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THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE EVEN IF THE PRE-CONDITIONS ARE SATISFIED OR WAIVED

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

12 July 2021

Daily Mail and General Trust plc ("**DMGT**") and Rothermere Continuation Limited ("**RCL**")

Announcement regarding possible major reorganisation of DMGT, including potential RMS disposal, special distribution and possible offer by RCL for DMGT (together the "Reorganisation")

Introduction

DMGT announces today that, following a number of enquiries from third parties, it is in discussions in relation to the sale of its Insurance Risk division ("**RMS**"). While discussions are ongoing and there can be no certainty that a transaction will result, the Board of DMGT believes the terms of the proposed sale, if completed, would realise a premium valuation for DMGT's shareholders. Should terms be agreed, completion is expected to take place in Q3 2021 (calendar year).

The disposal of RMS would mark a further significant milestone in the transformation of DMGT, following the disposals in recent years of Hobsons, Genscape and Zoopla, which collectively realised c.£1.2 billion of value for DMGT, as well as the distribution of DMGT's c.50% stake in Euromoney. On top of the substantial cash proceeds that would arise from the sale of RMS, DMGT will have a further major asset upon completion of the business combination of Cazoo Holdings Limited (in which DMGT currently has a c.20% stake) with AJAX I, as referred to in the announcement made by DMGT on 29 March 2021 ("**Cazoo Completion**"). It is expected that, upon Cazoo Completion, the Group will hold c.16% of the common stock of the listed Cazoo on a fully diluted basis (the "**Cazoo Shares**").

The Board has considered whether, assuming both the completion of the sale of RMS ("**RMS Completion**") and Cazoo Completion, it would be in shareholders' interests to retain the cash proceeds and the Cazoo Shares or to distribute the resulting value directly to all shareholders, including RCL. The Board has concluded that it would be in the best interests of shareholders to distribute the value expected to be created upon RMS Completion and Cazoo Completion through a special distribution and has discussed this conclusion with its controlling shareholder, RCL.

The Possible Offer for DMGT

RCL has indicated to the Board that, if RMS Completion and Cazoo Completion both happen, it would be prepared to make a possible cash offer to acquire the entire issued and to be issued share capital of DMGT not already owned by RCL (the "**DMGT Shares**") (the "**Possible Offer**").

Under the terms of the Possible Offer, and subject to the reservations set out below, holders of DMGT Shares would receive 251 pence in cash for each DMGT Share (the "**Offer Consideration**").

The Special Dividend

Conditional upon the Possible Offer becoming or being declared unconditional, DMGT intends to declare a single distribution comprising (i) cash; and (ii) non-cash assets (being Cazoo Shares) (the "**Special Dividend**"), payable to all DMGT shareholders (including RCL) on the register of members on the record date, which will be the date on which the Possible Offer (if made) becomes or is declared unconditional.

The cash component of the Special Dividend would comprise the net proceeds received on RMS Completion and other DMGT Group cash immediately prior to declaration of the Special Dividend, subject to certain deductions to be agreed between DMGT and RCL including in respect of (i) tax liabilities arising in connection with the sale of RMS; (ii) liabilities to or in respect of DMGT's pension schemes; and (iii) liabilities under various employee incentives arrangements. Given the uncertainty of some of these amounts at this time, the Board is only able to provide a broad estimate at this stage of the likely cash component of the Special Dividend, which is expected to be approximately 610 pence per DMGT share.

The Cazoo Share component of the Special Dividend will be subject to (i) an adjustment to accommodate an estimate of any tax liabilities of DMGT arising in connection with the distribution of the Cazoo Share component (if any); and (ii) a constitutional lock-up of up to six months after Cazoo Completion. Settlement of the Cazoo Share component of the Special Dividend will not be able to occur until that lock-up period has expired.

General

The Possible Offer implies an enterprise value of £810 million (with DMGT assuming debt with a fair value of approximately £230 million) for all of the trading and investment businesses of DMGT, excluding RMS, the Cazoo Shares and the cash subject to the Special Dividend. The aggregate value of the Offer Consideration and the Special Dividend will be determined following RMS Completion and agreement on any associated deductions from the resulting cash held by DMGT; and in the case of the Cazoo Share component of the Special Dividend, upon distribution of the relevant Cazoo Shares. Further details will be provided in any announcement by RCL of a firm intention to make the Possible Offer.

The independent DMGT directors^[1] have indicated to RCL that, based on the above, the Offer Consideration and the anticipated value of the Special Dividend will represent attractive value for DMGT's shareholders and that in the absence of material unforeseen circumstances they would be minded to recommend the Possible Offer to DMGT's shareholders, should a firm intention to make an offer be announced on such terms pursuant to Rule 2.7 of the Code, subject to (i) reaching agreement on the other terms and conditions of the Possible Offer; (ii) completion of limited confirmatory due diligence by RCL; (iii) discussion with J.P. Morgan Cazenove, DMGT's independent financial adviser appointed pursuant to Rule 3 of the Code; (iv) RMS Completion; and (v) Cazoo Completion.

If the Possible Offer is made and becomes or is declared unconditional, it is expected that DMGT would cease to be listed in due course and re-registered as a private company.

It is anticipated that any offer arising from the Possible Offer would be effected by means of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006.

This announcement has been released with the consent of RCL.

Pre-conditions

The Possible Offer is subject to the following pre-conditions:

- (a) completion of confirmatory due diligence by RCL to the satisfaction of RCL;
- (b) RMS Completion;
- (c) Cazoo Completion; and
- (d) reaching a position with the trustees of DMGT's three pension schemes which is reasonably satisfactory to DMGT and RCL to ensure that the pension schemes are not adversely affected by the Reorganisation process and, in particular, by the settlement of the Special Dividend.

The pre-condition under (a) is waivable at the option of RCL. The pre-conditions under (b), (c) and (d) are not waivable.

This announcement does not amount to an announcement of a firm intention by RCL to make an offer for the DMGT Shares. There can be no certainty that an offer will be made even if the pre-conditions are satisfied or waived.

Reservations

Pursuant to Rule 2.5 of the Code, RCL reserves the right to vary the form and/or mix of the Offer Consideration set out in this announcement; and to vary the transaction structure, including implementation of the Possible Offer by way of a scheme of arrangement as an alternative to the takeover offer.

RCL also reserves the right to make the Possible Offer on less favourable terms than those described above, and otherwise to amend the terms of the Possible Offer:

- a. with the recommendation or consent of the independent DMGT directors; and/or
- b. if there is an announcement on or after the date of this announcement of an offer or a possible offer for DMGT by a third party offeror or potential offeror.

Important Notices

In accordance with Rule 2.6(a) of the Code, RCL is required, by not later than 5.00 p.m. (London time) on 9 August 2021, being 28 days after today's date, either to announce a firm intention to make an offer for the DMGT Shares in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

Enquiries:

DMGT

Tim Collier, DMGT CFO +44 (0) 20 3615 2902

Adam Webster, Head of IR +44 (0) 20 3615 2903

J.P. Morgan Cazenove +44 (0) 20 7742 4000

(Lead Financial Adviser to DMGT in connection with the Possible Offer; Joint Corporate Broker)

Hugo Baring, Bill Hutchings

James Summer, Jonty Edwards

Lazard & Co., Limited +44 (0) 20 7187 2000

(Financial Adviser to RCL in connection with the Possible Offer; Financial Adviser to DMGT in connection with the potential sale of RMS)

Nicholas Shott

William Lawes, Caitlin Martin

Credit Suisse +44 (0) 20 7888 1000

(Joint Financial Adviser to DMGT in connection with the Possible Offer; Joint Corporate Broker)

Antonia Rowan, James Green

Gillian Sheldon

Teneo, PR/Media Adviser

Paul Durman	+44 (0) 7793 522824
Doug Campbell	+44 (0) 7753 136628
Tim Burt	+44 (0) 7583 413254

The person responsible for arranging the release of this announcement is Fran Sallas, Company Secretary (+44 (0) 20 3615 2904).

Rule 26.1 Disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at <https://www.dmgt.com/investors>, by no later than 12 noon (London time) on 13 July 2021 (being the business day following this announcement). The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, as at the close of business on 9 July 2021 (being the business day prior to the date of this announcement), DMGT confirms that it had in issue, including shares held in the Employee Benefit Trust and excluding shares held in Treasury, 210,798,306 A Ordinary Non-Voting Shares ("A Shares") of 12.5p each, which are listed on the London Stock Exchange, and 19,890,364 Ordinary Voting Shares of 12.5p each, which are unlisted. The International Securities Identification Number (ISIN) of the A Shares is GB00BJQZC279.

Other Disclosure Requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period. 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 the offeree company. 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. Relevant persons who deal in the relevant securities of the offeree company 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 must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company. 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 the offeree company, 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, 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, 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.

Amended Takeover Code

On 31 March 2021, the Takeover Panel published certain amendments to the Takeover Code which became effective in respect of all offers for which a firm offer announcement is made under Rule 2.7 on or after 5 July 2021.

This announcement does not amount to an announcement of a firm intention by RCL to make an offer for the DMGT Shares. However, if RCL were to make a firm offer announcement under Rule 2.7, the offer would be subject to the amended Takeover Code. This announcement therefore refers to the amended provisions of the Takeover Code having effect from 5 July 2021.

Disclaimer

*Lazard & Co., Limited ("**Lazard**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as financial adviser to RCL, and no one else, in connection with the Possible Offer; and to DMGT, and no one else, in connection with the potential sale of RMS, and will not be responsible to anyone other than its client of record for providing the protections afforded to clients of Lazard nor for providing advice in relation to the Possible Offer, the potential sale of RMS or any other matter or arrangement referred to herein. Neither Lazard 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 Lazard in connection with this announcement, any matter, arrangement or statement contained or referred to herein or otherwise.*

*J.P. Morgan Securities plc, which conducts its UK investment banking business as J.P. Morgan Cazenove ("**J.P. Morgan Cazenove**"), is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the PRA and the Financial Conduct Authority. J.P. Morgan Cazenove is acting as lead financial adviser exclusively for DMGT and no one else in connection with the Possible Offer only and will not regard any other person as its client in relation to the Possible Offer or any other matter referred to in this announcement and will not be responsible to anyone other than DMGT for providing the protections afforded to clients of J.P. Morgan Cazenove or its affiliates, nor for providing advice in relation to the Possible Offer or any matter or arrangement referred to herein.*

*Credit Suisse International ("**Credit Suisse**"), which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as joint financial adviser and joint corporate broker exclusively for DMGT and for no one else in connection with the matters set out in this announcement, and will not be responsible to anyone other than DMGT for providing the protections afforded to clients of Credit Suisse, nor for providing advice to any other person in relation to the content of this announcement or any other matter referenced herein. Neither Credit Suisse nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Credit Suisse in connection with this announcement, any statement contained herein or otherwise.*

Forward-looking Statements

This announcement may contain certain forward-looking statements with respect to the financial condition, results of operations and business of DMGT and certain plans and objectives of RCL with respect thereto. 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 "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by DMGT, and/or RCL in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. Neither DMGT nor RCL assumes any obligation to update

or correct the information contained in this document (whether as a result of new information, future events or otherwise), except as required by applicable law.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions. These factors include uncertainties surrounding the Covid-19 pandemic and the ongoing impact of the Covid-19 pandemic on general economic conditions.

Additional information in respect of Cazoo and AJAX I and where to find it

This communication relates to a proposed business combination among Cazoo Holdings Limited ("Cazoo"), AJAX I and Cazoo Listco ("Listco"). In connection with the proposed business combination, Listco filed a registration statement on Form F-4 that includes a proxy statement of AJAX I in connection with AJAX I's solicitation of proxies for the vote by AJAX I's shareholders with respect to the proposed business combination and a prospectus of Listco, which has not yet become effective. The proxy statement/prospectus will be sent to all AJAX I shareholders and Listco and AJAX I will also file other documents regarding the proposed business combination with the SEC. This communication does not contain all the information that should be considered concerning the proposed business combination and is not intended to form the basis of any investment decision or any other decision in respect of the business combination. Before making any voting or investment decision, investors and security holders are urged to read the registration statement, the proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC in connection with the proposed business combination as they become available because they will contain important information about the proposed transaction.

Investors and security holders will be able to obtain free copies of the registration statement, proxy statement/prospectus and all other relevant documents filed or that will be filed with the SEC by AJAX I and Listco through the website maintained by the SEC at www.sec.gov. In addition, the documents filed by AJAX I may be obtained free of charge from AJAX I's website at <https://ajaxcap.com> or by written request to AJAX I at 667 Madison Avenue, New York, NY 10065, United States of America and documents filed by DMGT may be obtained free of charge by written request to DMGT at Northcliffe House, 2 Derry Street, London W8 5TT.

^[1] Viscount Rothermere, Andrew Lane, François Morin, David Nelson and Paul Zwillenberg will not be involved in any consideration or recommendation of the Possible Offer by the Board of DMGT on account of their association with RCL. For the avoidance of doubt, the other DMGT directors not listed here are considered to be independent DMGT directors in respect of the Possible Offer.
