



## JOINT PRESS RELEASE



This is a joint press release by Intertrust N.V. ("**Intertrust**" or the "**Company**") and CSC (Netherlands) Holdings B.V. ("**CSC**" or the "**Offeror**"), pursuant to the provisions of Section 4, paragraph 3, of the Netherlands Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*, the "**Decree**") in connection with the recommended public offer (the "**Offer**") by the Offeror for all the issued and outstanding ordinary shares in the capital of Intertrust. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Intertrust. Any offer will be made only by means of the offer memorandum (the "**Offer Memorandum**") approved by the Dutch Authority for Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") which was published on 31 March 2022, and subject to the restrictions set forth therein. With reference to the joint press releases of 6 December 2021, 31 March 2022 and 30 May 2022, and the Intertrust press release of 31 May 2022, the Offer is subject to the satisfaction or waiver of the offer conditions, all in accordance with the terms of the merger agreement (the "**Merger Agreement**") between Intertrust and Corporation Service Company as executed on 6 December 2021 and the Offer Memorandum (the "**Offer Conditions**"). The offer price of EUR 20.00 per Share (the "**Offer Price**") is "cum dividend". This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and Japan or any other jurisdiction in which such release, publication or distribution would be unlawful. Capitalised terms used herein but not defined in this press release will have the meaning as ascribed thereto in the Offer Memorandum.

# Offer period for CSC's Offer for Intertrust further extended

**Wilmington, Delaware, USA / Amsterdam, the Netherlands – 21 July 2022 – CSC and Intertrust hereby jointly announce that, pursuant to an exemption granted by the AFM on the date hereof, the Offer Period is further extended until the earlier of (i) the date on which all Regulatory Clearances have been obtained or waived, plus a period of two weeks, or (ii) 6 December 2022, at 17:40 CET. Additional regulatory clearances have been obtained from Jersey and United Kingdom.**

Reference is made to the joint press release issued by CSC and Intertrust on 31 March 2022 in respect of the publication of the Offer Memorandum for the recommended all-cash public offer by the Offeror for all issued and outstanding shares in the capital of Intertrust at an offer price of EUR 20.00 (cum dividend), on the terms and subject to the conditions and restrictions set forth in the Offer Memorandum, and the joint press release issued by CSC and Intertrust on 30 May 2022 in relation to the extension of the Offer Period until 19 August 2022 at 17:40 hours CET.

### **The AFM waiver**

The waiver granted by the AFM allows CSC to further extend the Offer Period until the earlier of (i) the date on which all Regulatory Clearances have been obtained or waived, plus a period of two weeks, or (ii) 6 December 2022, at 17:40 CET, under the conditions that CSC (a) shall issue a press release promptly following the receipt of each remaining Regulatory Clearance, (b) shall issue a press release if and when the Regulatory Clearances Condition is satisfied or waived, including an announcement in such press release of the end date of the Offer Period, which will be two weeks following the date such Offer Condition is fulfilled, subject to the end date of 6 December 2022, at 17:40 CET, and (c) has complied with and will continue to comply with the rules governing the Offer under the Wft and the Decree, in particular article 5:79 Wft and articles 3 paragraph 1, 4 paragraph 3, 12 paragraph 3 and 19 of the Decree.

### **Regulatory Clearances status**

The Offer Period has been further extended because it is expected that the Regulatory Clearances will not be obtained before the current expiration of the Offer Period on 19 August 2022 at 17:40 hours CET.

CSC and Intertrust continue to work constructively to satisfy all Offer Conditions. All applications for the Regulatory Clearances have been filed and approval has been obtained from each of the regulators in Guernsey, Hong Kong, Jersey, the United Arab Emirates and the United Kingdom.

At the date of this press release, CSC and Intertrust have not yet received each of the Regulatory Clearances in the following jurisdictions: the British Virgin Islands, the Bahamas, the Cayman Islands, Curaçao, Ireland, Luxembourg, the Netherlands and Singapore. There may be more than one Regulatory



Clearance to be obtained in certain jurisdictions. CSC and Intertrust continue to anticipate that the Offer will close in the second half of 2022.

#### **Tendered shares and withdrawal rights**

Shares tendered prior to 19 August 2022 at 17:40 hours CET (i.e. the end of the Offer Period as initially extended) are permitted to be withdrawn. Any Shares tendered during the Offer Period that are not withdrawn will remain subject to the Offer.

As a result of the adoption of the Asset Sale and Liquidation Resolutions at the general meeting of Intertrust on 31 May 2022, under the terms and subject to the conditions of the Offer Memorandum, the Acceptance Threshold has been reduced from 95% to 80%.

#### **Certainty of funds**

With reference to the joint press release of 6 December 2021 and section 6.5 of the Offer Memorandum, CSC reconfirms that, in accordance with article 7, paragraph 4, of the Decree, CSC will have, with its cash available resources and receipt of proceeds from the anticipated debt financing, sufficient resources in place to replace Intertrust's current bank/debt facilities, fund the acquisition of all issued and outstanding shares under the Offer and pay the fees and expenses related to the Offer.

#### **Further announcements**

CSC and Intertrust will make a public announcement (i) promptly following the receipt of each remaining Regulatory Clearance in the abovementioned remaining jurisdictions, and (ii) if and when the Offer Condition with respect to the Regulatory Clearances is satisfied, waived or has become incapable of being satisfied, or (iii) as otherwise required by applicable law. The announcement that the Offer Condition with respect to the Regulatory Clearances has been satisfied or waived, if made, will include the end date of the Offer Period, which will be two weeks following the date such Offer Condition is fulfilled, subject to the end date of 6 December 2022, at 17:40 CET.

The Offeror confirms that the Offer Memorandum is up to date in all material respects in the sense that it contains all material information required for shareholders to adequately consider the Offer. For the avoidance of doubt, the exemption granted by the AFM only pertains to the aforementioned further extension of the Offer Period and all other relevant provisions of the Decree and the Dutch Act on Financial Supervision (Wet op het financieel toezicht), as well as the Offer Conditions, remain applicable.

## Additional information

[For more information:](#)

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## About CSC

CSC is the world's leading provider of business, legal, tax, and digital brand services to companies around the globe, and specialized administration services to alternative asset managers across a range of fund strategies, capital markets participants in both public and private markets, and corporations requiring fiduciary and governance support. We are the business behind business®. We are the trusted partner for 90% of the Fortune 500®, more than 65% of the Best Global Brands (Interbrand®), nearly 10,000 law firms, and more than 3,000 financial organizations. Headquartered in Wilmington, Delaware, USA, since 1899, we have offices throughout the United States, Canada, Europe, and the Asia-Pacific region. We are a global company capable of doing business wherever our clients are—and we accomplish that by employing experts in every business we serve. Learn more at [cscglobal.com](http://cscglobal.com) and [cscgfm.com](http://cscgfm.com).

## About Intertrust

Intertrust has 4,000+ employees who are dedicated to providing world-leading, specialised administration services to clients in over 30 jurisdictions. This is amplified by the support we offer across our approved partner network which covers a further 120+ jurisdictions. Our focus on bespoke corporate, fund, capital market and private wealth services enables our clients to invest, grow and thrive anywhere in the world. Sitting at the heart of international business, our local, expert knowledge and innovative, proprietary technology combine to deliver a compelling proposition – all of which keeps our clients one step ahead.

## General restrictions

The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Intertrust in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and Intertrust disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Intertrust, nor the Offeror, nor any of their advisors assume any responsibility for any violation by any person of any of these restrictions. Intertrust shareholders in any doubt as to their position should consult an appropriate professional advisor without delay. This announcement is not to be released, published or distributed, in whole or in part, in or into, directly or indirectly, Canada and Japan, or any other jurisdiction in which such release, publication or distribution would be unlawful.

## Forward-looking statements

This press release may include "forward-looking statements" and language that indicates trends, such as "anticipated" and "expected". Although Intertrust and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither Intertrust nor the Offeror, nor any of their advisors accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.