



## **PRESS RELEASE – Regulated information - Inside information**

Wetteren, 23 May 2025 – 08H00

smartphoto group - Euronext Brussels: SMAR

smartphoto group

### **Alyrick BV announces the results of the initial acceptance period of its mandatory public takeover bid, and reopens its takeover bid**

Smartphoto group NV ('Smartphoto' or the 'Company') (Euronext Brussels: SMAR) hereby announces that Alyrick BV ('Alyrick') today announces the results of the initial acceptance period of its mandatory public takeover bid in cash for all outstanding shares in Smartphoto not already held by Alyrick or its affiliates (the 'Bid').<sup>1</sup>

During the initial acceptance period, 706,665 shares in Smartphoto were offered in the Bid (or a total of 17.93% of the number of outstanding shares).

As a result, Alyrick will hold a total of 2,877,953 shares in Smartphoto (or a total of 73.01% of the number of shares outstanding) as of the Payment Date (as defined below).<sup>2</sup> Accordingly, as of the Payment Date, Alyrick, together with its related persons (being Alychlo NV, Cekan NV and Smartphoto), will hold 3,672,117 shares in Smartphoto, or a total of 93.15% of the number of shares outstanding.

The payment of the bid price (28.50 euro per share) for the offered shares will be made no later than 10 June 2025 (the effective date of such payment, the 'Payment Date').

As Alyrick, together with its related persons, will hold at least 90% but less than 95% of Smartphoto's shares after the initial acceptance period, Alyrick will proceed with a mandatory reopening of the Bid, pursuant to article 35, 1° in conjunction with article 57 of the Takeover Decree.

In accordance with the timetable envisaged in the Prospectus, the Bid will (compulsorily) be reopened from Monday 26 May 2025 to Monday 16 June 2025 (inclusive) at 16H00 CEST. Shareholders who have not yet accepted the Bid will therefore still be able to accept the Bid during this second acceptance period.

The Prospectus and the Response Memorandum regarding the Bid were approved by the FSMA on 29 April 2025 and are available on the following websites:

[www.kbc.be/smartphoto](http://www.kbc.be/smartphoto) and [www.smartphotogroup.com/en/mandatory-public-takeover-bid-2/](http://www.smartphotogroup.com/en/mandatory-public-takeover-bid-2/).

These documents can also be obtained free of charge at the branches of KBC Bank NV (which is acting as the offeree institution for the Bid) or via the following telephone number: +32 78 152 153 (KBC Live).

<sup>1</sup> See also the press release dated 29 April 2025 regarding the launch of the Bid, as available on Smartphoto's website (<https://www.smartphotogroup.com/en/press-releases/>).

<sup>2</sup> This number also takes into account the 164 963 shares additionally acquired by the Bidder between 24 April 2025 and 21 May 2025 through market purchases and a private acquisition.

## About smartphoto group

Smartphoto group, the innovative e-commerce group, operates in B2C e-commerce under the name smartphoto™ in 12 European countries with affordable, high-quality personalised products such as gifts, cards, photo books, photo calendars, prints and wall decoration ([www.smartphoto.be](http://www.smartphoto.be)).

Additionally, smartphoto group, through naYan, which is active in B2B e-commerce, is one of the market leaders in e-commerce distribution. NaYan is a full-service e-commerce agency that, worldwide, helps ambitious brands grow online, with proven expertise in e-commerce, digital marketing, customer experience and sales through marketplaces ([www.nayan.be](http://www.nayan.be)).

Through TopFanZ, smartphoto group is also Belgium's market leader in merchandising products and services in the sports and entertainment sector, ranging from product procurement, support in e-commerce activities and logistics, to full-service partnerships, including marketing advice ([www.topfanz.com](http://www.topfanz.com)).

Furthermore, smartphoto group, through Image Insight, the commercial trading name of System Insight Ltd, specialises in bespoke photo solutions for visitor attractions, events, and venues globally.

Smartphoto group's shares are traded on Euronext Brussels (ISIN BE0974323553, ticker symbol SMAR).

## For additional information

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This press release is a free translation of the official Dutch version.



## Warnings

This press release does not imply a takeover bid for securities of Smartphoto, nor a solicitation of securities by anyone in any jurisdiction with respect thereto. The public takeover bid is made solely on the basis of the prospectus approved by the FSMA.

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