plans that are still outstanding.

4.6 Financing

The GBL Shares to be delivered to Pargesa's shareholders under the Offer are existing shares of GBL, which are currently held by Pargesa Netherlands BV, Amsterdam, The Netherlands ("**Pargesa Netherlands**"), a wholly-owned subsidiary of Pargesa. To satisfy the Offeror's obligation to deliver GBL Shares under the Offer, Parjointco Netherlands, Pargesa and Pargesa Netherlands entered into a transaction agreement dated 11 March 2020 (the "**Transaction Agreement**"). Under the terms of the Transaction Agreement, Pargesa and Pargesa Netherlands agreed, among other things, to sell, or to cause Pargesa Netherlands to sell, 35'259'741 GBL Shares (representing 22% of GBL's capital) to

Parjointco Switzerland once the latter company has been incorporated. After Parjointco Switzerland was incorporated on 18 March 2020, Parjointco Switzerland and Pargesa Netherlands entered into a share purchase agreement dated 14 April 2020 (the "**Share Purchase Agreement**"), under the terms of which Pargesa Netherlands agreed to sell to Parjointco Switzerland the 35'259'741 GBL Shares contemplated in the Transaction Agreement.

The terms of the Transaction Agreement and of the Share Purchase Agreement are summarized in Section 5.4 below.

The Offeror will finance the cash amounts to be paid with respect to the fractions to which the Pargesa shareholders who have accepted the Offer may be entitled by selling in the open market the GBL Shares corresponding to the sum of such fractions.

4.7 Purchases and sales of Pargesa equity securities within the last twelve months

4.7.1 Trades by the Offeror / Parjointco Netherlands

Neither the Offeror nor Parjointco Netherlands entered into trades in equity securities of Pargesa or derivatives having such securities as their main underlying assets between 11 March 2019 and 11 March 2020.

Except as disclosed in Sections 4.7.2 and 4.7.3, the entities acting in concert with the Offeror did not enter into purchases or sales of Pargesa equity securities or derivatives having such securities as their main underlying assets between 11 March 2019 and 11 March 2020.

4.7.2 Trades in Pargesa Shares by entities controlled by The Desmarais Family Residuary Trust

| Date | Entity | Purchase / sale | Number of Pargesa Shares traded | Price per share (in CHF) |
|-------------|---------------------------------|-----------------|---------------------------------|--------------------------|
| 28 Feb 2020 | Client* | Sale | 8'355 | 70.55 |
| 4 Feb 2020 | Irish Life Assurance plc | Sale | 275 | 78.60 |
| 21 Jan 2020 | Irish Life Assurance plc | Sale | 390 | 82.20 |
| 26 Nov 2019 | Client* | Purchase | 8'355 | 79.15 |
| 12 Nov 2019 | Counsel Portfolio Services Inc. | Purchase | 800 | 79.55 |
| 11 Nov 2019 | Client* | Purchase | 1'245 | 79.85 |
| 7 Nov 2019 | Counsel Portfolio Services Inc. | Sale | 592 | 80.40 |
| 7 Nov 2019 | Counsel Portfolio Services Inc. | Purchase | 592 | 80.40 |
| 5 Nov 2019 | Counsel Portfolio Services Inc. | Sale | 1'019 | 80.90 |
| 5 Nov 2019 | Counsel Portfolio Services Inc. | Purchase | 1'019 | 80.90 |
| 31 Oct 2019 | Irish Life Assurance plc | Sale | 229 | 77.90 |

| | | | | |
|-------------|---------------------------------|----------|-------|-------|
| 25 Jun 2019 | Counsel Portfolio Services Inc. | Purchase | 109 | 74.90 |
| 7 Jun 2019 | Irish Life Assurance plc | Sale | 361 | 74.50 |
| 28 May 2019 | Client* | Sale | 1'648 | 76.10 |
| 8 May 2019 | Counsel Portfolio Services Inc. | Purchase | 1'502 | 77.92 |

* Refers to third party clients of entities controlled by The Desmarais Family Residuary Trust.

4.7.3 Trades by Pargesa

On 8 January 2020, Pargesa delivered 1'490 Pargesa Shares pursuant to an exercise of stock options with an exercise price of CHF 65.00. On 27 January 2020, Pargesa delivered 250 Pargesa Shares pursuant to an exercise of stock options with an exercise price of CHF 60.60.

On 20 March 2019, Pargesa issued 33'430 options having Pargesa Shares as their underlying asset to Pargesa employees under its stock option plan.

5. INFORMATION ON PARGESA

5.1 Name, registered office and corporate purpose

Pargesa is a stock corporation (*société anonyme / Aktiengesellschaft*) organized under the laws of Switzerland and having its registered office at Grand-Rue 11, 1204 Geneva, Canton of Geneva, Switzerland.

Under the articles of association of Pargesa, the purpose of the Company is the acquisition, sale, administration and management, in Switzerland and abroad, of any participations in the financial, commercial and industrial sectors. Pargesa is a holding company. Pargesa's main asset consists in a stake of 80'680'729 GBL Shares, which the company holds through its wholly-owned subsidiary Pargesa Netherlands.

5.2 Share capital, listing and annual report

5.2.1 Outstanding share capital

As of the date of this prospectus, the share capital of Pargesa amounts to CHF 1'698'723'400, divided into 77'214'700 registered shares with a par value of CHF 2.00 each and 77'214'700 bearer shares with a par value of CHF 20.00 each. Under Pargesa's articles of association, each share carries one vote.

5.2.2 Authorized share capital

Pursuant to Article 5bis of Pargesa's articles of association, the board of directors of Pargesa is authorized to increase the Company's share capital by up to CHF 253'000'000 through the issuance of up to 11'500'000 bearer shares with a par value of CHF 20.00 each, and of up to

11'500'000 registered shares with a par value of CHF 2.00 each. The authorization is valid until 3 May 2020, and its renewal is on the agenda of Pargesa's annual general meeting to be held on 6 May 2020.

Shareholders of Pargesa are in principle entitled to statutory pre-emptive rights, but the board of directors may decide to cancel such pre-emptive rights for valid reasons, including if the new shares are issued in connection with the acquisition or the merger of companies, of businesses, the acquisition of participations or the placement of the shares on foreign capital markets to expand the shareholder base. Preferential subscription rights not exercised must be sold by the Company at market conditions.

The board of directors determines the issuance price of the new shares, the way they are to be paid-up as well as the conditions for the exercise of pre-emptive rights.

5.2.3 Conditional share capital

Pursuant to Article 5ter of Pargesa's articles of association, the share capital of the company may be increased by up to CHF 242'000'000 through the issuance of up to 11'000'000 bearer shares with a par value of CHF 20.00 each and 11'000'000 registered shares with a par value of up to CHF 2.00 each. The new shares are to be issued upon conversion of convertible bonds or option rights issued by the Company or one of its affiliates.

Pre-emptive subscription rights are cancelled. The rights of shareholders to subscribe for convertible bonds and options at the time of their issuance may be cancelled or limited by the board of directors for valid reasons, including if the convertible bonds or options are issued in connection with the acquisition or the merger of companies, of businesses, the acquisition of participations or the placement of the shares on foreign capital markets to expand the shareholder base. In such a case, (i) the convertible bonds or options must be issued at usual market conditions, and (ii) the conversion rights may only be exercised for a maximum of seven years from their issuance, while the option rights may only be exercised for a maximum of five years from their issuance.

5.2.4 Listing and annual reports

Pargesa's bearer shares (*i.e.* the Pargesa Shares) are listed on SIX under the International Reporting Standard. Pargesa's registered shares are not listed on any stock exchange.

The annual reports of Pargesa for financial year 2019, 2018 and 2017 are available on Pargesa's website at the following address: <https://www.pargesa.ch/en/financial-reports/library/>. Pargesa also publishes half-year reports, which are available at the same address.

5.3 Intentions of the Offeror

5.3.1 Continuity at GBL

Pargesa currently holds 50% of GBL's capital through Pargesa Netherlands, its wholly-owned subsidiary. As part of the Offer, the Offeror will deliver GBL Shares to holders of Pargesa Shares

representing, in total, up to 22% of GBL's capital. Due to the relevant GBL Shares being currently held by Pargesa Netherlands, the completion of the Offer will reduce Pargesa's participation in GBL to approximately 28% of GBL's capital.

The Offeror nonetheless expects to exercise *de facto* control over GBL due to the implementation of the double voting rights regime that GBL's board of directors is proposing its shareholders to introduce in GBL's articles of association on the occasion of the extraordinary general meeting of shareholders that has been convened for 28 April 2020. If the general meeting of GBL approves the proposed amendment to the company's articles of association, all the GBL Shares that were held in registered form for an uninterrupted period of at least two years in the name of the same holder will entitle their holders to a double voting right. The GBL Shares held by Pargesa Netherlands will satisfy this requirement and, as a result, will entitle Pargesa Netherlands to a double voting right. Thus, upon completion of the Offer and the merger outlined in Section 5.3.2 below, Pargesa Netherlands' stake in GBL would represent approximately 28% of GBL's capital, but up to 45% of its voting rights. As the average turnout rate at GBL's shareholders' meetings has been 72% over the last five years, the Offeror expects that Pargesa Netherlands – and indirectly the Frère-Desmarais Group – will continue to represent a majority of votes at the general meetings of GBL, and will consequently exercise a *de facto* control over GBL.

In addition, in view of the expected indirect holding by the Offeror of approximately 28% in GBL after completion of the Offer and the holding of approximately 3% of treasury shares held by GBL, the Offeror will continue to be regarded as holding more than 30% of the voting securities of GBL after the Offer for the purpose of Belgian takeover rules. Indeed, given that the Offeror is expected to have *de facto* control over GBL after completion of the Offer, the treasury shares held by GBL must be aggregated with the GBL Shares held by the Offeror. On this basis, any subsequent acquisition of GBL Shares by the Offeror will not give rise to the crossing of the mandatory takeover 30% threshold and will not trigger any obligation for a mandatory takeover bid on GBL under Belgian law. For additional general information regarding Belgian takeover rules, see Section 6.2.9.

5.3.2 Pargesa as a private company

If the Offer is successful, the Offeror intends to take Pargesa private by applying for the delisting of the Pargesa Shares from SIX Swiss Exchange. Pargesa may apply for certain exemptions from disclosure and publicity rules under the SIX Swiss Exchange Listing Rules until the delisting is effective.

Parjointco Netherlands has undertaken to the Offeror to contribute its majority stake in Pargesa into the Offeror after the settlement of the Offer as an equity contribution (*apport à fonds perdu*). After that contribution, the Offeror intends to merge with Pargesa, with the Offeror being the surviving entity (the "**Merger**"). If the Offeror holds 90% or more of the voting rights of Pargesa after completion of the Offer, the Merger will take the form of a so-called "squeeze-out merger" pursuant to Articles 8 para. 2 and 18 para. 5 of the Swiss Federal Act on Mergers, Demergers, Transformations and Transfer of Assets (the "**Merger Act**"). In such a case, holders of Pargesa Shares would receive a compensation instead of shares of the surviving entity. Such compensation may take the form of GBL Shares, promissory notes which may be repaid by a fixed number of GBL Shares, other easily realizable assets or cash. If the compensation paid to the remaining holders of

Pargesa Shares was taking the form of GBL Shares, the ratio between GBL Shares and Pargesa Shares would not exceed the Exchange Ratio. There is no guarantee that the exchange ratio contemplated in the Merger would be identical to the Exchange Ratio. The terms of the Merger could be less favorable to the remaining holders of Pargesa Shares than those of the Offer.

If the Offeror holds more than 98% of the voting rights in Pargesa after completion of the Offer, the Offeror may also, before merging with Pargesa, request from the competent court the cancellation of the remaining publicly held Pargesa Shares in accordance with Article 137 FMIA.

5.3.3 Outstanding debt securities issued by Pargesa

In 2015, Pargesa issued a CHF 150'000'000 (bearing 0.875% interest) bond due 2024 (the "**Pargesa Bond**"). The Pargesa Bond will mature on 24 April 2024 and is listed on SIX (ticker symbol PRG-15, ISIN: CH0268988158).

The Offeror intends to keep the Pargesa Bond listed on SIX until it matures in 2024 in accordance with its terms. In case of a successful Offer, the Offeror and Pargesa will execute the Merger, with the Offeror being the surviving entity and becoming the debtor of Pargesa's obligations, including the Pargesa Bond. The Merger may trigger an event of default under the terms of the Pargesa Bond. An event of default may require Pargesa to repay the Pargesa Bond immediately, unless such an obligation is waived by the principal paying agent of the Pargesa Bond or by a meeting of the bondholders. In case of a successful Offer, the Offeror intends to seek a waiver from UBS AG, the principal paying agent of the Pargesa Bond, or convene a bondholders' meeting to approve the Merger.

5.4 Agreements between the Offeror, Pargesa, Pargesa Netherlands, GBL as well as Pargesa's directors, officers and shareholders

5.4.1 Transaction Agreement

On 11 March 2020, Parjointco Netherlands, Pargesa and Pargesa Netherlands entered into the Transaction Agreement in connection with the Offer. The main terms of the Transaction Agreement are in summary the following:

- Adherence of Parjointco Switzerland. The parties agree that, once constituted, Parjointco Switzerland will become a party to the Transaction Agreement and will subsequently have all the rights and obligations inuring to Parjointco Netherlands under the Transaction Agreement.
- Sale of GBL Shares to the Offeror. Pargesa undertakes to Parjointco Netherlands to cause Pargesa Netherlands to enter into the Share Purchase Agreement with Parjointco Switzerland when the latter company has been incorporated. Under the terms of the Share Purchase Agreement, Pargesa Netherlands is to sell to Parjointco Switzerland 35'259'741 GBL Shares representing the number of GBL Shares that Parjointco Switzerland is to deliver to the holders of publicly held Pargesa Shares under the Offer and, if applicable, the Merger. The

sale is to be completed in three tranches at three consecutive closing dates (one prior to each of the settlement dates of the Offer, and one after completion of the Offer). Under the Share Purchase Agreement, the purchase price for the relevant GBL Shares is to be equal to the fair market value of the GBL Shares sold at each of the closing dates. The parties have determined that the fair market value of the GBL Shares will be equal to the volume weighted average price of the GBL Shares on Euronext during the last five trading days preceding each of the relevant closing dates, in each case converted into Swiss francs at the EUR/CHF exchange rate applicable on the relevant closing date. Pargesa Netherlands is to keep in its books a receivable against Parjointco Switzerland for an amount corresponding to the purchase price of the GBL Shares. Absent particular circumstances such as a solvent or insolvent liquidation of Parjointco Switzerland or a material breach by Parjointco Switzerland of some of its obligations toward Pargesa Netherlands, the receivable will become payable on 30 June 2022.

- Contribution of Pargesa stake. Parjointco Netherlands undertakes, promptly after the completion of the Offer or at such other time as may be mutually agreed between Pargesa Netherlands and Parjointco Switzerland, to transfer its majority stake in Pargesa into Parjointco Switzerland as an equity contribution (*apport à fonds perdu*).
- Guarantee of Parjointco Netherlands to Pargesa Netherlands. Parjointco Netherlands undertakes to indemnify and hold harmless Pargesa Netherlands from and against any damage that Pargesa Netherlands may incur in the event of non-performance of the obligations of Parjointco Switzerland under the Share Purchase Agreement.
- Announcement of the Offer and publication of the offer documents. Parjointco Netherlands undertakes to pre-announce the Offer after 17:30 Central European Time on 11 March 2020 by means of a pre-announcement published in compliance with Articles 7 *et seq.* TOO, and Pargesa undertakes to make a joint public announcement with Parjointco Netherlands regarding the Offer. Parjointco Netherlands undertakes to incorporate Parjointco Switzerland as a wholly-owned corporation and to cause Parjointco Switzerland to publish a prospectus relating to the Offer pursuant to Article 127 FMIA and to submit such prospectus to the TOB for review before publication. Pargesa undertakes to produce the report on the Offer required under Article 132 para. 1 FMIA together with a fairness opinion established by Rothschild & Co Bank AG, Zurich, in compliance with Article 30 para. 5 and 6 TOO and to submit such board report and fairness opinion in draft form to the TOB for review before publication. The board report must include a recommendation to the holders of Pargesa Shares to accept the Offer, unless new and unpredictable events having occurred after the pre-announcement of the Offer lead the directors of Pargesa to the conclusion that the fulfilment of their fiduciary duties to Pargesa and Swiss company law and/or financial market laws mandate a different recommendation.
- Compliance with the Swiss takeover rules. Each of Pargesa and Pargesa Netherlands undertakes to Parjointco Netherlands that (i) between the date of the Transaction Agreement and a date that is six months after the end of the Additional Acceptance Period, and unless specifically permitted under the Transaction Agreement, it will not, unless Parjointco Netherlands has given its prior consent, trade any share in Pargesa or derivatives having shares in Pargesa as a main underlying asset and (ii) between the date of the Transaction

Agreement and the end of the Additional Acceptance Period, it will not, unless Parjointco Netherlands has given its prior consent, trade any GBL Share or derivatives having GBL shares as a main underlying asset. If Parjointco Netherlands consents to any trade in one of the instruments referred to above, Pargesa must promptly, but in no event later than by 9:00 Central European Time on the following trading date, report the relevant trade to the Offeror's Swiss counsel.

- Compliance with the restrictions to the Offer. Each of Pargesa and Pargesa Netherlands undertakes to comply at all times with the restrictions outlined in the Offer's pre-announcement and prospectus. In particular, if the Offer's pre-announcement or prospectus provides that contacts with investors are only permitted under certain circumstances, only certain categories of investors can be contacted, or that the information that can be provided to investors is restricted in any way, Pargesa and Pargesa Netherlands must refrain from contacting any such investor unless it is in a position to demonstrate that such contact was lawful, that only permitted investors were contacted and that such investors were only provided with information that could lawfully be provided to them.
- Conduct of business. The parties undertake and agree to comply with applicable Swiss and foreign laws in connection with the Offer and the Merger. Pargesa and Pargesa Netherlands further undertake and agree, except as contemplated in the Transaction Agreement or as required by applicable laws, to conduct their respective businesses in the ordinary course and to abstain from certain extraordinary transactions detailed in the Transaction Agreement.
- Stock option plan. Pargesa undertakes, to the extent permitted by law (i) to refrain from making new grants under its on-going stock option plan after the announcement of the Offer (ii) to allow outstanding stock options to vest if the Offer is declared successful and (iii) not to allow outstanding stock options to be exercised after the end of the Additional Acceptance Period, unless such period ends during a time period in which the holders of stock options are not allowed to exercise their stock options under Pargesa's internal regulations (i.e. during a so-called "**closed period**"), in which case the stock options will remain exercisable during five trading days after the end of such closed period. Pargesa's obligation to deliver Pargesa Shares in the event of an exercise of stock options must be satisfied by the delivery of Pargesa Shares that Pargesa holds in treasury. Pargesa can also give option holders the ability to sell in the market the Pargesa Shares that are to be delivered to them upon exercise of their stock options, and transfer to such option holders the net proceeds of the sale, after deduction of the applicable exercise price, taxes and social security contributions arising as a result of the exercise of the relevant stock options and the brokerage fees and transfer stamp duties that may be incurred as a result of the sale of the relevant Pargesa Shares. In no event can any stock option be settled in cash or repurchased for cash after the announcement of the Offer.
- Outstanding bonds. Within five trading days after the Offer has been declared successful, or on such other date that Parjointco Netherlands and Pargesa may agree, Pargesa will convene a meeting of the holders of Pargesa's CHF 150'000'000 0.875% bond due 2024 in accordance with applicable Swiss law and the terms of the bond, and will propose to such bondholders to approve the Merger so that the bond does not become due and repayable as a result of such Merger.

- Governing law and jurisdiction. The Transaction Agreement is governed by Swiss substantive law. The courts of the canton of Geneva have exclusive jurisdiction.

5.4.2 Share Purchase Agreement between the Offeror and Pargesa Netherlands

On 14 April 2020, Parjointco Switzerland and Pargesa Netherlands entered into the Share Purchase Agreement contemplated in the Transaction Agreement. The main terms of the Share Purchase Agreement are in summary the following:

- GBL Shares purchase and purchase price. Pargesa Netherlands undertakes to sell to Parjointco Switzerland a total of 35'259'741 GBL Shares, at a price corresponding to the fair market value of the GBL Shares at the relevant closing date. The fair market value of GBL Shares is determined by reference to the volume weighted average price of the GBL Shares on Euronext during the five last trading days preceding the relevant closing date, in each case converted into Swiss francs at the EUR/CHF reference exchange rate on the relevant closing date. The purchase price will take the form of a receivable, the terms of which are specified in an appendix to the Share Purchase Agreement, to be recorded as a claim in the books of Pargesa Netherlands and a corresponding debt in the books of Parjointco Switzerland.
- Conditions precedent. The obligations of the parties to consummate the sale contemplated in the Share Purchase Agreement are subject to (i) the Offer having been declared unconditional (except for what regards the conditions that can be satisfied until completion of the Offer), (ii) the representations and warranties of the parties being true and accurate as of the dates upon which they have been given and (iii) no judicial or administrative authority having prohibited the Offer, the Share Purchase Agreement, or the consummation of the transactions contemplated therein.
- Representations and warranties. Each of the parties represents and warrants to the other their due incorporation, capacity to enter into the Share Purchase Agreement and perform the obligations contemplated therein, the due authorization of the agreement and its validity and binding character. Pargesa Netherlands further represents and warrants that, as of the date of the Share Purchase Agreement and on each of its closing dates it has good and valid title to the GBL Shares being sold, free and clear of any encumbrances or third party rights.
- Closing dates. The transfer of the GBL Shares sold under the agreement must be completed on three closing dates: one before the First Settlement Date (as defined in Section 11.3), one before the Second Settlement Date (as defined in Section 11.3), and one after completion of the Offer. Ahead of each closing date, Parjointco Switzerland must notify Pargesa Netherlands of the number of GBL Shares that it is to receive on the occasion of the relevant closing date. Upon receipt of such notice, Pargesa Netherlands must request GBL to convert the relevant number of GBL Shares from registered form to dematerialized form and transfer the relevant number of GBL Shares on the securities account of Parjointco Switzerland.

- Termination. The Share Purchase Agreement terminates without residual liability for the parties (other than the rights or claims already accrued when the termination takes effect) (i) upon mutual agreement of the parties or (ii) if the Offer is declared unsuccessful or is withdrawn.

- Terms of the receivable corresponding to the purchase price of the GBL Shares sold. The receivable for the payment of the purchase price for the GBL Shares sold under the Share Purchase Agreement has the following main terms:
 - (i) Security. Under the Transaction Agreement, Parjointco Netherlands has granted an independent guarantee for the performance of the obligations of Parjointco Switzerland under the Share Purchase Agreement.
 - (ii) Interest. The receivable bears interest at an annual rate of 0%.
 - (iii) Accruals. The portion of the purchase price relating to each of the tranches of GBL Shares sold under the Share Purchase Agreement accrues on the closing date upon which the ownership of the relevant GBL Shares is transferred to Parjointco Switzerland.
 - (iv) Maturity and payment. Absent particular circumstances such as a solvent or insolvent liquidation of Parjointco Switzerland or a material breach by Parjointco Switzerland of some of its obligations toward Pargesa Netherlands (in which case the latter can ask for the immediate payment of the receivable), the receivable becomes due on 30 June 2022. Parjointco Switzerland however has the right to prepay the receivable at any time, in whole or in part, without incurring any incremental cost, fee or liability in relation with such voluntary prepayment.
 - (v) Undertakings. As long as any portion of the receivable remains outstanding, Parjointco Switzerland undertakes to provide certain financial information to Pargesa Netherlands and not to divest or encumber certain assets, incur certain liabilities, make certain capital investments, make distributions, or carry out certain business activities, other than in the ordinary course of business, in each case unless Pargesa Netherlands has given its consent.

- Governing law and jurisdiction. The Share Purchase Agreement and the receivable for the payment of the purchase price are governed by Swiss substantive law. The courts of the Swiss canton of Geneva have exclusive jurisdiction.

5.4.3 Letter agreement with GBL

On 11 March 2020, Parjointco Netherlands and GBL entered into a letter agreement related to the Offer (the "**GBL Agreement**"). The main terms of the GBL Agreement are in summary the following:

- Adherence of Parjointco Switzerland. The parties agree that, once constituted, Parjointco Switzerland will become a party to the GBL Agreement and will subsequently have all the rights and obligations inuring to Parjointco Netherlands under that agreement.
- Compliance with the Swiss takeover rules. GBL undertakes to Parjointco Netherlands that (i) between the date of the Transaction Agreement and a date that is six months after the end of the Additional Acceptance Period, it will not, and will procure that the entities that it controls do not, unless Parjointco Netherlands has given its prior consent, trade any share in Pargesa or derivatives having shares in Pargesa as a main underlying asset and that (ii) between the date of the Transaction Agreement and the end of the Additional Acceptance Period, it will not, and will procure that the entities that it controls do not, unless Parjointco Netherlands has given its prior consent, trade any GBL Share or derivatives having GBL Shares as a main underlying asset. If Parjointco Netherlands consents to any trade in one of the instruments referred to above, GBL must promptly, but in no event later than by 9:00 Central European Time on the following trading date, report the relevant trade to the Offeror's Swiss counsel.
- Compliance with local reporting and disclosure obligations. Except for what regards compliance with (i) the Swiss rules on disclosure of large shareholdings, (ii) the trade reporting obligations mentioned above and (iii) Pargesa's obligations under the SIX listing rules, GBL undertakes to perform all reports, submit all notices and comply with all disclosure obligations that are incumbent on GBL under Belgian, Dutch, U.S. or other applicable laws with respect to itself, its controlled entities or the companies it is invested in, as well as with the directors, officers, employees and agents of any such entities, as a result of the announcement or the consummation of the Offer, the Merger, or any other transaction carried out in connection with the Offer or the Merger.
- Compliance with the restrictions to the Offer. GBL undertakes to comply at all times, and to procure that the entities that it controls, comply at all times with the restrictions outlined in the Offer's pre-announcement and prospectus. In particular, if the Offer's pre-announcement or prospectus provides that contacts with investors are only permitted under certain circumstances, that only certain categories of investors can be contacted, or that the information that can be provided to investors is restricted in any way, GBL must refrain, and must procure that the entities that it controls refrain, from contacting any such investor unless it is in a position to demonstrate that such contact was lawful, that only permitted investors were contacted and that such investors were only provided with information that could lawfully be provided to them.
- Conversion of GBL Shares held in registered form into GBL shares held in dematerialized form. GBL undertakes that it will, at the first request of Pargesa Netherlands or Parjointco Switzerland, convert in dematerialized form any number of GBL Shares that Pargesa Netherlands is required to deliver to Parjointco Switzerland under the Share Purchase Agreement (while the remaining GBL Shares held by Pargesa Netherlands will be maintained in registered form).
- Governing law and jurisdiction. The GBL Agreement is governed by Swiss substantive law. The courts of the Swiss canton of Geneva have exclusive jurisdiction.

5.4.4 No further agreements

Apart from the agreements summarized above, no agreements have been entered into in relation to the Offer between the Offeror, Parjointco Netherlands or any entity of the Frère-Desmarais Group, on the one hand, and Pargesa, Pargesa Netherlands, GBL or their respective directors or officers, on the other hand.

5.4.5 Confidential information

The Offeror confirms that, except as may be disclosed in the report of Pargesa's board of directors reproduced in Section 8 below, neither the Offeror nor the persons acting in concert with it are, directly or indirectly, in possession of non-public information regarding Pargesa that is likely to have a significant influence on the decision of the recipients of the Offer.

6. ADDITIONAL INFORMATION

6.1 Performance and liquidity of GBL Shares

6.1.1 Evolution of share price of GBL Shares

The GBL Shares are listed on the Euronext Brussels market. Since 2017, the price of GBL Shares evolved as follows (in Euro)^{a)}:

| | 2017 | 2018 | 2019 | 2020 ^{b)} |
|---------|-------|-------|-------|--------------------|
| Highest | 94.69 | 96.52 | 94.60 | 96.50 |
| Lowest | 78.05 | 72.88 | 74.32 | 73.48 |

^{a)} Lowest or highest intraday price paid during the relevant period.

^{b)} From 1 January 2020 until 11 March 2020.

Source: Bloomberg.

6.1.2 Liquidity of GBL Shares

During the twelve-month period that preceded the pre-announcement of the Offer, the daily volume of the GBL Shares on Euronext Brussels ranged between EUR 2.7 million and EUR 45.2 million representing 0.04% to 0.70% of the free float. The GBL Shares are consequently liquid within the meaning of Article 24 para. 6 TOO and of the TOB Circular No 2. No valuation of the GBL Shares within the meaning of Article 24 para. 6 TOO is therefore required in the context of the Offer.

6.2 Information regarding the GBL shares

6.2.1 Company information

Groupe Bruxelles Lambert is a public limited liability company (*société anonyme*) under Belgian law having its registered office at Avenue Marnix 24, Brussels, Belgium. GBL was incorporated on

4 January 1902. Pursuant to article 2 of its articles of association, its purpose is (free translation from the French original):

- (i) to carry out on its behalf or on behalf of third parties any real estate, financial and portfolio management transactions; it may for this purpose create enterprises or organisations, take participations in such enterprises or organisation, carry out any financing, consignment, lending, collateral or deposit transactions;
- (ii) to undertake any study or provide its technical, legal, accounting, financial, commercial, administrative or management assistance to companies or organisations in which it holds directly or indirectly a participation or to third parties; and
- (iii) to provide on its behalf or on behalf of third parties any transportation or transit activity.

GBL may take an interest through contribution or merger in any companies or organisations, whether existing or to be created, of which the purpose would be similar, comparable or related to its purpose or that could provide any benefit in view of the fulfilment of its corporate purpose.

6.2.2 Significant shareholders

As of the date of this prospectus and based on transparency declarations received by GBL, the only shareholder of GBL holding more than 5% of GBL's voting rights is Pargesa Netherlands, a subsidiary of Pargesa, which holds 80'680'729 GBL Shares, currently representing 50% of GBL's share capital.

6.2.3 Form and transfer of GBL Shares

As at the date of this prospectus, GBL's share capital amounts to EUR 653'136'356.46 and is represented by 161'358'287 shares with no par value. Other than under the circumstances outlined in Section 6.2.4 below, the GBL Shares all have the same rights.

GBL Shares are held in registered or dematerialised form. Registered GBL Shares are materialised through an inscription in the share register of GBL in the name of the shareholder. The transfer of registered GBL Shares is recorded in the share register of GBL. Dematerialised GBL Shares are held through securities accounts with authorised account holders or clearing organisations. Dematerialised GBL Shares are transferred by book entry on the relevant securities accounts.

6.2.4 Voting rights

Each GBL Share entitles its holder to one voting right, except for shares owned by GBL, or by any of its subsidiaries, the voting rights of which are suspended.

By exception and subject to approval of such right by the extraordinary shareholders' meeting of GBL which has been convened for 28 April 2020, GBL Shares that have been held in registered form for an uninterrupted period of at least two years in the name of the same holder will entitle their holders to a double voting right.

The double voting right is lost in the event of a conversion of registered shares into dematerialised shares and in the event of a transfer of shares or a change of control with respect to the relevant shareholder, except in the specific circumstances set out in Article 7:53 of the Belgian Code of Companies and Associations. Such circumstances include transfers between companies under common control or between a company and its controlling shareholder, as well as transfers as a result of inheritance, liquidation, merger, or demerger.

By contrast with general majority rules applicable to amendments of GBL's articles of association (described in more details under Section 6.2.6), the resolution of the GBL extraordinary shareholders' meeting that has been convened for 28 April 2020 to approve the double voting right requires a two-thirds majority of votes cast.

6.2.5 Disclosure of significant shareholdings

Pursuant to the Belgian law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose securities are admitted to trading on a regulated market and containing various provisions, implementing into Belgian law Directive 2004/109/CE, all GBL shareholders must notify GBL and the Belgian Financial Services and Markets Authority (the "FSMA") amongst others in the following circumstances:

- an acquisition or disposal of voting securities, voting rights or financial instruments that are treated as voting securities;
- the passive reaching of a threshold in terms of holding of voting securities, voting rights or financial instruments that are treated as voting securities; and
- the acquisition or disposal of the control of an entity that holds the voting securities,

in each case provided that the percentage of voting rights attached to the securities held by such shareholders, alone or together with any persons controlled by or acting in concert with such shareholders, reaches, exceeds or falls below the legal thresholds of voting rights in GBL (set at 5% of the total voting rights, 10%, 15%, 20% and so on at intervals of 5%). GBL's articles of association do not provide for any additional threshold.

The notification must be made as soon as possible and at the latest within four trading days following the acquisition or disposal of the voting rights triggering the reaching of the threshold. If GBL receives a notification of information regarding the reaching of a threshold, it is required to publish such information within three trading days following receipt of the notification. At a shareholders' meeting of GBL, and subject to certain exceptions, shareholders required to make a notification may not cast a number of votes greater than the number of votes attached to the rights or securities notified in accordance with the abovementioned disclosure requirements, provided that the relevant notification was made at least 20 calendar days before the date of the shareholders' meeting.

The form on which such notifications must be made, as well as further explanations, can be found on the website of the FSMA (www.fsma.be).

6.2.6 Shareholders' meetings

Ordinary shareholders' meetings

Pursuant to GBL's articles of association, the ordinary shareholders' meeting of GBL is held on the fourth Tuesday of April of each year, at 15:00 Belgian time, at the registered seat or elsewhere in the Brussels-Capital Region, as mentioned in the convening notice. If this date is a legal holiday, the meeting will be held on the next business day.

At ordinary shareholders' meetings, the board of directors of GBL and the statutory auditor of GBL must present a report on the management and financial situation of GBL at the end of the previous accounting year, which runs from 1 January to 31 December. At ordinary shareholders' meetings, shareholders are asked to vote on the approval of the annual accounts, the allocation of profit or loss, the appointment or renewal, if necessary, of directors or statutory auditor, remuneration of the directors and statutory auditor as well as the release from liability of the directors and statutory auditor.

Ad hoc and extraordinary shareholders' meetings

The board of directors of GBL or the statutory auditor of GBL (or the liquidators, if appropriate) may, whenever the company's interests so require, convene an ad hoc or extraordinary shareholders' meeting. Such shareholders' meeting must also be convened every time one or more shareholders holding at least one-tenth of GBL's share capital so demand.

Such shareholders' meetings of GBL are held on the day, at the hour and in the place (which shall be located in the Brussels-Capital Region) designated in the convening notice.

Notices convening shareholders' meetings

Notices of GBL's shareholders' meetings must contain the agenda of the meeting and the recommendations of the board of directors on the matters to be voted upon. Notices must be given in the form of announcements placed at least 30 calendar days prior to the meeting in at least one Belgian newspaper (except in limited instances), in the Belgian State Gazette (*Moniteur belge / Belgisch Staatsblad*), and in medias from which an efficient distribution in the European Economic Area may be expected and that are accessible without discrimination. Notices are sent 30 calendar days prior to the date of the shareholders' meeting to the holders of GBL's registered shares, registered convertible bonds and registered warrants and to GBL's directors and its statutory auditor.

Notices of all GBL's shareholders' meetings and all related documents, such as specific board of directors and auditor's reports, must also be published on the company's website.

Admission to shareholders' meetings

All GBL shareholders are entitled to attend shareholders' meetings of the company, take part in the deliberations and, within the limits prescribed by the Belgian Code of Companies and Associations and the articles of association of GBL, vote, provided they have complied with the formalities for admission.

The right to participate in and vote at a shareholders' meeting is conditioned upon shareholders:

- (a) having the ownership of their shares recorded in their name on the fourteenth calendar day preceding the date of the meeting (the "**Record Date**") either through registration in the register of the registered shares of the company (for holders of registered shares) or through book-entry in the accounts of an authorised account holder or clearing organisation, for holders of dematerialised shares; and
- (b) notifying GBL (or a person designated by GBL) at the latest by the sixth calendar day preceding the day of the meeting, of their intention to participate in the meeting, indicating the number of shares in respect of which they intend to do so. In addition, the holders of dematerialised shares must, at the latest on the same day, provide GBL (or a person designated by GBL) with an original certificate issued by an authorised account holder or a clearing organisation certifying the number of shares owned on the Record Date by the relevant shareholder and for which it has notified its intention to participate in the meeting.

Voting by proxy

Any shareholder of GBL with the right to vote may either personally participate in the meeting or give a proxy to another person to represent him or her at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The proxy forms are made available by GBL. The signed original paper or electronic form must be received by GBL at the latest by the sixth calendar day preceding the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law, including in terms of conflicting interests and record keeping.

Remote voting in advance of the shareholders' meetings

If the convening notice provides so, any shareholder may vote remotely in advance of the shareholders' meeting of GBL, by sending a paper or electronic form. These forms are made available by GBL. Only forms received by GBL at the latest by the sixth calendar day preceding the date of the meeting (or by the calendar day preceding the date of the meeting for electronic forms) are taken into account.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the admission formalities.

Right to request that items be added to the agenda and to ask questions at the shareholders' meetings

One or more shareholders that hold together at least 3% of GBL's share capital may request items to be added to the agenda of any convened meeting and submit proposals for resolutions with regard to existing agenda items or new items to be added to the agenda, provided that (i) they prove ownership of such shareholding as at the date of their request, and (ii) the additional items to be added to the agenda and/or proposed resolutions have been sent in writing (by post mail or email) by these shareholders to GBL no later than the twenty-second calendar day preceding the date of the relevant shareholders' meeting.

In case such shareholders' requests are validly made to GBL, GBL must acknowledge receipt of such requests within 48 hours and, if required, publish a revised agenda of the shareholders' meeting, at the latest on the fifteenth calendar day preceding the date of the shareholders' meeting. The right to request that items be added to the agenda or that proposed resolutions in relation to existing agenda items be submitted does not apply in case of a second shareholders' meeting that must be convened because the quorum was not met during the first shareholders' meeting.

Questions on the agenda of shareholders' meetings

Within the limits of the Belgian Code of Companies and Associations, the directors and the auditor of GBL must answer, during the shareholders' meeting, any questions raised by shareholders. Shareholders may ask questions either during the meeting or in writing, provided that GBL receives the written questions at the latest by the sixth calendar day preceding the date of the meeting.

COVID-19 measures regarding the shareholders' meetings of 28 April 2020

In view of the COVID-19 crisis, the organisation of and participation at the shareholders' meetings of GBL that have been convened for 28 April 2020 will be different from the rules described elsewhere in this Section 6.2.6. Indeed, on 9 April 2020, the Belgian government has enacted a royal decree allowing Belgian companies to organise their shareholders meetings behind closed doors and prevent shareholders from participating in person at the meeting, in order to reduce the spread of COVID-19. GBL has published on 15 April 2020 a press release announcing that it has adopted the rules relating to the participation at the meetings and the right to ask questions in accordance with such royal decree. These rules will apply on an exceptional basis to the shareholders' meetings to be held by GBL on 28 April 2020.

Quorum and majorities

Save as provided in the Belgian Code of Companies and Associations, there is no quorum requirement at GBL shareholders' meetings and decisions are taken by a simple majority of votes cast.

The Belgian Code of Companies and Associations provides for certain specific majority and quorum requirements, including the following:

- a quorum of shareholders holding an aggregate of at least 50% of the share capital and the approval by a qualified majority of at least 75% of the votes cast at the meeting are required to pass resolutions relating to (i) amendments of the articles of association of GBL, such as increases (except authorised capital) or decreases of the share capital of the company, excluding amendments relating to the corporate purpose, the transformation of the legal form of GBL or the introduction of a double voting right, (ii) a merger or split of GBL, and (iii) authorisations to repurchase shares; and
- a quorum of shareholders holding an aggregate of at least 50% of the share capital and the approval by a qualified majority of at least 80% of the votes cast at the meeting are required to pass resolutions relating to the modification of GBL's corporate purpose.

In each case, if a quorum is not met, a second meeting must be convened. At the second meeting, the quorum requirement does not apply. However, the qualified majority requirement of 75% or 80%, as the case may be, continues to apply.

6.2.7 Issuance of new GBL shares / capital reductions

Capital increases

Except with respect to the authorised capital (see below), capital increases must be approved by the shareholders' meeting. Such resolution must satisfy the following quorum and majority requirements: (i) a quorum of 50% of the share capital must be present or represented at the meeting, and (ii) the capital increase must be approved by at least 75% of the votes cast at the meeting.

Subject to the same quorum and majority requirements, the shareholders' meeting may authorise the board of directors of GBL, within certain limits, to increase the share capital of GBL without any further approval of shareholders by way of authorised capital. This authorisation needs to be limited in time (*i.e.* it can only be granted for a renewable period of a maximum of five years) and in scope (*i.e.* the increase by way of authorised capital may not exceed the amount of the share capital at the time of the authorisation).

The extraordinary shareholders' meeting of GBL of 26 April 2016 renewed, for a period of five years, the authorisation given to GBL's board of directors to:

- increase the share capital, on one or more occasions, by up to EUR 125 million;
- decide to issue, on one or more occasions, convertible bonds or bonds redeemable in shares, subscription rights or other financial instruments, whether or not they are attached to bonds or other securities and that may in time give rise to capital increases of a maximum amount such that the amount of the capital increases that may result from the exercising of these conversion or subscription rights, whether or not they are attached to such securities, does not exceed the authorised amount remaining as defined by the abovementioned limits.

It will be proposed to the extraordinary shareholders' meeting of GBL that has been convened for 28 April 2020 to renew this authorisation for a period of five years.

Preference right and anti-dilution

In the event new shares, convertible bonds or subscription rights are issued as part of a share capital increase, all GBL shareholders will have a preferential subscription right in accordance with Article 7:188 of the Belgian Code of Companies and Associations.

The preferential subscription right entitles each GBL shareholder to subscribe for any new shares, convertible bonds or subscription rights, in each case pro rata to the proportion of GBL's existing share capital held immediately prior to such issue. Each GBL shareholder may exercise its respective preferential subscription right in whole or in part.

The shareholders' meeting may restrict or cancel the preferential subscription right, in accordance with Article 7:191 of the Belgian Code of Companies and Associations, for a purpose that is in the

best interests of GBL. The board of directors must draft a report justifying the reasons for restricting or cancelling the preferential subscription right and setting out the consequences for shareholders. The financial and accounting data included in such report are subject to a report of the auditor. The board of directors of GBL may likewise restrict or cancel the preferential subscription right by applying the same principles as set out above.

Any decision to restrict or cancel the preferential subscription right by the shareholders' meeting requires a quorum of shareholders holding at least 50% of the share capital and approval by a qualified majority of at least 75% of the votes cast at the meeting.

Capital reductions

A resolution to reduce the share capital must be approved by a shareholders' meeting. Such resolution must satisfy the following quorum and majority requirements (i) a quorum of 50% of the issued share capital must be present or represented at the meeting, and (ii) the capital decrease must be approved by at least 75% of the votes cast at the meeting. Capital decreases may only be decided in compliance with the equality of treatment of shareholders who are in identical situations.

In case of a capital decrease by reimbursement to shareholders (or by waiver to settle contributions), creditors may, within two months from the date the capital decrease decision is published in the Belgian State Gazette, require a security with respect to their outstanding claims that have not yet matured or are subject to litigation or arbitration (provided the claim has been initiated before the date of the shareholders' meeting), in accordance with article 7:209 of the Belgian Code of Companies and Associations. GBL can set aside any such request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remain unpaid, the request may be referred to court. No repayment (or waiver to settle contributions) may take place before creditors have been satisfied (unless their claim has been rejected by an enforceable judiciary order).

6.2.8 Dividends and other distributions

All shares participate equally in GBL's profits.

The Belgian Code of Companies and Associations provides that dividends can only be paid up to an amount equal to the excess of GBL's shareholders' equity over the sum of (i) paid-up or called-up share capital, and (ii) reserves not available for distribution pursuant to law or the articles of association of GBL. GBL must allocate an amount of 5% of its annual net profit on an unconsolidated basis to a legal reserve in its unconsolidated financial statements until such reserve equals 10% of GBL's share capital.

In general, GBL may only pay dividends with the approval of the shareholders' meeting. The annual dividend payment (if any) must be approved by GBL's shareholders at the ordinary shareholders' meeting of GBL and is paid on the dates determined by the board of directors of GBL. In addition, the board of directors of GBL may declare interim dividends without shareholder approval, in accordance with Article 7:213 of the Belgian Code of Companies and Associations.

6.2.9 Takeovers

General rules

Public takeover bids on GBL's shares and other securities, if any, are subject to supervision of the FSMA. Any public takeover bids must extend to all of GBL's voting securities, as well as all other securities giving access to voting rights. Prior to making a bid, a bidder must publish a prospectus which has been approved by the FSMA.

A mandatory bid must be launched if a person, as a result of its own acquisition or the acquisition by persons acting in concert with it or by persons acting for its account, directly or indirectly holds more than 30% of the voting securities (without taking into account any double voting right) in a company having its registered office in Belgium and of which at least part of the voting securities are traded on a regulated market or on a multilateral trading facility designated by the King of Belgians.

The mere fact of exceeding the relevant threshold through the acquisition of shares will give rise to a mandatory bid, irrespective of whether the price paid in the relevant transaction exceeds the current market price. The duty to launch a mandatory bid does not apply in case of an acquisition if it can be shown that a third party exercises control over GBL or that such third party holds a larger stake than the person holding 30% of the voting securities.

The board of directors of Belgian companies may in certain instances, and subject to prior authorisation by shareholders, deter or frustrate public takeover bids through dilutive issuances of equity securities (pursuant to the authorised capital) or through share buy-backs (*i.e.* purchase of own shares).

Squeeze-outs

Pursuant to Article 7:82 of the Belgian Code of Companies and Associations, a person or legal entity, or different persons or legal entities acting alone or in concert, who, together with the company, own 95% of voting securities of a public company, are entitled to acquire the totality of the securities with voting rights in that company following a squeeze-out offer. The securities that are not voluntarily tendered in response to such an offer are deemed to be automatically transferred to the bidder at the end of the procedure. The consideration for the securities must be in cash and must represent the fair value (verified by an independent expert) as to safeguard the interests of the transferring shareholders.

A squeeze-out offer is also possible upon completion of a voluntary public takeover, provided that the bidder holds 95% of the voting capital and 95% of the voting securities of the public company. In such case, the bidder may require that all remaining shareholders sell their securities to the bidder at the offer price of the takeover bid, provided that, in case of a voluntary takeover offer, the bidder has also acquired 90% of the voting capital to which the offer relates. The shares that are not voluntarily tendered in response to any such offer are deemed to be automatically transferred to the bidder at the end of the procedure.

Sell-out rights

Within three months following the expiration of an offer period, holders of voting securities or of securities giving access to voting rights may require the offeror, acting alone or in concert, who owns 95% of the voting capital and 95% of the voting securities in a public company following a takeover bid, to buy its securities from it at the price of the bid, on the condition that, in case of a voluntary takeover offer, the offeror has acquired, through the acceptance of the bid, securities representing at least 90% of the voting capital subject to the takeover bid.

6.2.10 Mergers

Under Belgian law, a merger by absorption takes place, in most cases, in accordance with the following procedure.

The merger is subject to the approval of the shareholders' meeting with a majority of at least 75% of the votes cast at an extraordinary shareholders' meeting where at least 50% of the share capital is present or represented. If there is no quorum, a second meeting must be convened. At the second meeting, no quorum is required, but the merger must be approved by a qualified majority of at least 75% of the votes cast at the meeting.

Common draft terms of the merger must be prepared by the management body of the absorbing company and the absorbed company and filed with the commercial registry at least six weeks before the date of the shareholders' meeting. A board of directors report and an auditor report are also required.

Creditors of the absorbing company and the absorbed company may, within two months from the date the merger deed is published in the Belgian State Gazette, require a security with respect to their outstanding claims that have not yet matured or are subject to litigation or arbitration (provided the claim has been initiated before the merger deed). The absorbing company or the absorbed company can set aside any such request by settling the claim at its fair value after deduction of a discount. In the absence of an agreement or if the creditors remain unpaid, the request may be referred to court.

6.2.11 Liquidation

GBL's voluntary dissolution requires a shareholders' resolution passed with a majority of at least 75% of the votes cast at an extraordinary shareholders' meeting where at least 50% of the share capital is present or represented.

If, as a result of losses incurred, the ratio of GBL's net assets (determined in accordance with Belgian legal and accounting rules) to share capital is less than 50%, the board of directors must convene an extraordinary shareholders' meeting within two months as of the date upon which the board of directors discovered or should have discovered this undercapitalisation. At this shareholders' meeting, the board of directors must propose either the dissolution of the company or the continuation of the company, in which case the board of directors must propose measures to redress the company's financial situation. Shareholders' resolutions relating to the dissolution of GBL are adopted with a majority of at least 75% of the votes cast at an extraordinary shareholders' meeting where at least 50% of the share capital is present or represented.

If, as a result of losses incurred, the ratio of GBL's net assets to share capital is less than 25%, the same procedure must be followed, provided, however, that in this instance shareholders representing 25% of the votes validly cast at the relevant shareholders' meeting can decide to dissolve the company. If the amount of GBL's net assets has dropped below EUR 61'500 (the minimum amount of share capital of a Belgian public limited liability company (*société anonyme*)), any interested party is entitled to request the competent court to dissolve the company. The court can order the dissolution of the company or grant a grace period within which the company may remedy the situation.

In the event of the dissolution and liquidation of GBL, the assets remaining after payment of all debts and liquidation expenses shall be distributed to the holders of shares of GBL, each receiving a sum proportional to the number of GBL Shares held by them.

6.3 Financial reporting

6.3.1 Annual reports

Annual reports of GBL for financial year 2019, 2018 and 2017 are available on GBL's website at the following address: <https://www.gbl.be/en/media-center/reports-presentations>. GBL also publishes half-year and quarterly reports, which are available at the same address.

6.3.2 Material changes

Except as disclosed in GBL's annual report for financial year 2019 or in any press release published by GBL since 1 January 2020, there have been no material change in the business, operations or financial condition of GBL since the date of GBL's most recent financial statements.

6.4 Anticipated effects of successful Offer

The Offer is not expected to have an impact on the assets, liabilities, financial positions and earnings of GBL. GBL will not issue shares in the context of the Offer.

7. REPORT OF THE REVIEW BODY PURSUANT TO ARTICLE 128 FMIA

On 17 April 2020, BDO Ltd., Zurich, Switzerland, acting as review body of the Offer, issued the report reproduced below.

"As a review body recognized according to the FMIA to review public takeover offers, we have reviewed the offer prospectus of Parjointco Switzerland Ltd (the "Offeror"). The report of the board of directors of the target company and the Fairness Opinion of Rothschild & Co Bank AG were not subject to our review.

The preparation of the offer prospectus is the responsibility of the Offeror. Our responsibility is to express an opinion on the offer prospectus based on our review. We confirm that we comply with the independence requirements provided by takeover law.

Our review was conducted in accordance with the Swiss Auditing Standard on the examination of Public Takeover Offers (AS 880), which requires that a review pursuant to article 128 FMIA be planned and performed to verify the formal completeness of the offer prospectus pursuant to the FMIA and its ordinances and to obtain reasonable assurance about whether the offer prospectus is free from any material misstatements in consequence of violations or errors. It has to be noted that ciphers 3 to 6 below cannot be verified with the same assurance as ciphers 1 to 2. We have reviewed the information in the offer prospectus by means of analyses and ascertainments on a test basis. Furthermore, we have verified the compliance with the FMIA and its ordinances. We believe that our review provides a reasonable basis for our opinion.

In our opinion:

- 1. the Offeror has taken the necessary measures in order for the shares offered in exchange to be available on the settlement date;*
- 2. the Best Price Rule has been observed until the publication of the offer prospectus.*

Moreover, we have not encountered any facts from which we had to infer that:

- 3. the recipients of the Offer are not treated equally;*
- 4. the offer prospectus is not complete and accurate;*
- 5. the offer prospectus is not in accordance with the FMIA and its ordinances;*
- 6. the provisions regarding the effects of the pre-announcement have not been observed.*

This report is neither a recommendation for the acceptance or rejection of the offer nor a confirmation (Fairness Opinion) regarding the financial appropriateness of the offer price.

Zurich, 17 April 2020

BDO Ltd

Edgar Wohlhauser

Marcel Jans"

8. REPORT OF THE BOARD OF DIRECTORS OF PARGESA PURSUANT TO ARTICLE 132 FMIA

The board of directors of Pargesa Holding SA (the "**Board**"), a company having its registered office at Grand-Rue 11, Geneva, Switzerland ("**Pargesa**"), hereby takes position pursuant to Article 132 para. 1 of the Financial Markets Infrastructure Act ("**FMIA**") and Articles 30 to 32 of the Ordinance on Public Takeover Offers ("**TOO**") on the public exchange offer of Parjointco Switzerland SA, a company having its registered office at Grand-Rue 11, Geneva, Switzerland ("**Parjointco Switzerland**" or "**Parjointco**") for all bearer shares of Pargesa held by minority shareholders (the "**Offer**").

8.1 Recommendation

Based on a review of the Offer and taking into account a fairness opinion dated 11 March 2020 of Rothschild & Co Bank AG, Zurich ("**Rothschild & Co.**"), the Board recommends to the shareholders of Pargesa to accept the Offer.

The recommendation was adopted unanimously by the Board, including by three members of the Board who are not in a situation of conflict of interests in the context of the Offer, at a meeting that was held on 17 April 2020. Mr. Bernard Daniel, who is temporarily incapacitated, could not attend the meeting.

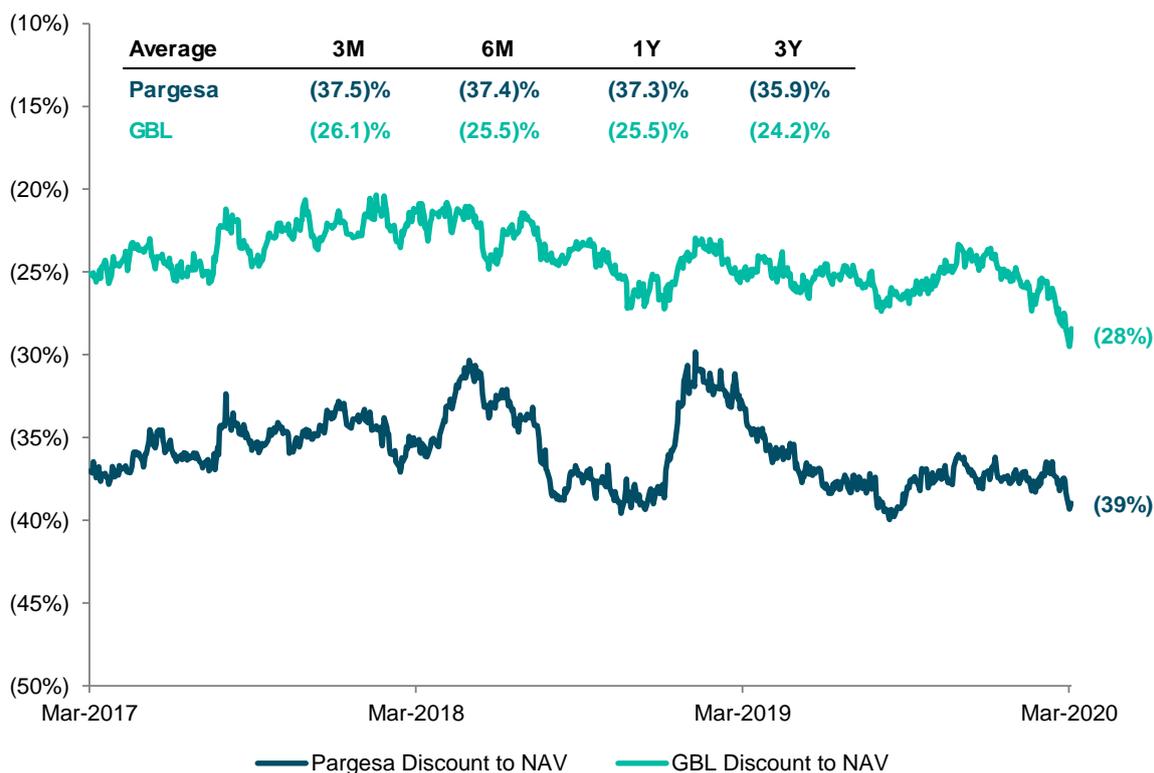
8.2 Reasons for the recommendation

The recommendation of the Board is based on the following considerations.

8.2.1 Potential value creation through the elimination of the double holding structure

Pargesa's purpose is to create value over the long term, by building a portfolio of shareholdings in companies that are market leaders in various industry and service sectors, and by acting as a professional shareholder with those companies.

As a result of the strategic initiatives and restructuring implemented over the years, Pargesa's portfolio is today almost exclusively held indirectly through Groupe Bruxelles Lambert, Brussels, Belgium ("**GBL**"), a company whose shares are listed on Euronext Brussels, and of which Pargesa holds 50% of the capital. Like the shares of most listed holding companies, Pargesa's bearer shares, which are listed on SIX Swiss Exchange ("**SIX**"), are traded at a discount to the net value of Pargesa's assets. Moreover, the current holding structure is resulting in a double holding discount for Pargesa shareholders, increasing the overall discount between the net asset value of the GBL portfolio and market value at Pargesa. When the transaction was announced on 11 March 2020, Pargesa's bearer shares were trading at 39% discount to its net assets compared to 28% for GBL.



The Offer, if successful, will essentially result in Pargesa's public float being transferred to GBL, thereby simplifying the corporate structure by removing one holding layer. As a result of the elimination of the double holding structure, the transaction could unlock value over time.

The elimination of one listed entity within the structure will also save costs, which could further improve returns for those shareholders who will have accepted to exchange their bearer shares in Pargesa against shares in GBL.

8.2.2 Financial terms

8.2.2.1 Premium to the market price

Under the terms of the Offer, Parjointco offers to exchange 0.93 GBL shares for each publicly held bearer share of Pargesa. The exchange ratio represents a premium of 15.8% to the closing price of Pargesa's bearer shares on 11 March 2020 (based on the closing price of GBL's shares on the same date and a EUR/CHF exchange rate of 1.0582) and of 14.0% to the volume-weighted average prices of Pargesa's bearer shares over the 60 preceding trading days (based on the volume-weighted average prices of GBL's shares over the same period and a EUR/CHF exchange rate of 1.0582).

8.2.2.2 The exchange ratio essentially reflects the economic ownership of Pargesa's shareholders in GBL

The exchange ratio contemplated in the Offer further implies that the minority shareholders of Pargesa are being offered a number of GBL shares that approximatively corresponds to their current indirect ownership in GBL, adjusted for Pargesa's net debt and transaction related costs.

In its fairness opinion dated 11 March 2020, Rothschild & Co. estimated at 0.94 the theoretical exchange ratio corresponding to the economic ownership of Pargesa's shareholders in GBL (*i.e.* the exchange ratio that would have applied if the GBL shares held by Pargesa had been allocated to Pargesa's shareholders in proportion to their respective share in Pargesa's share capital, excluding the own shares held in treasury by Pargesa, but taking into account Pargesa's net financial debt and other assets). Rothschild & Co. notes that the difference between the implied exchange ratio of 0.94 and the actual exchange ratio of 0.93 used in the Offer reflects the costs related to the transaction as well as certain risks and liabilities associated with Pargesa that Parjointco will retain after completion of the transaction. The Board is of the view that the difference between the implied and actual exchange ratios also reflects to some extent Parjointco's "waiver of premium" for giving up the tenfold voting privilege attached to the registered shares of Pargesa compared to the bearer shares of Pargesa in favor of a weaker voting reinforcement (doubling of voting rights) at the level of GBL. Overall, in the Offer, the potential value creation resulting from the elimination of the double holding structure is being transferred essentially equally to all of Pargesa's shareholders. Considering the fact that Parjointco and its parent company Parjointco N.V., Rotterdam, The Netherlands ("**Parjointco Netherlands**"), have been bearing most of the costs of the proposed transaction – and will continue to bear such costs if the Offer is unsuccessful and is consequently withdrawn – and the liabilities and risks that Parjointco and Parjointco Netherlands will continue to bear after completion of the Offer with respect to their shareholding in Pargesa, the Board considers the Offer attractive for Pargesa's minority shareholders.

8.2.3 Loss of liquidity and contemplated delisting of Pargesa's bearer shares

If successful, the Offer will likely result in a decrease of the free float for Pargesa's bearer shares and of the liquidity of the market for these shares. Parjointco is further indicating in the offer prospectus that, if the Offer is successful, it intends to take Pargesa private by applying for the delisting of Pargesa's bearer shares from SIX. Parjointco further indicates in the offer prospectus that, if the Offer is successful, it intends to merge with Pargesa, with Parjointco being the surviving entity (the "**Merger**"). Pargesa minority shareholders who do not accept the Offer may therefore be holding non-listed securities in the future. In addition, Parjointco is indicating in the offer prospectus that, if it holds 90% or more of the voting rights in Pargesa after completion of the Offer, the Merger will take the form of a so-called "squeeze-out merger" pursuant to Articles 8 para. 2 and 18 para. 5 of the Swiss Federal Act on Mergers, Demergers, Transformations and Transfer of Assets (the "**Swiss Merger Act**"). In such a case, holders of Pargesa's bearer shares would receive a compensation instead of shares of the surviving entity. Such compensation may take the form of GBL shares, promissory notes which may be repaid by a fixed number of GBL shares, other easily realizable assets or cash. If the compensation paid to the remaining holders of Pargesa's bearer shares was taking the form of GBL shares, the ratio between the GBL and Pargesa shares would not exceed the exchange ratio contemplated in the Offer. There is however no guarantee that the exchange ratio contemplated in a squeeze-out merger would be identical to the one contemplated in the Offer. The terms of the Merger could be less favorable to the remaining holders of Pargesa's bearer shares than those of the Offer. The Board considers this to be an additional reason for accepting the Offer.

8.2.4 Conditionality

The Offer is subject to three conditions: (i) Parjointco controlling 90% or more of Pargesa's voting rights at the end of the Offer's initial acceptance period, (ii) the extraordinary general meeting of shareholders of GBL having accepted to introduce in the articles of association of the company a regime whereby the GBL shares that have been held without interruption in registered (as opposed to dematerialized) form for at least two years in the name of the same shareholder receive a double voting right and (iii) no judicial or administrative authority having prohibited the Offer or its completion (see the offer prospectus for the exact wording of the conditions). In its decision 756/01 of 13 February 2020, the Swiss Takeover Board (the "**TOB**") acknowledged that the conditions referred to above are permissible and valid under the Swiss takeover rules¹. The TOB in particular held that the condition requiring that Parjointco controls 90% or more of Pargesa's voting rights at the end of the Offer's initial acceptance period is not excessively difficult to satisfy, since it implies an acceptance level of the Offer of about 59%, which is below the acceptance level of 67% routinely contemplated in takeover offers in Switzerland. Also, considering Pargesa's current 50% stake in GBL and the rationale for rewarding long-time shareholders through enhanced voting rights, the likelihood that GBL's shareholders approve the proposed double voting right regime at the upcoming general meeting of the company appears significant.

The Board considers that the Offer has a reasonable likelihood of completion, and can as such be recommended for acceptance.

8.2.5 Increase in public float and potential greater liquidity

8.2.5.1 Free float will be higher for GBL's shares than for Pargesa's, with potential increase in liquidity over time

Today, only one of Pargesa's two classes of shares – the bearer shares – is listed. The free float represents 49% of Pargesa's bearer shares, 44% of the company's total share capital and 24% of its voting rights. During the twelve-month period that preceded the pre-announcement of the Offer on 11 March 2020, the daily volume of Pargesa's bearer shares on SIX ranged between CHF 2.1 million and CHF 17.8 million representing 0.07% to 0.61% of the free float.

By contrast, GBL's free float currently represents 47% of the company's outstanding shares. During the twelve-month period that preceded the pre-announcement of the Offer, the daily volume of GBL's shares on Euronext Brussels ranged between EUR 2.7 million and EUR 45.2 million representing 0.04% to 0.70% of the free float.

If successful, the Offer and the subsequent Merger of Pargesa and Parjointco Switzerland mentioned in the offer prospectus will result in Pargesa's stake in GBL's capital decreasing from currently 50% to approximately 28%. GBL's free float is expected to increase from currently 47% to approximately 69%, which should potentially further increase over time the liquidity of the market for the company's shares. The Offer consequently makes it possible for Pargesa shareholders to exchange

¹ This decision has not been challenged within the deadline set forth in Article 58 TOO and is consequently final as of the date of this report.

their Pargesa shares for securities having a larger free float and a potentially more liquid market than they have today.

8.2.5.2 The reduction of Pargesa's control over GBL will not infringe the rights of Pargesa's minority shareholders

The Offer is conditional upon the general meeting of shareholders of GBL having accepted to introduce a double voting right regime in GBL's articles of association (see Section 6.2.4 of the offer prospectus). As a result of this change in GBL's articles of association, it is expected that the stake in GBL of the entity resulting from the Merger of Parjointco and Pargesa ("**New Pargesa**") will represent approximately 45% of GBL's voting rights after completion of the Offer and subsequent Merger (together the "**Transaction**"). New Pargesa would consequently no longer hold the majority of all of GBL's outstanding voting rights.

The Board considers this loosening in Pargesa's level of control over GBL not to be detrimental to Pargesa's minority shareholders for two reasons.

First, with about 45% of the voting rights, New Pargesa can be expected to continue to represent a majority of votes at the general meetings of GBL after completion of the Transaction. Over the last five years, the average turnout rate at the general meeting of GBL was 72%. Unless such turnout increases significantly, 45% of all voting rights will continue to represent a majority of votes at the general meeting. New Pargesa will therefore have a *de facto* control over GBL.

Second, under Pargesa's articles of association, Pargesa's minority shareholders have no claim to any value that could be attributed to Pargesa's majority stake in GBL. Swiss law has a mandatory offer regime², which in principle requires any person acquiring more than one third of the voting rights of a Swiss company having equity securities listed on a Swiss stock exchange to submit a cash offer for all the listed equity securities of that company that it does not own. Such a mandatory offer must be made at a price corresponding to the market price for the relevant shares or, if higher, to the highest price paid by the acquirer for the equity securities of the offeree in the preceding twelve months. This regime essentially requires the acquirer of a controlling stake in a Swiss listed company to share any control premium that it may be willing to pay between all of the company's shareholders.

Swiss law³, however, makes it possible for companies to "opt out" from the mandatory offer regime, by adopting a provision to that effect in their articles of association. Pargesa made use of the possibility. In 1999, it introduced a so-called "opting out" provision in its articles of association⁴. In its decision 756/01 dated 13 February 2020, the TOB acknowledged that Pargesa's "opting out" provision is valid and enforceable. As a result, under Pargesa's current articles of association, Parjointco Netherlands would be entitled to sell its majority stake in Pargesa at a premium, without the acquirer being required to make an offer to Pargesa's minority shareholders. In other words, Pargesa's articles of association make it possible for Parjointco Netherlands to retain any control premium that a third party might be willing to pay for the company, and Pargesa's minority shareholders would have no legal claim to such control premium. The value of Pargesa's control over

² Article 135 FMIA.

³ Article 125 para. 3 and 4 FMIA.

⁴ Article 10.

GBL therefore accrues to Parjointco Netherlands exclusively. The reduction of Pargesa's control over GBL does consequently not negatively affect the economic position of Pargesa's minority shareholders. On the contrary, GBL's articles of association do not contain any mechanism similar to the "opting out" provision set forth in Pargesa's current articles of association. Should a third party acquire the stake of Parjointco in GBL after completion of the Transaction and trigger a mandatory offer under Belgian law, GBL's minority shareholders would be entitled to receive such offer, which Pargesa's minority shareholders would not be entitled to receive if they were remaining in Pargesa. Minority shareholders of Pargesa having accepted the Offer could also take advantage of a control premium, if any, if a third party was to submit a voluntary takeover offer for GBL in the future.

8.2.5.3 Exchange of Swiss shares traded in Swiss francs against Belgian shares traded in Euro

The Offer involves Pargesa minority shareholders exchanging shares of a Swiss company traded in Swiss francs against shares of a Belgian company traded in Euros. The Board considers that this situation does not represent a significant disadvantage for Pargesa's minority shareholders. It results from a legal opinion provided to the Board by Prof. Dr. Peter Nobel, Nobel & Hug, Zurich, that the level of protection of minority shareholders can generally be deemed equivalent under Belgian and Swiss company and takeover laws and that the legal position of shareholders is overall not less favorable under GBL's articles of association than it is under Pargesa's.

In particular, after completion of the Transaction, the voting privilege of Parjointco Netherlands and the Frère-Desmarais Group (as defined in Section 8.4.1.1 below) at the general meetings of GBL will be weaker than it is today at Pargesa's general meetings. Due to the difference in par value of Pargesa's registered and bearer shares (CHF 2.00 for registered shares and CHF 20.00 for bearer shares), the voting power of Pargesa's registered shares currently held by Parjointco Netherlands is, for the same par value, ten times higher than that of the bearer shares held by minorities. By contrast, under GBL's revised articles of association, Parjointco Netherlands' (indirectly controlled) GBL shares will only have twice as much voting power as non-registered shares. Also, while at Pargesa the voting privilege is attached to a specific class of shares that is exclusively held by Parjointco Netherlands, the voting privilege set forth in GBL's articles of association will be available to all shareholders having held their GBL shares in registered form without interruption for at least two years.

The fact that the GBL shares are traded in Euros, whereas the Pargesa shares are denominated and traded in Swiss francs, does not constitute a material disadvantage for Pargesa's minority shareholders. Pargesa's main asset – its 50% stake in GBL – has always been active in the Euro zone. Also, the Euro is a broadly used currency, which is freely convertible against Swiss francs. Pargesa shareholders who do not have a bank account in Euro or who otherwise are not willing to hold assets in that currency have the possibility to sell their Pargesa shares in the market before completion of the Offer. Parjointco is indicating in the offer prospectus that it applied for the opening of a special order book (a so-called "second trading line") at SIX, where the Pargesa shares that have been notified for acceptance in the Offer can be traded. Even Pargesa shareholders who accept the Offer will consequently keep the ability to dispose of their Pargesa shares in the market before completion of the Offer.

8.2.5.4 No loss of right to privacy

The fact that Pargesa's listed shares are traded in bearer form, whereas the GBL shares can only be held in registered or dematerialized (intermediated) form, does not negatively affect the legal position of Pargesa's minority shareholders either. Under Pargesa's articles of association, shareholders do not have a right to the delivery of certificated bearer shares⁵. Pargesa's articles of association further provide that Pargesa's bearer shares are in principle issued in the form of global certificates deposited with SIX SIS AG or another professional depositary⁶. Pargesa is also entitled to convert certificated shares into dematerialized shares at any time and without the consent of the relevant shareholder⁷. Pargesa shareholders are consequently expected to hold their bearer shares as intermediated securities deposited with professional depositaries. They consequently do not have a right to remain anonymous and an exchange of their Pargesa shares against GBL shares will therefore not negatively affect their legal position.

8.2.6 Dividend per share accretion

Currently, Pargesa uses part of the dividend that it receives from GBL to cover its operating expenses and to service its debt. The Board is consequently expecting that the Offer, if accepted, could increase the level of dividend per share payable to current Pargesa public shareholders assuming the same level of dividend per share from GBL as for financial year 2019. Illustratively, had the Offer already been completed before payment of dividends for financial year 2019, and considering the proposed dividend of EUR 3.15 per share at GBL and of CHF 2.63 (~EUR 2.49 based on EUR/CHF exchange rate of 1.0582) per bearer share at Pargesa for the financial year 2019, the dividend per share would have been 18% higher for current Pargesa public shareholders. The Board indicates that future dividends will be set by GBL. There cannot be assurance, nor is the Board relying on any assumption when making its recommendation, on what GBL's future dividend may be.

8.3 Treatment of Pargesa's outstanding CHF 150 million 0.875% bonds due 2024

In 2015, Pargesa issued CHF 150 million 0.875% bonds, which are maturing on 24 April 2024, and are listed on SIX (security number: 26'898'815; ISIN: CH0268988158) (the "**Bonds**"). The Bonds will not be affected by the Offer or its completion. However, Parjointco is indicating in the offer prospectus that, if the Offer is successful, it contemplates merging with Pargesa, in a transaction in which Parjointco will remain as surviving entity and Pargesa will cease to exist. Unless it is approved in advance by an extraordinary resolution of the bondholders or is consented to by UBS AG in its capacity as the Bonds' principal paying agent, such Merger would constitute an event of default under the terms of the Bonds.

If Parjointco declares the Offer successful, Pargesa intends to solicit the approval of the bondholders or the consent of the Bonds' principal paying agent, so that the Bonds remain outstanding after the Merger and continue to be listed on SIX until their maturity.

⁵ Article 5 para. 7.

⁶ Article 5 para. 3.

⁷ Article 5 para. 6.

8.4 Conflicts of interests

8.4.1 Board

8.4.1.1 Relationship with the Frère-Desmarais Group

As of the date of this report, the Board consists of the following persons:

- | | |
|---------------------------------------|-------------------------------------|
| – Mr. Paul Desmarais, Jr., Chairman | – Mr. Cedric Frère, Member |
| – Mr. Gérald Frère, Deputy Chairman | – Ms. Ségolène Gallienne, Member |
| – Mr. André Desmarais, Vice-Chairman | – Mr. Jean-Luc Herbez, Member |
| – Mr. Jocelyn Lefebvre, Vice-Chairman | – Ms. Barbara Kux, Member |
| – Mr. Bernard Daniel, Member | – Mr. Xavier Le Clef, Member |
| – Mr. Victor Delloye, Member | – Mr. Michel Pébereau, Member |
| – Mr. Paul Desmarais III, Member | – Mr. Amaury-Daniel de Sèze, Member |

Parjointco is a wholly-owned subsidiary of Parjointco Netherlands, which is in turn jointly controlled by entities representing the interests of the Desmarais and Frère family groups: The Desmarais Family Residuary Trust, a Canadian law trust instituted upon the passing away of the late Paul G. Desmarais, on the one hand, and Stichting Administratiekantoor Frère-Bourgeois, Rotterdam, the Netherlands (the "**Stichting Frère-Bourgeois**"), on the other hand.

According to a regulatory filing published on 9 March 2018 under the Swiss rules on disclosure of large shareholdings in listed companies⁸, The Desmarais Family Residuary Trust and Stichting Frère Bourgeois (together the "**Frère-Desmarais Group**") jointly beneficially own, through Parjointco Netherlands, all the 77'214'700 registered shares and 39'301'000 bearer shares of Pargesa, which represents in the aggregate 55.36% of the share capital and 75.45% of the voting rights of the company. A chart of the various entities through which the Frère-Desmarais Group controls Parjointco Netherlands can be consulted in the offer prospectus.

The offer prospectus indicates that all the entities of the Frère-Desmarais Group are deemed to be acting in concert with Parjointco in connection with the Offer.

The relationships between the members of the Board, on the one hand, and the Frère-Desmarais Group, on the other hand, are the following:

Mr. Paul Desmarais, Jr. is one of the trustees of The Desmarais Family Residuary Trust and the Chairman of the Supervisory Board of Parjointco Netherlands. He is also the Chairman of Power Corporation of Canada, Montreal, Canada ("**Power Corporation**"), a company indirectly controlled

⁸ Article 120 FMIA.

by The Desmarais Family Residuary Trust, and which indirectly holds 50% of the capital and voting rights of Parjointco Netherlands. Mr. Paul Desmarais, Jr. also chairs the Board of Directors of GBL and is a member of GBL's Standing Committee.

Mr. Gérard Frère chairs the Board of Stichting Frère-Bourgeois and the Board of Directors of Frère-Bourgeois SA, Loverval, Belgium ("**Frère-Bourgeois SA**"), which is controlled by Stichting Frère-Bourgeois. He is a member of the Supervisory Board of Parjointco Netherlands, the Vice-Chairman of the Board of Directors of GBL and the Chairman of GBL's Standing Committee.

Mr. André Desmarais is a trustee of The Desmarais Family Residuary Trust. He is Deputy Chairman of Power Corporation and a member of the Supervisory Board of Parjointco Netherlands.

Mr. Jocelyn Lefebvre is a Managing Director of Parjointco Netherlands and chairs the Board of Directors of Parjointco Switzerland. He is also Chairman of Sagard, and Managing Director of Power Financial Europe B.V., two companies under the ultimate control of The Desmarais Family Residual Trust. Mr. Jocelyn Lefebvre is also a member of GBL's Board of Directors, Standing Committee and Audit Committee.

Mr. Victor Delloye is a member of the Board of Stichting Frère-Bourgeois, of the Supervisory Board of Parjointco Netherlands and of the Board of Directors of Parjointco Switzerland. He is also Director and General Secretary of Frère-Bourgeois SA and Executive Director of Compagnie Nationale à Portefeuille SA, Loverval, Belgium ("**CNP**"). Both Frère Bourgeois SA and CNP are controlled by Stichting Frère-Bourgeois, which indirectly holds 50% of the capital and voting rights of Parjointco Netherlands. Mr. Victor Delloye is also a member of GBL's Board of Directors and Standing Committee.

Mr. Paul Desmarais III is a member of GBL's Board of Directors and Standing Committee.

Mr. Cedric Frère is Co-CEO of Frère-Bourgeois SA and an Executive Director of CNP. He is a member of GBL's Board of Directors and Standing Committee.

Ms. Ségolène Gallienne is a member of the Board of Stichting Frère-Bourgeois. She is also a Director of Frère-Bourgeois SA and of CNP, a member of the Supervisory Board of Parjointco Netherlands and a member of GBL's Board of Directors and Standing Committee.

Mr. Xavier Le Clef is co-CEO of Frère-Bourgeois SA and CEO of CNP. He is a Managing Director of Parjointco Netherlands and a member of GBL's Board of Directors, Standing Committee, Audit Committee and Nomination and Compensation Committee.

Mr. Amaury-Daniel de Sèze is a member of the Supervisory Board of Parjointco Netherlands and of GBL's Board of Directors and Standing Committee. He also chairs GBL's Nomination and Compensation Committee.

Other than for what regards the membership of the Board, Mr. Bernard Daniel, Mr. Jean-Luc Herbez, Ms. Barbara Kux and Mr. Michel Pébereau are not affiliated with the Frère-Desmarais Group, and are therefore not in a situation of conflict of interests for what regards the Offer. In particular, they do not have agreements or business relationships with Parjointco, were not elected upon proposal of Parjointco, do not have to be re-elected by Parjointco, are not directors or

employees of Parjointco or of a company that has material business relationships with Parjointco or exercise their function upon instructions of Parjointco.

8.4.1.2 Financial consequences of the Offer for the members of the Board

As of the date of this report, the members of the Board hold the following number of shares and stock options in Pargesa, and are debtors of the following loans and credits to Pargesa:

| Board – Shares and stock option ownership | | | | | |
|--|-----------------|------------------|-------------------------|-------------------|--|
| Name | Position | Number of shares | Number of stock options | Loans and credits | |
| Mr. Paul Desmarais, Jr. | Chairman | 0 ¹ | 0 | 0 | |
| Mr. Gérald Frère | Deputy-Chairman | 161'154 | 0 | 0 | |
| Mr. André Desmarais | Vice-Chairman | 0 ¹ | 0 | 0 | |
| Mr. Jocelyn Lefebvre | Vice-Chairman | 0 | 0 | 0 | |
| Mr. Bernard Daniel | Member | 0 | 0 | 0 | |
| Mr. Victor Delloye | Member | 0 | 0 | 0 | |
| Mr. Paul Desmarais III | Member | 0 | 0 | 0 | |
| Mr. Cedric Frère | Member | 0 | 0 | 0 | |
| Ms. Ségolène Gallienne | Member | 0 | 0 | 0 | |
| Mr. Jean-Luc Herbez | Member | 0 | 0 | 0 | |
| Ms. Barbara Kux | Member | 0 | 0 | 0 | |
| Mr. Xavier Le Clef | Member | 0 | 0 | 0 | |
| Mr. Michel Pébereau | Member | 0 | 0 | 0 | |
| Mr. Amaury-Daniel de Sèze | Member | 0 | 0 | 0 | |

¹ Does not take into account (i) the 77'214'700 registered shares and the 39'301'000 bearer shares of Pargesa held by Parjointco Netherlands, which represent 55.36% of the share capital and 75.45% of the voting rights of Pargesa and (ii) 234'800 bearer shares of Pargesa that the company holds in treasury. According to a regulatory filing published on 9 March 2018 under the Swiss rules on disclosure of large shareholdings in listed companies, Messrs. Paul Desmarais Jr. and André Desmarais, in their capacity as trustees of The Desmarais Family Residual Trust, on the one hand, and Stichting Frère-Bourgeois, on the other hand, are the beneficial owners of the Pargesa shares held by Parjointco Netherlands.

The direct and indirect compensations accrued to the members of the Board for the financial year 2019 were the following:

| Board – Compensation in 2019 (in CHF)¹ | | | | | | | |
|--|-----------------|-----------------|--------------------------------------|-----------|---|--|------------|
| Name | Position | Paid by Pargesa | Paid by other companies ² | Sub-total | Value of stock options granted ³ | Social contributions and contributions to the pension scheme | Total 2019 |
| Mr. Paul Desmarais, Jr. | Chairman | 1'000'000 | 602'087 | 1'602'087 | - | 58'579 | 1'660'666 |
| Mr. Gérald Frère | Deputy-Chairman | 400'000 | 192'673 | 592'673 | - | 19'639 | 612'312 |
| Mr. André Desmarais | Vice-Chairman | 175'000 | - | 175'000 | - | 8'969 | 183'969 |
| Mr. Jocelyn Lefebvre | Vice-Chairman | 188'100 | 106'605 | 294'705 | - | 9'640 | 304'345 |
| Mr. Bernard Daniel | Member | 121'500 | - | 121'500 | - | 5'366 | 126'866 |
| Mr. Victor Delloye | Member | 59'000 | 220'811 | 279'811 | - | 2'163 | 281'974 |
| Mr. Paul Desmarais III | Member | 59'000 | 199'490 | 258'490 | - | 26'793 | 285'283 |
| Mr. Cedric Frère | Member | 59'000 | 104'705 | 163'705 | - | 3'024 | 166'729 |
| Ms. Ségolène Gallienne | Member | 59'000 | 77'312 | 136'312 | - | 3'024 | 139'336 |
| Mr. Jean-Luc Herbez | Member | 121'500 | - | 121'500 | - | 5'366 | 126'866 |
| Ms. Barbara Kux | Member | 94'000 | - | 94'000 | - | 3'239 | 97'239 |
| Mr. Xavier Le Clef | Member | 50'200 | 93'442 | 143'642 | - | 2'573 | 146'214 |
| Mr. Michel Pébereau | Member | 65'000 | - | 65'000 | - | 2'470 | 67'470 |
| Mr. Amaury-Daniel de Sèze | Member | 72'100 | 159'908 | 232'008 | - | 2'834 | 234'842 |

¹ Please refer to the compensation report of Pargesa for 2019 (available at: <https://www.pargesa.ch/en/financial-reports/library/>) for more information.

² Including the compensation received from Pargesa group companies (e.g. GBL and Imerys) and for the mandates exercised at Pargesa's request (e.g. LafargeHolcim, Pernod Ricard and SGS).

³ The stock options of Pargesa were valued at grant based on the Black & Scholes option pricing model.

Parjointco is indicating in the offer prospectus that, if the Offer is successful, it contemplates absorbing Pargesa through a so-called "squeeze-out" merger, to be carried out pursuant to Article 8 para. 2 and 18 para. 5 of the Swiss Merger Act, whereupon Pargesa will cease to exist and Parjointco will remain as surviving entity. Other than Mr. Jocelyn Lefebvre, who chairs the Board of Directors of Parjointco, and Mr. Victor Delloye, who is a Director of that company, no member of the Board of Directors of Pargesa is currently expected to serve as a director or employee of Parjointco after completion of the Transaction.

8.4.2 Senior management

As of the date hereof, the Senior Management of Pargesa consists of:

- Ms. Mariane Le Bourdier, Managing Director
- Mr. Mark Keller, Financial Director

Ms. Mariane Le Bourdier is Managing Director and Partner of Sagard, a company under the ultimate control of The Desmarais Family Residual Trust. She is also a member of the Supervisory Board of Pargesa Netherlands BV, Amsterdam, The Netherlands ("**Pargesa Netherlands**"), a wholly-owned subsidiary of Pargesa, and a member of the senior management of Parjointco Switzerland.

Mr. Mark Keller is a Managing Director of Pargesa Netherlands and a member of the senior management of Parjointco Switzerland.

As of the date of this report, the members of Pargesa's Senior Management hold the following number of shares and stock options in Pargesa, and are debtors of the following loans and credits to Pargesa:

| Senior Management – Shares and stock option ownership | | | | | |
|---|--------------------|------------------|-------------------------|-------------------|--|
| Name | Position | Number of shares | Number of stock options | Loans and credits | |
| Ms. Mariane Le Bourdiec | Managing Director | 0 | 5'700 | 0 | |
| Mr. Mark Keller | Financial Director | 2'580 | 58'495 | 0 | |

The direct and indirect compensations accrued to the members of the Senior Management of Pargesa for the financial year 2019 were the following:

| Senior Management – Compensation in 2019 (in CHF) ¹ | | | | | | | |
|--|--------------------|-----------------|--------------------------------------|-----------|---|--|------------|
| Name | Position | Paid by Pargesa | Paid by other companies ² | Sub-total | Value of stock options granted ³ | Social contributions and contributions to the pension scheme | Total 2019 |
| Ms. Mariane Le Bourdiec | Managing Director | 362'311 | 16'686 | 378'997 | 15'789 | 28'035 | 422'821 |
| Mr. Mark Keller | Financial Director | 460'000 | 16'686 | 476'686 | 28'670 | 148'104 | 653'460 |

¹Refer to the compensation report of Pargesa for 2019 (available at: <https://www.pargesa.ch/en/financial-reports/library/>) for more information.

²Including the compensation received from Pargesa Netherlands.

³The stock options of Pargesa were valued at grant based on the Black & Scholes option pricing model.

8.4.3 Agreement between Parjointco Netherlands, Parjointco Switzerland, Pargesa and Pargesa Netherlands

The Offer requires that some of the GBL shares that Pargesa currently holds through its wholly-owned subsidiary Pargesa Netherlands be sold to Parjointco Switzerland, and be then exchanged against bearer shares of Pargesa held by Pargesa's minority shareholders.

Considering this situation, the Board approved on 11 March 2020 a transaction agreement between Parjointco Netherlands, Pargesa and Pargesa Netherlands (the "**Transaction Agreement**"), under the terms of which Pargesa undertakes, among other things, to cause Pargesa Netherlands to sell 35'259'741 GBL shares (representing 22% of GBL's capital) to Parjointco Switzerland once the company has been incorporated. The parties also agreed that, upon its incorporation, Parjointco Switzerland will become a party to the Transaction Agreement with all the rights and obligations inuring to Parjointco Netherlands. Under the Transaction Agreement, Pargesa undertakes to cause Pargesa Netherlands to sell to Parjointco Switzerland a total number of 35'259'741 GBL shares representing the number of GBL shares to be delivered to the holders of publicly held bearer shares of Pargesa under the Offer and the subsequent Merger. The Transaction Agreement further provides that the sale of the GBL shares will be completed in three tranches at three closing dates, for a

purchase price equal to the fair market value of the GBL shares sold at each of the closing dates, which the parties have determined to be equal to the volume weighted average price of the GBL shares on Euronext Brussels during the last five trading days preceding the relevant closing date, in each case converted into Swiss Francs at the EUR/CHF exchange rate applicable on the relevant closing date. The Transaction Agreement further contemplates that Pargesa Netherlands will keep a receivable against Parjointco Switzerland for an amount corresponding to the purchase price of the GBL shares (the "**Receivable**") in its books as a claim which, absent particular circumstances such as a solvent or insolvent liquidation of Parjointco Switzerland or a material breach by Parjointco Switzerland of some of its obligations toward Pargesa Netherlands, will become payable on 30 June 2022.

Parjointco Switzerland was registered in the commercial registry of the canton of Geneva on 18 March 2020. Parjointco Switzerland and Pargesa Netherlands entered into the share purchase agreement referred to above relating to the GBL shares (the "**SPA**") on 14 April 2020.

It is contemplated that, after completion of the Merger, Pargesa Netherlands will distribute the Receivable to the entity resulting from the Merger, at which point that entity will be both the debtor and creditor of the Receivable, which will consequently extinguish.

The Board approved the Transaction Agreement on 11 March 2020, on the basis of the fairness opinion of Rothschild & Co. dated 11 March 2020 that also serves as a basis for this report.

The terms of the Transaction Agreement dated 11 March 2020 between Parjointco Netherlands, Pargesa and Pargesa Netherlands, and the terms of the SPA dated 14 April 2020 between Parjointco Switzerland and Pargesa Netherlands, are summarized in Section 5.4 of the offer prospectus.

8.4.4 Measures taken to address existing conflicts of interest

Considering that the Board includes several persons affiliated with the Frère-Desmarais group and that the members of the Senior Management also have executive positions at the Offeror, the Board of Directors mandated Rothschild & Co. to opine on the Offer's fairness from a financial perspective. Rothschild & Co. is licensed as a bank under the Swiss Banking Act and is as such authorized to act as a securities firm under Swiss law. Rothschild & Co. is as a result qualified to deliver a fairness opinion pursuant to Article 30 para. 6 TOO. The Board has also determined that Rothschild & Co. satisfies the independence requirements imposed by the takeover rules for the delivery of a fairness opinion.

In its fairness opinion dated 11 March 2020, Rothschild & Co. comes to the conclusion that the exchange ratio of 0.93 GBL shares per bearer share of Pargesa set forth in the Offer is financially fair as of the valuation date. The full text of Rothschild & Co.'s fairness opinion forms an integrant part of this report. It can further be consulted at the address: <https://www.pargesa.ch/en/listed-securities/exchange-offer-offre-dechange/>. Hard copies can be obtained free of charge upon request at the address Pargesa Holding SA, Grand-Rue 11, 1204 Geneva, Switzerland, Attn. of the Financial Director.

8.5 Intentions of investors holding more than 3% of Pargesa's voting rights

Other than the Frère-Desmarais Group, the only shareholder to have announced a stake representing more than 3% of Pargesa's voting rights is First Eagle Investment Management, LLC, New York, United States of America ("**First Eagle**"). On 19 March 2020, First Eagle reported that the funds that it manages held in total 6'599'356 bearer shares of Pargesa representing 4.06% of the voting rights of the company.

The Board is not aware of the intentions of this shareholder with respect to the Offer.

8.6 Defensive measures

The Board and the Senior Management of Pargesa have not taken any measures aiming at preventing the Offer or its consummation and do not contemplate taking any such measures.

8.7 Financial reporting

The consolidated and audited financial statements of Pargesa for the financial year ended 31 December 2019 are included in the annual report of Pargesa for 2019, which can be consulted at the address: <https://www.pargesa.ch/en/financial-reports/library/>.

To the knowledge of the Board, other than as mentioned in the annual report of Pargesa for 2019, there have not been any significant changes in the financial condition, results of operations, assets or business prospects of Pargesa since 31 December 2019.

Geneva, 17 April 2020

Paul Desmarais Jr.
Chairman

Gérald Frère
Deputy-Chairman

Jocelyn Lefebvre
Vice-chairman

9. DECISION OF THE SWISS TAKEOVER BOARD

On 20 April 2020, the TOB issued decision 756/02 regarding the Offer, the operating part of which is reproduced below.

"The Takeover Board issues the following ruling:

- 1. The offer by Parjointco Switzerland SA for the bearer shares of Pargesa Holding SA complies with the legal and regulatory provisions relating to public tender offers.*
- 2. This decision will be published on the website of the Swiss Takeover Board on the day on which the offer prospectus is published.*
- 3. The fee to be borne by Parjointco Switzerland SA amounts to CHF 250'000."*

10. RIGHTS OF PARGESA SHAREHOLDERS

10.1 Request for party status (Article 57 TOO)

Shareholders who have been holding at least 3% of the voting rights of Pargesa, whether exercisable or not, since the date of publication of the pre-announcement (each, a "**Qualified Shareholder**", Article 56 TOO), will be granted party status if they file a respective request with the TOB. The request of a Qualified Shareholder must be received by the TOB (Swiss Takeover Board, Stockerstrasse 54, 8002 Zurich, Switzerland, counsel@takeover.ch; Fax: +41 44 283 17 40) within five trading days from the date of publication of this prospectus. The first trading day after the publication of this prospectus will be the first day of the filing period.

Concurrently with the request, the applicant has to provide proof of his or her participation. The TOB may request proof that the shareholder continues to hold at least 3% of the voting rights of Pargesa, whether exercisable or not, at any time. The party status will be upheld in relation to any further decisions issued by the TOB in connection with the Offer, if the Qualified Shareholder continues to hold a qualified participation in Pargesa.

10.2 Objection (Article 58 TOO)

A Qualified Shareholder (Article 56 TOO) may file an objection against the decision in respect of the Offer, which will be issued and published by the TOB. The objection must be filed with the TOB (Swiss Takeover Board, Stockerstrasse 54, 8002 Zurich, Switzerland, counsel@takeover.ch; Fax: +41 44 283 17 40) within five trading days after publication of the TOB's decision. The first trading day after the publication of the TOB's decision will be the first day of the filing period. The objection must contain a motion, a summary of the legal grounds and proof of the participation in the sense of Article 56 TOO.

11. OFFER IMPLEMENTATION

11.1 Information from custodians

Shareholders of Pargesa who hold Pargesa Shares as book-entry securities will be informed of the Offer by their depositary bank. They are asked to follow the instructions provided by the depositary bank.

Shareholders of Pargesa who hold Pargesa Shares in the form of paper certificates at home or in a bank safe are asked to fill a "Declaration of acceptance" available free of charge at their own bank or at Zürcher Kantonalbank, IHKT, P.O. Box, 8010 Zurich, Switzerland (email: prospectus@zkb.ch). Duly completed and signed "Declarations of acceptance" must be submitted with the (non-cancelled) certificates for Pargesa Shares at the latest on 8 June 2020 and 26 June 2020, respectively, at 16:00 CEST (hour of receipt) to the shareholder's own bank.

11.2 Tendered Pargesa Shares

The Offeror has applied for the opening of a second trading line for the tendered Pargesa Shares as of 8 May 2020. Tendered Pargesa Shares will therefore be booked and tradable on a separate trading line at SIX with Swiss securities number 53'671'318 (ticker symbol: PARGE). The Offeror expects that the second trading line will be closed on or around 26 June 2020.

11.3 Settlement of the Offer

If the Offer is declared successful after expiry of the Main Acceptance Period, the Pargesa Shares tendered during the Main Acceptance Period are expected to be settled within six trading days from the end of the (possibly extended) Main Acceptance Period, *i.e.* under the current timetable on or before 16 June 2020 (the "**First Settlement Date**"). Cash payments for fractions of GBL Shares due with respect to Pargesa Shares tendered during the Main Acceptance Period are expected to be made on the same date.

Pargesa Shares tendered during the Additional Acceptance Period are expected to be settled within six trading days from the end of the (possibly extended) Additional Acceptance Period, *i.e.* under the current timetable on or before 6 July 2020 (the "**Second Settlement Date**"). Cash payments for fractions of GBL Shares due with respect to Pargesa Shares tendered during the Additional Acceptance Period are expected to be made on the same date.

Pargesa Shares validly tendered will be exchanged for GBL Shares. Where fractions of GBL Shares would need to be delivered, the procedure described under Section 3.3 will apply.

11.4 Delisting after completion of the Offer

Following completion of the Offer, the Offeror intends to take Pargesa private by applying for the delisting of the Pargesa Shares from SIX Swiss Exchange.

11.5 Offer manager

The Offeror has mandated Zürcher Kantonalbank to act as offer manager.

11.6 Costs and charges

During the (possibly extended) Main Acceptance Period and Additional Acceptance Period, the valid tender of Pargesa Shares deposited with banks in Switzerland shall be free of costs and charges. Any Swiss stamp transfer tax that may be charged in connection with such tender will be borne by the Offeror.

11.7 Indicative timetable

| | |
|---|---------------|
| Pre-announcement of the Offer | 11 March 2020 |
| Publication of this prospectus | 22 April 2020 |
| Beginning of Cooling-Off Period | 23 April 2020 |
| End of Cooling-Off Period* | 7 May 2020 |
| Beginning of Main Acceptance Period | 8 May 2020 |
| Opening of second trading line | 8 May 2020 |
| End of Main Acceptance Period (16:00 CEST)** | 8 June 2020 |
| Publication of provisional interim result | 9 June 2020 |
| Publication of final interim result (including determination as to whether the Offer is successful) | 12 June 2020 |
| Beginning of Additional Acceptance Period | 15 June 2020 |
| First Settlement Date | 16 June 2020 |
| End of Additional Acceptance Period (16:00 CEST) | 26 June 2020 |
| Closing of second trading line | 26 June 2020 |
| Publication of provisional definitive result | 29 June 2020 |
| Publication of final definitive result | 2 July 2020 |
| Second Settlement Date | 6 July 2020 |

* The TOB may decide to extend the Cooling-Off Period. In such a case, the timetable will be adjusted.

** The Offeror is entitled to extend the Main Acceptance Period and to postpone the settlement of the Offer.

11.8 Potential tax consequences

The below is for information purposes only and must not be taken into consideration without an adequate analysis of the specific situation of each shareholder concerned. It is therefore strongly recommended to all (Swiss residents and non-Swiss residents) shareholders and beneficial owners of Pargesa Shares to consult their own tax advisors with respect to the Swiss and foreign tax consequences of the Offer applicable to their respective situations.

Furthermore, prospective holders of GBL Shares should consult their own tax advisors to assess the consequences of holding GBL Shares, in particular to determine whether they qualify for a treaty or domestic exemption or reduction of the Belgian withholding tax upon each payment or attribution of dividends, and, if so, to understand the procedural requirements for obtaining such an exemption or reduction upon the payment of dividends or for making claims for reimbursement.

11.8.1 Swiss income tax

The acceptance of the Offer will in general result in the following Swiss tax consequences:

- (a) *Shareholders of Pargesa who are taxable in Switzerland and hold their Pargesa Shares as part of their private assets (fortune privée / Privatvermögen) should in general realize, according to the general principles of Swiss income tax law, a tax-free capital gain or a non-deductible capital loss, respectively. Special rules may, however, apply upon the sale of an interest of at least 20% in the share capital of Pargesa or of a sale of less than 20% but acting in concert with other shareholders (liquidation partielle indirecte / indirekte Teilliquidation).*
- (b) *Shareholders of Pargesa who are taxable in Switzerland and hold their Pargesa Shares as part of their business assets (fortune commerciale / Geschäftsvermögen) should in general realize, according to the general principles of Swiss individual and corporate income tax law, a taxable capital gain or a tax deductible capital loss, respectively, unless the received GBL Shares are accounted at the value of exchanged Pargesa Shares (in which case the operation should not be subject to income tax). These tax consequences should be similarly applicable for income tax purposes to persons qualifying as professional securities dealers (commerçants de titres / gewerbsmässige Wertschriftenhändler).*
- (c) *Shareholders of Pargesa who are not tax residents of Switzerland should generally incur no income subject to Swiss individual and corporate income tax, provided that the Pargesa Shares are not attributable to a Swiss permanent establishment (établissement stable / Betriebsstätte) or a business activity in Switzerland.*

The non-acceptance of the Offer will in general result in the following Swiss tax consequences:

- (a) *For shareholders of Pargesa who are taxable in Switzerland and hold their Pargesa Shares as part of their private assets:*
 - *In the event of a squeeze-out merger, shareholders of Pargesa who did not tender their Pargesa Shares under the Offer will receive a consideration subject to income tax, which may result in a significantly less favourable tax treatment compared to the acceptance of the offer, unless the consideration is paid out of the Offeror's reserves from capital contributions (réserves issues d'apports en capital / Reserven aus Kapitaleinlagen).*
 - *If, after the Settlement, the Offeror holds more than 98% of the voting rights of Pargesa and applies for the cancellation of the remaining publicly held Pargesa Shares in accordance with Article 137 FMIA (squeeze-out), the tax consequences for those shareholders of Pargesa who have not accepted the Offer should in general be similar as if they had tendered their Pargesa Shares under the Offer, provided that the consideration is not paid out of retained earnings of the Offeror.*

- (b) *For shareholders of Pargesa who are taxable in Switzerland and hold their Pargesa Shares as part of their business assets or who qualify as professional securities dealers, regardless of the squeeze-out procedure (i.e. in accordance with Article 137 FMIA or in a squeeze-out merger under the Merger Act), the positive difference between the accounting value of exchanged Pargesa Shares and the value of the compensation received in the squeeze-out should be subject to income tax, the negative difference should be tax deductible.*

*Shareholders of Pargesa who are not tax residents of Switzerland will in general incur no income subject to Swiss individual and corporate income tax, provided that the Pargesa Shares are not attributable to a Swiss permanent establishment (*établissement stable / Betriebsstätte*) or a business activity in Switzerland.*

11.8.2 Swiss withholding tax

Irrespective of the tax residence of the accepting shareholders, the tendering of Pargesa Shares under the Offer shall trigger no Swiss withholding tax.

Irrespective of the tax residence of the non-accepting shareholders, in case of cancellation of shares pursuant to Article 137 FMIA (*i.e.* if the Offeror holds more than 98% of the voting rights of Pargesa), the tax consequences arising from the consideration received in connection with such a cancellation should in general be similar as if they had tendered their Pargesa Shares under the Offer provided that the consideration is not paid out of retained earnings of the Offeror.

Irrespective of the tax residence of the non-accepting shareholders, the consideration received in the framework of a squeeze-out merger pursuant to the Merger Act will be subject to withholding tax, which may result in a significantly less favourable tax treatment compared to the acceptance of the Offer, unless the consideration is paid out of the Offeror's reserves from capital contributions (*réserves issues d'apports en capital / Reserven aus Kapitaleinlagen*). If a withholding tax is due, it will in principle be levied on the difference between the value of the consideration and the nominal value of the relevant Pargesa Shares (*excédent de liquidation / Liquidationsüberschuss*).

11.8.3 Stamp transfer taxes

Acceptance of the Offer is subject to Swiss stamp transfer taxes, which are borne by the Offeror.

11.9 Potential tax consequences relating to ownership of GBL Shares

After completion of the Offer, holding of GBL shares will in general have the following tax consequences, in particular for shareholders taxable in Switzerland.

11.9.1 Income tax

Shareholders taxable in Switzerland should not in principle account for material tax changes in comparison to their previous ownership of Pargesa Shares, regardless of whether the shares are held as private or commercial assets. Partial income taxation (for individuals) or participation exemption (for corporations) remain applicable with regard to GBL shares, subject to general conditions.

Shareholders taxable in Switzerland will in general incur no income subject to Belgian individual and corporate income tax, provided that the GBL Shares are not attributable to a Belgian permanent establishment (*établissement stable / Betriebsstätte*) or a business activity in Belgium.

11.9.2 Swiss withholding tax

No Swiss withholding tax will be levied on dividends paid by GBL.

11.9.3 Belgian withholding tax

Dividends paid by GBL to non-Belgian tax residents holding GBL Shares after completion of the Offer may become subject to 30% withholding tax in Belgium, subject to such relief as may be available under applicable domestic laws or tax treaties.

All benefits paid on or attributed to the owners of the GBL Shares are generally treated as dividends for Belgian withholding tax purposes. By way of exception, repayments of capital paid by GBL out of its so-called "fiscal capital" should be free of withholding, subject to certain restrictions. This fiscal capital includes, in principle, the actual paid-up statutory share capital and, subject to certain conditions, the paid-up issuance premiums and the cash amounts subscribed to at the time of the issue of profit-sharing certificates. However, if the company has certain reserves, the repayment of capital must be imputed *pro rata* on the fiscal capital and such reserves. Any amount imputed on the reserves is treated as a dividend distribution for Belgian withholding tax purposes.

Under the Belgian tax law, certain dividend withholding tax reliefs are available to non-resident shareholders, including Swiss resident shareholders, subject to certain conditions:

- *Shareholders of GBL who qualify as foreign pension funds* under Article 106, §2 and §4 of the Royal Decree implementing the Belgian Income Tax Code 1992 (the "RD/BITC" and the "BITC") may benefit from a full Belgian withholding tax exemption if they provide a certificate confirming that they are the full legal owners or usufruct holders of the GBL Shares and if they hold these shares in connection with an arrangement or a series of arrangements that is genuine, *i.e.* that has been put in place for valid commercial reasons reflecting the economic reality. With regard to this exemption, a detention period of less than 60 days constitutes a rebuttable presumption on which the Belgian Tax Administration may rely to prove that the arrangement or series of arrangements is not genuine. To benefit from this relief, the qualified pension fund must forward the above-mentioned certificate to GBL or its paying agent.
- *Shareholders of GBL who qualify as parent companies* under Article 106, §5 RD/BITC implementing the EU Parent-Subsidiary Directive (2011/96/EU) and extending its benefits to *inter alia* Swiss resident shareholders would be exempted from Belgian withholding tax, provided that the GBL Shares, held by a non-resident company upon payment or attribution of the dividends, amount to at least 10% of the share capital of GBL and such minimum participation is held during an uninterrupted period of at least one year. To benefit from this tax relief, the GBL Shares must not have been held in connection with an arrangement or a series of arrangements that is deemed to be non-genuine. Furthermore, the shareholders must provide GBL or its paying agent with a certificate confirming their qualifying status.

If the one-year condition is not met at the time the dividends are attributed or paid to the GBL Shares, GBL must deduct the relevant Belgian withholding tax without transferring it to the Belgian Treasury provided that the non-resident company commits to hold the GBL Shares for an uninterrupted period of at least one year. Upon satisfying the one-year shareholding requirement, the deducted dividend withholding tax would in principle be refunded to the non-resident shareholder.

- *Shareholders of GBL who qualify as non-resident companies* under Article 264/1, §1 BITC may benefit from a full Belgian withholding tax exemption, provided that they hold GBL Shares with an acquisition value of at least EUR 2'500'000 but not satisfying 10%-participation threshold above. The one-year holding period condition of the category mentioned above remains relevant. This exemption only applies to the extent that the Belgian withholding tax is not creditable nor reimbursable in the hands of the non-resident companies. In case of partial credit or reimbursement of the Belgian withholding tax in the country of tax residence of the shareholders, the Belgian withholding tax exemption may apply *pro rata* of the percentage of the gross dividend which would not have benefited from such a foreign tax credit or reimbursement, had the Belgian 30% withholding tax been withheld. The benefit of this exemption requires the filing with GBL or its paying agent of a certificate confirming the qualifying status of the non-resident shareholders.
- *Categories of shareholders who were not mentioned above* could benefit from a withholding tax exemption or reduction, either at source or through an administrative reclaim, based on the double tax treaties concluded by Belgium. The application of such treaty exemptions or reductions is generally subject to certain conditions relating to the size and the detention period of the shareholdings as well as to certain identification formalities. As regards GBL shareholders taxable in Switzerland, the Belgian withholding tax should be reduced up to 15% of the gross amount of the GBL dividends, subject to the conditions provided for in Article 10, §2 of the Treaty concluded between Switzerland and Belgium on 28 August 1978 (as amended).

11.9.4 Withholding tax credit available for Swiss shareholders

Shareholders taxable in Switzerland who are not able to obtain a full relief of the Belgian withholding tax may be entitled to apply for a tax credit against Swiss income taxes payable on GBL dividends:

- for individuals: upon a request filed with the regular annual tax return;
- for corporations: upon a special request made to the Swiss Federal tax administration.

12. GOVERNING LAW AND JURISDICTION

The Offer and all the rights and obligations deriving from the Offer are subject to Swiss law. The exclusive place of jurisdiction for all disputes arising from or in connection with the Offer shall be Geneva, Switzerland.

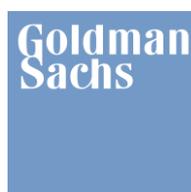
13. INFORMATION ON THE OFFER

Further information on this Offer is expected to be published electronically through the same media.

This prospectus and the other documents relating to the Offer are available at <https://www.pargesa.ch/en/listed-securities/exchange-offer-offre-dechange>, and may also be obtained free of charge from Zürcher Kantonalbank, IHKT, P.O. Box, 8010 Zurich, Switzerland (email: prospectus@zkb.ch).

Place and date: Geneva, 22 April 2020

Financial Advisor



Offer Manager

