

Antwerp, February 19, 2025, 7:30 CET | Communication pursuant to article 7:97 BCAC

WorxInvest joins Gimv's Anchor investing approach

- Gimv and WorxInvest are joining forces, combining their strength and firepower, around Gimv's Anchor investing approach, designed to build long-standing strategic partnerships with leading growth companies. This will allow these companies to attract long term capital to further expand their business while being safely anchored.
- Global tech powerhouse Cegeka becomes the first participation of Gimv Anchor.
- The Board of Directors of Gimv NV approved the transfer by Gimv of 25% plus one share of the newly incorporated company Gimv Anchor Investments BV to WorxInvest NV. This press release is issued in application of article 7:97 BCAC.

"Through the Anchor investment approach, Gimv strengthens its focus on compounding growth and value creation. By doing so, Gimv Anchor is open for companies looking for sizeable long term capital to grow and to anchor them. The significant expansion of Cegeka from an ICT service provider to a leading tech powerhouse at the heart of the digital transformation in Europe serving a wide range of customers makes it a perfect first match to further realise a sustained long-term growth and generate substantial shareholder value within the Anchor investment strategy. Gimv and WorxInvest are therefore delighted to team up around Anchor and to welcome Cegeka as the first Anchor investment."

Filip Dierckx, Executive Chairman of WorxInvest, and Koen Dejonckheere, CEO of Gimv

Gimv and WorxInvest team up around Anchor

Anchor investing is an additional growth dimension as part of Gimv's accelerated growth strategy fueled by the recent capital increase. This will be organized via a newly incorporated entity, Gimv Anchor Investments BV ("**Anchor**"). Based on Gimv's expertise and experience of building leading companies, Anchor wishes to embark on a long-term pathway for growth together with companies that have a promising long-term growth potential. They can count on Anchor as a strong reference shareholder providing capital, knowledge and experience to support that further growth.

The possibility to involve one or more external investors in this Anchor investing strategy, including in particular Gimv's reference shareholder WorxInvest NV ("**WorxInvest**"), was part of the set-up as from the start. It allows Gimv to substantially increase its investment tickets and be open for companies looking for long term capital to grow and to anchor them.

Gimv and WorxInvest have further studied this possibility of cooperation and have reached an agreement on WorxInvest acquiring a stake of 25% plus one share in Anchor from Gimv.

Cegeka becomes first Anchor investment

Gimv acquired a strategic minority interest in the Belgian IT expert solutions provider Cegeka Holding NV ("**Cegeka**") (www.cegeka.com) in 2017 to provide additional resources to boost the ambitious growth trajectory of the company as set by the founding family Knaepen. Since the start of this collaboration and thanks to the expert guidance of CEO Stijn Bijmens, Cegeka has further evolved into a global tech powerhouse with a presence in 17 countries on 3 continents, around 10,000 employees and expected revenues in 2024 of around EUR 1.3bn. It is a paragon of sustainable growth and Gimv and WorxInvest are proud to welcome Cegeka as the first participation of Anchor.

After the completion of this transaction, Gimv's net position in Cegeka will represent approximately 10% of the total portfolio.

Since 2024, Gimv holds a separate stake in Citymesh following the transition of this partnership with Digi from a subsidiary of Cegeka to a sister company. This participation will follow its own course independent of Anchor's participation in Cegeka.

Press release

Article 7:97 BCAC communication

The board of directors of Gimv has requested the committee of independent directors of Gimv (the "**Committee**") to issue an opinion in application of Art 7:97 of the Belgian Companies and Associations Code (the "**BCAC**") on the possible sale of 25% plus one share in Anchor by Gimv to WorxInvest at a price of EUR 55,000,000, under the terms and conditions set forth in the share purchase agreement between Gimv (as seller) and WorxInvest (as buyer) (the "**SPA**") and the term sheet containing the key terms and conditions of the shareholders' agreement to be entered into between Gimv, WorxInvest and Anchor (the "**Term Sheet**" and together the "**Transaction**").

The conclusion of the advice of the Committee in application of article 7:97 BCAC reads as follows:

"Based on the considerations that have been made, the assessment of the advantages and disadvantages of the Decision for the Company and its shareholders, and the budgeting of the financial consequences thereof, the Committee, also based on the advice of independent experts, concludes that the approval of the Decision is in line with the Company's policy and is not in the nature of causing any disadvantage to the Company. Therefore, the analysis whether such disadvantage is offset by other elements in the Company's policy or would be manifestly illegitimate should not be carried out. Consequently, the Committee unanimously grants a positive recommendation to the board of directors of Gimv to approve the Decision."

The auditor's assessment reads as follows:

"Based on our assessment, nothing has come to our attention that causes us to believe that the financial and accounting information set forth in the opinion of the committee of independent directors as at February 18, 2025 and in the minutes of the board of directors as at February 18, 2025, which motivates the intended transaction, is not, in all material respects, consistent with the information available to us in the context of our assignment."

After deliberation of the agenda items and consideration of the Committee's opinion, the board of directors of Gimv has decided to approve the Transaction.

The members of the Committee have appointed Argo Law BV (represented by Mr. Nico Goossens) as an independent legal expert (within the meaning of article 7:97 BCAC) to assist them in the legal assessment of the Transaction and the drafting of the Committee's opinion thereunder and Degroof Petercam Corporate Finance NV, represented by Stefaan Genoe and Simon Adeline Henriette as an independent financial expert (within the meaning of article 7:97 BCAC) to assist them in the assessment from a financial point of view of the Transaction and to deliver a fairness opinion.

This communication is subject to successful completion, which is expected before the end of the 2024-25 financial year.

Press release

About Gimv

Gimv is a European investment company with 45 years of experience in private equity and is listed on Euronext Brussels as well as a member of the Euronext BEL ESG Index. Gimv currently has a portfolio of more than EUR 1.7 billion consisting of around 60 portfolio companies, with a combined turnover of EUR 4.0 billion and more than 20,000 employees.

As a recognized market leader in selected investment platforms, Gimv identifies entrepreneurial, innovative companies with high growth potential and supports them in their transformation into market leaders. Gimv's five investment platforms are Consumer, Healthcare, Life Sciences, Smart Industries and Sustainable Cities. Each platform works with an experienced team across Gimv's home markets of Benelux, France and DACH, supported by an extended international network of experts.

Further information on Gimv can be found on www.gimv.com.

For further information please contact:

Kristof Vande Capelle, CFO
T +32 3 290 22 17
kristof.vandecapelle@gimv.com

About WorxInvest

Antwerp-based WorxInvest has embarked on an expansion initiative to grow into a progressive, growth-oriented and diversified investment company.

WorxInvest carries out both direct and indirect investments. This includes strategic shareholder positions as anchor investors in private and public companies. It also builds a diversified portfolio of best-performing buyout and growth funds active across Europe and North America. WorxInvest is also open to co-investments with these private equity funds. Another alternative asset class it is considering is real estate.

WorxInvest's overarching goal is to drive long-term sustainable value creation, while striving for positive social impact.

For more information, please visit www.worxinvest.com.

For further information please contact:

Nils De Bremaeker, CFO
T: +32 3 220 22 54
nils.debremaeker@worxinvest.com