



Wendel: New Significant Step in the Proposed Acquisition by Helikos of Exceet Group AG, European Market Leader in Embedded Intelligent Electronic Systems

Helikos indicated on July 11, 2011 that an agreement between Wendel¹ and Ventizz², current shareholder of Exceet³, had been reached. Pursuant to that agreement, Wendel¹ agreed to exercise its purchase option as founder of Helikos, in order to limit to 25.51%, the redemptions of public shares that Helikos has received in connection with the proposed acquisition of Exceet and to ensure that Helikos contributes a minimum of €15 million in cash to Exceet in a capital increase.

In this context, and on the basis of its confidence in Exceet's company quality and its mid- and long-term development prospects, Wendel announces that it exercised on July 12, 2011 its option to purchase, if the acquisition of Exceet is completed, 7 911 554 Helikos Public Shares, out of which, in accordance with the agreement of July 11, 2011, 2 762 283 Public Shares, i.e. €27.8 million, will be financed by Wendel and 5 149 271 Public Shares, i.e. €51,8 million, will be financed by Ventizz, Exceet's management and other investors. For its part, Helikos will redeem 5 101 305 Public Shares, i.e. 25.51% of its capital.

As a result of these operations, Wendel should own 28.4% of the Public Shares and 30.2% of the voting rights of Helikos, to be renamed Exceet Group SE.

Besides, Wendel also committed to refinance the shareholder loans granted to Exceet by Ventizz, for an amount of €6.6 million. Finally, Wendel agreed to provide an additional shareholder loan to Exceet of €4.7 million in connection with the first acquisition that Exceet will make after the closing.

These investments, added to the €22.3 million invested at the beginning of 2010 at the Helikos' launch, would bring the total amount invested by Wendel to €61,4 million including €11.3 million in the form of shareholder loans.

Several key conditions for the acquisition of Exceet have already been satisfied, in particular the merger control clearance from the German Federal Cartel Office. The acquisition remains subject to the approval by the extraordinary general meeting of Helikos shareholders and special meeting of warrant holders, both of which have been convened for July 21, 2011.

¹ via its 100% subsidiary Oranje Nassau Participaties BV

² Ventizz Capital Fund III Holding Company LLC

³ Exceet Group AG

About Exceet :

With strong German roots and industrial and commercial presence, Exceet is a European market leader in embedded intelligent electronic systems. It designs, develops and produces customised and essential components for blue chip clients, particularly in the fields of medical and healthcare, industrial automation, financial services, security, avionics and transportation.

Its product portfolio ranges from complex electronic modules and systems that are generally integrated in costly devices to smart-cards and –devices, which are produced in small and medium quantities. Exceet serves its clients' entire value chain from design to after sales and lifecycle management services.

Exceet posted sales of €119.7 million^(*) in 2010, an over 50% increase (including organic growth of 20%) compared to the previous year. Its operating income (EBITDA) has more than doubled from €7.0 million to €17.7 million on the same period. Exceet achieved a 30% growth of its sales in the first half-year 2011.

^(*) On a converted Swiss franc to euro basis

About Wendel:

Wendel is one of Europe's leading listed investment firms. The Group invests in France and abroad, in companies that are leaders in their businesses: Bureau Veritas, Legrand, Saint-Gobain, Materis, Deutsch and Stahl. Wendel plays an active role as industry shareholder. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions.

Through Oranje-Nassau Développement, which gathers growth, diversification and innovative investment opportunities, Wendel is also invested in VGG in the Netherlands, Helikos in Germany and Parcours in France.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's rating: Long term BB-, stable outlook – Short term B since 19 July 2010.



Wendel is the Founding Sponsor of the Centre Pompidou-Metz, which has hosted nearly 800,000 visitors since its opening in May 2010.

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