



## Success of the Mediawan Offering

Paris, 20 April 2016. Mediawan S.A. (the “Company” or “Mediawan”), a newly formed Special Purpose Acquisition Company (“SPAC”) incorporated in France, announces today the final terms of its offering launched on 12 April 2016 and consisting of an international private placement of units (*actions de préférence stipulées rachetables à bons de souscriptions d’actions ordinaires rachetables*) to certain qualified investors inside and outside France.

The final size of the offering will be EUR250 million or 25,000,000 units subscribed at a price of €10.00 each. Each unit consists of one redeemable preferred share (a “market share”) and one redeemable warrant (a “market warrant”), with two market warrants required to subscribe for one new ordinary share. The market warrants will have an exercise price of EUR11.50 to subscribe one new ordinary share and will become exercisable from the date of completion of the Initial Business Combination (as defined below).

The market shares and market warrants will be listed on the professional segment (*compartiment professionnelle*) of the regulated market of Euronext Paris under the symbols MDWP (ISIN code: FR0013128881) and MDWBS (ISIN code: FR0013128907) respectively.

The settlement and delivery of the offering will occur on 22 April 2016 with a start of trading of the market shares and the market warrants on the same day.

Mediawan has been established by Pierre-Antoine Capton, Xavier Niel and Matthieu Pigasse for the exclusive purpose of acquiring one or several targets in the traditional and digital media content and entertainment industries in Europe (the “Initial Business Combination”). Mediawan will benefit from the complementary experience and extensive network of Pierre-Antoine Capton, Xavier Niel and Matthieu Pigasse. The Company will have up to 24 months from the listing of its securities to complete the Initial Business Combination. Otherwise, the assets of the Company will be liquidated and substantially all of the liquidation surplus, after satisfaction of creditors’ claims, will be distributed to its shareholders and to its founders in accordance with the order of priority set forth in the Company’s articles of association.

After completion of the offering, the Company will transfer an amount of EUR250 million, corresponding to 100% of the gross proceeds of the offering into a secured deposit account opened by the Company with Société Générale. The funds held in this secured deposit account will only be released if the Company completes the Initial Business Combination or if it is liquidated.

Mediawan's founding shareholders committed a EUR6 million investment through the purchase of (i) 5,686,500 ordinary shares prior to the offering and (ii) 594,315 founders’ units, consisting each of 1 ordinary share and 1 warrant attached, simultaneously with the completion of the offering. Following the offering, the founders will hold 6,280,815 shares representing approximately 20% of the capital and of the voting rights of the Company. The founders will be bound by lock-up undertakings, subject to limited exceptions, until the completion of the Initial Business Combination. From the

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completion of the Initial Business Combination, the founders will be bound by lock-up undertakings, subject to limited exceptions, to be progressively released over a three-year period depending on the evolution of the Mediawan share price.

Commenting on the results of the offering, Pierre-Antoine Capton, Chairman of the Management Board of Mediawan, stated *"We are very pleased to have succeeded in raising EUR250 million and to have gained investors' trust in our innovative and unique Mediawan project, which is the first ever French SPAC listing. The strong interest shown by French and international institutional investors is a proof of the quality and the credibility of our value proposition. We can only rejoice in creating, here in Paris, a future key platform in European media content and entertainment for the global market, leveraging on the unique expertise of our management and our supervisory board."*

J.P. Morgan and Deutsche Bank acted as Joint Global Coordinators and Joint-Bookrunners of the offering, and Société Générale acted as Joint-Bookrunner, in connection with the offering.

The Company and its founders were advised by Norton Rose Fulbright LLP and Racine. The Joint Bookrunners were advised by White & Case LLP.

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*The offer of Mediawan securities took place solely by way of a private placement exclusively for qualified investors acting for their own account, as defined and in accordance with the provisions of Articles L. 411-2 II and D.411-1 of the French Code monétaire et financier and applicable regulations, inside or outside France, and who exclusively belong to one of the following two targeted categories:*

- qualified investors investing in companies and businesses operating in the media and entertainment industries; or*
- qualified investors meeting at least two of the three following criteria set forth under Article D. 533-11 of the French Code monétaire et financier, i.e. (i) a balance sheet total equal to or exceeding twenty (20) million euros, (ii) net revenues or net sales equal to or exceeding forty (40) million euros, and/or (iii) shareholders' equity equal to or exceeding two (2) million euros.*

*A prospectus has been approved by the Autorité des marchés financiers (the "AMF") under visa no. 16-132 dated 11 April 2016 for the purpose of the admission to trading and listing of the Mediawan securities on the professional segment (compartiment professionnel) of the regulated market of Euronext Paris. Mediawan draws the attention of investors to the "Risk Factors" section in the prospectus approved by the AMF. Copies of this prospectus approved by the AMF are available at the registered office of Mediawan, located at 16 rue Oberkampf 75011 Paris, France, as well as on the websites of Mediawan ([www.mediawan.eu](http://www.mediawan.eu)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)).*

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