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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**24 May 2019**

**RECOMMENDED CASH ACQUISITION**

**of**

**TARSUS GROUP PLC**

**by**

**TIGER ACQUISITIONS UK LIMITED**

**a wholly-owned indirect subsidiary of funds advised by Charterhouse Capital Partners LLP**

**to be implemented by means of a scheme of arrangement under  
Article 125 of the Jersey Companies Law**

**Summary**

- The board of Bidco and the Independent Tarsus Directors are pleased to announce that they have reached agreement on the terms of a recommended cash acquisition by Bidco, a wholly-owned indirect subsidiary of the Charterhouse Funds, of the entire issued and to be issued ordinary share capital of Tarsus.
- Under the terms of the Acquisition, Scheme Shareholders will be entitled to receive:  

**for each Scheme Share            425 pence in cash**
- In addition to the consideration payable in connection with the Acquisition, Tarsus Shareholders will also be entitled to receive the payment of a final dividend by Tarsus of 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018, subject to approval of the Pre-Close Dividend by Tarsus Shareholders at Tarsus's annual general meeting on 19 June 2019.
- The terms of the Acquisition:
  - excluding the Pre-Close Dividend, represent a premium of approximately 36.2 per cent. to the Closing Price of 312 pence for each Tarsus Share on 23 May 2019 (being the last Business Day before commencement of the Offer Period); and
  - including the Pre-Close Dividend, represent a premium of approximately:
    - 42.7 per cent. to the volume-weighted average price of 303 pence for each Tarsus Share for the three month period ended 23 May 2019; and
    - 50.0 per cent. to the volume-weighted average price of 289 pence for each Tarsus Share for the twelve month period ended 23 May 2019.
- The terms of the Acquisition (including the Pre-Close Dividend) value the entire issued and to be issued ordinary share capital of Tarsus at approximately £561 million. In addition, the terms of the

Acquisition imply an enterprise value of £668 million and a multiple of approximately 17 times average EBITDA for Tarsus's financial years ended 31 December 2017 and 31 December 2018.

- Charterhouse is one of the longest established private equity firms operating in Europe. Charterhouse typically invests in companies headquartered in Western Europe and works closely with incumbent management teams, providing them with active support to drive growth. Charterhouse pursues a highly selective investment approach, partnering with a small number of high-quality companies. Charterhouse is based in London and is a partnership of highly experienced investment professionals. Since the early 1980s, Charterhouse funds have completed over 140 transactions with an aggregate value in excess of €50 billion.
- Tarsus is an international business-to-business media group with interests in exhibitions, publishing and online media. Tarsus operates globally in the United States and the Americas, China, South East Asia, the Middle East and North Africa, Turkey and Europe, in key verticals including aviation, medical, labels and packaging, travel, housewares and automotive. Tarsus runs more than 160 events with a number of flagship brands including Labelexpo, Connect and the Dubai Airshow, among others. Tarsus operates across a worldwide network of offices in Dublin, London, Jakarta, Milwaukee, Atlanta, Boca Raton (Florida), Dubai, Shanghai and Istanbul.

### **Strategic rationale**

- Bidco believes that the global exhibitions market is an attractive sector with strong growth drivers, margins and cash generation. Bidco believes that, with its portfolio of market-leading brands and "must attend" business-to-business events, Tarsus is very well-positioned for growth. Tarsus's events and brands cover a diverse range of industries and sectors, and the Tarsus Group has significant exposure to the world's largest exhibition markets, the United States and China, and fast-growing emerging markets such as Mexico and South East Asia. Bidco believes that Tarsus's business model benefits from high revenue visibility due to strong exhibitor re-booking rates and that there are opportunities for continued organic growth from the existing portfolio through event replications and increasing buyer attendance.
- The global exhibitions market remains highly fragmented and offers significant opportunities for consolidation. Tarsus has a track record of successfully integrating strategic acquisitions and there are further potential opportunities available to Tarsus, which will require continued investment in the business. Bidco intends to leverage its ability to access capital so as to accelerate Tarsus's "Quickening the Pace 2" strategy and pursue strategic acquisitions in selected high-growth geographies and industries.

### **Tarsus recommendation**

- **The Independent Tarsus Directors, who have been so advised by Deutsche Bank as to the financial terms of the Acquisition, each consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Independent Tarsus Directors, Deutsche Bank has taken into account the commercial assessments of the Independent Tarsus Directors. Deutsche Bank is providing independent financial advice to the Independent Tarsus Directors for the purposes of Rule 3 of the Code.**
- **Accordingly, the Independent Tarsus Directors intend to recommend unanimously that Tarsus Shareholders vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as the Independent Tarsus Directors who are interested in Tarsus Shares have irrevocably undertaken to do in respect of their own beneficial holdings of 9,511,714 Tarsus Shares representing, in aggregate, approximately 7.7 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date.**

## Irrevocable undertakings and letters of intent

- In addition to the irrevocable undertakings received from the Independent Tarsus Directors referred to above, Bidco has received irrevocable undertakings from the Rollover Shareholders to be bound by the terms of the Scheme (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) in respect of their beneficial holdings of a total of 263,548 Tarsus Shares, being all of the Tarsus Shares currently held by them, other than those Tarsus Shares which are subject to the Rollover Arrangements. Furthermore, Bidco has received irrevocable undertakings from the Rollover Shareholders to vote (or to procure the voting) in favour of the Resolutions to be proposed at the General Meeting, other than the Rollover Resolution, on which they are not allowed to vote, in respect of their beneficial holdings of 1,905,736 Tarsus Shares representing, in aggregate, approximately 1.6 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date.
- Bidco has also received irrevocable undertakings to vote (or to procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) from AXA Investment Managers UK Limited, Canaccord Genuity Fund Management Ltd, Chloe Buch, Clive Smith, Dominic Buch, Philip O'Donnell, Robert Goldman and Ronald Klatz in respect of a total of 31,144,593 Tarsus Shares representing, in aggregate, approximately 25.3 per cent. of the issued ordinary share capital of Tarsus and approximately 25.7 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date.
- Bidco has also received non-binding letters of intent to vote (or to procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) from Artemis Investment Management LLP and Invesco Asset Management Limited in respect 10,151,696 Tarsus Shares representing, in aggregate, approximately 8.3 per cent. of the issued ordinary share capital of Tarsus and approximately 8.4 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date.
- In aggregate, therefore, Bidco has received irrevocable undertakings and letters of intent to vote in favour of:
  - the Scheme at the Court Meeting and the Rollover Resolution at the General Meeting in respect of 50,808,003 Tarsus Shares, representing approximately 41.3 per cent. of the issued ordinary share capital of Tarsus and approximately 42.0 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date; and
  - the Resolutions (other than the Rollover Resolution) at the General Meeting in respect of 52,713,739 Tarsus Shares, representing approximately 42.9 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date.
- Further details of these irrevocable undertakings and letters of intent are set out in Appendix 3 to this Announcement.

## General

- It is intended that the Acquisition will be implemented by means of a Court-approved scheme of arrangement under Article 125 of the Jersey Companies Law (the **Scheme**). However, Bidco reserves the right to elect (with the consent of the Panel) to implement the Acquisition by way of a Takeover Offer.

- The Acquisition will be subject to the Conditions and certain further terms set out in Appendix 1 and to the full terms and conditions which will be set out in the Scheme Document including, among other things: (i) the approval of Independent Scheme Shareholders at the Court Meeting and the passing of the Resolutions at the General Meeting; (ii) the sanction of the Scheme by the Court; (iii) the Scheme becoming Effective no later than the Long Stop Date; and (iv) all applicable waiting periods under the HSR Act having expired, lapsed or been terminated. In order to become Effective, the Scheme must be approved by a majority in number of Independent Scheme Shareholders, representing at least 75 per cent. of the voting rights of Independent Scheme Shareholders, in each case present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of such meeting.
- Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share under the terms of the Acquisition to the extent that the Pre-Close Dividend exceeds 7.7 pence for each Tarsus Share. If any dividend or other distribution is announced, declared, made, payable or paid in respect of the Tarsus Shares on or after the date of this Announcement and prior to the Effective Date, other than the Pre-Close Dividend, Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share by the amount of all or part of any such dividend or other distribution. If Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, Tarsus Shareholders will be entitled to receive and retain that dividend or other distribution.
- Full details of the Scheme will be included in the Scheme Document, together with notices of the Court Meeting and the General Meeting. Subject to the Scheme Document being posted to Tarsus Shareholders as soon as practicable following the date of this Announcement (subject to the availability of the Court to approve the Scheme Document for posting), the Panel has consented to a posting date later than 28 days following the date of this Announcement.
- Subject to the satisfaction or waiver of the Conditions, it is expected that the Scheme will become Effective in the third quarter of 2019.

Commenting on the Acquisition, Neville Buch, Tarsus's Chairman, said:

*"I am delighted to announce that the Independent Tarsus Directors have reached agreement with Charterhouse on the Acquisition. We believe that the Acquisition provides significant value for Tarsus's shareholders, whilst ensuring that Tarsus can continue its journey as a leading exhibitions business with an owner that can provide the capital and industry experience to support Tarsus's future growth. We believe that the Acquisition is in the interests of Tarsus's shareholders, employees and customers and we look forward to seeing Tarsus continue to grow going forward."*

Commenting on the Acquisition, Robert Leeming, Partner at Charterhouse, said:

*"We are delighted to invest in Tarsus Group and to support Doug and the management team in continuing the impressive growth they have achieved over the past years. They have built a wonderful business with leading exhibitions in growth sectors across the globe. We are committed to growing the business further, and supporting it with additional capital and expertise to accelerate its growth trajectory in the future."*

**This summary should be read in conjunction with, and is subject to, the full text of this Announcement and its Appendices.**

**The Acquisition will be made subject to the Conditions and further terms set out in Appendix 1. The bases and sources of certain financial information contained in this Announcement are set out in Appendix 2. Details of the irrevocable undertakings and the letters of intent given in relation to the Acquisition are set out in Appendix 3. Certain definitions and terms used in this Announcement are set out in Appendix 4.**

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Allen & Overy LLP and Carey Olsen Jersey LLP are retained as legal advisers to Charterhouse and Bidco. Macfarlanes LLP and Ogier are retained as legal advisers to Tarsus.

***Important notices relating to financial advisers***

*Moelis & Company, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Charterhouse and Bidco and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Charterhouse and Bidco for providing the protections afforded to clients of Moelis & Company nor for providing advice in connection with the matters referred to herein. Neither Moelis & Company 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 Moelis & Company in connection with this Announcement, any statement contained herein or otherwise.*

*Goldman Sachs International, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Charterhouse and Bidco and no one else in connection with the Acquisition and will not be responsible to anyone other than Charterhouse and Bidco for providing the protections afforded to clients of Goldman Sachs International nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.*

*Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the PRA. It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the PRA and the FCA. Details about the extent of its authorisation and regulation by the PRA, and regulation by the FCA, are available on request. Deutsche Bank AG, acting through its London branch ("Deutsche Bank"), is acting as financial adviser to Tarsus and no one else in connection with the Acquisition and will not be responsible to anyone other than Tarsus for providing the protections afforded to clients of Deutsche Bank, nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Deutsche Bank nor any of its affiliates, directors or employees 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 Deutsche Bank in connection with this Announcement, any statement contained herein or otherwise.*

*Peel Hunt LLP, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Tarsus and for no-one else in connection with the matters described 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 Tarsus for providing the protections afforded to clients of Peel Hunt LLP nor for providing advice in relation to matters described in this Announcement.*

### **Further information**

*This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire or subscribe for or dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be made solely through the Scheme Document (or, in the event that the Acquisition is to be implemented by means of a Takeover Offer, the offer document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any voting decision or response in relation to the Acquisition should be made solely on the basis of the Scheme Document.*

*This Announcement does not constitute a prospectus or a prospectus equivalent document.*

*This Announcement has been prepared for the purpose of complying with Jersey law, 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 England or Jersey.*

### **Overseas shareholders**

*The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom or Jersey may be restricted by law and therefore any persons who are not resident in the United Kingdom or Jersey or who are subject to the laws of any jurisdiction other than the United Kingdom or Jersey (including Restricted Jurisdictions) 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 or Jersey or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their Scheme Shares in respect of the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, 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 applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that 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.*

*Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition shall 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 Acquisition by use, means, instrumentality of, 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 Acquisition will be subject to the applicable requirements of Jersey law, English law, the Court, the Code, the Panel, the London Stock Exchange and the FCA.*

*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, into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of, or acceptance 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 use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail 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 facility or from within any Restricted Jurisdiction.*

*The availability of the Acquisition to Tarsus Shareholders who are not resident in the United Kingdom or Jersey may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or Jersey should inform themselves of, and observe, any applicable requirements.*

*Further details in relation to Tarsus Shareholders in overseas jurisdictions will be contained in the Scheme Document.*

### **Notice to US investors in Tarsus**

*The Acquisition relates to the shares of a Jersey company and is a scheme of arrangement provided for under the Jersey Companies Law. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company in Jersey listed on the London Stock Exchange, which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information with respect to Charterhouse, Bidco and Tarsus included in this announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and may not therefore 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 US. If, in the future, Bidco exercises its right to implement the Acquisition by way of a Takeover Offer and determines to extend the Takeover Offer into the US, the Acquisition will be made in compliance with applicable US laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder.*

*The receipt of cash pursuant to the Scheme by US Tarsus Shareholders as consideration for the cancellation of Tarsus Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Tarsus Shareholder (including US Tarsus Shareholders) is urged to consult their own independent professional adviser immediately regarding the legal and tax consequences of the Scheme.*

*Neither the SEC nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this Announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US.*

*Tarsus is incorporated under the laws of Jersey. In addition, some or all of its officers and directors reside outside the US, and some or all of its assets are or may be located in jurisdictions outside the US. Therefore, investors may have difficulty effecting service of process within the US upon those persons or recovering against Tarsus or its officers or directors on judgments of US courts, including judgments based upon the civil liability provisions of US federal 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. It may not be possible to sue Tarsus or its officers or directors in a non-US court for violations of US securities laws.*

*In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco or its nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Tarsus Shares outside the United States, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn, in compliance with applicable law, including the US Exchange Act. 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 United Kingdom, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at: <http://www.londonstockexchange.com/prices-and-news/prices-news/home.htm>.*

### ***Forward-looking statements***

*This Announcement contains certain forward-looking statements with respect to Charterhouse, Bidco and Tarsus. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as, without limitation, "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "hope", "continue", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the expansion and growth of the operations of Bidco or Tarsus, and (iii) the effects of government regulation on the business of Bidco or Tarsus. There are many factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among such factors are changes in global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.*

*These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Except as expressly provided in this Announcement, neither they nor any other statements have been reviewed by the auditors of Charterhouse, Bidco or Tarsus. By their nature, these forward-looking statements involve known and unknown risks, and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this Announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this Announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, 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.*

*None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, has any intention or accepts any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required. All subsequent oral or written forward-looking statements attributable to Charterhouse, Bidco or Tarsus or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.*

*None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, 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.*

***No profit forecasts or estimates***

*No statement in this Announcement is intended as a profit forecast or estimate for Charterhouse, Bidco or Tarsus for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, earnings, or earnings per share or income of those persons (where relevant) for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, earnings, earnings per share or income of those persons (as appropriate).*

***Publication on a website***

*A copy of this Announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on Tarsus's website at [www.tarsus.com](http://www.tarsus.com) and on Charterhouse's website at [www.charterhouse.co.uk](http://www.charterhouse.co.uk) by no later than 12 noon on the Business Day following the date of this Announcement.*

*Neither the content of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this Announcement.*

***Requesting hard copy documents***

*In accordance with Rule 30.3 of the Code, a person so entitled may request a copy of this Announcement (and any information incorporated into it by reference to another source) in hard copy form free of charge. A person may also request that all future documents, announcements and information sent to that person in relation to the Acquisition should be in hard copy form. For persons who have received a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent to you unless you have previously notified Tarsus's registrar, Link Asset Services, that you wished to receive all documents in hard copy form or unless requested in accordance with the procedure set out below or, in the case of Charterhouse, unless requested in accordance with the procedure set out below.*

*If you would like to request a hard copy of this Announcement from Tarsus please contact Tarsus's registrar, Link Asset Services, on 0371 664 0300 (from within the UK) or +44 (0)371 664 0300 (from outside the UK), or by writing to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*

***Information relating to Tarsus Shareholders***

*Please be aware that addresses, electronic addresses and certain other information provided by Tarsus Shareholders, persons with information rights and other relevant persons for the receipt of communications from Tarsus may be provided to Bidco during the Offer Period as required under section 4 of Appendix 4 to the Code.*

### **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 one 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) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 one 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.*

**Rule 2.9 of the Code**

*For the purposes of Rule 2.9 of the Code, Tarsus confirms that, as at the Last Practicable Date, it had 122,928,596 ordinary shares of 5 pence each in issue and admitted to trading on the London Stock Exchange. The International Securities Identification Number for Tarsus Shares is JE00B3DG9318.*

**General**

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.*

**Time**

*All times shown in this Announcement are London times, unless otherwise stated.*

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

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**24 May 2019**

**RECOMMENDED CASH ACQUISITION**

**of**

**TARSUS GROUP PLC**

**by**

**TIGER ACQUISITIONS UK LIMITED**

**a wholly-owned indirect subsidiary of funds advised by Charterhouse Capital Partners LLP**

**to be implemented by means of a scheme of arrangement under  
Article 125 of the Jersey Companies Law**

**1. Introduction**

The board of Bidco and the Independent Tarsus Directors are pleased to announce that they have reached agreement on the terms of a recommended cash acquisition by Bidco, a wholly-owned indirect subsidiary of the Charterhouse Funds, of the entire issued and to be issued ordinary share capital of Tarsus.

It is intended that the Acquisition will be implemented by means of a scheme of arrangement under Article 125 of the Jersey Companies Law.

**2. The Acquisition**

Under the terms of the Acquisition, which shall be subject to the Conditions and further terms set out in Appendix 1 and to the full terms and conditions which will be set out in the Scheme Document, Scheme Shareholders will be entitled to receive:

**for each Scheme Share                      425 pence in cash**

In addition to the consideration payable in connection with the Acquisition, Tarsus Shareholders will also be entitled to receive the payment of a final dividend by Tarsus of 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018 (the **Pre-Close Dividend**), subject to approval of the Pre-Close Dividend by Tarsus Shareholders at Tarsus's annual general meeting on 19 June 2019.

The terms of the Acquisition:

- (a) excluding the Pre-Close Dividend, represent a premium of approximately 36.2 per cent. to the Closing Price of 312 pence for each Tarsus Share on 23 May 2019 (being the last Business Day before commencement of the Offer Period); and
- (b) including the Pre-Close Dividend, represent a premium of approximately:

- (i) 42.7 per cent. to the volume-weighted average price of 303 pence for each Tarsus Share for the three month period ended 23 May 2019; and
- (ii) 50.0 per cent. to the volume-weighted average price of 289 pence for each Tarsus Share for the twelve month period ended 23 May 2019.

The terms of the Acquisition (including the Pre-Close Dividend) value the entire issued and to be issued ordinary share capital of Tarsus at approximately £561 million. In addition, the terms of the Acquisition imply an enterprise value of £668 million and a multiple of approximately 17 times average EBITDA for Tarsus's financial years ended 31 December 2017 and 31 December 2018.

The Acquisition will be subject to the Conditions and certain further terms set out in Appendix 1 and to the full terms and conditions which will be set out in the Scheme Document including, among other things: (i) the approval of Independent Scheme Shareholders at the Court Meeting and the passing of the Resolutions at the General Meeting; (ii) the sanction of the Scheme by the Court; (iii) the Scheme becoming Effective no later than the Long Stop Date; and (iv) all applicable waiting periods under the HSR Act having expired, lapsed or been terminated. In order to become Effective, the Scheme must be approved by a majority in number of Independent Scheme Shareholders, representing at least 75 per cent. of the voting rights of Independent Scheme Shareholders, in each case present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of such meeting.

Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share under the terms of the Acquisition to the extent that the Pre-Close Dividend exceeds 7.7 pence for each Tarsus Share. If any dividend or other distribution is announced, declared, made, payable or paid in respect of the Tarsus Shares on or after the date of this Announcement and prior to the Effective Date, other than the Pre-Close Dividend, Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share by the amount of all or part of any such dividend or other distribution. If Bidco exercises this right or makes such a reduction in respect of a dividend or other distribution, Tarsus Shareholders will be entitled to receive and retain that dividend or other distribution.

The Scheme Shares will be acquired by Bidco fully paid and free from all liens, equitable interests, charges, encumbrances, rights of pre-emption and any other third party rights or interests whatsoever and together with all rights existing at the date of this Announcement or thereafter attaching thereto, including (without limitation) voting rights and the right to receive and retain, in full, all dividends and other distributions (if any) declared, made or paid or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made on or after the date of this Announcement, other than the Pre-Close Dividend and any other dividend or distribution in respect of which Bidco exercises its right under the terms of the Acquisition to reduce the consideration payable in respect of each Tarsus Share.

Full details of the Scheme will be included in the Scheme Document, together with notices of the Court Meeting and the General Meeting. Subject to the Scheme Document being posted to Tarsus Shareholders as soon as practicable following the date of this Announcement (subject to the availability of the Court to approve the Scheme Document for posting), the Panel has consented to a posting date later than 28 days following the date of this Announcement. Subject to the satisfaction or waiver of the Conditions, it is expected that the Scheme will become Effective in the third quarter of 2019.

### **3. Background to and reasons for the Acquisition**

Bidco believes that the global exhibitions market is an attractive sector with strong growth drivers, margins and cash generation. With its portfolio of market-leading brands and "must attend" business-to-business events, Bidco believes that Tarsus is very well-positioned for growth. Tarsus's events and

brands cover a diverse range of industries and sectors, and the Tarsus Group has significant exposure to the world's largest exhibition markets, the United States and China, and fast-growing emerging markets such as Mexico and South East Asia. Bidco believes that Tarsus's business model benefits from high revenue visibility due to strong exhibitor re-booking rates and that there are opportunities for continued organic growth from the existing portfolio through event replications and increasing buyer attendance.

The global exhibitions market remains highly fragmented and offers significant opportunities for consolidation. Tarsus has a track record of successfully integrating strategic acquisitions and there are further potential opportunities available to Tarsus, which will require continued investment in the business. Bidco intends to leverage its ability to access capital so as to accelerate Tarsus's "Quickening the Pace 2" strategy and pursue strategic acquisitions in selected high-growth geographies and industries.

#### **4. Recommendation**

The Independent Tarsus Directors, who have been so advised by Deutsche Bank as to the financial terms of the Acquisition, each consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Independent Tarsus Directors, Deutsche Bank has taken into account the commercial assessments of the Independent Tarsus Directors. Deutsche Bank is providing independent financial advice to the Independent Tarsus Directors for the purposes of Rule 3 of the Code.

Accordingly, the Independent Tarsus Directors intend to recommend unanimously that Tarsus Shareholders vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as the Independent Tarsus Directors who are interested in Tarsus Shares have irrevocably undertaken to do in respect of their own beneficial holdings of 9,511,714 Tarsus Shares representing, in aggregate, approximately 7.7 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date, as more fully described in in Appendix 3.

#### **5. Background to and reasons for the Independent Tarsus Directors' recommendation**

The Independent Tarsus Directors believe that Tarsus is an industry-leading business which has repeatedly demonstrated best in class operational and financial performance. Today, the Tarsus Group has approximately 640 employees, more than 160 events and operations in 17 countries.

Whilst the Independent Tarsus Directors are confident in Tarsus's long-term prospects as a standalone business, they are also conscious of the changing nature of the industry, and the growing need to deploy ever increasing amounts of capital to successfully capitalise on new growth opportunities. The Independent Tarsus Directors believe that private ownership, with the attendant access to deep and regular growth capital, would best suit the next stage of Tarsus's development and enable Tarsus to accelerate its "Quickening the Pace 2" strategy. The Independent Tarsus Directors are also mindful that there is currently a high level of investment interest in Tarsus's sector and limited opportunity to invest in businesses with the brand breadth and geographical diversity that Tarsus offers.

In particular, the Independent Tarsus Directors believe that structural changes in the capital markets and investor preferences mean that there has been a reduction in the quantum of capital (and indeed research) dedicated to small and mid-cap companies. At the same time, the Independent Tarsus Directors believe that there are increasing opportunities for Tarsus to pursue growth through acquisitions. Given general sector consolidation, these opportunities are often relatively small portfolio add-on type transactions which require access to regular and rapidly deployable capital to

implement, as opposed to infrequent one-off and more substantial transactions which can more easily be financed through the public markets.

The Independent Tarsus Directors have given great consideration to the merits of the Acquisition and have considered the interests of all of Tarsus's stakeholders, including its employees, shareholders, customers and suppliers. The Independent Tarsus Directors take great comfort in the fact that Charterhouse is not only a highly experienced growth investor, but also one with a clear cultural fit and deep industry experience, having recently successfully invested in Comexposium. The Independent Tarsus Directors believe that Charterhouse will be able to support Tarsus in pursuing inorganic and organic growth, optimising the visitor experience and expanding into new markets.

The Independent Tarsus Directors note that the Acquisition will deliver a number of strategic benefits to Tarsus whilst also ensuring that Tarsus's shareholders have the ability to crystallise certain value from their investment at an attractive premium in cash, thereby being compensated both for Tarsus's successes to date as well as the future potential of the business. Specifically, the Independent Tarsus Directors note that the terms of the Acquisition:

- (a) excluding the Pre-Close Dividend, represent a premium of approximately 36.2 per cent. to the Closing Price of 312 pence for each Tarsus Share on 23 May 2019 (being the last Business Day before commencement of the Offer Period); and
- (b) including the Pre-Close Dividend, represent a premium of approximately:
  - (i) 42.7 per cent. to the volume-weighted average price of 303 pence for each Tarsus Share for the three month period ended 23 May 2019; and
  - (ii) 50.0 per cent. to the volume-weighted average price of 289 pence for each Tarsus Share for the twelve month period ended 23 May 2019.

The terms of the Acquisition (including the Pre-Close Dividend) value the entire issued and to be issued ordinary share capital of Tarsus at approximately £561 million. In addition, the terms of the Acquisition imply an enterprise value of £668 million and a multiple of approximately 17 times average EBITDA for Tarsus's financial years ended 31 December 2017 and 31 December 2018.

Douglas Emslie and Dan O'Brien have not taken part in the formal appraisal of the Acquisition by the Independent Tarsus Directors, or the decision of the Independent Tarsus Directors to recommend the Acquisition to Shareholders, as a result of the conflicts of interest arising from their participation in the Rollover Arrangements which are described in more detail below. As a result of these conflicts of interest, Douglas Emslie and Dan O'Brien will not be voting on the resolution to approve the Scheme at the Court Meeting or on the Rollover Resolution at the General Meeting.

In considering the recommendation of the Acquisition to Tarsus Shareholders, the Independent Tarsus Directors have given due consideration to Bidco's intentions for the business, management, employees and locations of business of Tarsus.

The Independent Tarsus Directors welcome Bidco's confirmation that it does not intend to initiate any material restructurings, headcount reductions or changes in the location of Tarsus's key offices (other than a re-assessment of the headquarters location (currently Ireland)), operations and places of business. The Independent Tarsus Directors also welcome Bidco's confirmation that, following the Acquisition becoming Effective, the existing contractual and statutory employment rights of all Tarsus management and employees will be fully safeguarded in accordance with applicable law.

## 6. Irrevocable undertakings and letters of intent

In addition to the irrevocable undertakings received from the Independent Tarsus Directors referred to at paragraph 4 above, Bidco has received irrevocable undertakings from the Rollover Shareholders to be bound by the terms of the Scheme (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) in respect of their beneficial holdings of a total of 263,548 Tarsus Shares, being all of the Tarsus Shares currently held by them other than those Tarsus Shares which are subject to the Rollover Arrangements. Furthermore, Bidco has received irrevocable undertakings from the Rollover Shareholders to vote (or to procure the voting) in favour of the Resolutions to be proposed at the General Meeting, other than the Rollover Resolution, on which they are not allowed to vote, in respect of their beneficial holdings of 1,905,736 Tarsus Shares representing, in aggregate, approximately 1.6 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date.

Bidco has also received irrevocable undertakings to vote (or to procure the voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) from AXA Investment Managers UK Limited, Canaccord Genuity Fund Management Ltd, Chloe Buch, Clive Smith, Dominic Buch, Philip O'Donnell, Robert Goldman and Ronald Klatz in respect of a total of 31,144,593 Tarsus Shares representing, in aggregate, approximately 25.3 per cent. of the issued ordinary share capital of Tarsus and approximately 25.7 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date.

Bidco has also received non-binding letters of intent to vote (or to procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer) from Artemis Investment Management LLP and Invesco Asset Management Limited in respect 10,151,696 Tarsus Shares representing, in aggregate, approximately 8.3 per cent. of the issued ordinary share capital of Tarsus and approximately 8.4 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date.

In aggregate, therefore, Bidco has received irrevocable undertakings and letters of intent to vote in favour of:

- (a) the Scheme at the Court Meeting and the Rollover Resolution at the General Meeting in respect of 50,808,003 Tarsus Shares, representing approximately 41.3 per cent. of the issued ordinary share capital of Tarsus and approximately 42.0 per cent. of the Tarsus Shares eligible to vote at the Court Meeting, in each case on the Last Practicable Date; and
- (b) the Resolutions (other than the Rollover Resolution) at the General Meeting in respect of 52,713,739 Tarsus Shares, representing approximately 42.9 per cent. of the issued ordinary share capital of Tarsus on the Last Practicable Date.

Further details of these irrevocable undertakings and the letters of intent (including the circumstances in which the irrevocable undertakings will cease to be binding or otherwise fall away) are set out in Appendix 3.

## 7. Information on Charterhouse and Bidco

### *Charterhouse*

Charterhouse is one of the longest established private equity firms operating in Europe. Charterhouse typically invests in companies headquartered in Western Europe and works closely with incumbent management teams providing them with active support to drive growth. Charterhouse pursues a highly selective investment approach, partnering with a small number of high-quality companies. Charterhouse is based in London and is a partnership of highly experienced investment professionals. Since the early 1980s, Charterhouse funds have completed over 140 transactions with an aggregate value in excess of €50 billion.

### ***Bidco***

Bidco is a newly-incorporated company under the laws of England and Wales and is a wholly-owned indirect subsidiary of Charterhouse Funds. Bidco has not traded since its date of incorporation, nor has it entered into any obligation other than in connection with the Acquisition.

## **8. Information on Tarsus**

Tarsus is an international business-to-business media group with interests in exhibitions, publishing and online media. Tarsus operates globally in the United States and the Americas, China, South East Asia, the Middle East and North Africa, Turkey and Europe, in key verticals including aviation, medical, labels and packaging, travel, housewares and automotive. Tarsus runs more than 160 events with a number of flagship brands including Labelexpo, Connect and the Dubai Airshow, among others. Tarsus operates across a worldwide network of offices in Dublin, London, Jakarta, Milwaukee, Atlanta, Boca Raton (Florida), Dubai, Shanghai and Istanbul.

## **9. Strategic plans and intentions with regard to assets, management and employees**

### ***Strategic plans and employees***

Bidco has worked closely with Tarsus management to understand the key areas of their strategy and plans for the business. Following completion of the Acquisition, Bidco intends to support Tarsus and its employees in accelerating the second phase of management's "Quickening the Pace 2" strategy, including driving the organic growth of the existing business and acquiring new platforms for growth.

Following completion of the Acquisition, Bidco will work with Tarsus management to continue developing the strategy, operations and organisational structure of the business. The strategic focus of the business will be on:

- (a) expanding Tarsus's presence in higher growth markets such as the United States and China;
- (b) maximising the scale of Tarsus's existing events and further building the overall scale of the Tarsus Group;
- (c) identifying additional opportunities to improve the experience for visitors and exhibitors and support the growth from the existing portfolio;
- (d) replicating Tarsus's leading brands and launching new events around the world; and
- (e) assessing potential strategic acquisitions in high-growth geographies and industries.

Bidco recognises the importance and value of the skills and experience of the existing management and employees of Tarsus and believes that they will be a key factor in maximising the success of Tarsus following the Scheme becoming Effective. Bidco does not envisage any significant changes to the profile of the management and employees of Tarsus, other than that the Chairman and the other Independent Tarsus Directors (being non-executive directors of Tarsus) are expected to step

down upon the Scheme becoming Effective (or, in the event that the Acquisition is implemented by way of a Takeover Offer, upon or shortly following the Takeover Offer becoming or being declared wholly unconditional) and that a limited number of ancillary PLC-related functions are expected to be discontinued upon Tarsus ceasing to operate as a publicly listed company. Bidco confirms that it has no intentions for any individual's employment to be adversely impacted by this change. In the event that any individuals do need to be redeployed following Tarsus ceasing to be a public company, Bidco confirms they will be treated in a manner consistent with the Tarsus Group's culture, policies and practices.

Save as set out above in respect of a limited number of PLC-related functions, Bidco does not expect any material change in the balance of skills and functions of employees and management of Tarsus.

### ***Existing rights and pensions***

Bidco confirms that, following the Scheme becoming Effective, the existing contractual and statutory employment rights, including in relation to pensions, of all Tarsus employees and management will be fully safeguarded in accordance with applicable law. Bidco does not intend to make any material changes to the conditions of employment save for the bonus arrangements in regard to the executive team which will be aligned with a private shareholder structure rather than public company metrics as set out at paragraph 10 below.

Tarsus makes available to certain employees a UK stakeholder pension scheme and auto enrolment scheme in accordance with its legal obligations, but does not itself offer any Group defined benefit pension scheme. Bidco does not intend to make any changes to the current employer pension contribution arrangements, the accrual of benefits for existing members or the rights of admission of new members.

### ***Research and development***

Tarsus does not currently carry out any substantial research and development activities. Bidco has no intention of changing Tarsus's research and development function.

### ***Headquarters and fixed assets***

Following completion of the Acquisition, Bidco and Tarsus management intend to evaluate potential alternative locations for the Tarsus Group's headquarters and headquarters functions. This evaluation will be limited to those functions currently carried out in Ireland. The London office location is not expected to be affected. The evaluation will take into account the location of the Tarsus Group's operations, the composition of the board of Bidco after the Scheme becomes Effective, and other relevant factors. No step has been taken to date to identify any such locations.

Bidco has no intention to redeploy the fixed assets of Tarsus.

### ***Listing***

Tarsus shares are currently listed on the Official List and admitted to trading on the London Stock Exchange. As set out in paragraph 17 below, applications will be made to: (a) the London Stock Exchange to cancel trading in Tarsus Shares on the London Stock Exchange's main market for listed securities; and (b) the FCA to cancel the listing of the Tarsus Shares on the Official List, in each case with effect from or shortly after the Effective Date.

No statements in this paragraph 9 are "post-offer undertakings" for the purposes of Rule 19.5 of the Code.

## 10. Incentivisation arrangements

### *Rollover Arrangements*

#### *Amended terms of service*

On the Effective Date, the Rollover Managers will enter into amendments to their existing employment contracts (by way of deeds of amendments in the case of Douglas Emslie and Dan O'Brien and by way of a new service contract in the case of Simon Smith). Their basic salaries will remain unchanged from the figures for each Rollover Manager applicable to 2019, being:

- (a) Douglas Emslie: £556,950;
- (b) Dan O'Brien: £344,800; and
- (c) Simon Smith: is £196,250.

Under their amended terms, it is expected that each Rollover Manager will agree certain changes to the terms of their current employment, including: (a) the waiver of entitlements under the 2019 executive bonus scheme; and (b) amendments to, or the inclusion of new, restrictive covenants.

Simon Smith will enter into a new service contract commensurate to his senior role in the Tarsus Group. This agreement reflects the following key amendments to the terms of Simon Smith's employment (in addition to those referred to in the previous paragraph):

- (a) comprehensive provisions in relation to Simon Smith's duties;
- (b) enhanced contractual sick pay benefits;
- (c) provisions concerning intellectual property; and
- (d) garden leave provisions.

A new executive management bonus scheme will be implemented after the Effective Date, which will provide a bonus opportunity comparable to the existing annual cash bonus arrangements in place at Tarsus, subject to achieving performance targets. Key terms of the new executive management bonus scheme have been discussed with the Rollover Managers. Under the new scheme, it is envisaged that the Rollover Managers will be eligible to be paid a maximum aggregate amount per annum which is equal to a specified percentage of the Rollover Manager's maximum basic salary (being 110 per cent. in relation to Douglas Emslie, 75 per cent. in relation to Dan O'Brien and 50 per cent. in relation to Simon Smith). A bonus award would consist of two components:

- (a) an EBITDA-linked bonus amount; and
- (b) an acquisitions-linked bonus amount.

#### *Put and Call Option Deed*

A Put and Call Option Deed provides for:

- (a) the exchange by the Rollover Shareholders of the Rollover Shares, which have an aggregate value of £7,195,041.75, (calculated at a price of 425 pence for each Rollover Share) for the US dollar denominated equivalent (calculated using a forward spot rate of exchange as at the Effective Date) nominal value of loan notes issued by Bidco (the **Bidco Rollover Notes**); and

- (b) the transfer by the Rollover Shareholders, by means of a series of put and call options, of the Bidco Rollover Notes in consideration for US dollar denominated loan notes issued by Holdco and then Midco and subsequently ordinary and preference US dollar denominated shares issued by Topco as follows:
- (i) ordinary shares and preference shares in Topco which are on the same terms as, and shall rank *pari passu* to, those subscribed for by the Charterhouse investing vehicle, including as to subscription price (the **Institutional Strip Shares**);
  - (ii) ordinary shares which rank *pari passu* to the other ordinary shares in Topco (the **Sweet Equity Shares**); and
  - (iii) a separate class of shares with separate rights attaching to them that only entitle the holder to participate in any dividend or other capital return in certain prescribed circumstances (the **Ratchet Shares**).

#### *Subscription and Shareholders' Agreement*

A Subscription and Shareholders' Agreement sets out the terms on which the Rollover Shareholders will hold their Institutional Strip Shares, Sweet Equity Shares and Ratchet Shares following completion of the series of puts and calls provided for by the Put and Call Option Deed.

The Independent Shareholders will be asked at the General Meeting to approve the Rollover Arrangements described in this paragraph 10 by voting on the Rollover Resolution. Pursuant to Rule 16.2 of the Code, none of the Rollover Shareholders nor their connected persons, nor any person holding Tarsus Shares on behalf of the Rollover Shareholders and/or any of their connected persons, will be entitled to vote on such resolution and voting on this resolution will be by way of a poll.

The Independent Tarsus Directors intend to recommend unanimously that the Independent Shareholders vote in favour of the Rollover Resolution. For the purposes of Rule 16.2 of the Code, Deutsche Bank has confirmed to the Independent Tarsus Directors that, in its opinion, the terms of the Rollover Arrangements are fair and reasonable so far as the Independent Shareholders are concerned. In providing this opinion, Deutsche Bank has taken into account the commercial assessments of the Independent Tarsus Directors.

The Acquisition will be conditional on, among other things, the Independent Shareholders approving the Rollover Resolution at the General Meeting. Further details of the terms of the Rollover Arrangements will be set out in the Scheme Document.

Other than the Rollover Arrangements, there are currently no arrangements or understandings between, on the one hand, Bidco and/or any person acting in concert with Bidco and, on the other hand, the management or directors of Tarsus having any connection with or dependence upon the Acquisition.

#### *Unallocated management shares*

Further members of Tarsus's management will be allocated Sweet Equity Shares at a later date (such that all of the Sweet Equity Shares issued, including the Sweet Equity Shares held by the Rollover Shareholders, shall constitute up to a total of 15 per cent. of the ordinary share capital of Topco). The Sweet Equity Shares which are not allocated to the Rollover Shareholders will not be allocated at the Effective Date, but it is envisaged that the outstanding Sweet Equity Shares will be issued in due course to current employees and/or reserved for the purpose of incentivising future hires and promotions. The identity of the relevant current employees has not yet been determined, nor has the proportion of the unallocated Sweet Equity Shares to be reserved for future hires and promotions.

## 11. Tarsus Share Plans

The Scheme will extend to any Tarsus Shares unconditionally allotted, issued or transferred before the Scheme Record Time to satisfy the exercise of options granted under the Tarsus Share Plans.

Appropriate proposals will be made in due course to participants in the Tarsus Share Plans. The proposals will explain the effect of the Acquisition on the participants' options and the actions they may take in respect of their options.

The Scheme will not extend to Tarsus Shares issued after the Scheme Record Time. However, it is proposed to amend Tarsus's articles of association at the General Meeting to provide that, following completion of the Acquisition, any Tarsus Shares issued to any person other than Bidco or its nominees after the Scheme Record Time (including in satisfaction of the exercise of an option under the Tarsus Share Plans) will be automatically transferred to Bidco in consideration for the payment by Bidco to such persons of an amount equal to 425 pence for each Tarsus Share so transferred.

## 12. Financing of the Acquisition

The cash consideration payable by Bidco pursuant to the Acquisition will be financed by: (a) a combination of indirect capital contributions to Bidco from the Charterhouse Funds; and (b) an interim facilities agreement entered into by Bidco (as borrower) and Midco (as guarantor) with certain funds advised and/or managed by the Merchant Banking Division of Goldman Sachs named therein as original interim lenders, the proceeds of which may be used towards, *inter alia*: (i) financing the consideration paid or payable under the terms of the Acquisition; (ii) refinancing any existing indebtedness of Tarsus and certain members of the Tarsus Group; and (iii) financing or refinancing any fees, costs and expenses related to or incurred or charged in connection with the Acquisition and/or its financing. These interim facilities are made available on a certain funds basis.

Moelis & Company, as financial adviser to Bidco, is satisfied that sufficient financial resources are available to Bidco to enable it to satisfy in full the cash consideration payable to Tarsus Shareholders under the terms of the Acquisition.

Further details of the financing of the Acquisition will be set out in the Scheme Document.

## 13. Offer-related arrangement

Charterhouse Capital Partners LLP and Tarsus entered into a confidentiality agreement on 6 March 2019 (the **Confidentiality Agreement**) pursuant to which Charterhouse Capital Partners LLP and Tarsus have each undertaken to keep information relating to the other confidential and not to disclose such information to third parties (other than permitted recipients) unless required by applicable law or regulation. These confidentiality obligations remain in force for a period of 18 months after the date of the Confidentiality Agreement (unless terminated earlier as a result of the Scheme becoming Effective or, in the event that the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer becoming unconditional in all respects in accordance with its terms).

The Confidentiality Agreement also contains customary mutual non-solicit provisions and a standstill provision in favour of Tarsus, in each case subject to customary carve-outs, for a period of twelve months.

## 14. Structure of and conditions to the Acquisition

It is intended that the Acquisition will be implemented by means of a Court-approved scheme of arrangement between Tarsus and Scheme Shareholders under Article 125 of the Jersey Companies Law (although Bidco reserves the right to implement the Acquisition by way of a Takeover Offer,

subject to the consent of the Panel). The Scheme is an arrangement between Tarsus and the Scheme Shareholders and is subject to the approval of the Court.

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of Tarsus, in consideration for which Scheme Shareholders will receive cash consideration on the basis set out at paragraph 2 of this Announcement. This involves, among other things, an application by Tarsus to the Court to sanction the Scheme.

#### *Conditions to the Acquisition*

The Scheme is subject to the Conditions and further terms set out in Appendix 1 and to be set out in the Scheme Document and will become Effective only if, among other things, the following events occur on or before the Long Stop Date:

- (a) the approval of the Scheme by a majority in number of Independent Scheme Shareholders, representing at least 75 per cent. of the voting rights of the Independent Scheme Shareholders in each case present and voting, either in person or by proxy, at the Court Meeting;
- (b) the Resolutions being duly passed at the General Meeting;
- (c) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Tarsus and Bidco); and
- (d) all other Conditions to the Scheme, as set out in Appendix 1, being satisfied or (where applicable) waived.

The Acquisition will lapse if:

- (a) the Court Meeting and the General Meeting are not held by the 22nd day after the expected date of such meetings as set out in the Scheme Document in due course (or such later date as may be agreed between Bidco and Tarsus and, in the case of the Court Meeting, as the Court may allow);
- (b) the Court Hearing to sanction the Scheme is not held by the 22nd day after the expected date of such hearing as set out in the Scheme Document (or such later date as may be agreed between Bidco and Tarsus and as the Court may allow); or
- (c) the Scheme does not become Effective by the Long Stop Date.

The Acquisition is conditional, among other things, on all necessary notifications and filings having been made and all applicable waiting periods (including any extensions thereof) under the HSR Act and the rules and regulations made thereunder having expired, lapsed or been terminated as appropriate, in each case in respect of the Acquisition.

Upon the Scheme becoming Effective: (i) it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the General Meeting (and, if they attended and voted, whether or not they voted in favour); and (ii) share certificates in respect of Scheme Shares will cease to be of value and should be destroyed and entitlements to Scheme Shares held within the CREST system will be cancelled. The cash consideration payable under the Scheme will be despatched to Scheme Shareholders by Bidco no later than 14 days after the Effective Date.

Full details of the Scheme will be included in the Scheme Document, together with notices of the Court Meeting and the General Meeting. Subject to the Scheme Document being posted to Tarsus Shareholders as soon as practicable following the date of this Announcement (subject to the

availability of the Court to approve the Scheme Document for posting), the Panel has consented to a posting date later than 28 days following the date of this Announcement. The Scheme Document will be made available to all Scheme Shareholders at no charge to them and Forms of Proxy will be made available to all Independent Scheme Shareholders free of charge to them. Subject to the satisfaction or waiver of the Conditions, it is expected that the Scheme will become Effective in the third quarter of 2019.

The Scheme will be governed by Jersey law and will be subject to the jurisdiction of the Court. The Scheme will also be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

#### **15. Scheme timetable/further information**

A full anticipated timetable will be set out in the Scheme Document which will be posted as soon as practicable (subject to the availability of the Court to approve the Scheme Document for posting). Subject to certain restrictions relating to persons resident in Restricted Jurisdictions, the Scheme Document will also be made available on Tarsus's website at [www.tarsus.com](http://www.tarsus.com).

#### **16. Right to switch to a Takeover Offer**

Subject to obtaining the consent of the Panel, Bidco reserves the right to elect to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme.

In such event, the Acquisition will be implemented on the same terms and conditions, so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments for an acquisition being made by way of a Takeover Offer, including (without limitation) the inclusion of an acceptance condition set at 90 per cent. of the Tarsus Shares to which the Takeover Offer relates (or such lesser percentage as may be determined by Bidco after consultation with the Panel (if necessary)), being in any case more than 50 per cent. of the voting rights normally exercisable at a general meeting of Tarsus, including, for this purpose, any such voting rights attaching to Tarsus Shares that are issued before the Takeover Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise). Further, if sufficient acceptances of the Takeover Offer are received and/or sufficient Tarsus Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of the Jersey Companies Law to compulsorily acquire any outstanding Tarsus Shares to which the Takeover Offer relates.

#### **17. De-listing and re-registration**

It is intended that dealings in Tarsus Shares will be suspended on or shortly before the Effective Date at a time to be set out in the Scheme Document. It is further intended that applications will be made to: (a) the London Stock Exchange to cancel trading in Tarsus Shares on the London Stock Exchange's main market for listed securities; and (b) the FCA to cancel the listing of the Tarsus Shares on the Official List, in each case with effect from or shortly after the Effective Date.

The last day of dealing in Tarsus Shares on the London Stock Exchange is currently expected to be the Business Day immediately prior to the Effective Date and it is currently intended that no transfers will be registered after 6.00 p.m. on that date.

Share certificates in respect of the Tarsus Shares will cease to be valid and should be destroyed on the Effective Date. In addition, entitlements held within CREST to Tarsus Shares will be cancelled on the Effective Date.

It is Bidco's intention that in due course, following a de-listing, Tarsus will be re-registered as a private limited company.

## **18. Disclosure of interests in Tarsus**

As at the close of business on the Last Practicable Date, other than: (a) the disclosures set out in this paragraph 18 of this Announcement; and (b) the irrevocable undertakings and the letters of intent referred to in paragraph 6 of this Announcement, none of Bidco or any of its directors or, so far as Bidco is aware, any person acting, or deemed to be acting, in concert with Bidco, had:

- (a) an interest in, or right to subscribe for, relevant securities of Tarsus;
- (b) any short position in (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, relevant securities of Tarsus;
- (c) procured an irrevocable commitment or letter of intent to accept the terms of the Acquisition in respect of relevant securities of Tarsus; or
- (d) borrowed, lent or entered into any financial collateral arrangements or dealing arrangements in respect of any Tarsus Shares.

Other than the irrevocable undertakings and letters of intent described in paragraph 6 of this Announcement, no arrangement exists between Bidco or Tarsus or any person acting in concert with Bidco or Tarsus in relation to Tarsus Shares. For these purposes, an arrangement includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to Tarsus Shares which may be an inducement to deal or refrain from dealing in such securities.

In the interests of secrecy prior to this Announcement, Bidco has not made any enquiries in respect of the matters referred to in this paragraph 18 of certain parties who may be deemed by the Panel to be acting in concert with Bidco for the purposes of the Acquisition. Enquiries of such parties will be made as soon as practicable following the date of this Announcement, and Bidco confirms that further disclosure in accordance with Rule 8.1(a) and Note 2(a)(i) on Rule 8 of the Code will be made as soon as possible and, in any event, by no later than 12 noon on the date falling 10 business days after the date of this Announcement.

## **19. Overseas shareholders**

The availability of the Acquisition and the distribution of this Announcement to persons resident in, or citizens of, or otherwise subject to, jurisdictions outside the United Kingdom or Jersey may be affected by the laws of the relevant jurisdictions. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction. Tarsus Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

This Announcement is not intended to, and does not, constitute or form part of any offer to sell or to subscribe for, or any invitation to purchase or subscribe for, or the solicitation of any offer to purchase or otherwise subscribe for, any securities. Tarsus Shareholders are advised to read carefully the Scheme Document and the Forms of Proxy once these have been despatched.

## **20. General**

In deciding whether or not to vote or procure votes to approve the Scheme at the Court Meeting or to vote or procure votes in favour of the Resolutions at the General Meeting in respect of their Tarsus Shares, Tarsus Shareholders should rely on the information contained, and follow the procedures described, in the Scheme Document.

Moelis & Company, Goldman Sachs International, Deutsche Bank and Peel Hunt LLP have each given and not withdrawn their consent to the publication of this Announcement with the inclusion herein of the references to their names in the form and context in which they appear.

## **21. Documents available on website**

Copies of the following documents will, by no later than 12 noon on the Business Day following the date of this Announcement, be made available on Charterhouse's website at [www.charterhouse.co.uk](http://www.charterhouse.co.uk) and Tarsus's website at [www.tarsus.com](http://www.tarsus.com) until the end of the Offer Period:

- (a) this Announcement;
- (b) the irrevocable undertakings and the letters of intent referred to in paragraph 6 above and summarised in Appendix 3 to this Announcement;
- (c) the Confidentiality Agreement; and
- (d) the documents relating to the financing of the Acquisition referred to in paragraph 12 of this Announcement.

### **Enquiries:**

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Nick Prowting  
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Allen & Overy LLP and Carey Olsen Jersey LLP are retained as legal advisers to Charterhouse and Bidco. Macfarlanes LLP and Ogier are retained as legal advisers to Tarsus.

***Important notices relating to financial advisers***

*Moelis & Company, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Charterhouse and Bidco and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Charterhouse and Bidco for providing the protections afforded to clients of Moelis & Company nor for providing advice in connection with the matters referred to herein. Neither Moelis & Company 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 Moelis & Company in connection with this Announcement, any statement contained herein or otherwise.*

*Goldman Sachs International, which is authorised by the PRA and regulated by the FCA and the PRA in the United Kingdom, is acting exclusively for Charterhouse and Bidco and no one else in connection with the Acquisition and will not be responsible to anyone other than Charterhouse and Bidco for providing the protections afforded to clients of Goldman Sachs International nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.*

*Deutsche Bank AG is authorised under German Banking Law (competent authority: European Central Bank) and, in the United Kingdom, by the PRA. It is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the PRA and the FCA. Details about the extent of its authorisation and regulation by the PRA, and regulation by the FCA, are available on request. Deutsche Bank AG, acting through its London branch ("Deutsche Bank"), is acting as financial adviser to Tarsus and no one else in connection with the Acquisition and will not be responsible to anyone other than Tarsus for providing the protections afforded to clients of Deutsche Bank, nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement. Neither Deutsche Bank nor any of its affiliates, directors or employees 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 Deutsche Bank in connection with this Announcement, any statement contained herein or otherwise.*

*Peel Hunt LLP, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Tarsus and for no-one else in connection with the matters described 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 Tarsus for providing the protections afforded to clients of Peel Hunt LLP nor for providing advice in relation to matters described in this Announcement.*

***Further information***

*This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer or invitation to purchase, otherwise acquire or subscribe for or dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be made solely through the Scheme Document (or, in the event that the Acquisition is to be implemented by means of a Takeover Offer, the offer document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any voting decision or response in relation to the Acquisition should be made solely on the basis of the Scheme Document.*

*This Announcement does not constitute a prospectus or a prospectus equivalent document.*

*This Announcement has been prepared for the purpose of complying with Jersey law, 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 England or Jersey.*

### **Overseas shareholders**

*The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom or Jersey may be restricted by law and therefore any persons who are not resident in the United Kingdom or Jersey or who are subject to the laws of any jurisdiction other than the United Kingdom or Jersey (including Restricted Jurisdictions) 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 or Jersey or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their Scheme Shares in respect of the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, 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 applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that 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.*

*Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition shall 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 Acquisition by use, means, instrumentality of, 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 Acquisition will be subject to the applicable requirements of Jersey law, English law, the Court, the Code, the Panel, the London Stock Exchange and the FCA.*

*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, into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of, or acceptance 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 use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail 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 facility or from within any Restricted Jurisdiction.*

*The availability of the Acquisition to Tarsus Shareholders who are not resident in the United Kingdom or Jersey may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or Jersey should inform themselves of, and observe, any applicable requirements.*

*Further details in relation to Tarsus Shareholders in overseas jurisdictions will be contained in the Scheme Document.*

### **Notice to US investors in Tarsus**

*The Acquisition relates to the shares of a Jersey company and is a scheme of arrangement provided for under the Jersey Companies Law. A transaction implemented by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a target company in Jersey listed on the London Stock Exchange, which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information with respect to Charterhouse, Bidco and Tarsus included in this announcement and the Scheme Document has been or will have been prepared in accordance with IFRS and may not therefore 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 US. If, in the future, Bidco exercises its right to implement the Acquisition by way of a Takeover Offer and determines to extend the Takeover Offer into the US, the Acquisition will be made in compliance with applicable US laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder.*

*The receipt of cash pursuant to the Scheme by US Tarsus Shareholders as consideration for the cancellation of Tarsus Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Tarsus Shareholder (including US Tarsus Shareholders) is urged to consult their own independent professional adviser immediately regarding the legal and tax consequences of the Scheme.*

*Neither the SEC nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this Announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the US.*

*Tarsus is incorporated under the laws of Jersey. In addition, some or all of its officers and directors reside outside the US, and some or all of its assets are or may be located in jurisdictions outside the US. Therefore, investors may have difficulty effecting service of process within the US upon those persons or recovering against Tarsus or its officers or directors on judgments of US courts, including judgments based upon the civil liability provisions of US federal 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. It may not be possible to sue Tarsus or its officers or directors in a non-US court for violations of US securities laws.*

*In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco or its nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, Tarsus Shares outside the United States, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn, in compliance with applicable law, including the US Exchange Act. 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 United Kingdom, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at: <http://www.londonstockexchange.com/prices-and-news/prices-news/home.htm>.*

### ***Forward-looking statements***

*This Announcement contains certain forward-looking statements with respect to Charterhouse, Bidco and Tarsus. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as, without limitation, "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "hope", "continue", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the expansion and growth of the operations of Bidco or Tarsus, and (iii) the effects of government regulation on the business of Bidco or Tarsus. There are many factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among such factors are changes in global, political, economic,*

*business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.*

*These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Except as expressly provided in this Announcement, neither they nor any other statements have been reviewed by the auditors of Charterhouse, Bidco or Tarsus. By their nature, these forward-looking statements involve known and unknown risks, and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this Announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this Announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, 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.*

*None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, has any intention or accepts any obligation to update publicly or revise forward-looking statements, whether as a result of new information, future events or otherwise, except to the extent legally required. All subsequent oral or written forward-looking statements attributable to Charterhouse, Bidco or Tarsus or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.*

*None of Charterhouse, Bidco, Tarsus, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, 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.*

***No profit forecasts or estimates***

*No statement in this Announcement is intended as a profit forecast or estimate for Charterhouse, Bidco or Tarsus for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, earnings, or earnings per share or income of those persons (where relevant) for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, earnings, earnings per share or income of those persons (as appropriate).*

***Publication on a website***

*A copy of this Announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on Tarsus's website at [www.tarsus.com](http://www.tarsus.com) and on Charterhouse's website at [www.charterhouse.co.uk](http://www.charterhouse.co.uk) by no later than 12 noon on the Business Day following the date of this Announcement.*

*Neither the content of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this Announcement.*

***Requesting hard copy documents***

*In accordance with Rule 30.3 of the Code, a person so entitled may request a copy of this Announcement (and any information incorporated into it by reference to another source) in hard copy form free of charge.*

*A person may also request that all future documents, announcements and information sent to that person in relation to the Acquisition should be in hard copy form. For persons who have received a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent to you unless you have previously notified Tarsus's registrar, Link Asset Services, that you wished to receive all documents in hard copy form or unless requested in accordance with the procedure set out below or, in the case of Charterhouse, unless requested in accordance with the procedure set out below.*

*If you would like to request a hard copy of this Announcement from Tarsus please contact Tarsus's registrar, Link Asset Services, on 0371 664 0300 (from within the UK) or +44 (0)371 664 0300 (from outside the UK), or by writing to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU). Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*

### **Information relating to Tarsus Shareholders**

*Please be aware that addresses, electronic addresses and certain other information provided by Tarsus Shareholders, persons with information rights and other relevant persons for the receipt of communications from Tarsus may be provided to Bidco during the Offer Period as required under section 4 of Appendix 4 to the Code.*

### **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 one 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) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 one 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.*

### **Rule 2.9 of the Code**

*For the purposes of Rule 2.9 of the Code, Tarsus confirms that, as at the Last Practicable Date, it had 122,928,596 ordinary shares of 5 pence each in issue and admitted to trading on the London Stock Exchange. The International Securities Identification Number for Tarsus Shares is JE00B3DG9318.*

### **General**

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.*

### **Time**

*All times shown in this Announcement are London times, unless otherwise stated.*

## APPENDIX 1

### CONDITIONS AND FURTHER TERMS OF THE SCHEME AND THE ACQUISITION

The Acquisition will be subject to the Conditions and terms set out in this Appendix 1 and in the Scheme Document.

#### Part A

##### Conditions to the Acquisition

1. The Acquisition will be conditional upon the Scheme becoming unconditional and becoming Effective, subject to the Code, by no later than 11.59 p.m. on the Long Stop Date.

##### Scheme approval

2. The Scheme will be conditional upon:
  - (a)
    - (i) its approval by a majority in number representing not less than 75 per cent. of the voting rights of Independent Scheme Shareholders who are on the register of members of Tarsus at the Voting Record Time (or the relevant class or classes thereof, if applicable) in each case present, entitled to vote and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meeting; and
    - (ii) the Court Meeting and any separate class meeting which may be required by the Court or any adjournment of any such meeting being held on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Tarsus may agree and the Court may allow);
  - (b)
    - (i) all resolutions necessary to approve and implement the Scheme being duly passed by the requisite majority or majorities at the General Meeting or at any adjournment of that meeting;
    - (ii) the Rollover Resolution being duly passed by the requisite majority or majorities at the General Meeting or at any adjournment of that meeting; and
    - (iii) the General Meeting or any adjournment of that meeting being held on or before the 22nd day after the expected date of the General Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Tarsus may agree and the Court may allow); and
  - (c)
    - (i) the sanction of the Scheme by the Court with or without modification (but subject to any such modification being acceptable to Bidco and Tarsus); and
    - (ii) the Court Hearing being held on or before the 22nd day after the expected date of the Court Hearing to be set out in the Scheme Document in due course (or such later date, if any, as Bidco and Tarsus may agree and the Court may allow).

3. In addition, Bidco and Tarsus have agreed that, subject to the requirements of the Panel and in accordance with the Code, the Acquisition will also be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme Effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

**Regulatory approval**

***HSR Act clearance***

- (a) all necessary notifications and filings having been made and all applicable waiting periods (including any extensions thereof) under the HSR Act and the rules and regulations made thereunder having expired, lapsed or been terminated as appropriate, in each case in respect of the Acquisition;

**General Third Party clearances**

- (b) the waiver (or non-exercise within any applicable time limits) by any relevant government or governmental, quasigovernmental, supranational, statutory, regulatory, administrative, environmental, professional or investigative body, court, trade agency, association, institution, any entity owned or controlled by any relevant government or state, or any other body or person whatsoever in any jurisdiction (each a **Third Party**) of any termination right, right of pre-emption, first refusal or similar right arising as a result of or in connection with the Acquisition including, without limitation, its implementation and financing or the proposed direct or indirect acquisition of any shares or other securities in, or control of, Tarsus by Bidco or any member of the Bidco Group;
- (c) other than in relation to the competition law and regulatory approvals referred to in paragraphs (a) and (b) above, no Third Party having decided to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference, or enacted, made or proposed any statute, regulation, decision or order, or having taken any other steps which would or might reasonably be expected to (in any case which is material in the context of the Acquisition):
- (i) require, prevent or delay the divestiture, or alter the terms envisaged for any proposed divestiture, by any member of the Wider Bidco Group or any member of the Wider Tarsus Group of all or any portion of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses (or any of them) or to own, control or manage any of their respective assets or properties or any part thereof;
- (ii) require, prevent or delay, or alter the terms envisaged for, any proposed divestiture by any member of the Wider Bidco Group of any shares or other securities in Tarsus;
- (iii) impose any limitation on, or result in a delay in, the ability of any member of the Wider Bidco Group directly or indirectly to acquire or to hold or to exercise effectively, directly or indirectly, all or any rights of ownership in respect of shares or loans or securities convertible into shares or any other securities (or the equivalent) in any member of the Wider Tarsus Group or to exercise management control over any such member, in each case, to an extent which is material in the context of the Wider Tarsus Group;
- (iv) otherwise adversely affect the business, assets, profits or prospects of any member of the Wider Bidco Group or of any member of the Wider Tarsus Group;

- (v) make the Acquisition or its implementation or the acquisition or proposed acquisition by Bidco or any member of the Wider Bidco Group of any shares or other securities in, or control of, Tarsus void, illegal, and/or unenforceable under the laws of any relevant jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, delay or otherwise adversely interfere with the same, or impose additional conditions or obligations with respect thereto, or otherwise challenge or interfere therewith;
- (vi) require (save as envisaged in the Acquisition or Article 117 of Jersey Companies Law) any member of the Wider Bidco Group or the Wider Tarsus Group to offer to acquire any shares or other securities (or the equivalent) or interest in any member of the Wider Tarsus Group or the Wider Bidco Group owned by any third party;
- (vii) impose any limitation on or result in any delay in the ability of any member of the Wider Bidco Group to integrate or co-ordinate its business, or any part of it, with the businesses or any part of the businesses of any other member of the Wider Tarsus Group which is adverse in the context of the Wider Tarsus Group or the Wider Bidco Group; or
- (viii) result in any member of the Wider Tarsus Group ceasing to be able to carry on business under any name under which it presently does so,

and all applicable waiting and other time periods (including extensions thereof) during which any such Third Party could institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or any other step under the laws of any jurisdiction in respect of the Acquisition or the acquisition or proposed acquisition of any Tarsus Shares having expired, lapsed or been terminated;

- (d) in addition to the competition law and regulatory approvals referred to in paragraphs (a) and (b) above, all material filings, applications and/or notifications which are necessary or considered appropriate by Bidco (acting reasonably) having been made in connection with the Acquisition and all relevant waiting periods and other time periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated and all material statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Acquisition or the acquisition by any member of the Wider Bidco Group of any shares or other securities in, or control or management of, Tarsus or any member of the Wider Tarsus Group or the carrying on by any member of the Wider Tarsus Group of its business;
- (e) in addition to the competition law and regulatory approvals referred to in paragraphs (a) and (b) above, all material authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals for the proposed acquisition of any shares or other securities in, or control of, Tarsus by any member of the Wider Bidco Group having been obtained in terms and in a form reasonably satisfactory to Bidco from all necessary Third Parties or persons with whom any member of the Wider Tarsus Group has entered into contractual arrangements or other material business relationships, and all such authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals together with all authorisations orders, recognitions, grants, licences, confirmations, clearances, permissions and approvals necessary or appropriate to carry on the business of any member of the Wider Tarsus Group, remaining in full force and effect and all material filings necessary for such purpose have been made and there being no notice or intimation of any intention to revoke, suspend, restrict, modify or not to renew any of the same at the time at which the Acquisition becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

**Certain matters arising as a result of any arrangement, agreement etc.**

- (f) except as Disclosed, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Tarsus Group is a party or by or to which any such member or any of its assets are or may be bound, entitled or subject, which, in each case as a consequence of the Acquisition or the proposed acquisition of any shares or other securities in Tarsus or because of a change in the control or management of Tarsus or otherwise, would or would reasonably be expected to result in (in each case to an extent which is material in the context of the Wider Tarsus Group as a whole, or in the context of the Acquisition):
- (i) any monies borrowed by or any other indebtedness or liabilities (actual or contingent) of, or grant available to any such member, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
  - (ii) any such agreement, arrangement, licence, permit or instrument or the rights, liabilities, obligations or interests of any such member thereunder being terminated or adversely affected or any onerous obligation or liability arising or any action being taken or arising thereunder;
  - (iii) any assets or interests of any such member being or falling to be disposed of or charged or ceasing to be available to any such member or any right arising under which any such asset or interest would be reasonably likely to be required to be disposed of or charged or would be reasonably likely to cease to be available to any such member other than in the ordinary course of business;
  - (iv) the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member or any such mortgage, charge or other security interest (whenever arising or having arisen) becoming enforceable;
  - (v) the rights, liabilities, obligations or interests of any such member in, or the business of any such member with, any person, firm or body (or any arrangement or arrangements relating to any such interest or business) being terminated, adversely modified or affected;
  - (vi) the value of any such member or its financial or trading position or prospects being prejudiced or adversely affected;
  - (vii) any such member ceasing to be able to carry on business under any name under which it presently does so;
  - (viii) the creation of any liability, actual or contingent, by any such member, other than trade creditors or other liabilities incurred in the ordinary course of business; or
  - (ix) any requirement on any such member to acquire, subscribe, pay up or repay any shares or other securities (or the equivalent),

and no event having occurred which, under any provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Tarsus Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, would or might reasonably be expected to result in any of the events or

circumstances as are referred to in sub-paragraphs (i) to (ix) of this Condition, in each case which is or would be material in the context of the Wider Tarsus Group taken as a whole;

**No material transactions, claims or changes in the conduct of the business of the Tarsus Group**

- (g) except as Disclosed, no member of the Wider Tarsus Group having, since 31 December 2018:
- (i) save as between Tarsus and the Wider Tarsus Group, or for Tarsus Shares issued pursuant to the exercise of options granted under the Tarsus Share Plans before the date of this Announcement, issued, agreed to issue, authorised or proposed the issue of additional shares of any class or securities convertible into shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;
  - (ii) other than to another member of the Wider Tarsus Group, sold (or agreed to transfer or sell) any treasury shares;
  - (iii) other than to another member of the Tarsus Group, recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution whether payable in cash or otherwise save for the Pre-Close Dividend;
  - (iv) save for intra-Wider Tarsus Group transactions, authorised or implemented any merger or demerger with any body corporate or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or proposed or announced any intention to propose any merger, demerger, acquisition or disposal, transfer, mortgage, charge or security interest, in each case other than in the ordinary course of business;
  - (v) save for intra-Wider Tarsus Group transactions, made or authorised or proposed or announced an intention to propose any material change in its loan capital or issued or authorised the issue of any debentures or incurred or increased any indebtedness or contingent liability;
  - (vi) issued, authorised or proposed the issue of any debentures or (save for intra-Wider Tarsus Group transactions), save in the ordinary course of business, incurred or increased any indebtedness or become subject to any liability (actual or contingent);
  - (vii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect to the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital;
  - (viii) implemented, or authorised, proposed or announced its intention to implement, any reconstruction, amalgamation, scheme, commitment or other transaction or arrangement otherwise than in the ordinary course of business or entered into or changed the terms of any contract with any director or senior executive;
  - (ix) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or would be reasonably likely to be materially restrictive on the businesses of any member of the Wider Tarsus Group or the Wider Bidco Group or which involves an obligation of such a nature or magnitude or which is other than

in the ordinary course of business and which, in any such case, is material in the context of the Wider Tarsus Group taken as a whole;

- (x) been unable or deemed unable, or admitted in writing that it is unable, to pay its debts as they fall due or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business which, in any such case, is material in the context of the Wider Tarsus Group taken as a whole;
- (xi) (other than in respect of a member of the Wider Tarsus Group which is dormant and was solvent at the relevant time) taken any corporate action or had any legal proceedings started or threatened against it for its winding-up (voluntary or otherwise), dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, trustee or similar officer of all or any of its assets or revenues or any analogous proceedings in any jurisdiction or had any such person appointed;
- (xii) commenced negotiations with any of its creditors or taken any step with a view to rescheduling or restructuring any of its indebtedness or entered into a composition, compromise, assignment or arrangement with any of its creditors whether by way of a voluntary arrangement, scheme of arrangement, deed of compromise or otherwise, or been declared “en etat de desastre”, which, in any such case, is material in the context of the Wider Tarsus Group taken as a whole;
- (xiii) entered into any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider Tarsus Group or the Wider Bidco Group other than to a nature and extent which is normal in the context of the business concerned;
- (xiv) waived, settled, abandoned or compromised any claim or admitted any dispute, claim or counter-claim whether made or potential and whether by or against any member of the Wider Tarsus Group (otherwise than in the ordinary course of business) and which is material in the context of the Wider Tarsus Group taken as a whole;
- (xv) entered into any contract, commitment, arrangement or agreement otherwise than in the ordinary course of business or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this condition and which is material in the context of the Wider Tarsus Group taken as a whole;
- (xvi) other than in connection with the Acquisition, made any alteration to its constitutional documents which is material in the context of the Acquisition;
- (xvii) having made or agreed or consented to any change to:
  - (A) the terms of the trust deeds constituting the pension scheme(s) established by any member of the Wider Tarsus Group for its directors, employees or their dependents;
  - (B) the contributions payable to any such scheme(s) or to the benefits which accrue or to the pensions which are payable thereunder;

(C) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or

(D) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued or made,

in each case, to an extent which is material in the context of the Wider Tarsus Group taken as a whole;

(xviii) proposed, agreed to provide or modified the terms of any share option scheme, incentive scheme or other benefit relating to the employment or termination of employment of any person employed by the Wider Tarsus Group and in each case which is material in the context of the Wider Tarsus Group taken as a whole; or

(xix) having taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of Tarsus Shareholders in a general meeting in accordance with, or as contemplated by, Rule 21.1 of the Code;

**No adverse change, litigation or regulatory enquiry**

(h) except as Disclosed, since 31 December 2018:

(i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects of any member of the Wider Tarsus Group which is material in the context of the Wider Tarsus Group taken as a whole;

(ii) no litigation, arbitration proceedings, prosecution or other legal or regulatory proceedings to which any member of the Wider Tarsus Group is or may become a party (whether as a claimant, defendant or otherwise) and no investigation by any Third Party against or in respect of any member of the Wider Tarsus Group having been instituted, announced or threatened by or against or remaining outstanding in respect of any member of the Wider Tarsus Group, in each case which is material in the context of the Wider Tarsus Group taken as a whole;

(iii) no contingent or other liability having arisen or become apparent to Bidco which would be reasonably likely to adversely affect any member of the Wider Tarsus Group, taken as a whole;

(iv) no steps having been taken which are likely to result in the withdrawal, cancellation, termination or modification of any material licence held by any member of the Wider Tarsus Group which is necessary for the proper carrying on of its business; and

(v) no member of the Wider Tarsus Group having conducted its business in breach of any applicable laws and regulations which in any case is material in the context of the Wider Tarsus Group taken as a whole;

**No discovery of certain matters**

(i) except as Disclosed, Bidco not having discovered:

(i) that any financial, business or other information concerning the Wider Tarsus Group as contained in the information publicly disclosed before the date of this Announcement by or on behalf of any member of the Wider Tarsus Group is misleading, contains a misrepresentation of fact or omits to state a fact necessary to

make that information not misleading and which was not subsequently corrected before the date of this Announcement by disclosure by or on behalf of the Wider Tarsus Group through the publication of an announcement via a Regulatory Information Service or otherwise; or

- (ii) that any member of the Wider Tarsus Group is subject to any liability (actual or contingent) which is not disclosed in the annual report and accounts of Tarsus for the financial year ended 31 December 2018,

in each case, to the extent which is material in the context of the Wider Tarsus Group taken as a whole;

- (j) except as Disclosed, Bidco not having discovered that:
  - (i) any past or present member of the Wider Tarsus Group has failed to comply in any material respect with any and/or all applicable legislation or regulations of any jurisdiction with regard to the use, storage, carriage, disposal, spillage, release, discharge, leak or emission of any waste or hazardous substance or any substance likely to impair materially the environment (including property) or harm human health or animal health or otherwise relating to environmental matters or the health and safety of humans, or that there has otherwise been any such storage, carriage, disposal, spillage, release, discharge, leak or emission (whether or not the same constituted a non-compliance by any person with any such legislation or regulations, and wherever the same may have taken place) any of which storage, carriage, disposal, spillage, release, discharge, leak or emission would be likely to give rise to any material liability (actual or contingent) on the part of any member of the Wider Tarsus Group;
  - (ii) there is, or is likely to be, for that or any other reason whatsoever, any material liability (actual or contingent) of any past or present member of the Wider Tarsus Group to make good, repair, reinstate or clean up any property now or previously owned, occupied, operated or made use of or controlled by any such past or present member of the Wider Tarsus Group, under any environmental legislation, regulation, notice, circular or order of any government, governmental, quasigovernmental, state or local government, supranational, statutory or other regulatory body, agency, court, association or any other person or body in any jurisdiction;

#### **Anti-corruption, sanctions and criminal property**

- (k) except as Disclosed, Bidco not having discovered that:
  - (i) any past or present member, director, officer or employee of the Tarsus Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation or any person that performs or has performed services for or on behalf of the Wider Tarsus Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation; or
  - (ii) any asset of any member of the Wider Tarsus Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition); or

- (iii) any past or present member, director, officer or employee of the Tarsus Group, or any other person for whom any such person may be liable or responsible, has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (a) any government, entity or individual in respect of which US or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US or European Union laws or regulations, including the economic sanctions administered by the US Office of Foreign Assets Control, or HM Treasury in the United Kingdom; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the US, the European Union or any of its member states; or
- (iv) any member of the Tarsus Group has engaged in any transaction which would cause Bidco to be in breach of any law or regulation upon its acquisition of Tarsus, including the economic sanctions of the US Office of Foreign Assets Control, or HM Treasury & Customs in the United Kingdom, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the US, the European Union or any of its member states.

## **Part B**

### **Waiver and invocation of the Conditions**

1. Subject to the requirements of the Panel in accordance with the Code, Bidco reserves the right to waive, in whole or in part, all or any of the Conditions in Part A above, except for Conditions 1, 2(a)(i), 2(b)(i), 2(b)(ii) and 2(c)(i), which cannot be waived.
2. The Acquisition will be subject to the satisfaction (or waiver, if permitted) of the Conditions in Part A above, and to certain further terms set out in Part D below, and to the full terms and conditions which will be set out in the Scheme Document.
3. Conditions 2(a), 2(b) and 3(a) to 3(k) (inclusive) must be fulfilled, or (if capable of waiver) waived by, no later than 11.59 p.m. on the date immediately preceding the date of the Court Hearing. The Acquisition will lapse if it does not become Effective by 11.59 p.m. on the Long Stop Date. Bidco shall be under no obligation to waive or treat as satisfied any of the Conditions which are capable of waiver by a date earlier than the latest date specified above for the fulfilment or waiver thereof, notwithstanding that the other Conditions to the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
4. Under Rule 13.5 of the Code, Bidco may not invoke any Condition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn, unless the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Acquisition. The Conditions contained in paragraphs 1 and 2 of Part A and, if applicable, the acceptance condition referred to in paragraph 2 of Part C (in the event the Acquisition is implemented by way of a Takeover Offer) are not subject to this provision of the Code.

## **Part C**

### **Implementation by way of Takeover Offer**

1. Subject to obtaining the consent of the Panel, Bidco reserves the right to elect to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme.

2. In such event, such Takeover Offer will be implemented on the same terms and conditions, so far as applicable, as those which would apply to the Scheme (subject to appropriate amendments for an acquisition being made by way of a Takeover Offer, including (without limitation) the inclusion of an acceptance condition set at 90 per cent. of the Tarsus Shares to which the Takeover Offer relates (or such lesser percentage as may be determined by Bidco after consultation with the Panel (if necessary)), being in any case more than 50 per cent. of the voting rights normally exercisable at a general meeting of Tarsus, including, for this purpose, any such voting rights attaching to Tarsus Shares that are issued before the Takeover Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise). Further, if sufficient acceptances of the Takeover Offer are received and/or sufficient Tarsus Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of the Jersey Companies Law to compulsorily acquire any outstanding Tarsus Shares to which the Takeover Offer relates.

## **Part D**

### **Certain further terms of the Acquisition**

1. If Bidco is required by the Panel to make an offer for Tarsus Shares under the provisions of Rule 9 of the Code, Bidco may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
2. The Acquisition shall lapse if:
  - (a) in so far as the Acquisition constitutes, or is deemed to constitute, a concentration with an EU dimension within the scope of the EU Merger Regulation, the European Commission either initiates proceedings under Article 6(1)(c) of the EU Merger Regulation or makes a referral to the CMA under Article 9(1) of the EU Merger Regulation and then the Acquisition or matter arising from or relating to it becomes subject to a CMA Phase 2 Reference; or
  - (b) the Acquisition or any matter arising from or relating to it becomes subject to a CMA Phase 2 Reference,in each case before the date of the Meetings.
3. The availability of the Acquisition to persons resident in, or citizens of, or otherwise subject to, jurisdictions outside the United Kingdom or Jersey may be affected by the laws of the relevant jurisdictions. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction. Tarsus Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.
4. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.
5. Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share under the terms of the Acquisition to the extent that the Pre-Close Dividend exceeds 7.7 pence for each Tarsus Share. If any dividend or other distribution is announced, declared, made, payable or paid in respect of the Tarsus Shares on or after the date of this Announcement and prior to the Effective Date, other than the Pre-Close Dividend, Bidco reserves the right to reduce the consideration payable in respect of each Tarsus Share by the amount of all or part of any such dividend or other distribution, provided that, to the extent that such dividend or distribution is cancelled, the consideration shall not be subject to change. If Bidco exercises this right or makes such a reduction

in respect of a dividend or other distribution, Tarsus Shareholders will be entitled to receive and retain that dividend or other distribution.

6. The Scheme Shares will be acquired by Bidco fully paid and free from all liens, equitable interests, charges, encumbrances, rights of pre-emption and any other third party rights or interests whatsoever and together with all rights existing at the date of this Announcement or thereafter attaching thereto, including (without limitation) voting rights and the right to receive and retain, in full, all dividends and other distributions (if any) declared, made or paid or any other return of capital (whether by way of reduction of share capital or share premium account or otherwise) made on or after the date of this Announcement, other than the Pre-Close Dividend and any other dividend or distribution in respect of which Bidco exercises its right under the terms of the Acquisition to reduce the consideration payable in respect of each Tarsus Share.
7. Bidco reserves the right for any other entity directly or indirectly owned by Bidco or advised by Charterhouse Capital Partners LLP from time to time to implement the Acquisition.
8. Unless otherwise determined by Bidco or required by the Code, the Acquisition is not being made, directly or indirectly, in or into, or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail 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 shall not be capable of acceptance by any such use, means, instrumentality or facility or from within any Restricted Jurisdiction.
9. The Acquisition will be governed by Jersey law and be subject to the jurisdiction of the Court and to the Conditions and further terms set out in this Appendix 1 and to be set out in the Scheme Document. The Acquisition will also be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

## APPENDIX 2

### SOURCES OF INFORMATION AND BASES OF CALCULATION

1. As at close of business on the Last Practicable Date, Tarsus had 122,928,596 ordinary shares in issue.
2. The fully diluted share capital of Tarsus is calculated on the basis of: (a) the number of issued Tarsus Shares set out in paragraph 1 above; and (b) an additional 6,932,765 Tarsus Shares which may be issued on or after the date of this Announcement on the exercise of options under the Tarsus Share Plans (taking into account the exercise by Tarsus's remuneration committee of applicable discretions).
3. The value attributed to the entire issued and to be issued ordinary share capital of Tarsus is based upon:
  - (i) the consideration of 425 pence for each Scheme Share, multiplied by the fully diluted share capital of Tarsus set out in paragraph 2 above; and
  - (ii) the Pre-Close Dividend of 7.7 pence for each Tarsus Share, multiplied by the number of Tarsus Shares in issue set out in paragraph 1 above.
4. Unless otherwise stated, all prices quoted for Tarsus Shares are Closing Prices.
5. Volume-weighted average prices have been derived from Bloomberg and have been rounded to the nearest two decimal places.
6. The premium calculations to the price for each Tarsus Share have been calculated by reference to:
  - (a) the Closing Price of 312 for each Tarsus Share on 23 May 2019 (being the last Business Day before commencement of the Offer Period);
  - (b) the volume-weighted average price of 303 pence for each Tarsus Share for the three month period ended 23 May 2019; and
  - (c) the volume-weighted average price of 289 pence for each Tarsus Share for the twelve month period ended 23 May 2019.
7. The implied enterprise value of Tarsus is based on the value of Tarsus's entire issued and to be issued ordinary share capital (as calculated in accordance with paragraph 3 above), plus Tarsus's net debt of £78.8 million, current deferred and contingent consideration of £28.0 million and non-controlling interests of £6.7 million as at 31 December 2018, less the proceeds from the exercise of options under the Tarsus Share Plans of approximately £6.7 million (as referred to in paragraph 2 above).
8. The acquisition multiple of approximately 17 times average EBITDA for Tarsus's financial years ended 31 December 2017 and 31 December 2018 has been calculated as the ratio of the implied enterprise value (as calculated in accordance with paragraph 7 above) to the average adjusted EBITDA of £33.0 million for the financial year ended 31 December 2018 and £44.9 million for the financial year ended 31 December 2017.
9. Unless otherwise stated, the financial information relating to Tarsus has been extracted from Tarsus's annual report and accounts for the year ended 31 December 2018.

## APPENDIX 3

### IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT

#### 1. Independent Tarsus Directors' irrevocable undertakings

The following Independent Tarsus Directors have each given an irrevocable undertaking to vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, the Takeover Offer) in relation to the following Tarsus Shares in which they are beneficially interested:

Name	Number of Tarsus Shares in respect of which undertaking is given	Percentage of Tarsus's issued share capital
Neville Buch	9,076,168	7.4
Robert Ware	300,000	0.2
Keith Mansfield	91,028	0.1
David Gilbertson	44,518	0.0
<b>Total</b>	<b>9,511,714</b>	<b>7.7</b>

The irrevocable undertakings from the individuals listed above will cease to be binding if:

- (a) the Acquisition, if made, lapses or is withdrawn, as the case may be, or, if applicable, the Scheme does not become Effective;
- (b) a competing offer for the entire issued and to be issued share capital of Tarsus is declared wholly unconditional or otherwise becomes Effective; or
- (c) any third party announces a firm intention to make an offer for all Tarsus Shares (not already owned by such third party), which provides for: (i) an amount or value of consideration of not less than 10 per cent. greater than the amount or value of consideration offered under the Acquisition as at 5 p.m. on the last dealing day prior to the date of such announcement; and (ii) which also permits Tarsus Shareholders to retain a final dividend of up to 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018 without deduction.

These irrevocable undertakings will prevent each of the individuals listed above from: (i) exercising any right of withdrawal of any acceptance of the Acquisition where such a right is otherwise exercisable under the Code; or (ii) otherwise selling all or any part of their respective Tarsus Shares into the market.

#### 2. Rollover Shareholders' irrevocable undertakings

The following Rollover Shareholders have each irrevocably agreed to be bound by the Scheme in respect of their Scheme Shares (if any) and have given an irrevocable undertaking to vote (or procure the voting) in favour of the Resolutions at the General Meeting other than the Rollover Resolution, on which they are not allowed to vote (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, the Takeover Offer) in relation to the following Tarsus Shares in which they are beneficially interested:

<b>Name</b>	<b>Number of Tarsus Shares in respect of which voting undertaking is given</b>	<b>Percentage of Tarsus's issued share capital</b>
Caroline Emslie	1,045,807	0.9
Dan O'Brien	106,949	0.1
Douglas Emslie	503,823	0.4
Simon Smith	43,354	0.0
Tracy O'Brien	205,803	0.2
<b>Total</b>	<b>1,905,736</b>	<b>1.6</b>

The irrevocable undertakings from the individuals listed above will cease to be binding if:

- (a) the Acquisition, if made, lapses or is withdrawn, as the case may be, or, if applicable, the Scheme does not become Effective;
- (b) a competing offer for the entire issued and to be issued share capital of Tarsus is declared wholly unconditional or otherwise becomes Effective; or
- (c) any third party announces a firm intention to make an offer for all Tarsus Shares (not already owned by such third party), which provides for: (i) an amount or value of consideration of not less than 10 per cent. greater than the amount or value of consideration offered under the Acquisition as at 5 p.m. on the last dealing day prior to the date of such announcement; and (ii) which also permits Tarsus Shareholders to retain a final dividend of up to 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018 without deduction.

These irrevocable undertakings will prevent each of the individuals listed above from: (i) exercising any right of withdrawal of any acceptance of the Acquisition where such a right is otherwise exercisable under the Code; or (ii) otherwise selling all or any part of their respective Tarsus Shares into the market.

### 3. **Tarsus Shareholders' irrevocable undertakings**

The following parties have given an irrevocable undertaking to vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, the Takeover Offer) in relation to the following Tarsus Shares:

<b>Name</b>	<b>Number of Tarsus Shares in respect of which undertaking is given</b>	<b>Percentage of Tarsus's issued share capital</b>
AXA Investment Managers UK Limited	8,800,000	7.2
Canaccord Genuity Fund Management Ltd	5,984,992	4.9
Chloe Buch	1,935,442*	1.6
Clive Smith	1,645,856	1.3
Dominic Buch	1,153,815	0.9
Philip O'Donnell	5,157,778	4.2
Robert Goldman	3,233,355	2.6
Ronald Klatz	3,233,355	2.6
<b>Total</b>	<b>31,144,593</b>	<b>25.3</b>

\* **Note:** This includes a total of 756,867 Tarsus Shares jointly held by Chloe Buch and Dominic Buch

The irrevocable undertaking from AXA Investment Managers UK Limited does not apply if it loses discretionary management control over the relevant Tarsus Shares or where it would not be in the best interests of the beneficial owner of the relevant Tarsus Shares and will cease to be binding if:

- (a) the Acquisition, if made, lapses or is withdrawn, as the case may be, or, if applicable, the Scheme does not become Effective;
- (b) a competing offer for the entire issued and to be issued share capital of Tarsus is declared wholly unconditional or otherwise becomes Effective; or
- (c) any third party announces a firm intention to make an offer for all Tarsus Shares (not already owned by such third party), which provides for: (i) an amount or value of consideration of not less than five per cent. greater than the amount or value of consideration offered under the Acquisition as at 5 p.m. on the last dealing day prior to the date of such announcement; and (ii) which also permits Tarsus Shareholders to retain a final dividend of up to 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018 without deduction.

The irrevocable undertakings from the other persons listed above will cease to be binding if:

- (a) the Acquisition, if made, lapses or is withdrawn, as the case may be, or, if applicable, the Scheme does not become Effective;
- (b) a competing offer for the entire issued and to be issued share capital of Tarsus is declared wholly unconditional or otherwise becomes Effective; or
- (c) any third party announces a firm intention to make an offer for all Tarsus Shares (not already owned by such third party), which provides for: (i) an amount or value of consideration of not less than 10 per cent. greater than the amount or value of consideration offered under the

Acquisition as at 5 p.m. on the last dealing day prior to the date of such announcement; and (ii) which also permits Tarsus Shareholders to retain a final dividend of up to 7.7 pence for each Tarsus Share for the twelve month period ended 31 December 2018 without deduction.

These irrevocable undertakings will prevent each of the persons listed above from: (i) exercising any right of withdrawal of any acceptance of the Acquisition where such a right is otherwise exercisable under the Code; or (ii) otherwise selling all or any part of their respective Tarsus Shares into the market.

4. **Tarsus Shareholders' letter of intent**

The following parties have given a letter of intent to vote (or procure the voting) in favour of the Scheme at the Court Meeting and in favour of the Resolutions at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, the Takeover Offer) in relation to the following Tarsus Shares:

<b>Name</b>	<b>Number of Tarsus Shares in respect of which letter of intent is given</b>	<b>Percentage of Tarsus's issued share capital</b>
Artemis Investment Management LLP	4,962,665	4.0
Invesco Asset Management Limited	5,189,031	4.2
<b>Total</b>	<b>10,151,696</b>	<b>8.3</b>

## APPENDIX 4

### DEFINITIONS

The following definitions apply throughout this Announcement unless the context otherwise requires:

<b>Acquisition</b>	the proposed acquisition by Bidco of the entire issued and to be issued share capital of Tarsus to be implemented by means of the Scheme, on the terms and subject to the Conditions set out in this Announcement and to be set out in the Scheme Document (or by a Takeover Offer, under certain circumstances as described in this Announcement);
<b>Announcement</b>	this announcement made in accordance with Rule 2.7 of the Code;
<b>associated undertaking</b>	shall be construed in accordance with paragraph 19 of Schedule 6 to The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410) but for this purpose ignoring paragraph 19(1)(b) of Schedule 6 to those regulations;
<b>Bidco</b>	Tiger Acquisitions UK Limited, a company incorporated in England and Wales with registered number 11988001;
<b>Bidco Group</b>	Bidco and its subsidiary undertakings from time to time;
<b>Bidco Rollover Notes</b>	has the meaning given to it in paragraph 10 of this Announcement;
<b>Business Day</b>	a day, not being a public holiday, Saturday or Sunday, on which banks in London and Jersey are open for normal business;
<b>Charterhouse Funds</b>	funds advised by Charterhouse Capital Partners LLP, a limited liability partnership incorporated in England and Wales;
<b>Closing Price</b>	the closing price of a Tarsus Share as derived from the Official List of the London Stock Exchange;
<b>CMA</b>	the Competition and Markets Authority of the United Kingdom (or any successor body or bodies carrying out the same functions in the United Kingdom from time to time);
<b>CMA Phase 2 Reference</b>	a reference pursuant to sections 22, 33, 45 or 62 of the Enterprise Act 2002 (as amended) of the Acquisition to the chair of the CMA for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013;
<b>Code</b>	the City Code on Takeovers and Mergers;

<b>Companies Act</b>	the Companies Act 2006 (as amended);
<b>Conditions</b>	the conditions to the Acquisition, as set out in Part A of Appendix 1, and to be set out in the Scheme Document;
<b>Confidentiality Agreement</b>	has the meaning given to it in paragraph 13 of this Announcement;
<b>Court</b>	the Royal Court of Jersey;
<b>Court Hearing</b>	the hearing of the Court to sanction the Scheme;
<b>Court Meeting</b>	the meeting or meetings of Independent Scheme Shareholders convened by order of the Court pursuant to Article 125 of the Jersey Companies Law, notice of which will be set out in the Scheme Document, for the purposes of considering, and if thought fit, approving the Scheme (with or without amendment approved or imposed by the Court and agreed to be Bidco and Tarsus) and any adjournment, postponement or reconvention thereof;
<b>Court Order</b>	the Act of the Court sanctioning the Scheme;
<b>CREST</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the relevant system (as defined in the CREST Regulations) of which Euroclear is the Operator (as defined in the CREST Regulations);
<b>CREST Regulations</b>	the Companies (Uncertificated Securities) (Jersey) Order 1999, as amended from time to time;
<b>Dealing Disclosure</b>	an announcement pursuant to Rule 8 of the Code containing details of dealings in relevant securities of a party to an offer;
<b>Deutsche Bank</b>	Deutsche Bank AG, acting through its London branch;
<b>Disclosed</b>	the information which has been fairly disclosed: <ul style="list-style-type: none"> <li>(a) by or on behalf of Tarsus to Bidco or Charterhouse or the professional advisers of Bidco or Charterhouse (in their capacity as such in relation to the Acquisition) prior to the date of this Announcement;</li> <li>(b) in the annual report and accounts of the Tarsus for the financial year ended 31 December 2018;</li> </ul>

- (c) in this Announcement; or
- (d) in any other public announcement made by Tarsus via a Regulatory Information Service prior to the date of this Announcement;

<b>EBITDA</b>	earnings before interest, tax, depreciation and amortisation;
<b>Effective</b>	in the context of the Acquisition: (a) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms, upon the delivery of the Court Order to the Registrar of Companies for registration; or (b) if the Acquisition is implemented by way of the Takeover Offer, the Takeover Offer having been declared or having become unconditional in all respects in accordance with the requirements of the Code;
<b>Effective Date</b>	the date on which the Acquisition becomes Effective;
<b>EU Merger Regulation</b>	Council Regulation (EC) No. 139/2004;
<b>Euroclear</b>	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 02878738;
<b>Excluded Shares</b>	the Rollover Shares and any Tarsus Shares which, at the relevant time, are: <ul style="list-style-type: none"><li>(a) registered in the name of or beneficially owned by Bidco or its nominee(s) or any other member of the Bidco Group; or</li><li>(b) held in treasury;</li></ul>
<b>Family Members</b>	Caroline Emslie (the wife of Douglas Emslie) and Tracy O'Brien (the wife of Dan O'Brien);
<b>FCA</b>	Financial Conduct Authority or its successor from time to time;
<b>Forms of Proxy</b>	the form of proxy in connection with each of the Court Meeting and the General Meeting, which will accompany the Scheme Document;
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended from time to time);
<b>General Meeting</b>	the general meeting of Tarsus Shareholders (including any adjournment, postponement or reconvention thereof) to be convened for the purpose of considering and, if thought fit, approving the Resolutions, notice of which shall be contained in the Scheme Document;

<b>HSR Act</b>	the US Hart-Scott-Rodino Antitrust Improvements Act of 1976 (as amended);
<b>Holdco</b>	Tiger Acquisitions Intermediate Holding Limited, a company incorporated in England and Wales with registered number 11996640;
<b>IFRS</b>	International Financial Reporting Standards, as adopted by the European Union;
<b>Independent Scheme Shareholders</b>	Scheme Shareholders other than: (a) the Rollover Shareholders and Simon Smith's daughter; and (b) any person holding Tarsus Shares on behalf of the Rollover Shareholders and/or Simon Smith's daughter;
<b>Independent Shareholders</b>	Tarsus Shareholders other than: (a) the Rollover Shareholders and their connected persons; and (b) any person holding Tarsus Shares on behalf of the Rollover Shareholders and/or any of their connected persons;
<b>Independent Tarsus Directors</b>	the Tarsus Directors other than Douglas Emslie and Dan O'Brien;
<b>Institutional Strip Shares</b>	has the meaning given to it in paragraph 10 of this Announcement;
<b>Irrevocable Undertakings</b>	the irrevocable undertakings to vote or procure votes in favour of the Scheme at the Court Meeting and the resolutions to be passed at the General Meeting (or in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as detailed in Appendix 3 to this Announcement;
<b>Jersey</b>	the Island of Jersey;
<b>Jersey Companies Law</b>	the Companies (Jersey) Law 1991 (as amended);
<b>Last Practicable Date</b>	23 May 2019;
<b>London Stock Exchange</b>	London Stock Exchange plc or its successor;
<b>Long Stop Date</b>	31 October 2019 or such later date (if any) as Bidco and Tarsus may agree, with the consent of the Panel, and which (if required) the Court may allow;
<b>Meetings</b>	the Court Meeting and the General Meeting;
<b>Midco</b>	Tiger Acquisitions Holding Limited, a company incorporated in England and Wales with registered number 11987963;
<b>Moelis &amp; Company</b>	Moelis & Company UK LLP;

<b>Offer Period</b>	the period commencing on the date of this Announcement and ending on (a) the earlier of the date on which the Scheme becomes Effective and/or the date on which the Scheme lapses or is withdrawn (or such other date as the Panel may decide); or (b) the earlier of the date on which the Takeover Offer has become or has been declared unconditional as to acceptances and/or the date on which the Takeover Offer lapses or is withdrawn (or such other date as the Panel may decide), other than (in the case of (a)) where such lapsing or withdrawal is a result of Bidco exercising its right to implement the Acquisition by way of a Takeover Offer;
<b>Official List</b>	the official list maintained by the FCA pursuant to Part VI of FSMA;
<b>Opening Position Disclosure</b>	an announcement pursuant to Rule 8 of the Code containing details on interests or short positions in, or rights to subscribe for, any relevant securities of a party to an offer;
<b>Panel</b>	the UK Panel on Takeovers and Mergers;
<b>PRA</b>	the Prudential Regulation Authority or its successor from time to time;
<b>Pre-Close Dividend</b>	has the meaning given in paragraph 2 of this Announcement;
<b>Put and Call Option Deed</b>	the put and call option deed dated on or around the date of this Announcement between Bidco, Holdco, Midco, Topco and the Rollover Shareholders;
<b>Ratchet Shares</b>	has the meaning given to it in paragraph 10 of this Announcement;
<b>Registrar of Companies</b>	the registrar of companies in Jersey;
<b>Regulatory Information Service</b>	an information service authorised from time to time by the FCA for the purposes of disseminating regulatory announcements;
<b>Relevant Authority</b>	any central bank, ministry, governmental, quasigovernmental, supranational (including the European Union), statutory, regulatory or investigative body, authority or tribunal (including any national or supranational antitrust, competition or merger control authority, any sectoral ministry or regulator and any foreign investment review body), national, state, municipal or local government (including any subdivision, court, tribunal, administrative agency or commission or other authority thereof), any entity owned or controlled by them, any private body exercising any regulatory, taxing, importing or other

	authority, trade agency, association, institution or professional or environmental body in any jurisdiction;
<b>relevant securities</b>	shall be construed in accordance with the Code;
<b>Restricted Jurisdiction(s)</b>	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Tarsus Shareholders in that jurisdiction;
<b>Resolutions</b>	the special resolution relating to the Acquisition to be proposed at the General Meeting and the Rollover Resolution;
<b>Rollover Arrangements</b>	the Service Contract Amendments, the Put and Call Option Deed and the Subscription and Shareholders' Agreement;
<b>Rollover Managers</b>	Douglas Emslie, Dan O'Brien and Simon Smith;
<b>Rollover Resolution</b>	the ordinary resolution to approve the Rollover Arrangements to be considered at the General Meeting;
<b>Rollover Shareholders</b>	the Rollover Managers and the Family Members;
<b>Rollover Shares</b>	the 1,692,951 Tarsus Shares beneficially owned by the Rollover Shareholders which are subject to the Rollover Arrangements;
<b>Scheme</b>	the proposed scheme of arrangement under Article 125 of the Jersey Companies Law between Tarsus and Scheme Shareholders in order to implement the Acquisition, upon the terms and subject to the conditions set out in this Announcement and to be set out in the Scheme Document (with or subject to any modification, addition or condition which Bidco and Tarsus may agree and the Court may impose or, if required, approve);
<b>Scheme Document</b>	means the document to be despatched to Tarsus Shareholders including, among other things, the Scheme, an explanatory statement and the notices convening the Court Meeting and the General Meeting;
<b>Scheme Record Time</b>	the record date and time for the Scheme, as specified in the Scheme Document;
<b>Scheme Shareholder(s)</b>	the holder of Scheme Shares from time to time;
<b>Scheme Shares</b>	all Tarsus Shares: <ul style="list-style-type: none"> <li>(a) in issue at the date of the Scheme Document;</li> <li>(b) if any, issued after the date of the Scheme Document and before the Voting Record Time;</li> </ul>

and

- (c) if any, issued at or after the Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders of such shares are to be bound by the Scheme or in respect of which their holders are, or shall have agreed in writing to be, bound by the Scheme,

but, in each case, other than Excluded Shares;

**SEC**

US Securities and Exchange Commission;

**Service Contract Amendments**

means the amendment deeds (in the cases of Douglas Emslie and Dan O'Brien) and new service contract (in the case of Simon Smith) to be entered into on the Effective Date by the Rollover Managers (as applicable) and their employing company within the Tarsus Group;

**Significant Interest**

in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of: (a) the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking; or (b) the relevant partnership interest;

**Subscription and Shareholders' Agreement**

the shareholders agreement dated on or around the date of this Announcement between Bidco, Holdco, Midco, Topco and the Rollover Shareholders;

**subsidiary, subsidiary undertaking and undertaking**

shall be construed in accordance with the Companies Act;

**Sweet Equity Shares**

has the meaning given to it in paragraph 10 of this Announcement;

**Takeover Offer**

if the Acquisition is implemented by way of a takeover offer, as defined in Article 116 of the Jersey Companies Law, the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued ordinary share capital of Tarsus (other than the Excluded Shares) on the terms and subject to the conditions to be set out in the related offer document and, where the context permits, any subsequent revision, variation, extension or renewal of such takeover offer;

**Tarsus**

Tarsus Group plc, a company registered in Jersey with company number 101579 and whose registered office is at 44 Esplanade, St Helier, Jersey JE4 9WG;

**Tarsus Directors**

the directors of Tarsus as at the date of this Announcement or, where the context so requires, the directors of Tarsus from time to time;

**Tarsus Group**

Tarsus and its subsidiary undertakings from time to time

	and, where the context permits, each of them;
<b>Tarsus Share(s)</b>	the ordinary shares of 5 pence each in the capital of Tarsus;
<b>Tarsus Shareholders</b>	holders of Tarsus Shares;
<b>Tarsus Share Plans</b>	the Tarsus Group plc Company Share Option Plan 2008, the Tarsus Group plc Company Share Option Plan 2018, the Tarsus Group plc 2011 Long Term Incentive Plan, the Tarsus Group plc Savings Related Share Option Plan 2008 and the Tarsus Group plc 2016 Executive Retention Plan;
<b>Third Party</b>	has the meaning given to it in paragraph (c) of Part A of Appendix 1 to this Announcement;
<b>Topco</b>	Tiger Acquisitions (Jersey) Limited, a company incorporated in Jersey with registered number 129107;
<b>United Kingdom or UK</b>	United Kingdom of Great Britain and Northern Ireland;
<b>US or United States</b>	the United States of America, its territories and possessions, any state of the United States and the District of Columbia;
<b>US Dollar</b>	the lawful currency of the United States from time to time;
<b>US Exchange Act</b>	the US Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;
<b>US Securities Act</b>	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;
<b>US Tarsus Shareholders</b>	Tarsus Shareholders who have a registered address in the US, or who Tarsus or Bidco reasonably believes to be citizens, residents or nationals of the US, including any custodian, nominee or trustee holding Tarsus Shares for persons in the US or with a registered address in the US;
<b>Voting Record Time</b>	the time and date by reference to which entitlement to vote on the Scheme will be determined, as specified in the Scheme Document;
<b>Wider Bidco Group</b>	Bidco and its parent undertakings and its and such parent undertakings' subsidiary undertakings, Charterhouse Funds and their respective associated undertakings, and any other body corporate, partnership, joint venture or person in which Bidco and all such undertakings (aggregating their interests) have a Significant Interest;
<b>Wider Tarsus Group</b>	Tarsus and its associated undertakings and any other body corporate, partnership, joint venture or person in

which Tarsus and all such undertakings (aggregating their interests) have a Significant Interest;

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the lawful currency of the members states of the European Union that adopt the single currency from time to time; and

£ or pence

the lawful currency of the United Kingdom from time to time.

All references in this Announcement to any statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validly therefrom.