



NS Statement re Possible Offer



POSSIBLE OFFER FOR TT ELECTRONICS PLC

[VOLEX PLC](#)

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

15 November 2024

Volex plc

Possible Offer for TT Electronics plc ("TT Electronics")

Volex plc ("Volex" or the "Group"), a global leader in mission critical applications and power and data connectivity solutions, announces that it has submitted two proposals to the Board of TT Electronics regarding a possible cash and shares offer for the entire issued and to be issued share capital of TT Electronics.

The first proposal comprised 62.9 pence in cash and 0.203 new Volex shares per TT Electronics share which implied, at the time of the first proposal, a price of 129.0 pence per TT Electronics share, and the second proposal comprised 62.9 pence in cash and 0.223 new Volex shares per TT Electronics share which implied, at the time of the second proposal, a price of 135.5 pence per TT Electronics share (together, the "Volex Proposals")⁽¹⁾. The Board of TT Electronics has declined to engage with Volex and rejected each of the Volex Proposals.

Based on the price of Volex shares as at the close of business on 14 November 2024 (being the latest practicable date prior to the date of this announcement), Volex's latest proposal, consisting of 62.9 pence in cash and 0.223 new Volex shares per TT

Electronics share (the "Second Proposal"), now implies a value of 139.6 pence per TT Electronics share, values the fully diluted share capital of TT Electronics at £248.6m and implies a premium of:

- 76.7 per cent. to TT Electronics closing price of 79.0 pence as at the close of business on 14 November 2024 (being the latest practicable date prior to the commencement of the offer period on 15 November 2024); and
- 73.2 per cent. to the one month volume weighted average price for TT Electronics shares as at the close of business on 14 November 2024.

The Board of Volex therefore firmly believes that the terms of the Second Proposal offer a highly attractive opportunity for TT Electronics shareholders to realise both an immediate partial cash exit following the ongoing operational and end market challenges faced by TT Electronics and the opportunity to share meaningfully in the upside of a highly attractive enlarged business.

If any offer were made on the basis of the Second Proposal, Volex expects it would offer a mix-and-match facility to provide TT Electronics shareholders with flexibility.

Lord Rothschild, Executive Chairman of Volex, commented:

"We believe that bringing Volex and TT Electronics together in a highly synergistic transaction would create a scaled and diversified leader in the specialist electronics market which would act as a platform for future organic and inorganic growth and significant value creation. TT Electronics would provide the Group with further exposure to structural growth markets, such as medical and industrial technology, and add a new end-market, aerospace and defence, to progress Volex's successful strategy of diversification. At the same time, TT Electronics would benefit from being part of a larger group with stronger performance and the associated opportunities for revenue and cost synergies to deliver higher profitability.

Despite the resilience of TT Electronics' underlying business, it has faced persistent challenges in recent years, which Volex believes have been exacerbated by execution missteps by the Board, including former and current executive leadership. As a result TT Electronics' shares are trading at a 10 year low.

Since the disposal of the former Transportation Sensing and Control division in 2017 for c.£119m, TT Electronics has spent approximately the same amount on acquisitions (for which the purchase prices have been disclosed), paying elevated multiples in an effort to develop a higher quality business. Instead, TT Electronics has delivered a series of inconsistent annual results with adjusted operating profit only improving 60 bps since 2019 to 8.6% for the financial year ended 31 December 2023, well below the 10%+ margin target set by TT Electronics management in 2019. This is before factoring in restructuring charges, which amounted to a total of £43.9m over the same period. In comparison, Volex's adjusted operating margin increased by 170 bps to 9.8% from 2020 to 2024 (financial year ending 31 March), achieving and sustaining the higher end of management's guidance for 9-10% margin. Volex's only restructuring charge during this period was £0.8m recognised in 2022.

TT Electronics' acquisition strategy has also resulted in very disappointing outcomes. In early 2024, TT Electronics disposed of three sites with a write-down of £32.5m, including the company's activities at Hartlepool and Dongguan, which it had acquired through its takeover of Stadium plc in 2018. Furthermore, TT Electronics now has operational issues at two North American sites serving aerospace and defence, a market that TT Electronics has targeted through its acquisitions of Torotel and Covina in the US.

More recently, TT Electronics' 16 September 2024 trading update surprised with an earnings downgrade, having only confirmed full year guidance in the company's half-year results on 8 August 2024. As per the trading update on 14 November 2024, guidance was further downgraded to the lower end of the range provided on 16 September 2024. Analyst consensus forecasts imply that adjusted operating profit margin will be approximately 7.1% in 2024⁽²⁾, a further downward departure from the company's previous 10%+ margin target and significantly below its new mid-term adjusted operating profit target of 12% by 2026.

Since 1 January 2018, TT Electronics' share price has declined by 65%, compared to Volex's, which has increased over 300%.

We firmly believe that our Second Proposal offers shareholders an extremely compelling alternative to the status-quo: the opportunity to (1) in the near term, realise a meaningful element of the offer consideration in cash whilst operational challenges persist, and (2) alongside our own shareholders, to participate in the highly attractive upsides offered by the growth qualities and synergy potential of the combined business led by an experienced team that has a track record of successfully delivering value accretive acquisitions.

I therefore strongly encourage TT Electronics shareholders to urge the TT Electronics Board to engage with Volex in delivering an expeditious and highly attractive outcome for all stakeholders."

Strategic rationale for a combination of Volex and TT Electronics

The Volex Board believes the combination of TT Electronics and Volex will deliver value for both sets of shareholders by:

Creating a scaled leader in specialist electronics for demanding high growth end markets exposed to industrial megatrends

- The combination of TT Electronics and Volex would represent a transformational transaction for both companies, creating a scaled leader across a diversified range of end markets with a need for bespoke R&D driven solutions and complex manufacturing services.
- The combined group would offer exposure to international megatrends including the decarbonisation of transportation, demographic shifts in healthcare and technological convergence of aerospace and defence platforms.
- Volex's strategy has demonstrated the benefits of diversification and the proposed combination would further improve the diversification of both businesses, whilst also offering greater economies of scale and cross-selling opportunities.

Benefitting from significant opportunities to realise both cost and revenue synergies and deliver higher profitability

- Volex believes there are significant opportunities to achieve cost synergies in the combined business through the removal of duplicate functions and driving further efficiencies as Volex operates a relatively much leaner fixed cost base.
- There are further opportunities to rationalise the combined businesses' global manufacturing footprint, particularly in Mexico, China and South East Asia where TT Electronics has been slow to shift its production away from more expensive markets, and also further leverage Volex's wider presence in low-cost geographies.
- Volex has a proven history of delivering margin expansion and believes that the combination with TT Electronics would be earnings-accretive, and therefore Volex would expect to outperform its existing medium-term operating margin targets.

Being run by a highly experienced management team that has delivered outsized returns for shareholders

- Volex's management has a track record of delivering profitable growth, margin expansion and high levels of return on capital employed, via actions to reduce customer concentration, exiting unprofitable contracts, expanding the product portfolio to include more high-specification and customisable products which generate higher margins, rationalisation and vertical integration of manufacturing operations and a return to strategic acquisitions.
- The executive management team of Volex includes multiple key executives who set up and grew valuable TT Electronics business divisions. As a result, Volex believes that it already understands the value-creation drivers of TT Electronics and is well-placed to deliver on TT Electronics' potential.
- TT Electronics is exposed to the high structural growth markets of healthcare, aerospace and defence and automation/electrification. Volex understands these markets and believes it can unlock additional organic growth through its manufacturing, sales practices and achievement of cross-selling.

Benefitting from a strong balance sheet combined with significant levels of cash generation providing capital optionality to maximise shareholder value

- Based on the Second Proposal, the combined group would have pro-forma day one leverage of c.2.0x, within Volex's target range of 1.5 - 2.0x.
- The combined group would generate significant free cash flow and leverage would be expected to reduce towards the bottom of Volex's target range in the near term, at which point incremental free cash flow can be directed towards alternative methods of value creation, including additional accretive M&A.
- The combined group would be well positioned to continue being a UK listed M&A compounder, a strategy Volex has successfully pursued over the last 6 years with 12 acquisitions completed and integrated within that period.

The Volex Board therefore believes that the combined business would deliver significantly greater benefits to TT Electronics shareholders than TT Electronics could otherwise achieve on its own.

Volex is convinced of the compelling strategic rationale for a combination with TT Electronics and has already acquired 5,241,420 TT Electronics shares, representing approximately 2.95% of TT Electronics' issued share capital.

As required by Rule 2.6(a) of the Code, Volex must, by not later than 5.00 p.m. on 13 December 2024, either announce a firm intention to make an offer in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline may be extended with the consent of the Panel on Takeovers and Mergers in accordance with Rule 2.6(c) of the Code.

Furthermore, pursuant to Rule 2.5 of the Code, Volex reserves the right to vary the form and / or mix of the offer consideration. Volex also reserves the right to make an offer for TT Electronics at a lower value or on less favourable terms than the Second Proposal:

a) with the recommendation or consent of the TT Electronics Board;

b) following the announcement by TT Electronics of a Rule 9 waiver transaction pursuant to the Code or a reverse takeover; or

c) if a third party announces a firm intention to make an offer for TT Electronics which, at that date, is on less favourable terms than the Second Proposal.

If TT Electronics announces, declares, makes or pays any dividend or any other distribution or return of value or payment to its shareholders after the date of this announcement, Volex reserves the right to make an equivalent reduction to the Second Proposal.

There can be no certainty any offer will be made pursuant to Rule 2.7 of the Code.

A further announcement will be made in due course.

Rule 2.4

Under Rule 2.4(c) of the Code, Volex is required to provide details of any minimum level, or particular form, of consideration it would be obliged to offer under Rule 6 or Rule 11 (as appropriate). Volex confirms that it has acquired 5,241,420 ordinary shares of TT Electronics within the last 3 months. The highest price paid per TT Electronics share was 99.69 pence and therefore, under Rule 6.1 of the Code, any offer for TT Electronics will not be made on less favourable terms, except with the consent of the Panel.

In the interest of confidentiality it has not been practical for Volex to make enquiries of all persons acting in concert with it prior to the date of this announcement in order to confirm whether any details are required to be disclosed under Rule 2.4(c)(iv) of the Code. To the extent that any such details are identified following such enquiries, Volex will make an announcement disclosing such details as soon as practicable, and in any event by no later than the time it is required to make its Opening Position Disclosure under Rule 8.1 of the Code.

Notes:

(1) Based on the price of Volex shares as at the close of business on the date of each proposal, being 24 October 2024 and 31 October 2024

(2) Based on mean FY24 revenue forecast of £537.4m and mean FY24 adjusted operating profit of £38.2m as per Company Collated Consensus Forecasts by TT Electronics as of 2 October 2024 (<https://www.ttelectronics.com/investors/analyst-consensus/>)

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Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Second Proposal, and other information published by Volex contain statements about Volex and TT Electronics 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. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "would", "could", "anticipates", "estimates", "projects" or "strategy" or words or terms of similar substance or the negative thereof. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, profits, 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 Volex operations and potential synergies

resulting from the Second Proposal; and (iii) the effects of government regulation on the wider Volex group or the wider TT Electronics group's business.

These forward-looking statements are not guarantees of future performance. Such forward-looking statements involve known and unknown 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. These factors include, but are not limited to, the satisfaction of any conditions to the Second Proposal (if any), as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates, the outcome of any litigation. 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 of this announcement. All subsequent oral or written forward-looking statements attributable to Volex or TT Electronics or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Volex disclaims any obligation to update any forward-looking or other statements contained in this announcement, except as required by applicable law.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 Code, any person who is, or becomes, interested in 1% 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(s), 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 pm (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 Takeover Panel's website at 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. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Rule 26.1 Disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the website of Volex at <http://www.volex.com/investor-relations> promptly and by no later than 12 noon (London time) on the business day following this

announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Rule 2.9 information

In accordance with Rule 2.9 of the Code, Volex confirms that, as at the close of business on 14 November 2024 (being the business day immediately prior to the date of this announcement), it had in issue 181,651,108 ordinary shares of 25 pence each. Volex does not hold any ordinary shares in treasury. The International Securities Identification Number (ISIN) of Volex's ordinary shares is GB0009390070.

Market Abuse Regulations

The information contained within this announcement would have, prior to its release, constituted inside information as stipulated under Article 7 of the Market Abuse Regulations (EU) No.596/2014 as incorporated into UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (together, "UK MAR"). Upon the publication of this announcement via a regulatory information service, this inside information will be considered to be in the public domain. For the purposes of UK MAR, the person responsible for arranging for the release of this information on behalf of Volex is Christian Bedford, Group General Counsel and Company Secretary.

No profit forecasts, estimates or qualified benefits statements

No statement in this announcement, or incorporated by reference in this announcement, is intended as a profit forecast, profit estimate or quantified benefits statement for any period.

Sources of information

In this announcement, unless otherwise stated or the context otherwise requires, the following sources of information have been used:

- TT Electronics' issued share capital being no greater than 177,735,491 ordinary shares of 25.0 pence each, as set out in TT Electronics' fully diluted share capital, taking into account all shares, share schemes, and in-the-money options and shares held by Employee Benefit Trust being in line with the latest public disclosure in TT Electronics' 2023 Annual Report and taking into account in-year grants of share options, estimated as 303,407 potential dilutive ordinary shares based on public disclosures.
- The volume-weighted average prices have been derived from Bloomberg.
- Certain figures included in this announcement have been subject to rounding adjustments.
- USD figures have been converted to GBP using the £:\$ exchange rate of 1.27 as at 16:30 GMT on 14 November 2024 (being the last Business Day before the date of this announcement)

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