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29 November 2024

To: Employees and employee representatives of TI Fluid Systems plc (“**TI Fluid Systems**”)

## **PUBLICATION OF RECOMMENDED CASH OFFER ANNOUNCEMENT**

On 29 November 2024, the boards of TI Fluid Systems and ABC Technologies Acquisitions Limited (“**Bidco**”) announced that they had reached agreement on the terms of a recommended cash offer pursuant to which Bidco will acquire the entire issued, and to be issued, share capital of TI Fluid Systems (the “**Acquisition**”). It is intended that the Acquisition will be implemented by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006.

In accordance with Rule 2.11(b)(ii) of the City Code on Takeovers and Mergers (the “**Code**”), please accept this letter as notification that a copy of the announcement made pursuant to Rule 2.7 of the Code in connection with the Acquisition (the “**Announcement**”) is readily available to you on the TI Fluid Systems website at the following address: <https://tifluidsystems.com/>. A copy of the Announcement, this letter and all other information, documents and announcements relating to the Acquisition will remain available during the course of the Acquisition on the above website. For the avoidance of doubt, the content of TI Fluid Systems’ website is not incorporated into, and does not form part of, this letter.

This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

Yours faithfully,

**Janis Acosta**  
**Chief Legal Officer and Company Secretary**  
**TI Fluid Systems plc**

### ***Important notices***

*Please note that addresses, electronic addresses and certain other information provided by you for the receipt of communications from TI Fluid Systems (e.g., elections to receive communications in a particular form) may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code.*

*Under Rule 25.9 of the Code, any employee representative(s) (as defined in the Code) will have a right to have published, at TI Fluid Systems’ cost, a separate opinion on the effects of such offer on employment. Any such opinion will be appended to any circular that may be published by TI Fluid Systems in accordance with the requirements of Rule 25.9 of the Code. Where any such opinion is received but not in good time before publication of TI Fluid Systems’ circular to shareholders, we will promptly publish the opinion on a website and announce via a Regulatory Information Service that it has been so published, provided that it is received no later than 14 days after the date on which the transaction contemplated by such offer becomes or is declared unconditional. TI Fluid Systems will be responsible for the costs reasonably incurred in obtaining advice required for the verification of the information contained in that opinion.*

Should you wish to contact TI Fluid Systems regarding administrative matters in view of the Announcement, please contact the Corporate Secretarial team at Corporate Secretarial team at [companysecretary@tifs.com](mailto:companysecretary@tifs.com).

### **Responsibility statement**

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

### **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](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.

***Hard copy available***

*If you have received this document in electronic form, you may request a copy of the document, the announcement enclosed and any information incorporated into it by reference to another source, in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the Acquisition should be in hard copy form. Any request should be sent to Equiniti, Aspect House, Spencer Road, Lancing, BN99 6DA, or by calling Equiniti on +44 371 384 2030. Lines are open 8.30 am – 5.30 pm (London time), Monday to Friday (excluding public holidays in England and Wales). A hard copy of the document, announcement or information will not be sent to you unless so requested.*