



Saietta Group plc,  
Riverbank House,  
2 Swan Lane,  
London  
EC4R 3TT

26 February 2024

Dear Sir/Madam,

In accordance with Rule 2.11(a) of the Takeover Code, please find enclosed a copy of the announcement published by Saietta Group plc on 23<sup>rd</sup> February 2024.

Yours faithfully,

David Woolley  
For and on behalf of the Board



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, INTO OR WITHIN THE UNITED STATES, AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

THIS IS AN ANNOUNCEMENT UNDER RULES 2.4 AND 2.6 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "TAKEOVER CODE") AND IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION BY ANY PARTY TO MAKE AN OFFER UNDER RULE 2.7 OF THE TAKEOVER CODE. THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE FOR SAIETTA GROUP PLC, NOR AS TO THE TERMS ON WHICH ANY OFFER MAY BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE MARKET ABUSE REGULATION (EU) NO. 596/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED BY VIRTUE OF THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019. UPON THE PUBLICATION OF THIS ANNOUNCEMENT, SUCH INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

23 February 2024

**Saietta Group Plc**  
("Saietta", the "Company" or the "Group")

**STRATEGIC REVIEW, FORMAL SALE PROCESS  
AND COMMENCEMENT OF OFFER PERIOD**

Further to the commercial update announced on 13 February 2024, the board of Directors (the "Board") has decided to conduct a formal review of the strategic options available to the Company (the "Strategic Review").

Whilst the Company's cashflow model shows positive cash balances to the end of March, the Company's Directors are becoming increasingly aware that certain contracted cash receipts may be withheld, therefore bringing forward the date, absent any further funding, on which the Company can no longer solvently trade.

The Board continues to believe in the quality of Saietta's products and the compelling market opportunity and accordingly remains hopeful that a solvent solution for the Company can be found. The Company will continue to look at all financing and other strategic options available and has a number of discussions ongoing.

Should the Company not have made material progress with its formal sale process or with any other financing initiatives by the end of next week, the Company may need to commence planning for an administration. A further announcement will be made in due course.

**Takeover Code considerations**

One of the options that will be considered in the Strategic Review is a potential sale of the Group by way of a "formal sale process" (as referred to in Note 2 on Rule 2.6 of the Takeover Code).

The Takeover Panel has granted a dispensation from the requirements of Rules 2.4(a), 2.4(b) and 2.6(a) of the Takeover Code such that any interested party participating in the formal sale process will not be required to be publicly identified as a result of this announcement and will not be subject to the 28 day deadline referred to in Rule 2.6(a) of the Takeover Code for so long as it is participating in the formal sale process. Interested parties should note Rule 21.2 of the Takeover Code, which will prohibit any form of inducement fee or other offer-related arrangement, and that the Company, although it may do so in the future, has not at this stage requested any dispensation from this prohibition under Note 2 of Rule 21.2. Following this announcement, the Group is now considered to be in an "offer period" as defined in the Takeover Code, and the dealing disclosure requirements as set out below will apply.



The Board has appointed Ernst and Young LLP ("EY") to undertake the Strategic Review and formal sale process. Canaccord Genuity Limited ("Canaccord Genuity") is advising Saietta Group plc in respect of the application of the Takeover Code.

The Group is in discussions with a potential offeror which are at a relatively early stage. As described above, the Board emphasises that a sale of the Group is only one of a number of strategic options to be considered under the Strategic Review. Another option under consideration is to seek investment in the Group. This may offer the scope for existing investors to participate but the Board recognises that, given the current market capitalisation of the Group, a significant investment could trigger the requirement for a waiver under Rule 9 of the Takeover Code.

Parties interested in submitting any expression of interest or other proposal relating to any strategic option for the business, should contact EY through the contact details given below. It is currently expected that any party interested in submitting any form of proposal for consideration within the Strategic Review (including within the formal sale process) will, at the appropriate time, enter into a non-disclosure agreement and standstill arrangement with the Group on terms satisfactory to the Board and on the same terms, in all material respects, as other interested parties before being permitted to participate in the process. The Group then intends to provide such interested parties with certain information on its business, following which interested parties shall be invited to submit their proposals to EY. The Group commences the formal sale process immediately and expects it to run for a short period time.

The Board reserves the right to alter any aspect of the process as outlined above or to terminate the process at any time and in such cases will make an announcement as appropriate. The Board also reserves the right to reject any approach or terminate discussions with any interested party at any time.

Shareholders are advised that this announcement does not represent a firm intention by any party to make an offer under Rule 2.7 of the Takeover Code and there can be no certainty that any offers will be made as a result of the formal sale process, that any sale, strategic investment or other transaction will be concluded, nor as to the terms on which any offer, strategic investment or other transaction may be made.

#### **Publication of this announcement**

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on the Company's website at [www.saietta.com](http://www.saietta.com) by no later than 12 noon (London time) on 24 February 2024. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

#### **Notice to overseas investors**

This announcement does not constitute an offer to purchase any securities, or an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer to purchase or sell securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The release, distribution or publication of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about and observe any applicable requirements.

#### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure (as defined in the Takeover Code) following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by



no later than 3.30 pm (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure (as defined in the Takeover Code).

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and Bidder companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any Bidder 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 disclosure**

In accordance with Rule 2.9 of the Takeover Code, Saietta confirms that as at the date of this announcement, it has 145,260,370 ordinary shares of 0.11 pence each in issue and admitted to trading on AIM, the market operated by the London Stock Exchange. The Company holds no ordinary shares in treasury. The total number of voting rights in Saietta is currently 145,260,370. The International Securities Identification Number for Saietta ordinary shares is GB00BNDM6X87.

**-Ends-**

**For any further enquiries, please contact:**

#### **Saietta Group**

Tony Gott, Executive Chair  
David Woolley, Chief Executive Officer

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#### **Ernst and Young LLP**

**Matthew Eves/Lucy Winterborne**

#### **Canaccord Genuity (Nomad and Broker)**

Henry Fitzgerald-O'Connor / Harry Pardoe

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#### **About Saietta Group plc**

Listed on the London Stock Exchange's AIM, Saietta is a global business that designs, develops and manufactures complete electric drivetrain (eDrive) solutions for established manufacturers of a broad range of electric vehicles.



Saietta's breakthrough proprietary technologies include AFT (Axial Flux Technology) and RFT (Radial Flux Technology) motors, power electronics, powertrain controls, mechanical axles, transmissions and vehicle control units. Considerable flexibility is built into the core design, meaning solutions can be quickly and cost effectively tailored to a specific application.

Saietta works in a highly collaborative way with clients, driven by the belief that partnership is key to delivering world-class tailored solutions at pace. Saietta's engineering team takes time to deeply understand a client's brand, target market sector, competition and the services they require. Then Saietta develops a bespoke suite of products and services to fast-track the client to production with eDrive solutions which deliver a sustainable competitive advantage.

Ernst & Young LLP, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Saietta and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Saietta for providing the protections afforded to its clients or for providing advice in relation to the subject matter of this announcement.

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