

## Form 8 (OPD) - EMIS Group PLC

Released : 22/06/22 15:55

RNS Number : 8517P  
EMIS Group PLC  
22 June 2022

FORM 8 (OPD)

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
Rules 8.1 and 8.2 of the Takeover Code (the "Code")

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	EMIS Group plc
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	EMIS Group plc
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	21 June 2022
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:				
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned	0	0	0	0

<b>and/or controlled:</b>				
<b>(2) Cash-settled derivatives:</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>TOTAL:</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

**(b) Rights to subscribe for new securities**

<b>Class of relevant security in relation to which subscription right exists:</b>	<b>None</b>
<b>Details, including nature of the rights concerned and relevant percentages:</b>	<b>None</b>

**3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

(a) Ordinary shares held by the directors of EMIS Group plc, their close relatives and related trusts:		
Name	Number of ordinary shares	Percentage of total share capital (excluding share options)
<b>Patrick De Smedt</b>		
<i>Shares held by Numis Nominees (Client) Limited</i>	10,000	0.016%
<b>Andrew Thorburn</b>		
<i>Shares held directly</i>	24,258	0.038%
<i>Shares held by Barclays Direct Investing Nominees Limited</i>	42,252	0.067%
<i>Shares held by Embark Investment Services Limited (as trustees for Yorkshire Building Society)</i>	472	0.0008%
<b>Peter Southby</b>		
<i>Shares held by Katherine Southby directly</i>	31,545	0.050%
<i>Shares held by Embark Investment Services Limited (as trustees for Yorkshire Building Society)</i>	2,921	0.005%
<b>Kevin Boyd</b>		
<i>Shares held by</i>	2,500	0.004%

<i>Hargreaves Lansdown (Nominees) Limited</i>		
<i>Shares held by Hargreaves Lansdown (Nominees) Limited on behalf of Nicola Boyd</i>	4,500	0.007%
<b>Denise Collis</b>		
<i>Shares held by HSBC Client Holdings Nominee (UK) Limited</i>	1,441	0.002%

(b) Options and awards granted under EMIS Group plc's share plans held by the directors of EMIS Group plc, their close relatives and related trusts:

Name	Share Plan	Date of grant	Number of ordinary shares	Exercise period	Exercise price (per share)
<b>Andrew Thorburn</b>					
	LTIP 2019	24 April 2019	37,690	24 April 2022 - 24 April 2029	Nil.
	LTIP 2019	24 June 2019	66,225	24 June 2023 - 24 June 2029	Nil.
	LTIP 2019	24 June 2019	66,225	24 June 2024 - 24 June 2029	Nil.
	LTIP 2020	2 April 2020	63,061	2 April 2023 - 2 April 2030	Nil.
	LTIP 2021	7 April 2021	54,210	7 April 2024 - 7 April 2031	Nil.
	LTIP 2022	20 June 2022	46,688	8 April 2025 - 8 April 2032	Nil.
<b>Peter Southby</b>					
	LTIP 2019	24 April 2019	16,641	24 April 2022 - 24 April 2029	Nil.
	LTIP 2019	24 June 2019	21,930	24 June 2023 - 24 June 2029	Nil.
	LTIP 2019	24 June 2019	27,412	24 June 2024 - 24 June 2029	Nil.

	LTIP 2020	2 April 2020	27,843	2 April 2023 - 2 April 2030	Nil.
	LTIP 2021	7 April 2021	23,935	7 April 2024 - 7 April 2031	Nil.
	LTIP 2022	20 June 2022	20,614	8 April 2025 - 8 April 2032	Nil.

(c) Interests and short positions held by connected advisers of EMIS Group plc

No interests, short positions or rights to subscribe are held by EMIS Group plc's connected adviser, Numis Securities Limited or the persons affiliated with them, who are not exempt principal traders for the purposes of Rule 8 of the Code.

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None.

##### (b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None.

##### (c) Attachments

**Are any Supplemental Forms attached?**

<b>Supplemental Form 8 (Open Positions)</b>	NO
<b>Supplemental Form 8 (SBL)</b>	NO

<b>Date of disclosure:</b>	22 June 2022
<b>Contact name:</b>	Andrew Thorburn (Chief Executive Officer)
<b>Telephone number:</b>	+44 0330 024 1269

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@lseg.com](mailto:rns@lseg.com) or visit [www.rns.com](http://www.rns.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

FESEFFLEEESEIM