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**FOR IMMEDIATE RELEASE**

**23 July 2025**

**RECOMMENDED CASH ACQUISITION  
OF  
POD POINT GROUP HOLDINGS PLC ("POD POINT")  
BY  
EDF ENERGY CUSTOMERS LIMITED ("EDF")**

**EXPECTED SCHEME TIMETABLE**

On 12 June 2025, the board of EDF and the Independent Pod Point Directors announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition, pursuant to which EDF will acquire the entire issued, and to be issued, ordinary share capital of Pod Point, not already owned by EDF (the "**Acquisition**") at a price of 6.5 pence per Pod Point Share. The Acquisition is intended to be effected by means of a Court sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**").

As announced on 18 July 2025, the Scheme was approved by the requisite majority of Scheme Shareholders at the Court Meeting on 18 July 2025 and the Acquisition Resolution relating to the implementation of the Scheme was approved by the requisite majority of Pod Point Shareholders at the General Meeting also held on 18 July 2025.

Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the scheme document published on 25 June 2025 in relation to the Acquisition (the "**Scheme Document**"). All references to times in this announcement are to London times unless otherwise stated.

**Next steps and timetable**

As announced on 18 July 2025, the Court Hearing to sanction the Scheme is scheduled to be held on 31 July 2025 at the Rolls Building, 7 Rolls Building, Fetter Lane, London EC4A 1NL.

An expected timetable of principal events for the implementation of the Scheme is set out below. For the avoidance of doubt, the expected timetable of principal events for the implementation of the Scheme remains as set out on page 8 of the Scheme Document. The version of the expected timetable in this announcement shows the actual dates populated by reference to the Court Hearing taking place on 31 July 2025.

On the basis of the current expected timetable, the Scheme is expected to become Effective immediately after 6.00 p.m. on 1 August 2025. The last day of dealings in, and for registration of transfers of, Pod Point Shares is therefore expected to be 1 August 2025. It is also expected that the listing of Pod Point Shares on the Official List and admission to trading of Pod Point Shares on the main market of the London Stock Exchange will each be cancelled with effect from 8.00 a.m. on 4 August 2025.

The Scheme remains subject to the satisfaction (or, if capable of waiver, the waiver) of the remaining Conditions to the Scheme, including the sanction of the Scheme by the Court, and the filing of the Court Order with the Registrar of Companies.

The dates and times will depend, among other things, on the dates on and/or times at which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If any of the key dates and/or times set out in the timetable change, Pod Point will give notice of this change by issuing an announcement through a Regulatory Information Service and by making such announcement available on its website at <https://investors.pod-point.com>.

service and by making such announcement available on its website at <https://investors.podpoint.com/> and, if required by the Panel, notice of the change(s) will be sent to Pod Point Shareholders and persons with information rights.

<b>Event</b>	<b>Time/date</b> <sup>(1)</sup>
<i>Certain of the following dates are subject to change (please see Note (1) below):</i>	
Court Hearing to sanction the Scheme	31 July 2025
Last day of dealings in, and registration of transfers of, Pod Point Shares	1 August 2025 <sup>(1)</sup>
Scheme Record Time and disablement of Pod Point Shares in CREST	6.00 p.m. on 1 August 2025 <sup>(1)</sup> <sup>(2)</sup>
<b>Effective Date of the Scheme</b>	immediately after 6.00 p.m. on 1 August 2025 <sup>(1)</sup>
Cancellation of listing of Pod Point Shares on the Official List and of trading of Pod Point Shares on the London Stock Exchange	By 8.00 a.m. on 4 August 2025 <sup>(1)</sup>
Latest date for despatch of cheques in respect of the Consideration and for settlement of the Consideration through CREST or other form of payment to Pod Point Shareholders	15 August 2025 <sup>(1)</sup>
Long Stop Date	11.59 p.m. on 30 September 2025 <sup>(1)</sup> <sup>(3)</sup>

(1) These times and dates are indicative only and will depend, among other things, on the date upon which the Conditions are satisfied or, if capable of waiver, waived and the date on which the Court sanctions the Scheme. The timetable is also dependent on when the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. Pod Point will give notice of any updates or changes to these dates and times, when known, by issuing an announcement through a Regulatory Information Service and, if required by the Panel, posting notice of the change(s) to Pod Point Shareholders and persons with information rights. Pod Point Share Plan participants will be contacted separately to inform them of the effect of the Acquisition on their Awards.

(2) Scheme Shareholders who are on the register of members of Pod Point as at this time are entitled to receive the Consideration under the Acquisition.

(3) This date may be extended to such date (a) as Pod Point and EDF may agree, or (b) (in a competitive situation) as may be specified by EDF with the consent of the Panel, and in each case that the Court (if required) may allow.

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Clifford Chance LLP is acting as legal adviser to EDF.

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***Important notices about financial advisers***

*Barclays Bank PLC , acting through its Investment Bank ("Barclays"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for EDF and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than EDF for providing the protections afforded to clients of Barclays nor for providing advice in relation to the matters set out in or referred to in this announcement.*

*In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Pod Point securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*Panmure Liberum Limited ("Panmure Liberum"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as Sole Financial Adviser, Sole Rule 3 Adviser and Joint Corporate Broker to Pod Point and no one else in connection with the Acquisition and the matters and arrangements set out in this announcement. Panmure Liberum will not regard any other person as its client in relation to the Acquisition or any other matter or arrangement set out in this announcement and will not be responsible to anyone other than Pod Point for providing the protections afforded to clients*

of Panmure Liberum, nor for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this announcement. Neither Panmure Liberum nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of Panmure Liberum in connection with the Acquisition, this announcement, any statement contained herein or otherwise. No representation or warranty, express or implied, is made by Panmure Liberum as to the contents of this announcement.

Canaccord Genuity Limited ("Canaccord Genuity"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Pod Point and for no-one else in connection with the matters referred to in this announcement and will not be responsible to any person other than Pod Point for providing the protections afforded to clients of Canaccord Genuity, nor for providing advice in relation to the matters referred to herein. Neither Canaccord Genuity nor any of its affiliates (nor any of its or their respective directors, officers, employees, representatives 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 Canaccord Genuity in connection with the matters referred to in this announcement, or otherwise.

### **Further Information**

*This announcement is for information purposes only and is not intended to and does not constitute, or form part of an offer, invitation or the solicitation of an offer 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, nor shall there be any sale, issuance or transfer of securities of Pod Point in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is to be implemented by way of a Takeover Offer, the offer document), which contains the full terms and conditions of the Acquisition, including details of how Pod Point Shareholders may vote in respect of the Acquisition. Any vote, approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer).*

*The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and the release of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. This announcement does not constitute a prospectus or prospectus equivalent or exempted document.*

*No person should construe the contents of this announcement as legal, financial or tax advice.*

### **Overseas jurisdictions**

*The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom, and the availability of the Acquisition to Pod Point Shareholders who are not resident in the United Kingdom, may be restricted by the laws of those jurisdictions and therefore persons into whose possession this announcement comes should inform themselves about and observe such restrictions. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by EDF or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction.*

mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such Restricted Jurisdiction. If the Acquisition is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

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

*The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the UK Listing Rules, the London Stock Exchange and the Financial Conduct Authority.*

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

*The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules.*

*If, in the future, EDF exercises its right to implement the Acquisition by way of a Takeover Offer, which is to be made into the US, such Takeover Offer will be made in compliance with the applicable US laws and regulations, including Section 14(e) and Regulation 14E under the US Exchange Act. Such a Takeover Offer would be made in the US by EDF and no one else.*

*In the event that the Acquisition is implemented by way of Takeover Offer, in compliance with applicable UK laws, EDF, its dealer manager (and their advisers or affiliates), 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 Pod Point other than pursuant to such Takeover Offer before or during the period in which such Takeover Offer would remain open for acceptance. 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 under UK laws, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the UK in accordance with applicable regulatory requirements, this information will, as applicable, also be made publicly available in the United States.*

*It may be difficult for US holders of Pod Point Shares to enforce their rights and any claim arising out of the US federal securities laws in connection with the Acquisition, since EDF and Pod Point are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Pod Point Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.*

*The financial information included in this announcement, or that may be included in the Scheme Document, has been, or will have been, prepared in accordance with accounting*

standards applicable in the United Kingdom and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US ("US GAAP"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom. None of the financial information in this announcement, or that may be included in the Scheme Document, has been, or will be, audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

*Neither the Acquisition nor this announcement have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Acquisition, or determined if the information contained in this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.*

*The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Pod Point Shares pursuant to the Acquisition will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US holder of Pod Point Shares is urged to consult their independent legal, tax and financial advisers regarding the tax consequences of the Acquisition applicable to them, including under applicable US state and local, as well as overseas and other, tax laws.*

### **Forward-looking statements**

*This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by EDF or Pod Point may contain statements about EDF and Pod Point that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "shall", "should", "anticipates", "estimates", "projects", "is subject to", "budget", "scheduled", "forecast" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of EDF's or Pod Point's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on EDF's or Pod Point's business.*

*Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of EDF and Pod Point about future events, and are therefore subject to risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. These factors include the satisfaction of the Conditions, as well as additional factors such as: increased competition, the loss of or damage to one or more key customer relationships, changes to customer ordering patterns, delays in obtaining customer approvals for engineering or price level changes, the failure of one or more key suppliers, the outcome of business or industry restructuring, the outcome of any litigation, changes in economic conditions, currency fluctuations, changes in interest and tax rates, changes in raw materials or energy market prices, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments, the failure to retain key management, or the timing and success of future acquisition opportunities or major investment projects. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in light of such factors. Neither EDF nor Pod Point, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied*

representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. All subsequent oral or written forward looking statements attributable to any member of the EDF Group or the Pod Point Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

EDF and Pod Point expressly disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

***No profit forecasts or profit estimates or quantified financial benefit statements***

No statement in this announcement is intended as, or is to be construed as, a profit forecast, profit estimate or quantified financial benefit statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Pod Point or EDF for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Pod Point or EDF.

***Disclosure requirements of the Takeover Code***

Under Rule 8.3(a) of the Takeover 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 pm (London time) on the 10th business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 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 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening

*Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

#### **Publication on website**

*A copy of this announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on EDF's website at <https://www.edfenergy.com/business-update-edf> and on Pod Point's website at <https://investors.pod-point.com/firm-offer> by no later than 12.00 noon (London time) on the Business Day following the publication of this announcement.*

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

#### **Electronic Communications**

*Please be aware that addresses, electronic addresses and certain other information provided by Pod Point Shareholders, persons with information rights and other relevant persons for the receipt of communications from Pod Point may be provided to EDF during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code.*

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

*In accordance with Rule 30.3 of the Takeover Code, Pod Point Shareholders, participants in the Pod Point Share Plans and persons with information rights may request a hard copy of this announcement, free of charge, by contacting Pod Point's registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or by calling +44 (0) 371 384 2030. Calls are charged at the standard geographic rate and will vary by provider. If calling from outside the United Kingdom, please ensure the country code is used. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 am to 5.30 pm (London time), Monday to Friday (except public holidays in England and Wales). 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. Such persons may also request that all future documents, announcements and information in relation to the Acquisition are sent to them 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.*

#### **General**

*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.*

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

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