

THE RISE OF A LEADING DRONE COMPANY

Parrot

20th November 2015

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Key terms of the c. €300m rights issue

c. €300m rights issue - key terms

Size and structure

- €299million rights offering
- Including €17m for two tranches of BSA attached to the new ordinary shares
- In connection with the share capital increase, subscribers can sell the BSA attached to new shares to Horizon at their theoretical value ie €0.96 (€0.48 per BSA - see timetable)

Placement

- Public offering in France
- 144A private placement to US QIBs / Reg S for Rest of the World

Terms & Conditions

- ABSA Subscription price: €17.00, including €0.96 for BSAs
- Each shareholder will receive 1 preferential subscription right for each share held
- Parity: 7 ABSA for 5 existing shares
- Irrevocable entitlement (à titre irréductible) and subscription subject to reduction (à titre réductible) will be accepted but remain subject to reduction in the event of oversubscription
- Standard lock-up period of 180 days for Horizon (holding company of Henri Seydoux) and cornerstone investors

Underwriting and subscription undertakings

- 41% of the rights issue already subscribed through firm commitments received from Horizon (holding company of the founder Henri Seydoux) and 2 new cornerstone investors (Bpifrance and IDG Capital Partners)
- The 59% remaining part of the rights issue is underwritten by a syndicate of banks led by Natixis and BNP Paribas, acting as Global Coordinators and Joint-Bookrunners
- HG Vora Capital Management, which owns 10.67% of the share capital, has indicated to the company that it has decided to subscribe to the share capital increase at least pro-rata to its share capital ownership

Options for investors to participate

- Exercise their subscription rights as shareholders
- Purchase subscription rights on the market and exercise them
- When exercising subscription rights, submit an order for the subscription for additional shares, subject to reduction

Parrot











Execution calendar of the c. €300m rights issue

c. €300m rights issue – Key dates							
16 November 2015	 Parrot Q3 2015 results (before opening) Announcement of the rights issue (before opening) Publication of an update to Parrot's annual report 						
19 November 2015	> AMF Visa on the Prospectus > Press release announcing the terms of the rights offering						
23 November 2015	 Detachment of the preferential subscription rights (before opening) Opening of the subscription period and start of trading of the preferential subscription rights Subscription order can include an order for the sale of 100% of the BSA attached to new shares to Horizon at theoretical value 						
4 December 2015	> End of subscription period > End of trading of the preferential subscription rights						
11 December 2015	> Press release announcing the results (subscription of ABSAs and repurchase of BSAs)						
15 December 2015	> Settlement, delivery and first day of trading of new shares						
4 January 2016	> End of the additional period for the sale of BSAs						



Strong support from Parrot's main shareholders and 2 new cornerstone investors Bpifrance and IDG Capital Partners

- Horizon, a company controlled by Henri Seydoux the CEO, and the largest shareholder, which holds 36.21% and has agreed to acquire an additional 4.48% from OJEJ prior to November, 30 2015¹, committed to:
 - Subscribe to the capital increase, on an irreducible basis, by exercising 3,724,630 preferential subscription rights (representing 73% of its preferential subscription rights including the rights attached to the additional 4.48% stake) for approximately €90m
 - Sell part of its preferential subscription rights to BPI and IDG
 - Such that Horizon will own 34.26% of the share capital post completion of the share capital increase
- > HG Vora Capital Management, Parrot's second shareholder owning 10.67% share capital, has communicated to the company its decision to subscribe to the share capital increase at least pro-rata to its share capital ownership
- > BPI and IDG committed to acquire from Horizon and exercise, on an irreducible basis, 1,383,480 preferential subscription rights (representing 11% of total preferential subscription rights), such that, post completion, BPI and IDG will own 5.00% and 1.43% of the share capital post completion respectively
- > The subscription commitments of Horizon, the cornerstone investors and the subscription decision of HG Vora represent 9,027,354 new shares or 30% of the capital of the company post-transaction and a subscription amount (premium included) of €153m

Note:

(1) On November 17, 2015, Horizon entered into an agreement with OJEJ (holding of Jérôme Seydoux) providing for the contribution by OJEJ of its 4.48% stake to Horizon by November 30, 2015. Post completion of such contribution, Horizon will own 40.69% of the share capital





BSA settlement mechanisms

- > Subscribers to the ABSA will receive for each new share 2 BSA (tranche 1 and 2)
 - 2 tranches of BSA (BSA 1 and BSA 2) with strike price of 135% and 175% respectively
 - Theoretical value of €0.48m per BSA for a total amount of €17m
 - 7-year maturity of which 5-year illiquidity period, subject to limited exceptions
- > An exceptional liquidity window will be offered to ABSA subscribers to sell, exclusively to Horizon, their BSA during either the ABSA subscription period (from November 23, 2015 to December 4, 2015) or the liquidity period of BSA (20 calendar days period from December 16, 2015 to January 4, 2016)
 - Horizon has committed to buyback all warrants that ABSA subscribers may decide to sell, at a theoretical value of €0.96 (€0.48 per BSA) of all warrants that ABSA subscribers will decide to sell
- > Horizon has undertaken to sell up to 20% of its BSA to Parrot managers and employees in the future, with a view to incentivizing them and retaining new talents





A 21 year old company successfully adapting its business model over the years ...

Fabless model French technology Developing both A global organisation Historical strong company founded in Innovation-focused **Consumer products** serving customers balance sheet supported 1994 by Henri Seydoux, company: 924 people, worldwide through by a cautious financing and CEO and with over 50% **Commercial solutions** 17 subsidiaries policy largest shareholder dedicated to R&D **Production** Net cash Over outsourced position to leading above €45m Asian EMS Years! since 2010 providers

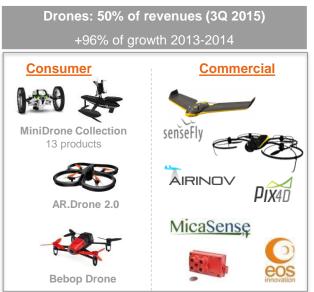
Source: Annual reports

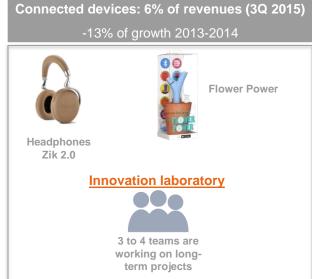


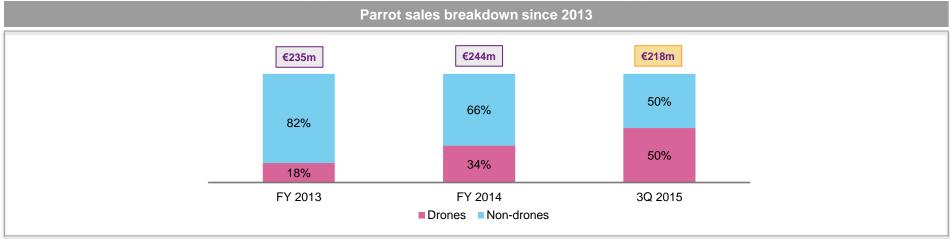


... increasingly positioning itself to become a leading drone company













A strategic repositioning of its Automotive business

Parrot's historic activity

- Very early identification of business potential coming from disruptive technologies: initial development in the mobile phone ecosystem focused on the use case in the automotive industry
- Ability of Parrot to address the different cycle of innovation starting in consumer and moving on to commercial/professional and from mobile phone to smartphone related technologies
- A now mature business with strong focus on OEM
 - Autonomous and self managed division
 - Substantial and recurring profitability despite revenue decrease
 - Book value of €90m
- > Transition towards infotainment progressively replacing handsfree car kit solutions
 - Transition initiated in 2013 and expected to be achieved by 2017
 - Recognized expertise evidenced by demanding customers
 - "Rendez-vous" clause in 2017 after delivery of 9 contracts of which:
 - 5 are already in place











4 new contracts currently in customization phase.







3

Drones are a new industry with consumer and commercial applications

Parrot is the pioneer of the consumer drone market

A growing market of flying cameras and connected toys due to:

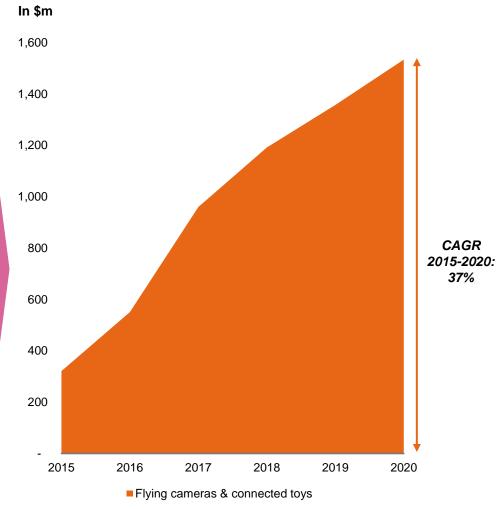
- > Improving technologies and decreasing prices of components
- > Wide adoption of smartphone and tablet (used to pilot Parrot drones)
- > Importance of pictures and videos in social networks

Parrot created a genuine drone market dedicated to consumers

- Pioneers with the launch of the A.R. Drone in 2010
- Strong technological background enabling Parrot to conceive affordable, innovative and light weighted drone
- > Experience of the mass market gained through automotive history and longstanding relationships with distributors and retailers

Drones are fun ... We do it our way

- Some new entrants in the market (GoPro in 2016) but Parrot is well positioned
- True market leader with widest offer
- > Well adapted offer (pricing, light weight and brand image)



Source: Oliver Wyman 2015



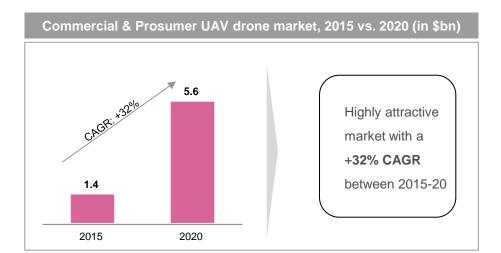




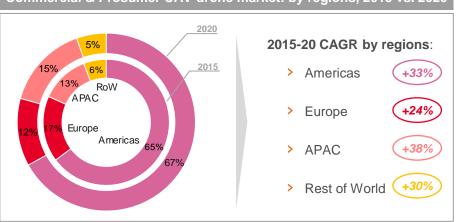




Commercial & Prosumer UAV Drone* market is expected to grow globally at a phenomenal pace



Commercial & Prosumer UAV drone market: by regions, 2015 vs. 2020



Key market drivers

- A myriad of applications: increasing usage for commercial applications
- **Productivity gain** thanks to drones high precision, high efficiency, low operational and maintenance cost
- Rapid technological developments favouring technology leaders
 - Integration of high resolution cameras/ sensors
 - Advanced control systems, data analysis software
 - Unique digital stabilization technology (no need for gimbal)
 - Improved usability through smartphone applications
- Parrot is a true leader outside low value added media and entertainment market
 - Market currently driven by Media & Entertainment
 - Parrot focused on more value added and most promising segments

Source: Marketsandmarkets

* UAV drones are the unmanned aerial vehicles which weigh less than 55lbs (25kg), including payloads and are controlled remotely





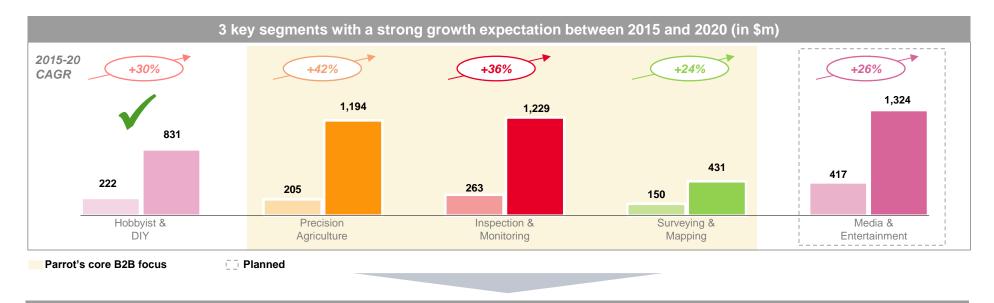








Parrot is focusing on growing application areas with long term added value



Key takeaways

- > Parrot has an existing focus on key segments
 - Precision Agriculture: driven by development of purpose built UAVs and a growing demand for cost effective solutions to improve crop productivity
 - Inspection & Monitoring: growing demand from the Energy, Manufacturing and Infrastructure sectors where drones provide efficient solutions while
 reducing operational risks and time
 - Surveying & Mapping: significant growth potential as drones fly at low altitudes and slow speeds, rapidly providing a more precise view of the target location
- > Parrot is also developing an offering for Prosumer (Hobbyist and DIY) and Media and Entertainment

Source: Marketsandmarkets

An expected evolution of the regulatory framework in which Parrot is aimed to play a role

Context

Disruptive technology : regulatory framework not stabilized yet



Specific legislation per country / region



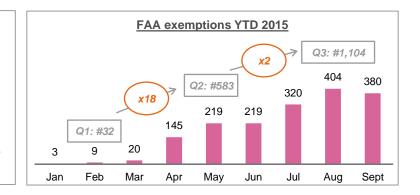
Parrot active in the structuring of the regulatory framework

Ongoing legislation set up through the world

- > Europe: the EU published in March 2015 a document aiming to harmonise rules between the different countries to create a single market and stimulate the civil drone industry
- > United States: set of rules to be voted in 2017 establishing restrictions for civil drone pilots
- Brazil: no interdiction. Some regulations are expected to be streamlined before 2016 Olympics games
- > China: no regulation today. A regulation on the management of drones initiated by the State Council and the Central Military Commission more than two years ago is expected to be finalised shortly. Ongoing consultations with more than 20 government units.

Case study of the transition phase in the US

- Use of professional drones prohibited unless "Section 333"* exemption from the FAA granted
- > Skyrocketing numbers of exemptions in 2015
- Highest number of exemptions in the following applications: Filming, inspection, agriculture
- Parrot, through senseFly, leads the fixed wing drones exemptions for agriculture (c.90 exemptions so far)



Source: Piper Jaffray, FAA as of October 2015, Press

(*) Section 333 of the FAA Modernization and Reform Act of 2012 grants the Secretary of Transportation the authority to determine whether an airworthiness certificate is required for a Unmanned Aircraft Systems (UAS) to operate safely in the National Airspace System

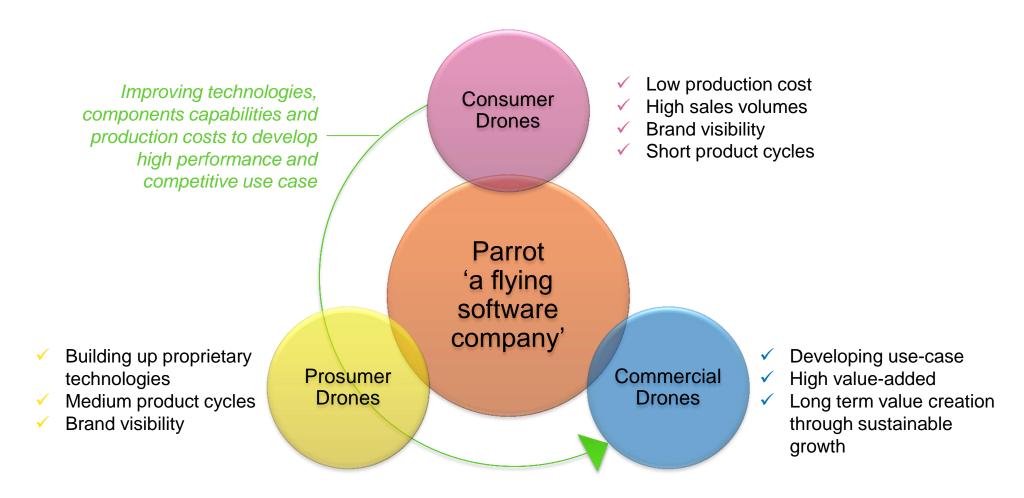






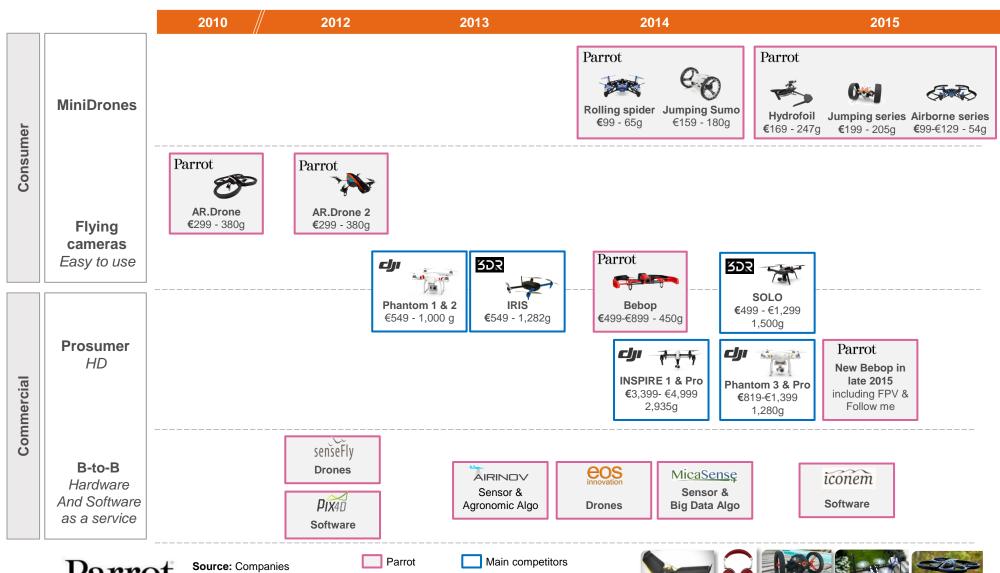
Parrot is a pioneer, leading innovator, in the drone industry

Parrot is well positioned to be an accelerator in the Drone ecosystem





A pioneer with key positions on all civil drone market segments













Wide range of products to address various needs with an effective pricing strategy

Key differentiating factors of Parrot products

All-in-one and Ready-for-use

Affordable price

Light weight: below 500g

Quality focused and high features

Fun design







Parrot key success factors in consumer drones

Wide offer and strong brand

Leveraging on global recognition and young users to ensure "Parrot = Drone = Fun"

> A light weight product positioning that minimizes security risk but with high technological content

Strong distribution channel

> Solid retail network

c. 12.500 stores and 300 websites all over the world

Innovative product pipeline

> All-in-one drones are more complicated to develop

> Scale and mass market approach helps strengthen algorithms and products reliability for all Parrot drones

Product roadmap: with already identified milestones to renew consumer offering

H1 2016 H₂ 2016 2017

New generation of MiniDrones

> Expected launch of A.R. Drone 3.0

A.R. Drone EVO New generation of MiniDrones

Mass market positioning supporting solid and large revenues providing immediate profitability







A solidly established organisation throughout the value chain

18-month product life cycle

Conception

Best-in-class software engineers

Historical expertise in component sourcing

- **New product requirements**
 - 45/50% average gross margin
 - Security with strong attention on weight
 - Widely available components
 - Mass market potential
 - Innovation / differentiation
 - Simple to use

Manufacturing

- Fabless model with products outsourced to the leading Asian EMS providers
 - Ability to address strong demand if required
- Components procurement and manufacturing in 12-16 weeks

Key suppliers / manufacturers













Distribution

- A solid existing and growing distribution network both in retail stores and e-commerce
 - 12.500 stores and 300 websites all over the world

Key retailers / e-commerce











Apple Store







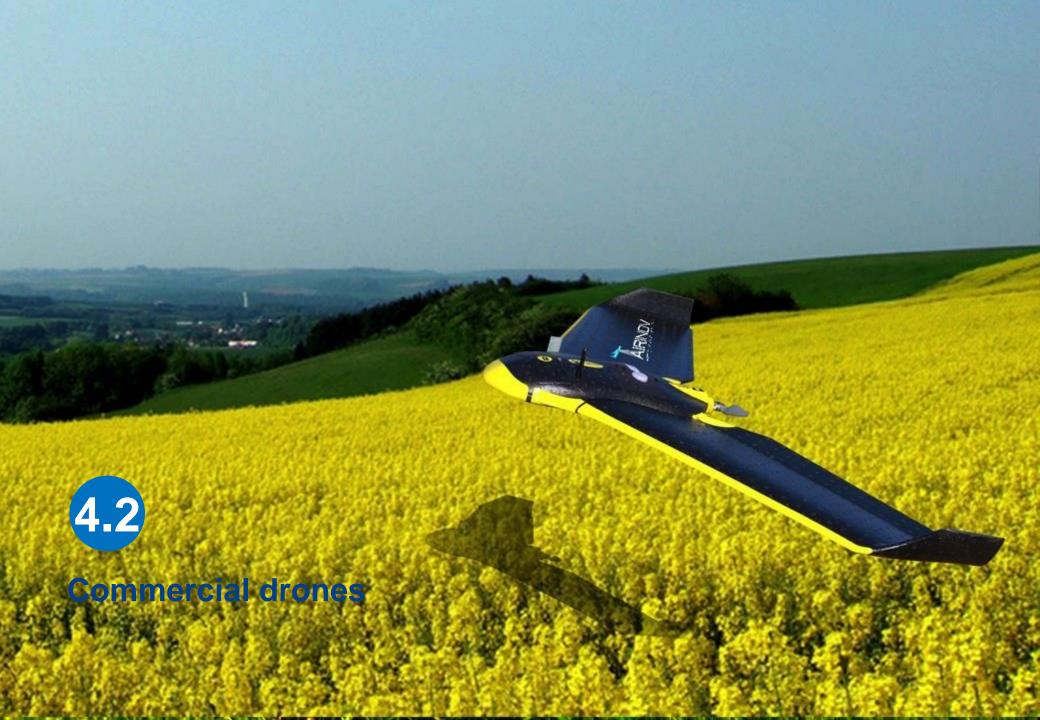




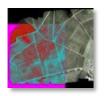








Parrot has a dedicated focus on 3 key value-added markets with strong growth potential













Markets

Agriculture Fields, forests, crops, etc.

Inspection / Surveillance

Electricity network, gas pipelines, bridges, dams, sites, warehouses Mapping / Architecture

Mines, quarries, real estates projects. construction / architecture, etc.

- Market potential
- 500,000 farms over 1,000 ha worldwide
- 1.5 billion ha of arable land worldwide
- 2 million km of roads worldwide
- c. 3 million km of pipeline network worldwide
- 1 million civil engineering structures in America

100,000 open-cash quarries worldwide

2020 market outlook

CAGR 2015-2020: 42%

CAGR 2015-2020: 32%

Parrot subsidiaries











Source: MarketsandMarkets study, Statista











Acquisition led strategy to address these 3 key markets and accelerate our business development



- Mapping software (SaaS)
- First contact: July 2012
- Country: Switzerland
- Participation: €3.9m 56%1
- Revenues: €3.9m in 2014 vs. €0.7m in 2012





- Drones
- > First contact: July 2012
- Country: Switzerland
- Participation: €4.2m 62%1
- Revenues: €13.4m in 2014 vs. €1.8m in 2012







- Data processing plugs and software (SaaS and Cloud Services)
- First contact: February 2014
- Country: France
- Participation: €9.1m 59%1
- Revenues: €1.6m in 2014 vs. €0.1m in 2012





MicaSense

- Data processing plugs and software
- First contact: September 2014
- Country: United States
- Participation: €8.2m 56%1



Demonstrated ability to early identify most promising startups and integrate relevant technologies within the Group

Source: Company

Note: (1) On a non diluted basis

Parrof





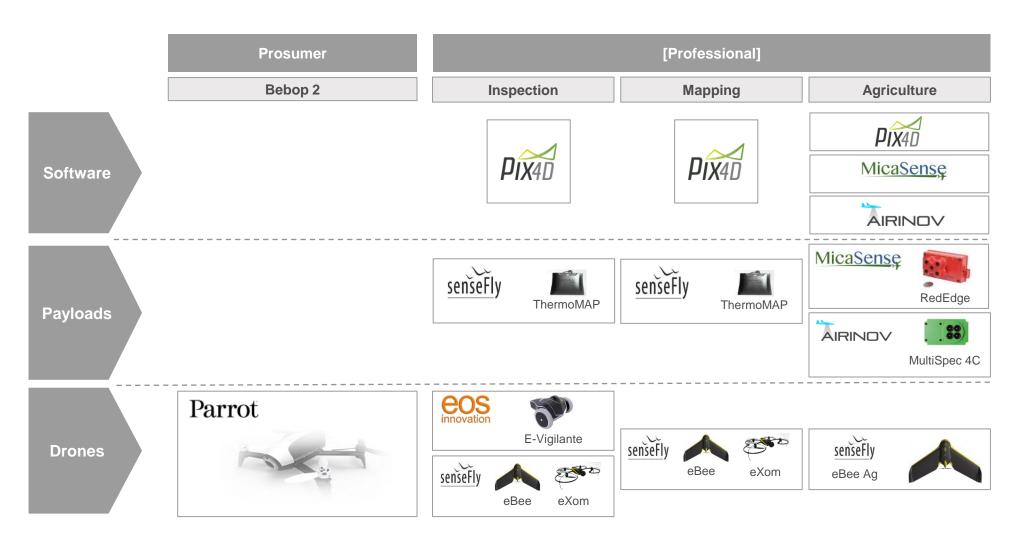






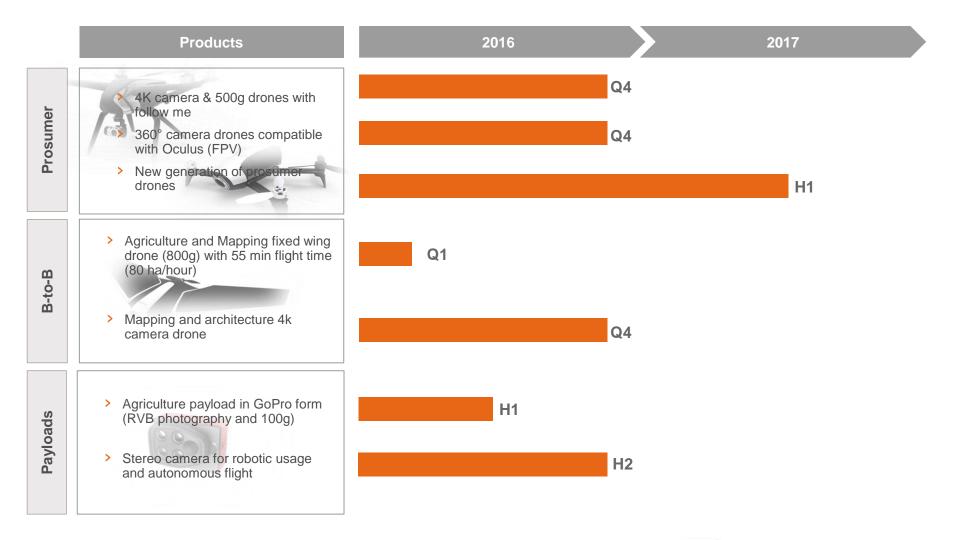


Those acquisitions have placed Parrot in an ideal position to capture significant value in the commercial drone market





Hardware: rich pipeline of innovative products













Software: outstanding capabilities to drive the drone market

1

Prime proprietary technologies

- Autopilot and stabilization control (Linux)
- Signal processing
- Digital image stabilization
- 39 patents filed since beginning of 2014
- Multiple partnerships with leading universities and research centres (EPFL, INRA, DELFT, etc.)

2

Acquisition of leading software startups

- Pix4D: Mapping Software in SaaS interoperable between drones platform (Parrot and third parties)
- Airinov: Data processing in SaaS mode and Cloud Services (Europe)
- > MicaSense: Data processing Software (US)





MicaSense

The drone itself is no longer the most important component: Parrot is a software company



There is a market need for farmers and agridronists that Parrot can address ...

Indicative benefits for farmers

- Optimization of crop management generating significant savings for farmers
 - Monitoring of soil erosion, crop maturity and weed infestation
 - Fertilizer management and harvest optimization
 - Crop inventory tracking
 - Disease outbreak tracking and parasite monitoring

Agriculture market sizing / economics

- 4 killer apps between €5 and €20/ha depending on value
 - Fertilizer (already addressed)
 - Water (under analysis)
 - Weeds (under work)
 - Animal damages (already addressed)
 - Pesticides (future work)

Parrot is well positioned to lead the growth in Precision Agriculture

1

"Agridronists" coming naturally to Parrot thanks to brand recognition

2

Expanding sensor efficiency with key innovation partnership (INRA in France)

3

Building synergies with longstanding agriculture players, e.g. drone-to-tractor innovative technology

4

Creating recurring business model: a growing database for accurate statistics of crop productivity











... while positioning as the entry point of a new market place

Network of independent pilots

> Pilots for precision agriculture (c. 80,000ha covered year-to-date in France only)



Software: data analysis

- Cloud service for the storage, processing analysis and presentation of multispectral data
- Calculation of average nitrogen requirements for pilots
- > Automatic intra-plot modulation map
- Index calculation

Source: Company



eBee: the agriculture drone

 Professional mapping drone, used to capture high-resolution aerial data well known for its performance, ease of use and reliability





2 AIRINOV MicaSense
The sensor: data collection

- Various sensors adapted for different crop types
- Recognized expertise in speed and performance











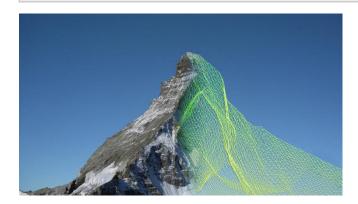


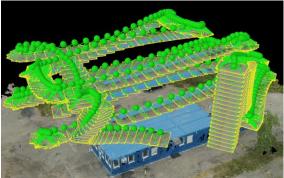




Scalable model with significant value creation opportunities

- > Capacity to quickly deploy a digital comprehensive platform
 - Multiple software expertise and well-adapted range of drone equipment
 - Recognized brand and proven track record
 - Front-runner on commercial drone market integration vs. competition
- > High-value added offering of services as well as data collection, treatment and processing
- > Building up on Agriculture model, develop additional opportunities of market places in some key professional applications
 - Construction and civil works
 - Architecture
 - Filming and Photography



















Use of proceeds

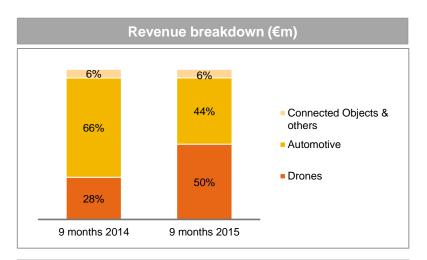
Description % of total uses Recruitment of engineers dedicated to the conception of consumer and prosumer products Lead the innovation Objective to launch one new product per year per category (consumer and commercial) 15-20% and technology race Recruitment of engineers dedicated to the development of new services Increase by 2-3x marketing expenses related to the launch of consumer and prosumer products (advertising campaigns, etc.) Reinforcement of internal marketing teams for new products Reinforce marketing Ambitious web strategy with internalisation of online store management and creation of a dedicated B to B website and distribution c. 30% reserved to professionals capabilities Reinforcement of sales and after sales teams Continue the development of direct relationships with retailers and strengthen our positions in new high-growth potential regions (Middle East, Latin America, Asia, Eastern Europe, Russia) Acceleration of startups integration and alignment with Group's internal procedures Create the drone Be in a position to rapidly benefit from any favourable change in legislation on commercial segment requesting a 10-15% significant scale up in production ecosystem Upscaling of commercial service offering through the development of cloud-based applications' platforms Finalisation of current acquisitions (Micasense, Airinov) through the exercise of put/call options Keep the incubator Mid-term acquisition financing of identified opportunities (with a multi-stage acquisition strategy) profile through 30-35% acquisition strategy Keep dry powder capacity to rapidly benefit from potential outstanding acquisition opportunities in the market Strengthening of support functions' teams to accompany the Group's growth and diversification of its activities (e.g.: Reinforcement of human resources, finance and accounting, etc.) c. 5% support functions



Historical financial: income statement

Income statement (€m)						
in EURm	9M 2014	9M 2015	Growth 14-15			
Revenues	164	218	33.4%			
Drones	46	109	138.8%			
Automotive	108	96	(10.8)%			
Connected Objects & Others	9	12	37.4%			
Gross margin	86	102	19.1%			
% of revenues	52%	47%				
R&D costs	(37)	(44)	16.9%			
% of revenues	(22.9)%	(20.1)%				
Sales & marketing costs	(30)	(36)	20.0%			
% of revenues	(18.6)%	(16.7)%				
G&A costs	(11)	(14)	28.0%			
% of revenues	(6.8)%	(6.6)%				
Production and Quality costs	(10)	(11)	12.2%			
% of revenues	(6.2)%	(5.2)%				
Total Opex	(89)	(106)	18.8%			
% of revenues	(54.5)%	(48.6)%				
EBIT	(3)	(4)	(11.7)%			
% of revenues	(2.0)%	(1.7)%				
Net income	(6)	(4)	28.8%			
% of revenues	(3.4)%	(1.8)%				





Comments

- Maximisation of Group growth monitored under financial constraints (break even operating profit)
- Focus on high growth margin products and solutions
- Maximum resources allocated to R&D and sales and marketing
- Strict monitoring of general and administrative costs
- Finalise Group operational and legal reorganisation



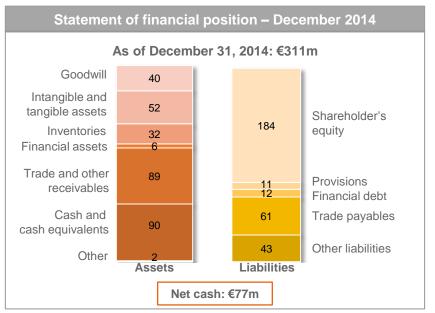


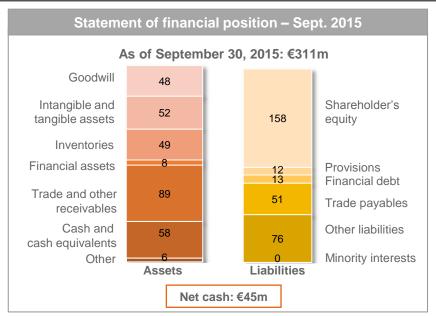


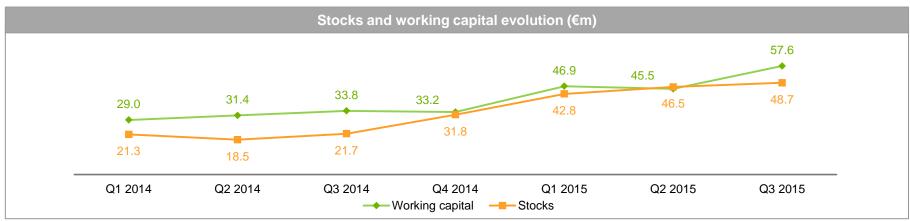




Historical financial: balance sheet











2015 outlook and 3-year guidance

FY 2015 outlook

- Q4 revenue minimum growth expected at c. 31% with total revenue of €105m based on:
 - Business trends observed over the first 9 months in both automotive and drones
 - On-going sales of new MiniDrones especially following new distribution agreements in the US (Target and AT&T)
 - Launch of new products beloop 2 and Zik 3.0
 - High importance of Q4 in consumer products (Black Friday and Christmas)
- Expected minimum annual revenues for the Group of c. €324m expanding by 33%
- Expected operating profit around break even

3-year guidance

Leverage on key strengths of Parrot to generate profitable growth

- Unique positioning on consumer segment
- Commercial offering competitive and well adapted to clients' needs
- Ability to offer high value-added sensors and software solutions to other market players in the drone industry
- Ability to offer new highly profitable services addressing customer increasing needs (multi-sided platforms)

- Outperform market growth in civilian drone with drone division accounting for large majority of Parrot revenues by 2018
- Rebalancing of revenue mix between consumer and commercial drones
- The objective is to reestablish, within 3 years, an operating margin in line with the Group's development model, combining sustainable growth and profitability











Key investment highlights

- A 21-year old well established technology company with strong innovation DNA
- A pioneer and a leader in the fast-growing Drone industry with an established position on all civil drone market segments
- A unique integrated player **active across the entire value chain** (hardware, software, applications and services) with worldwide presence **on both consumer and commercial drones**
- > Ability to manage rapid growth thanks to capacity to adjust the company's industrial and commercial organization (fabless model)
- Outstanding track record in identifying opportunities in the commercial drone sector and integrating specialized start-up into the Group
- Strong and experienced management team led by highly motivated founder and entrepreneurs with a great track record



Experienced management team led by highly motivated entrepreneurs with a great track record supported by a highly qualified and independent Board of directors

Management team



Henri Seydoux

- Founder, Chairman & CEO
- 21 years at Parrot



Jean Christophe Zufferey

- CEO and co-founder of senseFly
- Former PhD supervisor at Swiss Federal Institute of Technology in Lausanne



Christoph Strecha

- CEO and co-founder of Pix4D since 2011
- Former researcher at Swiss Federal Institute of Technology in Lausanne



Gilles Labossière

- > CFO
- 7 years at Parrot



Yannick Levy

- VP Corporate
 Development
- 4 years at Parrot

Jean-Marie Painvin, Director

CEO of the Deutsch Group



Eric Riyahi

- VP Sales & Marketing
- 9 years at Parrot



Guillaume Pinto

- CTO
- 11 years at Parrot

Board of directors

Henri Seydoux

Chairman and Chief Executive Officer

Olivier Legrain, Geoffroy Roux de Bézieux

Independent Director Independent Director,
CEO of Materis Remuneration committee

CEO of Virgin mobile

Entrepreneur, Opinion leader

Global industrial expertise

Jean-Yves Helmer
Independent Director

Partner at Banque Lazard Finance, M&A expertise

Stéphane Marie

Independent Director
Partner at RSM Paris
Chartered accountant

Edward Planchon, Director

Audit committee

Global Automotive expertise

Natalie Rastoin

Independent Director
CEO of Ogilvy France
Marketing expertise

Marie Ekeland

Independent Director
Founder of France Digital
Tech VC expertise

6 independent directors out of 9 complying with AFEP rules





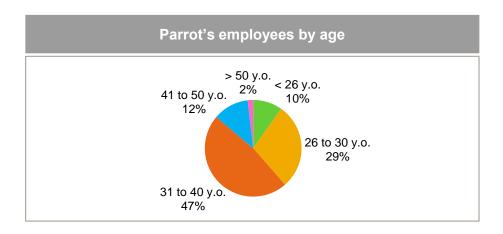




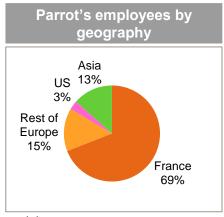


Global distribution expertise

Young and qualified workforce with well-recognised know how in software developments









Source Parrot Annual report, Meilleures-entreprises.com website Note

(1) Company from 250 to 5,000 employees

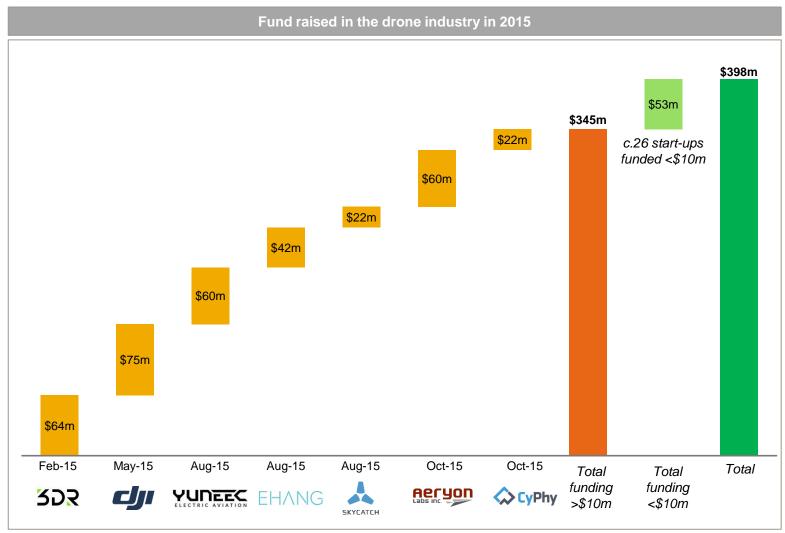
c. 600 interoperable employees in R&D, able to work across different business lines



Recent fundraising in the drone industry

In 2014 Venture and Private Equity funding accounted for \$107m

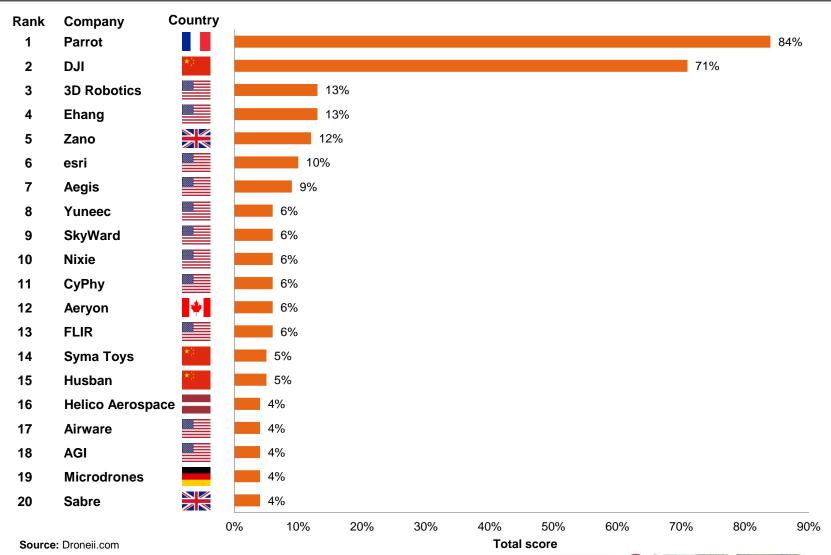
DJI is rumoured to be currently raising a new funding round of c. \$500m



Source: CB Insights , CrunchBase, Press



Top 20 Drone Companies Q3 2015



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Disclaimer (3/3)

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