

RNS: Results of Court Meeting and General Meeting

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

12 AUGUST 2024

**RECOMMENDED FINAL^[1] CASH ACQUISITION
of
ALPHA FINANCIAL MARKETS CONSULTING PLC
by
ACTIUM BIDCO (UK) LIMITED**

an indirect subsidiary of certain funds managed by Bridgepoint Advisers Limited

(to be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006)

Results of Court Meeting and General Meeting held on 12 August 2024

On 20 June 2024, the boards of directors of Alpha Financial Markets Consulting plc ("**Alpha FMC**") and Actium Bidco (UK) Limited ("**Bidco**") announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco, an indirect subsidiary of certain funds managed by Bridgepoint Advisers Limited, of the entire issued and to be issued ordinary share capital of Alpha FMC (the "**Acquisition**"). The Acquisition is intended to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**"). A circular in relation to the Acquisition was published by Alpha FMC on 16 July 2024 (the "**Scheme Document**"). Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the Scheme Document and all references to times in this announcement are to London time unless otherwise stated.

The board of Alpha FMC is pleased to announce that each of the resolutions posed at the Court Meeting and the General Meeting held earlier today in connection with the Acquisition were approved by the requisite majorities. In particular:

- the requisite majority of Scheme Shareholders voted in favour of the resolution to approve the Scheme at the Court Meeting;
- the requisite majority of Alpha FMC Shareholders voted to pass the Special Resolution at the General Meeting to approve the implementation of the Scheme; and
- the requisite majority of Alpha FMC Independent Shareholders voted to pass the Rule 16.2 Resolution to approve the Rollover Arrangements,

and accordingly, the Scheme and the Rollover Arrangements were approved.

Details of the resolutions passed are set out in the notices of the Court Meeting and General Meeting at Parts IX and X (respectively) of the Scheme Document, which is available on Bidco's website at www.bridgepoint.eu/offer-for-alpha-fmc and Alpha FMC's website at www.alpha-fmc.com/investors.

The total number of Alpha FMC Shares in issue (other than shares held in treasury) at the Voting Record Time was 122,009,736. Consequently, the total voting rights in Alpha FMC at the Voting Record Time were 122,009,736.

Scheme Shareholders were entitled to one vote per Scheme Share held at the Voting Record Time at the Court Meeting and eligible Alpha FMC Shareholders were entitled to one vote per Alpha FMC Share held at the Voting Record Time at the General Meeting.

The detailed voting results in relation to the Court Meeting and the General Meeting are summarised below and this announcement will be posted on Alpha FMC's website at www.alphafmc.com/investors.

Voting results of the Court Meeting

At the Court Meeting, a majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 86.59 per cent. by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme. The resolution proposed at the Court Meeting was passed on a poll vote. Details of the votes cast are as follows:

	Number of Scheme Shares voted	% of Scheme Shares voted ⁽¹⁾	Number of Scheme Shareholders who voted	% of Scheme Shareholders who voted ⁽¹⁾	Number of Scheme Shares voted as a % of the issued share capital entitled to vote on the Scheme ⁽¹⁾
For	65,208,175	86.59%	90	92.78%	55.39%
Against	10,102,187	13.41%	7	7.22%	44.61%
Total	75,310,362	100%	96	100%	100%

⁽¹⁾ All percentages rounded to two decimal places.

The total number of Scheme Shareholders voting for and against the resolution, as shown in the table above, exceeds the aggregate total number of Scheme Shareholders who voted above, as one registered member 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 and is therefore counted as voting both for and against.

Voting results of the General Meeting

At the General Meeting, the Special Resolution to authorise the implementation of the Scheme was duly passed on a poll vote. The results are detailed as follows:

	Number of Alpha FMC Shares voted	% of Alpha FMC Shares voted ⁽¹⁾	Number of Alpha FMC Shares voted as a % of the issued ordinary share capital ^{(1) (2)}
For ⁽²⁾	69,268,026	87.27%	56.77%
Against	10,102,187	12.73%	8.28%
Total	79,370,213	100%	65.05%

⁽¹⁾ All percentages rounded to two decimal places.

⁽²⁾ 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. Includes discretionary votes.

At the General Meeting, the Rule 16.2 Resolution to approve the Rollover Arrangements was duly passed on a poll vote of Alpha FMC Independent Shareholders. The results are detailed as follows:

	Number of Alpha FMC Shares voted	% of Alpha FMC Shares voted ⁽¹⁾	Number of Alpha FMC Shares voted as a % of the issued ordinary share capital ^{(1) (2)}
For ⁽²⁾	65,031,343	86.55%	53.30%
Against	10,102,187	13.45%	8.28%
Total	75,133,530	100%	61.58%

(1) All percentages rounded to two decimal places.

(2) 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. Includes discretionary votes.

Next Steps

The outcome of today's Court Meeting and General Meeting means that Conditions 2(a), 2(b) and 3 (as set out in Part A of Part III of the Scheme Document) have been satisfied. The Acquisition remains subject to the satisfaction or (where capable of being waived) waiver of the other Conditions to the Acquisition as set out in Part III of the Scheme Document, including the Court sanctioning the Scheme at the Scheme Sanction Hearing.

The Scheme Sanction Hearing is scheduled to be held in the High Court of Justice in England and Wales on 15 August 2024 at 10:30 a.m. Alpha FMC and Bidco therefore anticipate that the Scheme will become Effective on or about 19 August 2024.

The expected timetable for implementation of the Scheme is:

Event	Time and/or date ⁽¹⁾
Scheme Sanction Hearing	15 August 2024
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Alpha FMC Shares	16 August 2024
Scheme Record Time and Date	6:00 p.m. on 16 August 2024
Dealings in Alpha FMC Shares suspended	7:30 a.m. on 19 August 2024
Effective Date of the Scheme	19 August 2024
Cancellation of admission of Alpha FMC Shares to trading on AIM	By 7:00 a.m. on 20 August 2024
Latest date for despatch of cheques and crediting of CREST for cash consideration due under the Scheme	Within 14 days of the Effective Date
Long Stop Date	20 December 2024 ⁽²⁾

Notes:

- (1) These dates and times are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies.
- (2) This is the latest date by which the Scheme may become Effective unless Bidco and Alpha FMC agree (and the Panel and, if required, the Court permit) a later date.
- (3) If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Alpha FMC Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Bidco's website at www.bridgepoint.eu/offer-for-alpha-fmc and Alpha FMC's website at www.alpha-fmc.com/investors.

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Addleshaw Goddard LLP is acting as legal adviser to Alpha FMC in connection with the Acquisition.

Important notices relating to financial advisers

Investec Bank plc ("Investec"), which is authorised by the Prudential Regulation Authority (the "PRA") and regulated by the Financial Conduct Authority and PRA in the United Kingdom, is acting exclusively as lead financial adviser to Alpha FMC and for no one else in connection with the Acquisition and will not be responsible to any person other than Alpha FMC for providing the protections afforded to clients of Investec, nor for providing advice in relation to the Acquisition, the content of this announcement or any matter referred to in this announcement. Neither Investec nor any of its subsidiaries, branches or 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 Investec in connection with this announcement, any statement contained herein or otherwise.

Joh. Berenberg, Gossler & Co. KG, London Branch ("Berenberg"), which is authorised and regulated by the German Federal Financial Supervisory Authority and is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Alpha FMC and no one else in connection with the Acquisition and other matters set out in this announcement and will not be responsible to anyone other than Alpha FMC for providing the protections afforded to clients of Berenberg, or for providing advice in connection with the Acquisition or any matter referred to herein. Neither Berenberg 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 Berenberg in connection with this announcement, any statement contained herein or otherwise.

Further information

This announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition is made solely through the Scheme Document (and the accompanying Forms of Proxy) or, in the event that the Acquisition is to be implemented by means of a Takeover Offer, the Takeover Offer document, which contains the full terms and conditions of the Acquisition, including, if applicable details of how to vote in respect of the Scheme. Any decision in respect of the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer document).

This announcement does not constitute a prospectus or a prospectus exempted document.

This announcement has been prepared for the purpose of complying with English law and the Code and the 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.

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Overseas Shareholders

The release, publication or distribution of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are not resident in the UK or who are subject to the laws of any jurisdiction other than the UK (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the UK or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their Alpha FMC Shares in respect of the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that 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 Code, and permitted by applicable law and regulation, the Acquisition shall 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 Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.

The Acquisition will be subject to the applicable requirements of English law, the Code, the Panel, the Court, the London Stock Exchange and the FCA.

Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of acceptance of the Acquisition.

Further details in relation to Alpha FMC Shareholders in overseas jurisdictions are contained in the Scheme Document.

Additional information for U.S. investors

The Acquisition relates to shares of a company incorporated in England & Wales and is being made by means of a scheme of arrangement provided for under English company law. The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act, as amended. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company in the UK listed on the London Stock Exchange, which differ from the disclosure requirements of the U.S. tender offer and proxy solicitation rules. The financial information with respect to Bidco included in this announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and thus may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S. If, in the future, Bidco exercises its right to implement the Acquisition by way of a Takeover Offer and determines to extend the Takeover Offer into the U.S., the Acquisition will be made in compliance with applicable U.S. laws and regulations.

Neither the SEC nor any U.S. state securities commission has approved, disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the U.S.

Some or all of Alpha FMC's officers and directors reside outside the U.S., and some or all of its assets are or may be located in jurisdictions outside the U.S. Therefore, investors may have difficulty effecting service of process within the U.S. upon those persons or recovering against Alpha FMC or its officers or directors on judgments of U.S. courts, including judgments based upon the civil liability provisions of the U.S. federal securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment. It may not be possible to sue Alpha FMC or its officers or directors in a non-U.S. court for violations of the U.S. securities laws.

In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Alpha FMC outside of the U.S., other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of cash pursuant to the Scheme by U.S. Alpha FMC Shareholders as consideration for the transfer of Alpha FMC Shares pursuant to the Scheme may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each Alpha FMC Shareholder (including U.S. Alpha FMC Shareholders) is urged to consult their independent professional adviser immediately regarding the tax consequences of the transaction applicable to them.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Bridgepoint, Bidco and/or Alpha FMC contain statements which are, or may be deemed to be, "forward-looking statements". All statements, other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on assumptions, expectations, valuations, targets, estimates, forecasts and projections of Bridgepoint, Bidco and/or Alpha FMC about future events, and are therefore subject to risks and uncertainties which could cause actual results, performance or events to differ materially from those expressed or implied by the forward-looking statements. The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition on Bridgepoint, the Wider Bidco Group, the Wider Alpha FMC Group and the Enlarged Group, the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "budget", "targets", "aims", "scheduled", "estimates", "forecast", "intends", "anticipates", "seeks", "prospects", "potential", "possible", "assume" or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Neither Bridgepoint, Bidco nor Alpha FMC give any assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risks (known and unknown) and uncertainties (and other factors that are in many cases beyond the control of Bridgepoint, Bidco and/or Alpha FMC) because they relate to events and depend on circumstances that may or may not occur in the future.

There are a number of factors that could affect the future operations of Bridgepoint, the Wider Bidco Group, the Wider Alpha FMC Group and/or the Enlarged Group and that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. These factors include the satisfaction (or, where permitted, waiver) of the Conditions, as well as additional factors, such as: domestic and global business and economic conditions; the impact of pandemics, asset prices; market related risks such as fluctuations in interest rates and exchange rates, industry trends, competition, changes in government and regulation, changes in the policies and actions of governments and/or regulatory authorities (including changes related to capital and tax), changes in political and economic stability (including exposures to terrorist activities, the UK's exit from the European Union, Eurozone instability, disruption in business operations due to reorganisation activities, interest rate, inflation, deflation and currency fluctuations), the timing impact and other uncertainties of future or planned acquisitions or disposals or offers, the inability of the Enlarged Group to realise successfully any anticipated synergy benefits when the Acquisition is implemented (including changes to the board and/or employee composition of the Enlarged Group), the inability of the Bidco Group to integrate successfully the Alpha FMC Group's operations and programmes when the Acquisition is implemented, the Enlarged Group incurring and/or experiencing unanticipated costs and/or delays (including IT system failures, cyber-crime, fraud and pension scheme liabilities), or difficulties relating to the Acquisition when the Acquisition is implemented. Other unknown or unpredictable factors could affect future operations and/or cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors.

Each forward-looking statement speaks only as of the date of this announcement. Neither Bridgepoint, the Bidco Group nor the Alpha FMC Group, nor any of their respective members, partners, associates or directors, officers or advisors, provides

the Alpha FMC Group, nor any of their respective members, partners, associates or directors, officers or advisers, provides any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Forward-looking statements involve inherent risks and uncertainties. All forward-looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers are cautioned not to place undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations (including under the Code, the UK Market Abuse Regulation, the AIM Rules and the DTRs), neither Bridgepoint, the Wider Bidco Group nor the Wider Alpha FMC Group is under or undertakes any obligation, and each of the foregoing expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

Nothing in this announcement is intended, or is to be construed, as a profit forecast or to be interpreted to mean that earnings or earnings per share for Bidco or Alpha FMC for the current or future financial years, will necessarily match or exceed the historical published earnings or earnings per share for Bidco or Alpha FMC, as appropriate.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 p.m. on the tenth business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. on the tenth 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 Code, any person who is, or becomes, interested in 1 per cent. 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 p.m. 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).

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, 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.

Electronic Communications

Please be aware that addresses, electronic addresses and certain information provided by Alpha FMC Shareholders, persons with information rights and other relevant persons for the receipt of communications from Alpha FMC may be provided to Bidco during the Offer Period as required under section 4 of Appendix 4 to the Code to comply with Rule 2.11(c) of the Code.

Publication on a website and availability of hard copies

This announcement and the documents required to be published pursuant to Rule 26 of the Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Bidco's website at www.bridgepoint.eu/offer-for-alpha-fmc and on Alpha FMC's website at www.alpha-fmc.com promptly and in any event by no later than 12 noon on the Business Day following the date of this announcement. Neither the content of the websites referred to in this announcement nor the content of any website accessible from hyperlinks in this announcement is incorporated into, or forms part of, this announcement.

Alpha FMC Shareholders may, subject to applicable securities laws, request a hard copy of this announcement (and any information incorporated into it by reference to another source) by contacting Alpha FMC's registrars, Computershare Investor Services PLC, during business hours on 03707 020 003 within the United Kingdom or on +44 (0) 370 702 0003 from overseas or by submitting a request in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, United Kingdom, with an address to which the hard copy may be sent. Alpha FMC Shareholders may, subject to applicable securities laws, also request that all future documents, announcements and information to be sent in relation to the Acquisition should be in hard copy form.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

^[1] The Final Offer Price is final and will not be increased, except that Bidco reserves the right to increase the Final Offer Price where: (i) there is an announcement of a possible offer or firm intention to make an offer for Alpha FMC by any third party; or (ii) the Panel otherwise provides its consent.

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