

Regulatory Story

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Redde PLC - REDD Recommended All-share Merger
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FOR IMMEDIATE RELEASE

14 February 2020

**RECOMMENDED ALL-SHARE MERGER
of
Redde plc
and
Northgate plc**

to be effected by means of a scheme of arrangement
under Part 26 of the Companies Act 2006

Notice of Court Hearing

On 15 January 2020 the Board of Redde plc (“**Redde**”) announced the passing of resolutions, at a Court Meeting and General Meeting of Redde Shareholders held on the same date as the announcement, approving the recommended all-share merger of Northgate plc (“**Northgate**”) and Redde (the “**Merger**”) to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”), the terms of which are set out in the scheme document published on 12 December 2019 (the “**Scheme Document**”). The Board of Redde noted that completion of the Merger remained subject to the satisfaction, or, if applicable, the waiver of the other Conditions set out in the Scheme Document, including the regulatory approvals from the FCA and the SRA.

On 5 February 2020, Northgate announced that the FCA had given the requisite approval for the recommended Merger to proceed. Today, Northgate has announced that the SRA had given the requisite approval for the recommended Merger to proceed.

Whilst all required regulatory approvals have now been received, completion of the Merger remains subject to the waiver or satisfaction of the remaining conditions set out in the Scheme Document including the sanction of the Court at the Court Hearing.

An updated Expected Timetable of Principal Events is set out below. The Court Hearing has been scheduled to be held on 20 February 2020 and the Effective Date of the Scheme is expected to be 21 February 2020.

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

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out expected dates for the implementation of the Scheme.

<i>Event</i>	<i>Time and/or date⁽¹⁾</i>
Court Hearing to sanction the Scheme	20 February 2020
Last day of dealings in, and for registration of transfers of, Redde Shares	20 February 2020
Scheme Record Time	6:00 pm on 20 February 2020
Suspension of trading, and dealings, in Redde Shares	7:30 am on 21 February 2020
Effective Date	21 February 2020 ⁽²⁾
De-listing of Redde Shares	7.00 am on 24 February 2020
New Northgate Shares issued to Redde Shareholders	By 8.00 am on 24 February 2020
Admission and commencement of dealings in New Northgate Shares	8.00 am on 24 February 2020
CREST accounts of Redde Shareholders credited with New Northgate Shares	On or after 8.00 am on 24 February 2020 but no later than 14 days after the Effective Date
Latest date for CREST accounts to be credited with any cash due in relation to the sale of fractional entitlements	14 days after the Effective Date
Latest date for despatch of share certificates for New Northgate Shares and cheques for the cash due in relation to the sale of fractional entitlements for those Redde Shareholders who do not hold their Redde Shares	14 days after the Effective Date
Long Stop Date	30 April 2020 ⁽³⁾

Notes:

(1) References to times are to London time. **The dates and times given are indicative only and are based on current expectations and may be subject to change.** If any of the times and/or dates above change, the revised times and/or dates will be announced via a Regulatory Information Service.

(2) The court order approving the Scheme is expected to be delivered to Companies House on 21 February 2020 (following the Scheme Record Time on 20 February 2020 and the suspension of dealings in Redde Shares on 21 February 2020), which date will then become the Effective Date. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to this time.

(3) This is the latest date by which the Scheme may become Effective. However, the Longstop Date may be extended to such later date as Redde and Northgate may agree in

writing (with the Panel's consent and as the Court may approve (should such approval(s) be required)).

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Cenkos Securities plc ("Cenkos"), which is authorised and regulated by the FCA, is acting exclusively for Redde and no one else in connection with the matters set out in this announcement and will not be acting for any other person or otherwise responsible to any person other than Redde for providing the protections afforded to clients of Cenkos or for advising any other person in respect of the matters set out in this announcement or any transaction, matter or arrangement referred to in this announcement.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer of securities of Redde in any jurisdiction in contravention of applicable law.

This announcement has been prepared for the purpose of complying with English law and the Takeover Code and the information disclosed may not be the same as that which would have been

disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas Shareholders

The release, publication or distribution of this announcement in or into jurisdictions other than the UK or the United States may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK or the United States should inform themselves about, and observe, any applicable legal or regulatory requirements. 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 Merger disclaim any responsibility or liability for the violation of such restrictions by any person.

The Merger relates to the securities of two English companies and is proposed to be implemented by means of a scheme of arrangement provided for under, and governed by, English law. A transaction effected by means of a scheme of arrangement is not subject to the proxy solicitation nor the tender offer rules under the United States Securities Exchange Act 1934 (as amended) (the "US Exchange Act"). Accordingly, the Scheme will be subject to disclosure requirements and practices applicable in the UK to schemes of arrangement, which are different from the disclosure requirements of the US proxy solicitation and tender offer rules. If Northgate exercises its right to implement the acquisition of the Redde Shares by way of a Takeover Offer, such offer will be made in compliance with applicable US securities laws and regulations.

In accordance with normal UK practice, Northgate, certain affiliated companies and its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Redde Shares outside of the US, other than pursuant to the Merger, until the date on which the Merger and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Unless otherwise determined by Northgate or required by the Takeover Code, and permitted by applicable law and regulation, the Merger shall 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 in favour of the Merger by any such use, means, instrumentality or form 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 Merger 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 Merger (including custodians, nominees and trustees) 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. To the fullest extent permitted by applicable law, the companies and persons involved in the Merger disclaim any responsibility or liability for violation of such restrictions by any person.

The availability of New Northgate Shares under the Merger to persons who are not resident in the UK or the ability of those persons to hold such shares may be affected by the laws or regulatory requirements of the relevant jurisdictions in which they are resident. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory

requirements. Redde Shareholders who are in any doubt regarding such matters should consult an appropriate independent financial adviser in their relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Merger shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.

Publication on website and availability of hard copies

A copy of this announcement shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Northgate's and Redde's websites at www.northgateplc.com and www.redde.com respectively by no later than 12 noon (London time) on 17 February 2020. For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this announcement.

Any person who is required to be sent a copy of this announcement under the Takeover Code may request a hard copy of this announcement by contacting Link Asset Services at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or on +44 (0) 371 664 0321. You may also request that all future documents, announcements and information to be sent to you in relation to the Merger should be in hard copy form. A hard copy of this announcement will not be sent to you unless requested.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 Takeover 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, 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 shall 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 Panel's website at <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. 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.

Time

All times shown in this Announcement are London times, unless otherwise stated.

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