



RNS Scheme of arrangement

## Scheme of arrangement Effective and Board changes

### CODEMASTERS GROUP HOLDINGS PLC

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Codemasters Group Holdings PLC  
18 February 2021

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**FOR IMMEDIATE RELEASE**

**18 February 2021**

#### RECOMMENDED CASH ACQUISITION

of

**CODEMASTERS GROUP HOLDINGS PLC ("CODEMASTERS")**

by

**CODEX GAMES LIMITED**

**an indirect subsidiary of**

**ELECTRONIC ARTS INC. ("EA")**

**(to be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006)**

#### **Scheme of arrangement becomes Effective and Codemasters Board changes**

Further to the announcement of the sanction of the Scheme by the Court at the Court Hearing on 16 February 2021, the board of directors of Codemasters is pleased to announce that, following the delivery of a copy of the Court Order to the Registrar of Companies of England and Wales today, the Scheme has now become Effective in accordance with its terms and the entire issued share capital of Codemasters is now owned by Codex Games Limited, an indirect subsidiary of EA.

#### **Settlement of cash consideration**

Each Scheme Shareholder on the register of members of Codemasters at the Scheme Record Time, being 6.00 p.m. on 17 February 2021, will receive 604 pence in cash for each Scheme Share held. Settlement of the consideration to which each Scheme Shareholder is entitled will be made in accordance with the terms of the Scheme, full details of which are set out in the Scheme Document. The latest date for the despatch of cheques or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in certificated form and in uncertificated form, respectively) in respect of the cash consideration in relation to the Acquisition is 4 March 2021 (being 14 days after today's date).

#### **Cancellation of admission of Codemasters Shares to trading on AIM**

Trading in Codemasters Shares on AIM was suspended with effect from 7.30 a.m. today and admission of the Codemasters Shares to trading on AIM is expected to be cancelled with effect from 7.00 a.m. on 19 February 2021.

As a result of the Scheme having become Effective, share certificates in respect of Codemasters Shares have ceased to be valid documents of title and entitlements to Codemasters Shares held in uncertificated form in CREST are being cancelled.

#### **Codemasters Board changes**

As the Scheme has now become Effective (and as referred to in the Scheme Document), each of the Non-Executive Codemasters Directors (being Gerhard Florin, Ian Gomes and Lisa Thomas) has stepped down from the Codemasters Board with immediate effect.

Unless otherwise defined, all capitalised terms in this announcement shall have the same meanings as given to them in the scheme document in relation to the Scheme and the Acquisition published by Codemasters, and sent to Codemasters Shareholders, on 7 January 2021 (the "Scheme Document").

All references to times in this announcement are to London time (unless otherwise stated).

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**Publication on website**

*In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) at <https://www.codemasters.com/investors/#electronic-arts> by no later than 12.00 noon (London time) on the Business Day following this announcement.*

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

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