

EQS Miscellaneous

Delisting and cancellation of trading from the London Stock Exchange

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Daily Mail and General Trust plc (DMGT) Delisting and cancellation of trading from the London Stock Exchange

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10 January 2022

Daily Mail and General Trust plc (DMGT)

Delisting and cancellation of trading from the London Stock Exchange

Further to the announcement made on 21 December 2021, Daily Mail and General Trust plc announces that the listing of the DMGT A Shares on the standard segment of the Official List of the Financial Conduct Authority and admission to trading on the Main Market for listed securities of the London Stock Exchange have now been cancelled with effect from 8.00 a.m. today, 10 January 2022.

This announcement should be read in conjunction with the full text of the shareholder circular setting out the terms of the Final Offer (the "Final Offer Document"). Capitalised terms used but not defined in this announcement shall have the meanings given to them in the Final Offer Document.

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Important information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer or invitation to sell or purchase any securities, or the solicitation of any 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 Final Offer or otherwise nor shall there be any sale, issuance or transfer of securities of DMGT in any jurisdiction in contravention of applicable law. The Final Offer will be effected solely through the Final Offer Document which contains the full terms and conditions of the Final Offer. Any decision in respect of, or other response to, the Final Offer should be made only on the basis of the information contained in the Final Offer Document. Each DMGT A Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of the Final Offer applicable to them.

Overseas Shareholders

Unless otherwise determined by RCL, the Final Offer is not being, and will not be, made, directly or indirectly, in or into or by the use of mails of, or by any other means (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national securities exchange of, any Restricted Jurisdiction, and will not be capable of acceptance by any such use, means or facility or from within any Restricted Jurisdiction. Accordingly, unless otherwise determined by RCL, copies of this announcement, the Final Offer Document and the Form of Acceptance and any related documents 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 and persons receiving such documents (including custodians, nominees and trustees) should observe these restrictions and must not mail, or otherwise forward, send or distribute any such documents in or into or from any Restricted Jurisdiction, as doing so may invalidate any purported acceptance of the Final Offer. Any person (including custodians, nominees and trustees) who would, or otherwise intends to, or who may have a legal or contractual obligation to, forward this announcement, the Final Offer Document there so f, and observe, any applicable legal or regulatory requirements of, any jurisdiction, seek appropriate advice and read paragraph 13 of the letter from RCL set out in Part II of the Original Offer Document and paragraph 7 of Part D of Appendix I to the Original Offer Document before doing so. Neither the US Securities and Exchange Commission ("SEC") nor any US state securities commission has approved or disapproved this Final Offer, or passed upon the adequacy or completeness of this document. Any representation to the contrary is a criminal offence.

This announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside England.

Notice to US holders of DMGT A Shares

The Final Offer relates to securities in a non-US company registered in England and Wales with a listing on the London Stock Exchange, and is subject to the disclosure requirements, rules and practices applicable to companies listed in the United Kingdom, which differ from those of the United States in certain material respects. This announcement has been prepared in accordance with U.K. style and practice for the purpose of complying with the laws of England and Wales and the rules of the London Stock Exchange. The Final Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the US Securities Exchange Act of 1934, as amended, subject to the exemptions provided by Rule 14d-1 under the US Exchange Act and otherwise in accordance with the requirements of the Code. Accordingly, the Final Offer will be subject to disclosure and other procedural requirements that are different from those applicable under US domestic tender offer procedures. US shareholders should note that the Company is not listed on an American securities exchange, subject to the periodic reporting requirements of the US Exchange Act or required to, and does not, file any reports with the SEC thereunder.

It may be difficult for US shareholders to enforce certain rights and claims arising in connection with the Final Offer under US federal securities laws since the Company is located outside the United States and its officers and directors reside outside the United States. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

To the extent permitted by applicable law and in accordance with normal UK practice, RCL, J.P. Morgan Securities plc, Credit Suisse International, Lazard & Co., Limited, Goldman Sachs International or any of their affiliates holding an exempt status granted by the Panel, subject to restrictions under Rule 38 of the Code, may make certain purchases of, or arrangements to purchase DMGT A Shares outside the United States during the period in which the Final Offer remains open for acceptance, including sales and purchases of DMGT A Shares effected by J.P. Morgan Securities plc, Credit Suisse International, Lazard & Co., Limited or Goldman Sachs International, acting as market maker in the DMGT A Shares. These purchases, or other arrangements, may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the US Exchange Act by virtue of relief granted by Rule 14e-5(b)(12) thereunder, such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the listing rules of the FCA, and the relevant provisions of the US Exchange Act. Any information about such purchases will be disclosed as required in the United Kingdom and the United States and, if required, will be reported via a Regulatory Information Service of the London Stock Exchange and available on the London Stock Exchange and available to shareholders in the United Kingdom, this information will also be publically available to shareholders in the United States.

Publication on website

Pursuant to Rule 26.1 of the Code, a copy of this announcement and other documents in connection with the Final Offer will, subject to certain restrictions, be available for inspection on DMGT's website at https://www.dmgt.com/investors no later than 12 noon on the business day following this announcement. The contents of the websites referred to in this announcement are not incorporated into, and do not form part of, this announcement.

Requesting hard copy documents

In accordance with Rule 30.3 of the Code, DMGT A Shareholders and persons with information rights may request a hard copy of this announcement by contacting Fran Sallas, DMGT Company Secretary (+44 (0) 20 3615 2904). For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Final Offer should be in hard copy form.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments.

Time

All times shown in this announcement are to the local time in London, United Kingdom, unless otherwise stated.

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