

RNS Miscellaneous

PROPOSED CANCELLATION & NOTICE OF GENERAL MEETING

[IENERGIZER LIMITED](#)

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iEnergizer Limited
(the "Company" or the "Group")

**Proposed Cancellation of Admission to Trading on AIM and
Notice of General Meeting**

iEnergizer Limited (AIM:IBPO.L), an international and full service Business Process Outsourcing (BPO) business, announces that it will shortly be posting a circular to shareholders (the "**Circular**") in connection with a proposal for the cancellation of admission of the ordinary shares in the Company (the "**Ordinary Shares**") to trading on AIM (the "**Cancellation**"), pursuant to Rule 41 of the AIM Rules for Companies (the "**AIM Rules**").

The Circular will include a notice of a general meeting of the Company which is being convened for 10:00 a.m. on 16 May 2023, at the Company's registered office St Martins House, Le Bordage, St Peter Port, Guernsey, GY1 4EA (the "**General Meeting**"), for the purposes of considering and, if thought fit, passing the requisite shareholder resolution to approve the Cancellation. In accordance with the requirements of the AIM Rules, the Cancellation is conditional upon the approval of not less than 75 per cent. of the votes cast by Shareholders (whether present in person or by proxy) at the General Meeting.

Further information on the proposed Cancellation and the General Meeting is set out below. Terms defined in this announcement bear the meanings set out in the Appendix to this announcement.

1. Background and reasons for Cancellation

The Directors have conducted a review of the benefits and drawbacks to the Company and its shareholders in retaining its quotation on AIM, and believe that Cancellation is in the best interest of the Company and its Shareholders as a whole. In reaching this conclusion, the Directors have considered the following key factors:

- the Directors believe that the continued quotation on AIM is unlikely to provide the Company with significantly wider access to capital;
- the considerable cost, management time and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM are, in the Directors' opinion, disproportionate to the benefits to the Company; and
- EICR (Cyprus) Limited ("**EICR**") holds 82.74 per cent. of the Company's current issued share capital, resulting in a limited free float and liquidity of the Ordinary Shares with the consequence that the Directors believe that the quotation of the Ordinary Shares on AIM does not, in itself, offer investors the opportunity to trade in meaningful volumes or with frequency within an active market.

Following careful consideration, the Directors believe that it is in the best interests of the Company and Shareholders, taken as a whole, to seek the proposed Cancellation at the earliest opportunity.

2. Process for, and principal effects of, the Cancellation

Under the AIM Rules, the Company is required to give at least 20 clear Business Days' notice of Cancellation. If the Resolution is passed at the General Meeting, it is proposed that the last day of trading in Ordinary Shares on AIM will be 24 May 2023 and that the Cancellation will take effect at 7:00 a.m. on 25 May 2023.

The principal effects of the Cancellation will be that:

- there will be no formal market mechanism enabling the Shareholders to trade Ordinary Shares and no recognised market or trading facility is intended to be put in place to facilitate the trading of the Ordinary Shares (save for the intended Matched Bargain Facility set out below);
- while the Ordinary Shares will remain freely transferrable, it is possible that the liquidity and marketability of the Ordinary Shares will, in the future, be more constrained than at present and the value of such shares may be adversely affected as a consequence;
- in the absence of a formal market and quote, it may be more difficult for Shareholders to determine the market value of their investment in the Company at any given time;
- the regulatory and financial reporting regime applicable to companies whose shares are admitted to trading on AIM will no longer apply and the Company will no longer be subject to the Market Abuse Regulation regulating inside information;
- Shareholders will no longer be afforded the protections given by the AIM Rules, such as the requirement to be notified of certain events, AIM Rule 26 (requirement to provide certain information on the Company's website), and the requirement that the Company seek shareholder approval for certain corporate actions, where applicable. Including substantial transactions, financing transactions, reverse takeovers, related party transactions and fundamental changes in the Company's business, including certain acquisitions and disposals;
- the levels of transparency and corporate governance within the Company may not be as stringent as for a company quoted on AIM;
- Strand Hanson Limited will cease to be the Company's nominated adviser and the Company will cease to have a broker;
- whilst the Company's CREST facility will remain in place immediately post the Cancellation, the Company's CREST facility may be cancelled in the future. Although the Ordinary Shares will remain transferable, they may cease to be transferable through CREST. In this instance, Shareholders who hold Ordinary Shares in CREST will receive share certificates;
- the Relationship Agreement between the Company, EICR (Cyprus) Limited, Anil Aggarwal, Geophysical Substrata Ltd and Strand Hanson Limited (as novated) dated 27 August 2016 shall terminate on Cancellation, with the effect that, *inter alia*, there shall be no ongoing contractual obligation upon EICR (Cyprus) Limited and Geophysical Substrata Ltd., which are private companies both controlled by Anil Aggarwal (the "**Controlling Shareholder**") to ensure that the Company carries on its business independently of the Controlling Shareholder or that transactions and relationships between Controlling Shareholder and the Company are at arm's length and on normal commercial terms; and
- **the Cancellation may have personal taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent tax adviser.**

The Company will remain registered with the Registrar of Companies in Guernsey in accordance with and subject to the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**"), notwithstanding the Cancellation.

It is noted, however, that the majority of the Company's Directors and senior management will be resident outside of the UK, Channel Islands or Isle of Man and the Company will have no business operations based in the UK, Channel Islands or Isle of Man. Consequently, following the Cancellation and on the basis of no further changes to the Board, the Takeover Code will no longer apply to the Company after the Cancellation. However, in the event that, subsequent to the Cancellation, further Board changes result in the Company's place of central management and control being in the UK, Channel Islands or Isle of Man, the Company may once again become subject to the Code. Information on the Takeover Code is set out in Schedules 1 and 2 at the end of this announcement.

The Company will continue to be bound by the Articles (which require shareholder approval for certain matters) following the Cancellation.

The above considerations are not exhaustive and Shareholders should seek their own independent advice when assessing the likely impact of the Cancellation on them.

3. Transactions in the Ordinary Shares prior to and post the proposed Cancellation

Prior to Cancellation

Shareholders should note that they are able to trade in the Ordinary Shares on AIM prior to Cancellation.

Post Cancellation

Shareholders should note that, post Cancellation, there will be no dealing and settlement arrangements in the Ordinary Shares on AIM.

The Board is aware that the proposed Cancellation, should it be approved by Shareholders at the General Meeting, would make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so.

The Company, therefore, intends to make arrangements for a matched bargain facility to be established post Cancellation in order to assist Shareholders wishing trade in the Ordinary Shares post Cancellation, assuming the Cancellation Resolution is passed (the "**Matched Bargain Facility**"). It is envisaged that the Matched Bargain Facility would be in place for at least one year post Cancellation and would be reviewed on an annual basis thereafter. Under the intended Matched Bargain Facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares will be able to leave an indication with the Matched Bargain Facility provider, through their stockbroker (as such provider is expected to be unable to deal directly with members of the public), of the number of Ordinary Shares that they are prepared to buy or sell at an agreed price. In the event that the Matched Bargain Facility provider is able to match that order with an opposite sell or buy instruction, they would contact both parties and then effect the bargain. Should the Cancellation become effective and the Company put in place the Matched Bargain Facility, details will be made available to Shareholders on the Company's website and directly by letter or e-mail (where appropriate). It should be noted, however, that there is no guarantee that the Matched Bargain Facility will be established or as to the liquidity such a facility would afford the Ordinary Shares post Cancellation, therefore Shareholders should carefully consider, *inter alia*, the effects of the proposed Cancellation set out above and seek their own independent advice when assessing the likely impact of the Cancellation on them.

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the Cancellation becoming effective. As noted above, in the event that Shareholders approve the Cancellation, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 24 May 2023 and that the effective date of the Cancellation will be 25 May 2023.

4. Process for Cancellation

Under the AIM Rules, it is a requirement that the Cancellation must be approved by not less than 75 per cent. of votes cast by Shareholders at a General Meeting. Accordingly, the Notice of General Meeting set out in Part II of the Circular contains a special resolution to approve the Cancellation.

The Company's major shareholder, EICR has confirmed to the Directors that it intends to vote or procure votes in favour of the Resolution, in respect of all Ordinary Shares held by it, currently amounting to 157,306,152 Ordinary Shares in aggregate, representing approximately 82.74 per cent. of the issued share capital of the Company. Accordingly, the Directors expect that the Resolution will be passed at the General Meeting.

Furthermore, Rule 41 of the AIM Rules requires any AIM company that wishes the London Stock Exchange to cancel the admission of its shares to trading on AIM to notify shareholders and to separately inform the London Stock Exchange of its preferred cancellation date at least 20 Business Days prior to such date. In accordance with AIM Rule 41, the Directors have notified the London Stock Exchange of the Company's intention, subject to the Resolution being passed at the General Meeting, to cancel the Company's admission of the Ordinary Shares to trading on AIM on 21 April 2023. Accordingly, if the Resolution is passed the Cancellation will become effective at 7:00 a.m. on 25 May 2023. If the Cancellation becomes effective, Strand Hanson Limited will cease to be nominated adviser of the Company and the Company will no longer be required to comply with the AIM Rules.

Publication and posting of the Circular and Form of Proxy to Shareholders	28 April 2023
Latest time and date for receipt of completed Forms of Proxy in respect of the General Meeting	10:00 a.m. on 12 May 2023
Time and date of the General Meeting	10:00 a.m. on 16 May 2023
Expected last day of dealings in Ordinary Shares on AIM	24 May 2023
Expected time and date of Cancellation	7:00 a.m. on 25 May 2023

Notes:

(1)) All of the times referred to above refer to London time, unless otherwise stated.

(2) Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

(3) The Cancellation requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.

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This announcement contains inside information as defined in Regulation (EU) No. 596/2014 on market abuse which is part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR") and is made in accordance with the Company's obligations under article 17 of MAR. The person responsible for arranging the release of this announcement on behalf of the Company is Nicholas David Saul. Upon publication of this announcement, this inside information is now considered to be in the public domain. This announcement has been issued by and is the sole responsibility of the Company.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, or vote in any manner, any securities pursuant to this announcement or otherwise. The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

Strand Hanson Limited ("**Strand Hanson**"), a member firm of the London Stock Exchange ("**LSE**"), is authorised and regulated by the Financial Conduct Authority and acts as nominated adviser and broker to Company. Strand Hanson Limited is acting solely for Company in connection with the Cancellation and will not be responsible to anyone other than the Company for providing the protections afforded to its customers or for advising any other person in relation to the contents of this announcement or on any transaction or arrangement referred to in this announcement.

The statements contained in this announcement that are not historical facts are "forward-looking" statements. These forward-looking statements are subject to a number of substantial risks and uncertainties, many of which are beyond the Company's control and actual results and developments may differ materially from those expressed or implied by these statements for a variety of factors. These forward-looking statements are statements based on the Company's current intentions, beliefs and expectations about among other things, the Company's financial condition, prospects, growth, strategies and the industry in which the Company operates. Forward-looking statements are typically identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "intends", "estimates", "plans", "assumes" or "anticipates" or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy that involve risks and uncertainties. By their nature, forward-looking statements involve risks and uncertainties because they

relate to events and depend on circumstances that may or may not occur in the future. In addition, from time to time, the Company or its representatives have made or may make forward-looking statements orally or in writing. Furthermore, such forward-looking statements may be included in, but are not limited to, press releases or oral statements made by or with the approval of an authorised executive officer of the Company. No assurance can be given that such future results will be achieved; actual events or results may differ materially from those expressed in or implied by these statements as a result of risks and uncertainties facing the Company and its subsidiaries. Many of these risks and uncertainties relate to factors that are beyond the Company's ability to control or estimate precisely, such as changes in taxation and fiscal policy, future market conditions, currency fluctuations, the behaviour of other market participants, the actions of governmental regulators and other risk factors such as the Company's ability to continue to obtain financing to meet its liquidity needs, changes in the political, social and regulatory framework in which the Company operates or in economic or technological trends or conditions, including inflation and consumer confidence, on a global, regional or national basis. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. The forward-looking statements contained in this announcement speak only as of the date of this announcement and the Company undertakes no duty to update any of them publicly in light of new information or future events, except to the extent required by applicable law or regulation.

APPENDIX

The following definitions apply throughout this announcement, unless the context requires.

"AIM"	AIM, the market operated by the London Stock Exchange
"AIM Rules"	the rules and guidance for companies whose shares are admitted to trading on AIM entitled "AIM Rules for Companies" published by the London Stock Exchange, as amended from time to time
"Articles"	the articles of incorporation of the Company as amended from time to time
"Business Day"	a day (excluding Saturday, Sunday and public holidays in England and Wales) on which banks are generally open for business in London for the transaction of normal banking business
"Cancellation"	the proposed cancellation of admission of the Ordinary Shares to trading on AIM, subject to passing of the Resolution and in accordance with Rule 41 of the AIM Rules
"Circular"	the document containing information about the Cancellation and the Notice of General Meeting that shall be posted to the Company's Shareholders
"Company"	iEnergizer Limited, a company incorporated and registered in Guernsey under the Companies (Guernsey) Law 2008, as amended, with registration number 51870
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI2001/3755), as amended from time to time, including any provisions of or under the laws of Guernsey which alter or replace such regulations
"Directors" or "Board"	the directors of the Company. The Board comprises the directors at any time or the directors present at a duly convened meeting at which a quorum is present or, as the case may be, the directors assembled as a committee of such Board
"EICR"	EICR (Cyprus) Limited, the majority shareholder of the Company
"Form of Proxy"	the form of proxy enclosed with the Circular for use at the General Meeting or at any adjournment thereof
"General Meeting"	the General Meeting of the Company convened for 10:00 a.m. on 16 May 2023 and any adjournment thereof, notice of which will be set out in the Circular
"Independent Directors"	the Directors, other than Anil Aggarwal (the founder of iEnergizer and the ultimate beneficial owner of EICR) and Ashish Madan
"London Stock Exchange"	London Stock Exchange plc

"Notice of General Meeting" or "Notice"	the notice of General Meeting contained within the Circular to be posted to the Company's shareholders
"Ordinary Shares"	ordinary shares of par value £0.01 in the capital of the Company, and "Ordinary Share" means any one of them
"Panel"	the UK Panel on Takeovers and Mergers
"Registrars"	Link Market Services (Guernsey) Limited, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL
"Regulatory Information Service"	has the meaning given to it in the AIM Rules for any of the services approved by the London Stock Exchange for the distribution of AIM announcements and included within the list maintained on the website of the London Stock Exchange
"Resolution"	the resolution to be proposed at the General Meeting in the form set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares from time to time and "Shareholder" means any one of them
"Takeover Code" or the "Code"	the City Code on Takeovers and Mergers
"United Kingdom"	the United Kingdom of Great Britain and Northern Ireland

A reference to "£" is to pounds sterling, being the lawful currency of the UK.

SCHEDULE 1: THE CITY CODE ON TAKEOVERS AND MERGERS

The Code applies to all offers for companies which have their registered office in the UK, the Channel Islands or the Isle of Man if any of their equity share capital or other transferable securities carrying voting rights are admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man.

The Code also applies to all offers for companies (both public and private) which have their registered office in the UK, the Channel Islands or the Isle of Man which are considered by the Panel to have their place of central management and control in the UK, the Channel Islands or the Isle of Man.

If the Cancellation is approved by Shareholders at the General Meeting and becomes effective, the Company's securities will no longer be admitted to trading on a UK regulated market or a UK multilateral trading facility or on any stock exchange in the Channel Islands or the Isle of Man. In these circumstances, the Takeover Code will only apply to the Company if it is considered by the Panel to have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man. This is known as the "residency test". In determining whether the residency test is satisfied, the Takeover Panel has regard primarily to whether a majority of a company's directors are resident in these jurisdictions.

The Takeover Panel has confirmed to the Company that, on the basis of the current residency of the Directors, the Company will not have its place of central management and control in the United Kingdom, the Channel Islands or the Isle of Man following the Cancellation. As a result, if the Cancellation is approved by Shareholders at the General Meeting and becomes effective, the Takeover Code will then cease to apply to the Company and Shareholders will no longer be afforded the protections provided by the Takeover Code, including the requirement for a mandatory cash offer to be made if either:

- (i) a person acquires an interest in shares which, when taken together with the shares in which persons acting in concert with it are interested, increases the percentage of shares carrying voting rights in which it is interested to 30% or more; or
- (ii) a person, together with persons acting in concert with it, is interested in shares which in the aggregate carry not less than 30% of the voting rights of a company but does not hold shares carrying more than 50% of such voting rights and such person, or any person acting in concert with it, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which it is interested.

Brief details of the Panel, and of the protections afforded by the Code (which will cease to apply following the Cancellation), are set out below.

The Code

The Code is issued and administered by the Panel. The Code currently applies to the Company and, accordingly, its Shareholders are entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover, and that shareholders of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Code

The Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. The General Principles apply to takeovers and all other matters with which the Code is concerned. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of Rules. Some of the Rules provide more detail on how the General Principles will be applied by the Panel and others govern specific aspects of takeover procedure. Like the General Principles, the Rules are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Giving up the protection of the Code

A summary of key points regarding the application of the Code to takeovers generally is set out in Schedule 3. You are encouraged to read this information carefully as it outlines certain important protections which will no longer apply to the Company following the Cancellation.

SCHEDULE 2: KEY PROVISIONS OF THE CODE

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies. You should note that, following the Cancellation, the following protections afforded by the Code will no longer apply to the Company.

Equality of treatment

General Principle 1 of the Code states that all holders of the securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that the holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the takeover bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice

The board of the offeree company is required by Rule 3.1 of the Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to shareholders. Rule 25.2 requires the board of the offeree company to send to shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The document sent to shareholders must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except in certain circumstances, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

Option holders and holders of convertible securities or subscription rights

Rule 15 of the Code provides that when an offer is made and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to the holders of those securities to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights.

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