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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION
FOR IMMEDIATE RELEASE**

25 November 2021

INCREASED AND FINAL¹ RECOMMENDED CASH ACQUISITION

of

**Blue Prism Group plc ("Blue Prism")
by**

Bali Bidco Limited ("Bidco")

(a company indirectly owned by the Vista Funds)

**to be effected by means of a scheme of arrangement
under Part 26 of the Companies Act 2006**

Increased and Final¹ Offer Price

Introduction

- On 28 September 2021, the boards of Blue Prism and Bidco announced that they had reached agreement on the terms of a recommended cash acquisition of the entire issued and to be issued ordinary share capital of Blue Prism by Bidco (the "**Acquisition**"). It is intended that the Acquisition be effected by means of a scheme of arrangement under Part 26 of the Companies Act.
- The scheme document in respect of the Acquisition (the "**Scheme Document**") was published and made available to Blue Prism Shareholders on 22 October 2021. Capitalised terms used and not defined in this Announcement have the meanings given to them in the Scheme Document and the shareholder circular published by Blue Prism on 24 November 2021 ("**Shareholder Circular**") announcing the reconvening of the Court Meeting and General Meeting to 9 December 2021.

Final¹ Offer Price

- Today, the boards of Blue Prism and Bidco are pleased to announce that they have reached agreement on the terms of an increased and final recommended cash offer by Bidco to acquire the entire issued and to be issued ordinary share capital of Blue Prism (the "**Final Offer**"). **The financial terms of the Final Offer are final and will not be increased, except that Bidco reserves the right to increase the amount of the offer price if there is an announcement on or after the date of this Announcement of an offer or a possible offer for Blue Prism by a third party offeror or potential offeror, including if there is the announcement of a firm offer or possible offer by SS&C Technologies Holdings, Inc.**

- Under the terms of the Final Offer, each Blue Prism Shareholder shall be entitled to receive:

for each Blue Prism Share

1,250 pence in cash

- The Final Offer values the entire issued and to be issued ordinary share capital of Blue Prism at approximately £1,219 million on a fully diluted basis, and represents a premium of approximately:
 - 50.2 per cent. to the Closing Price per Blue Prism Share of 832 pence on 27 August 2021 (being the last Business Day prior to the commencement of the Offer Period);
 - 49.9 per cent. to the volume weighted average price per Blue Prism Share of 834 pence for the one-month period ending on 27 August 2021 (being the last Business Day prior to the commencement of the Offer Period); and
 - 49.0 per cent. to the volume weighted average price per Blue Prism Share of 839 pence for the three-month period ending on 27 August 2021 (being the last Business Day prior to the commencement of the Offer Period).
- All regulatory clearances are expected to be received or waived prior to the Reconvened Court Meeting and the Reconvened General Meeting. Consequently, if the vote is passed, Bidco and Blue Prism expect that the Scheme will be sanctioned by the Court before the end of this year.
- The Scheme will be modified to reflect the terms of the Final Offer. Save as disclosed in this Announcement, the Final Offer is subject to the terms and conditions set out in the Scheme Document.

Blue Prism recommendation

- The Blue Prism Directors, who have been so advised by Qatalyst Partners as to the financial terms of the Final Offer, consider the terms of the Final Offer to be fair and reasonable. In providing its financial advice to the Blue Prism Directors, Qatalyst Partners has taken into account the commercial assessments of the Blue Prism Directors. Qatalyst Partners is providing independent financial advice to the Blue Prism Directors for the purpose of Rule 3 of the Takeover Code.
- Accordingly, the Blue Prism Directors recommend unanimously that Blue Prism Shareholders vote in favour of the Scheme at the Reconvened Court Meeting and in favour of the Special Resolution to be proposed at the Reconvened General Meeting as the Blue Prism Directors who hold interests in Blue Prism Shares have irrevocably undertaken to do in respect of their own beneficial holdings of 6,092,573 Blue Prism Shares representing, in aggregate, approximately 6.3 per cent. of Blue Prism's issued ordinary share capital on 23 November 2021 (being the latest practicable date prior to the date of this Announcement).

Irrevocable undertakings and letters of intent

- Bidco has received irrevocable undertakings and letters of intent to vote in favour of the Scheme at the Reconvened Court Meeting and the Special Resolution to be proposed at the Reconvened General Meeting in respect of a total of 17,505,639 Blue Prism Shares representing approximately 18.0 per cent. of Blue Prism's issued ordinary share capital as at 23 November 2021 (being the latest practicable date prior to the date of this Announcement).
- Part 5, Section 8 of the Scheme Document contains a summary of the irrevocable undertakings and letters of intent received by Bidco in relation to the Acquisition as at the time at which the Scheme Document was published.

Blue Prism Shareholder Meetings

- The boards of Bidco and Blue Prism remind Blue Prism Shareholders that the Reconvened Court Meeting and the Reconvened General Meeting in connection with the Final Offer will both be held on 9 December 2021. The Reconvened Court Meeting will start at 4.00 p.m. and the Reconvened General

Meeting will start at 4.05 p.m. (or as soon thereafter as the Reconvened Court Meeting has concluded or been adjourned).

- The Reconvened Meetings will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF. Further information is set out in the Scheme Document and the Shareholder Circular.

Financing of the Final Offer

Bidco is providing the incremental cash consideration payable under the Final Offer through existing cash resources of Bidco.

The remainder of the financing, as set out in the announcement dated 28 September 2021, will comprise debt financing to be provided under the First Lien Credit Agreement.

Goldman Sachs is satisfied that sufficient resources are available to Bidco to satisfy in full the cash consideration payable to Blue Prism Shareholders under the terms of the Final Offer.

General

The expected timetable of principal events for the implementation of the Scheme is as set out on page 9 of the Shareholder Circular. If any of the dates and / or times in the expected timetable change, the revised dates and / or times will be notified by announcement through a Regulatory Information Service.

The Final Offer does not change Bidco's intentions as regards the business of Blue Prism (including locations of its operations), the management and employees of Blue Prism and the proposals in respect of the Blue Prism Share Plans, as set out in the Scheme Document and in the letters already sent to the participants in the Blue Prism Share Plans informing them of the effect of the Scheme on their rights under the Blue Prism Share Plans and, where applicable, containing appropriate proposals in respect of such rights.

Appendix I contains the sources and bases of certain information contained in this Announcement.

Documents available on website

Copies of the following documents shall be made available on Blue Prism's website at <https://investors.blueprism.com> by no later than 12 noon on the business day following the date of this Announcement up to and including the Effective Date or the date the Scheme lapses or is withdrawn, whichever is earlier:

- this Announcement; and
- the consents from Qatalyst Partners, BofA Securities, Investec Bank, Goldman Sachs and Nomura to being named in this Announcement.

Footnotes

¹ Bidco reserves the right to increase the amount of the offer price if there is an announcement on or after the date of this Announcement of an offer or a possible offer for Blue Prism by a third party offeror or potential offeror, including if there is the announcement of a firm offer or possible offer by SS&C Technologies Holdings, Inc.

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CMS Cameron McKenna Nabarro Olswang LLP is retained as legal adviser to Blue Prism. Simpson Thacher & Bartlett LLP and Kirkland & Ellis LLP are retained as legal advisers to Vista and Bidco.

Important Notices

Qatalyst Partners, which is authorised in the UK by the Financial Conduct Authority, is acting exclusively as financial adviser to Blue Prism and no one else in connection with the Acquisition and will not be acting for any other person and will not be responsible to any person other than Blue Prism for providing the protections afforded to clients of Qatalyst Partners or for advising any other person in respect of the matters referred to in this Announcement. No representation or warranty, express or implied, is made by Qatalyst Partners as to the contents of this Announcement.

Investec Bank is authorised by the Prudential Regulation Authority and regulated in the UK by the Prudential Regulation Authority and the Financial Conduct Authority. Investec Bank is acting for Blue Prism and no one else in connection with the Acquisition and will not regard any other person (whether or not a recipient of this Announcement) as a client in relation to the matters referred to in this Announcement and will not be responsible to anyone other than Blue Prism for providing the protections afforded to Investec Bank's clients, nor for providing advice in connection with any other matter, transaction or arrangement referred to herein. No representation or warranty, express or implied, is made by Investec Bank as to the contents of this Announcement.

BofA Securities, a subsidiary of Bank of America Corporation, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK, is acting exclusively for Blue Prism in connection with the matters set out in this Announcement and for no one else and will not be responsible to anyone other than Blue Prism for providing the protections afforded to its clients or for providing advice in relation to the subject matter of this Announcement or any other matters referred to in this

Announcement. No representation or warranty, express or implied, is made by BofA Securities as to the contents of this Announcement.

Goldman Sachs, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the UK, is acting exclusively for TIBCO and no one else in connection with the Acquisition and will not be responsible to anyone other than TIBCO for providing the protections afforded to clients of Goldman Sachs or for providing advice in connection with the matters referred to in this Announcement. No representation or warranty, express or implied, is made by Goldman Sachs as to the contents of this Announcement.

Nomura Securities International, is acting for TIBCO and no-one else in connection with the Acquisition and will not be responsible to anyone other than TIBCO for providing the protections afforded to clients of Nomura Securities International nor for providing advice in relation to the matters in this Announcement. Neither Nomura Securities International 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 Nomura Securities International in connection with this Announcement, any statement contained herein or otherwise.

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of any offer to sell or an invitation to purchase, any securities or the solicitation of an offer to buy any securities, or of any vote or any approval in any jurisdiction, pursuant to the Acquisition or otherwise. The Acquisition shall be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, any document by which the Takeover Offer is made) which, together with the forms of proxy (or forms of acceptance), shall contain the full terms and Conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of, or acceptance of, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document to be published by Bidco).

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

Overseas Shareholders

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the AIM Rules 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 of England.

The release, publication or distribution of this Announcement in or into certain jurisdictions other than the UK may be restricted by law. Persons who are not resident in the UK or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. The availability of the Acquisition to Blue Prism Shareholders who are not resident in the UK (and, in particular, their ability to vote their Blue Prism Shares with respect to the Scheme at the Reconvened Court Meeting, or to appoint another person as proxy to vote at the Reconvened Court Meeting on their behalf) may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the UK should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements may constitute a violation of the securities laws of any such 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 Takeover 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 any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents 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 a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction,

and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. 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 the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The Acquisition will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the Financial Conduct Authority. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

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

Additional Information for US Investors

The Acquisition is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under the law of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Exchange Act. Accordingly, the Scheme will be subject to disclosure requirements and practices applicable in the UK to schemes of arrangement, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this Announcement and the Scheme documentation has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. If Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer would be made in compliance with applicable US laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a Takeover Offer would be made in the US by Bidco and no one else.

The receipt of cash pursuant to the Acquisition by a US Blue Prism Shareholder as consideration for the transfer of its Blue Prism Shares pursuant to the Scheme will likely 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. Blue Prism Shareholders are urged to consult their independent professional advisers immediately regarding the tax consequences of the Acquisition applicable to them.

It may be difficult for US Blue Prism Shareholders to enforce their rights and claims arising out of the US federal securities laws, since Blue Prism is located in a country other than the US, and some or all of its officers and directors may be residents of countries other than the US. US Blue Prism Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction and judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Blue Prism Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the US Exchange Act, each of BofA Securities, Investec Bank and Goldman Sachs will continue to act as a connected exempt principal trader in Blue Prism Shares on the London Stock Exchange. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Forward Looking Statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Vista, Bidco or Blue Prism contain statements about the Bidco Group, the TIBCO Group and the Blue Prism Group that are or may be deemed to be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "shall", "should", "anticipates", "estimates", "projects", "is subject to", "budget", "scheduled", "forecast" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the Bidco Group's, the TIBCO Group's or the Blue Prism Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the Bidco Group's, the TIBCO Group's or the Blue Prism Group's business.

Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco, TIBCO and Blue Prism about future events, and are therefore subject to risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements, including: increased competition, the loss of or damage to one or more key customer relationships, the failure of one or more key suppliers, the outcome of business or industry restructuring, the outcome of any litigation, changes in economic conditions, currency fluctuations, changes in interest and tax rates, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments, the failure to retain key management, or the timing and success of future acquisition opportunities or major investment projects. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in the light of such factors. Neither Bidco nor Blue Prism, nor any of their respective associates, directors, officers, employees or advisers, 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. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, which speak only as of the date hereof. All subsequent oral or written forward looking statements attributable to any member of the Bidco Group or the Blue Prism Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Bidco and Blue Prism expressly disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No Profit Forecasts or Estimates

The Blue Prism Profit Forecast is a profit forecast for the purposes of Rule 28 of the Code. The Blue Prism Profit Forecast, the assumptions and basis of preparation on which the Blue Prism Profit Forecast is based and the Blue Prism Directors' confirmation, as required by Rule 28.1 of the Code, are set out in Part 8 of the Scheme Document.

Other than in respect of the Blue Prism Profit Forecast, no statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Blue Prism for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Blue Prism.

For the purposes of Rule 28 of the Code, the Blue Prism Profit Forecast set out in Part 8 of the Scheme Document is the responsibility of Blue Prism and the Blue Prism Directors.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 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 Takeover Code, any person who is, or becomes, interested in 1 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, 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 <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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

Electronic Communications

Please be aware that addresses, electronic addresses and certain information provided by Blue Prism Shareholders, persons with information rights and other relevant persons for the receipt of communications from Blue Prism may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Publication on Website and Availability of Hard Copies

A copy of this Announcement and the documents required to be published by Rule 26 of the Takeover Code shall be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Blue Prism's website at <https://investors.blueprism.com> by no later than 12 noon (London time) on the business day following the date of this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

Blue Prism Shareholders may request a hard copy of this Announcement by contacting Link Group between 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 664 0300 (or if calling from outside the UK +44 371 664 0300) or by submitting a request in writing

to the Registrar at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by email to shareholderenquiries@linkgroup.co.uk. Blue Prism Shareholders may also request that all future documents, announcements and information in relation to the Acquisition should be sent to them in hard copy form. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this Announcement will not be provided unless such a request is made.

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.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Takeover Code, Blue Prism confirms that as at the date of this Announcement, it has in issue and admitted to trading on AIM 97,112,394 Blue Prism Shares (excluding Blue Prism Shares held in treasury). The International Securities Identification Number (ISIN) of the Blue Prism Shares is GB00BYQ0HV16.

APPENDIX I
SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement, unless otherwise stated, or the context otherwise requires, the following sources and bases have been used:

- (i) The value placed by the Acquisition on the existing issued ordinary share capital of Blue Prism is based on 97,112,394 Blue Prism Shares in issue on 23 November 2021, being the latest practicable date prior to the date of this Announcement.
- (ii) The value of the Acquisition on a fully diluted basis has been calculated on the basis of a fully diluted issued ordinary share capital of 97,686,490 Blue Prism Shares, which is calculated by reference to 97,112,394 Blue Prism Shares in issue on 23 November 2021 and a further 574,096 Blue Prism Shares which may be issued on or after the date of this Announcement on the exercise of options or vesting of awards under the Blue Prism Share Plans, excluding the exercise of options or vesting of awards under the Blue Prism Share Plans that will come from Blue Prism Shares held in the Blue Prism Employee Benefit Trust.
- (iii) The valuation of the entire issued and to be issued ordinary share capital of Blue Prism at approximately £1,219 million on a fully diluted basis (£809 million as at 27 August 2021, being the last Business Day prior to the commencement of the Offer Period) is calculated by applying the treasury stock method to Blue Prism Shares which may be issued on or after the date of this Announcement on the exercise of options or vesting of awards under the Blue Prism Share Plans.
- (iv) Unless otherwise stated, all prices and Closing Prices for Blue Prism Shares are closing middle market quotations derived from the Daily Official List of the London Stock Exchange.
- (v) Volume weighted average prices have been derived from Bloomberg and have been rounded to the nearest whole figure.
- (vi) Unless otherwise stated, the financial information relating to Blue Prism is extracted (without material adjustment) from the audited final results of Blue Prism for the financial year to 31 October 2020 or from the unaudited interim results of Blue Prism for the six months ended 30 April 2021.
- (vii) Certain figures included in this Announcement have been subject to rounding adjustments.

APPENDIX II
CONFIRMATION OF THE BLUE PRISM PROFIT FORECAST

The Blue Prism Directors have considered the Blue Prism Profit Forecast (contained in Part 8 of the Scheme Document) and confirm that it remains valid as at the date of this Announcement, and was properly compiled on the basis of the assumptions set out in Part 8 of the Scheme Document and was prepared on a basis consistent with the Blue Prism Group's accounting policies used in Blue Prism's audited financial statements for the period ended 31 October 2020 and in accordance with International Financial Reporting Standards.