

**VOLUNTARY AND CONDITIONAL PUBLIC TAKEOVER BID IN CASH**

possibly followed by a simplified squeeze-out bid by

**HOUSE OF THOR BV/SRL**

for all shares that are not yet directly or indirectly held by the Bidder or by persons affiliated with it,  
issued by

**ZENITEL NV/SA**

*zenitel*

Bid Price: EUR 23.25 per Share
The Initial Acceptance Period will start on 2 March 2021 and will end in principle on 1 April 2021 at 4:00 pm (Belgian time).

The Acceptance Forms must be submitted directly or through a financial intermediary at the counters of KBC Bank NV/SA.



The Prospectus and the Acceptance Forms can be obtained free of charge at the counters of KBC Bank NV/SA, or by telephone from KBC Bank NV/SA on +32 78 152 153 (KBC Live). The digital versions of the Prospectus and the Acceptance Forms are also available on the internet at the following websites: [www.kbc.be/zenitel](http://www.kbc.be/zenitel), [www.bolero.be/nl/zenitel](http://www.bolero.be/nl/zenitel), [www.bolero.be/fr/zenitel](http://www.bolero.be/fr/zenitel) and on the websites of 3D NV/SA ([www.3d-investors.be](http://www.3d-investors.be)) and the Target ([www.zenitel.be](http://www.zenitel.be)).

Financial advisor of the Bidder:



Summary of the Prospectus of 26 February 2021

**IMPORTANT NOTICE IN RELATION TO THIS ENGLISH VERSION OF THE SUMMARY OF THE PROSPECTUS**

This English version of the summary of the Prospectus is a translation of the official Dutch-language version of the summary of the Prospectus, which has been approved by the FSMA on 26 February 2021.

The individuals who are responsible for the content of the Prospectus in accordance with article 21, §1 of the Takeover Act are also responsible for the content of the versions of the summary of the Prospectus that are a translation of the version that has been approved by the FSMA.

## SUMMARY OF THE PROSPECTUS

### Notification

This summary should be read by way of introduction to – and together with more detailed information contained elsewhere in – the Prospectus. The decision to accept the Bid should be based on a full and thorough examination of the entire Prospectus. The Shareholders of the Target Company are consequently advised to form their own opinion on the terms of the Bid and on the advantages and disadvantages that a decision to accept the Bid may entail for them.

No one shall be held civilly liable solely on the basis of this summary or its translation, except if its content is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus.

Any capitalised terms used in this summary and that are not explicitly defined herein, shall have the meaning given to them in the Prospectus.

### The Bidder

The Bidder is House of Thor, a private limited liability company, incorporated under Belgian law, having its registered office at Onafhankelijkheidslaan 17-18, 9000 Ghent (Belgium), registered with the Crossroads Bank for Enterprises under company number 0757.880.103 (RLE Ghent, Ghent division). At the date of this Prospectus, the Bidder does not hold any shares in the Target.

3D NV/SA, the parent company of the Bidder, holds at the date of the Prospectus 1,584,776 (or 47.87%) of the shares in the Target. These shares are not included in the Bid. However, at the latest upon announcement of the results of the Initial Acceptance Period, 3D NV/SA will contribute its shares to the Bidder, whereupon the main activity and asset of the Bidder will be the management of its shareholding interests in the Target.

Pursuant to article 3, §2 of the Takeover Act, the Bidder acts in the context of the Bid by operation of law in concert with 3D NV/SA and with the Target, as they are affiliated entities within the meaning of Article 1:20 of the Companies and Associations Code. In addition, the Bidder acts in concert with Abacus Group NV/SA in the framework of the Bid, with a view to ensuring the success of the Bid and to maintain control over the Target.

### The Target

The Target is Zenitel, a public limited liability company, incorporated under Belgian law, having its registered office at Z. 1 Researchpark 110, 1731 Asse (Belgium) and registered with the Crossroads Bank for Enterprises under company number 0403.150.608 (RLE Brussels, Dutch-speaking division). The shares in the Target are admitted to trading on the Euronext Brussels regulated market under ISIN code BE0974311434.

The Target is a major global player in the development and commercialisation of intelligent communication solutions where security, guaranteed availability and sound quality are essential.

## **Characteristics of the Bid**

### Nature and purpose of the Bid

The Bid is a voluntary and conditional public takeover bid made in accordance with Chapter II of the Takeover Royal Decree. The Bid is made in cash.

The Bid relates to all 1,726,108 shares issued by the Target that are not yet held by the Bidder or by persons affiliated with it, representing 52.13% of the total number of shares issued by the Target, it being understood the QuaeroQ NV/SA has committed to transfer its shares in the Target to the Bidder outside the Bid.

In accordance with article 20 and following of the Takeover Royal Decree, the independent directors of the Target appointed Degroof Petercam Corporate Finance NV/SA as Independent Expert. The Independent Expert has drafted a report in accordance with article 23 of the Takeover Royal Decree, which is attached to the Prospectus as Annex 10.2.

The Bidder has the intention to proceed with a simplified squeeze-out bid in accordance with article 7:82, §1 of the Companies and Associations Code and articles 42 and 43 of the Takeover Royal Decree, if the Bidder and the persons acting in concert with the Bidder hold at least 96.29% of all outstanding shares in the Target after the bid period, in order to acquire the Shares which the Bidder has not yet acquired, on the same terms and conditions as the Bid. In that case, the delisting will automatically occur at the close of the Acceptance Period of the simplified squeeze-out, in application of article 43 paragraph 4 of the Takeover Royal Decree.

Even if the conditions for a simplified squeeze-out are not fulfilled, the Bidder reserves the right to request Euronext Brussels to delist the shares in the Target in order to avoid the costs related to the listing of the shares. Euronext Brussels must inform the FSMA of any proposed delisting. The FSMA may, in consultation with Euronext Brussels, oppose a proposed delisting in the interests of investor protection.

### Bid Price and payment

The Bid Price per Share amounts to EUR 23.25 in cash.

This Bid Price includes an increase of EUR 0.50 per Share as compared to the initial bid price communicated at the announcement of the Bid on 16 November 2020. This increase was realised in accordance with article 15, §1 of the Takeover Royal Decree, and was made possible also by the change of the bidding structure, in accordance with the agreement between 3D NV/SA and Abacus Group NV/SA dated 1 February 2021 (see Chapter 7.1.2 of the Prospectus).

The taxation of the Bid Price is explained in Chapter 9 of the Prospectus.

The Bidder shall pay the Bid Price to the Shareholders who have validly tendered their Shares during the Initial Acceptance Period at the latest on the tenth Business Day following the announcement of the results of the Bid during the Initial Acceptance Period.

In the event of a reopening of the Bid, the Bidder will pay the Bid Price for the Shares offered in the framework of such a reopening at the latest on the tenth Business Day following the announcement of the results of the relevant Acceptance Period(s).

#### Conditions of the Bid

The Bid is subject to the following conditions:

- as a result of the Bid, the Bidder (together with its affiliates) holds at least 95% of all shares in the Target;
- as from the date of the regulatory filing by the Bidder with the FSMA in accordance with Article 5 of the Takeover Royal Decree and at any time prior to the date of announcement of the results of the Initial Acceptance Period, no event occurs beyond the Bidder's control that has or can reasonably be expected to have a material adverse impact on the financial situation and/or the prospects of the Target, or on the Target's stock market value, provided that as such an event shall be considered any fact or circumstance having or reasonably expected to have (whereby the probability that the fact or circumstance shall have a negative impact must be confirmed by an independent expert), solely or jointly with any other fact or circumstance, a negative impact of more than EUR 1 million on the consolidated net profit of the Target, calculated in accordance with the method applied in the latest consolidated annual accounts of the Target;
- as from the date of the regulatory filing by the Bidder with the FSMA in accordance with Article 5 of the Takeover Royal Decree and at any time prior to the date of announcement of the results of the Initial Acceptance Period, no decline of the closing quote of the BEL20 index under 2,979.7 points occurs. If the Bidder does not decide to withdraw his Bid at a moment when the closing quote of the Bel20 index is below 2,979.7 points and the closing quote subsequently rises above this level again, the Bidder shall no longer be able to invoke this previous and temporary decline of the BEL20 index at a later stage. Any decision of the Bidder to uphold its Bid during a period in which the closing quote of the BEL20 index has temporarily fallen below 2,979.7 points, does not prejudice the Bidder's right to invoke this condition and withdraw its Bid, if the closing quote of the BEL20 index, after a revival, would again fall below 2,979.7 points.

These conditions are exclusively for the benefit of the Bidder, who reserves the right to waive any of them in whole or in part. If any of the above conditions are not met, the Bidder shall announce its decision whether or not he waives any such condition at the latest at the time of announcement of the results of the Initial Acceptance Period.

#### Initial Acceptance Period; indicative timetable

The Initial Acceptance Period of the Bid runs from 2 March 2021 up and until 1 April 2021 at 4:00 pm (Belgian time).

### Indicative timetable

Event	(Expected) date
Announcement date	Monday 16 November 2020
Regulatory filing of the Bid with the FSMA	Wednesday 18 November 2020
Publication of the Bid by the FSMA	Thursday 19 November 2020
Approval of the Prospectus by the FSMA	Friday 26 February 2021
Approval of the memory in reply by the FSMA	Friday 26 February 2021
Publication of the Prospectus	Monday 1 March 2021
Opening of the Initial Acceptance Period	Tuesday 2 March 2021
Closing of the Initial Acceptance Period	Thursday 1 April 2021
Announcement of the results of the Initial Acceptance Period	Monday 12 April 2021
Initial Payment Date	Monday 19 April 2021
Reopening of the Bid, either (i) mandatory in one of the instances mentioned in article 35 of the Royal Decree on Public Takeover Bids, (ii) voluntary if the Bidder so chooses, or (iii) as a simplified squeeze-out bid	Monday 26 April 2021
Closing of the Acceptance Period of the reopening	Tuesday 18 May 2021
Announcement of the results of the reopening	Wednesday 26 May 2021
Payment Date of the reopening	Wednesday 2 June 2021
Reopening of the Bid as a simplified squeeze-out bid (if the previous reopening did not already have the effect of a simplified squeeze-out bid)	Wednesday 2 June 2021
Closing of the Acceptance Period of the simplified squeeze-out bid	Tuesday 22 June 2021
Announcement of the results of the simplified squeeze-out	Tuesday 29 June 2021
Payment Date of the simplified squeeze-out bid	Tuesday 6 July 2021

If any of the dates included in the timetable is amended, the Shareholders will be informed of this or these amendment(s) by means of a press release that will also be made available on the following websites: [www.kbc.be/zenitel](http://www.kbc.be/zenitel), [www.bolero.be/nl/zenitel](http://www.bolero.be/nl/zenitel), [www.bolero.be/fr/zenitel](http://www.bolero.be/fr/zenitel). and the websites of 3D NV/SA ([www.3d-investors.be](http://www.3d-investors.be)) and the Target ([www.zenitel.be](http://www.zenitel.be)).

### Objectives and intentions of the Bidder

The immediate objective of the Bid is the acquisition of all shares in the Target and the subsequent delisting from Euronext Brussels.

The main motives for this are the following:

- a. Implementation of a new growth strategy. The Bidder aims to implement a long term growth strategy, based on substantial short term investments to improve the Target's market position compared to its competitors in the long term. This strategy is characterised by a higher degree of risk for the Target, a strong dependency on external factors and a wide time interval between the moment of investment and the return on the investment. Such an investment strategy is therefore difficult to reconcile with a stock market context, which, in the opinion of the Bidder, is

characterised by continuous, linear expectations with regard to the increase of revenues and operating income.

- b. The low free float and the limited liquidity of the share. The Target's shares are characterised by limited liquidity. Therefore, the Bidder considers that the Bid provides an opportunity to the shareholders who want liquidity to realise their shares, without any limitation as to the liquidity of the shares.
- c. Adapting the finance structure to the current needs. The listing is no longer necessary to finance the Target. In view of the information requirements and the substantial costs associated with the status of a listed company, it is more interesting to have recourse to alternative means of financing, such as bank financing or a bond issue.

Finally, it is noted that the operational activities of the Target are worldwide and are managed from two establishments in Norway. The listing in Brussels was historically established and is no longer aligned with the fact that the Target is actually a Norwegian company with international establishments.

#### Agreement with Abacus Group NV/SA

On 1 February 2021, 3D NV/SA and Abacus Group NV/SA entered into an agreement regarding the shareholding in the Bidder, pursuant to which QuaeroQ NV/SA will sell its 496,230 shares in the Target to the Bidder, at the Bid Price and Abacus Group NV/SA will purchase 331,088 shares (10%) in the Bidder from 3D NV/SA, at a price per share equal to the implied Bid Price. Also the Bidder and QuaeroQ NV/SA are party to this agreement.

Thanks in part to the entry of Abacus Group NV/SA into its shareholding, the Bidder was able to increase the Bid Price by EUR 0.50 to EUR 23.25 per Share, in accordance with article 15, §1 of the Takeover Royal Decree.

This agreement results in a concerted action in the framework of the Bid with a view to ensuring the success of the Bid and to maintain control over the Target, whereby Abacus Group NV/SA will be part of the bid structure.

#### Tender commitment

On 13 November 2020, the Bidder entered into an agreement with De Wilg CommV, in which De Wilg CommV committed to tender its 400,000 Shares into the Bid and not to transfer them to any party other than the Bidder.

However, this commitment lapses in the event of a public takeover bid on the Target by a party other than the Bidder. In case of such a counter bid, De Wilg CommV is therefore free to withdraw its acceptance of the Bid and to tender its Shares into the counter bid. This undertaking therefore does not result in a concerted action in the framework of the Bid.

### Participation in the Target for the Bidder

The participation in the Target will remain an important part of the assets of the Bidder.

### Strategy for the Target

As described hereabove, the Bidder intends to implement a long term growth strategy based on substantial short term investments, mainly related to research and development, IT infrastructure and the sales organisation.

### Activities of the Target

The Bidder currently has no plans to modify or restructure the activities of the Target. In particular, the Bidder has no concrete plans to sell or restructure existing divisions. The focus is on further autonomous growth. In that respect, the Bid will have no impact on the interests of the employees and management of the Target, working conditions or employment within the different establishments as such.

### Delisting, intended amendment of the articles of association

It is the Bidder's intention to obtain the delisting of the shares in the Target on the Euronext Brussels regulated market.

A delisting will result in an amendment of the Target's articles of association and the model and composition of its board of governance to bring them in line with what is customary in private companies.



### Advantages for the Target and its shareholders

For the Shareholders of the Target, the main advantages are the Bid Price (more specifically the premium included therein), and the opportunity to sell all their shares, where the liquidity of the share in the Target on the stock exchange is limited.

### Advantages for the Bidder and its shareholders

The Bid allows the Bidder to acquire all shares in the Target and fits within the intention to delist the shares in the Target, as set out above, which would result in a cost and significant time saving.

### **Justification of the Bid Price**

The Bid Price amounts to EUR 23.25 in cash per Share.

The Bid Price can be justified by the following retained valuation method as well as against some analyses and benchmarks that provide context to the Bid Price:

#### Retained valuation method

##### *Discounted cash flows (DCF)*

The DCF valuation method, or discounted cash flow analysis, aims to determine the enterprise value (EV) of the company by discounting its future free cash flows. The estimated free cash flows of the Target are based on the 6-year plan 2020E-2025E prepared by the management of the Target.

As the Target announced the results of financial year 2020 on 12 February 2021, the free cash flows are updated with a valuation date of 31 December 2020 and thus the free cash flow estimated according to the Business Plan in 2020A is not taken into account in the DCF analysis.

Based on a weighted average discount rate of 10.7% and a terminal growth rate of 1.0%, the analysis results in a midpoint enterprise value of EUR 37.84 million. By adding the net cash position of EUR 18.88 million as per 31 December 2020 and taking into account the 3,310,884 shares, this leads to a midpoint equity value of EUR 56.73 million or EUR 17.13 per share. The premium represented by the Bid Price of EUR 23.25 amounts to 35.7 % compared to the value per Share as obtained from the DCF valuation method.

Based on a sensitivity analysis (+/-0.5%) of the terminal growth rate and weighted average discount rate (+/-1.0%), the Bidder applies an enterprise value range of EUR 33.07 million to

EUR 44.45 million, a net equity value range of EUR 51.95 million to EUR 63.34 million, and a net value equity per Share of EUR 15.69 to EUR 19.13 per Share.

#### Analysis and reference points that provide context to the Bid Price

##### *Historical evolution of the share price*

The Bid Price of EUR 23.25 per Share represents a premium of respectively 42.8%, 41.1%, 44.4% and 51.1% to the VWAP of the Target's share over a period of 1, 3, 6 and 12 months preceding 13 November 2020. In addition, the Bid Price of EUR 23.25 per Share represents a premium of 40.9% to the closing share price on 13 November 2020 and a premium of 78.5% to the share price excluding cash and cash equivalents on 13 November 2020, assuming that the Bidder does not pay a premium on cash and cash equivalents as per 31 December 2020, where the Bid Price implies a price per Share excluding cash and cash equivalents of EUR 15.35 (as compared to EUR 8.60 per Share based on the closing price on 13 November 2020).

Please note that the applicability of these reference points based on share price movements is limited by the limited liquidity of the share as well as the impact which the COVID-19 pandemic has had on the economy and stock markets and, as the case may be, on the Target's shares.

**Table 1: Evolution of the share price and bid premiums during specific periods**

Period	'000 shares	Share price (€)				Premium/discount (€)			
	Avg. Volume	Min.	Max.	Avg.	VWAP <sub>1</sub>	Min.	Max.	Avg.	VWAP
Share 13/11/2020	0.02	16.50	16.50	16.50	16.56	40.9%	40.9%	40.9%	40.4%
Last month (13/10/2020)	0.39	15.30	16.80	16.12	16.29	52.0%	38.4%	44.2%	42.8%
Last 3 months (13/08/2020)	0.5	15.30	17.10	16.38	16.48	52.0%	36.0%	42.0%	41.1%
Last 6 months <sup>2</sup> (13/05/2020)	0.32	14.00	17.10	15.47	16.10	66.1%	36.0%	50.3%	44.4%
Last 12 months (13/11/2019)	0.48	12.80	17.10	15.18	15.39	81.6%	36.0%	53.2%	51.1%
Price per Share excl. Cash and cash equivalents 13/11/2020 <sup>3</sup>	0.02	8.60	8.60	8.60	8.60	78.5%	78.5%	78.5%	78.5%

Premiums observed in a selection of takeover bids in Belgium on Euronext Brussels over the last 10 years

The median premium paid since 2010 in Belgian public takeover bids for (i) companies active in all sectors, (ii) which were voluntary in nature, (iii) where the bidder already had control over the target company prior to the takeover bid and (iv) concerning target companies listed on Euronext Brussels, amounted to 22.0% as compared to the closing price the day preceding the announcement of the bid. Compared to the volume weighted average closing prices one and three months prior to the announcement of the bid, the median premium offered was 18.6% and 24.2% respectively. The premium offered by the Bidder compared to the Target's weighted average price over the same periods amounts to respectively 40.4%, 42.8% and 41.1%.

Conclusion

Taking into account the premium offered and after analysis of the valuation methodology, the Bidder believes that the Bid Price of EUR 23.25 per share constitutes an attractive offer for the shareholders and also believes that given the low liquidity of the share, the Bid is a unique opportunity for the shareholders to monetize their Shares without any restriction as to the liquidity of the Shares. A detailed justification of the Bid Price is included in Chapter 8.2 of the Prospectus.

The Bid Price of EUR 23.25 per share exceeds the upper end of the valuation range (per share) used by the Independent Expert in the report (EUR 17.8 - 21.5) with a DCF result of EUR 19.4. Furthermore, the Bid Price exceeds each of the valuation ranges resulting from the valuation methods retained by the Independent Expert. For further information and interpretation of the conclusions of the Independent Expert as well as the valuation ranges used by the Independent Expert, please refer to the detailed

<sup>1</sup> Volume weighted average price.

<sup>2</sup> It should be noted that the premium compared to a period of 6 months and 12 months prior to 13 November 2020 is influenced by the impact that the COVID-19 pandemic has had on the economy and stock markets and, as the case may be, on the Target's share.

<sup>3</sup> Premium on implied price per Share assuming no premium is paid on cash and cash equivalents as per 31 December 2020 (Bid Price EUR of 23.25 per Share = EUR 15.35 per Share excluding cash and cash equivalents + EUR 7.90 cash and cash equivalents per Share as per 31 December 2020).

report in Annex 10.2 of the Prospectus. The valuation range referred to hereabove as the conclusion of the Independent Expert must be interpreted in accordance with the report of the Independent Expert in its entirety.

### **Agreements with a possible impact on the Bid**

Except for the agreement with Abacus Group NV/SA and the tender commitment of De Wilg CommV (see above), the Bidder, the persons affiliated or acting in concert with the Bidder or as intermediaries within the meaning of article 1:16, §2 of the Companies and Associations Code, are not parties to agreements that may have a material impact on the assessment, progress or outcome of the Bid.

### **Paying Agent Banks**

KBC Securities NV/SA in cooperation with KBC Bank NV/SA shall provide the services of paying agent in the framework of the Bid.

The acceptance of the Bid may be done free of charge at a Paying Agent Bank by submitting the Acceptance Form, duly completed and signed. Costs which may be charged by other financial intermediaries shall be for the account of the Shareholders tendering their Shares. For more information on these (possible) costs, Shareholders should contact the relevant financial intermediaries.

### **Practical information**

This Prospectus has been published in Belgium in the official, Dutch-language version.

The Prospectus and the Acceptance Forms can be obtained free of charge at the counters of KBC Bank NV/SA, or by telephone from KBC Bank NV/SA on +32 78 152 153 (KBC Live). The digital versions of the Prospectus and the Acceptance Forms can also be obtained on the internet on the following websites: [www.kbc.be/zenitel](http://www.kbc.be/zenitel), [www.bolero.be/nl/zenitel](http://www.bolero.be/nl/zenitel), [www.bolero.be/fr/zenitel](http://www.bolero.be/fr/zenitel) and on the websites of 3D NV/SA ([www.3d-investors.be](http://www.3d-investors.be)) and the Target ([www.zenitel.be](http://www.zenitel.be)).

An English and French translation of this summary of the Prospectus are made available in digital form on the websites mentioned above. In the event of any inconsistencies between the English and/or the French translation of this summary of the Prospectus on the one hand and the official Dutch-language version on the other hand, the Dutch-language version shall prevail. The Bidder has verified the respective versions and is responsible for the consistency of all versions.

**Memory in reply**

A copy of the memory in reply of 26 February 2021 prepared by the board of directors of the Target and approved by the FSMA on 26 February 2021 pursuant to article 22 and following of the Takeover Act is annexed to the Prospectus as Annex 10.3.

**Tax on stock exchange transactions**

The Bidder shall bear the tax on stock exchange transactions.

**Applicable law and competent court**

The Bid and the agreements by and between the Bidder and the Shareholders ensuing from the Bid shall be governed by Belgian law, in particular to the Takeover Act and the Takeover Royal Decree.

The Market Court (*Marktenhof / Cour des Marchés*) shall have exclusive jurisdiction to hear any dispute arising from or in connection with this Bid.

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