



SS&C Announces A Recommended Cash Offer For Blue Prism Group plc

December 1, 2021

Intends to integrate the Blue Prism business with SS&C Chorus

LONDON and WINDSOR, Conn., Dec. 1, 2021 /PRNewswire/ -- SS&C Technologies Holdings, Inc. (Nasdaq: SSNC) today announces that Bolt Bidco Limited ("**Bidco**"), a wholly-owned indirect subsidiary of SS&C, has published a [Rule 2.7 announcement](#) under the City Code on Takeovers and Mergers (the "**UK Announcement**"), announcing its recommended cash offer for the entire issued and to be issued share capital of Blue Prism Group plc ("**Blue Prism**") for 1,275 pence per Blue Prism share, implying an equity value of approximately \$1.7 bn (£1.2 bn) for Blue Prism (the "**Acquisition**"). Blue Prism is a leading robotics process automation (RPA) company headquartered in the UK, whose services are used by more than 2,000 businesses worldwide.



Commenting on the Acquisition, Bill Stone, Chairman and CEO of SS&C, said:

"Central to SS&C's value proposition is driving efficiencies for our customers. Blue Prism is another lever for our customers to gain those efficiencies. In conjunction with Chorus, SS&C's intelligent automation platform, Blue Prism will accelerate value delivery by automating increasingly complex tasks. Blue Prism will also further optimize our operating models behind our core services and corporate functions to deliver more value to our customers and shareholders. SS&C has a long history of acquiring high-quality businesses and improving their revenue growth profile and cost structure. With SS&C's management focus, global salesforce, talented development organization, and significant capital resources, Blue Prism can reach new heights with its intelligent digital workforce. The combination of Blue Prism's market-leading RPA solutions, and SS&C's top position in the financial services and healthcare industries, we believe, will yield significantly improved results."

SS&C believes there is a highly complementary and strong strategic fit between the Blue Prism business and the SS&C Chorus business and plans to combine the two businesses following the completion of the Acquisition. Additionally, SS&C believes SS&C Chorus's advanced low-code design capabilities will assist in driving growth in Blue Prism's business. SS&C expects the highly complementary nature of Blue Prism's and SS&C Chorus's existing customer bases, product offerings and roadmap to generate significant growth opportunities.

SS&C's cash offer is higher than the current offer for Blue Prism by certain funds managed or controlled by Vista Equity Partners

(the "**Vista Offer**"). Accordingly, the directors of Blue Prism intend to recommend unanimously that Blue Prism shareholders approve the Acquisition and have therefore decided to withdraw their recommendation of the Vista Offer.

The Acquisition is subject to a number of conditions outlined in the UK Announcement, including receipt of antitrust and regulatory approvals and securing the approval by a majority in the number of voting Blue Prism shareholders who represent 75 percent or more in value of the total Blue Prism shares voted.

This announcement should be read in conjunction with the full UK announcement, which includes additional information about the terms of the Acquisition. This announcement and the UK announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on SS&C's website at <https://investor.ssctech.com/Possible-Offer-for-Blue-Prism/>. The content of this website is not incorporated into, and does not form part of, this announcement.

About SS&C Technologies

SS&C is a global provider of services and software for the financial services and healthcare industries. Founded in 1986, SS&C is headquartered in Windsor, Connecticut, and has offices around the world. Some 18,000 financial services and healthcare organizations, from the world's largest companies to small and mid-market firms, rely on SS&C for expertise, scale, and technology.

Additional information about

SS&C (Nasdaq:SSNC) is available at www.ssctech.com.

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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 to sell or an invitation to purchase, any securities or the solicitation of an offer to buy any securities, or of any vote or any approval in any jurisdiction, pursuant to the Acquisition or otherwise. The Acquisition shall be made solely by means of the scheme document to be published by Bidco (or, if the Acquisition is implemented by way of a takeover offer, any document by which the takeover offer is made) which, together with the forms of proxy (or forms of acceptance), shall contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of, or acceptance of, the Acquisition should be made only on the basis of the information contained in the scheme document (or, if the Acquisition is implemented by way of a takeover offer, the offer document to be published by Bidco).

This announcement does not constitute a prospectus or prospectus equivalent document.

Forward Looking Statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Blue Prism, Bidco or any other member of the SS&C group contain statements about Bidco, any other member of the SS&C group and the Blue Prism group 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. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "shall", "should", "anticipates", "estimates", "projects", "is subject to", "budget", "scheduled", "forecast" or words or terms of similar substance or the negative thereof, are forward looking statements. 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 the SS&C group's or the Blue Prism group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on the SS&C group's or the Blue Prism group's business.

Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco, SS&C and Blue Prism about future events, and are therefore subject to 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, including: increased competition, the loss of or damage to one or more key customer relationships, the failure of one or more key suppliers, the outcome of business or industry restructuring, the outcome of any litigation, changes in economic conditions, currency fluctuations, changes in interest and tax rates, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments, the failure to retain key management, or the timing and success of future acquisition opportunities or major investment projects. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should therefore be construed in the light of such factors. Neither Bidco nor Blue Prism, nor any of their respective associates, directors, officers, employees 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. 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 hereof. All subsequent oral or written forward looking statements attributable to any member of the SS&C group or the Blue Prism group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Bidco and Blue Prism expressly disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

Profit Forecasts or Estimates

No statement in this announcement is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Blue Prism for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Blue Prism.

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.

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