



# UK Public M&A Update

Q3 2021



## Overview

18 firm offers were announced in Q3 2021 (compared to 14 in Q2 2021 and 13 in Q1 2021), with a combined offer value of approximately £36.9 billion (representing an increase from £10.09 billion in Q2 2021). Of those 18 offers, 14 were all cash and two of the cash offers were announced and lapsed during the same quarter.

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

- advising Wm Morrison Supermarkets PLC on the competing cash offers from, and subsequent Takeover Code auction between, Fortress and by Clayton, Dubilier & Rice, LLP;
- advising Augean Plc on the competing offers from, and subsequent Takeover Code auction between, Morgan Stanley Infrastructure Inc. and a consortium comprising Ancala Partners LLP and Fiera Infrastructure Inc.;
- advising Credit Suisse, Goldman Sachs and Rothschild & Co on the £2.58 billion recommended cash offer for Ultra Electronics Holdings plc by Cobham Group Holdings Limited;
- advising Evercore on the £6.2 billion recommended merger between Avast plc and NortonLifeLock Inc.;
- advising Citigroup Global Markets Limited and Lazard & Co., Ltd on the £969 million recommended cash offer for GCP Student Living plc by Scape Living plc and iQSA Holdco Limited; and
- advising Huon Aquaculture Group Ltd on the A\$545 million acquisition by JBS Australia.

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

|                                      |        |
|--------------------------------------|--------|
| Announced bids                       | 18     |
| Recommended on announcement          | 16     |
| Schemes of arrangement               | 14     |
| Average of bid premia (% unweighted) | 45.41% |
| Average of bid premia (% weighted)   | 52.65% |

Q3 was relatively quiet from a regulatory and legal perspective though there are a couple of items worth noting including the publication by the Panel of its Annual Report and Accounts for the year ended 31 March 2021 and the conclusion by the Code Committee that it should not make any changes to the existing regime under Rule 2 of the Takeover Code regarding the disclosure of takeover approaches. In addition, a new edition (the thirteenth edition) of the Takeover Code was published on 5 July 2021 reflecting amendments made by Instruments 2021/1 and 2021/2 (as noted in our [Q2 2021 Update](#)). Instruments 2021/3 (amending to reflect the renaming of the Institute of Chartered Secretaries and Administrators as The Chartered Governance Institute UK & Ireland), 2021/4 (reducing the fees and charges which are payable in accordance with section 13 of the Introduction to the Code by approximately 25%) and 2021/5 (amending Section 8 of the Introduction to the Code to reflect the fact that the Chair and Deputy Chairs of the Takeover Appeal Board are appointed by the Master of Rolls) each took effect on 2 August 2021.

Further details of these developments are set out in the *News digest* on page 2 of this publication.

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# News digest

## The Panel publishes its 2021 Annual Report and Accounts

Following last year's delayed publication on account of the Covid-19 disruption, the Panel published its latest Annual Report and Accounts, for the year ended 31 March 2021, as it customarily does in July.

Key points from the latest Annual Report and Accounts include the following.

- As readers will be aware, the last year has been severely impacted by the Covid-19 pandemic and the Panel, much like other organisations globally, operated on a remote basis with all employees working from home.
- Activity levels during the first quarter of the last financial year were very low though by the end of the year, activity levels had returned to a more normal level with November and December amongst the strongest months in recent years.
- Overall, the year ended 31 March 2021 saw 48 announced firm offers (a decrease of 17 from the previous year) of which eight had an offer value of greater than £1 billion (compared to 11 in the previous year).
- As with previous years, there has been a continued prevalence of bids by private equity and similar investors and the Panel Executive is reviewing its practice in these areas to ensure it provides a consistent and appropriate approach to the issues that arise.
- The Panel issued nine educational/warning letters and no letters of private censure in the last year.
- During the year, the Code Committee consulted on a number of changes to the Takeover Code in relation to offer timetables and the application of regulatory conditions. These have now been implemented (further details of which can be found in our previous Quarterly Updates in the last 12 months).
- There have been various personnel changes announced including the extension of Simon Lindsay's term as Director General (he has now been replaced by Ian Hart of UBS) and the announced retirement of Tony Pullinger, one of the Deputy Directors General, who will be replaced by James Arculus. Richard Murley also stepped down as Chair of the Code Committee and has been replaced by Chris Saul.

## Panel News

In the light of a number of recent situations, in which takeover approaches were kept confidential for a long period of time without any announcement being made or required, a concern was raised with the Panel about the timing of the disclosure of such approaches. As a result, the Code Committee has reviewed the current rules and consulted with a range of external parties on whether the requirements of the Takeover Code in this area should be expanded. The Code Committee concluded that it should not make any changes to the existing regime under Rule 2 regarding the disclosure of takeover approaches.

On 5 July 2021, the Panel published the Thirteenth edition of the Takeover Code, reflecting amendments made by Instruments 2021/1 and 2021/2 and applying to all firm offers announced on or after 5 July 2021 (as noted in our [Q2 2021 Update](#)) as well as updated checklists for offers which are subject to the Thirteenth edition of the Code.

Minor amendments to the Takeover Code were made by Instruments 2021/3 (amending to reflect the renaming of the Institute of Chartered Secretaries and Administrators as The Chartered Governance Institute UK & Ireland), 2021/4 (reducing the fees and charges which are payable in accordance with section 13 of the Introduction to the Code by approximately 25%) and 2021/5 (amending Section 8 of the Introduction to the Code to reflect the fact that the Chair and Deputy Chairs of the Takeover Appeal Board are appointed by the Master of Rolls) and each of these took effect on 2 August 2021.



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# Appendix: Announced\* UK takeover bids (1 July 2021 to 30 September 2021)

| Target (Market)                              | Bidder  | Bid value*  | Bid premium**       | Recommended | Hostile / No Recommendation | Rule 9 offer | Cash            | Shares (L/U/A) | Other consideration | Mix and match | Offer*** | Partial Offer | Scheme | Offer-related arrangements <sup>□</sup> | Formal sale process | Non-solicit undertaking of bid in shareholder irrevocable | Matching / Topping rights**** | Shareholder vote | Profit forecast/Q/FBS |
|--|---|---|---------------------|-------------|-----------------------------|--------------|-----------------|----------------|---------------------|---------------|----------|---------------|--------|---|---------------------|---|-------------------------------|------------------|-----------------------|
| Wm Morrison Supermarkets PLC (Main Market)   | Clayton Dubilier & Rice, LLC (CD&R)                                       | £7.1 billion <sup>1</sup>   | 61%                 | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C2</sup>                         |                     |   |                               | ●T               |                       |
| Vectura Group plc (Main Market)              | Philip Morris International Inc.  | £1.02 billion <sup>3</sup>  | 60%                 | ●           |                             |              | ●               |                |                     |               | ●        |               |        | ● <sup>C4</sup>                         |                     |   |                               |                  |                       |
| GCP Student Living PLC (Main Market)         | (1) Scape Living plc; and (2) iQSA Holdco Limited                         | £969 million  | 30.7%               | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C5</sup>                         |                     |   |                               |                  |                       |
| Sumo Group plc (AIM)                         | Tencent Holdings Limited  | £919 million  | 43.3%               | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C</sup>                          |                     |   | ● <sup>6</sup>                |                  |                       |
| Good Energy Group PLC (AIM)                  | Ecotricity Group Limited  | £69.9 million <sup>7</sup>  | 23.5%               |             | ●                           |              | ●               |                |                     |               | ●        |               |        |   |                     |   |                               |                  |                       |
| Charles Stanley Group PLC (Main Market)      | Raymond James Financial, Inc.   | £278.8 million  | 43.5%               | ●           |                             |              |                 |                | ● <sup>8</sup>      |               |          |               | ●      | ● <sup>C9</sup>                         |                     |   |                               |                  |                       |
| Augean plc (AIM)                             | (1) Ancala Partners LLP <sup>10</sup> ; and (2) Fiera Infrastructure Inc. | £390 million <sup>11</sup>  | 49.7%               | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C</sup>                          |                     |   |                               |                  |                       |
| Meggitt PLC (Main Market)                    | Parker-Hannifin Corporation   | £6.3 billion  | 70.5% <sup>12</sup> | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C13</sup>                        |                     |   |                               |                  |                       |
| Avast plc (Main Market)                      | NortonLifeLock Inc.   | US\$8.1 billion to US\$8.6 billion (approximately £5.8 billion to £6.2 billion) | 20.7%               | ●           |                             |              |                 |                | ● <sup>14</sup>     |               |          |               | ●      | ● <sup>CR15</sup>                       |                     |   |                               | ●B               | ● <sup>16</sup>       |
| Stock Spirits Group PLC (Main Market)        | CVC Advisers Limited  | £767 million  | 41%                 | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>17</sup>                         |                     |   |                               |                  |                       |
| Ultra Electronics Holdings plc (Main Market) | Cobham Group Holdings Limited   | £2.58 billion   | 63.1%               | ●           |                             |              | ● <sup>18</sup> |                |                     |               |          |               | ●      | ● <sup>19</sup>                         |                     |   |                               |                  |                       |
| Bacanora Lithium plc (AIM)                   | Ganfeng International Trading (Shanghai) Limited                          | £281.7 million  | 63%                 | ●           |                             |              |                 |                | ● <sup>20</sup>     |               | ●        |               |        |   |                     |   | ● <sup>21</sup>               | ●T               |                       |
| Sanne Group plc (Main Market)                | Apex Group Ltd.   | £1.51 billion   | 53%                 | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>C</sup>                          |                     |   |                               |                  |                       |
| Drum Income Plus REIT plc (Main Market)      | Custodian REIT plc  | £21.4 million   | 7.8%                | ●           |                             |              |                 | ● <sup>L</sup> |                     |               |          |               | ●      |   |                     |   |                               |                  |                       |
| Watchstone Group plc (AQSE Growth Market)    | Polygon Global Partners LLP   | £17.49 million <sup>22</sup>  | NP                  |             | ●                           | ●            | ●               |                |                     |               | ●        |               |        |   |                     |   |                               |                  |                       |
| Blue Prism Group plc                         | Vista Equity Partners   | £1.1 billion  | 35.2%               | ●           |                             |              | ●               |                |                     |               |          |               | ●      | ● <sup>23</sup>                         |                     |   |                               |                  |                       |

## Key

\* This table includes details of takeovers, set out in chronological order, in respect of which a firm intention to make an offer has been announced under Rule 2.7 of the Code during the period under review. It excludes offers by existing majority shareholders for minority positions

\*\* Premium of the offer price over the target's share price immediately prior to the commencement of the relevant offer period

\*\*\* Standard 90% (waivable) acceptance condition, unless otherwise stated

\*\*\*\* In shareholders' irrevocables (unless indicated otherwise)

□ Permitted agreements under Rule 21.2 of the Code

A AIM traded shares

C Co-operation agreement / bid conduct agreement

F Break fee given under formal sale process or white knight dispensation

L Listed / traded shares

NP No premium given in offer documentation or nil premium

R Reverse break fee

S Standstill agreement

U Untraded shares

B Bidder shareholder approval

T Target shareholder approval



1. Morrisons is also subject to a competing offer by Fortress Investment Group, LLC (Fortress). The aggregate value of the original offer by Fortress announced on 3 July 2021 was £6.3 billion, subsequently increased to £6.7 billion as announced on 6 August 2021. An offer of 285 pence per share was subsequently announced by CD&R on 19 August 2021. According to the target offer update announcement dated 8 September 2021, on the basis that neither Fortress nor CD&R had declared their offers final, such that either offer may be further increased or otherwise revised, a competitive situation continued to exist. In order to provide sufficient time for the resolution of this competitive situation, the Board of Morrisons published and posted the scheme document, containing further information about the CD&R offer and notices of the court meeting and the general meeting to approve the CD&R offer together with the associated forms of proxy, to the Morrisons shareholders on 27 September 2021. The Panel Executive previously consented to this arrangement. The CD&R meetings will be convened for a date in or around the week commencing 18 October 2021. The meetings to approve the Fortress offer will be adjourned until the same date. An auction procedure took place on Saturday 2 October 2021 and it consisted of a maximum of five rounds. The Takeover Panel announced that the auction procedure had ended and the offers of CD&R and Fortress were 287 pence per Morrisons ordinary share and 286 pence per Morrisons ordinary share respectively. On 4 October 2021 following completion of the auction procedure, CD&R announced its revised cash offer of 287 pence for each Morrisons share which the board of Morrisons intends to recommend unanimously.
2. CD&R, Morrisons and their respective legal advisers entered into a clean team agreement, the purpose of which is to stipulate the procedure for the sharing of CD&R and Morrisons' commercially sensitive information with each other during the due diligence exercise to ensure that the exchange of such commercially sensitive information remains compliant with antitrust laws and to ensure that such sharing does not constitute a waiver of privilege, right or immunity otherwise available.
3. The aggregate value of the original offer announced on 9 July 2021 was £1.045 billion, but an increased offer of 165 pence per share was subsequently announced on 8 August 2021, which values the entire issued and to be issued ordinary share capital of Vectura at approximately £1.02 billion. Vectura was also subject to a competing offer by the Carlyle Group (Carlyle) and due to the competing offers for Vectura, the Takeover Panel established an auction process, which subsequently did not proceed as Carlyle announced a 'no-increase' statement prior to the commencement of the auction. On 18 August 2021, Philip Morris International Inc. (PMI) announced that it has acquired an interest in 135,517,395 Vectura shares at a price of 165 pence per share, representing approximately 22.61% of the issued share capital. On 19 August 2021, PMI announced that it has acquired a further interest in 39,287,048 Vectura shares at a price of 165 pence per share, representing approximately 6.55% of the issued share capital of Vectura. As a result, PMI owns a total of 174,804,443 Vectura shares, representing approximately 29.16% of the ordinary share capital of Vectura. PMI stated that it does not currently intend to make any further market purchases of Vectura shares.
4. There is a clean team and joint defence agreement between each of Philip Morris Products S.A., Vectura and their respective counsel the purpose of which is to ensure that the exchange and/or disclosure of certain materials relating to the parties and in relation to, in particular, the regulatory workstreams (including foreign investment and antitrust) only takes place between their respective legal counsel and external experts, and does not diminish in any way the confidentiality of such materials and does not result in a waiver of any privilege, right or immunity that might otherwise be available.
5. There is (a) a standstill and exclusivity undertaking by each of APG, Scape Living, iQ and Blackstone LLP undertook to one another under the standstill and exclusivity undertaking to vote against any resolution to approve any proposal competing with the acquisition, (b) a separation agreement entered into by Scape Living, iQ, Bidco and various affiliates of each of Scape Living and iQ under which, as soon as possible following the effective date, all existing real estate assets (or the companies in which they are held) owned by the GCP group (the GCP Real Estate Assets) will be transferred to Scape Living and iQ or their respective affiliates, (c) a shareholders' agreement entered into by Scape Living, iQ and Gemini Jersey JV GP Limited (General Partner) with respect to the governance arrangements of the General Partner, and (d) a limited partnership agreement entered into by Scape Living, iQ and the General Partner with respect to the governance arrangements of Bidco.
6. In the event of a higher competing offer being announced which represents an improvement of 10% or more on the value of Sixjoy Hong Kong Limited's (Tencent's bidco) offer, the irrevocable undertaking given by Perwyn Bidco (UK) II Limited will not lapse unless Bidco fails to announce, within 7 days of such higher competing offer being announced, a revised offer for Sumo which is at least as favourable as the value of the competing offer.
7. Good Energy Group PLC (Good Energy) was previously the subject of a possible offer by Ecotricity Group Limited (Ecotricity), which was subsequently changed to a hostile bid, as announced on 22 July 2021. On 18 August 2021, the board of Good Energy published a response reiterating its recommendation that shareholders should reject the offer by taking no action. In response, Ecotricity announced an increased offer of 400 pence in cash per share for the entire issued and to be issued share capital of Good Energy not already owned by Ecotricity. On 23 September, Good Energy's board published a second response further criticising the increased offer. On 24 September 2021, Ecotricity announced that, due to the continuing uncertainty in the energy market with soaring prices and supplier failures, Ecotricity wishes to bring the offer process to a conclusion as soon as possible. Therefore, Ecotricity announced that it was bringing forward the unconditional date from 10 October 2021 to 8 October 2021 by making an acceleration statement under Rule 31.5 of the Code.
8. As an alternative to part or all of the cash consideration to which they would otherwise be entitled under the terms of the acquisition, Charles Stanley shareholders (other than Charles Stanley shareholders resident or located in a Restricted Jurisdiction, including the US) will be able to elect to receive the unsecured £1 loan notes to be issued by Bidco (Loan Notes). The Loan Note alternative will be made available on the basis of £1 nominal value for every £1 of cash to which a Charles Stanley shareholder would otherwise be entitled.
9. Raymond James entered into a non-binding memorandum of understanding in relation to the Charles Stanley Pension Scheme with the trustees and Charles Stanley & Co Ltd (CSC) as the principal employer under which Raymond James provided certain confirmations in relation to its ongoing support for the Charles Stanley Pension Scheme.
10. Eleia Limited (Bidco), North Atlantic Smaller Companies Investment Trust plc (NASCIT) and Oryx International Growth Fund Limited (Oryx) (together defined as Harwood Capital) entered into a compensation agreement on 21 September 2021, with the purpose of paying the Bidco or an affiliate of the Bidco a sum as compensation for its costs incurred in connection with the offer in the event Antwerp Management Limited (Morgan Stanley Bidco) obtained a successful offer.
11. The aggregate value of the original offer by Morgan Stanley Infrastructure Inc. (Morgan Stanley) announced on 30 July 2021 was £314.9 million, which was increased to £356.9 million and further increased to £378.9 million. Auegan was subject to a competing offer of £341.2 million by Ancala Partners LLP and Fiera Infrastructure Inc. announced on 24 August 2021, which was increased to £390 million. On 16 September 2021, the Panel announced that it had established an agreed auction procedure, which has now ended and following its conclusion, the offers of Morgan Stanley and Ancala Partners LLP and Fiera Infrastructure Inc. are 361 pence per share and 372 pence per share respectively. Ancala Partners LLP and Fiera Infrastructure Inc.'s offer was subsequently recommended by the Auegan board. The Morgan Stanley offer lapsed on 1 October 2021 in accordance with the conditions as set out in the scheme arrangement.
12. In relation to the Ex-Dividend Closing Price per Vectura Share
13. There is (a) a due diligence clean team agreement entered into by Parker and Meggitt which sets out how any confidential information that is commercially sensitive can be disclosed, used or shared for the purposes of due diligence, synergies evaluation, integration planning and regulatory clearance, (b) a confidentiality and joint defence agreement entered into by Parker, Meggitt and their respective legal counsel entered into a confidentiality and joint defence agreement, the purpose of which is to ensure that the exchange and/or disclosure of certain materials relating to the parties and in relation to, in particular, the anti-trust and regulatory workstream only takes place between their respective legal counsel and external experts, and (c) a pension memorandum of understanding entered into by Parker, the trustee of the Meggitt UK Defined Benefit Pension Plan and Meggitt setting out the parties' agreement with respect to the future funding of the Meggitt UK Defined Benefit Pension Plan.
14. The Majority Cash Option comprises approximately 90% by value in cash and approximately 10% by value in new NortonLifeLock shares. As an alternative to the Majority Cash Option, Bidco will make available to Avast shareholders the option to elect for a different mix of cash and share consideration, pursuant to which Avast shareholders (other than those resident in a Restricted Jurisdiction) may elect to receive approximately 31% by value in cash and approximately 69% by value in new NortonLifeLock shares. In addition to the consideration, Avast shareholders will be entitled to receive certain agreed ordinary course Avast dividends prior to the completion of the merger.
15. NortonLifeLock, Avast, and certain of their respective external regulatory counsel, entered into a clean team and joint defence agreement to ensure that the exchange and/or disclosure of certain materials relating to the parties only takes place between their respective external regulatory counsel and external experts. Further, under the co-operation agreement, NortonLifeLock has undertaken that if, on or prior to the Long Stop Date, any certain specified circumstances occurs, subject to certain qualifications, it will pay a break fee to Avast. The amount of the break fee payable by NortonLifeLock would (subject to certain conditions) be between US\$100-300 million depending on the event.
16. The Rule 2.7 announcement contains statements of estimated cost savings and synergies arising from the merger (a quantified financial benefits statement (QFBS)) which includes a belief that the combination will generate run-rate annual cost synergies of approximately US\$280 million by the end of the second year following completion of the merger. The QFBS has been reported on by Deloitte, as reporting accountant to NortonLifeLock and Evercore Partners International LLP, as financial adviser to NortonLifeLock.
17. CVC Advisers (Polska) sp. z o.o and Stock Spirits entered into a clean team confidentiality agreement which set out certain procedures for the exchange and use of competitively sensitive information in order to ensure that the exchange of such information does not give rise to any infringement of antitrust law. Further, CVC Advisers (Polska) sp. z o.o, Stock Spirits, Clifford Chance LLP and Slaughter and May entered into a joint defence agreement which set out certain procedures for the exchange and use of competitively sensitive information in order to ensure that the exchange of such information does not give rise to any infringement of antitrust law.
18. In addition, Ultra shareholders will be entitled to receive, without any consequential reduction in the consideration, the interim cash dividend of 16.2 pence per Ultra share announced by Ultra on 19 July 2021, which is due to be paid by Ultra on 17 September 2021 to those Ultra shareholders who appear on the register of members of Ultra as at 27 August 2021.
19. AIC, Cobham Limited, Ultra and their respective legal counsels entered into the joint defence agreement to ensure that any exchange and/or disclosure of confidential information relating to the parties and in relation to, in particular, the anti-trust workstream, only takes place between their respective legal counsel and external experts, does not diminish in any way the confidentiality of such materials, and does not result in a waiver of any privilege, right or immunity that might otherwise be available. Further, Ultra and Cobham Limited executed a clean team agreement to regulate the terms on which only a selected group of individuals at AIC and Cobham Limited can access information that Ultra would consider "commercially sensitive", primarily for the purposes of integration planning.
20. 67.5 pence in cash from Ganfeng and 0.23589 Zinnwald Lithium plc (Zinnwald) shares to be distributed by Bacanora, for each Bacanora share. Under the terms of the distribution of Zinnwald shares, Bacanora shareholders (including Ganfeng) will be entitled to receive 0.23589 Zinnwald shares in exchange for each Bacanora share they hold on the date the offer becomes or is declared unconditional.
21. The irrevocable undertakings will remain binding in the event of a higher competing offer and will cease being binding if: (a) the offer document is not published within 28 days of the date of release of the Rule 2.7 announcement (or within such longer period as Ganfeng, with the consent of the Panel, may determine); (b) any competing offer for the issued and to be issued Bacanora shares is made which is declared unconditional (if implemented by way of a takeover offer) or otherwise becomes effective (if implemented by way of a scheme of arrangement); or (c) the offer lapses or is withdrawn.
22. On 1 July 2021, Polygon Global Partners LLP (Polygon) announced the terms of its mandatory cash offer to acquire the entire issued and to be issued ordinary share capital of Watchstone Group plc (Watchstone), which it subsequently increased on 31 August 2021 (Offer). As at 14 September 2021, Polygon had received valid acceptance of a total of 876,846 Watchstone shares, representing approximately 1.90 per cent of the issued share capital of Watchstone. The acceptances received on 14 September 2021, together with Watchstone shares acquired before or during the Offer, result in Polygon and any person acting in concert with it holding 14,688,346 Watchstone shares, representing 31.90 per cent of Watchstone's issued share capital. The Offer was subject to Polygon receiving valid acceptances and/or agreeing to acquire Watchstone shares carrying 50 per cent of the voting rights normally exercisable at a general meeting of Watchstone. As such, the acceptance condition was not satisfied and the Offer lapsed.
23. On 28 September 2021, Blue Prism Group plc (Blue Prism) and Bali Bidco Limited (Bidco) entered into a co-operation agreement under which they have agreed, among other things, certain arrangements in respect of employees and the Bidco share plans and Bidco has also agreed to certain provisions if the scheme should switch to a takeover offer. In addition, the Blue Prism directors have agreed to pay a cash bonus to certain employees, subject to the acquisition becoming effective. Bidco has consented to these bonuses and has acknowledged this arrangement under the co-operation agreement. Blue Prism and VEPM entered into a clean team protocol, in order to ensure the due diligence exercise and the exchange of commercially sensitive information remains compliant with antitrust laws. Lastly, Blue Prism, VEPM and their respective legal advisers have also entered into a confidentiality and joint defence agreement, the purpose of which is to ensure that certain information relating to the Blue Prism group is only shared with VEPM on an "Outside Counsel/Retained Experts Only" basis, the sharing of such information does not diminish in any way the confidentiality of such materials and does not result in a waiver of any privilege, right or immunity that might otherwise be available.

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