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**21 December 2015** 

#### RECOMMENDED CASH OFFER

for

Energy Technique plc ("ETQ")

by

Volution Group plc ("Volution")

## **Scheme Effective**

ETQ is pleased to announce that the Court order was delivered to the Registrar of Companies today and that the scheme of arrangement, dated 20 November 2015 in order to effect the Acquisition, accordingly became effective.

The consideration of 345 pence per Scheme Share to be paid to Scheme Shareholders pursuant to the Scheme will be despatched (in the case of certificated holders of Scheme Shares) or settled in CREST (in the case of uncertificated holders of Scheme Share) no later than 31 December 2015.

The trading of ETQ Shares have been suspended since 7.30 a.m. on 17 December 2015 and an application has been made by ETQ to cancel the admission to trading of ETQ Shares on the AIM market of the London Stock Exchange. Such cancellation is expected to occur with effect from 7.00 a.m. on 22 December 2015.

Capitalised terms used but not defined in this announcement have the meaning given to them in the circular posted to shareholders on 23 November 2015.

Internet users will be able to view this announcement, together with other information about ETQ, on the company's website on the business day following this announcement.

www.diffusion-group.com.

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Liberum Capital Limited, which is authorised and regulated by the FCA, is acting exclusively for Volution and no-one else in connection with the Acquisition and will not be responsible to anyone other than Volution for providing the protections afforded to clients of Liberum nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.

Cavendish Corporate Finance LLP, which is authorised and regulated by the FCA, is acting exclusively for ETQ and no-one else in connection with the Acquisition and will not be responsible to anyone other than ETQ for providing the protections afforded to clients of Cavendish nor for providing advice in relation to the Acquisition or any other matters referred to in this Announcement.

#### Important notices

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of ETQ in any jurisdiction in contravention of applicable law. The Acquisition shall be made solely by means of the Scheme Document which 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 the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document.

This Announcement has been prepared for the purpose of complying with the laws of England and Wales 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 the United Kingdom.

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

## Overseas Shareholders

The release, publication or distribution of this Announcement in or into jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the UK should inform themselves about, and observe, any applicable requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This Announcement has been prepared for the purposes of complying with English law, the AIM Rules, the rules of the London Stock Exchange 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 of England.

The Acquisition will not be made, directly or indirectly, in, into or from any jurisdiction where to do so would violate the laws in that jurisdiction.

The Acquisition 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 proxy solicitation or tender offer rules under the US Securities Exchange Act of 1934. Accordingly, the Acquisition is subject to the disclosure requirements, rules and practices applicable in the United Kingdom to schemes of arrangement, which differ from the requirements of US proxy solicitation or tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable to the UK that may not be comparable to the financial statements of US companies.

Unless otherwise determined by Volution or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a jurisdiction where to do so would violate the laws in that jurisdiction (each a "Restricted Jurisdiction") and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to ETQ 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.

#### Publication on website

A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Volution's website at <a href="www.volutiongroupplc.com">www.volutiongroupplc.com</a> and ETQ's websites at <a href="www.volutiongroupplc.com">www.volutiongroupplc.com</a> and etc.

#### **Electronic Communications**

Please be aware that addresses, electronic addresses and certain other information provided by ETQ Shareholders, persons with information rights and other relevant persons for the receipt of communications from ETQ may be provided to Volution during the Offer Period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.12(c).

# Requesting hard copy documents

In accordance with Rule 30.2 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. A person may also request that all future documents, announcements and information to be sent to that person in relation to the Acquisition should be in hard copy form. For persons who receive a copy of this Announcement in electronic form or via a website notification, you may request a hard copy of this Announcement by contacting Capita Asset Services on +44 (0)371 664 0321.