

Press Release

Paris, 24 July 2008

Astorg Partners buys Photonis from AXA Private Equity

Astorg Partners has signed an agreement with AXA Private Equity to buy Photonis. Astorg Partners will become Photonis's majority shareholder alongside the management team. This transaction comes after seven years during which AXA Private Equity has maintained ongoing support for the company.

Photonis is an international high-technology group specializing in photo sensor technology. The Group primarily operates on the night vision, industrial and scientific applications and medical imaging markets.

Photonis Group was formed from the December 2001 acquisition of Photonis SAS, a former subsidiary of Netherlands-based Philips, followed by five add-on acquisitions: Netherlands-based Delft Electronic Products B.V and US-based Burle Industries Inc. in 2005, Antheryon's assets in 2006, Netherlands-based Hi-Light Opto Electronics B.V. in 2007 and the assets of UK-based Brennel Glass Ltd in 2008.

Thierry Timsit, Managing Partner at Astorg Partners said: "We are delighted with this acquisition, in which Photonis management team and many employees will retain an equity stake. The Group is now a world leader in photo-sensors and is backed by unrivalled scientific expertise, cutting edge know-how in production and strong vertical integration to pursue expansion." Christian Couturier, Director at Astorg Partners, added that "Photonis is now fully equipped to launch an ambitious acquisition strategy designed to become the no. 1 European independent player in optical-electronic defence components, while boosting its presence in civil applications. Astorg is looking to bring the company and its management the support and funding in order to fully implement its strategy."

Following the signature of the agreement, Goossen Boers, CEO of Photonis, commented: "The backing of Astorg Partners, a highly motivated and experienced shareholder providing long-term support for Photonis, will enable us to pursue our growth strategy and to realize our plans for acquisitions. We strive to anticipate and surpass our customers' expectations on an ongoing basis. The very buoyant demand for increasingly high-performing, combined and integrated sensors on various platforms is fuelling our growth and motivation."

As a majority shareholder since 2001, AXA Private Equity has been an operational, loyal and committed investor for Photonis bringing a long-term vision to the company's development. Philippe Poletti, Managing Director at AXA Private Equity, commented: "we have supported the management team by providing them with the funds the company required to invest in R&D and industrial assets as well as acquisitions and move into high value-added markets."

AXA Private Equity and management have decided that Photonis will pay an exceptional bonus to all employees prior to the end of 2008, as recognition for their contribution to the group's performance and development.

ING Bank has been appointed as Global Mandated Lead Arranger, Sole Bookrunner and Agent for the financing of the transaction.

AXA Private Equity has appointed BNP Paribas Corporate Finance as exclusive M&A advisor for this transaction, which remains subject to the approval of several countries' administrative authorities including anti-trust authorities.

About Photonis (www.photonis.com)

Photonis is a world leader in photo sensor technology involving the manufacture of optical and electronic components designed to detect and amplify luminous signals and low radiations.

As the former optronics division of Philips Group, the company was first sold under an LBO to Barclays Private Equity. Since 2001, AXA Private Equity has held a controlling interest.

In 2005, Photonis successfully completed the acquisition of two key competitors: Netherlands-based DEP specializing in the manufacture of image intensifiers and US-based Burle, thereby doubling revenues and becoming the sole European manufacturer of image intensifiers, while boosting its range of electronic-optical components.

Today the Group is present on three markets:

- The night vision market: manufacture of image intensifiers targeting the defence and interior security markets
- Industrial and scientific markets: manufacture and marketing of interior scientific sensors and photo-multipliers designed for large industrial medical imaging companies
- Medical Imaging: Photonis markets a range of photo-multipliers designed for large industrial medical imaging companies

Photonis employs some 1000 staff worldwide and operates five production facilities in France, Netherlands, USA, and Mexico.

The group forecasts 2008 revenues of €130 million.

About Astorg Partners (www.astorg-partners.com)

Astorg Partners is an independent private equity firm with over €1 billion of funds under management. In a spirit of genuine partnership, the firm invests in high-potential industrial or services companies, which are often family owned and backed by management teams combining operational success with an entrepreneurial motivation. Astorg stands out by its entrepreneurial culture, rapid reactivity in view of its simple and local decision making procedures, and major involvement as a shareholder with its portfolio of companies. While it manages funds outside the sector, the firm has built up strong experience in the retail industry (via Sephora, Marc Orian, Un Jour Ailleurs, Picard Surgelés and Frans Bonhomme), healthcare (via Sebia, Pasteur-Cerba and Ethypharm), and corporate services (via Lowendal Group, RLD, CIS, Geoservices, Staci and Webhelp).

About AXA Private Equity (www.axaprivateequity.fr)

AXA Private Equity – an AXA Investment Managers company – is one of the world's leading private equity firms. The firm offers investors a broad selection of funds via a complete range of asset classes: LBO mid cap, LBO small cap, Venture Capital, Co-investments, Infrastructure, Mezzanine, Primary, Early Secondary and Secondary Funds of Funds. The firm manages and/or advises on more than \$ 25 billion of funds on behalf of leading international investors. Backed by its offices in Paris, Frankfurt, London, Milan, New York, Singapore and Zurich, AXA Private Equity stands out from the competition through the expertise of its teams and its broad international presence. The firm maintains a constant focus on transparency, performance and sustainable profitability.

Astorg Partners press contact

Publicis Consultants

Aliénor Miens, alienor.miens@consultants.publicis.fr , +33 1 44 43 75 10

AXA Private Equity press contacts

The HeadLand Consultancy

Chris Salt, csalt@headlandconsultancy.co.uk +44 20 7367 5224

Daniel Kahn, dkahn@headlandconsultancy.co.uk +44 20 7367 5234

List of parties and advisors involved in the Photonis transaction

1. Vendors

- a. AXA Private Equity: Philippe Poletti, Thibault Basquin, Eric Neuplanche
- b. AXA Private Equity advisors
 - M&A advisors: BNP Paribas Corporate Finance (Christophe Moulin, Roger Spitz, Raphaël du Vignau, Oliver Steiner, Pierre-Julien Marboeuf)
 - Legal advisors: De Pardieu Brocas (Jean-François Pourdieu, Thibaut Caharel, Antoine Tabouis, Arnaud Gomel, Stéphanie Clément)
 - Vendor Due-Diligence:
 - 1. Markets: Arthur D. Little (Vincent Bamberger, Guillaume Warnan)
 - 2. Financial: Ernst & Young Transaction Support (Gratien de Pontville, Philippe Blanadet, Guillaumes Valtat, Fanny Krieger)
 - 3. Tax: Ernst & Young Société d'Avocats (Lionel Benant, Claire Leblanc Louliere)
 - 4. Legal and HR: De Pardieu Brocas (Jean-François Pourdieu, Thibaut Caharel), Loyens & Loeff (Henk Breeman, Lucinda Schuurman)
 - 5. Environment: URS (Bertrand Latrobe, Julie de Valence, Juliette Ambroselli)
 - 6. Insurance: Gras Savoye (Jean-Luc Delcros, Elisabeth Constantin, Fabien Hucault)

2. Buyer

- a. Astorg Partners: Christian Couturier, Olivier Binet, Thierry Timsit
- b. Astorg Partners advisors:
 - M&A advisors: Rothschild & Cie (Laurent Baril, Ludovic Tron)
 - Legal advisors: SJ Berwin
 - 1. Corporate: Christophe Digoy, William Robert
 - 2. Financing: Colin Millar, Sarah Kouider
 - 3. Tax: Fanny Combourieu, Gwenaël Kropfinger
 - Due-diligence:
 - 1. Markets: AT Kearney (Jean Boschat, David Weill, Laurent Viviez)
 - 2. Financial: KPMG (Axel Rebaudières, Stéphane Kuster)
 - 3. Legal and Labour: Landwell (Catherine Olive, Bernard Borrely)

3. Bank finance

- a. ING Bank (Cesar Rodriguez, Grégoire Villiaume, Arnaud Cereze)
- b. Bank legal advisors: Gide Loyrette Nouel (Toufic Abi-Fadel, Mary Serhal)

4. Management

- a. Management financial advisors: Callisto (Eric Delorme, Sébastien Blot)
- b. Management legal advisors: Espace Juridique (Eric Delattre)

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