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20 December 2023

**Recommended Final Cash Offer for Gresham House plc ("Gresham House")**

by

**Seed Bidco Limited ("Bidco")**

**De-listing and Cancellation of Trading of Gresham House Shares**

On 17 July 2023, the boards of directors of Gresham House and Bidco, a newly incorporated entity formed by funds advised by Searchlight Capital Partners, L.P. and its affiliates ("Searchlight") for the purposes of making an offer for Gresham House, made an announcement pursuant to Rule 2.7 of the Takeover Code (the "Rule 2.7 Announcement") that they had reached agreement on the terms and conditions of a recommended final cash offer for the entire issued and to be issued ordinary share capital of Gresham House by Bidco (the "Acquisition"), to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme").

Further to the announcement on 19 December 2023 that the Scheme has become Effective in accordance with its terms, Gresham House announces that, following an application to the London Stock Exchange, the admission to trading of Gresham House Shares on AIM, a market of the London Stock Exchange, has been cancelled with effect from 7.00 a.m. today.

Gresham House notes the successful growth of the business during the period of its listing on AIM since the management buy-in on 1 December 2014. Highlights include:

- Growth in Assets Under Management (AUM) from a standing start in December 2014 to approximately £8.3 billion at 30 June 2023;
- At the Acquisition Price of 1,105 pence per Gresham House Share, delivering a total return to Gresham House Shareholders since the management buy-in in December 2014 of over 300 per cent. This compares with a total shareholder return of just 18 per cent. for the FTSE AIM All Share index and 55 per cent. for the FTSE All Share index over the period from 1 December 2014 to 14 July 2023 (being the Announcement Latest Practicable Date);
- Change from a loss-making investment company with a market capitalisation of £15 million (as at 28 November 2014, immediately prior to the management buy-in) to a profitable, leading specialist alternative asset manager delivering adjusted operating profit of £27.1 million in the 12 month period ending 31 December 2022; and
- Growth in full-time employees in the business from fewer than ten in December 2014 to an average of 236 in the 12 month period ending 31 December 2022.

Capitalised terms used in this announcement, unless otherwise defined, have the same meaning as set out in the scheme document published by Gresham House on 4 August 2023.

All references to times are to times in London, unless otherwise stated.

**Enquiries:**

**Gresham House** +44 (0)20 3837 6270

Anthony Dalwood, Chief Executive Officer

Kevin Acton, Chief Financial Officer

**Evercore (Joint Lead Financial Adviser and Rule 3 Adviser to Gresham House)** +44 (0)20 7653 6000

Ed Banks

Tariq Ennaji

Jamie Prescott

**Blackdown Partners (Joint Lead Financial Adviser to Gresham House)** +44 (0)20 3807 8484

Peter Tracey

Tom Fyson

**Canaccord (Nominated Adviser and Joint Broker to Gresham House)** +44 (0)20 7523 8000

Bobbie Hilliam

Harry Pardoe

**Jefferies (Financial Adviser and Joint Broker to Gresham House)** +44 (0)20 7029 8000

Paul Nicholls

James Umbers

Samie Zare

Jordan Cameron

**Houston (PR Adviser to Gresham House)** +44 (0)20 4529 0549

Kay Larsen

Alex Clelland

Kelsey Traynor

**Searchlight** +44 (0)20 7290 7910

James Redmayne

Giles Marshall

Jonathan Laloum

**Dean Street Advisers (Financial Adviser to Searchlight and Bidco)** +44 (0)20 3818 8520

Mervyn Metcalf

Graeme Atkinson

**Rothschild & Co (Financial Adviser to Searchlight and Bidco)** +44 (0)20 7280 5000

Ravi Gupta

Christopher Kaladeen

Peter Brierley

David Morrison

**Prosek Partners (PR Adviser to Searchlight and Bidco)** +44 (0)20 3890 9193

Evangeline Barata

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#### **Further information**

*This announcement is for information purposes only and is not intended to, and does not constitute, or form part of any offer, invitation, inducement or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of or exercise rights in respect of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Gresham House in any jurisdiction in contravention of applicable law. The Acquisition will be made and implemented solely through the Scheme Document and the accompanying Forms of Proxy (or, in the event that the Acquisition is to be implemented by way of a Takeover Offer, the Offer Document and Forms of Acceptance), which will together contain the full terms and conditions of the Acquisition, including details of how to vote, or procure the vote, in respect of the Acquisition. Any vote or decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, in the event that the Acquisition is to be implemented by way of a Takeover Offer, the Offer Document). Gresham House encourages Gresham House Shareholders to read the Scheme Document carefully as it contains important information relating to the Acquisition and the Scheme.*

*This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.*

*The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and publication of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date.*

#### **Overseas Shareholders**

*The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of other jurisdictions should inform themselves of, and observe, any applicable requirements. Further details in relation to Overseas Shareholders are contained in the Scheme Document. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*The Acquisition relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. Neither the US proxy solicitation rules nor the tender offer rules under the US Exchange Act apply to the Acquisition. Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. However, if Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer would be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a Takeover Offer would be made in the United States by Bidco and no one else. In addition to any such Takeover Offer, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) of Bidco may make certain purchases of, or arrangements to purchase, shares in Gresham House outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the US Exchange Act.*

*None of the securities referred to in this announcement have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this announcement. Any representation to the contrary is a criminal offence in the United States.*

*Gresham House's financial statements, and all financial information that is included in this announcement, or that is included in the Scheme Document, have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.*

*Unless otherwise determined by Bidco or required by the Code and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote, or procure the vote, in favour of the Scheme and the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must observe these restrictions and must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.*

*The availability of the Acquisition to Gresham House Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.*

*The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA and the AIM Rules.*

**Publication on website and hard copies**

*This announcement will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Gresham House's website at [www.greshamhouse.com/ghe-plc-offer](http://www.greshamhouse.com/ghe-plc-offer) and on Bidco's website at [www.seed-offer.com](http://www.seed-offer.com) by no later than 12.00 p.m. on the 21 December 2023.*

*Neither the content of any website referred to in this announcement nor the content of any website accessible from hyperlinks is incorporated into, or forms part of, this announcement.*

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