



Offer Update

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Blue Prism Group PLC
16 November 2021

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This is an announcement falling under Rule 2.4 of the Takeover Code (the "Code"). It does not represent an announcement of a firm intention to make an offer under Rule 2.7 of the Code. There can be no certainty that any firm offer will be made.

This announcement contains inside information.

For immediate release.

16
November 2021

Blue Prism Group plc ("Blue Prism" or "the Company")

Adjournment of Court Meeting and General Meeting, and Statement Regarding Preliminary Approach

On 28 September 2021, the boards of directors of Blue Prism and Bali Bidco Limited ("Bidco") announced that they had agreed the terms of a recommended all cash offer at an offer value of 1,125 pence for each Blue Prism share for the entire issued and to be issued share capital of Blue Prism (the "Vista Offer").

On 10 November 2021, Blue Prism received a preliminary approach from SS&C Technologies Holdings, Inc. ("SS&C") regarding a possible cash offer of 1,200 pence per Blue Prism share for the entire issued and to be issued share capital of Blue Prism (the "SS&C Proposal").

In accordance with its obligations under Rule 21.3 of the Code, the board of Blue Prism (the "Board") is providing SS&C with due diligence access equal to that which was provided to Vista.

The SS&C Proposal is subject to the satisfaction or waiver of a number of pre-conditions including the completion of detailed due diligence.

The Board is currently evaluating the SS&C Proposal with its financial adviser, Qatalyst Partners Limited. There can be no certainty that any firm offer will be made by SS&C.

Whilst the directors of Blue Prism continue to believe that the Vista Offer is in the best interests of Blue Prism shareholders and are not withdrawing their recommendation of it at this stage, in light of the SS&C Proposal, the Board consider it to be in Blue Prism shareholders' interests to adjourn the Court Meeting and General Meeting in order to explore further the approach from SS&C. The Court Meeting and General Meeting required to implement the Vista Offer, which are due to be held on 19 November 2021, will therefore be adjourned, in each case to a date and time to be determined by the directors of Blue Prism.

A further announcement will be made if and when appropriate.

In accordance with Section 4(c) of Appendix 7 of the Code, the Panel will announce the deadline by which SS&C must clarify its intention in relation to Blue Prism.

This announcement has been made with the consent of SS&C.

For the purposes of Rule 2.5 of the Code, SS&C reserves the right to (a) reduce the offer consideration on a pound for pound basis by the amount of any dividend or other distribution or return of capital which is paid or becomes payable by Blue Prism after the date of this announcement, (b) vary the form of consideration as set out above and or introduce other forms of consideration, and (c) make an offer at any time for less than 1,200 pence per Blue Prism share (i) with the agreement or recommendation of the board of Blue Prism, (ii) if a third party announces a firm intention to make an offer for Blue Prism pursuant to Rule 2.7 of the Code which at the date of such offer is valued at a price lower than 1,200 pence per Blue Prism share, or (iii) following the announcement by Blue Prism of a whitewash transaction pursuant to the Code.

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About Blue Prism

Blue Prism is a global leader in intelligent automation for the enterprise, transforming the way work is done. At Blue Prism, we have users across the globe in more than 2,000 businesses, including Fortune 500 and public sector organizations, that are creating value with new ways of working, unlocking efficiencies, and returning millions of hours of work back into their businesses. Our Digital Workforce is smart, secure, scalable and accessible to all; freeing up humans to re-imagine work.

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This announcement has been prepared in accordance with English law and the Code, and information disclosed may not be the same as that which would have

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

Nothing in this announcement is or should be relied on as a promise or representation to the future. This announcement includes certain statements, estimates and projections provided by the Company in relation to the Company's anticipated future performance. Such statements, estimates and projections are based on various assumptions made by the Company concerning anticipated results which may or may not prove to be correct. No representations or warranties are made by any person as to the accuracy of such statements, estimates or projections.

Relevant securities in issue

In accordance with Rule 2.9 of the Code, Blue Prism confirms that, as at the close of business on November 15, 2021, it has 97,102,306 ordinary shares of 1 pence each in issue and admitted to trading on the AIM for listed securities of the London Stock Exchange plc. The International Securities Identification Number for the ordinary shares is GB00BYQ0HV16.

Disclosure requirements of the Takeover Code (the "Code")

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

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

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

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

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication of this announcement

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available subject to certain restrictions relating to persons resident in restricted jurisdictions on the Company's website (www.blueprism.com) no later than 12 noon (London time) on November 17, 2021, but will not be available to persons in any jurisdiction where publication of this announcement would violate the laws of such jurisdiction.

The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

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