

RNS Result of Meeting



## Results of Court Meeting and General Meeting

### IDEAGEN PLC

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**23 June 2022**

**RECOMMENDED CASH ACQUISITION  
OF  
IDEAGEN PLC ("IDEAGEN")  
BY  
RAINFOREST BIDCO LIMITED ("BIDCO")  
a wholly-owned subsidiary of funds managed by  
HG POOLED MANAGEMENT LIMITED ("Hg")**

### **Results of Court Meeting and General Meeting**

On 9 May 2022, the boards of Bidco and Ideagen announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Bidco, a newly-incorporated wholly-owned subsidiary of funds managed by Hg, a leading software and services investor, will acquire the entire issued and to be issued ordinary share capital of Ideagen (the "**Acquisition**"). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"). Capitalised terms used but not defined in this Announcement have the meanings given to them in the scheme document published on 28 May 2022 containing the full terms and conditions of the acquisition by Bidco of the entire issued and to be issued share capital of Ideagen (the "**Scheme Document**").

Ideagen announces that the Court Meeting to consider the Scheme and the General Meeting to consider the Special Resolution relating to the Acquisition were each held today and all resolutions were approved by the requisite majorities, as set out in further detail below.

At the Court Meeting, a majority in number of the Scheme Shareholders who voted (either in person or by proxy), representing not less than 75 per cent. in value of the Scheme Shares held by those Scheme Shareholders, approved the Scheme.

#### **Ben Dorks, Ideagen CEO, said:**

*"This is incredibly exciting news for Ideagen. Hg share our values and our ambition, whilst their operational experience in software has successfully helped businesses to accomplish their goals many times over. This new relationship will give us the ability to accelerate even faster, serve our customers better and scale our business further across the globe.*

*"I want to take the opportunity to thank those at the heart of our success, including our colleagues around the globe working hard to provide trusted software solutions that help protect organisations, as well as tens of thousands of customers we work with. We are on an exciting journey of growth and progression, one that continues to deliver solutions to help improve operational efficiency, maintain compliance, manage risk and keep people safe."*

**Christopher Fielding, Joris Van Gool and Jean-Baptiste Brian, Partners at Hg, said:**

"We are delighted that Ideagen's shareholders have voted in favour of this partnership with Hg. We have long recognised Ideagen as a high-quality software business and are excited about the future. Ben and the team will now have greater flexibility to execute and accelerate longer term growth plans, including investments in product, technology, talent and large scale, accretive M&A. Together we are in a great position and remain committed to ensure that Ideagen maintains and grows as a leader in the sector."

At the General Meeting, Ideagen shareholders passed a special resolution to, among other things, amend Ideagen's articles of association in connection with the Scheme, authorise the Ideagen Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect and, subject to and conditional on the Scheme becoming effective, re-register Ideagen as a private limited company.

At the Voting Record Time, excluding Ideagen Shares held in treasury, Ideagen had 293,853,523 Ideagen Shares in issue, with a nominal value of one penny each.

#### Voting results of Court Meeting

The results of the poll at the Court Meeting held on 23 June 2022 were as follows:

Results of Court Meeting	FOR	AGAINST	TOTAL
Number of Scheme Shares voted	161,295,296	57,599	161,352,895
Percentage of Scheme Shares voted <sup>(1)</sup>	99.96	0.04	100
Number of Scheme Shareholders who voted	123	8	124 <sup>(1)</sup>
Percentage of Scheme Shareholders who voted	33.42	2.17	35.59
Number of Scheme Shares voted as a percentage of the issued ordinary share capital eligible to be voted at the Court Meeting	54.89	0.02	54.91

<sup>(1)</sup> The aggregate of Scheme Shareholders voting for and against the resolution exceeds the total number and percentage of Scheme Shareholders who voted because 7 registered members gave instructions for votes to be cast in favour of the resolution in respect of part of their holding of Scheme Shares and against the resolution in respect of another part of their holding of Scheme Shares.]

#### Voting results of General Meeting

The results of the poll at the General Meeting held on 23 June 2022 were as follows:

Special Resolution	FOR		AGAINST		TOTAL	WITHHELD <sup>(1)</sup>
	Number of votes	Percentage of votes	Number of votes	Percentage of votes	Number of votes	Number of votes
Implementation of the Scheme	160,412,342	99.97	53,406	0.03	160,465,748	675

<sup>(1)</sup> A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Special Resolution.

#### Next steps and timetable

The Scheme remains subject to the sanction by the Court at the Court Hearing and the satisfaction (or, where applicable, the waiver) of the other Conditions to the Scheme (as set out in the Scheme Document). Subject to the Scheme receiving the sanction of the Court, the filing of the Court Order with the Registrar of Companies and the satisfaction or, where applicable, the waiver of the other Conditions, the Scheme is expected to become Effective on 7 July 2022.

The expected timetable of principal events for the implementation of the Scheme remains as set out on page 4 of the Scheme Document (as defined below). If any of the key dates and/or times set out in the timetable change, Ideagen will give notice of this change by issuing an announcement through a Regulatory Information Service.

The last day and time of dealings in, and for registration of transfers of, and disablement in CREST of, Ideagen Shares, will be 6 July 2022 at 6.00 p.m. The admission to trading of Ideagen Shares on the London Stock Exchange's AIM market will be suspended at 7.30 a.m. (London time) on 7 July 2022. It is expected that, subject to the Scheme becoming Effective, the cancellation of trading of the Ideagen Shares on AIM will take place at 7.00 a.m. on 8 July 2022. By 7.00 a.m. on the business day following the Effective Date, share certificates in respect of Ideagen Shares will cease to be valid and entitlements to Ideagen Shares held within the CREST system will be cancelled.

#### Enquiries:

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Travers Smith LLP are retained as legal adviser to Ideagen and Linklaters LLP are retained as legal adviser to Bidco and Hg.

#### Important notices

*Goldman Sachs International, which is authorised by the Prudential Regulation Authority ("PRA") and regulated in the United Kingdom by the Financial Conduct Authority ("FCA") and the PRA is acting as lead financial adviser to Ideagen and for no one else in connection with the Acquisition and will not be responsible to anyone other than Ideagen for providing the protections afforded to its clients nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.*

*Canaccord Genuity Limited ("Canaccord Genuity"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Rule 3 Adviser to the Ideagen Directors and for no one else in connection with the Acquisition and will not be responsible to anyone other than Ideagen for providing the protections afforded to clients of Canaccord Genuity nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement.*

*Lazard & Co., Limited ("Lazard"), which is authorised and regulated in the United Kingdom by FCA, is acting as financial adviser to Bidco and Hg and for no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco and Hg for providing the protections afforded to clients of Lazard nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement. Neither Lazard nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.*

*Houlihan Lokey (Corporate Finance) Limited ("Houlihan Lokey"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser to Bidco and Hg and for no one else in connection with the Acquisition and will not be responsible to anyone other than Bidco and Hg for providing the protections afforded to clients of Houlihan Lokey nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement. Neither Houlihan Lokey nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Houlihan Lokey in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.*

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is*

unlawful. The Acquisition is intended to be implemented by way of a Scheme pursuant to the terms of the Scheme Document, which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any decision, vote or other response in respect of the Acquisition should be made only on the basis of information contained in the Scheme Document.

Ideagen and Bidco urge Ideagen Shareholders to read the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document) carefully because it will contain important information relating to the Acquisition.

This Announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law and the Takeover Code and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England. Nothing in this Announcement should be relied on for any other purpose.

#### **Overseas jurisdictions**

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Announcement comes should inform themselves about and observe such restrictions. Further details in relation to the Overseas Shareholders are contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Ideagen Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the AIM Team.

#### **Additional information for US investors**

Ideagen Shareholders in the United States should note that the Acquisition relates to the securities of a UK company and is proposed to be effected by means of a scheme of arrangement under English law. This Announcement, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, format and style, all of which differ from those in the United States. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. If, in the future, Bidco exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act.

Ideagen's financial statements, and all financial information that is included in this Announcement or that may be included in the Scheme Document, or any other documents relating to the Acquisition, have been or will be prepared in accordance with International Financial Reporting Standards and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Ideagen Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Ideagen Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

It may be difficult for US holders to enforce their rights and claims arising out of US federal securities laws, since Bidco and Ideagen are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal UK practice and consistent with Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Ideagen outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

#### **Forward-looking statements**

This Announcement, oral statements made regarding the Acquisition, and other information published by Bidco, Hg or Ideagen contain statements about Bidco, Hg and Ideagen that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements.

Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and



growth of Bidco's, Hg's or Ideagen's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on Bidco's, Hg's or Ideagen's business.

*These forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Acquisition, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to Bidco, Hg or Ideagen or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Bidco, Hg and Ideagen disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law.*

**No profit forecasts or estimates**

*No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Ideagen for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Ideagen.*

**Dealing disclosure requirements of the Takeover Code**

*"Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure. Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure."*

**Publication of this Announcement on website**

*A copy of this Announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Ideagen's website at <https://investors.ideagen.com/announcements/>.*

*For the avoidance of doubt, the contents of these websites and any websites accessible from hyperlinks on these websites are not incorporated into and do not form part of this Announcement.*

**Right to receive documents in hard copy form**

*Any person entitled to receive a copy of documents, announcements and information relating to the Acquisition is entitled to receive such documents in hard copy form free of charge. A person may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form.*

*A hard copy of this Announcement may be requested by contacting SLC Registrars on +44 (0) 203 890 2122.*

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