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**FOR IMMEDIATE RELEASE**

**28 January 2025**

**RECOMMENDED FINAL\* CASH ACQUISITION**

**of**

**Hargreaves Lansdown plc (“HL”)**

**by**

**Harp Bidco Limited (“Bidco”)**

**(a newly formed company indirectly owned by CVC Private Equity Funds, Nordic Capital XI Delta, SCSp (acting through its general partner, Nordic Capital XI Delta GP SARL) and Platinum Ivy B 2018 RSC Limited)**

**FURTHER UPDATE ON BIDCO’S FINANCING ARRANGEMENTS**

On 9 August 2024, the HL Independent Directors and the board of directors of Bidco announced that they had reached agreement on the terms and conditions of a recommended final\* cash acquisition of the entire issued and to be issued ordinary share capital of HL by Bidco (the “**Acquisition**”). The Acquisition is to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). The scheme document in relation to the Scheme was published on 6 September 2024 (the “**Scheme Document**”).

On 14 October 2024, HL announced that the Scheme had been approved by the requisite majority of Scheme Shareholders at the Court Meeting held on 14 October 2024 and the Special Resolution relating to the implementation of the Scheme had been approved by the requisite majority of HL Shareholders at the General Meeting also held on 14 October 2024.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document.

Barclays Bank plc, HSBC Bank plc, Lloyds Bank Corporate Markets plc, Mizuho Bank, Ltd. and MUFG Bank, Ltd., London Branch (collectively, the “**Original RCF Lenders**”) entered into a commitment letter dated 22 September 2024 (the “**Original RCF Commitment Letter**”) under which they agreed to provide to Harp Finco Limited (“**Finco**”) a multicurrency revolving facility which shall be available to Finco after the completion of the Acquisition for, amongst other purposes, the general corporate and working capital purposes of Finco and the Bidco Group (the “**RCF**”). On 22 September 2024, Finco and the Original RCF Lenders also entered into a fee letter (the “**Original RCF Fee Letter**”) and the Original RCF Lenders entered into a conditions precedent status letter (the “**Original RCF CP Status Letter**”).

On 20 December 2024, KDB Asia Limited and The Royal Bank of Scotland International Limited, London Branch (collectively, the “**December RCF Lenders**”) and together with the Original RCF Lenders the “**RCF Lenders**”) and the Original RCF Lenders amended and restated the Original RCF

Commitment Letter (such amended and restated commitment letter, the “**December RCF Commitment Letter**”) in order to provide additional RCF commitments of £45 million to Finco. Together with the December RCF Commitment Letter, the RCF Lenders amended and restated the Original RCF Fee Letter (such amended and restated fee letter, the “**December RCF Fee Letter**”), and amended and restated the Original RCF CP Status Letter (such amended and restated CP status letter, the “**December RCF CP Status Letter**”).

Bidco announces that on 27 January 2025, the RCF Lenders amended and restated the December RCF Commitment Letter (the further amended and restated commitment letter, the “**January RCF Commitment Letter**”) in order to provide additional RCF commitments of £10 million to Finco. Bidco also announces that, together with the January RCF Commitment Letter, the RCF Lenders amended and restated the December RCF Fee Letter (such further amended and restated fee letter, the “**January RCF Fee Letter**”), and amended and restated the December RCF CP Status Letter (such further amended and restated CP status letter, the “**January RCF CP Status Letter**”).

The January RCF Commitment Letter, the January RCF Fee Letter and the January RCF CP Status Letter supersede and replace the December RCF Commitment Letter, the December RCF Fee Letter, the December RCF CP Status Letter, the Original RCF Commitment Letter, the Original RCF Fee Letter and the Original RCF CP Status Letter in full.

Copies of the January RCF Commitment Letter, January RCF Fee Letter and January RCF CP Status Letter will be available, subject to certain restrictions relating to persons in, or resident in, Restricted Jurisdictions, on HL’s website at [www.hl.co.uk/investor-relations](http://www.hl.co.uk/investor-relations).

\* The financial terms of the Cash Offer and the Alternative Offer are final and will not be increased or improved, except that Bidco reserves the right to increase the amount of the Cash Consideration and improve the financial terms of the Alternative Offer if there is an announcement on or after the date of the Rule 2.7 Announcement of an offer or a possible offer for HL by a third party offeror or potential offeror. Bidco reserves the right to elect to implement the Acquisition by way of an Offer as an alternative to the Scheme (with the consent of the Panel (where necessary) and subject to the terms of the Cooperation Agreement (if applicable)).

**Enquiries:**

**CVC Private Equity Group**

+44 (0) 20 7420 4200

Carsten Huwendiek

Nick Board

**Nordic Capital**

+46 8 440 5050

Elin Ljung (of Nordic Capital Advisors)

**Platinum Ivy**

+971 2 415 0000

Garry Nickson

**Goldman Sachs International (Financial Adviser to Bidco and the Consortium)**

+44 (0) 20 7774 1000

Mark Sorrell

Nick Harper

James Lucas

Cara Pazdon

Camila Rodriguez-Bedoya

**FGS Global (PR Adviser to Bidco and the Consortium)**

+44 (0) 20 7251 3801

Guy Lamming

Mike Turner

Anjali Unnikrishnan

**Important notices relating to financial adviser**

Goldman Sachs International (“**Goldman Sachs**”), which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom is acting exclusively for Bidco and the Consortium as financial advisers and no one else in connection with the Acquisition and other matters set out in this announcement and will not be responsible to anyone other than Bidco and the Consortium for providing the protections afforded to clients of Goldman Sachs, nor for providing advice in connection with the Acquisition, the content of this announcement or any matter referred to herein. Neither Goldman Sachs nor any of Goldman Sachs’ subsidiaries, affiliates or branches owes or accepts any duty, liability or responsibility whatsoever (whether direct, indirect, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Goldman Sachs in connection with this announcement, any statement contained herein or otherwise.

**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 Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of HL in any jurisdiction in contravention of applicable law. The Acquisition is being made solely by means of the Scheme Document which, together with the Forms of Proxy and the Form of Election, contain the full terms and conditions of the Acquisition. Any decision in respect of, or other response in relation to, the Scheme or the Acquisition should be made only on the basis of the information in the Scheme Document.

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

If you are in any doubt as to the contents of this announcement (or any accompanying documents) or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial

adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

### **Overseas Shareholders**

The release, publication or distribution of this announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements 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.

Neither this announcement nor any of the documents referred to herein do or are intended to constitute or form part of any offer or invitation to purchase, or otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful. This announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Listing Rules and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

The availability of the Acquisition (including the Alternative Offer) to HL Shareholders who are not resident in and citizens of the UK 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 UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition (including the Alternative Offer) disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition (including the Alternative Offer) will not be made available, in whole or in part, directly or indirectly, in, into, from, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, email 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 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. Copies of this announcement and other documentation relating to the Acquisition (including the Alternative Offer) 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, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them 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 an Offer (unless otherwise permitted by applicable law and regulation), the Offer (including the Alternative Offer) may not be made directly or indirectly, in, into, from, 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 Offer (including the Alternative Offer) may not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

HL Shareholders should be aware that the Acquisition may have tax consequences and that such consequences, if any, are not described herein. HL Shareholders are urged to consult with appropriate legal, tax and financial advisers in connection with the consequences of the Acquisition (including any election for the Alternative Offer) on them. A summary of the expected tax impact of the Acquisition for UK shareholders is set out in Part VIII (*UK Taxation*) of the Scheme Document.

Further details in relation to Overseas Shareholders are contained in paragraph 16 of Part II (*Explanatory Statement*) of the Scheme Document.

### **Notice to US HL Shareholders**

The Acquisition relates to the shares of an English company with shares admitted to trading on the London Stock Exchange and is being made by means of a scheme of arrangement provided for under English law. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Scheme is subject to the disclosure requirements and practices applicable in the UK to takeover offers and schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included or referred to in the Rule 2.7 Announcement, the Scheme Document and this announcement (as applicable) has been or will have been prepared in accordance with generally accepted accounting principles of the UK and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer, which is to be made into the US, such Offer will be made in compliance with applicable US laws and regulations.

It may be difficult for US holders of HL Shares to enforce their rights and any claim arising out of US federal laws, since Bidco, each member of the Topco Group and HL are located in non-US jurisdictions, and some or all of their officers and directors may be residents of non-US jurisdictions. US holders of HL 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 judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco, its nominees or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, HL Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the US Exchange Act, Goldman Sachs will continue to act as an exempt principal trader in HL Shares on the London Stock Exchange. 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 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, [www.londonstockexchange.com](http://www.londonstockexchange.com).

US HL Shareholders also should be aware that the Acquisition may have tax consequences in the US and that such consequences, if any, are not described in this announcement or the Scheme Document. US HL Shareholders are urged to consult with appropriate legal, tax and financial advisers in connection with the tax impact of the Acquisition on them.

### **Forward looking statements**

This announcement, statements made regarding the Acquisition, and other information published by Bidco and HL contain statements which are, or may be deemed to be, "forward-looking statements".

Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco and HL about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements relating to implementation of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as “prepares”, “plans”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “projects”, “synergy”, “strategy”, “scheduled”, “goal”, “estimates”, “forecasts”, “cost-saving”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Forward looking statements may include (amongst other things) statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco’s, HL’s, any member of the Topco Group’s or any member of the HL Group’s operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco’s, HL’s, any member of the Topco Group or any member of the HL Group’s business.

Although Bidco believes that the expectations reflected in such forward-looking statements are reasonable, Bidco can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory approvals and the satisfaction (or waiver, if capable of waiver) of the remaining Conditions on the proposed terms and schedule; changes in the global political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; future business combinations or disposals; changes in general economic and business conditions; changes in the behaviour of other market participants; changes in the anticipated benefits from the Acquisition not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and HL operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which Bidco and HL operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco nor HL, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. You are cautioned not to place any reliance on these forward-looking statements. The forward-looking statements speak only at the date of this announcement. All subsequent oral or written forward-looking statements attributable to Bidco or any member of the Topco Group or the HL Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Other than in accordance with their legal or regulatory obligations, neither Bidco nor HL is under any obligation, and Bidco and HL expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Dealing and opening position disclosure requirements**

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 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> 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(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 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.

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 [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.

### **Publication on a website**

A copy of this announcement will be made available, subject to certain restrictions relating to persons in, or resident in, Restricted Jurisdictions, on HL's website at [www.hl.co.uk/investor-relations](http://www.hl.co.uk/investor-relations). For the avoidance of doubt, neither the content of this website nor of any website referred to or accessible from

any hyperlinks set out in this announcement is incorporated by reference or forms part of this announcement.

### **Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments.

### **General**

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 service of this announcement shall not give rise to any implication that there has been no change in the facts set forth in this announcement since such date. Nothing in this announcement shall be deemed to be a forecast, projection or estimate of the future financial performance of HL or Bidco except where otherwise expressly stated.

The Acquisition is subject to English law, the jurisdiction of the courts of England and Wales, and the applicable requirements of the Companies Act, the Takeover Code, the Panel, the London Stock Exchange and the FCA.