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Intrasense and DMS Group enter exclusive negotiations for the contribution of DMS Group medical imaging activities to Intrasense

A strategic operation to join forces of the technological know-how of DMS Imaging division with the software expertise of Intrasense

A virtuous operation forming a unique offer in the medical imaging sector

The boards of directors of **DMS Group (Euronext - FR0012202497 - DGM)**, a high technology group serving medical diagnosis, healthcare and wellness, and **Intrasense (Euronext Growth - FR0011179886 - ALINS)**, specialist in medical imaging software solutions and designer of Myrian®, voted in favor of the proposed contribution of DMS Imaging activities, the medical imaging division of DMS Group, to Intrasense.

Both medtech companies from Montpellier address the same worldwide market and have today strategically decided to join their particularly complementary expertise in cutting-edge medical imaging to enhance their development capabilities and leverage strong synergies with joining forces.

« *At the time of artificial intelligence and deep learning solutions, medical imaging industry is entering a new era and opening up new growth drivers, notably in interventional imaging, oncology and assistance to diagnosis, comments **Jean-Paul Ansel, Chief Executive Officer of DMS Group**. This reconciliation with Intrasense is nowadays taking on all its meaning to create distinctive and high value-added propositions, combining our technological assets in radiology tables, recognized today as the most efficient on the market, and Intrasense software applications.* »

Nicolas Reymond, Chief Executive Officer of Intrasense agrees: « *This reconciliation would first allow Intrasense to offer DMS Group customers its complete portfolio of medical imaging solutions. Intrasense would also benefit from its market channels in France and worldwide. This operation is in line with our strategy focusing on industrials, that is today reinforced by an easier access to the same type of B-to-B and OEM targets, addressed by DMS Group.* »

The operation aims to combine imaging activities of both companies together in Intrasense (€2.2 M revenue in 2017) through the contribution of the activities of DMS Group medical imaging division, DMS Imaging (that represents €26.6 M revenue in 2017 over €27.1 M in total for DMS Group).

DMS Group would become Intrasense majority shareholder and would carry on with its diversification strategy initiated in 2014, through development of its divisions DMS Wellness and DMS Biotech. Intrasense, becoming the DMS Group medical imaging division, would continue intensifying its commercial developments and executing its strategy launched in 2017

The combination of the two companies' activities would create particularly favorable synergies for new innovating solutions development that would support ongoing growth in the following years.

Key modalities and time-frame of proposed transaction

This transaction would take the form of a contribution of DMS Group medical imaging branch (DMS Imaging) compensated in new shares of Intrasure to be issued.

The partial contribution of assets consists in an appreciation of the contributions equal to 5.7 times the Intrasure group valuation on the basis of pending valuations (which should still be validated by both companies) estimated to €40 M for the imaging division of DMS Group and to €7 M (on full diluted basis) for Intrasure. As far as this project is concerned, after completion of the contributions, DMS Group would become Intrasure majority shareholder. The share quotation of Intrasure in Euronext Growth market would be maintained, as well as listing of DMS Group in Euronext Paris regulated market (Compartment C).

A press release about the proposed definitive parity for contribution, will be published when measuring asset values will be finalized.

The proposed combination is conditioned to the finalization and satisfying conclusions of reciprocal audits, obtaining a derogation by the French Financial Markets Authorities (AMF) in the obligation to register a public tender offer for the Intrasure shares, on the basis of articles 234-8, 234-9 3° and 234-10 of AMF General Regulation.

The Intrasure and DMS Group Boards of Directors should again hold a meeting by June 2018, to decide the final terms and conditions of the contribution, authorize the Contribution Agreement and convene the respective General Meetings of Intrasure and DMS Group, for the purposes of approval of contributions operation (based in particular on the report of the contribution assessors, designated by the Montpellier Commercial Court).

About DMS Group

DMS Group is composed of high potential of innovation companies. First concentrated on medical imaging industry, its activities have been extended to new horizons. Investing in the future by pledging research, DMS Group aims at providing tomorrow solutions.

- Specialist of high technology serving medical diagnosis, **DMS Imaging** is positioned today as a French leader of development, conception and design of imaging systems dedicated to radiology, osteodensitometry, 3D modelisation and posturology.
- **DMS Wellness** bundles the activities dedicated to healthcare and wellness sector, addressing specialists of physiotherapy, beauty, esthetics and sports.
- **DMS Biotech** supports the group strategy in biotechnologies, in particular in the treatment of arthrosis and regenerative medicine based on injection of stem cells from fat.

DMS Group is present on five continents through a national network of 140 distributors, subsidiaries and joint-ventures. In 2017, DMS Group generated consolidated turnover of €27.1 M.

For more information, www.dms.com.

Contacts

DMS Group
Jean-Paul ANSEL
Chief Executive Officer
+334 67 50 49 00

ACTUS FINANCE
Mathieu OMNES
Investors relations
+331 53 67 36 92

ACTUS FINANCE
Alexandra PRISA
Press relations
+331 53 67 36 90

About Intrasure

Founded in 2004, Intrasure develops and markets a unique medical device called Myrian®, a software platform that facilitates diagnosis, decision-making and therapeutic follow-up and makes them more secure. Thanks to Myrian®, more than 800 health institutions spread over 40 countries use a unique and integrated platform supporting all types of imaging modalities (MRI, scanner...).

Enriched with expert clinical modules dedicated to specific pathologies, Myrian® also provides a universal image treatment solution that can be fully integrated in any health information system. Intrasure includes 45 employees among which 20 are dedicated to Research & Development. Intrasure has been labelled "innovative company" by the BPI and invested more than 10 million euros in Research & Development since its creation.

For more information, www.intrasure.fr.

Contacts

Intrasure
Nicolas Reymond
Chief Executive Officer
+334 67 130 130
investor@intrasure.fr

NewCap
Valentine Brouchet - Pierre Laurent
Investors Communication and Relations
+331 44 71 94 96
intrasure@newcap.eu