

(RNS) Corp.Fin.Europeenne Acceptance Level Announcement
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Corporation Financiere EuropeenneSA
01 March 2022

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION
FOR IMMEDIATE RELEASE

1 March 2022

MANDATORY CASH OFFER BY CORPORATION FINANCIÈRE EUROPÉENNE
S.A. ("CFE")

FOR

CIP MERCHANT CAPITAL LIMITED ("CIP")

ACCEPTANCE LEVEL UPDATE

1 Background

On 14 January 2022, CFE unconditionally agreed to acquire 1,091,000 CIP Shares at a price of 55 pence per CIP Share from a single shareholder (the "Acquisition").

As a result of the Acquisition, under Rule 9 of the Takeover Code, CFE made a mandatory cash offer (the "Offer") for the CIP Shares not already held by CFE (or any persons acting in concert with it), at a price of 55 pence per CIP Share (such price being no less than the highest price paid by CFE (or any persons acting in concert with it) for any CIP Share during the 12 months prior to the date of the Rule 2.7 Announcement).

The full terms of, and conditions to, the Offer and the procedures for acceptance set out in the offer document dated 31 January 2022 (the "Offer Document").

Defined terms used but not defined in this announcement have the same meanings as set out in the Offer Document.

2 Conditions to the Offer

The Offer is conditional upon valid acceptances being received by CFE in respect of such number of CIP Shares which, together with CIP Shares acquired, or agreed to be acquired, by CFE (whether pursuant to the Offer or otherwise) would result in CFE holding more than 50 per cent. of CIP's voting rights.

The Offer is subject to the Acceptance Condition and the further terms set out in Part II of the Offer Document.

3 Level of acceptances

In accordance with Rule 17 of the Code, CFE announces that, as at 3.00 p.m. on 28 February 2022, valid acceptances of the Offer had been received in respect of 120,235 CIP Shares, representing 0.32 per cent. of the CIP Shares to which the Offer relates, which CFE may count towards the satisfaction of the Acceptance Condition.

So far as CFE is aware, none of these acceptances had been received from persons acting in concert with CFE.

In addition, CFE holds 17,490,317 CIP Shares, which together with 884,304 shares purchased on 25 February 2022, equates to an interest of 18,374,621 CIP Shares representing approximately 33.4 per cent. of CIP's issued ordinary share capital.

In aggregate, CFE either owns, is interested in or has received valid acceptances in respect of 33.6 per cent. of the issued share capital of CIP.

CIP Shareholders are reminded that, as a summary and subject to the fuller description in the Offer Document, the Acceptance Condition shall be satisfied should CFE receive valid acceptances and/or acquire or agree to acquire CIP Shares which carry more than 50 per cent. of the voting rights then exercisable at a general meeting of CIP.

Interests in relevant securities

As at close of business on 28 February 2022, being the latest practicable date prior to publication of this announcement, CFE held 17,490,317 CIP Shares, which together with the 884,304 shares purchased on 25 February 2022, equates to an interest of 18,374,621 CIP Shares representing approximately 33.4 per cent. of CIP's issued ordinary share capital.

Save as disclosed above, as at 28 February 2022, neither CFE, nor any of the Directors of CFE nor any of such directors' related parties, nor any person acting in concert with CFE held any interest in, or right to subscribe for, or any short position in, including any short position under a derivative in relation to, is party to, any agreement to sell or has any delivery obligation or right to require another person to purchase or take delivery of, any relevant securities of CIP, nor, save for any borrowed shares which have either been on-lent or sold, had borrowed or lent any relevant securities of CIP (including for these purposes any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the City Code), nor has any such person dealt in relevant securities of CIP during the disclosure period.

4 Procedure for acceptance of the Offer

CIP Shareholders who have not yet accepted the Offer are urged to do so by the following deadlines:

- **If you hold CIP Shares in certificated form (that is, not in CREST),** you should complete and return the Form of Acceptance as soon as possible and in any event so as to be received by the Receiving Agent at Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 1.00 p.m. on 1 April 2022.
- **If you hold your CIP Shares in uncertificated form (that is, in CREST),** you should ensure that an electronic acceptance is made by you or on your behalf and that settlement is made no later than 1.00 p.m. on 1 April 2022.

Full details on how to accept the Offer are set out in the Offer Document, a copy of which is available on CFE's website at <https://cfe-finance.com/public-documents/>.

5 Compulsory acquisition, de-listing and re-registration

If the Offer becomes, or is declared, unconditional and CFE has by virtue of its shareholdings and valid acceptances of the Offer, acquired or agreed to acquire CIP Shares carrying at least 75 per cent of the voting rights attaching to the share capital of CIP, CFE intends to procure that CIP will make an application for the cancellation of admission to trading of the CIP Shares on AIM.

It is anticipated that the cancellation of admission to trading on AIM will take effect no earlier than 20 Business Days after either: (a) the date on which CFE has fulfilled the Cancellation Requirement; or (b) the first date of issue of compulsory acquisition notices under Part XVIII of the Companies Law, as applicable. CFE will notify CIP Shareholders when the Cancellation Requirement has been satisfied and confirm that the 20 Business Day notice period has commenced and the anticipated date of cancellation.

The cancellation of the admission to trading on AIM of the CIP Shares would significantly reduce the liquidity and marketability of any CIP Shares in respect of which valid acceptances of the Offer have not been submitted at that time and their value may be affected as a consequence. Any remaining CIP Shareholders would become minority shareholders in a privately controlled company and may be unable to sell their CIP Shares and there can be no certainty that any dividends or other distributions shall be made by CIP, or that the CIP Shareholders shall again be offered as much for the CIP Shares held by them as under the Offer.

If CFE receives valid acceptances under the Offer in respect of, or otherwise acquires, 90 per cent in value of the CIP Shares to which the Offer relates, CFE intends to exercise its rights pursuant to Part XVIII of the Companies Law to acquire compulsorily the remaining CIP Shares in respect of which the Offer has not been accepted on the same terms as the Offer.

Enquiries

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Important Notices

This announcement is not intended to and does not constitute an offer to sell, or form part of, or constitute the solicitation of an offer to purchase any securities. The full terms and condition of the Offer are set out in the Offer Document and the accompanying form of acceptance. In deciding whether or not to accept the Offer, CIP Shareholders must rely solely on the terms and conditions of the Offer and the information contained, and the procedures described, in the Offer Document and the accompanying form of acceptance.

Investec Bank plc ("Investec"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively as financial adviser for CFE and no one else in relation to the Offer and/or other matters set out in this announcement and will not be responsible to anyone other than CFE for providing the protections afforded to the clients of Investec, or for providing advice in relation to the Offer, the contents of this announcement or any other matter referred to herein. 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 Offer, this announcement, any statement contained herein or otherwise.

Unless otherwise determined by CFE, the Offer Document is not being, and will not be, delivered directly or indirectly in or into the Restricted Jurisdictions. CFE has made the Offer to Restricted Overseas Persons by way of a notice in La Gazette Officielle. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements. Custodians, nominees and trustees should observe these restrictions and should not send or distribute this announcement in or into the Restricted Jurisdictions.

The directors of CFE accept responsibility for the information (including any expressions of opinion) contained in this announcement. To the best of the knowledge and belief of the directors of CFE (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of that information.

Disclosure requirements of the Takeover Code on Takeovers and Mergers

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent or more of any class of relevant securities of a CIP 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 3.30pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30pm (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 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 3.30pm (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 Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Publication on website

A copy of this announcement and all other documents, announcements or information published in relation to the Offer, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, will be made available, free of charge, at <https://cfe-finance.com/public-documents/> by no later than 12 noon (London time) on 1 March 2022. For the avoidance of doubt, the contents of this website are not incorporated into and do not form part of this announcement.

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