



PRESS RELEASE – Regulated information - Inside information

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smartphoto group - Euronext Brussels: SMAR

smartphoto group

Alyrick BV announces the results of the mandatory reopening of its mandatory public takeover bid of smartphoto group NV, and reopens its takeover bid as a simplified squeeze-out bid

Smartphoto group NV ('Smartphoto' or the 'Company') (Euronext Brussels: SMAR) hereby announces that Alyrick BV ('Alyrick') today announces the results of the mandatory reopening of its mandatory public takeover bid in cash for all outstanding shares in Smartphoto not already held by Alyrick or its affiliates (the 'Bid').¹ The mandatory reopening of the Bid commenced on 26 May 2025 and ended on 16 June 2025.

During this mandatory reopening of the Bid, 134,452 shares in Smartphoto were additionally offered in the Bid (or a total of 3.41% of the number of outstanding shares).

As a result, Alyrick will hold a total of 3,021,164 shares in Smartphoto as of the Payment Date (as defined below) (or a total of 76,64% of the number of outstanding shares).² Accordingly, Alyrick, together with its related persons (being Alychlo NV, Cekan NV and Smartphoto), will hold 3,815,328 shares in Smartphoto as of the Payment Date, or a total of 96.79% of the number of shares outstanding.

The payment of the bid price (28.50 euro per share) for the shares offered during the reopening will be made no later than 2 July 2025 (the effective date of such payment, the 'Payment Date').

Since, following this mandatory reopening of the Bid, Alyrick, together with its related persons, will hold more than 95% of Smartphoto's shares, Alyrick meets the conditions for proceeding with a simplified squeeze-out in accordance with Article 7:82 of the Company and Associations Code in conjunction with Articles 42 and 43 in conjunction with Article 57 of the Royal Decree on Takeover Bids of 27 April 2007.

The Bid is thus reopened as a simplified squeeze-out bid with an additional acceptance period starting from 19 June 2025 and ending on 9 July 2025 (inclusive) at 16:00 CEST. Shareholders who have not yet accepted the Bid will thus still be able to accept the Bid during this period. The results of the simplified squeeze-out bid will be announced on or around 10 July 2025.

All shares for which Alyrick has not received acceptance by the end of the additional acceptance period for the reopening of the Bid as a simplified squeeze-out bid will be deemed transferred to Alyrick by law at the end of such period. The funds required for payment of the bid price for these unoffered shares will be consigned to the Deposit and Consignment Fund for the benefit of the shareholders concerned.

On 9 July 2025, after the completion of the reopening of the Bid as a simplified squeeze-out bid, the quotation of all Smartphoto shares on Euronext Brussels will be delisted.

¹ See also the press release dated 29 April 2025 regarding the launch of the Bid and the press release dated 23 May 2025 regarding the reopening of the Bid, both as available on Smartphoto's website (<https://www.smartphotogroup.com/en/press-releases/>).

² This number also takes into account the 8,759 shares additionally acquired by the Bidder between 23 May 2025 and 16 June 2025 through market purchases.

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

www.kbc.be/smartphoto and www.smartphotogroup.com/verplicht-openbaar-overnamebod/.

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

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).

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).

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).

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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