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M.11141 - WENDEL / TOPSCALE

SECTION 1.2

Description of the concentration

On 7 June 2023, the European Commission received a notification of a proposed concentration pursuant to Article 4 of Regulation No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings, by which Wendel Luxembourg S.A. (together with its affiliates, but excluding its portfolio companies, “Wendel”), through a special purpose vehicle to be established for such purpose, will acquire sole control over Topscale S.A.S. (France) the indirect parent company of Scalian SAS (France) (together with its subsidiaries, the “Scalian Group”) (the “Proposed Transaction”).

Pursuant to a sale and purchase agreement between the Parties, Wendel will indirectly acquire over 99% of the share capital and voting rights of and thereby sole control over the Target within the meaning of Article 3(1)(b) of the EU Merger Regulation.

Wendel Luxembourg S.A. is active, through its controlled portfolio companies, on a worldwide basis. Wendel Luxembourg S.A. is a wholly owned subsidiary of Wendel S.E., a French investment firm headquartered in Paris, France. It is listed on the Euronext Paris stock exchange and has portfolio companies active in several sectors including compliance and certification services, specialty formulations for coatings and surface treatments, telecommunication infrastructure, training services in specialized areas, and design and production of packaging solutions.

Scalian Group, headquartered in France, is a provider of services in industrial project management, supply chain (costs, quality, deadlines, performance), architecture and development of embedded digital systems and information system applications, big data and AI. The Scalian Group is mainly active in Europe and North America.