

OFFER DOCUMENT POSTED

ERGOMED PLC

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For immediate release

22 September 2023

RECOMMENDED CASH ACQUISITION

of

ERGOMED PLC (“Ergomed”)

by

**EDEN ACQUISITIONCO LIMITED
 (“Bidco”)**

a newly incorporated company

controlled and indirectly wholly owned

by funds advised by **PERMIRA**

ADVISERS LLP (“Permira”)

to be implemented

by way of a scheme of arrangement
under Part 26 of the Companies Act 2006

Publication of Scheme Document

On 4 September 2023, the boards of directors of Ergomed and Bidco announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of Ergomed (the “**Acquisition**”), to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”).

Publication of Scheme Document

The board of Ergomed is pleased to announce that a circular in relation to the Scheme (the “**Scheme Document**”), containing, amongst other things, a letter from the Chairman of Ergomed, a statutory explanatory statement pursuant to section 897 of the Companies Act 2006, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by Ergomed Shareholders will be published today on Ergomed’s website at www.ergomedplc.com and on Bidco’s website at <https://www.permira.com/news-and-insights/news/permira-offer-for-ergomed>.

Hard copies of the Scheme Document, Forms of Proxy for the Court Meeting and General Meeting and Form of Election in respect of the Partial Securities Alternative are being posted to Ergomed Shareholders today.

Capitalised terms used in this announcement (the “**Announcement**”), unless otherwise defined, have the same meanings as set out in the Scheme Document. All references in this Announcement to times are to London, United Kingdom times unless otherwise stated.

Action required and notices of the Court Meeting and General Meeting

As detailed further in the Scheme Document, in order to become effective, the Scheme requires, among other things, the approval of a majority in number of the Scheme Shareholders present and voting (and entitled to vote), either in person or by proxy at the Court Meeting, representing not less than 75 per cent.

in value of the Scheme Shares held by such Scheme Shareholders present and voting at the Court Meeting (or any adjournment of the Court Meeting) and the passing of the Special Resolution necessary to implement the Scheme at the General Meeting. Following the Court Meeting and the General Meeting and the satisfaction or (where applicable) waiver of the other Conditions and certain further items set out in the Scheme Document, the Scheme must also be sanctioned by the Court.

Notices convening the Court Meeting and the General Meeting of Ergomed, each of which will be held at the offices of Consilium Strategic Communications, at 85 Gresham Street, London, EC2N 7NQ on 13 October 2023, are set out in the Scheme Document. The Court Meeting will start at 11.00 a.m. on that date and the General Meeting will start at 11.15 a.m. on that date (or as soon thereafter as the Court Meeting is concluded or adjourned). Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Scheme Shareholders and Ergomed Shareholders before the relevant Meeting, through Ergomed's website at www.ergomedplc.com and by announcement through a Regulatory Information Service.

Ergomed Shareholders can attend, speak and vote at the Court Meeting or the General Meeting, further details of which are set out in the Scheme Document which is available on Ergomed's website at www.ergomedplc.com.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not Ergomed Shareholders intend to attend the Meetings in person, Ergomed Shareholders are strongly advised to sign and return their blue and yellow Forms of Proxy (by post) or transmit a proxy appointment and voting instruction (electronically online or through CREST) for the Meetings as soon as possible. Scheme Shareholders and Ergomed Shareholders are strongly encouraged to appoint "the Chair of the meeting" as their proxy.

Recommendation

The Scheme Document provides details of the Ergomed directors' unanimous recommendation to vote in favour of the Scheme at the Court Meeting and the resolution relating to the Acquisition at the General Meeting. Miroslav Reljanović has irrevocably undertaken to vote in favour of the Scheme in respect of his own Ergomed Shares (representing approximately 17.9 per cent. of the issued ordinary share capital of Ergomed). The other Ergomed Directors do not hold Ergomed Shares, however have irrevocably undertaken to accept any proposal made by Bidco in accordance with Rule 15 of the Code that has been agreed between Bidco and Ergomed in respect of any options granted to them under the Ergomed Scheme.

Ergomed Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

A copy of the Scheme Document will be submitted to the National Storage Mechanism later today and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Timetable

The Scheme Document contains an expected timetable of principal events in relation to the Scheme, which is also set out in the Appendix to this Announcement. Subject to obtaining the approval of Ergomed Shareholders and the sanction of the Court and the satisfaction or, where applicable, waiver of the other Conditions (as set out the Scheme Document), the Scheme is expected to become effective in Q1 2024. If any of the key dates set out in the timetable changes, Ergomed will give notice of this change through Ergomed's website at www.ergomedplc.com and by announcement through a Regulatory Information Service.

Cancellation

Shortly before the Effective Date, an application will be made to AIM for the admission of the Ergomed Shares to trading on AIM to be cancelled at 7.30 a.m. on the business day following the Effective Date. The last day of dealings in, and for registration of transfers of, Ergomed Shares shall be on the date that is one business day following the date of the Court Hearing to sanction the Scheme and no transfers of Ergomed Shares will be registered after this date, save for any transfer required in respect of the Acquisition. All dealings in Ergomed Shares will be suspended at 6.00 p.m. on the date that is one business day following the date of the Court Hearing to sanction the Scheme.

It is intended that cancellation of admission to trading of Ergomed Shares on AIM will take effect at 7.30 a.m. on the business day following the Effective Date. On the Effective Date, share certificates in respect of Scheme Shares will cease to be valid. In addition, entitlements to Scheme Shares held within the CREST

system will be cancelled at 6.00 p.m. on the business day following the date of the Court Hearing to sanction the Scheme.

Additional information for Ergomed Shareholders

If you have any questions about this Announcement, the Scheme Document, the Court Meeting or the General Meeting, or how to complete the Forms of Proxy or to submit your proxies electronically, or how to complete the Form of Election, please call Share Registrars Limited on +44 (0) 1252 821390. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. to 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Share Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Enquiries:

Ergomed

Miroslav Reljanović, *Executive Chairman*

Tel: +44 (0) 1483 307 920

Jonathan Curtain, *Chief Financial Officer*

Keith Byrne, *Senior Vice President, Capital Markets and Strategy*

Jefferies (Joint Financial Adviser to Ergomed)

Michael Gerardi

Tel: +44 (0) 20 7029 8000

Matthew Miller

Paul Bundred

James Umbers

Numis (Joint Financial Adviser, Joint Broker and NOMAD to Ergomed)

Freddie Barnfield

Tel: +44 (0) 20 7260 1000

Stuart Ord

Alexander

Kladov

Euan Brown

Peel Hunt (Joint Broker to Ergomed)

James Steel

Tel: +44 (0) 20 7418 8900

John Welch

Dr Christopher Golden

ICR Consilium (PR Adviser to Ergomed)

Chris Gardner

Tel: +44 (0) 20 3709 5700

Matthew Neal

Rothschild & Co (Financial Adviser to Bidco and Permira)

Julian Hudson

Tel: +44 (0) 20 7280 5000

Aashis Mehta

Andrew Davison

Headland Consultancy Limited (PR Adviser to Bidco and Permira)

Lucy Legh

Rob Walker

Tel: +44 (0) 20 3805 4822

Charlie Twigg

Freshfields Bruckhaus Deringer LLP is providing legal advice to Bidco and Permira. Covington & Burling LLP is providing legal advice to Ergomed.

Important notices

N.M. Rothschild & Sons Limited (“Rothschild & Co”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Bidco and Permira and for no-one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters referred to in this Announcement and will not be responsible to anyone other than Bidco and Permira for providing the protections afforded to clients of Rothschild & Co or for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this Announcement.

Jefferies International Limited (“Jefferies”), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Ergomed and no one else in connection with the matters set out in this Announcement and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than Ergomed for providing the protections afforded to clients of Jefferies nor for providing advice in relation to any matter referred to in this Announcement or any transaction or arrangement referred to herein. 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, any transaction or arrangement referred to herein, or otherwise.

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Peel Hunt LLP (“Peel Hunt”) which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Ergomed and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this Announcement and will not be responsible to anyone other than Ergomed for providing the protections afforded to clients of Peel Hunt nor for providing advice in relation to any matter referred to in this announcement or any transaction or arrangement referred to herein. Peel Hunt is not responsible for the contents of this Announcement. Neither Peel Hunt 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 Peel Hunt in connection with this Announcement, any statement contained herein, any transaction or arrangement referred to herein, or otherwise.

Further information

This Announcement 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 Ergomed in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, any document by which the Takeover Offer is made), which will contain the full terms and conditions of the Acquisition including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis on the information contained in the Scheme 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. In particular, the ability of persons who are not resident in the United Kingdom to vote their Ergomed Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. 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. This Announcement has been prepared for the purposes of complying with English law and the 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 of England and Wales.

Copies of this Announcement and formal documentation relating to the Acquisition will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including 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 Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Additional information for US investors

The Acquisition is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under 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 tender offer and proxy solicitation rules. The financial information included in this Announcement and the Scheme documentation has been or will have been prepared in accordance with UK-adopted International Financial Reporting Standards 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 US. If Bidco exercises its right to implement the acquisition of the Ergomed Shares by way of a Takeover Offer, such offer will be made in compliance with applicable US laws and regulations.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Ergomed Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them.

The Bidco loan notes and the Topco Units issued under the Partial Securities Alternative will not be registered under the US Securities Act of 1933 (the "**Securities Act**"). Bidco expects to issue the Bidco loan notes and Topco expects to issue the Topco Units in reliance upon the exemption from the registration requirements of the 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 requirement under the 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 Bidco loan notes or Topco Units are proposed to be issued have the right to appear; and receive adequate and timely notice thereof.

The Bidco loan notes and the Topco Units that may be issued pursuant to the Acquisition 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 and will not be listed on any stock exchange. Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the Partial Securities Alternative or determined if the Scheme Document is accurate or complete. Any representation to the contrary is a criminal offence.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Bidco and Ergomed are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of 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 the event that the Acquisition is implemented by way of a Takeover Offer, in accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Ergomed Shares outside the United States, other than pursuant to the Takeover Offer, before or during the period in which the Takeover Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. 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, www.londonstockexchange.com.

Forward-looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Bidco and Ergomed 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 Ergomed 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 the expected effects of the Acquisition on Bidco and Ergomed, the expected timing and scope 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 “plans”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “scheduled”, “estimates”, “forecasts”, “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. Although Bidco and Ergomed believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and Ergomed 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 the satisfaction of the Conditions, as well as additional factors, such as: the general economic climate; competition; interest rate levels; loss of key personnel; the availability of financing on acceptable terms; and changes in the legal or regulatory environment. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco, Permira nor Ergomed, 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 undue reliance on these forward-looking statements. Other than in accordance with their legal or regulatory obligations, neither Bidco nor Ergomed is under any obligation, and Bidco and Ergomed 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.

No profit forecasts, estimates or qualified benefits statements

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Ergomed for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Ergomed.

Right to switch to a Takeover Offer

Bidco reserves the right to elect, with the consent of the Panel, and subject to the terms of the Co-operation Agreement, to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme. If the Acquisition is effected by way of a Takeover Offer, and such offer becomes or is declared unconditional in all respects and sufficient acceptances are received, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining Ergomed Shares in respect of which the Takeover Offer has not been accepted.

Investors should be aware that Bidco may purchase Ergomed Shares otherwise than under any

Takeover Offer or the Scheme, including pursuant to privately negotiated purchases.

Rule 2.9 disclosures

In accordance with Rule 2.9 of the Code, as at close of business on the Latest Practicable Date, there were 50,932,605 Ergomed Shares in issue and admitted to trading on AIM. There are no Ergomed Shares held in treasury. The ISIN Number for the Ergomed Shares is GB00BN7ZCY67.

Publication on website and availability of hard copies

A copy of this Announcement and the documents required to be published by Rule 26 of the Code will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Bidco's website at permira.com/news-and-insights/news/permira-offer-for-ergomed and Ergomed's website at www.ergomedplc.com. For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this Announcement.

Bidco shareholders and Ergomed Shareholders may request a hard copy of this Announcement by contacting Share Registrars Limited during business hours on +44 (0) 1252 821390 or by submitting a request in writing to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into the Scheme Document will not be provided unless such a request is made.

Information relating to Ergomed Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Ergomed Shareholders, persons with information rights and other relevant persons for the receipt of communications from Ergomed may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c).

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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.

Appendix
Expected Timetable of Principal Events

Event *Time and/or date*

Latest time for lodging Forms of Proxy and registering proxy appointments through CREST for the:

Court Meeting (blue form)	11:00 a.m. on 11 October 2023 ⁽¹⁾
General Meeting (yellow form)	11:15 a.m. on 11 October 2023 ⁽²⁾
Voting Record Time for the Court Meeting	11:00 a.m. on 11 October 2023 ⁽³⁾
Voting Record Time for the General Meeting	11:15 a.m. on 11 October 2023 ⁽³⁾
Court Meeting	11:00 a.m. on 13 October 2023
General Meeting	11:15 a.m. on 13 October 2023 ⁽⁴⁾

The following dates are indicative only and are subject to change:⁽⁵⁾

Election Return Time for the Form of Election (green form)	6:00 p.m. on D – 7 days
Court Hearing to sanction the Scheme	As soon as reasonably practicable after Bidco confirms the satisfaction or waiver of the Conditions (“D”)
Last day of dealings in, and for registration of transfers of, Ergomed Shares	D + 1 Business Day
Scheme Record Time	6:00 p.m. on D + 1 Business Day
Disablement of CREST in respect of Ergomed Shares	6:00 p.m. on D + 1 Business Day
Dealings in Ergomed Shares suspended	6:00 p.m. on D + 1 Business Day
Expected Effective Date of the Scheme	D + 2 Business Days
Cancellation of admission to trading of Ergomed Shares on AIM	D + 3 Business Days
Latest date for despatch of cheques and crediting of CREST for cash consideration due under the Scheme and share certificates in respect of the Partial Securities Alternative	Within 14 days of the Effective Date
Long-Stop Date	4 June 2024 ⁽⁶⁾

Notes:

1. It is requested that blue Forms of Proxy for the Court Meeting be lodged not later than 48 hours before the time appointed for the Court Meeting, excluding any part of a day that is not a business day.
2. Yellow Forms of Proxy for the General Meeting must be lodged not later than 48 hours before the time appointed for the General Meeting, excluding any part of a day that is not a business day. Yellow Forms of Proxy for the General Meeting not lodged by this time will be invalid.
3. If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 11:00 a.m. (in respect of the Court Meeting) or 11:15 a.m. (in respect of the General Meeting) on the day which is two days before the date of the adjourned meeting, excluding any part of a day that is not a business day.
4. Or as soon as the Court Meeting shall have concluded or been adjourned.
5. These dates are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies.

6. This is the latest date by which the Scheme may become effective unless Bidco and Ergomed agree (and the Takeover Panel and, if required, the Court permit) a later date.

All references in this Announcement to times are to London time unless otherwise stated. The dates and times given are indicative only and are based on Ergomed's current expectations and may be subject to change (including as a result of changes to the regulatory timetable). If any of the expected times and/or dates above change, the revised times and/or dates will be notified to Ergomed Shareholders by announcement through a Regulatory Information Service with such announcement being made available on Bidco's website at permira.com/news-and-insights/news/permira-offer-for-ergomed and on Ergomed's website at www.ergomedplc.com and, if required by the Takeover Panel, Ergomed will send notice of the change(s) to Ergomed Shareholders and other persons with information rights and, for information only, and to the holders of options under the Ergomed Share Scheme. Ergomed Shareholders overseas should refer to **Error! Reference source not found.** of the Scheme Document, which contains important information relevant to such holders.