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**FOR IMMEDIATE RELEASE**

**FD Technologies plc**  
**("FD Technologies" or the "Company")**

# **FDTechnologies**

19 December 2024

## **PUBLICATION OF CIRCULAR AND NOTICE OF GENERAL MEETING**

FD Technologies announces that, further to the announcement made on 19 December 2024 in relation to the proposed return of up to £120m to shareholders by way of a tender offer (the "**Tender Offer**"), the shareholder circular relating to the Tender Offer (the "**Circular**") has been posted to eligible shareholders of the Company.

### **General Meeting**

The Circular includes a notice convening a general meeting to be held at 12:00 noon (UK time) on 15 January 2025 at the offices of the Company at Brian Conlon House, 3 Canal Quay, Newry, County Down, BT35 6BP.

### **Availability of the Circular**

A copy of the Circular is available for inspection on the Company's website at  
<https://fdtechnologies.com/investor-relations/regulatory-listings/public-filings/>.

### **For further information, please contact:**

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**About KX**

KX is on a mission to make AI a commercial reality for the many by addressing data challenges that impede deployment at scale. By simultaneously ingesting and analysing high volumes of historical and real-time data, KX's AI-ready analytical database enables organizations to unlock the full value of their data to accelerate innovation and make faster, more confident decisions.

KX is the world's most performant, cost-effective and energy-efficient analytical database, delivering advanced data algorithms, insights and analytics at unmatched scale and speed. KX is trusted by the world's top investment banks, Aerospace and Defence, high-tech manufacturing and health and life sciences organizations and operates across North America, Europe, and Asia Pacific.

For further information, please visit [www.fdtechnologies.com](http://www.fdtechnologies.com) and [www.kx.com](http://www.kx.com)

## DEFINITIONS

The following definitions apply throughout this announcement unless the context otherwise requires:

<b>AIM</b>	the market of that name operated by the London Stock Exchange;
<b>Board or Directors</b>	the board of directors of the Company, whose names are set out on page 8 of the Circular (or, where the context requires, the directors of the Company from time to time);
<b>FCA</b>	the Financial Conduct Authority;
<b>London Stock Exchange</b>	London Stock Exchange plc;
<b>Ordinary Share</b>	the ordinary shares of £0.005 each in the capital of the Company;
<b>Overseas Shareholders</b>	a Shareholder who is resident in, or a citizen of, a jurisdiction outside the United Kingdom;
<b>PRA</b>	the Prudential Regulation Authority;
<b>Restricted Jurisdictions</b>	each and any of Australia, Canada, Japan, New Zealand, Singapore, the Republic of South Africa and any other jurisdiction where the mailing of this Circular into or inside or from such jurisdiction would breach any applicable law or regulations;
<b>Shareholders</b>	holders of Ordinary Shares;
<b>Tender Form</b>	the personalised tender form accompanying the Circular for use in connection with the Tender Offer by Qualifying Shareholders who hold their Ordinary Shares in certificated form;
<b>TTE instruction</b>	a transfer to escrow instruction (as defined by the CREST Manual issued by Euroclear);
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>U.S. or United States</b>	United States of America, its territories and possessions, any state of the United States of America, any other areas subject to its jurisdiction and the District of Columbia; and
<b>£</b>	Great British Pound, the lawful currency of the United Kingdom.

## IMPORTANT NOTICE

This announcement or any part of it does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities.

Investor Bank plc ("Investor"), which is authorised in the United Kingdom by the PRA and regulated in the

Investec Bank plc (**Investec**), which is authorised in the United Kingdom by the FCA and regulated in the United Kingdom by the FCA and the PRA, is acting as joint financial adviser and as exclusive nominated adviser and broker for the Company in connection with the matters set out in this announcement and the Circular and will not be acting for any other person or otherwise be responsible to anyone other than the Company for providing the protections afforded to clients of Investec or for advising any other person in respect of the matters set out in this announcement, the Circular, the Tender Offer or any matter or arrangement referred to in this announcement or the Circular. Investec's responsibilities as the Company's nominated adviser are owed solely to London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of their decision to tender shares in the Company in reliance on any part of this announcement or the Circular.

Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by the Financial Services and Markets Act 2000, as amended (**FSMA**) or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, Investec does not accept any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this announcement or the Circular, including their accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, and nothing contained in this announcement or the Circular is, or shall be, relied on as a promise or representation in this respect, whether as to the past or the future, in connection with the Tender Offer, or in connection with the Company or the matters set out or referred to in this announcement or the Circular. Investec accordingly disclaims to the fullest extent permitted by law all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this announcement, the Circular or any such statement.

J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove (**J.P. Morgan Cazenove**), and which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting as joint financial adviser for the Company in connection with the matters set out in this announcement and the Circular and will not be acting for any other person or otherwise be responsible to anyone other than the Company for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for advising any other person in respect of the matters set out in this announcement, the Circular, the Tender Offer or any matter or arrangement referred to in this announcement or the Circular.

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### **Overseas Shareholders**

The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or to persons who are citizens, residents or nationals of other countries may be affected by the laws of the relevant jurisdiction. Shareholders who are not resident in the United Kingdom, or who are citizens, residents or nationals of countries outside the United Kingdom should inform themselves about and observe any applicable legal requirements. It is the responsibility of any Overseas Shareholder wishing to take up the Tender Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Each Overseas Shareholder will be responsible for any such transfer or other taxes or other requisite payments by whomsoever payable and the Company, the Receiving Agent and Investec and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder on an after-tax basis for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending

of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.

In particular, the Tender Offer is not being made directly or indirectly in, into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of the Circular and the Tender Form will not and must not be mailed or otherwise distributed or sent in, into, or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in a Restricted Jurisdiction.

If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards the Tender Form in, into or from a Restricted Jurisdiction or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, of a Restricted Jurisdiction in connection with such forwarding, such persons should (a) inform the recipient of such fact; (b) explain to the recipient that such action may invalidate any purported acceptance of the Tender Offer by the recipient; and (c) draw the attention of the recipient to this section of this paragraph.

The provisions of this paragraph and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by Investec in its discretion (with the consent of the Company), but only if Investec is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law. Subject to this, the provisions of this paragraph headed "Overseas Shareholders" supersede any terms of the Tender Offer inconsistent therewith.

#### **U.S. Shareholders**

The Tender Offer is being made in the United States pursuant to Section 14(e) and Regulation 14E under the United States Exchange Act of 1934, as amended (the "**Exchange Act**"). Accordingly, the Tender Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and law. However, to the extent applicable, the Company will comply with Regulation 14E under the Exchange Act in connection with the Tender Offer.

The Tender Offer is being made for the securities of a UK company with Ordinary Shares admitted to trading on AIM, a market operated by the London Stock Exchange. The Tender Offer is subject to UK disclosure requirements which are different from certain United States disclosure requirements. The financial information on the Company included in this document has been prepared in accordance with IFRS and thus it may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The receipt of cash pursuant to the Tender Offer by a U.S. holder of Ordinary Shares 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 Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer. Furthermore, the payment and settlement procedure with respect to the Tender Offer complies with the relevant UK rules, which differ from the United States payment and settlement procedures, particularly with regard to the date of payment of consideration.

It may be difficult for U.S. holders of Ordinary Shares to enforce their rights or to bring a claim arising out of the United States federal securities laws because the Company is located in a non-U.S. jurisdiction. U.S. holders of Ordinary Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to the judgement of a U.S. court.

Due to U.S. regulatory requirements, none of the Company, Investec or J.P. Morgan Cazenove will make any purchases of, or arrangements to purchase, Ordinary Shares on a principal basis during the period in which the Tender Offer remains open for acceptance, other than in connection with the Tender Offer, including sales and purchases of Ordinary Shares effected by Investec or J.P. Morgan Cazenove acting as market maker in the Ordinary Shares.

It is a violation of Rule 14e-4 under the Exchange Act (Rule 14e-4) for a person to intentionally or

IT IS A VIOLATION OF RULE 14e-4 UNDER THE EXCHANGE ACT ( **RULE 14e-4** ) FOR A PERSON ACTING ALONE OR IN CONCERT WITH OTHERS, DIRECTLY OR INDIRECTLY, TO TENDER SHARES FOR SUCH PERSON'S OWN ACCOUNT UNLESS AT THE TIME OF TENDER AND AT THE LATEST TIME AND DATE TO SUBMIT TENDER FORMS AND SUBMISSION OF TTE INSTRUCTIONS FROM SHAREHOLDERS SUCH PERSON HAS A "NET LONG POSITION" IN (A) THE SHARES THAT IS EQUAL TO OR GREATER THAN THE AMOUNT TENDERED AND WILL DELIVER OR CAUSE TO BE DELIVERED SUCH SHARES FOR THE PURPOSE OF TENDERING TO INVESTEC WITHIN THE PERIOD SPECIFIED IN THE TENDER OFFER OR (B) OTHER SECURITIES IMMEDIATELY CONVERTIBLE INTO, EXERCISABLE FOR OR EXCHANGEABLE INTO SHARES ("**Equivalent Securities**") THAT IS EQUAL TO OR GREATER THAN THE AMOUNT TENDERED AND, UPON THE ACCEPTANCE OF SUCH TENDER, WILL ACQUIRE SUCH SHARES BY CONVERSION, EXCHANGE OR EXERCISE OF SUCH Equivalent Securities TO THE EXTENT REQUIRED BY THE TERMS OF THE TENDER OFFER AND WILL DELIVER OR CAUSE TO BE DELIVERED SUCH SHARES SO ACQUIRED FOR THE PURPOSE OF TENDER TO US WITHIN THE PERIOD SPECIFIED IN THE TENDER OFFER. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. As such, a tender of shares made pursuant to any method of delivery set forth herein will also constitute the tendering shareholder's representation and warranty to Investec that (a) such shareholder has a "net long position" in shares or Equivalent Securities at least equal to the shares being tendered within the meaning of Rule 14e-4, and (b) such tender of shares complies with Rule 14e-4.

NEITHER THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION NOR ANY UNITED STATES STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY HAS APPROVED OR DISAPPROVED OF THE TENDER OFFER, PASSED UPON THE FAIRNESS OR MERITS OF THIS DOCUMENT OR DETERMINED WHETHER THIS DOCUMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

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