

Form 8 (OPD) - Ascential plc

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Ascential PLC
05 August 2024

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

(a) Full name of discloser:	Ascential plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <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
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Ascential plc
(d) Is the discloser the offeror or the offeree?	Offeree
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	23 July 2024
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <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:	Ordinary Shares of 1.7 peach			
	Interests		Short positions	
	Number	%	Number	%

(1) Relevant securities owned and/or controlled:	Nil	Nil	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	Nil	Nil	Nil	Nil

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

Class of relevant security in relation to which subscription right exists:	NONE
Details, including nature of the rights concerned and relevant percentages:	NONE

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

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:

Interests of directors

Ascential plc ordinary shares held by directors of Ascential plc:

Name	Number of Ascential Shares	Percentage of existing issued share capital	Ascential ordinary
Scott Forbes	131,883	0.06%	
Philip Thomas	182,346 ¹	0.08%	
Mandy Gradden	249,669	0.12%	
Suzanne Baxter	2,941	0.00%	
Judy Vezmar	29,411	0.01%	
Rita Clifton	6,470	0.00%	

¹ Includes 26,470 shares held by Philip Thomas' close relative.

Interests held as options or awards by directors of Ascential plc in ordinary shares of Ascential plc:

L. Philip Thomas:

A. Ascential Executive Performance Share Plan

No. of Options/Awards	Date of grant	Vesting Date	Exercise price
234,548	01/09/2021	01/09/2024	nil
320,072	28/12/2023	28/12/2026	nil
369,662	18/04/2024	18/04/2027	nil

D. Ascential plc Employee Share Incentive Plan

No. of Awards	Date of grant	Release Date	Exercise price
689 ²	13/08/2021 ³	13/08/2024	nil
300	27/06/2024	27/06/2027	nil

² Reflects: (1) the original grant of Free Shares on 13 August 2021; (2) Additional Dividend Shares allotted as dividend equivalents in accordance with the rules of the SIP scheme; and (3) share consolidation.

³ Release date applies to the grant of Free Shares on 13 August 2021. Additional Dividend Shares allotted will be released three years after the date of their respective grant.

II. Amanda Gradden:**A. Ascential Executive Performance Share Plan**

No. of Options/Awards	Date of grant	Vesting Date	Exercise price
225,229	01/10/2020	01/10/2024	nil
25,816	01/09/2021	01/09/2024	nil
244,545	06/04/2022	06/04/2025	nil
312,710	23/02/2023	23/02/2026	nil
74,349	28/12/2023	28/12/2026	nil
278,480	18/04/2024	18/04/2027	nil

B. Ascential Executive Deferred Annual Bonus Plan

No. of Options/Awards	Date of grant	Vesting Date	Exercise price
20,709	01/10/2020	01/10/2023	nil
76,287	06/04/2022	06/04/2025	nil
49,859	15/04/2023	15/04/2026	nil
75,310	18/04/2024	18/04/2027	nil

C. Ascential Employee Savings Related Share Option Plan UK

No. of Options	Date of grant	Vesting Date	Exercise price
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9,944	07/10/2022	01/11/2025	1.81
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D. Ascential plc Employee Share Incentive Plan

No. of Awards	Date of grant	Release Date	Exercise price
506 ⁴	10/03/2016 ⁵	10/03/2019	nil
300	27/06/2024	27/06/2027	nil

⁴ Reflects: (1) the grant of Free Shares on 10 March 2016; (2) Additional Dividend Shares allotted as dividend equivalents in accordance with the rules of the SIP scheme; and (3) share consolidation.

⁵ Release date applies to the grant of Free Shares on 10 March 2016. Additional Dividend Shares allotted will be released three years after the date of their respective grant.

Interests of connected advisers

Please refer to Supplemental Form 8 (SBL) annexed to this disclosure in respect of certain securities borrowing and lending arrangements to which Goldman Sachs Bank Europe SE is party.

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?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	YES

Date of disclosure:	5 August 2024
Contact name:	Naomi Howden, Company Secretary
Telephone number:	+44 (0)203 657 8950

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.

SUPPLEMENTAL FORM 8 (SBL)

**DETAILS OF SECURITIES BORROWING AND LENDING AND
FINANCIAL COLLATERAL ARRANGEMENTS BY
PARTIES TO AN OFFER AND PERSONS ACTING IN CONCERT
Note 5(l) on Rule 8 of the Takeover Code (the "Code")**

1. KEY INFORMATION

Full name of person making disclosure:	GOLDMAN SACHS BANK EUROPE SE
Name of offeror/offeree in relation to whose relevant securities this form relates:	ASCENTIAL PLC

2. SECURITIES BORROWING AND LENDING/FINANCIAL COLLATERAL POSITIONS

Class of relevant security:	1.7p ordinary	
	Number	%
Securities borrowed:	5,608	0.00
Securities lent (including securities subject to a security financial collateral arrangement with right of use or a title transfer collateral arrangement):	5,616	0.00

Details of borrowed relevant securities which have been either on-lent or sold do not need to be disclosed.

3. SECURITIES BORROWING AND LENDING/FINANCIAL COLLATERAL TRANSACTIONS

Class of relevant security	Nature of transaction <i>e.g. securities lending/borrowing, delivery/receipt of recalled securities, entering into financial collateral arrangement with right of use, entering into title transfer collateral arrangement etc.</i>	Number of securities

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The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.

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