



SILVERWOOD PARTNERS

**SILVERWOOD PARTNERS ADVISES THOMSON S.A. (NYSE: TMS)  
IN CONNECTION WITH PENDING ACQUISITION OF CANOPUS CO., LTD.**

**SHERBORN, MA – December 5, 2005** – Silverwood Partners today announced that Thomson S.A. (NYSE: TMS) has signed an agreement to acquire 33 1/3% of the issued and outstanding shares of Canopus Co., Ltd, a Japan-based leader in high-definition desktop video editing software, through a private transaction with Chairman and CEO, Hiroshi Yamada, and members of his immediate family. Thomson also disclosed today that it will launch a public tender offer for the remaining Canopus shares on Tuesday, December 6, 2005. Canopus will add video editing to Grass Valley's ProAV and broadcast product portfolios and will be a key revenue growth driver for Thomson. The enterprise value of the transaction is approximately \$115 million equivalent. Silverwood Partners initiated this transaction and was one of the financial advisors to Thomson.

The value of the private transaction combined with the pending tender offer would represent approximately €91.3 million (¥12.8 billion) on an equity value basis. Canopus had net debt, including debt secured on real estate owned by Canopus, of €5.2 million (¥712.6 million), as of August 31, 2005. Total Canopus revenues for the 12 months to August 31st 2005 were €50 million (approximately ¥6.8 billion) of which €40.5 million (¥5.5 billion) were in the core ProAV and video editing positions.

In addition to offering leading PC-based, multi-format digital and HD video editing systems, Canopus is a leading supplier of high-performance video encoding/decoding technology. Canopus also provides leading digital media conversion technologies, including a range of specialized devices that bridge the video/audio and PC worlds, allowing content to be moved easily between these different environments. Canopus also produces a multi-channel, multi-location video delivery solution that uses standard IP networks and display devices in enterprise-type applications such as digital signage for advertising and VOD applications for in-house video systems.

The Canopus product offering strengthens Grass Valley's position in several markets including professional video (Pro Video or non-broadcast video production applications), and professional A/V (ProAV or applications such as university or corporate media centers and distance learning). Based on internal and third-party data, Canopus technologies are estimated to address markets exceeding €1 billion, which Thomson does not address today.

Under terms of the private transaction, Thomson is acquiring 33 1/3% of the issued and outstanding shares of Canopus from Mr. Yamada and his family. The purchase consideration will be settled 50% in cash and 50% in (821,917) Thomson S.A. shares. Mr. Yamada, the single largest shareholder of Canopus, together with his family holds a total of approximately 40% of the shares of Canopus.

The planned public tender offer is expected to last for a period of at least 42 days, and is anticipated to close January 16, 2006. Thomson is offering ¥148,000 per share, which reflects a premium of nearly 20% over the 30-day average closing price to December 2, 2005 of ¥123,900.

Thomson will purchase all shares tendered to it, conditional upon receiving enough tenders to bring its shareholding in Canopus to a minimum of 77.87%. It is Thomson's ultimate intention to acquire 100% of the issued shares of Canopus and to fully integrate the company with its Grass

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Valley business, as well as to delist Canopus from the Tokyo Stock Exchange (assuming successful completion of the acquisition).

***About Thomson***

Thomson (Euronext Paris: 18453; NYSE: TMS) provides services, systems and technology to help its Media & Entertainment clients – content creators, content distributors and users of its technology – realize their business goals and optimize their performance in a rapidly changing technology environment. The Group is the preferred partner to the Media & Entertainment Industries through its Technicolor, Grass Valley, RCA, and Thomson brands. For more information: <http://www.thomson.net>. Thomson recorded global consolidated annual revenue from its core businesses (excluding Displays & Consumer Electronics Partnerships) of €5,867 million (¥788 billion) for the year ending December 31, 2004. As of Nov. 30, 2005, Thomson's total market capitalization was €4,772 million (¥673 billion).

Thomson's Systems and Equipment division develops video and film technologies, products and services sold to all major Hollywood studios, all major television, satellite, and cable broadcasters under the Grass Valley and Thomson brand-names for the delivery of analog and digital entertainment. The division also includes set-top boxes, telecommunications and connectivity businesses. For information about Grass Valley products from Thomson please visit [www.thomsongrassvalley.com](http://www.thomsongrassvalley.com).

***About Canopus***

Canopus designs and markets award-winning digital video and graphics solutions for professionals and enthusiasts. The company combines innovative hardware and software designs to achieve new standards in performance, functionality and reliability. Industry leaders worldwide recognize Canopus' advanced HD, HDV, DV and MPEG codec technologies, which are featured in the company's acclaimed video editing solutions, transcoding products, and network-based video distribution systems.

Canopus has worldwide locations in Tokyo, the U.S., U.K., Germany, and China in addition to an extensive worldwide distribution network, including locations in Australia, and Italy. Its primary markets are broadcast, professional video, corporate and enterprise, and government and education.

***About Silverwood Partners***

Silverwood Partners is a sector focused investment bank that provides M&A and private capital raising advisory services to information, communications, financial services, and digital imaging technology companies, and healthcare, industrial and consumer companies. Silverwood delivers acquisition, divestiture or corporate sale advisory, strategic-financial advisory and institutional financing services to companies in its targeted business sectors. For additional information, visit Silverwood's Website at [www.silverwoodpartners.com](http://www.silverwoodpartners.com).

***Important Information***

***This release may include forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995, about the future performance of one or more public companies. There are a number of factors that could cause actual events or results to differ materially from those indicated by such forward-looking statements, such as the competitive market in which any company operates, market acceptance of a public company's existing and new products, a public company's ability to anticipate customer needs and the other factors set forth under the caption "Certain Factors That May Affect Future Results," or similar, in a public company's filings with the Securities and Exchange Commission. In addition, any forward-looking statements contained herein represent an estimate only as of the date of such statement and should not be relied upon as representing an estimate as of any subsequent date.***

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