**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**

**FOR IMMEDIATE RELEASE**

**16 January 2024**

**RECOMMENDED CASH ACQUISITION**

**of**

**Dechra Pharmaceuticals PLC (“Dechra” or the “Company”)**

**by**

**Freya Bidco Limited (“Bidco”)**

**(a newly formed company to be indirectly owned by (i) EQT X EUR SCSp and EQT X USD SCSp, each acting through its manager (*gérant*) EQT Fund Management S.à r.l., and (ii) Luxinva S.A.)**

**Scheme of Arrangement becomes Effective**

On 2 June 2023, the boards of directors of Dechra and Bidco announced they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Dechra (the “**Acquisition**”). The Acquisition is being implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**2006 Act**”) (the “**Scheme**”).

The circular in relation to the Scheme, including full details of the Acquisition, was published on 26 June 2023 (the “**Scheme Document**”). Capitalised terms used but not otherwise defined in this announcement have the meanings set out in the Scheme Document. All references to times in this announcement are to London, United Kingdom times, unless otherwise stated.

On 20 July 2023, the requisite majority of Scheme Shareholders voted to approve the Scheme at the Court Meeting and the requisite majority of Dechra Shareholders voted to pass the Special Resolution to implement the Scheme, including the amendment of Dechra’s articles of association, at the General Meeting.

On 12 January 2024, Dechra announced that the Court had sanctioned the Scheme at the Sanction Hearing held earlier on the same date.

Dechra and Bidco are pleased to announce that, following delivery of a copy of the Court Order (together with a copy of the Scheme and all documents required to be annexed thereto) to the Registrar of Companies, the Scheme has today become Effective in accordance with its terms and, pursuant to the Scheme, the entire issued share capital of Dechra is now owned by Bidco.

**Suspension and cancellation of admission to listing and trading of Dechra Shares**

The admission of the Dechra Shares to the premium listing segment of the Financial Conduct Authority’s Official List (the “**Official List**”) and the admission of the Dechra Shares to trading on the London Stock Exchange plc’s main market for listed securities (the “**Main Market**”), and therefore dealings in Dechra Shares, were suspended with effect from 7:30 a.m. this morning. As a result of the Scheme having become Effective, share certificates in respect of the Scheme Shares have ceased to be valid documents of title and entitlements to Scheme Shares held in uncertificated form in CREST are being cancelled.

Applications have been made to the Financial Conduct Authority and the London Stock Exchange in relation to the cancellation of the listing of the Dechra Shares from the Official List and for the cancellation of the admission to trading of the Dechra Shares on the Main Market, both of which are expected to take effect by 7.30 a.m. on 17 January 2024.

As a result of this announcement, Dechra is no longer in an “Offer Period” as defined in the Takeover Code and accordingly the dealing disclosure requirements previously notified to investors no longer apply.

**Consideration and settlement**

In accordance with the terms of the Scheme, a Scheme Shareholder on the register of members of Dechra at the Scheme Record Time, being 6.00 p.m. on 15 January 2024, will be entitled to receive 3,875 pence in cash for each Scheme Share held. As set out in the Scheme Document, settlement of the consideration to which any Scheme Shareholder is entitled will be effected by way of electronic payment or the despatch of cheques or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in certificated form and in uncertificated form respectively) as soon as practicable and in any event not later than 14 days after the Effective Date (being 30 January 2024).

**Board Changes**

As the Scheme has now become Effective, Dechra duly announces that, as of today’s date all of the Non-Executive Directors of Dechra have tendered their resignation and stepped down from the Dechra Board. Ian Page and Paul Sandland will remain as directors on the Dechra Board.

**Enquiries:**

|  |  |
| --- | --- |
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| **Investec Bank plc (Sole Financial Adviser and Corporate Broker to Dechra)**  Chris Treneman  Bruce Garrow  David Anderson | **+44 20 7597 5970** |
| **Tooley Street Communication (PR Adviser to Dechra)**  Fiona Tooley, Director | **+44 77 8570 3523** |
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| **BofA Securities (Joint Financial Adviser to EQT, Luxinva S.A. and Bidco)**  Laurent Dhome  Geoff Iles  Roy Wouters  Antonia Rowan  Roman Makovitskiy | **+44 20 7628 1000** |
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DLA Piper UK LLP is acting as legal adviser to Dechra.

Kirkland & Ellis International LLP is acting as legal adviser to Bidco and EQT, and Freshfields Bruckhaus Deringer LLP is acting as legal adviser to Luxinva S.A. and ADIA.

**IMPORTANT NOTICES**

Merrill Lynch International (**"BofA Securities"**), which is authorised by the Prudential Regulation Authority (“**PRA**”) and regulated by the Financial Conduct Authority (“**FCA**”) and the PRA in the United Kingdom, is acting exclusively for EQT, Luxinva S.A. and Bidco and for no one else and will not be responsible to anyone other than EQT, Luxinva S.A. and Bidco for providing the protections afforded to its clients or for providing advice in connection with the Acquisition or any matter referred to herein. Neither BofA Securities, 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 BofA Securities in connection with this Announcement, any statement contained herein or otherwise.

Morgan Stanley & Co. International plc (**"Morgan Stanley"**), which is authorised by the PRA and regulated by the PRA and the FCA in the United Kingdom, is acting exclusively for EQT, Luxinva S.A. and Bidco and for no one else in connection with the Acquisition. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in connection with the Acquisition, the contents of this Announcement or any other matter referred to herein.

Investec Bank plc (**"Investec"**), which is authorised in the United Kingdom by the PRA and regulated in the UK by the FCA and the PRA, is acting exclusively for Dechra and no one else in connection with the Acquisition and shall not be responsible to anyone other than Dechra for providing the protections afforded to clients of Investec, nor for providing advice in connection with the Acquisition or any matter referred to herein.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and service of this Announcement shall not give rise to any implication that there has been no change in the facts set forth in this Announcement since such date.

The statements contained in this Announcement are not to be construed as legal, business, financial or tax advice.

This Announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Dechra in any jurisdiction in contravention of applicable law. The Acquisition will be implemented solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the offer document), which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to 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 an Offer, the offer document). This Announcement does not constitute a prospectus or prospectus-equivalent document.

The information contained herein does not constitute an offer to sell, nor a solicitation of an offer to buy, any security, and may not be used or relied upon in connection with any offer or solicitation. Any offer or solicitation in respect of EQT and EQT Funds will be made only through a confidential private placement memorandum and related documents which will be furnished to qualified investors on a confidential basis in accordance with applicable laws and regulations. The information contained herein is not for publication or distribution to persons in the U.S. Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold without registration thereunder or pursuant to an available exemption therefrom. Any offering of securities to be made in the U.S. would have to be made by means of an offering document that would be obtainable from the issuer or its agents and would contain detailed information about the issuer of the securities and its management, as well as financial information. The securities may not be offered or sold in the U.S. absent registration or an exemption from registration.

The Acquisition will be subject to English law, the jurisdiction of the Court, and the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the FCA, the Listing Rules and the Registrar of Companies.

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 personal, financial, tax and legal advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

**Overseas Shareholders**

The release, publication or distribution of this Announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves of, and observe, any applicable legal or regulatory requirements. 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. This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Listing Rules and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

The availability of the Acquisition to Dechra Shareholders who are not resident in and citizens of the UK may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their Dechra Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions 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 will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme 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. 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 or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the 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 Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Further details in relation to overseas shareholders are included in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, will be included in the offer document).

**Notice to U.S. Dechra Shareholders**

The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under the laws 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 U.S. Securities Exchange Act of 1934 (the “**U.S. Exchange Act**”). Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the U.S. tender offer and proxy solicitation rules. The financial information included in this Announcement and the Scheme Document has been prepared in accordance with generally accepted accounting principles of the United Kingdom and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer, which is to be made into the United States, such Offer will be made in compliance with the applicable U.S. laws and regulations.

It may be difficult for U.S. holders of Dechra Shares to enforce their rights and any claim arising out of the U.S. federal laws, since Bidco and Dechra are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders of Dechra Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court’s judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, EQT, Luxinva S.A., Bidco or their nominees, or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase Dechra Shares outside of the U.S., other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the U.S. Exchange Act, BofA Securities and Morgan Stanley will continue to act as exempt principal traders in Dechra shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

U.S. Dechra Shareholders also should be aware that the transaction contemplated herein may have tax consequences in the U.S. and, that such consequences, if any, are not described herein. U.S. Dechra Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding this transaction.

**Forward-looking statements**

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Bidco and Dechra contain statements which are, or may be deemed to be, “forward-looking statements”. 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 and Dechra about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this Announcement include statements relating to the expected effects of the Acquisition on Bidco and Dechra (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as “prepares”, “plans”, “expects” or “does not expect”, “is expected”, “is subject to”, “budget”, “projects”, “synergy”, “strategy”, “scheduled”, “goal”, “estimates”, “forecasts”, “cost-saving”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Forward looking statements may 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 Bidco’s, Dechra’s, any member of the Bidco Group’s or any member of the Dechra Group’s operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco’s, Dechra’s, any member of the Bidco Group’s or any member of the Dechra Group’s business.

Although Bidco and Dechra believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and Dechra can give no assurance that such expectations will prove to be correct. 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. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; changes in the global political, economic, business and competitive environments and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or disposals; changes in general economic and business conditions; changes in the behaviour of other market participants; changes in the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and Dechra operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which Bidco and Dechra operate and changes in laws or in supervisory expectations or requirements. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors. Neither Bidco nor Dechra, nor any of their respective associates or directors, officers 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. You are cautioned not to place any reliance on these forward-looking statements.

Specifically, statements of estimated cost savings and synergies related to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the Dechra Group, there may be additional changes to the Dechra Group’s operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

Other than in accordance with their legal or regulatory obligations, neither Bidco nor Dechra is under any obligation, and Bidco and Dechra expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Profit forecasts, estimates or quantified benefits statements**

The Dechra FY23 Profit Forecast is a profit forecast for the purposes of Rule 28 of the Takeover Code. The Dechra FY23 Profit Forecast, the assumptions and basis of preparation on which it is based and the Dechra Directors’ confirmation and reports, as required by Rule 28 of the Takeover Code, are set out in Parts A, B and C of Part 12 (*Dechra FY23 Profit Forecast*) of the Scheme Document.

Save for the Dechra FY23 Profit Forecast, no statement in this Announcement (or any information incorporated by reference into this Announcement from another source) is intended to be or is to be construed 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 ordinary share of Dechra for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share of Dechra.

**Information relating to Dechra Shareholders**

Please be aware that addresses, electronic addresses and certain information provided by Dechra Shareholders, persons with information rights and other relevant persons for the receipt of communications from Dechra 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**

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement will be made available, subject to any restrictions relating to persons resident in Restricted Jurisdictions, free of charge, on Dechra’s website at [https://www.Dechra.com/investors/cash-offer](https://www.[Diana].com/investors/cash-offer) by no later than 12 noon on the Business Day following the date of this Announcement. For the avoidance of doubt, neither the content of this website nor of any website accessible from hyperlinks is incorporated by reference or forms part of this Announcement.

In accordance with Rule 30.3 of the Takeover Code, Dechra Shareholders, persons with information rights in Dechra, participants in Dechra Share Plans and any other person to whom this Announcement has been sent, may request a hard copy of this Announcement (and any information incorporated in this Announcement by reference to another source), free of charge, by: (i) telephoning Equiniti on +44 (0) 333 207 6537. If calling from outside the UK, please ensure the country code is used. Lines will be open from 8.30 a.m. to 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales); or (ii) submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement and any such information incorporated in it by reference to another source will not be sent unless so requested. In accordance with Rule 30.3 of the Takeover Code, a person so entitled may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.