

Vivo Energy plc  
(Incorporated in England and Wales)  
(Registration number: 11250655)  
(Share code: VVO)  
LEI: 213800TR7V9QN896AU56  
ISIN: GB00BDGT2M75

25 November 2021

**Vivo Energy plc (“Vivo” the “Company”)**  
(LSE: VVO / JSE: VVO)

**Recommended Cash Offer**

The Company notes the announcement published by VIP II Blue B.V. (“**BidCo**”) (a wholly owned indirect subsidiary of Vitol Investment Partnership II Limited, itself being an investment vehicle advised by employees of Vitol Holding B.V. and its subsidiaries and subsidiary undertakings (the “**Vitol Group**”)) on 25 November 2021 (the “**Announcement**”), advising that an agreement has been reached by the boards of the Company and BidCo on the terms of a recommended cash offer pursuant to which BidCo shall acquire all of the issued and to be issued ordinary share capital of the Company not already owned by existing Vitol Group shareholders (the “**Offer**”). The Offer is expected to be effected by means of a scheme of arrangement under Part 26 of the UK Companies Act and is subject to certain conditions, including the approval of Vivo shareholders.

Shareholders are advised that the full Announcement is available on the Company’s website at <https://investors.vivoenergy.com/offer-for-vivo>.

**ENDS**

**Notes to editors:**

**Media contacts:**

**Vivo Energy plc**

Rob Foyle, Head of Communications  
+44 7715 036 407  
[rob.foyle@vivoenergy.com](mailto:rob.foyle@vivoenergy.com)

**Investor contact:**

**Vivo Energy plc**

Giles Blackham, Head of Investor Relations  
+44 20 3034 3735  
[giles.blackham@vivoenergy.com](mailto:giles.blackham@vivoenergy.com)

**Tulchan Communications LLP**

Martin Robinson, Suniti Chauhan, Harry Cameron  
+44 20 7353 4200  
[vivoenergy@tulchangroup.com](mailto:vivoenergy@tulchangroup.com)

**JSE Sponsor:**

J.P. Morgan Equities South Africa Proprietary Limited

**Important Notices:**

J.P. Morgan Equities South Africa Proprietary Limited is acting exclusively as JSE sponsor to Vivo and no one else in connection with the matters set out in this announcement, and will be subject to the requirements imposed on such a sponsor under the JSE Listings Requirements.

**Dealing and Opening Position Disclosure requirements**

Under Rule 8.3(a) of the UK Takeover Code (the “**Takeover Code**”), any person who is interested in 1 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) Vivo 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 pm (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 pm (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 Vivo 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 Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of Vivo or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of Vivo 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) Vivo and (ii) any securities exchange offeror, 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 pm (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 of the Takeover Code.

Opening Position Disclosures must also be made by Vivo and by any offeror and Dealing Disclosures must also be made by Vivo, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

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 UK Takeover 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.

### **About Vivo Energy:**

Vivo Energy operates and markets its products in countries across North, West, East and Southern Africa. The Group has a network of over 2,400 service stations in 23 countries operating under the Shell and Engen brands and exports lubricants to a number of other African countries. Its retail offering includes fuels, lubricants, card services, shops, restaurants and other non-fuel services. It provides fuels, lubricants and liquefied petroleum gas (LPG) to business customers across a range of sectors including marine, mining, construction, power, transport, wholesalers and manufacturing. The Company employs around 2,700 people and has access to over 1,000,000 cubic metres of fuel storage capacity and has a joint venture, Shell and Vivo Lubricants B.V., that sources, blends, packages and supplies Shell-branded lubricants.

Vivo Energy has its primary listing on the London Stock Exchange, and is a member of the FTSE 250 index, with a secondary inward listing on the Johannesburg Stock Exchange.

For more information about Vivo Energy please visit [www.vivoenergy.com](http://www.vivoenergy.com)