



ashurst

Public M&A Review

Q2 2022

Overview

16 firm offers were announced in Q2 2022 (compared to 12 in Q1 2022), with a combined offer value of approximately £13.61 billion (representing an increase from £4 billion in Q1 2022). Of those 16 offers, seven were solely for cash.

In the last quarter, Ashurst's UK public M&A mandates included:

- advising **Next Fifteen Communications Group Plc** in relation to its £310 million recommended cash and share offer for M&C Saatchi Plc;
- advising **Amalfi Bidco Limited** (a vehicle controlled by the founders of CareTech) in relation to its £870.3m recommended cash and share offer for CareTech Holdings PLC;
- advising **J.P. Morgan Cazenove** on the £1.75 billion recommended cash offer from KKR for CountourGlobal plc; and
- advising **Deutsche Bank** on the £4 billion recommended cash offer by Brookfield Infrastructure Partners L.P. for HomeServe plc.

The economic uncertainty created by the Russian invasion of Ukraine and rising inflation, the latter of which has resulted in interest rate hikes by central banks in the UK and abroad, are expected to have a dampening effect on UK public M&A activity in the remainder of 2022 relative to the record levels set in 2021. However, the significant amount of private capital available to be deployed will likely increase the M&A market's resilience to the impact of rising inflation and increased interest rates. This has been evidenced by the steady growth of firm offers in Q2 2022 relative to the prior quarter, with the 16 firm offers announced in Q2 2022 also representing a return to near pre-pandemic levels of activity (there having been 19 firm offers announced in Q2 2019 against only five firm offers in Q2 2020 at the onset of the COVID-19 pandemic).

Q2 2022 also saw a significant increase in deal value relative to the prior quarter. Out of the sixteen firm offers in this quarter, nine have deal values of over £500 million and of those nine, six have deal values of over £1 billion. It is also noteworthy that three of the six £1 billion plus firm offers were take-privates, including Brookfield's £4 billion offer for HomeServe.

From a regulatory perspective, Q2 2022 has seen some important developments. This includes the publication of the Panel's Response Statement to PCP 2021/1 following which a revised version of the Takeover Code was published on 13 June 2022, as well as the publication of PCP 2022/2, which proposes certain amendments the presumed concert parties within the definition of "acting in concert".

Further details of these developments are set out in the *News digest* on page 3 and 4 of this publication.

16

ANNOUNCED BIDS

11

RECOMMENDED ON
ANNOUNCEMENT

13

SCHEMES OF
ARRANGEMENT

42.66%

AVERAGE OF BID PREMIA
(% UNWEIGHTED)

16.63%

AVERAGE OF BID PREMIA
(% WEIGHTED)

A summary of the key features of each announced offer is set out in a table in the Appendix.

News digest

Publication of Panel's Response Statement to PCP 2021/1 (Miscellaneous Code Amendments)

On 5 May 2022, the Panel published its Response Statement RS 2021/1. This Response Statement details the individual responses received from the respondents to the proposed amendments published in the PCP 2021/1. The principal comments and suggestions made by the respondents were generally supportive of the proposals and, having considered the responses to the consultation, the Code Committee has adopted the amendments proposed in the PCP, subject to certain minor modifications and clarifications which are detailed in the Response Statement.

Details of the proposed amendments to the Takeover Code are contained in our 2021 UK Public M&A Review (a link to which can be found [here](#)), which principally relate to the following matters.

- i. The requirement for a potential offeror to disclose an obligation to offer a minimum level, or particular form, of consideration.
- ii. A restriction on acquisitions of interests in shares by a mandatory offeror at the end of the offer timetable.
- iii. Clarifying the "look-back period" for determining the price of a mandatory offer.
- iv. Amending the chain principle test.
- v. Restrictions following the lapsing of an offer or a statement of no intention to bid.

The amendments to the Takeover Code set out in this Response Statement took effect on 13 June 2022 (further details of which are set out below).

The Panel publishes Public Consultation Paper (PCP 2022/2)

The Panel published PCP 2022/2 on 26 May 2022, which sets out proposed amendments to the Takeover Code with regard to the presumptions of the definition of "acting in concert" and related matters.

As readers will know, the term "acting in concert" is effectively an anti-avoidance concept which prevents certain requirements of the Takeover Code – and the mandatory offer requirement, in particular – from being subverted by one person taking action on behalf of, or in a co-ordinated fashion with, another person. The Panel has noted that certain of the presumed categories of concert parties have remained largely unchanged since they were originally introduced, and the proposed amendments are therefore designed to reflect the current nature of investment markets as well as current Panel practice.

In particular, the proposed amendments include the following.

- i. Raising the threshold for "associated company" status from 20 per cent to 30 per cent (which brings the threshold in line with the threshold at which one company is deemed to control another company under the Takeover Code).
- ii. Distinguishing between voting rights and equity share capital, and as a result applying different thresholds to determine associated company status, on the basis that the former is not diluted through a chain of ownership whereas the latter (normally) is.
- iii. Treating a fund in the same way as a company such that an investment in a fund is equivalent to a company's equity share capital.

The Code Committee has invited comments on the amendments to the Takeover Code proposed in PCP 2022/2 by 23 September 2022. Once the Code Committee has completed its consideration of the responses to the PCP, the Panel intends to publish a Response Statement setting out the final text of the amendments to the Takeover Code in late 2022, with rule changes expected to come into effect two months later.

News digest

Publication of Revised Takeover Code and other matters

On 13 June 2022, the Panel published a revised version of the Takeover Code on the Panel's website, reflecting the amendments made by Instrument 2022/1 (Limitation on length of service of Panel members), Instrument 2022/2 (Miscellaneous Code amendments), Instrument 2022/3 (Document charges) and Instrument 2022/4 (Removal of restriction on anonymous order book dealings). Consequential amendments have been made to Practice Statements Nos 19, 20, 24, 28 and 29.

In addition, the Panel has also published a new Practice Statement No 33, which relates to the purchases of shares in the target company by the offeror during an offer period, as well as Panel Bulletin 4 regarding the calculation of the value of an offer. As a reminder, the first Panel Bulletin was published in 2021 and Panel Bulletins are intended to remind practitioners and market participants of the operation of specific provisions of the Takeover Code in light of issues of which the Panel becomes aware (though they do not result in changes to the interpretation or application of the Takeover Code).

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Announced* UK takeover bids

(1 April 2022 to 30 June 2022)

| Target (Market) | Bidder(s) | Bid value | Bid premium** | Recommended | Hostile/No Recommendation | Rule 9 offer | Cash | Shares (L/U/A) | Other consideration | Mix and match | Offer*** | Partial Offer | Scheme | Offer-related arrangements□ | Formal sale process | Non-solicit undertaking of bid in shareholder | Matching/Topping rights*** | Shareholder vote | Profit forecast/Q/FBS |
|--------------------------------------|--|-----------------------------------|---------------|-------------|---------------------------|--------------|------|----------------|---------------------|---------------|----------|---------------|--------|-----------------------------|---------------------|---|----------------------------|------------------|-----------------------|
| CareTech Holdings PLC (AIM) | Sheikh Holdings Group (Investments) Limited Belgravia Investments Limited Kensington Capital Limited Funds managed by THCS IV GP S.à r.l. and TH Management IV S.à r.l. as advised by THCP Advisory Limited | £870.3m | 28% | • | | | | | •1 | | | | • | •C | | | | | |
| Firestone Diamonds plc (unquoted) | Pacific Road Capital | £78,948 | NP | | • | | • | | | | •2 | | | • | | | | | |
| EMIS Group plc (AIM) | UnitedHealth Group Incorporated | £1.24bn | 49% | • | | | • | | | | | | • | •C | | | | | |
| Shaftesbury PLC (Main Market) | Capital & Counties Properties PLC | £1.96bn | NP | • | | | | •L | | | | | • | •C | | | • | •B3 | |
| Altus Strategies Plc (AIM) | Elemental Royalties Corp | CAD\$94.08 m (Approx. £60.6 m) | NP | • | | | | •L | | | | | • | •C R5 | | | | •B6 | |
| The Go-Ahead Group plc (Main Market) | Kinetic TCo Pty Ltd and Globalvia Inversiones S.A.U. | £647.7m | 24% | • | | | • | | | | | | • | •C | | | | | |
| Pires Investments plc (AIM) | Tern plc | £14.9m | 53.8% | • | | | | •A | | | | | • | •C | | •7 | •8 | •B9 | • |
| Capricorn Energy PLC (Main Market) | Tullow Oil plc | £657m | NP | • | | | | •L | | | | | • | •C | | | | •B 10 | •11 |

Announced* UK takeover bids

(1 January 2022 to 31 March 2022)

| Target (Market) | Bidder(s) | Bid value | Bid premium** | Recommended | Hostile/No. Recommendation | Rule 9 offer | Cash | Shares (L/U/A) | Other consideration | Mix and match | Offer*** | Partial Offer | Scheme | Offer-related arrangements:□ | Formal sale process | Non-solicit undertaking of bid in shareholder | Matching/ Topping rights**** | Shareholder vote | Profit forecast/Q/FBS |
|---|---|-----------|---------------|-------------|----------------------------|--------------|------|----------------|---------------------|---------------|----------|---------------|--------|------------------------------|---------------------|---|------------------------------|------------------|-----------------------|
| SDX Energy plc (AIM) | Tenaz Energy Corp. | £21.4 m | 24% | • | | | | •L | | | | | • | •C | | | • | •B 12 | |
| HomeServe plc (Main Market) | Brookfield Infrastructure Partners L.P. | £4.077bn | 71% | | | | • | | | | | | • | • C | | | | | |
| M&C Saatchi plc (AIM) | Next Fifteen Communications Group plc | £310.1m | 49.8% | | • 13 | | • | •A | | | | | • | • C | | | | •B 14 | • 15 |
| M&C Saatchi plc (AIM) | AdvancedAdvT Limited | £253.6m | 27% | | • 16 | | • | •L | | • | • | | | | | | • 17 | | • 18 |
| ContourGlobal plc (Main Market) | Kohlberg Kravis Roberts & Co. L.P. | £1.75bn | 36% | • | | | • | | | | | | • | • C | | | | | • 19 |
| Secure Income REIT plc (AIM) | LXi REIT plc | £1.5bn | 15% | • | | | | | • 20 | | | | • | | | | • 21 | • 22 23 | • 24 |
| Ideagen plc (AIM) | Hg Pooled Management Limited | £1.06bn | 52% | • | | | • | | | | | | • | • C | | | | | • 25 |
| Tungsten Corporation plc (AIM) (lapsed) | Pagero Group AB (publ) | £61.49m | 65.52% | | • 26 | | • | | | | • | | | | | | • 27 | | • 28 |

Key

- * This table includes details of takeovers, set out in chronological order, in respect of which a firm intention to make an offer has been announced under Rule 2.7 of the Code during the period under review (including any offers which subsequently lapsed or were withdrawn). It excludes offers by existing majority shareholders for minority positions.
- ** Premium of the offer price over the target's share price immediately prior to the commencement of the relevant offer period
- *** Standard 90% (waivable) acceptance condition, unless otherwise stated
- **** In shareholders' irrevocables (unless indicated otherwise)
- Permitted agreements under Rule 21.2 of the Code
- A AIM traded shares
- C Co-operation agreement/bid conduct agreement
- F Break fee given under formal sale process or white knight dispensation
- L Listed/traded shares
- NP No premium given in offer documentation or nil premium
- R Reverse break fee
- S Standstill agreement
- U Untraded shares
- B Bidder shareholder approval
- T Target shareholder approval

1. Cash and unlisted securities alternative: As an alternative to the cash consideration, Care Tech shareholders may elect to receive rollover non-voting ordinary shares in the capital of the indirect parent of Bidco (Topco) having the rights of rollover securities set out in the articles of association of Topco. (The Rollover Securities) in exchange for their holding of Care Tech shares (a) at a ratio to be specified in the scheme document (Partial Alternative Offer). Eligible Care Tech shareholders will be able to elect for the Partial Alternative Offer in relation to all or part of their holding of Care Tech shares. There will be scale back on a pro-rata basis if applications representing in excess of 26.4% of the issued ordinary share capital of Topco are received and, in such circumstances, eligible Care Tech shareholders whose applications are scaled back will receive the cash consideration in respect of their Care Tech shares which are not exchanged for Rollover Securities.
2. The Offer is subject to valid acceptances of the Offer being received (and not, where permitted, withdrawn) by no later than 1.00 p.m. (London time) on the Unconditional Date (or such later time(s) and/or date(s) as PRRF II may, in accordance with the Takeover Code or with the consent of the Panel, decide) in respect of such number of Firestone Shares which, when aggregated with the Firestone Shares held, acquired or agreed to be acquired by PRRF II, whether pursuant to the Offer or otherwise, before such time, will result in PRRF II holding Firestone Shares carrying in aggregate more than 50 per cent. of the voting rights then normally exercisable at a general meeting of Firestone, including for this purpose any such voting rights attaching to Firestone Shares that are unconditionally allotted or issued before the Offer becomes or is declared unconditional whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise.
3. Class 1 and related party transaction under the Listing Rules – shareholder approval required: the Capco directors and Norges Bank (in relation to the resolutions on which it is entitled to vote) have given irrevocable undertakings, and Madison International Realty has given a letter of intent, to vote in favour of the resolutions, representing approximately 19.21% of the issued share capital of Capco.
4. The Rule 2.7 announcement contains statements of estimated synergies arising from the merger (a quantified financial benefits statement (QFBS)) which includes the belief that the combination will result in annual pre-tax cost synergies of £12 million on an annual run-rate basis by the second anniversary of the completion. It is expected that the realisation of these identified synergies will require one-off costs of approximately £11.4 million, with around 49% incurred in the first full year following completion and the remainder by the end of the second full year following completion. The QFBS has been reported on by KPMG and Rothschild & Co as required by Rule 28.1(a) of the Takeover Code. The QFBS is set out in Appendix 4 of the Rule 2.7 announcement.
5. Elemental has agreed, under the co-operation agreement, to pay to Altus a break fee payment in the amount of US\$2 million (exclusive of VAT (if any)) if, following the Rule 2.7 announcement, any of certain specified events occur. These include: (i) the termination of the co-operation agreement as a result of an Elemental board adverse recommendation change or because Elemental has breached its obligations relating to competing proposals for Elemental subject to certain exceptions; or (ii) (i) a competing proposal or publicly announced intention to make a competing proposal is made for Elemental prior to the termination of the co-operation agreement; (ii) the co-operation agreement is terminated as a result of failure to obtain necessary shareholder approval, failure to publish the Elemental information circular in accordance with Elemental's obligations under the co-operation agreement, or failure to hold the Elemental special meeting within the relevant timeframe; (iii) no Altus board adverse recommendation change has occurred prior to the termination of the co-operation agreement; and (iv) Elemental enters into a definitive agreement in respect of a competing proposal or the board of Elemental adopts any such competing proposal within 6 months of the termination of the co-operation agreement.
6. Issue of new Elemental shares – shareholder approval required: Certain Elemental directors, employees and other Elemental shareholders have entered into voting and support agreements to vote in favour of the resolution, representing, in aggregate, approximately 40.28% of the issued share capital of Elemental; Two shareholders have given non-binding letters of intent to vote in favour of the resolution, representing 10.43% of the issued share capital of Elemental.
7. RiverFort Global Opportunities plc has agreed not, directly or indirectly, to encourage any person other than Tern to make any offer for any shares or other securities of Pires.
8. In the event of a higher competing offer being announced which represents an improvement of 10% or more on the value of Tern's offer, the irrevocable undertaking given by RiverFort Global Opportunities plc will not lapse unless Tern fails to announce, within 14 days of such higher competing offer being announced, a revised offer for Pires which exceeds the value of the competing offer.
9. Allotment of new Tern shares – shareholder approval required; The Tern directors have given irrevocable undertakings to vote in favour of the resolutions, representing approximately 5.99% of the issued share capital of Tern.
10. The combination is subject to approval by Tullow shareholders as it constitutes a Class 1 transaction under the Listing Rules; The Tullow directors have given irrevocable undertakings to vote in favour of the resolutions, representing approximately 0.1% of the issued share capital of Tullow.
11. The Rule 2.7 announcement contains statements of estimated synergies arising from the combination (a quantified financial benefits statement (QFBS)) which includes the belief that the combination will result in annual pre-tax cost synergies of US\$50 million on an annual run-rate basis by the second anniversary of the completion of the combination. It is expected that the realisation of these identified synergies will require one-off costs of approximately US\$45 million incurred in the two years post-completion of the combination. The QFBS has been reported on by KPMG and PJT Partners as required by Rule 28.1(a) of the Takeover Code. The QFBS is set out in Appendix 4 of the Rule 2.7 announcement.
12. Issue of new Tenaz shares – shareholder approval required: The Tenaz directors have given irrevocable undertakings to vote in favour of the resolutions, representing approximately 8.25% of the issued share capital of Tenaz, CHP (+\$11 million), Austria Wind (+\$8 million) and a negative FX variance of \$8 million and (2) Strong cash flow generation with Funds from Operations ("FFO") reaching \$112 million in Q1 2022, a 9% increase over Q1 2021, mainly explained by growth in Adjusted EBITDA (-\$28 million) partially offset by higher distributions to non-controlling shareholders (-\$20 million) and lower interest paid (+\$12 million).
13. Recommendation withdrawn: On 17 June 2022, the board of M&C Saatchi announced that it had published the scheme document and that it had withdrawn its recommendation to M&C Saatchi shareholders to vote in favour of the scheme, and unanimously recommended that shareholders do not vote in favour of the scheme. The board of M&C Saatchi noted that, based on the closing price per Next Fifteen share on the last practicable date prior to the announcement of the Next Fifteen offer of 1,266 pence, the Next Fifteen offer valued each ordinary share in the capital of M&C Saatchi at 247.2 pence. Since the date of the Rule 2.7 announcement, the Next Fifteen share price has materially deteriorated (with the closing price of a Next Fifteen share having fallen by 28.1% since the last business day prior to the Rule 2.7 announcement). Accordingly, the M&C Saatchi directors no longer consider the terms of the Next Fifteen offer to be fair and reasonable solely on the basis of the deterioration in value of Next Fifteen shares. The M&C Saatchi directors stated that, based solely on financial terms, they consider each of the AdvancedAdvT offer and the Next Fifteen offer to be inferior to M&C Saatchi's standalone prospects. However, if those standalone prospects were incapable of being delivered as envisaged, then the M&C Saatchi directors consider the Next Fifteen offer to be superior to the AdvancedAdvT offer and Next Fifteen to be the preferred future owner of the M&C Saatchi business for the reasons set out in the announcement of 17 June 2022, including the strategic, commercial, employee and cultural advantages which the M&C Saatchi directors consider Next Fifteen to offer the M&C Saatchi business. The M&C Saatchi directors stated that, notwithstanding that, as at the date of the scheme document, they are not recommending the Next Fifteen offer to M&C Saatchi shareholders, based on feedback from certain M&C Saatchi shareholders, the M&C Saatchi directors agreed to continue to facilitate the Next Fifteen offer to enable it to be put to M&C Saatchi shareholders for consideration alongside the AdvancedAdvT offer.
14. Authorise the allotment of new Next Fifteen shares – shareholder approval required; The Next Fifteen directors have given irrevocable undertakings to vote in favour of the resolutions, representing approximately 5.6% of the issued share capital of Next Fifteen.
15. The Rule 2.7 Announcement includes a profit forecast by M&C Saatchi for the years ending 31 December 2022 and 2023. BDO LLP ("BDO"), as reporting accountant to M&C Saatchi, and Numis and Liberum, as financial advisers to M&C Saatchi, each report in respect of the FY22 Profit Forecast as required under Rule 28.1(a) of the Takeover Code. M&C Saatchi is forecasting headline profit before tax in the of £31 million in FY22 and £41 million in FY23.
16. Hostile.

Key

- * This table includes details of takeovers, set out in chronological order, in respect of which a firm intention to make an offer has been announced under Rule 2.7 of the Code during the period under review (including any offers which subsequently lapsed or were withdrawn). It excludes offers by existing majority shareholders for minority positions.
- ** Premium of the offer price over the target's share price immediately prior to the commencement of the relevant offer period
- *** Standard 90% (waivable) acceptance condition, unless otherwise stated
- **** In shareholders' irrevocables (unless indicated otherwise)
- Permitted agreements under Rule 21.2 of the Code
- A AIM traded shares
- C Co-operation agreement/bid conduct agreement
- F Break fee given under formal sale process or white knight dispensation
- L Listed/traded shares
- NP No premium given in offer documentation or nil premium
- R Reverse break fee
- S Standstill agreement
- U Untraded shares
- B Bidder shareholder approval
- T Target shareholder approval

17. In the event of a higher competing offer being announced which represents an improvement of 10% or more on the value of AdvancedAdvT's offer, the irrevocable undertakings given by Paradise Investment Management LLC, Stuart Roden and Richard Saunders will not lapse unless AdvancedAdvT fails to announce, within three days of such higher competing offer being announced, a revised offer for M&C Saatchi which is at least as favourable as the value of the competing offer.
18. The Profit Forecast dated 29 April 2022 contains a statement regarding M&C Saatchi's projections for the years ending 31 December 2022 and 2023. BDO LLP ("BDO"), as reporting accountant to M&C Saatchi, and Numis and Liberum, as financial advisers to M&C Saatchi, each provided a report in respect of the FY22 Profit Forecast as required under Rule 28.1(a) of the Takeover Code. M&C Saatchi is forecasting headline profit before tax in the of £31 million in FY22 and £41 million in FY23.
19. The scheme document includes statements by ContourGlobal, which for the purposes of Rule 28 of the Takeover Code constitute ordinary course profit estimates for the period 1 January 2022 to 31 March 2022. ContourGlobal confirmed (1) Adjusted EBITDA was up 15.3% from \$180.6 million to \$208.3 million, mainly driven by the WesternGroup acquisition (+\$11 million), Mexico CHP (+\$11 million), Austria Wind (+\$8 million) and a negative FX variance of \$8 million and (2) Strong cash flow generation with Funds from Operations ("FFO") reaching \$112 million in Q1 2022, a 9% increase over Q1 2021, mainly explained by growth in Adjusted EBITDA (+\$28 million) partially offset by higher distributions to non-controlling shareholders (-\$20 million) and lower interest paid (+\$12 million).
20. Share and partial cash alternative: A partial cash alternative will be made available under which SIR shareholders can elect to receive cash instead of some, or potentially all, of the new LXI shares to which they would otherwise be entitled under the merger and a matching reduction in the proportion of new LXI shares receivable. The maximum aggregate amount of the partial cash alternative will not exceed 25% of the total value of the consideration offered to SIR shareholders (equating to a maximum aggregate cash consideration of £385 million) under the terms of the merger (Partial Cash Alternative). SIR shareholders who validly elect to receive the Partial Cash Alternative for up to or including a basic entitlement of 118,880 pence in cash per SIR share, sold under the merger, will receive the full amount of cash for which they have elected. SIR shareholders may elect to receive cash consideration less than, or in excess of, their basic entitlement. Elections to receive cash in excess of this basic entitlement may be scaled back pro rata, depending upon the overall level of take-up of the Partial Cash Alternative. The Partial Cash Alternative will be funded from the acquisition facility. SIR shareholders who elect to receive the basic entitlement of 118,880 pence in cash per SIR share will also receive 2,488 New LXI shares for each SIR share. The Partial Cash Alternative will not affect the entitlements of those SIR shareholders who do not elect for it, each of whom will receive 3.32 new LXI shares for each SIR share in accordance with the terms of the scheme.
21. In the event of a higher competing offer being announced which represents an improvement of 15% or more on the value of LXI's offer, the irrevocable undertakings will not lapse unless LXI fails to announce, within ten business days of such higher competing offer being announced, a revised offer for SIR which is at least as favourable as the value of the competing offer.
22. Reverse takeover under the Listing Rules – shareholder approval required.
23. Details of special deals/management incentivization arrangements requiring shareholder approval: For the purposes of Rule 16 of the Takeover Code, Rothschild & Co has confirmed that, in its opinion, the terms of the Prestbury acquisition are fair and reasonable so far as independent SIR shareholders are concerned. The Prestbury acquisition is subject to the approval of a simple majority of independent SIR shareholders at the SIR general meeting in accordance with Rule 16 of the Code. If the merger does not become effective and the approval of the independent SIR shareholders is not obtained, the Prestbury acquisition will not complete.
24. The scheme document includes a statement by LXI which for the purposes of Rule 28 of the Takeover Code constitutes a profit forecast. On 10 January 2022, LXI announced a 5 per cent. Increase to its annual dividend target to 6.3 pence per LXI Share for the 12 months starting 1 April 2022
25. The scheme document includes a statement by Ideagen which for the purposes of Rule 28 of the Takeover Code constitutes a profit estimate. For the year ended 30 April 2022, the Group expects to report total revenue up 41% at approximately £92.2m (FY 2021: £65.6m) and adjusted EBITDA up 33% to approximately £30.5m (FY 2021: £22.9m).
26. Hostile (initially recommended)
27. In the event of a higher competing offer being announced of at least 52.8 pence per Tungsten share, the irrevocable undertaking given by OAM will not lapse unless Bidco fails to announce, within ten days of such higher competing offer being announced, a revised offer for Tungsten which is at least as favourable as the value of the competing offer.
28. Guidance provided in Photo-Me's trading update issued on 2 August 2021 and refined by Photo-Me in a trading update issued on 10 October 2021 relating to the financial year ended 31 October 2021 and repeated in the offer document constitutes a profit estimate. On the basis that the guidance was originally published before Mr. Serge Crasnianski requested formal clearance pursuant to Photo-Me's dealing code, to acquire 29,111,186 Photo-Me shares, the requirements of Rule 28.1(c)(i) of the Takeover Code apply in relation to the FY21 profit estimate.