

#### **REPLACEMENT: Publication of Scheme Document**

This announcement replaces the "Publication of Scheme Document" released on 9 May 2025 at 10:37 with RNS Number 0839I and incorporates the following amendments.

The previous version of the announcement included incorrect superscripting of expected timetable dates, which has been corrected in this replacement announcement.

The General Meeting will be held at 10.15 a.m. on 3 June 2025, not at 10:30 a.m. as stated in the previous version of the announcement. Accordingly, the WHITE form of Proxy for use at the General Meeting on 3 June 2025 must be received by Computershare by 10.15 a.m. on 30 May 2025, not 10:30 a.m. as stated in the previous version of the announcement.

All other details remain unchanged.

The full amended text is shown below.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**9 May 2025**

#### **RECOMMENDED ACQUISITION**

**by**

**ACR BIDCO LIMITED**

**(a company indirectly wholly-owned by funds managed and advised by Atlas FRM LLC (d/b/a Atlas Holdings LLC))**

**of**

**DE LA RUE PLC**

**to be effected by means of a Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

On 15 April 2025, the boards of directors of ACR Bidco Limited ("**Bidco**") and De La Rue plc ("**De La Rue**") announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of De La Rue (the "**Acquisition**").

#### **Publication of the Scheme Document**

The Acquisition is intended to be effected by means of a Court-sanctioned scheme of arrangement under Part VIII of the Companies Act 2006 (the "**Scheme**").

The De La Rue Directors are pleased to announce that a circular relating to the Scheme (the "**Scheme Document**") setting out, among other things, a letter from the Chairman of De La Rue, the full terms and conditions of the Scheme, an explanatory statement pursuant to Part VIII of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of the action to be taken by De La Rue Shareholders and Scheme Shareholders, has been published today on De La Rue website at <https://www.delarue.com/offer-microsite-disclaimer>.

Hard copies of the Scheme Document and Forms of Proxy for the Court Meeting and the General Meeting (or, depending on De La Rue Shareholders' communication preferences, an email giving details of the website where the

depending on De La Rue Shareholders' communication preferences, an email giving details of the website where the Scheme Document and Forms of Proxy may be accessed) are being sent to De La Rue Shareholders where applicable.

Capitalised terms used in this announcement (the "**Announcement**") shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

All times shown in this document are British Summer Time, unless otherwise stated. All dates and times in relation to the Scheme timetable are based on De La Rue's and Bidco's current expectations and are subject to change. If any of the dates and/or times in this document change, the revised date and/or time will be notified to De La Rue Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange and by posting notice of these dates and times on De La Rue's website at <https://www.delarue.com/offer-microsite-disclaimer>.

### **Action required**

Notices of the Court Meeting and the General Meeting set out in Parts IX and X respectively of the Scheme Document. You will also find enclosed with the Scheme Document:

- a PINK Form of Proxy for use at the Court Meeting on 3 June 2025;
- a WHITE Form of Proxy for use at the General Meeting on 3 June 2025; and
- a reply-paid envelope for use only in the United Kingdom for the returns of the PINK and WHITE Forms of Proxy.

Whether or not you plan to attend the Shareholder Meetings, please complete the Forms of Proxy in accordance with the instructions printed on them and to return them to: Computershare at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom as soon as possible and, in any event, so as to be received by no later than:

- 10.00 a.m. (BST) on 30 May 2025 in the case of the PINK Form of Proxy for the Court Meeting; and
- 10.15 a.m. (BST) on 30 May 2025 in the case of the WHITE Form of Proxy for the General Meeting,

(or, in the case of any adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). A reply-paid envelope has been provided for use in the United Kingdom only. The Scheme requires approval at both the Court Meeting and the General Meeting.

If the PINK Form of Proxy for the Court Meeting is not received by Computershare by 10.00 a.m. (BST) on 30 May 2025, it may be handed to the Chair of the Court Meeting before the taking of the poll at the Court Meeting. However, if the WHITE Form of Proxy for the General Meeting is not received by Computershare by 10.15 a.m. (BST) on 30 May 2025, it will be invalid.

If you hold your De La Rue Shares in CREST, you may vote using the CREST voting service in accordance with the procedures set out in the CREST Manual via CREST (please also refer to the accompanying notes on the notices of the Shareholder Meetings set out in Parts IX and X of this document and in the Forms of Proxy).

Proxies submitted electronically through CREST must be sent as soon as possible, and in any event, so as to be received by no later than 10.00 a.m. (BST) on 30 May 2025 in the case of the Court Meeting and by 10.15 a.m. (BST) on 30 May 2025 in the case of the General Meeting (or in the case of any adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

The Court Meeting and the General Meeting will be held at the offices of De La Rue plc at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS at 10.00 a.m. (BST) and 10.15 a.m., respectively, on 3 June 2025.

If you propose to attend the Shareholder Meetings, please detach from the Forms of Proxy and bring with you the attendance slip to assist your admission.

Completing and returning the Forms of Proxy or completing and transmitting a CREST Proxy Instruction will not prevent you from attending and voting in person at the Shareholder Meetings, or any adjournment of the Shareholder Meetings, if you so wish and are so entitled.

### **Recommendation**

**The De La Rue Directors, who have been so advised by Deutsche Numis as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the De La Rue Directors, Deutsche Numis has taken into account the commercial assessments of the De La Rue Directors. Deutsche Numis is providing independent financial advice to the De La Rue Directors for the purposes of Rule 3 of the Code.**

Accordingly, the De La Rue Directors intend to recommend unanimously that the De La Rue Shareholders

Accordingly, the De La Rue Directors intend to recommend unanimously that the De La Rue Shareholders vote or procure votes in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting (or, subject to the terms of the Co-operation Agreement and with the consent of the Takeover Panel, if Bidco exercises its right to implement the Acquisition by way of a Takeover Offer, to accept such offer), as the De La Rue Directors who hold De La Rue Shares (in a personal capacity or through a nominee) have irrevocably undertaken to do in respect of their own (and their connected persons') beneficial holdings of 690,912 De La Rue Shares (representing, in aggregate, approximately 0.35 per cent. of the De La Rue Shares in issue on 6 May 2025 (being the latest practicable date prior to the date of the Scheme Document)), as well as any De La Rue Shares that the De La Rue Directors may acquire prior to the relevant time pursuant to the vesting or exercise, as the case may be, of non-tax advantaged options/awards granted under the De La Rue Share Plans.

Scheme Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

#### **Expected timetable of principal events**

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also set out in the appendix to this Announcement.

The Scheme remains conditional on the approval of the requisite majority of eligible Scheme Shareholders voting (in person or by proxy) at the Court Meeting and the requisite majority of eligible De La Rue Shareholders voting (in person or by proxy) at the General Meeting. The Scheme is also subject to satisfaction (or, where applicable, waiver) of the other Conditions set out in the Scheme Document, including the approval of the Court. The Scheme is expected to become Effective on 2 July 2025.

#### **Shareholder helpline**

If you have any questions relating to this document (or any information incorporated by reference into this document), the Shareholder Meetings or the completion and return of the Forms of Proxy, please telephone Computershare on +44 (0) 370 703 6375. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. (BST) and 5.30 p.m. (BST), Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

#### **Other information**

Copies of this announcement and the Scheme Document will be available for viewing on De La Rue's website at <https://www.delarue.com/offer-microsite-disclaimer> by no later than 12.00 p.m. on 12 May 2023, being the Business Day following the date of publication of the Scheme Document, (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions) up to and including the Effective Date or the date the Scheme lapses or is withdrawn, whichever is earlier.

#### **Enquiries:**

##### **De La Rue**

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King & Spalding International LLP are retained as legal advisers to Atlas and Bidco.

Bird & Bird LLP are retained as legal advisers to De La Rue.

## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out the expected dates for implementation of the Scheme. All times shown are British Summer Time. All dates and times are based on Bidco's and De La Rue's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified through a Regulatory Information Service, with such announcement being made available on De La Rue's website at <https://www.delarue.com/offer-microsite-disclaimer>.

<i>Event</i>	<i>Expected time/date</i>
Publication of this document	9 May 2025
Latest time for lodging Forms of Proxy for the:	
<b>Court Meeting (PINK Form of Proxy)</b>	<b>10.00 a.m. on 30 May 2025 <sup>(1)</sup></b>
<b>General Meeting (WHITE Form of Proxy)</b>	<b>10.15 a.m. on 30 May 2025 <sup>(2)</sup></b>
Scheme Voting Record Time	6.00 p.m. on 30 May 2025 <sup>(3)</sup>
<b>Court Meeting</b>	<b>10.00 a.m. on 3 June 2025</b>
<b>General Meeting</b>	<b>10.15 a.m. on 3 June 2025 <sup>(4)</sup></b>
<i>Certain of the following dates are subject to change (please see note (5) below):</i>	
Scheme Court Hearing	30 June 2025 <sup>(5)</sup>
Last day of dealings in, and for registration of transfers of, De La Rue Shares	1 July 2025 <sup>(5)</sup>
Scheme Record Time	6.00 p.m. on 1 July 2025 <sup>(5)</sup>
Disablement in CREST in respect of De La Rue Shares	6.00 p.m. on 1 July 2025 <sup>(5)</sup>
Suspension of listing of, and dealings in, De La Rue Shares	By 7.30 a.m. on 2 July 2025 <sup>(5)</sup>
<b>Effective Date</b>	<b>2 July 2025 <sup>(5)</sup></b>
Cancellation of listing on the Official List and trading on the Main Market of De La Rue Shares	8.00 a.m. on 3 July 2025 <sup>(5)</sup>
Latest date for dispatch of cheques/settlement through CREST	14 days after the Effective Date
Latest date by which Scheme must be implemented, the Long Stop Date	15 September 2025 <sup>(6)</sup>

1) The PINK Form of Proxy for the Court Meeting should be received by Computershare before 10.00 a.m. (BST) on 30 May 2025, or, if the Court Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting. PINK Forms of Proxy not so received may be handed to the Chair of the Court Meeting before the taking of the poll at the Court Meeting.

2) The WHITE Form of Proxy for the General Meeting should be received by Computershare before 10.15 a.m. (BST) on 30 May 2025 in order for it to be valid, or, if the General Meeting is adjourned, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting. The WHITE Form of Proxy cannot be handed to the Chair of the General Meeting at the General Meeting.

- 3) If a Shareholder Meeting is adjourned, only those Scheme Shareholders (in the case of the Court Meeting) and De La Rue Shareholders (in the case of the General Meeting) on the register of members of De La Rue at 6.00 p.m. (BST) on the day which is two days (excluding non-working days) before the adjourned meeting will be entitled to attend and vote.
- 4) To commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Court Meeting.
- 5) The dates and times given are indicative only and are based on current expectations and are subject to change. References to times are to British Summer Time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to De La Rue Shareholders by announcement through a Regulatory Information Service.
- 6) This is the last date by which the Scheme must be implemented unless Bidco and De La Rue, with the prior consent of the Panel and, if required, the approval of the Court, agree in writing a later date.

### **Important Notices**

Numis Securities Limited ("**Deutsche Numis**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for De La Rue and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than De La Rue for providing the protections afforded to clients of Deutsche Numis, nor for providing advice in relation to the Acquisition or any matter referred to herein. Neither Deutsche Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents), 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 Deutsche Numis in connection with this announcement, any statement contained herein or otherwise.

Investec Bank plc ("**Investec**"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the Prudential Regulation Authority, is acting exclusively for De La Rue and no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than De La Rue for providing the protections afforded to the clients of Investec, or for providing advice in connection with the subject matter of 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 the with the subject matter of this announcement, any statement contained herein or otherwise.

Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to Atlas and Bidco and no one else in connection with the Acquisition and will not be responsible to anyone other than Atlas and Bidco for providing the protections afforded to clients of Lazard nor for providing advice in relation to the Acquisition 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 this announcement, any statement contained herein or otherwise.

This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, pursuant to the Acquisition or otherwise. The Acquisition shall be made solely by means of the Scheme Document which, together with the Forms of Proxy, shall contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.

This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the UK Listing Rules, the Market Abuse Regulation (EU) No 596/2014 as it forms part of UK law ("**UK MAR**") and the Market Abuse Regulation (EU) No 596/2014 ("**MAR**"), the Disclosure Guidance and Transparency Rules 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 the United Kingdom.

De La Rue shall prepare the Scheme Document to be distributed to De La Rue Shareholders. De La Rue and Bidco urge De La Rue Shareholders to read the Scheme Document when it becomes available because it shall contain important information relating to the Acquisition.

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

### **Overseas Shareholders**

The availability of the Acquisition to De La Rue Shareholders who are not resident in and citizens of the United

Kingdom may be affected by the laws of the relevant jurisdiction in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom, or who are subject to laws of any jurisdiction other than the United Kingdom, should inform themselves about, and observe any applicable requirements of their jurisdiction. Any person (including, without limitation, nominees, trustees and custodians) who would, or otherwise intends to, forward this Announcement, the Scheme Document or any accompanying document to any jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action. In particular, the ability of persons who are not resident in the United Kingdom to vote their De La Rue Shares at the Court Meeting or the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote their De La Rue Shares in respect of the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdiction in which they are located.

Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person. This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

Further details in relation to Overseas Shareholders will be included in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document).

#### **Notice to US De La Rue Shareholders**

The Acquisition will not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, telephonic or electronic) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, a Restricted Jurisdiction, and the Acquisition will not be capable of acceptance by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this Announcement and formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded or distributed in, into or from a Restricted Jurisdiction and persons receiving this Announcement (including custodians, nominees and trustees) must not distribute or send it into or from a Restricted Jurisdiction. In the event that the Acquisition is implemented by way of a Takeover Offer and extended into the US, Bidco will do so in satisfaction of the procedural and filing requirements of US securities laws at that time, to the extent applicable thereto.

The Acquisition relates to the shares of a company incorporated in England and it is proposed to be made by means of a scheme of arrangement provided for under English law. The Scheme will relate to the shares of a UK company that is a "foreign private issuer" as defined under Rule 3b-4 under the US Exchange Act. A transaction effected by means of a scheme of arrangement is not subject to any shareholder vote, proxy solicitation and tender offer rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements and practices of US shareholder vote, proxy solicitation or tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in the UK and may not be comparable to the financial information of, or the accounting standards applicable to, US companies. However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable laws and regulations, including section 14(e) of the US Exchange Act and Regulation 14E thereunder, if applicable. Such Takeover Offer would be made in the US by Bidco and no one else. In addition to any such Takeover Offer, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in De La Rue outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase are made they would be made outside the United States in compliance with applicable law, including the US Exchange Act. It may be difficult for a US-based investor to enforce his or her rights and any claim he or she may have arising under US securities laws, since the Scheme relates to the shares of a company located in the UK, and some or all of its officers and directors may be residents of non-US jurisdictions. A US-based investor may not be able to sue a company located in the UK, or its officers or directors, in a foreign court for alleged violations of US securities laws, and it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgment.

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

*This Announcement, oral statements made regarding the Acquisition, and other information published by De La Rue, Bidco, and Atlas may contain certain "forward-looking statements" with respect to De La Rue, Bidco, and Atlas. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words or terms of similar meaning or the negative thereof. Forward-looking statements include statements relating to, for example, 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 of Atlas and/or Bidco and the expansion and growth of De La Rue and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the business of De La Rue.*

*These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or developments to differ materially from those expressed in or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding present and future strategies and environments. None of Atlas, Bidco or De La Rue, nor any of their respective associates, directors, officers, employees or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Undue reliance should not be placed 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 Atlas, Bidco or De La Rue or any person acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Announcement. None of Atlas, Bidco or De La Rue assume any obligation to update publicly or revise forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.*

#### **No profit forecasts or estimates**

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

#### **Publication on website**

*In accordance with Rule 26.1 of the Code, a copy of this Announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on De La Rue's website at <https://www.delarue.com/offer-microsite-disclaimer> and on Bidco's website at <https://www.atlasholdingsllc.com/uk/atlas-offer.html> by no later than 12:00 noon on the Business Day following this Announcement. Neither the contents of this website nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this Announcement.*

#### **Requesting hard copies**

*In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this Announcement, free of charge, by contacting De La Rue's registrar, Computershare Investor Services PLC on +44 (0)370 703 6375. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. to 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.*

#### **Electronic communications - information for De La Rue Shareholders**

*Please be aware that addresses, electronic addresses and certain information provided by De La Rue Shareholders, persons with information rights and other relevant persons for the receipt of communications from De La Rue may be*



provided to Bidco during the Offer Period as required under section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the 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 p.m. (BST) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3:30 p.m. (BST) 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 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 p.m. (BST) 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 Takeover 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.*

### **Announcement not a prospectus**

*This Announcement does not constitute a prospectus or prospectus equivalent document.*

### **Private purchases**

*De La Rue Shareholders should be aware that Bidco may purchase De La Rue Shares otherwise than under the Scheme or any Takeover Offer, including pursuant to privately negotiated purchases.*

### **Independent advice**

*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 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.*



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