

# Go Between: an enabler for company takeover projects,

partnerships and joint ventures

If you live in North America, Asia or Europe,

You are a businessman, company manager, entrepreneur or researcher,

You would like to move to the South of France,

And develop or diversify your business, and extend your markets in Europe and around the Mediterranean,







































Provence, the Smart Valley



- CREATE A JOINT VENTURE or A PARTNERSHIP,
- **PROVENCE PROMOTION and its PARTNERS** will assist you in your project via the GO BETWEEN program.





# Provence

# A competitive area for company takeovers

One out of ten companies in France will change ownership in the next ten years.
40% of company managers are over 50.

# Industry in the Bouches-du-Rhône

- 10% of chemical production
- 25% sheet steel rolling
- 30% of France's semi-conductor production
- 40% once current investment is finalised
- the leading microelectronics centre in France and Southern Europe
- the world's leading helicopter manufacturer
- the top agrifood area in the South of France
- over 25 telecoms services operators
- the leading area for multimodal transport (air, rail, sea, river, road)

- The different industrial sectors in Provence boast:
- over 24,000 establishments
- representing over 95,000 employees (industry alone).
- The economic fabric is mainly formed of Small and Medium-Sized Industries
- boasting recognised know-how,
- in organised and structured sectors,
- and in leading edge and innovative business niches.



# All industry sectors are represented in Provence

### Chemicals/Plastics Engineering

A third of France's refining capacity (with BP, Exxon Mobil, Shell, TotalFinaElf).

The leading petrochemical centre for Southern Europe and the Mediterranean, 40% of France's production capacity in polymers and intermediate products (with Basell, BP, Appryl, Lyondell). Employing 10,000 people.

### Metallurgy/Mechanical Engineering

The Bouches-du-Rhône offers a host of areas of excellence vouching for the vitality of this sector.

It boasts:

The world's leading helicopter manufacturing centre.
France's largest steel-producing centre.
France's largest ship and yacht repair centre.

### Agrifood

The agrifood industry is the region's second employer. With revenues of €6 billion and 20,000 employees, Provence is one of France's flagship regions in terms of agrifood (half of all employees in the region and 47% of revenues from regional agrifood industries).

### Power Production

Hydraulic, solar, thermal, nuclear and wind turbine power; we boast leading edge researchers and industry professionals in all these sectors. One of our laboratories is a forerunner in fusion in plasma energy, which may turn out to be the energy solution of the 21st century.

#### Microelectronics

The small and medium-sized firm and industry sector is highly responsive offering a host of features: a focus on innovation, adaptability, or the ability to transfer an application or a concept from one market to another.

STMicroelectronics, a leading European company, chose Provence to set up its University.

The leading microelectronics centre in France and Southern Europe: 35% of French microelectronics production

Over 7000 jobs

Over €2.44 billion in investment.

### Automatic Control Instruments

France's leading centre for robotics with the following key businesses:

- power electronics
- CAD/CAM
- Sensors/instrumentation
- Microelectronics
- Man-machine interfaces: multimedia
- Optics/optoelectronics

#### • IT

IT found a land of opportunity in Provence. CAD/CAM wrote the first pages of its history here with pioneering developers.

Today, CATIA, a world software leader, has set up one of its international centres in Provence. The Prolog language is no longer in its infancy but has reached maturity. Technical software and real time applications are now the staples of our aeronautics, steel and mechanical industries.

#### Healthcare

After Paris, Provence offers France's leading scientific potential in public research with 88 research units

The AP-HM is the second-largest general hospital group in France. Provence boasts over 12,000 life sciences students.

Medical technology: over 250 companies in following key areas: biomaterials, functional aids, imagery, functional exploration, NICT for the medical profession.

The pharmaceutical industry is represented by over 20 establishments. Biotechnology continues to be a growth sector.

At the Luminy Science and Technology Park, start-up companies like Trophos, Ipsogene and Innate Pharma are offered an environment with an incubator and stimulation of clustering.

A number of institutes such as Paoli-Calmette and the CPCET (Clinical Pharmacology and Therapeutic Trial Centre) represent this sector for the performance of clinical trials.

The CPCET is France's top centre after Paris for clinical evaluation and therapeutic trials.

### Paper

PACA is France's third largest forest region with 1,200,000ha

#### Textiles

The PACA region's Fashion-Textile-Design industry is ranked third in France with over 11,000 establishments.

It represents:

- 8,840 companies
- 3,044 secondary establishments for about 28,569 employees generating revenues of €4.27 billion. The Bouches-du-Rhône area accounts for about 44% of revenue from this sector in the region.

#### Environment

Many engineering companies and SMEs are involved in this sector offering a wide range of leading edge and diverse skills (materials manufacturing, design offices, software development) and working with internationally-renowned laboratories.

- . A predominant water sector
- . Expertise in industrial and natural risk control
- . Quality sites
- Research laboratories and high-level training

### Building and Civil Engineering

- 36% of all industrial employment
- 7.4% of GNP
- 32141 companies in the PACA region
- 84000 professionals
- Annual revenue of €5.79 billion

Annual revenue is €2.01 billion for 4150 companies in the Bouches-du-Rhône area. This sector represents 37.2% of all industrial employment.



# The Go Between Program An Ambitious Undertaking



- To create the conditions conducive to taking over companies and creating partnerships through the Go Between program.
- To set up a good conduct charter with partners for managing projects while respecting confidentiality

Apparel/Textiles/Leather

Apparel/Textiles/Leather

Apparel/Textiles/Leather

Apparel/Textiles/Leather

Apparel/Textiles/Leather

Building/Civil Engineering

**Chemicals/Plastics Engineering** 

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Sectors

Plant and equipment

Industrial Port Activities

Metallurgy/Metal Processing



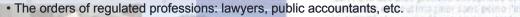
Resources implemented in compliance with the rules laid down in the partner charter and ensuring complete transparency:

# The partners, members and players in the program: enabling contacts between the buyers and sellers.



### Partners:

• Institutions, professional federations, members of Provence Promotion (the Conseil Général and the Marseilles Provence Chamber of Commerce and Industry), financial establishments, non-profit-making structures and associations, with each of these bodies appointing a single representative,



Partner representation within a program steering committee.



### Steering committee's assignment:

- To support Provence Promotion players
- To approve actions proposed or carried out
- To express and propose action plans
- To ensure that actions are properly coordinated
- To make any useful comments

The committee GUARANTEES the smooth-running of the program and COMPLIANCE WITH THE CHARTER by the partners and members.



### **Buvers:**

- Person or legal entity, (investor from outside the Bouches-du-Rhône) whose takeover, partnership or joint venture offer:
- is referenced on the site by Provence Promotion (following the announcement of the takeover offer) According to the following procedure:
- Offer for which the buyer alone is responsible
- The buyer has an access for making any updates to the offer
- A confidentiality level set by the buyer and respected by all the partners
- A partner's request to contact a buyer must be carried out through Provence Promotion



### Provence Promotion = the administration interface which:

- Manages and drives the network.
- · Communicates on actions carried out and developments (success stories, events) while ensuring confidentiality.
- Manages the website and extranet and assists those involved by seeking specific information to help the sellers, buyers and members.
- Is in charge of managing and developing the extranet.
- Promotes the circulation of offers through constant communication (newsletter, economic publications, press releases, links to partner websites).

Provence Promotion is not a negotiating intermediary.

Provence Promotion ensures that the clauses of the Charter are respected by the partners and members.







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# **GO BETWEEN PROGRAM PARTNER CHARTER**

This charter was signed by Provence Promotion and each of the partners according to the same terms: financial partners, professional orders, financial establishments, institutions, professional federations and unions, non-profit-making structures and organisations. Extract:

# I. Purpose of the Charter:

To set good conduct rules regarding the above-mentioned Partner and Provence Promotion as part of the Go Between program, while complying with professional rules and codes of ethics, or charters relating to each regulated professional order (public accountants, lawyers, notaries) or professional organisations (bankers).

This Charter is the federating element in the Go Between program.

The Partner undertakes to respect the rules, conditions and obligations in this charter and to ensure they are respected by its members, employees, etc. wishing to join the program.

### II. Codes of ethics and commitments:

The confidential nature of information on the buyer or seller provided to the other party, representative or other person involved in the project must be respected.

#### A) Professional code of ethics and good conduct rules regarding all partners:

Non-disclosure commitment:

Commitment to non-disclosure and discretion with regard to all information provided or obtained with regard to the buyer or seller.

Independence and Reserve:

Commitment to respecting and ensuring that the principles of this charter are known to the employees under their responsibility.

Commitment to the independent nature of their actions.

Partners' professional code of ethics

Always know the professional code of ethics of the other Partners.

#### B) Provence Promotion's special commitments:

With regard to sellers

In principle, Provence Promotion should not know sellers' identity except if specifically required or if expressly agreed.

Provence Promotion's commitment to refrain from disclosing confidential information that it may have learned, except with the express agreement of the parties.

With regard to sellers

Provence Promotion's commitment to respect discretion and non-disclosure rules as requested by the buyers and to act independently of any interest which may affect or compromise a takeover project currently under way.

With regard to partners

Commitment by Provence Promotion to know the professional codes of conduct of each regulated profession.

#### C) Other commitments:

- Commitment by Go Between members to inform sellers that they shall not be able to request contact with a Go Between-identified potential buyer other than through a Go Between member.
- Partner's commitment to respond promptly to any request for contact and to inform Provence Promotion of this in compliance with the non-disclosure commitment.
- Partner's commitment to refrain from acting on behalf of Provence Promotion.

### Controls and sanctions:

Should there be a dispute related to the performance of this Charter which is brought to the attention of Provence Promotion or the steering committee, both of these shall strive to find an out-of-court solution by organising a conciliation procedure prior to any other action.

As the network administrator, Provence Promotion reserves the right to refuse registration of a buyer or to exclude a partner or a partner's member.



# Website www.provencegobetween.com

## A clearly-explained program

A partner charter signed by all

### Firm commitments:

Confidentiality - Independence - Reserve

## The Go Between Program

- Our services
- Our charter
- Contact

BETWEEN

## **Buyers' space**

- File a takeover offer
  - Change a takeover offer



Offers are always anonymous

Second-level consultation

(complementary information)

Detailed offer for members only

- First-level consultation
- Open to all



The economy in Provence

Key figures from industry sectors

### **Buyer information**

- Practical info
- Incentives and measures

- Information watch

### **Members** space

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- · Contact requests must go through a member via Provence Promotion which then transmits it to the buyer.
- The buyer contacts the requesting member
- Agenda
- Meeting reports
- Specific information
- Direct access to the members' directory

### **Events**



- · La reprise à la une (Takeovers in the spotlight)
- Current events

# Go Between network

- Our partners
- Services
- Links to related sites













# **Go Between Partner Websites**

- Regional order of public accountants www.experts-comptables.fr • Law society of Aix-en-Provence www.barreau-aixenprovence.avocat.fr/
- Law society of Marseilles www.barreau-marseille.avocat.fr/
- CCIMP www.ccimp.com
- CG 13 www.cg13.fr
- Pays d'Aix Développement www.provence-pad.com • Arles CCI www.arles.cci.fr/
  - Regional institute for business creation www.irce-paca.com/
  - Charbonnages De France www.charbonnagesdefrance.fr

  - Regional agrifood industry federation www.friaapaca.com • Electricité De France www.edf.fr
    - Metallurgy industry union Provence www.uimm.fr

    - CRITT (Regional centre for innovation and technology transfer) • Chemical industry union www.uic.fr/
      - chemicals-plastics-materials www.critt-chim-plast-paca.com
      - UPE13 www.upe13.com/
      - · POPsud www.popsud.org
      - Apparel/textiles association www.professionsmode.com • Société Marseillaise de Crédit www.smc.fr

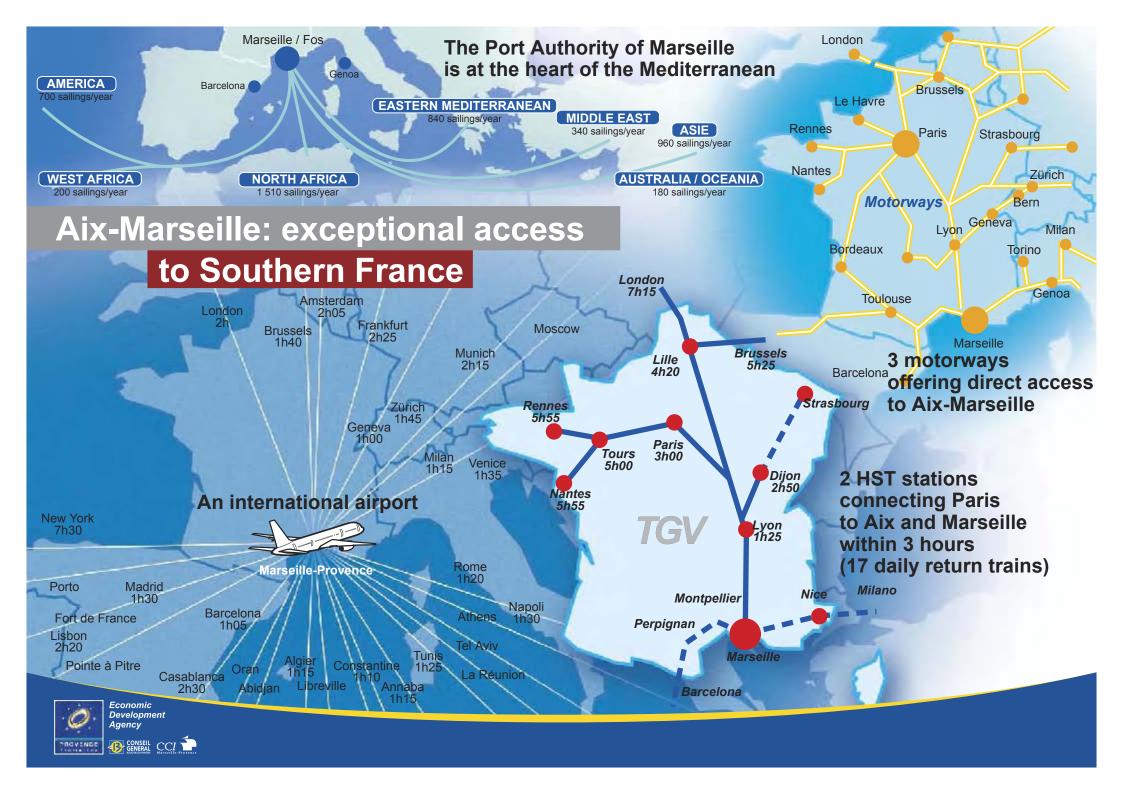
      - BNP PARIBAS http://entreprises.bnpparibas.fr
      - SOFIREM www.sofirem.fr/
      - SAMENAR www.samenar.fr

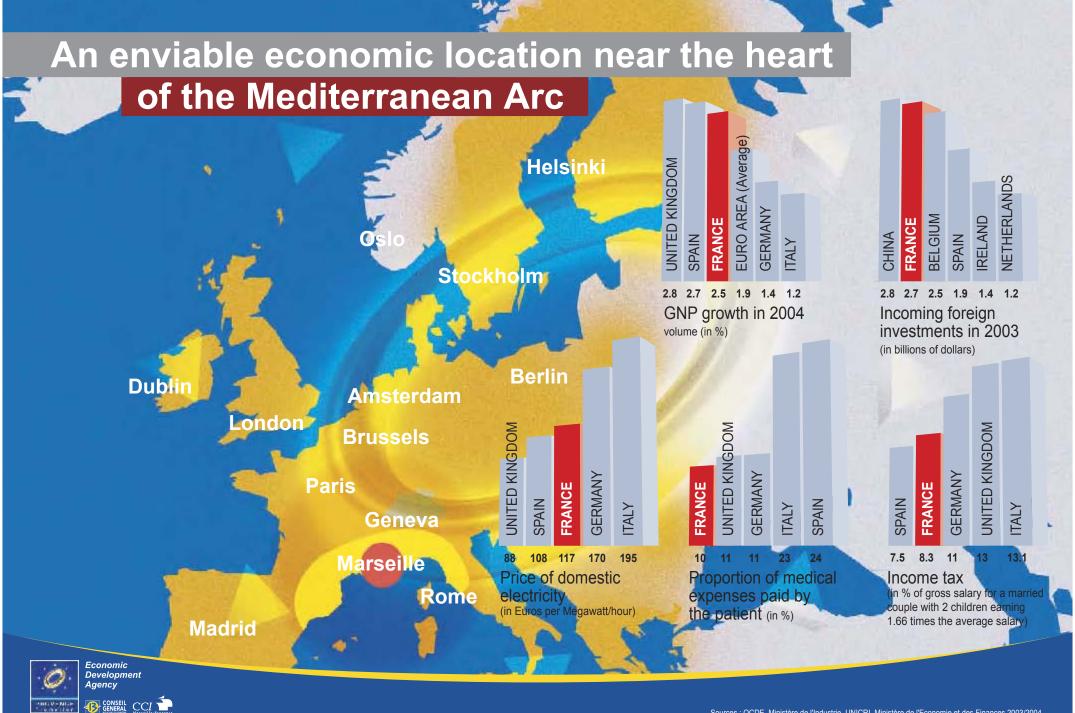
        - · SOMUPACA www.somupaca.fr/ • LCF ROTHSCHILD www.lcf-rothschild.fr

# Go Between: Tools, assistance and help to buyers

		REQUIREMENTS	RESOURCES	COSTS
	TAKEOVER PROJECT PARTNERSHIP JOINT-VENTURE	Referencing Publication of the takeover offer	Provence Promotion intranet-extranet www.provencegobetween.com	Free
		Seeking of target companies	Seller exchange on the Go Between partners network Updated data	Free on partner sites (with Go Between members link)
			"Takeover market in Provence" (summary table of offers)	Free on the site www.provencegobetween.com
	INFORMATION	Economic environment industry sectors logistics	Provence promotion Chambers of commerce and industry, Professional federations	Free
<u></u>	ADVICE	Legal and fiscal Financial (financing packages) International law and taxation Labour laws European directives	Partner members Institutions Public accountants/lawyers International experts CRITT (regional centre for innovation and technology transfer)	According to those involved Free According to those involved According to those involved Free
<b>)</b>	SUPPORT AND TRAINING  (Private buyer and managers in a post)	Company diagnosis Technical evaluation Business plan - Management Pre- and post-takeover coaching Training	Go Between network partners Selected experts	According to those involved
	AIDS AND INCENTIVES Aid / takeover operations /development /investment Takeover of a company in difficulty	Financing Garantees Guarantee deposits Tax reductions (company tax)	Our financial partners Venture capital, development capital Equity loans, loans on trust, Guarantee funds, EDEN new firm development incentive, Chèque conseil (state aid for those requiring expert advice), EPCE (evaluation prior to company creation), State subsidies	Depending on set-up conditions, sites and the number of jobs created
	Buyer aid	Social contribution waivers specific to buyers (non-salaried workers)	URSSAF (social security contribution body)	According to status
	Job creation	Social contribution waivers PRCE (regional business creation subsidy)	State/Region/Department	According to the number of jobs created
	R&D investment	Tax credit Subsidies and advances	State ANVAR (French Agency for Innovation)	50% of R&D tax relief 50% of qualified expenditure









# The Provence Promotion Team will be pleased to help you at no cost

- Meet with the project Directors, full confidentiality ensured
- Consultancy and assistance during the different steps in setting up your projects: financing, regulations, building up files, etc.
- Relevant economic, tax and financial information about the Bouches-du-Rhône
- Information on subsidies and grants
- Assistance with financial set up and pools: risk capital and development capital
- Assistance with the search for a commercial, industrial and scientific partner
- Help your company and your employees settle into your / their new environment



Contact: Philippe MIGNEN Tel.: +33 (0)4 96 11 60 15

E-mail: p.mignen@provence-promotion.fr

