



Merger project Ipsos and LT Participations

DIDIER TRUCHOT

Chairman & CEO

LAURENCE STOCLET

Deputy CEO, Chief Financial Officer

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GAME CHANGERS



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PRESENTATION OF THE COMPANIES

Ipsos, leader in market research



€1,785.3 million in revenue in 2015

16,450 employees
across 88 countries

Ipsos and emerging countries

33% of total revenue with
leading positions in key markets

n°1

TURKEY

n°2

CHINA
KENYA
MEXICO
RUSSIA

n°3

SOUTH
AFRICA
BRAZIL
NIGERIA

n°4

INDIA

Ranking of market research companies

Company	Rank	2014 Revenue (millions of US dollars)
Nielsen	1	6,288
Kantar	2	3,835
ipsos	3	2,220
GfK	4	1,932
IMS Health*	5	1,515

Source: Esomar Report 2015, IMS Health Report
10-K * Information Services Division.

39% of Revenue
Americas

44% of Revenue
Europe, Middle East
& Africa

17% of Revenue
Asia-Pacific

5,000 clients, 50% of them global clients

and 50% local, in sectors including consumer

goods, financial services, healthcare, media, technology,
automotive, tourism/leisure, the public sector, institutions and NGOs.

27

million offline interviews and 20 million online interviews
Ipsos panel of 4.5 million members

44% of Revenue
Europe, Middle East
& Africa

17% of Revenue
Asia-Pacific

Ranking among the

TOP 4

in the 10 biggest countries

representing 80% of the market research sector

n°1

CANADA

n°2

FRANCE
CHINA

n°3

BRAZIL
UNITED KINGDOM

n°4

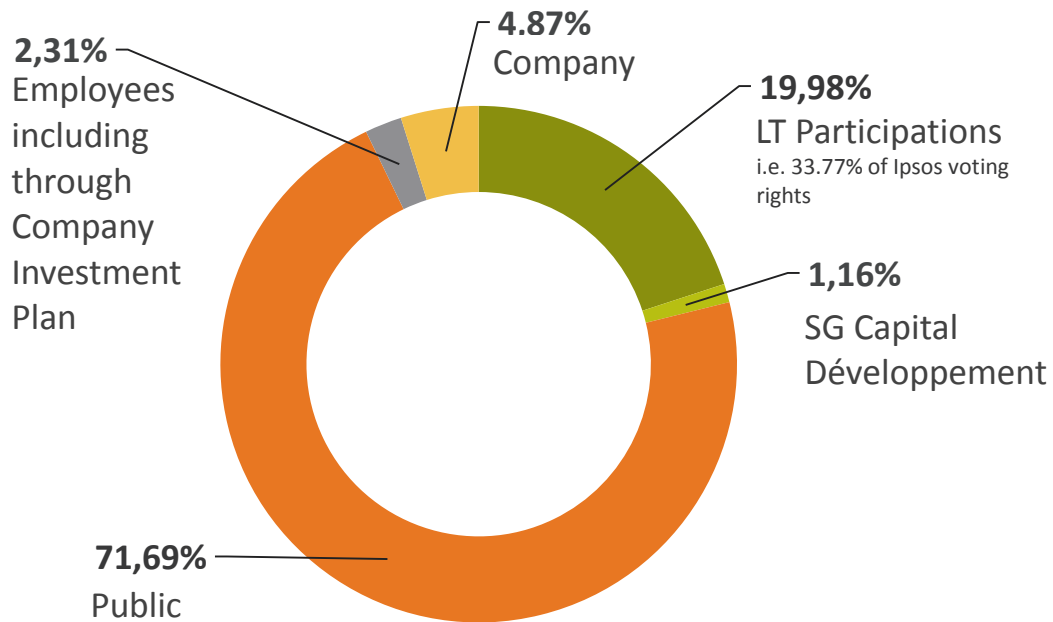
JAPAN (largest internationally)
UNITED STATES
GERMANY
ITALY
AUSTRALIA

Revenue per line of specialisation (%)



Ipsos, acquiring company

Ipsos share capital as at 31 October 2016:



LT Participations, absorbed company

CREATION

In 1988 by Didier Truchot, founder and Ipsos Chairman & CEO, and Jean-Marc Lech.

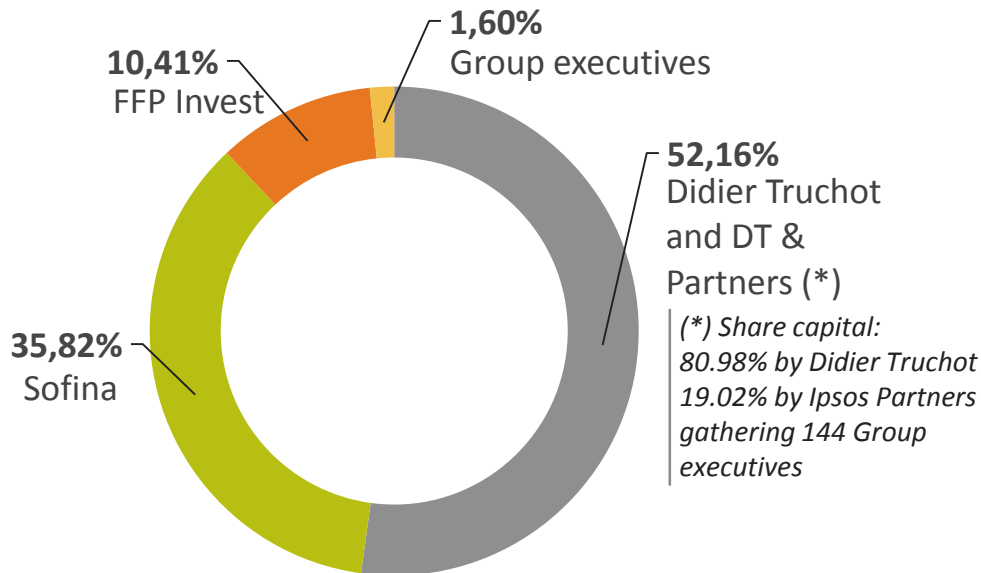
PURPOSE

Ensure the control of Ipsos.

LT Participations, absorbed company

LT Participations' share capital as at 6 December 2016:

After conversion of 11,800 preferred shares into 9,200 ordinary shares with a par value of two euros.



PRESENTATION OF THE COMPANIES – IPSOS AND LT PARTICIPATIONS

Board members and Directors in common

	LT Participations	Ipsos
Didier Truchot	Chairman & CEO Board member	Chairman & CEO Board member
Pascal Cromback	Board member	Permanent representative of the Board, LT Participations
Xavier Coirbay	Board member	Board member
FFP Invest Represented by Sébastien Coquard	Board member	Board member
Laurence Stoclet	Permanent representative of the Director, DT & Partners Deputy CEO	Deputy CEO Chief Financial Officer Board member
Carlos Harding*	Board member	Deputy CEO

* Carlos Harding passed away on Friday 9 December 2016.

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Source: Document E - 25 November 2016



PRESENTATION OF THE MERGER PROJECT BETWEEN IPSOS AND LT PARTICIPATIONS

Purposes of the Merger

- Simplify the existing shareholding structure of the Ipsos group by removing an unnecessary level and lay the foundations for a historic new stage in the Group's development.

DT & Partners, the holding company belonging to Mr Didier Truchot, will become the new main reference shareholder in Ipsos, holding approximately 9.9% of the share capital and 10% [16.8%]* of the voting rights of Ipsos and will be held exclusively by a certain number of Group managers.

- Allow LT Participations' shareholders to be offered direct access to the Ipsos share capital and thereby enable the potential liquidity of their equity interests.
- Provide better stock market transparency, for the benefit of all Ipsos shareholders.

** Estimate from 30 June 2017.*

Prior operations

- LT Participations redeemed the entirety of its debt, using the proceeds from the divestment of part of the Ipsos shares that it held, i.e. 2,523,760 Ipsos shares for an amount of €65.5M.
- The Ipsos shares were acquired by Ipsos under its share repurchase programme *(on 14/11/2016 at a unit price of 25.95 euros, being a haircut of 5.19%* on the closing price on 14/11/2016)*.
- Part of the shares repurchased in this way by Ipsos were then cancelled (900,000 shares), in accordance with the authorisation granted by the Ipsos General meeting on 28 April 2016.
- This Share Repurchase enabled Ipsos to meet its aim of limiting the dilutive impact of the exercise of stock options and the definitive allocation of bonus shares which have not yet vested. This transaction is relative for Ipsos shareholders because it involves the cancelation of part of the shares thus acquired.

* The Independent Expert, Ricol & Lasteyrie Corporate Finance, issued a fairness opinion concluding that a haircut of around 5% on the last share price prior to the transaction announcement, would seem fair for both Ipsos and its shareholders.

Exchange parity and valuation summary

- The proposed exchange ratio was determined based on a multi-criteria approach that relies on typical and appropriate valuation methods for the planned transaction while taking into account specific characteristics of Ipsos and LT Participations*.
- As of the Merger and after debt reduction, LT Participations is totally debt free. Its only asset is its participation of 8,876,716 Ipsos shares.
- The proposed exchange parity is 157.12 Ipsos shares for 1 LT Participations share.

** i.e. section 2.4 of the Document E*

Conclusion of the Merger appraisers' reports

MM. Olivier Peronnet and Jacques Potdevin

- **On the compensation of contributions:**

"The net book value of contributions used amounting to €53M is not over-valued, and (...) the net assets contributed are at least equal to the amount of the capital increase of the company receiving contributions in addition to the Merger premium."

- **On the contribution value:**

"(...) the exchange ratio of 157.12 Ipsos shares (acquiring company) for one LT Participations share (absorbed company) approved by the present parties is fair."

Creation and cancelation of the same number of shares

- Ipsos will create 8,876,716 new shares as compensation of contributions of LT Participations.
- LT Participations will transfer 8,876,716 Ipsos shares to Ipsos as part of the Merger
- It will be asked to immediately cancel these shares and carry out a capital reduction in the amount of €2.2M, corresponding to the par value of said shares
- A portion of the difference between the contribution value of the cancelled shares (€104.2M) and their par value (€2.2M), i.e. €102M, is also expected to be deducted:
 - from the balance of the Merger premium
 - for the remaining balance on "Issue, Merger and contribution premiums" line item
- After operations, Ipsos' parent company and consolidated shareholders' equity will remain unchanged.

Ipsos share capital prior to the Merger – Number of shares

44,436,235

Ipsos share capital post-Merger (prior to the capital reduction) – Number of shares

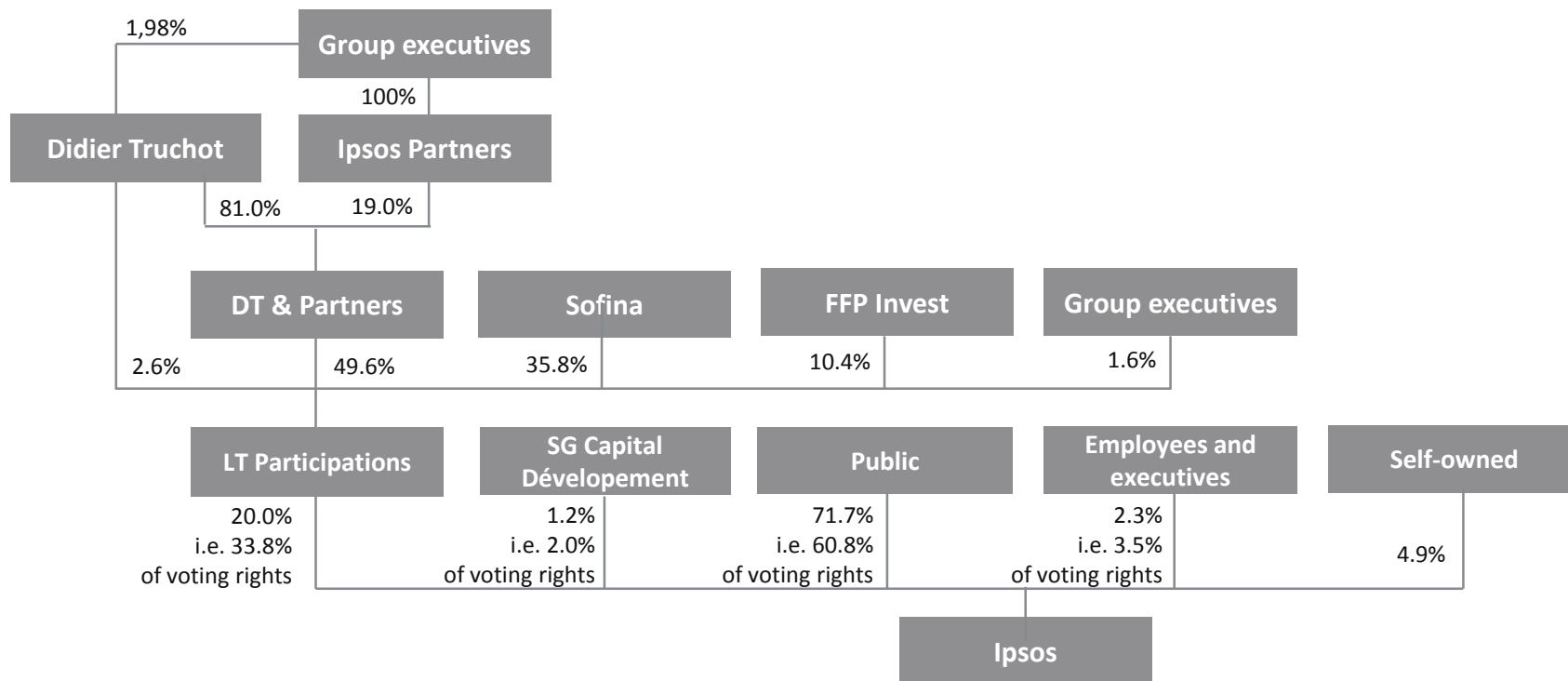
53,312,951

Ipsos share capital post-Merger and capital reduction – Number of shares

44,436,235

PRESENTATION OF THE MERGER PROJECT BETWEEN IPSOS AND LT PARTICIPATIONS

Ipsos group structure prior to the Merger*



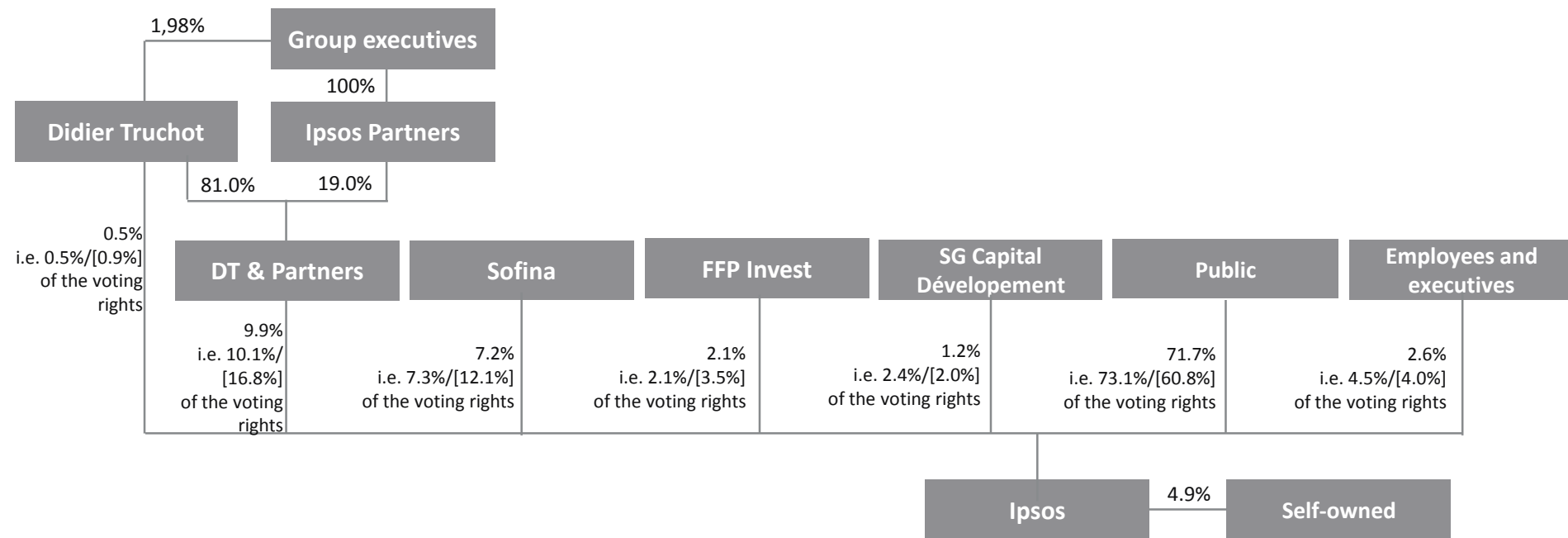
* Following the sale by LT Participations of the block of Ipsos shares to Ipsos and cancellation of 900,000 shares

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Source: Document E - 25 November 2016

PRESENTATION OF THE MERGER PROJECT BETWEEN IPSOS AND LT PARTICIPATIONS

Ipsos group structure post-Merger*



* LT Participations' former shareholders will have double voting rights in Ipsos from 30 June 2017; an estimation of double voting rights at 30 June 2017 after these have been taken into account is given in brackets

Date of the Merger and risk factors

DATE

Merger completion date:

Following Extraordinary General meetings of Ipsos and LT Participations on 29 December 2016.

Effective accounting and tax date:

Retroactive effect to 1 January 2016.

RISK FACTORS

The price of the Ipsos shares may vary significantly, between the date on which the planned Merger and exchange parity were approved by the Ipsos and LT Participations Boards of Directors and the Completion Date.

The Merger may have a favourable or unfavourable effect on the price of the Ipsos shares.

PRESENTATION OF THE MERGER PROJECT BETWEEN IPSOS AND LT PARTICIPATIONS

Timetable for operations

November 2016		December 2016		January 2017	
22/11/2016	Meeting of the Boards of Directors of Ipsos and LT Participations: <ul style="list-style-type: none"> - approve the terms of the planned Merger - call the respective Extraordinary General meetings 	08/12/2016	Posting on the Ipsos website of additional documents required under Article R. 225-73-1 of the French Commercial Code	Week of 02/01/2017	<ul style="list-style-type: none"> • Publication of the decision of Euronext relating to the admission of Ipsos' new shares issued as compensation for the Merger • Admission of Ipsos' new share to trading on Euronext Paris
23/11/2016	<ul style="list-style-type: none"> • Signature of the planned Merger • Publication in the BALO of the notice of meeting for the Ipsos EGM 	09/12/2016	Publication of the notice of meeting for the Ipsos Extraordinary General meeting in the BALO and in a journal of legal announcements		
25/11/2016	<ul style="list-style-type: none"> • Publication in the BALO of the notice of planned Merger • Filing of the Merger project with the court clerk at the Paris Commercial Court • Opening of the period provided for objections by creditors • Registration of the Document E by the AMF • Provision of the documents required at the registered offices of Ipsos and LT Participations • Press release regarding the availability of the Document E 	26/12/2016	Close of the period provided for objections by creditors		
29/11/2016	Board of the AMF due to rule on the request for exemption from a public buyout offer	29/12/2016	<ul style="list-style-type: none"> • Extraordinary General meeting of LT Participations to rule on the Merger and the dissolution without liquidation of LT Participations • Extraordinary General meeting of Ipsos to rule on the Merger, the resulting capital increase and capital reduction • Press Release from Ipsos announcing the completion of the Merger 		



SELECTED FINANCIAL DATA

SELECTED FINANCIAL DATA

Effect of the Merger

On the portion of the Ipsos consolidated shareholders' equity attributable to the Group for the holder of one Ipsos share

<i>In euros</i>	Undiluted base	Diluted base
Position before the Merger was completed	21.55	21.18
Position on the Completion Date (after the Merger and Capital Reduction)	21.55	21.18

On the interest in the share capital of a shareholder with 1% of the Ipsos share capital prior to the Merger

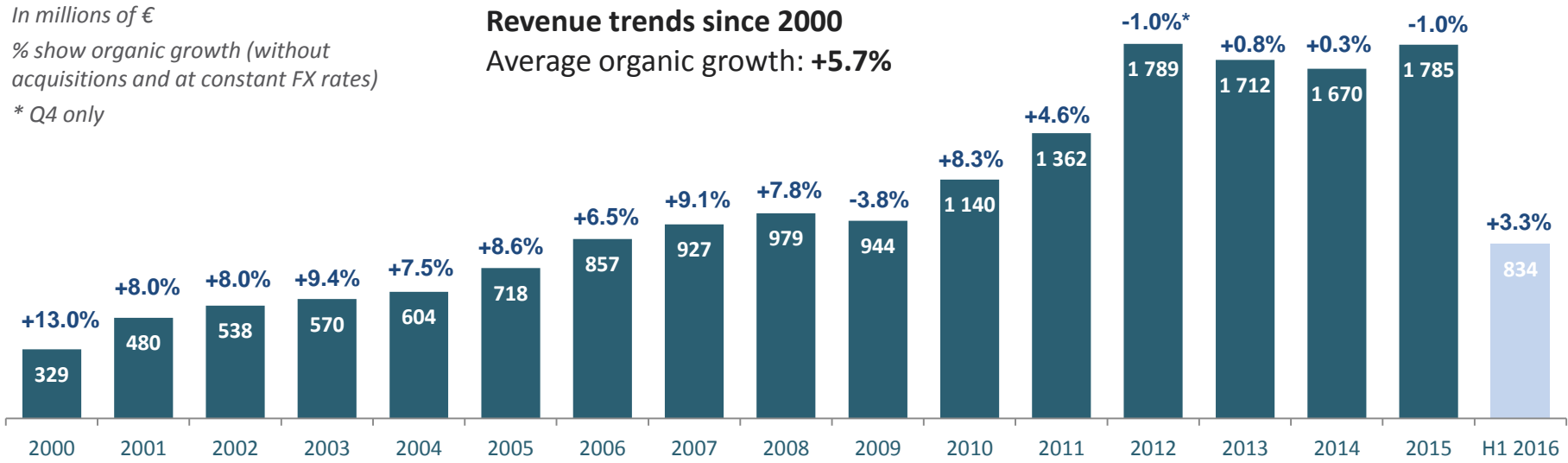
	Number of shares	% of capital
Position before the Merger was completed	422,728	1.00%
Position on the Completion Date (after the Merger and Capital Reduction)	422,728	1.00%

SELECTED FINANCIAL DATA

Faster-than-market organic growth

In millions of €
% show organic growth (without
acquisitions and at constant FX rates)
* Q4 only

Revenue trends since 2000
Average organic growth: **+5.7%**



Research Market – Organic growth (source: ESOMAR)

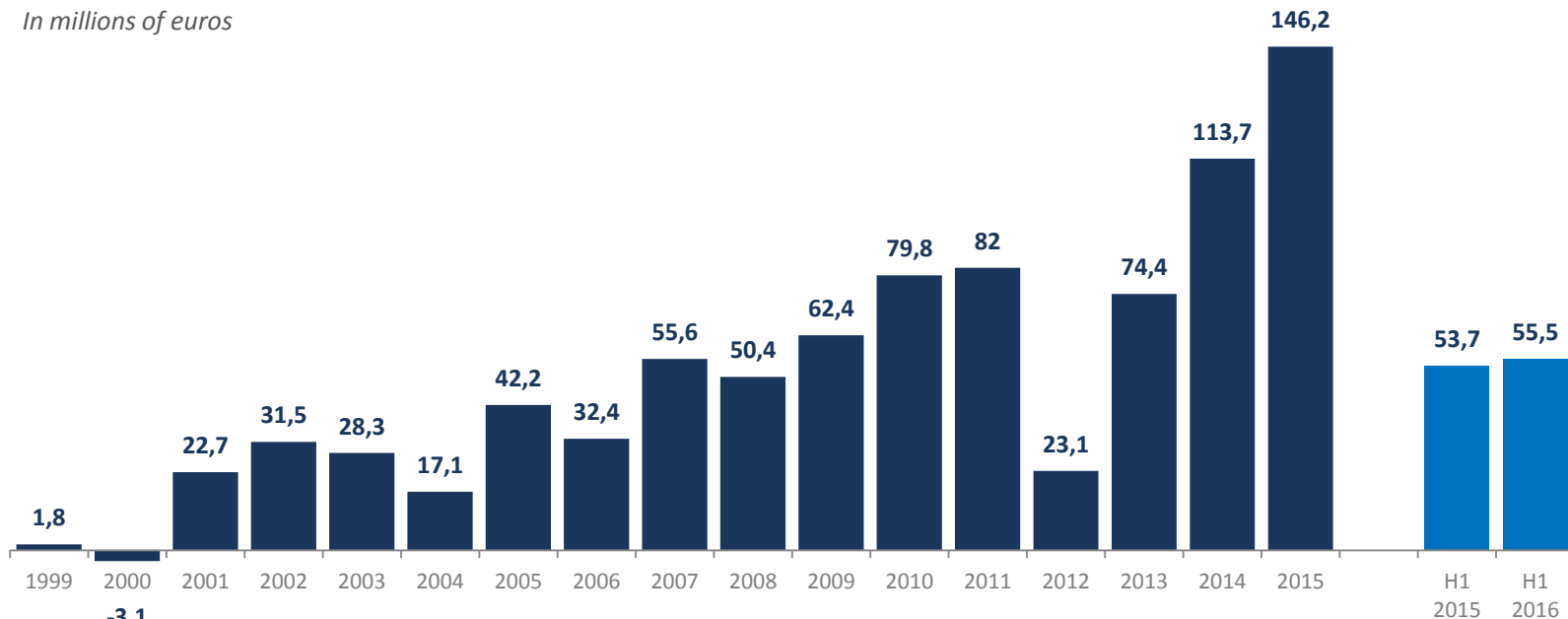
+10%	+3%	+4%	+4%	+8%	+6%	+7%	+7%	+4.5%	-3.7%	+5.2%	+3.8%	+2,5%	+2.8%	+2.1%	+2.2%
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SELECTED FINANCIAL DATA

A record free cash flow

Significant generation of cash flow and a regular increase in dividends since the IPO in 1999.

In millions of euros



SELECTED FINANCIAL DATA

Ipsos shareholders' equity and net debt

As at 30 September 2016 - prior to the purchase of 2,523,760 Ipsos shares operated on 21 November 2016 (see page 11)

In million of euros

Shareholders' equity attributable to the Group and net debt	1,519.4
Shareholders' equity attributable to the Group excluding net profit from the current financial year	860.3
Analysis of net financial liabilities	
Liquidity	(130.0)
Short-term financial borrowings	126.5
Short-term derivative instruments	(5.6)
Short-term net financial liabilities	(9.1)
Medium and long-term net financial debt	532.6
Total net financial debt	523.5

As at 30 September 2016, Ipsos had more than €200M in available lines of credit and issued a new Schuldschein loan on 7 December 2016 for an amount of €223M (3, 5 and 7 years terms).

Questions & Answers

The full [Document E](#) is available on Ipsos website,
Section "Investors, General meeting of shareholders"