

THE TAKEOVER PANEL

M&C SAATCHI PLC (“M&C SAATCHI”)

ADVANCEDADVT LIMITED (“ADV”)

NEXT FIFTEEN COMMUNICATIONS GROUP PLC (“NEXT FIFTEEN”)

Background

On 17 May 2022, ADV announced its firm intention to make an offer for M&C Saatchi by way of a contractual offer (the “**ADV Offer**”).

On 20 May 2022, the boards of M&C Saatchi and Next Fifteen announced that they had agreed the terms of a recommended firm offer for M&C Saatchi, to be implemented by way of a scheme of arrangement (the “**Next Fifteen Scheme**”). On the same day, ADV announced that the financial terms of the ADV Offer were final, save for limited reservations.

On 9 June 2022, Next Fifteen announced that the financial terms of the Next Fifteen Scheme were final, save for limited reservations.

On 14 June 2022, ADV published its offer document (the “**ADV Offer Document**”). In the ADV Offer Document, the unconditional date (i.e. the latest date by which all of the conditions to the ADV Offer must be satisfied or waived) was stated to be 5:00 pm on 13 August 2022, being the 60th day after the publication of the ADV Offer Document.

On 17 June 2022, M&C Saatchi published a scheme circular in relation to the Next Fifteen Scheme (the “**Next Fifteen Scheme Document**”). The Next Fifteen Scheme Document included notice of the M&C Saatchi shareholder meetings to vote on the Next Fifteen Scheme, which are scheduled to be held on 19 August 2022, and stated that the hearing of the Court to sanction the Next Fifteen Scheme (the “**Next Fifteen Court Sanction Hearing**”) was expected to take place in the early part of the fourth quarter of 2022.

The board of M&C Saatchi is currently recommending that M&C shareholders do not accept the ADV Offer and do not vote in favour of the Next Fifteen Scheme.

The Panel Executive has established an orderly framework for the resolution of the competing offers for M&C Saatchi, as set out below.

Ruling

Under Rule 31.1(a) of the Takeover Code (the “**Code**”), except with the consent of the Panel, all conditions to an offer must be satisfied or waived, or the offer must lapse, by midnight on Day 60. However, if competing firm offers are announced, the timetable will normally be set by reference to the publication of the later offer document. The Executive has therefore determined that the timetable should be set by reference to the timetable established by the Next Fifteen Scheme Document.

The Executive has ruled that Day 60, i.e. the latest date by which all of the conditions to the ADV Offer must be satisfied or waived, will be the fourth business day before the Next Fifteen Court Sanction Hearing. In the event that, prior to Day 60, the Next Fifteen Court Sanction Hearing is adjourned to a later date, Day 60 will be re-set accordingly.

Unless ADV has issued an acceleration statement (or an acceptance condition invocation notice) at least 14 days before 13 August 2022, it will therefore not be able to lapse the ADV Offer on 13 August 2022. If the unconditional date of the ADV Offer is brought forward by an acceleration statement, this would not affect the date of the Next Fifteen Court Sanction Hearing.

In the event that the ADV Offer becomes unconditional, the board of M&C Saatchi has confirmed to the Executive that it will not ask the Court to sanction the Next Fifteen Scheme.

If the Next Fifteen Scheme lapses, or if Next Fifteen switches to a contractual offer, the Executive will issue a further Statement clarifying the timetable.

Each of M&C Saatchi, ADV and Next Fifteen has accepted this ruling.

25 July 2022