



## **UBISOFT REACHES AGREEMENT WITH VIVENDI FOR ITS FULL EXIT FROM UBISOFT'S SHARE CAPITAL**

- Vivendi to sell its entire stake in Ubisoft representing 27.3% of Ubisoft's share capital
- The transaction is structured in the following way:
  - Ontario Teachers' Pension Plan ("Ontario Teachers") and Tencent, enter Ubisoft's share capital as long-term investors; as part of the transaction, Tencent and Ubisoft have also signed a strategic partnership agreement
  - Share buy-back by Ubisoft of shares owned by Vivendi, accretive to all Ubisoft shareholders
  - Acquisition by Guillemot Brothers SE of shares owned by Vivendi
  - Accelerated Bookbuilding with institutional investors for the remainder of Vivendi's stake
- All transactions are realized at the price of 66 euros per share
- Continued roll-out of Ubisoft's growth strategy, based on the company's transformation to a more recurring and profitable business model
- Ubisoft confirms its financial targets for 2017-18 and 2018-19

**Paris – March 20, 2018** – Today, Ubisoft announced that it has signed an agreement with Vivendi for its full exit from Ubisoft's share capital, with the sale of all Vivendi's 30,489,300 shares. The transaction includes an investment by two new long-term investors, the Relationship Investing arm of Ontario Teachers' Public Equities division, and Tencent, a share buy-back by Ubisoft, an acquisition of shares by Guillemot Brothers SE and an Accelerated Bookbuilding with institutional investors. Following the implementation of the transaction, Vivendi will no longer hold any shares in Ubisoft, and has committed not to acquire any shares in Ubisoft for 5 years.

As part of the transaction, Ubisoft and Tencent have also announced today a strategic partnership that will significantly accelerate the reach of Ubisoft franchises in China in the coming years.

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Yves Guillemot, CEO and Co-Founder, said: *"The evolution in our shareholding is great news for Ubisoft. It was made possible thanks to the outstanding execution of our strategy and the decisive support of Ubisoft talents, players and shareholders. I would like to warmly thank them all. The investment from new long-term shareholders in Ubisoft demonstrates their trust in our future value creation potential, and Ubisoft's share buy-back will be accretive to all shareholders. Finally, the new strategic partnership agreement we signed will enable Ubisoft to accelerate its development in China in the coming years and fully leverage a market with great potential."*

*"Today, Ubisoft is fully reaping the benefits of our long-term strategy and the successful transformation towards a more recurring and profitable business. Ubisoft is perfectly positioned to capture the numerous video game growth drivers in the coming years. We are focused more than ever on delivering on our strategic plan."*

**Investment from new long-term shareholders in Ubisoft**

Ontario Teachers' has committed to acquire 3,787,878 Ubisoft shares (3.4% of capital), equivalent to approximately €250 million and Tencent has committed to acquire 5,591,469 Ubisoft shares (5.0% of capital). These investments are made at a price of €66 per share and do not grant any representation on Ubisoft's board of directors. Tencent has also undertaken not to transfer its shares nor to increase its shareownership and votings rights in Ubisoft.

As part of the transaction, Ubisoft and Tencent have also signed a strategic partnership agreement that will significantly accelerate the reach of Ubisoft franchises in China in the coming years.

The entry of these two high-profile investors in Ubisoft's share capital validates Ubisoft's strategy and confirms the value creation potential for its shareholders in coming years.

**Ubisoft share buy-back**

Ubisoft agreed to buy back up to 9,090,909 of its own shares (8.1% of capital) from Vivendi through a structured transaction taking the form of a forward sale of Vivendi shares to Crédit Agricole Corporate and Investment Bank (CACIB), and a forward buy-back mechanism of shares from CACIB by Ubisoft, enabling Ubisoft to progressively buy-back shares from 2019 to 2021. This buy-back will be structured through a derivative product whereby Ubisoft will enter into a pre-paid forward agreement on part of the shares, with settlement in shares at maturity in 2021 or by anticipation, and for the remainder of the shares, a total return swap with settlement either at maturity or by anticipation at Ubisoft's discretion, either in cash (Ubisoft either benefiting or supporting the variation in the value of the relevant shares) or with a settlement in shares against the payment of the price for such shares. The share buy-back will be financed mainly through Ubisoft's existing financial resources. In the event of an increase in the size of the accelerated private placement, the number of shares that are bought back by Ubisoft will be reduced accordingly.

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These acquisitions will be made at a price of €66 per share.

Shares bought-back are primarily intended to be cancelled with an accretive effect for all Ubisoft shareholders or used as part of share compensation plans or share-indexed compensation plans for employees.

Finexsi, acting as independent financial expert, rendered a fairness opinion on the share buy-back confirming that the financial terms of the transaction were fair for the minority shareholders of Ubisoft and that the transaction was in the corporate interest of Ubisoft.

***Guillemot Brothers SE acquisition of shares***

As part of the transaction, Guillemot Brothers SE agreed to acquire 3,030,303 shares (2.7% of capital) at a price of €66 per share, bringing Guillemot Brothers SE's ownership to 17,406,414 shares representing 19.4% of voting rights and 15.6% of share capital and the Guillemot concert to 20,636,193 shares, representing 24.6% of voting rights and 18.5% of share capital. The purchase will be implemented through a structured financing in the form of derivative instruments by which Guillemot Brothers SE will enter into a forward contract with CACIB and a collar financing on these Ubisoft shares, maturing in 2021 or by anticipation, and settled in shares or in cash. Shares underlying the collar financing will be pledged to CACIB, who will be authorized to re-use them from Guillemot Brothers SE subject to certain conditions specified in the agreement.

***Accelerated Bookbuilding with institutional investors***

The remainder of Vivendi's stake, representing 8,988,741 shares (8.0% of capital), will be sold at a price of €66 per share through an Accelerated Bookbuilding with institutional investors. Based on the level of interest in the placement, the size of the Accelerated Bookbuilding could be increased up to 1,500,000 shares, reducing accordingly the number of shares bought back by Ubisoft.

J.P. Morgan Securities Plc is acting as Sole Global Coordinator on the Accelerated Bookbuilding. As part of this Accelerated Bookbuilding, CACIB, as Guillemot Brothers SE's counterpart in the forward contract and the collar financing will also sell 2,887,879 shares in the hedging of its derivatives operations.

The transaction will be launched today. Final terms as well as the outcome of the placement will be determined at the end of the bookbuilding expected on March 21, 2018. Settlement will take place two trading days after closing of bookbuilding.

***Ubisoft financial targets confirmed***

Ubisoft confirms its financial targets for 2017-18 and 2018-19, as well as its long-term growth perspectives.

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J.P. Morgan Securities Plc and Lazard Frères are acting as financial advisors to Ubisoft while Bredin Prat is acting as legal counsel.

**Contact**

**Investor Relations**

Jean-Benoît Roquette  
SVP Investor Relations  
+ 33 1 48 18 52 39

[Jean-benoit.roquette@ubisoft.com](mailto:Jean-benoit.roquette@ubisoft.com)

**Press Relations**

Michael Burk  
Senior Director, Corporate Communications  
+1 214 713 8442  
+33 1 48 18 24 03

[michael.burk@ubisoft.com](mailto:michael.burk@ubisoft.com)

**About Ubisoft**

Ubisoft is a leading creator, publisher and distributor of interactive entertainment and services, with a rich portfolio of world-renowned brands, including Assassin's Creed, Just Dance, Watch\_Dogs, Tom Clancy's video game series, Rayman and Far Cry. The teams throughout Ubisoft's worldwide network of studios and business offices are committed to delivering original and memorable gaming experiences across all popular platforms, including consoles, mobile phones, tablets and PCs. For the 2016-17 fiscal year Ubisoft generated sales of €1,460 million. To learn more, please visit: [www.ubisoftgroup.com](http://www.ubisoftgroup.com)

*Pursuant to the commission implementing regulation (EU) 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the authorized broadcaster of Ubisoft Entertainment on 20 March 2018 at 17h40 CET*

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