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#### FOR IMMEDIATE RELEASE

**18 February 2025** 

# RECOMMENDED CASH ACQUISITION

of

Intelligent Ultrasound Group plc ("Intelligent Ultrasound")

by

Surgical Science Sweden AB ("Surgical Science")

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

#### SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

On 19 December 2024, the boards of Intelligent Ultrasound and Surgical Science announced that they had reached agreement on the terms of a recommended cash offer to be made by Surgical Science to acquire the entire issued and to be issued ordinary share capital of Intelligent Ultrasound (the "Acquisition"). The Acquisition is intended to be effected by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Companies Act").

Unless otherwise defined, all capitalised terms in this announcement shall have the meanings given to them in the scheme document published by Intelligent Ultrasound on 15 January 2025 in connection with the Scheme (the "Scheme Document").

#### Scheme Effective

Further to the announcement made by Intelligent Ultrasound on 14 February 2025 in relation to the sanction of the Scheme by the Court, Intelligent Ultrasound and Surgical Science are pleased to announce that, following delivery of the Court Order to the Registrar of Companies earlier today, the Scheme has now become Effective in accordance with its terms. The entire issued share capital of Intelligent Ultrasound is now owned or controlled by Surgical Science, and the Acquisition has therefore completed.

#### Settlement of consideration

Under the terms of the Scheme, Scheme Shareholders on the register of members of Intelligent Ultrasound at 6.00 p.m. (being the Scheme Record Time) on 17 February 2025 will be entitled to receive 13 pence in cash for each Scheme Share held.

Settlement of the consideration to which any Scheme Shareholder is entitled will be effected by the despatch of a cheque (for Scheme Shareholders holding Scheme Shares in certificated form) or the crediting of CREST accounts (for Scheme Shareholders holding Scheme Shares in uncertificated form) by no later than 4 March 2025.

# Suspension and cancellation of admission to trading of Intelligent Ultrasound Shares

Trading in Intelligent Ultrasound Shares on AIM was suspended with effect from 7.30 a.m. today (18 February 2025) and the cancellation of the admission to trading of Intelligent Ultrasound Shares on AIM is expected to be effective from 7.00 a.m. tomorrow (19 February 2025).

### **Board changes**

As the Scheme has now become Effective, Intelligent Ultrasound duly announces that, as of today, Anna Ahlberg and Tom Englund have consented to act as directors of Intelligent Ultrasound and will be appointed to the board of Intelligent Ultrasound from today's date.

# **Dealing disclosures**

Intelligent Ultrasound is no longer in an "Offer Period" as defined in the Code and accordingly the dealing disclosure requirements previously notified to investors no longer apply.

### **Enquiries:**

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Fieldfisher LLP is acting as legal adviser to Intelligent Ultrasound.

# About Intelligent Ultrasound Group

Intelligent Ultrasound (AIM: IUG) is one of the world's leading ultrasound simulation and education companies, specialising in real-time hi-fidelity virtual reality simulation for the ultrasound training market. The company's main products are the ScanTrainer obstetrics and gynaecology training simulator, the HeartWorks echocardiography training simulator, the BodyWorks Eve Point of Care and Emergency Medicine training simulator, the new BabyWorks Neonate and Paediatric training simulator and NeedleTrainer, which teaches real-time ultrasound-guided needling. To date over 1,800 simulators have been sold to over 800 medical institutions around the world.

This announcement does not constitute an offer to purchase any securities, or an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer to purchase or sell securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The release, distribution or publication of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about and observe any applicable requirements.

#### Publication on a website

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on the Company's website at https://www.intelligentultrasound.com and Surgical Science's website at https://www.surgicalscience.com by no later than 12 noon (London time) on the Business Day following this announcement. The content of the websites referred to in this announcement are not incorporated into and do not form part of this announcement.

#### Notice to overseas investors

This announcement does not constitute an offer to purchase any securities, or an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer to purchase or sell securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The release, distribution or publication of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about and observe any applicable requirements.

#### Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% 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 (as defined in the Takeover Code) 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 (as defined in the Takeover Code).

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% 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 Bidder 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 Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any Bidder 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.

#### **Electronic Communications**

Please be aware that addresses, electronic addresses and certain other information provided by Intelligent Ultrasound Shareholders, persons with information rights and other relevant persons for the receipt of communications from Intelligent Ultrasound may be provided to Surgical Science during the offer period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c).