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**For immediate release**

**12 October 2021**

**AUGEAN PLC ("Augean")**

**Results of Shareholder Meetings**

Augean is pleased to announce that, at the Court Meeting and General Meeting held earlier today in connection with the recommended cash offer for Augean by Eleia Limited to acquire the entire issued and to be issued share capital of Augean at a price of 372 pence per Augean Share (the "**Superior Eleia Offer**"), to be implemented by way of a court-sanctioned scheme of arrangement pursuant to Part 26 of the Companies Act 2006:

- the requisite majorities of Scheme Shareholders voted to approve the Eleia Scheme at the Court Meeting; and
- the requisite majority of Augean Shareholders voted to pass the Resolution to give effect to the Eleia Scheme, including the amendment to Augean's articles of association and the re-registration of Augean as a private limited company, at the General Meeting.

Full details of the resolutions were set out in the notices of the Court Meeting and General Meeting contained in the Eleia scheme document posted to all shareholders on 6 September 2021 (the "**Eleia Scheme Document**") at Part IX and Part X respectively.

Capitalised terms used and not defined in this document have the meanings given to them in the Eleia Scheme Document. All references to times are to times in London unless otherwise stated.

**Voting results at the Court Meeting**

The result of the vote at the Court Meeting was as follows:

Present and Voting			Voted the Resolution For			Voted the Resolution Against		
Present	No. of Shareholders	Shares Represented	No. of Shareholders	Shares Represented		No. of Shareholders	Shares Represented	
				No.	%		No.	%
In Person	2	2,600,220	2	2,600,220	100.00%	0	0	0.00%
By Proxy	56	69,382,233	49	69,335,758	99.93%	7	46,475	0.07%
<b>Total</b>	<b>58</b>	<b>71,982,453</b>	<b>51</b>	<b>71,935,978</b>	<b>99.94%</b>	<b>7</b>	<b>46,475</b>	<b>0.06%</b>

## Voting results at the General Meeting

The results of the votes at the General Meeting were as follows:

	<b>VOTES FOR</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>%</b>	<b>VOTES TOTAL</b>	<b>% of ISC VOTED</b>	<b>VOTES WITHHELD</b>
Resolution	71,941,901	99.96	31,976	0.04	71,973,877	68.56%	5,219

## Next steps and timetable

Completion of the Superior Eleia Offer remains subject to the satisfaction (or, where applicable, waiver) of the remaining Conditions set out in the Eleia Scheme Document, including the sanction of the Scheme by the Court at the Court Hearing, which is expected to take place on 18 October 2021.

It is intended that dealings in Augean Shares will be suspended with effect from 7.30 a.m. on 20 October 2021. No transfers of Augean Shares will be registered after 7.30 a.m. on that date.

It is intended that, subject to the Scheme having become Effective, the cancellation of admission to trading of the Augean Shares will take effect from 7.00 a.m. on 21 October 2021.

Save as set out above, the expected timetable of principal events for the implementation of the Scheme remains as set out on page 14 of the supplementary shareholder circular posted to shareholders on 29 September 2021. If any of the dates and/or times in the expected timetable change, the revised dates and/or times will be notified by announcement through a Regulatory Information Service.

A copy of the Resolution passed at the General Meeting will shortly thereafter be available for inspection on the Augean website at <https://www.augeanplc.com/offer/>. The Resolution will be submitted to the National Storage Mechanism where it will be available at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## Enquiries

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Rothschild & Co is providing independent advice to Augean pursuant to Rule 3 of the Code. Ashurst LLP has been retained as legal adviser to Augean.

### **Important notices**

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Augean and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Augean for providing the protections afforded to clients of Rothschild & Co nor for providing advice in connection with any matter referred to herein. Neither Rothschild & Co nor any of its affiliates (nor their respective directors, officers, employees or agents) 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 Rothschild & Co in connection with this announcement, any statement contained herein or otherwise.*

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### **Further information**

*This announcement is for information purposes only, and is not intended to, and does not, constitute or form part of, any offer or inducement to sell or an 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 Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of Augean in any jurisdiction in contravention of applicable law.*

*The Superior Eleia Offer is made solely on the terms set out in the Eleia Scheme Document and the related Forms of Proxy (or, if the Offer is implemented by way of a Takeover Offer, the Offer Document and form of acceptance), which contain the full terms and conditions of the Superior Eleia Offer including details of how to vote in respect of the Superior Eleia Offer. Any vote in respect of the Eleia Scheme or other decision or response in relation to the Superior Eleia Offer should be made only on the basis of the information contained in the Eleia Scheme Document (or, if the Offer is implemented by way of a Takeover Offer, the Offer Document). Augean Shareholders are advised to read carefully the Eleia Scheme Document and related Forms of Proxy (or, if applicable, the Offer Document).*

*This announcement does not constitute a prospectus, prospectus equivalent document or prospectus exempted document for the purposes of Article 1(4) or (5) of the UK Prospectus Regulation.*

*No person should construe the contents of this announcement as legal, financial or tax advice and any interested person should consult their own advisers in connection with such matters.*

### **Forward-looking statements**

*This announcement (including information incorporated by reference in this announcement) may contain certain "forward-looking statements" with respect to Eleia Bidco or Augean. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often, but do not always, use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words or terms of similar meaning or the negative thereof. Forward-looking statements 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 Eleia Bidco's, Augean's, any member of the Wider Bidco Group's or any member of the Augean Group's operations and potential synergies resulting from the Offer; and (iii) the effects of global economic conditions and government regulation on Eleia Bidco's, Augean's, any member of the Wider Bidco Group's or any member of the Augean Group's business. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or developments to differ materially from those expressed in or implied by such forward-looking statements.*

*Such forward looking statements are not guarantees of future performance. By their nature, because they relate to events and depend on circumstances that will occur in the future, these forward-looking statements involve known and unknown risks, uncertainties that could significantly affect expected results and are based on certain key assumptions and other factors which may cause actual results, performance or developments to differ materially from those expressed in or implied by such forward-looking statements.*

*These factors include, but are not limited to, the satisfaction of the conditions to the Offer, 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/or exchange rates and the outcome of any litigation.*

*These forward-looking statements are based on numerous assumptions regarding present and future strategies and environments. You are cautioned not to place any reliance on such forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to Ancala, Fiera, Eleia Bidco or Augean or any person acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this announcement.*

*None of Ancala, Fiera, Eleia Bidco, Augean, or 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.*

*Ancala, Fiera, Eleia Bidco and Augean assume no obligation to update publicly or revise forward-looking or other statements contained in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.*

**No profit forecasts, estimates or quantified benefits statements**

*No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per ordinary share for Augean for*

*the current or future financial years would necessarily match or exceed the historical published earnings or earnings per ordinary share for Augean.*

### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by Augean Shareholders, persons with information rights and other relevant persons for the receipt of communications from Augean may be provided to Eleia Bidco during the Offer Period, as required under Section 4 of Appendix 4 to the Code, to comply with Rule 2.11(c).*

### **Publication on website and availability of hard copies**

*In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, at <https://www.augeanplc.com/offer/> and <https://www.eleiabidco.com> by no later than 12.00 noon (London time) on the Business Day following the date of publication of this announcement. Save as expressly referred to in this announcement, neither the contents of these websites nor any website accessible from hyperlinks is incorporated into and do not form part of this announcement.*

*In accordance with Rule 30.3 of the Code, Augean Shareholders and persons with information rights may request a hard copy of this announcement by contacting Augean's registrars, Computershare Investor Services PLC, between 9.00 a.m. to 5.30 p.m. (London time), Monday to Friday (except UK public holidays) on +44 (0) 370 889 3205 or at [web.queries@computershare.co.uk](mailto:web.queries@computershare.co.uk). Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Computershare Investor Services PLC cannot provide any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes. 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 document or information incorporated by reference into 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 Offer should be in hard copy form.*

### **General**

*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 independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.*