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**FOR IMMEDIATE RELEASE**

**14 JANUARY 2021**

**RECOMMENDED CASH OFFER**  
**for**  
**IMIMOBILE PLC**  
**by**  
**CISCO SYSTEMS HOLDINGS UK LIMITED**

**an indirect wholly-owned subsidiary of Cisco Systems, Inc.**  
**to be effected by means of a scheme of arrangement**  
**under Part 26 of the Companies Act 2006**

On 7 December 2020, the board of directors of Cisco Systems Holdings UK Limited (**Bidco**), an indirect wholly-owned subsidiary of Cisco, and the Independent IMImobile Directors announced that they had reached agreement on the terms of a recommended cash offer by Bidco for the entire issued and to be issued ordinary share capital of IMImobile. The Offer is intended to be effected by means of a scheme of arrangement under Part 26 of the Companies Act.

**Publication and posting of the Scheme Document**

The board of IMImobile announces that it is today publishing a circular in relation to the Offer (the **Scheme Document**), together with the Forms of Proxy for the Court Meeting and the General Meeting. The Scheme Document sets out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement pursuant to section 897 of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by IMImobile Shareholders. Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

Hard copies of the Scheme Document and Forms of Proxy for the Court Meeting and the General Meeting are being posted today to IMImobile Shareholders and, for information only, to persons with information rights. IMImobile will also be sending details of the proposals being made to participants in the IMImobile Share Plans to such participants.

**Notices of the Court Meeting and General Meeting**

As further detailed in the Scheme Document, to become Effective the Scheme requires, among other things, that the requisite majority of Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that the requisite majority of IMImobile Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Scheme is also subject to the satisfaction or (where applicable) waiver of the Conditions and further terms set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting, each of which will be held via the Virtual Meeting Platform, are set out in the Scheme Document. The Court Meeting will start at 10:00 a.m. (London time) and the General Meeting at 10:15 a.m. (London time) (or as soon as reasonably

practicable thereafter as the Court Meeting shall have been concluded or adjourned). Forms of Proxy for use at such meetings will be enclosed with the Scheme Document.

The Independent IMI mobile Directors, who have been so advised by Investec as to the financial terms of the Offer, consider the terms of the Offer to be fair and reasonable. In providing its financial advice, Investec has taken into account the commercial assessments of the IMI mobile Directors. Investec is providing independent financial advice to the Independent IMI mobile Directors for the purposes of Rule 3 of the Code.

**Accordingly, the Independent IMI mobile Directors unanimously recommend that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that IMI mobile Shareholders vote in favour of the Resolution to be proposed at the General Meeting, as the Independent IMI mobile Directors who hold IMI mobile Shares have irrevocably undertaken to do in respect of their own entire beneficial holdings, amounting to, in aggregate, 6,316,457 IMI mobile Shares, representing approximately 7.7 per cent. of the issued ordinary share capital of IMI mobile as at the Last Practicable Date, as more fully described the Scheme Document.**

**It is important that, for the Court Meeting in particular, as many votes as possible are cast, so that the Court may be satisfied that there is a fair representation of Scheme Shareholders' opinion. Scheme Shareholders are therefore strongly urged to complete, sign and return their forms of proxy or appoint a proxy through CREST or through the [www.signalshares.com](http://www.signalshares.com) service as soon as possible.**

Scheme Shareholders should read the Scheme Document in its entirety before making a decision in respect of the Scheme.

#### **COVID-19 restrictions**

The IMI mobile Board notes the measures implemented by the UK Government in response to the ongoing COVID-19 pandemic. At the time of publication of this announcement, the UK Government has put in place a national lockdown for the United Kingdom. In the light of these measures, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of IMI mobile Shareholders and IMI mobile Directors, the IMI mobile Board hopes that shareholders will understand that the Board has determined to hold the Meetings remotely, and that accordingly Scheme Shareholders, IMI mobile Shareholders and other attendees will not be permitted to attend the Court Meeting or the General Meeting in person.

Scheme Shareholders, proxies and corporate representatives will be given the opportunity to attend remotely, submit written questions and vote at the Court Meeting via the Virtual Meeting Platform, further details of which are set out in the Scheme Document and Virtual Meeting Guide.

Scheme Shareholders and IMI mobile Shareholders are strongly encouraged to appoint "the Chair of the meeting" as their proxy. If any other person is appointed as proxy, he or she will be able to attend, submit written questions and/or any objections and vote at the relevant Meeting remotely via the Virtual Meeting Platform.

#### **Cancellation of admission of IMI mobile Shares to trading on AIM**

If the Scheme is approved by the Scheme Shareholders, the Resolution is approved by IMI mobile Shareholders, the Court sanctions the Scheme, all other Conditions to the Offer are satisfied or (if capable of waiver) waived and the Scheme becomes Effective in accordance with its terms, then, under the anticipated timetable, it is expected that dealings in IMI mobile Shares will be suspended at 7:30 a.m. on the second Business Day following the Sanction Hearing, the Scheme will become Effective on the same day and the cancellation of the admission to trading of the IMI mobile Shares on the London Stock Exchange's AIM market will take effect by 8:00 a.m. on the following Business Day.

#### **Timetable**

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also set out below. The Scheme remains conditional on the approval of Scheme Shareholders

at the Court Meeting and IMImobile Shareholders at the General Meeting and to the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the sanction of the Court. The Scheme is expected to become effective in the first quarter of 2021 and any update to the expected timetable will be announced through a Regulatory Information Service, with such announcement being made available on IMImobile's website at <https://investors.imimobile.com/regulatory-announcements/recommended-cash-offer>, on Bidco's website at <http://investor.cisco.com/Recommended-cash-offer>.

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

All times shown are London times unless otherwise stated. The dates and times given are indicative only and are based on Bidco's and IMImobile's current expectations and may be subject to change (including as a result of changes to the regulatory timetable).

<b>Event</b>	<b>Time and/or date (2021)</b>
<b>Latest time for lodging Forms of Proxy for the:</b>	
Court Meeting (BLUE form)	10:00 a.m. on 2 February <sup>(1)</sup>
General Meeting (WHITE form)	10:15 a.m. on 2 February <sup>(2)</sup>
Voting Record Time for the Court Meeting and the General Meeting	6:00 p.m. on 2 February <sup>(3)</sup>
<b>Court Meeting</b>	10:00 a.m. on 4 February
<b>General Meeting</b>	10:15 a.m. on 4 February <sup>(4)</sup>
<b>The following dates are indicative only and are subject to change <sup>(5)</sup></b>	
Sanction Hearing	A date ( <b>D</b> ) to be determined following the satisfaction or waiver of Conditions 3(a) to 3(c) set out in Part A of Part III of the Scheme Document
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, IMImobile Shares	D+1 Business Day
Scheme Record Time	6:00 p.m. on D+1 Business Day
Dealings in IMImobile Shares suspended	7:30 a.m. on D+2 Business Days
Effective Date of the Scheme	D+2 Business Days
Cancellation of admission of IMImobile Shares to trading on the AIM Market	By 8:00 a.m. on D+3 Business Days

Latest date for despatch of cheques and crediting of CREST  
for Cash Consideration due under the Scheme

Within 14 days of the Effective  
Date

Long Stop Date

31 August 2021<sup>(6)</sup>

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**Notes:**

- (1) It is requested that BLUE Forms of Proxy for the Court Meeting be lodged not later than 48 hours before the time appointed for the Court Meeting, excluding any part of a day that is not a Business Day. A copy of a completed and signed BLUE Form of Proxy not so lodged may be emailed to [rachel.sellers@linkgroup.co.uk](mailto:rachel.sellers@linkgroup.co.uk) at any time before the time that the Court Meeting is due to commence and will still be valid.
- (2) WHITE Forms of Proxy for the General Meeting must be lodged not later than 48 hours before the time appointed for the General Meeting, excluding any part of a day that is not a Business Day. WHITE Forms of Proxy for the General Meeting not lodged by this time will be invalid.
- (3) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6:00 p.m. on the day which is two days before the date of the adjourned Meeting, excluding any part of a day that is not a Business Day.
- (4) To commence at 10:15 a.m. or as soon as the Court Meeting shall have concluded or been adjourned.
- (5) These dates and times are indicative only and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies.
- (6) This is the latest date by which the Scheme may become Effective unless Bidco and IMImobile agree (and the Panel and, if required, the Court permit) a later date.

**Shareholder Helpline**

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting or how to complete the Forms of Proxy or to appoint a proxy through the CREST electronic proxy appointment service or online, please contact IMImobile's registrar, Link Group on 0371 664 0321 (from within the UK) or on +44 (0)371 664 0321 (from outside the UK). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. and 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**Enquiries:**

**IMImobile**

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c/o Alma PR

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**Barclays (financial adviser to Cisco and Bidco)**

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*Allen & Overy LLP and Fenwick & West LLP are retained as legal advisers to Cisco and Bidco. Addleshaw Goddard LLP is retained as legal adviser to IMI mobile.*

**Important notices relating to financial advisers**

*Investec, which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively as financial adviser for IMI mobile and no one else in relation to the Offer and/or other matters set out in this announcement and will not be responsible to anyone other than IMI mobile for providing the protections afforded to the clients of Investec, or for providing advice in relation to the Offer, the contents of this announcement or any other matter referred to herein. Neither Investec nor any of its subsidiaries, branches or affiliates 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 Investec in connection with the Offer, this announcement, any statement contained herein or otherwise.*

*In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Investec and its affiliates will continue to act as exempt principal trader in IMI mobile securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*N+1 Singer, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as joint broker to IMI mobile and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than IMI mobile for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.*

*Barclays, which is authorised by the Prudential Regulation Authority and regulated in the UK by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for Cisco and Bidco and no one else in connection with the Offer and shall not be responsible to anyone other than Cisco and Bidco for providing the protections afforded to clients of Barclays nor for providing advice in connection with the Offer or any other matter referred to herein.*

*In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in IMI mobile securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at*

*www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

### **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 invitation to purchase, otherwise acquire or subscribe for or dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Offer is made solely through the Scheme Document (or, in the event that the Offer is to be implemented by means of a Takeover Offer, the Offer Document), which, together with the Forms of Proxy, contains the full terms and conditions of the Offer, including details of how to vote in respect of the Scheme. IMI mobile Shareholders are advised to read the Scheme Document (including the related Forms of Proxy) (and/or, in the event that the Offer is to be implemented by way of a Takeover Offer, the Offer Document) once received because it will contain important information in relation to the Offer. Any vote in respect of resolutions to be proposed at the Court Meeting and/or the General Meeting, and any decision in respect of the Scheme or other response in relation to the Offer, by IMI mobile Shareholders should be made only on the basis of the information contained in the Scheme Document (and/or, in the event that the Offer is to be implemented by way of a Takeover Offer, the Offer Document).*

*This announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*This announcement does not constitute a prospectus or prospectus exempted document.*

### **Overseas shareholders**

*The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Offer or to vote their Scheme Shares in respect of the Scheme at the Court Meeting or in respect of the Resolution to be proposed at the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting and/or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Offer shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Offer by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction.*

*Copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Offer.*

*If the Offer is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a*

*national, state or other securities exchange of any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.*

*The availability of the Offer to IMImobile Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements. Further details in relation to IMImobile Shareholders in overseas jurisdictions is contained in the Scheme Document.*

*The Offer will be subject to English law and the applicable requirements of the Court, the Code, the Panel, the London Stock Exchange, the AIM Rules and the FCA.*

### **Notice to US investors**

*The Offer relates to shares of a UK company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.*

*Accordingly, the Offer is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules. Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant rules under the Code, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.*

*However, if Bidco were to elect to implement the Offer by means of a Takeover Offer, such Takeover Offer would be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act. Such a Takeover Offer would be made in the United States by Bidco and no one else, in compliance with US law and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder.*

*In accordance with normal United Kingdom practice, Cisco, Bidco or their nominees or their brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of IMImobile outside of the US, other than pursuant to the Offer, until the date on which the Offer and/or Scheme becomes effective, lapses or is otherwise withdrawn, in compliance with applicable law, including the US Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the United Kingdom, shall be reported to the Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).*

*The receipt of consideration by a US holder for the transfer of its IMImobile Shares pursuant to the Offer will likely be a taxable transaction for United States federal income tax purposes. Each US holder of IMImobile Shares is urged to consult their independent professional adviser immediately regarding the tax consequences of the Offer applicable to such holder, including under applicable United States state and local tax laws, as well as overseas and other tax laws that may be applicable.*

*Some or all of IMImobile's officers and directors reside outside the US, and some or all of its assets are or may be located in jurisdictions outside the US. Therefore, investors may have difficulty effecting service of process within the US upon those persons or recovering against IMImobile or its officers or directors on judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment. It may not be possible to sue IMImobile or its officers or directors in a non-US court for violations of the US securities laws.*

*Neither the SEC nor any US state securities commission has approved or disapproved or passed judgment upon the fairness or the merits of the Offer or determined if this announcement is adequate, accurate or complete.*

Financial information relating to IMI mobile included in this Announcement and the Scheme Document has been prepared in accordance with IFRS and may not therefore be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

### **Forward-looking statements**

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Offer, and other information published by IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group contain statements which are, or may be deemed to be, "forward looking statements". 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 use words such as, without limitation, "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "hope", "continue", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include, but are not limited to, statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects, (ii) business and management strategies and the expansion and growth of the operations of IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group, (iii) the effects of government regulation on the business of IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group, (iv) negative effects relating to this announcement and/or status of the Offer, (v) the possibility that any of the conditions to the Offer will not be satisfied, and (vi) significant transaction costs (including litigation) or unknown liabilities. There are many factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among such factors are changes in global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

These forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any member of the Cisco Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. By their nature, these forward-looking statements involve known and unknown risks, and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this announcement may cause the actual results, performance or achievements of any such person, or industry results and developments, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. No assurance can be given that such expectations will prove to have been correct and persons reading this announcement are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. None of IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, 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.

None of IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group, or their respective members, directors, officers, employees, advisers or any person acting on behalf of one or more of them, has any intention or accepts any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent legally required. All subsequent oral or written forward-looking statements attributable to IMI mobile, any member of the IMI mobile Group, Cisco, Bidco or any other member of the Cisco Group or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

### **No profit forecasts or estimates**

Save in relation to the statements made by IMI mobile at paragraph 8 of Part I (Letter from the Chairman of IMI mobile) in the Scheme Document, no statement in this announcement is intended as a profit

forecast or estimate for Cisco, Bidco or IMI mobile for any period and no statement in this announcement should be interpreted to mean that cash flow from operations, earnings, or earnings per share or income of those persons (where relevant) for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, earnings, earnings per share or income of those persons (as appropriate).

### **Publication on a website**

A copy of this announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on IMI mobile's website at <https://investors.imimobile.com/regulatory-announcements/recommended-cash-offer> and on Cisco's website at <http://investor.cisco.com/Recommended-cash-offer> by no later than 12 noon on the Business Day following the date of this announcement.

Neither the content of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this announcement.

### **Requesting hard copy documents**

In accordance with Rule 30.3 of the Code, a person so entitled may request a copy of this announcement (and any information incorporated into it by reference to another source) in hard copy form free of charge. A person may also request that all future documents, announcements and information sent to that person in relation to the Offer should be in hard copy form. For persons who have received a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent to you unless you have previously notified IMI mobile's registrar, Link Group, that you wished to receive all documents in hard copy form or unless requested in accordance with the procedure set out below.

If you would like to request a hard copy of this announcement from IMI mobile please contact IMI mobile's registrar, Link Group, on 0371 664 0300 (from within the UK) or on +44 371 664 0300 (from outside the UK), or by writing to Link Group, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Calls are charged at 12 pence per minute and will vary by provider. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group is open between 09:00 and 17:30, Monday to Friday, excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

### **Information relating to IMI mobile Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by IMI mobile Shareholders, persons with information rights and other relevant persons for the receipt of communications from IMI mobile may be provided to Bidco during the Offer Period as required under section 4 of Appendix 4 to the Code.

### **Rounding**

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in one per cent. 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 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 one per cent. 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 p.m. (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 Panel's website at [www.thetakeoverpanel.org.uk](http://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 2.9 of the Code**

*For the purposes of Rule 2.9 of the Code, IMI mobile confirms that, as at the Last Practicable Date, it had 82,552,145 ordinary shares of 10 pence each in issue and admitted to trading on AIM. The International Securities Identification Number for IMI mobile Shares is GB00BLBP4Y22.*

## **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, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.*

## **Time**

*All times shown in this announcement are London times, unless otherwise stated.*