

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, IN OR INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

For immediate release

[date] 2020

#### **STATEMENT REGARDING POSSIBLE OFFER FOR TELIT COMMUNICATIONS PLC ("Telit")**

Dbay Advisers Limited ("**Dbay**") first approached the Board of Telit on 27 October 2020 with a proposed all cash offer for Telit at £1.75 per share, representing a 33.6% premium to the closing Telit share price on 27 October 2020. Following discussions with the Board of Telit, Dbay confirms it is now considering a possible cash offer of £1.90 per Telit share (the "**Dbay Possible Offer**"). The Dbay Possible Offer is to be made by funds under the management of Dbay. This announcement does not constitute an announcement of a firm intention to make an offer under Rule 2.7 of the Code and there can be no certainty that any firm offer will be made.

Dbay is currently the largest shareholder in Telit and holds 20,443,369 shares in Telit, representing a 15.37% shareholding in Telit. As a significant shareholder in Telit, Dbay has considered the alternative proposal from u-blox Holding AG, ("u-blox") regarding a possible all-share merger, whereby Telit shareholders would receive u-blox shares with uncertain value. Dbay does not believe the u-blox proposal is compelling and does not intend to accept the proposed all-share proposal should such an offer be made by u-blox.

Whilst commercial discussions with the Board of Telit are ongoing and there can be no certainty that any firm offer will be made, Dbay believes that the Dbay Possible Offer represents a fair and reasonable price and gives Telit shareholders the opportunity to sell their shareholding for cash.

Any announcement by Dbay of a firm intention to make an offer for Telit under Rule 2.7 of the Code is subject to certain customary pre-conditions (which, in accordance with Rule 2.5(c)(i) of the Code may be waived in whole or in part by Dbay):

- 1) satisfactory completion of due diligence on Telit, including appropriate access to senior management;

- 2) the directors of Telit providing a unanimous and unqualified recommendation and the provision of irrevocable undertakings on terms satisfactory to Dbay in favour of the transaction from the directors of Telit (and their connected persons) who are also shareholders; and
- 3) Dbay finalising committed debt financing for the Dbay Possible Offer.

For the purposes of Rule 2.5(a) of the Code, Dbay reserves the right to:

- (i) introduce other forms of consideration and/or to vary the form and/or mix of the consideration described in this announcement; and
- (ii) make an offer on less favourable terms than those set out in this announcement:
  - a. with the recommendation or consent of the Board of Telit, or an independent committee of Telit directors;
  - b. if Telit announces, declares or pays any dividend or any other distribution to shareholders, in which case Dbay will have the right to make an equivalent reduction in its offer terms;
  - c. if a third party announces a firm intention to make an offer for Telit on less favourable terms than the Dbay Possible Offer; or
  - d. following the announcement by Telit of a whitewash transaction pursuant to the Code.

As noted in Telit's announcement on 1 December 2020, in accordance with Rule 2.6(c) of the Code, the Board of Telit and the Panel on Takeovers and Mergers (the "**Panel**") have granted Dbay an extension, such that by no later than 5.00 p.m. on 18 December 2020, Dbay must either announce a firm intention to make an offer in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for the Company, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended further with the consent of the Panel, at the Company's request, in accordance with Rule 2.6(c) of the Code.

A further statement will be made as appropriate.

The person responsible for arranging the release of this announcement on behalf of Dbay is Mike Haxby (Operations Manager, Dbay Advisers Limited)

*Enquiries:*

**Dbay Advisers Limited**  
Mike Haxby

+44 (0) 1624 690900

### **Important notices**

DBAY is an international asset management firm with offices in the Isle of Man and London. It set up its first investment vehicle in 2008 and now manages investments on behalf of institutional investors, family offices, pension funds, trusts and foundations in various funds. DBAY is owned by members of the firm on a partnership basis.

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on Dbay's website at [dbayadvisors.com](http://dbayadvisors.com) promptly and in any event by no later than 12 noon on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

This announcement is not intended to and does not constitute an offer to buy or the solicitation of an offer to subscribe for or sell or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction. The release, publication or distribution of this communication in whole or in part, directly or indirectly, in, into or from certain jurisdictions may be restricted by law and therefore persons in such jurisdictions should inform themselves about and observe such restrictions.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdictions.

Investec Bank Plc ("Investec"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK, is acting as financial adviser exclusively for Dbay and no one else in connection with the matters set out in this announcement and will not be responsible to any person other than Dbay for providing the protections afforded to clients of Investec, nor for providing advice in relation to the content of this announcement or any matter referred to herein. Neither Investec nor any of its subsidiaries, branches or 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 Investec in connection with this announcement, any statement contained herein or otherwise.

### ***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, 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 <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.*