

## JOINT PRESS RELEASE

*This is a joint press release by ICT Group N.V. ("**ICT Group**" or the "**Company**"), NPM Investments XI B.V. (the "**Offeror**") (a wholly-owned subsidiary of NPM Capital N.V. ("**NPM Capital**")) and Teslin Ipanema Acquisition B.V. ("**Teslin Acquisition**") (a wholly-owned subsidiary of Teslin Participaties Coöperatief U.A. ("**Teslin**"), and together with NPM Capital the "**Consortium**") pursuant to the provisions of Section 7, paragraph 1 sub a of the Dutch Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the intended recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of ICT Group. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in ICT Group. Any offer will be made only by means of an offer memorandum (the "**Offer Memorandum**") approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten, the "**AFM**"). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, the United States, Canada and Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.*

## UPDATE ON INTENDED PUBLIC OFFER FOR ICT GROUP BY A CONSORTIUM LED BY NPM CAPITAL

**Rotterdam/Amsterdam/Maarsbergen, the Netherlands, 1 April 2021**

Reference is made to the joint press release issued by ICT Group and the Consortium led by NPM Capital on 5 March 2021 in respect of the intended public offer to be made by the Offeror for all the issued and outstanding ordinary shares in the capital of ICT Group (the "**Shares**") at an offer price of EUR 14.50 (cum dividend) (the "**Offer**"). As announced in its 5 March 2021 press release on the annual results, ICT Group proposes a EUR 0.40 dividend per Share for the 2020 financial year which will be brought to a vote at the annual general meeting of 12 May 2021, as convened on 31 March 2021 (see [www.ict.eu](http://www.ict.eu)). If the proposal is adopted at the annual general meeting, the offer price to be received by the shareholders of ICT Group (if and when the Offer is made and declared unconditional) will be adjusted to EUR 14.10 per Share.

Pursuant to the provisions of Section 7, paragraph 1 sub a of the Decree, which requires a public announcement, including a status update on an intended public offer within four weeks after the offer is announced, ICT Group and the Consortium hereby provide this joint update on the Offer.

The Consortium and ICT Group confirm that they are making good progress on the preparations for the Offer. A request for review and approval of the Offer Memorandum will be filed with the AFM today.

The Consortium and ICT Group further announce that they have obtained the unconditional approval of the Netherlands Authority for Consumers & Markets (*Autoriteit Consument & Markt*) in connection with the Offer. Consequently, the competition clearance required to close the Offer, if and when made, has been obtained. In addition, ICT Group's works council has been requested to render its advice on the intended decision of ICT Group's executive board and supervisory board to support the transaction and recommend the Offer.

Based on the required steps and subject to the necessary approvals, the Consortium and ICT Group anticipate that the Offer will close in Q3 2021.

**For more information, please contact:**

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**About ICT Group**

ICT Group is a leading European industrial technology solutions provider. Our dedicated technical professionals offer our clients services in the field of consultancy, software development, project-based solutions and IT system maintenance. It is our mission to make the world a little smarter every day. Our specialist knowledge in a variety of industries enables us to realise innovative solutions by linking people, technologies and ideas. With around 1,500 dedicated technical specialists in the field, we are capable of building and integrating new and innovative technologies into relevant business solutions for our customers.

Our Industries solutions serve the automotive, manufacturing, high-tech, food, chemicals & pharma, oil & gas and logistics industries. Our Public & Infra solutions are focused on water, rail and road infrastructure as well as public transport and mobility. Across all industries ICT Group offers proprietary industry-specific software solutions, including its own cloud-based platform for IoT, digital transformation and artificial intelligence. ICT Group is listed on Euronext Amsterdam and has a presence in the Netherlands, Belgium, Bulgaria, France, Germany and Sweden.

**About NPM Capital**

NPM Capital invests in mid-market companies in the Benelux and supports companies to enter the next growth phase in their development. NPM Capital, with SHV as its sole shareholder, has sufficient capital in order to apply a long investment horizon. Currently, NPM Capital has a portfolio of 26 participations (majority as well as minority holdings, including growth capital) and focuses on the following trends: Everything is Digital, Future of Energy, Feeding the World and Healthy Life. For more information, please visit: [www.npm-capital.com](http://www.npm-capital.com)

**About Teslin**

Teslin is an investment fund managed by Teslin Capital Management. Teslin invests in promising small- and midcaps. Based on fundamental analysis Teslin selects companies active in attractive markets with a strong market position, healthy cash flow and a proper corporate governance structure. Teslin focuses on responsible value creation in the long term and acts as an active and involved shareholder. Teslin has been a long-term significant, active and committed shareholder of ICT Group since 2002 and is delighted to support ICT Group in accelerating and realizing its potential in the coming years, growing into a leading Northern-European industrial technology solutions provider. For more information, please visit: [www.teslin.nl](http://www.teslin.nl)

### **General restrictions**

The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of ICT Group in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Consortium, the Offeror and ICT Group disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither ICT Group, nor the Consortium, nor Offeror, nor any of their advisers assume any responsibility for any violation by any person of any of these restrictions. ICT Group shareholders in any doubt as to their position should consult an appropriate professional adviser without delay. This announcement is not to be published or distributed in or to Canada, Japan and the United States.

### **Forward-looking statements**

This press release may include "forward-looking statements" such as statements relating to the impact of this transaction on the Offeror and ICT Group and language that indicates trends, such as "anticipated" and "expected". These forward-looking statements speak only as of the date of this release. Although ICT Group and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, the Offeror's ability to achieve the anticipated results from the acquisition of the Company, the effects of competition (in particular the response to the transaction in the marketplace), economic conditions in the global markets in which the Offeror and the Company operate, and other factors that can be found in the Offeror's and the Company's press releases and public filings. Neither ICT Group nor the Consortium nor the Offeror, nor any of their advisers accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups. Each of the Company, the Consortium and the Offeror expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

### **Notes to the press release**

This is a public announcement by ICT Group N.V. pursuant to section 17 paragraph 1 of the European Market Abuse Regulation (596/2014). This public announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in ICT Group N.V.

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