NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY RESTRICTED JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

#### FOR IMMEDIATE RELEASE

15 August 2022

# M&C Saatchi plc

("M&C Saatchi" or the "Company")

## Update for Shareholders on Regulatory Filings and Associated Timetable

As detailed in the M&C Saatchi Scheme Document dated 17 June 2022, the Next 15 Offer is conditional, amongst other things, upon certain competition and regulatory approvals being obtained, including UK CMA merger control approval, and approvals under the UK National Security and Investment Act 2021 ("NSIA"), the Australian foreign investment regulatory framework and from the US Committee on Foreign Investment in the United States ("CFIUS").

As noted in its announcement earlier today, Next Fifteen Communications Group plc ("Next 15") has now received the required regulatory approvals pursuant to the NSIA and the Australian foreign investment regulatory framework. In addition, in respect of Condition 3(c)(i) of the Next 15 Offer, the CMA has responded to the briefing paper submitted by Next 15 in respect of the Next 15 Offer and confirmed that it has no further questions in relation to the Next 15 Offer and, as at the date of this announcement, has not otherwise opened an inquiry, or indicated in writing that it is still investigating whether to open an inquiry.

Accordingly, the only regulatory approval remaining outstanding for Next 15 is the CFIUS approval in the United States which it is expected will be received during the early part of Q4 2022 as detailed in the M&C Saatchi Scheme Document and in previous Company announcements.

In the defence circular published by M&C Saatchi on 28 June 2022 in connection with the offer by AdvancedAdvT Limited ("ADV"), M&C Saatchi noted that ADV had failed to include any regulatory conditions in the timetable of the ADV Offer and flagged to M&C Saatchi Shareholders the risks associated with ADV's failure to make the appropriate foreign direct investment filings. Subsequently, ADV acknowledged this omission and made the appropriate filings in respect of both the Australian foreign investment regulatory framework and the NSIA.

As noted in its announcement earlier today, ADV has now received its mandatory regulatory clearances pursuant to the NSIA and the Australian foreign investment regulatory framework.

The Company's advisers have emphasised to ADV's advisers the importance of also seeking CFIUS approval with respect to the ADV Offer but were informed by ADV's advisers that ADV does not consider the pursuit of CFIUS approval from the American regulators to be warranted. The M&C Saatchi Directors believe that CFIUS will wish to understand the work performed by the M&C Saatchi Group in support of the US Government to which a material proportion of the M&C Saatchi Group's revenue is attributable. The M&C Saatchi Directors believe that closing the ADV Offer without formally notifying CFIUS of this transaction would be viewed unfavourably by CFIUS and may carry business risk for M&C Saatchi given the US

Government's sensitivity to foreign ownership of government contractors and its broad discretion to terminate relevant contracts without cause. Furthermore, the M&C Saatchi Directors understand that, in the absence of a pre-closing notification to CFIUS concerning the ADV Offer, CFIUS would have authority to review the ADV Offer post-closing – a process that likely would last several months and carry with it an uncertain outcome.

Consequently, the M&C Saatchi Directors consider that it is in the best interests of M&C Saatchi Shareholders for ADV to remove any uncertainty with respect to the consequences of foregoing appropriate regulatory filings in the United States, as Next 15 has done, and urge both M&C Saatchi Shareholders and ADV Shareholders to suggest that ADV jointly submit a CFIUS filing with M&C Saatchi with respect to the ADV Offer.

M&C Saatchi notes that both the existence of the ADV Offer and M&C Saatchi's understanding that ADV intends to forego CFIUS review with respect to the ADV Offer will be noted in the disclosures made by M&C Saatchi to CFIUS with respect to the Next 15 Offer.

Should ADV change its position with respect to the advisability of a pre-closing CFIUS filing, M&C Saatchi will support ADV in the preparation of such filing to ensure the M&C Saatchi / ADV CFIUS review can commence expeditiously.

For further information please call:

M&C Saatchi plc	+44 (0)20-7543-4500
-----------------	---------------------

Gareth Davis, Chairman

**Numis Securities** +44 (0)20-7260-1000

Nick Westlake, Stuart Ord, Iqra Amin, Gary Barford

**Liberum** +44 (0)20-3100-2000

Neil Patel, Benjamin Cryer, Will King

Tim Medak, Mark Harrison, M&A

Brunswick +44 (0)207-404-5959

Sumeet Desai, Stuart Donnelly, Kate Pope

# **Important Notices**

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, or the solicitation of any vote in favour or approval of any offer in any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and any such offer (or solicitation) may not be extended in any such jurisdiction.

Any securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, or with any securities regulatory authority of any state of

the United States and may not be offered or sold in the United States absent registration or an applicable exemption from registration thereunder.

This announcement has been prepared in accordance with English law and the Code, and information disclosed may not be the same as that which would have been prepared in accordance with laws outside of the United Kingdom. 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.

Capitalised terms used but not defined in this announcement shall have the meanings given to them in the scheme document posted to the Company's shareholders on 17 June 2022 (the "M&C Saatchi Scheme Document"), a copy of which is available on M&C Saatchi's website at www.mcsaatchiplc.com/next-15-approve.

#### **Disclaimer**

Numis Securities Limited ("Numis"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for M&C Saatchi as joint financial adviser and joint broker and for Next 15 as nominated adviser and broker and no one else in connection with the Acquisition and will not be responsible to anyone other than M&C Saatchi or Next 15 for providing the protections afforded to clients of Numis nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Numis 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 Numis in connection with this Announcement, any statement contained herein or otherwise.

Liberum Capital Limited, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for M&C Saatchi as nominated adviser and broker and no one else in connection with the Acquisition and will not be responsible to anyone other than M&C Saatchi for providing the protections afforded to clients of Liberum Capital Limited nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Liberum Capital Limited 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 Liberum Capital Limited in connection with this Announcement, any statement contained herein or otherwise.

#### Relevant securities in issue

In accordance with Rule 2.9 of the Code, M&C Saatchi confirms that as at the date of this announcement, it has 122,743,435 ordinary shares of 1 pence each in issue and admitted to trading on AIM, the market operated by the London Stock Exchange (and holds 485,970 shares in treasury). The total number of voting rights in the Company is therefore 122,257,465. The International Securities Identification Number ("ISIN") for M&C Saatchi's ordinary shares is GB00B01F7T14.

### 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.

## Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available on the Company's website (<a href="www.mcsaatchiplc.com">www.mcsaatchiplc.com</a>) no later than 12 noon (London time) on 16 August 2022. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.