

Statement regarding revised possible cash offer from ABC Technologies Inc. and extension of Rule 2.6 deadline

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TI Fluid Systems →

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THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

LONDON, Oct. 12, 2024 /PRNewswire/ -- On 14 September 2024, the Board of TI Fluid Systems confirmed that it had received, and rejected, a highly preliminary and non-binding all-cash proposal from ABC Technologies Inc. ("ABC Technologies"), a company majority-owned by investment funds managed by Apollo Management IX, L.P., to acquire TI Fluid Systems at a price of 176 pence per share. This followed a previous proposal at 165 pence per share.

ABC Technologies subsequently submitted further all-cash proposals to acquire TI Fluid Systems at prices of 188 and 195 pence per share, both of which were rejected by the Board. Following limited access to management, on 10 October 2024, ABC Technologies submitted its fifth all-cash proposal to

acquire TI Fluid Systems at a price of 200 pence per share, subject to the satisfaction or waiver of a number of pre-conditions, including completion of satisfactory due diligence and the agreement of definitive transaction documentation (the "Proposal").

The Proposal represents a premium of approximately:

- 51.9% to the volume weighted average price of 131.7 pence for the 90-day period to 13 September 2024, being the last business day prior to the commencement of the offer period;
- 53.4% to the closing price of 130.4 pence on 21 August 2024, being the last business day prior to ABC Technologies submitting its first proposal to the TI Fluid Systems Board; and
- 37.2% to the closing price of 145.8 pence on 13 September 2024, being the last business day prior to the commencement of the offer period.

The Company remains confident in its strategy. However, having considered the Proposal and having consulted with its financial and legal advisers, the Board has confirmed to ABC Technologies that, should a firm offer be made pursuant to Rule 2.7 of the Code on the same financial terms as the Proposal, it would be minded to recommend it to shareholders.

In order to allow ABC Technologies to conclude due diligence, finalise financing and for the negotiation of definitive transaction documentation, ABC Technologies has requested, and the Board of TI Fluid Systems and the Panel on Takeovers and Mergers (the "Takeover Panel") have consented to, an extension of the "Put Up or Shut Up" deadline.

Consequently, in accordance with Rule 2.6(c) of the Code, ABC Technologies is now required, by not later than 5.00 p.m. (London time) on 8 November 2024 to either announce a firm intention to make an offer for TI Fluid Systems in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended by the Board of TI Fluid Systems, with the consent of the Takeover Panel, in accordance with Rule 2.6(c) of the Code.

There can be no certainty that a firm offer will ultimately be made for TI Fluid Systems by ABC Technologies. A further announcement will be made as and when appropriate.

This announcement has been made with the consent of ABC Technologies.

In accordance with Rule 2.5(a) of the Code, ABC Technologies reserves the following rights:

a) to introduce other forms of consideration and/or to vary the composition of the consideration;

b) to make an offer for TI Fluid Systems at a lower value or on less favourable terms than those described in this announcement:

i) with the recommendation or consent of the Board of TI Fluid Systems;

ii) if a third party announces a firm intention to make an offer for TI Fluid Systems on less favourable terms than the Proposal; and

iii) following the announcement by TI Fluid Systems of a "whitewash" proposal (see Note 1 of the Notes on Dispensations from Rule 9 of the Code); and

c) to reduce its offer by the amount of any dividend that is announced, declared, made or paid by TI Fluid Systems after the date of this announcement and prior to completion.

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Important information

Goldman Sachs International ("Goldman Sachs"), 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 TI Fluid Systems and no one else in connection with the Proposal or any other matter referred to in this announcement and will not be responsible to anyone other than TI Fluid Systems for providing the protections offered to clients of Goldman Sachs or for providing advice in relation to the contents of this announcement or any matters referred to herein.

Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as joint financial adviser and corporate broker to TI Fluid Systems 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 TI Fluid Systems for providing the protections afforded to clients of Peel Hunt, nor for providing advice in relation to the matters referred to herein. Neither Peel Hunt 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 Peel Hunt in connection with the matters referred to in this announcement, or otherwise.

This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) No 596/2014 (as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018). Upon publication of this announcement, this inside information will be considered to be in the public domain. The person responsible for arranging the release of this announcement on behalf of the Company is Janis Acosta.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities whether pursuant to this announcement or otherwise.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

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 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 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 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 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. 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.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at [**www.TIFluidSystems.com**](http://www.TIFluidSystems.com) by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.