

UTAC CERAM AND MILLBROOK ARE JOINING FORCES TO FORM A MARKET LEADING GROUP

Paris, December 10th, 2020

The French group UTAC CERAM and the British group Millbrook, both of which are key partners to automotive customers in Europe and around the world, have today announced they have reached an agreement to merge their operations to create a market leading group in vehicle testing, homologation and emerging technologies for autonomous, connected and electric vehicles. The transaction is expected to be completed in the first quarter of 2021, subject to the normal regulatory clearances. This merger would double the Group's revenues.

The combined group will draw on significant technological assets and technical expertise to meet the rapidly changing environment facing the automotive industry. This strong new alliance will generate multiple synergies, creating a leader in complementary markets, combining high quality customer portfolios, developing an extended range of services and leveraging its deep technological resources, human expertise and broad geographical coverage.

Millbrook brings extensive expertise in automotive electric driveline development, in particular through its battery and electric drivetrain test centres based in the United Kingdom and the United States. These services will ideally complement UTAC CERAM's expertise in ADAS and Euro NCAP testing and in cybersecurity, connectivity and simulation, as deployed in its Teqmo autonomous vehicle test centre.

The group will operate several test centres throughout the world — in France at the Linas-Montlhéry and Mortefontaine facilities, in the United Kingdom in Bedford and Leyland, in the United States in Detroit and California, in Finland at a vehicle test facility with indoor and outdoor winter testing tracks, and in Morocco with a brand new test centre offering a track where vehicles are exposed to extreme heat (scheduled to open in 2021).

The group will have the capability to offer a more extensive and comprehensive range of services including: the delivery of complex certification and testing programmes; the testing of vehicles and tyres in hot and cold climates; designing and delivering bespoke customer solutions and working with global brand partners to develop the connected electric vehicles of the future. A broad international reach will be combined with deep, local understanding of clients' operational environments and key technologies.

The new group, which will be headed by Laurent Benoit, the current President of UTAC CERAM, will leverage its considerable internal resources, international network and the support of its shareholders, especially its majority shareholder, Eurazeo, to pursue a strategy of innovation and to consolidate its markets in Europe and the world.

Laurent Benoit, President of UTAC CERAM said, "The arrival of Eurazeo as a shareholder, and FCDE's support, opened the door for our group to access additional resources to improve the pace of growth around the world. The alliance with Millbrook represents a fantastic opportunity for our teams and a decisive step that allows us to continue supporting manufacturers and equipment suppliers along their industrial, societal and technological journey, as we have done with passion and pride since 1945."

Connor McCormack, President of Millbrook said, "The highly-complementary skills, services and technologies of UTAC CERAM and Millbrook will enable us to extend our offering, which will benefit our customers the world over. In the year of our 50th anniversary, combining the two businesses positions us well to lead the market in technical testing, vehicle homologation and new technology. It is an exciting adventure in which everyone at Millbrook is proud to be involved."

Julien Di Marco, Partner and Member of the Board of FCDE, declared: “The realization of this opportunity on which FCDE and UTAC have been working for almost a year now materialises UTAC CERAM’s ambition to consolidate its market in Europe. The take over of Millbrook is the 1st step of this transformative consolidation strategy that we are very proud to support.”

Pierre Meignen, Eurazeo PME Board Member, said: “We are supporting UTAC CERAM and its management team since September 2020, with the common objective to accelerate the transformation and internationalization of the Group : joining forces with Millbrook is an integral part of this strategy. By doubling in size, the Group will become market leading player in vehicle testing, homologation and emerging technologies for autonomous, connected and electric vehicles.”

About UTAC CERAM

UTAC CERAM is a private and independent group that has earned its place as a preferred partner of major players in the automotive and mobility industry. It conducts vehicle development test and validation services, provides regulation & homologation support as well as training, consulting, audit and certification, technical inspection, standardization and events. UTAC CERAM operates the only official Euro NCAP test center in France. The group has forged a unique position in Europe through its ISO 17025 accredited test labs. 580 employees work across the group’s various sites, including two test centers in Linas-Montlhéry and Mortefontaine (near Paris, France) and around the world through its subsidiaries in the United Kingdom, Germany, North America, Russia, China and Japan. In 2019, the group recorded turnover of €83 million, reinvesting 11% of this figure each year. For more information, visit www.utacceram.com

About Millbrook:

Millbrook provides vehicle test and validation services and systems to customers in the automotive, transport, tyre, petrochemical and defense industries. It is independent and impartial in everything it does. It has a range of test facilities for full vehicles, tyres and components located in the UK, the USA and Northern Finland. Originally comprising of the world-famous Millbrook Proving Ground in the UK, Millbrook has been expanding internationally since 2015. It now employs c700 people across its various locations, supporting cutting-edge vehicle development and certification programmes. In 2019, the group recorded turnover of GBP 82.6 million www.millbrook.co.uk

About FCDE

Through its contribution in terms of human and financial resources, FCDE (Fonds de Consolidation et de Développement des Entreprises) supports the development and transformation of French SMEs and mid-cap companies with high growth potential. It brings together the main financial institutions operating in France (Bpifrance, banks, insurance companies). FCDE is managed by Consolidation & Development Gestion (CDG), an independent management company authorised by the Autorité des Marchés Financiers (AMF), the French securities regulator. www.fonds-fcde.fr

Participants in the transaction (buy-side)

- **Management :** Laurent Benoit, Christophe Perge, Cécile Rousset, Jérôme Paschal
- **FCDE:** Julien Di Marco, Anne-Laure Dupont, Thibaut David, Clémence Dhombres
- **Eurazeo PME:** Pierre Meignen, Joanne Dubail, Guillaume de Montchalin, Antoine Crouillère, Frédéric Walther
- **Buy-side M&A Advisor: DC Advisory** - Michael Mariaz, Chris Gornall
- **Strategic Buy-Side Due Diligence: Accenture** - Sébastien Amichi, Fabien Barthet - **Victanis** : Marc de Thomasson, Chris Cradock
- **Financial Buy-Side Due Diligence: 8Advisory** - Christian Berling, Justin Welstead, Rupert Templeman

- **Tax Buy-Side Due Diligence: 8Advisory** - Dean Lake
- **Buy-Side legal advisor: Paul Hastings** - Charles Cardon, Matt Poxon
- **EHS Due Diligence: KPMG** - Nicolas Cottis
- **Insurance Due Diligence: Marsh** - James White, Humbert D'Autichamp, Peter Vernon

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