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Press Release

NetBooster Group and Artefact announce their plan to join forces and form the first global digital marketing agency focused on providing strategic digital marketing consultancy based around Data and *Artificial Intelligence*

The new global product offering will encompass consulting, creative design, data and analytics, campaign delivery and Artificial Intelligence (“AI”).

NetBooster Group (FR0000079683 – ALNBT –PEA-PME eligible), the leading independent international digital agency, with 80% of its turnover coming from abroad, and Artefact, an innovative data consulting agency focused on consulting, technology and ad creation, announce their plans to form a new player in the digital marketing agency space.

Artificial Intelligence (AI) will be placed at the heart of the digital marketing strategies that the NetBooster Group and Artefact will develop for their clients going forward. It will be used to automate the creation of campaigns from strategy development through customer journey and from Ad creation through campaign delivery and performance measurement. The global market for Artificial Intelligence is expected to reach 11.1 billion dollars by 2024, and is expected to transform the digital marketing space rapidly.*

François de la Villardière, Chairman of the Board and CEO at NetBooster Group commented: *“We are very pleased that the founders of Artefact have chosen NetBooster as the partner to continue their entrepreneurial adventure with. We all believe that Artificial Intelligence will increase the efficiency of our businesses and allow for advertisers to better define their digital marketing strategies. Our newly-formed group, which will have nearly 1,000 employees across the globe, is a fantastic example of technology integration in the advertising trade.”*

Artefact’s co-founders: **Guillaume de Roquemaurel**, **Vincent Luciani** and **Philippe Rolet**, CEO and Managing Directors, respectively, commented: *“We are very happy to join forces with the NetBooster Group. Since 2014, Artefact has been building the foundations for the agency of the future through data, AI and consulting. The addition of marketing delivery capabilities and NetBooster’s international presence will accelerate our vision of consolidation within the industry. Our goal is to add value to advertisers by reinventing the role of the marketing agency with new tools that enable productivity gains and the creation of entirely new business models.”*

Founded three years ago, Artefact has around 100 employees and works with major clients such as Danone, Orange, Samsung and Engie. The Company produced a turnover of €5m in 2016 (200% up on their 2015 numbers) and foresees growth of around 100% in 2017, with profitability in line with the NetBooster Group. Artefact will bring to the newly formed Group its experience in Data consulting, Artificial Intelligence and Data analysis. The commercial and technological competencies offered by Artefact should yield a significant competitive advantage for all the channels (Search, CRM, display, programmatic, etc.) where NetBooster is active and in all thirteen countries where it is present.

NetBooster and Artefact have already been testing the complementarity of their product offering for mutual clients such as AccorHotels and Groupe SEB, which like all our clients, will benefit from the strong synergies between the two companies. As a result of this deal, the new Group foresees significant synergies, with a new data offering being afforded to existing NetBooster clients, an ability for Artefact to execute digital marketing campaigns for their clients, and for the new combined business to attract new clients as a result of the new global product offering of the group.

The new agency will initially work to implement its full service business offering, providing customers with a seamless journey from marketing strategy development to campaign delivery on the back of rigorous data analysis and engineering.

This transaction is a major step in delivering the strategy announced by the new management team that was made public at the analyst presentation on the 27th of April, with the goal, ultimately, to invent the marketing agency of the future.

Terms of the Transaction

The transaction, handled by Cambon Partners for Artefact, will be structured as a share swap with NetBooster increasing its share capital by 6.9m shares against a contribution in kind of all the outstanding shares of Artefact, leading to a dilution of 26.4% for existing NetBooster shareholders. The new shares will consist of both ordinary shares and preference shares (ADP1 and ADP2 Preference Shares).

The ADP1 preference shares are subject to the achievement of certain objectives for FY2017 EBITDA for Artefact, with the maximum dilution then rising to 28.4%. The ADP 2 preference shares are subject to performance conditions.

Once the transaction is consummated, Artefact's founders will become one of the main shareholders of the NetBooster Group and will be called upon to take on important management roles in the combined new business:

- Guillaume de Roquemaurel, President and Co-Founder of Artefact will become COO and be in charge of deploying Artefact's data offering across the whole of the group
- Vincent Luciani, Managing Director and co-founder of Artefact, will become Managing Director of France
- Philippe Rolet, Managing Director and co-founder of Artefact, will take on the role of Group CTO and will be in charge of the technical development teams

François de la Villardière will continue to exercise his current functions within the NetBooster Group, whilst the former MD of France, Emmanuel Arendarczyk, will take on the role of Group SVP Global Clients.

The proposed transaction has been approved by the Board of Directors of NetBooster and Artefact and will be submitted to NetBooster's shareholders for approval at an Extraordinary Shareholders' meeting to be held on July 27, 2017 at 11:00 am.

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*Source: Tractica analysis office for UsineDigitale.fr

About NetBooster Group

NetBooster Group is a leading independent international digital performance marketing agency. The agency covers the entire online marketing value chain through its global network, including Search Engine Optimization (SEO) and Marketing (PPC), programmatic display, affiliation, media, social media, creative design, CRM and Data and Analytics (DnA). Moreover, the Group is one of the most important GA 360 resellers and Google DoubleClick Marketing partners in Europe. Shares in NetBooster are traded on the NYSE Alternext Paris.

About Artefact

Artefact is the first agency natively designed for the AI era. The company has now more than 100 employees and is built around a brand new combination of consultants, data scientists, engineers and creatives. Its clients include more than 50 key accounts as Orange, Samsung, ENGIE, Carrefour, Danone, AccorHotels, Sephora, Air France, Pernod Ricard, Maisons du Monde, Chanel etc. The quality of its clients (large groups in Bank/Insurance, Retail, Travel, High Tech etc.) and the rapidity of its development make it a major French player in data marketing. Founded by 3 graduates from Polytechnique (Guillaume de Roquemaurel, Vincent Luciani and Philippe Rolet), Artefact has experienced an important growth rate, with a tripling of its turnover in 2016.

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