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## RESULTS OF COURT MEETING AND GENERAL MEETING

[FD TECHNOLOGIES PUBLIC LIMITED COMPANY](#)

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FOR IMMEDIATE RELEASE

30 June 2025

### RECOMMENDED ACQUISITION

OF

FD TECHNOLOGIES PUBLIC LIMITED COMPANY ("FD TECHNOLOGIES")

BY

KAIROS BIDCO LIMITED ("BIDCO")

(a newly formed company indirectly owned by entities forming part of TA Fund XV)

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

### Results of Court Meeting and General Meeting

On 8 May 2025, the boards of directors of FD Technologies and Bidco announced that they had reached agreement on the terms and conditions of a recommended acquisition pursuant to which Bidco will acquire the entire issued, and to be issued, ordinary share capital of FD Technologies (the "**Acquisition**"). It is intended that the Acquisition will be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

FD Technologies published the circular relating to the Scheme on 5 June 2025 (the "**Scheme Document**"). Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document, unless the context requires otherwise.

FD Technologies is pleased to announce that, at the Court Meeting and General Meeting held today in connection with the Acquisition:

- the requisite majority of Scheme Shareholders voted in favour of the Scheme at the Court Meeting; and

- the requisite majority of FD Technologies Shareholders voted to pass the Special Resolution at the General Meeting to give effect to the Scheme by, among other things, amending the articles of association of FD Technologies.

Details of the resolutions passed at the Meetings are set out in the Notice of Court Meeting and Notice of General Meeting contained in Parts XIV and XV of the Scheme Document.

#### Voting results for the Court Meeting

The table below sets out the results of the poll at the Court Meeting. Each Scheme Shareholder present in person or by proxy was entitled to one vote per Scheme Share held at the Voting Record Time.

Results of Court Meeting	Scheme Shares voted		Scheme Shareholders who voted		Number of Scheme Shares voted as a percentage of issued ordinary share capital entitled to vote on the Scheme*
	Number	%*	Number**	%*	
FOR	17,090,527	91.01	98	96.08	77.05
AGAINST	1,687,957	8.99	13	12.75	7.61
<b>TOTAL</b>	<b>18,778,484</b>	<b>100.00</b>	<b>102</b>	<b>108.83</b>	<b>84.66</b>

\* All percentages rounded to two decimal places.

\*\* Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column. This also results in the percentages in the fifth column of the above table being, in total, over 100%.

#### Voting results for the General Meeting

The table below sets out the results of the poll at the General Meeting. Each FD Technologies Shareholder present in person or by proxy was entitled to one vote per FD Technologies Share held at the Voting Record Time.

	FOR		AGAINST		TOTAL	WITHHELD*
Resolution	Number	%**	Number	%**	Number	Number
To give effect to the Scheme, as set out in the notice of General Meeting of FD Technologies by, among other things, amending the articles of association of FD Technologies	17,447,934	91.18	1,687,850	8.82	19,135,784	3,704

\*A vote withheld is not a vote in law and, accordingly, is not counted in the calculation of the proportion of votes "For" nor "Against" the Resolution.

\*\*All percentages have been rounded to two decimal places.

The total number of FD Technologies Shares in issue at the Voting Record Time was 22,182,240. As at the Voting Record Time, no FD Technologies Shares were held in treasury. Therefore, the total voting rights in FD Technologies as at the Voting Record Time were 22,182,240 votes.

#### Effective Date and Timetable

The outcome of today's meetings means that Conditions 2(a)(i) and 2(b)(i) (as set out in Section A of Part III of the Scheme Document) have been satisfied.

The Acquisition remains subject to the satisfaction or (if capable of waiver) waiver of the remaining Conditions set out in the Scheme Document, including receipt of regulatory clearance under the UK National Security and Investment Act 2021 (the **NSIA Condition**), the Court's sanction of the Scheme at the Court Sanction Hearing and the delivery of a copy of the Court Order to the Registrar of Companies.

The expected timetable of principal events remains as announced by FD Technologies on 26 June 2025 and as further described below.

FD Technologies will release an announcement once the NSIA Condition has been satisfied and if there are any amendments to this the expected timetable of principal events below.

## **EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

<b>Event</b>	<b>Indicative time and/or date<sup>(1)</sup></b>
Alternative Offer Election Return Time	1.00 p.m. on Thursday 10 July 2025 <sup>(2)</sup>
Court Sanction Hearing	Thursday 17 July 2025 <sup>(3)</sup>
Last day for dealings in, and for the registration of transfer of, FD Technologies Shares on AIM and Euronext Growth Dublin	Friday 18 July 2025
Scheme Record Time	6.00 p.m. on Friday 18 July 2025
Disablement of CREST in respect of FD Technologies Shares	6.00 p.m. on Friday 18 July 2025
Suspension of dealings in FD Technologies Shares on AIM and Euronext Growth Dublin	by 7.30 a.m. on Monday 21 July 2025
<b>Effective Date of the Scheme</b>	<b>Monday 21 July 2025<sup>(4)</sup></b>
Cancellation of listing of FD Technologies Shares from AIM and Euronext Growth Dublin	by 7.00 a.m. on Tuesday 22 July 2025
Latest date for despatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme and despatch of definitive certificates for Rollover Shares under the Scheme	4 August 2025
Long Stop Date	11.59 p.m. (London Time) on 31 December 2025 <sup>(5)</sup>

### **Notes:**

- (1) The dates and times given are indicative only and are based on current expectations and are subject to change.  
References to times are to London, United Kingdom time unless otherwise stated. If any of the times and/or dates above change, the revised times and/or dates will be notified to FD Technologies Shareholders by announcement through a Regulatory Information Service.
- (2) As set out in the Scheme Document, the Alternative Offer Election Return Time will be 1.00 p.m. on the date that is seven days prior to the Court Sanction Hearing.
- (3) It is expected that the time of the Court Sanction Hearing, the number of the Court and the name of the judge will be available on 3 July 2025.
- (4) The Court Order is expected to be delivered to the Registrar of Companies two Business Days after the date of the Court Sanction Hearing, such that the Effective Date is expected to be on Monday 21 July 2025. The events which are stated as occurring on subsequent dates are conditional on the Effective Date of the Scheme and operate by reference to this time.
- (5) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as may be agreed by FD Technologies and Bidco (with the Panel's consent and as the Court may approve (if such consent and/or approval is required)) or if the Panel requires an extension to the Long Stop Date pending final determination of an issue under section 3(g) of Appendix 7 of the Takeover Code.

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Latham and Watkins LLP is acting as legal adviser to TA and Bidco in connection with the Acquisition. Arthur Cox is providing advice to TA and Bidco on Northern Ireland and Republic of Ireland legal matters.

Allen Overy Shearman Sterling LLP is acting as legal adviser to FD Technologies in connection with the Acquisition.

#### **Important Notices**

*Jefferies International Limited ("Jefferies"), which is authorised and regulated in the UK by the FCA, is acting as financial adviser to TA and Bidco and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than TA and Bidco for providing the protections offered to clients of Jefferies or for providing advice in connection with any matter referred to in this announcement. Neither Jefferies 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 Jefferies in connection with this announcement, any statement contained herein or otherwise.*

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The Acquisition will be made solely by means of the Scheme Document, or (if applicable) pursuant to an Offer Document to be published by Bidco, which (as applicable) contains or will contain the full terms and conditions of the Acquisition. Any decision in respect of, or other response to, the Acquisition, should be made only on the basis of the information contained in such document(s). As explained below, if Bidco ultimately seeks to implement the Acquisition by way of a Takeover Offer, that offer will be made in compliance with applicable US laws and regulations.

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

This announcement has been prepared for the purpose of complying with English and Northern Irish 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 other than England and Northern Ireland.

#### **Overseas Shareholders**

This announcement has been prepared for the purposes of complying with Northern Irish law, the applicable requirements of the Takeover Code, the Market Abuse Regulation, the AIM Rules and the Euronext Growth Rule Book 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 or regulations of jurisdictions outside Northern Ireland.

The Acquisition is subject to the applicable rules and regulations of the FCA, the London Stock Exchange and the Takeover Code.

Each FD Technologies Shareholder is advised to consult its independent professional adviser regarding the tax consequences to it (or to its beneficial owners) of the Acquisition.

The availability of the Acquisition to FD Technologies Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. 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 legal, regulatory or other requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Acquisition may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. 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. Further details in relation to Overseas Shareholders is contained in paragraph 19 of Part II of the Scheme Document.

Unless otherwise determined by Bidco or required by the Takeover 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 in favour of the Scheme 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.

The availability of the Alternative Offer under the Acquisition to FD Technologies' 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 legal or regulatory requirements.

Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

#### **Notice to US FD Technologies Shareholders**

The Acquisition relates to the shares of a Northern Irish company and is being made by means of a scheme of arrangement provided for under the laws of Northern Ireland. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure and procedural requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document) has been prepared in accordance with generally accepted accounting principles of the UK and thus may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. Each FD Technologies Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or to its beneficial owners) of the Acquisition.

The Rollover Securities issued under the Alternative Offer have not been, and will not be, registered under the US Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States, will not be listed on any stock exchange in the United States and may not be offered or sold in the United States absent registration or an available exemption from, or a transaction not subject to, the registration requirements of under the US Securities Act. To the extent Bidco effects the Alternative Offer as a scheme of arrangement under the laws of Northern Ireland, the Rollover Securities will be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof ("**Section 3(a)(10)**"). Section 3(a)(10) exempts securities issued in specified exchange transactions from the registration requirements of the US Securities Act where, among other things, the fairness of the terms and conditions of the issuance and exchange of such securities have been approved by a court or governmental authority expressly authorised by law to grant such approval, after a hearing upon the fairness of the terms and conditions of the exchange at which all persons to whom the Rollover Securities are proposed to be issued have the right to appear and receive adequate and timely notice thereof.

Where Bidco believes that an election for the Alternative Offer by any FD Technologies Shareholder may infringe applicable legal or regulatory requirements, or may result in a requirement for a registration under the US Securities Act, US Exchange Act or any other securities laws in the United States, Bidco will have the right to deem that such FD Technologies Shareholder has not elected for the Alternative Offer and such FD Technologies Shareholder will instead receive cash consideration in respect of the FD Technologies Shares which were subject to such an election in accordance with the terms of the Cash Offer.

Following the Scheme becoming effective and except with the approval of Topco, the Rollover Shares may not be offered, sold, resold, taken up, delivered or transferred, directly or indirectly, in or into the United States or to or for the account or benefit of any person believed to be a US Person, or in any other manner whatsoever, as a result of which a registration under the US Securities Act or the US Exchange Act would be required. Any transfer of Rollover Shares to a US Holder shall require the approval of Topco.

If, in the future, Bidco exercises its right to implement the Acquisition by means of a Takeover Offer (with the consent of the Panel and subject to and in accordance with the terms of the Co-operation Agreement) which is to be made into the United States, such a Takeover Offer will be made in compliance with all applicable US laws and regulations, including any applicable exemptions under the US Exchange Act, and, in respect of the issuance of Rollover Securities, pursuant to exemptions from, or in transactions not subject to, the registration requirements under the US Securities Act. Such a Takeover Offer would be made in the United States by Bidco and no one else.

An FD Technologies Shareholder who is an "affiliate" (within the meaning of the US Securities Act) of the FD Technologies Group prior to or after the Effective Date who receives Rollover Securities, will receive "restricted securities" as defined in Rule 144 under the US Securities Act. Under applicable US federal securities laws, persons who are or will be "affiliates" of the FD Technologies Group, within the meaning of the US Securities Act may not resell the Rollover Securities received as a result of the Alternative Offer without registration under the US Securities Act, except pursuant to the applicable resale provisions of Rule 144 under the US Securities Act or another applicable exemption from registration or in a transaction not subject to registration (including a transaction that satisfies the applicable requirements of Regulation S under the US Securities Act). Whether a person is an affiliate of a company for purposes of the US Securities Act depends on the circumstances, but affiliates can include certain officers, directors and significant shareholders. Persons who believe they may be affiliates of FD Technologies should consult their own legal advisers before any sale of securities received in the Alternative Offer.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved or passed judgement upon the fairness or the merits of the Alternative Offer or determined if the



*Scheme Document is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US. The receipt of cash consideration by a US FD Technologies Shareholder as consideration for the transfer of its FD Technologies Shares pursuant to the Acquisition may be a taxable transaction for United States federal income tax purposes and may also be a taxable transaction under applicable state and local tax laws, as well as non-US and other tax laws. The Rollover Mechanism may allow Rollover Shareholders who are U.S. persons to roll their equity in FD Technologies into Rollover Shares on a tax-deferred basis for U.S. tax purposes, however, no guarantee can be provided that such treatment will be achieved. Each US FD Technologies Shareholder is urged to consult its independent professional tax adviser immediately regarding the tax consequences of the Acquisition (including the Alternative Offer) applicable to them, including under applicable United States and local, as well as overseas and other, tax laws.*

*In the event that the Acquisition is implemented by way of a Takeover Offer (with the consent of the Panel and subject to and in accordance with the terms of the Co-operation Agreement), in accordance with normal UK practice and pursuant to Rule 14e-5(b), Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of FD Technologies outside of the US, other than pursuant to such a Takeover Offer, during the period in which such a Takeover Offer would remain open for acceptances. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*FD Technologies and Bidco are both incorporated under the laws of Northern Ireland. Some or all of the officers and directors of FD Technologies and Bidco, respectively, are residents of countries other than the United States. In addition, some or all of the assets of FD Technologies and Bidco are or may be located in jurisdictions outside of the United States. As a result, it may be difficult for US holders of FD Technologies Shares to enforce their rights and any claim arising out of the US federal laws or to enforce against them a judgment of a US court predicated upon the federal and state securities laws of the United States. US holders of Scheme Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*The statements contained in the Scheme Document are made as at the date of the Scheme Document, unless some other time is specified in relation to them, and service of the Scheme Document shall not give rise to any implication that there has been no change in the facts set forth in the Scheme Document since such date. Nothing in the Scheme Document shall be deemed to be a forecast, projection or estimate of the future financial performance of FD Technologies, the FD Technologies Group, Bidco or the Bidco Group, except where otherwise stated.*

#### **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) of the Takeover Code applies must be made by no later than 3.30 p.m. (London time) on the tenth Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the tenth 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 before 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 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 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 of the Takeover Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Takeover Code applies must be made by no later than 3.30 p.m. (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 of the Takeover Code.*

*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 of the Takeover Code).*

*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*

*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) 207 638 0129.*

*In this summary of certain disclosure requirements of the Takeover Code, Business Day has the meaning given to it in the Takeover Code.*

**Publication on a website**

*A copy of this announcement will be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on FD Technologies' website at <https://fdtechnologies.com/recommended-acquisition-of-fdtech-by-kairos-bidco> by no later than 12.00 noon on the Business Day following the date of this announcement. For the avoidance of doubt, the contents of this website are not incorporated into and do not form part of this announcement.*

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