

**PRESS RELEASE**

**DEMOS LAUNCHES ITS IPO ON ALTERNEXT**

**Paris, 21<sup>st</sup> May 2007 :**

**Number of shares in the offer prior to extension and greenshoe**

- Between 643,501 and 747,384 new shares, according to the pricing, for the gross proceeds of the issue to reach around 10 million euros;
- 546,837 existing shares.

**Extension clause**

- Additional sale of 130,639 existing shares in the event of the full exercise of the extension clause.

**Greenshoe**

- Issue of 99,740 additional new shares maximum, which represents 7% of the offer after exercise of the extension clause.

**Indicative price bracket for the offering**

- Between €13.38 and €15.54 per share.

**Deal size based on the indicative price median (€1446 per share)**

- Prior to extension and greenshoe: 17.9 million euros;
- After full exercise of the extension clause and prior to greenshoe: 19.8 million euros;
- After full exercise of the extension clause and greenshoe: 21.2 million euros.

**Concomitant offering for employees only:**

- an indicative price bracket of €10.71 to €12.42 per share, i.e. approximately a 20% discount compared to the open offering.
- A maximum of 40,258 new shares.

On the basis of the indicative price median, i.e. €11.57 per share, the gross proceeds of the issue will amount to a maximum of €0.5m.

**Structure of the offer**

- A public offering in France in the form of an open price offer, aimed mainly at individuals (the "OPO")
- A Global Placement aimed at institutional investors (the "Global Placement") which comprises placement in France and private placement outside France in certain countries excluding in particular the United States.

## Lock-up

- 180-day lock-up for the Company and all of its current shareholders.

## Listing on Euronext Paris' Alternext

**ISIN code: FR0010474130 – Mnemonic code: ALDMO**

## Indicative calendar of events:

21 <sup>st</sup> May 2007	Start of the Global Placement, the OPO and the Employee Offer
30 <sup>th</sup> May 2007	End of the OPO at 5.30pm (Paris time, GMT+1) End of the Global Placement at 5.30pm (Paris time, GMT+1 – excluding anticipated close)
31 <sup>st</sup> May 2007	Pricing and pricing for the Employee Offer Potential exercise of Extension Clause Dissemination of the press release confirming the final number of shares offered and giving the Pricing and the Employee offer pricing Publication of Euronext Paris' trading announcement for the OPO Quotation of the Company shares on Euronext Paris' Alternext
5 <sup>th</sup> June 2007	Settlement-Delivery of public offering
6 <sup>th</sup> June 2007	Start of trading for the Company shares on Euronext Paris' Alternext
12 <sup>th</sup> June 2007	End of the Employee Offer
29 <sup>th</sup> June 2007	Deadline for the exercise of greenshoe
5 <sup>th</sup> July 2007	Settlement-Delivery of new shares within the Employee Offer

## Financial Intermediary



**Lead Manager – Book Runner**



**Listing Sponsor**

## Risk factors

It is requested that prior to investing, investors pay attention to the risks listed in chapter 4 of the Group's base prospectus registered with the AMF under number I.07-053 dated 4<sup>th</sup> May 2007 and to chapter 2 of the Group's transaction summary.

Demos was registered by the AMF under number 07-154 dated 18<sup>th</sup> May 2007.

These risks, or one of them, could have a negative impact on the activities, the financial situation, the results, the outlook, or on the share price of Demos shares.

## About Demos Group

### **A reference player focussed on operational skills and the economics of knowledge**

Group Demos is one of the French leaders in continuing education. Based on its core business, Demos has developed innovative and complementary training methods such as e-learning. Other activities relevant to the economics of knowledge also enrich the Group's offer, and in particular competence-management consultancy and the distribution of educational content.

### **An activity whose model is a success and can be duplicated outside France**

Demos is present in 13 countries and in France's major towns and cities. Indeed, Group has successfully combined considerable organic growth and a dynamic external growth policy in new geographical zones, which now enable the Group to both offer its existing clients support outside France as well as develop new local international clients. The Group's market is flourishing, its offer is diversified, its standards in terms of quality are high, it is permanently innovating and the business model is both flexible and high-performance, all of which render this Group the second French player on the adult education and training market.

### **Regular and profitable growth**

In 2006, Group Demos generated revenue of 58.5 million euros, a 45% growth compared to 2005, for an operating income of 5.1 million euros and net income group share of 2.3 million euros.

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## Availability of the base prospectus

The AMF granted Demos the visa number 07-154 dated 18<sup>th</sup> May 2007 on its base prospectus relevant to Demos' IPO. It includes:

- the base prospectus, registered by the Autorité des marchés financiers the 4<sup>th</sup> May 2007 under number I.07-053;
- the transaction summary.

Copies of the base prospectus are available free of charge on simple request to Demos, 20 rue de l'Arcade, 75008 Paris, France. It can also be viewed on the French market authority's (AMF) and Demos' websites: [www.amf-france.org](http://www.amf-france.org) and [www.demosgroup.com](http://www.demosgroup.com) respectively.

## Risk factors

The public's attention is directed to the "Risk factor" section of the base prospectus registered with the AMF. Such risk factors are detailed in chapter 4 of the base prospectus.

*No copy of the present press release may be distributed or sent to the United States, to Canada, to Australia or to Japan.*

*This release, and the information it contains, do not constitute an offer to buy or subscribe. Nor does it constitute encouragement to place such share orders in or outside France.*

*In the United Kingdom, this document may only be communicated to people who are a) authorised persons, i.e. investment professionals with investment experience as defined by the Financial Services and Markets Act 2000 (FSMA) and Article 19 of the Financial Services and Markets Act (Financial Promotions) Order 2005 (the 'order'), b) "high net worth entities", "unincorporated associations" and any other person likely to be the legal addressee as defined in Article 49(2)(a) to (d) of the Order.*



*This release does not constitute an offer on shares, nor an enticement to buy shares in the United States. Shares can only be sold in the United States with prior registration in accordance with the 1933 U.S. Securities Act, as amended, or with an exemption from this registration obligation. Demos shares will not be registered in accordance with the 1933 U.S. Securities Act, as amended, and Demos does not intend to launch an open offer on its stock in the United States.*

*The dissemination, the publication or the distribution of this press release in certain countries could constitute a breach of the law in force. As such, people physically present in these countries and in those where this press release is disseminated, published or distributed must keep informed for themselves and obey the laws and regulations.*

*The issue of Demos shares – object of the present release – gave rise to an insert in the BALO dated the 23<sup>rd</sup> May 2007.*

## **Contacts**

### **Demos**

Emmanuel Courtois  
Chief Financial and Administrative Officer  
[ecourtois@demos.fr](mailto:ecourtois@demos.fr)

### **NewCap.**

Financial Communications Agency  
Anaïs de Scitivaux / Emmanuel Huynh  
Tel: +33 1 44 71 94 94  
Fax: +33 1 44 71 94 90  
[demos@newcap.fr](mailto:demos@newcap.fr)