

Prosus N.V.
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(**Prosus**)

JOINT PRESS RELEASE

*This is a joint press release by MIH Bidco Holdings B.V. (the "**Offeror**"), an indirectly wholly-owned subsidiary of Prosus N.V. ("**Prosus**") and Just Eat Takeaway.com N.V. ("**Just Eat Takeaway.com**" or the "**Company**"). This joint press release is issued pursuant to the provisions of Section 17, paragraph 1 of the European Market Abuse Regulation (596/2014), as well as Section 4, paragraphs 1 and 3, Section 5, paragraph 1, and Section 7, paragraph 4 of the Netherlands Decree in Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the intended recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of the Company, other than any ordinary shares held by the Company in its own capital (the "**Offer**", together with the transactions contemplated in connection therewith, the "**Transaction**"). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in the Company. Any offer will be made only by means of an offer memorandum approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten, the "**AFM**"). This press release is not for release, publication, or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication, or distribution would be unlawful.*

Just Eat Takeaway.com and Prosus agree on recommended EUR 20.30 per Share all-cash offer equivalent to EUR 4.1bn for 100% of the Shares

- **Acquiring Just Eat Takeaway.com provides a unique opportunity for Prosus to build a European food delivery champion and strengthen Prosus' position in a key growth sector, complementing its existing food delivery footprint outside of Europe.**
- **Just Eat Takeaway.com has a strong foundation, market leading positions in profitable core markets and considerable growth potential, which Prosus intends to build upon.**
- **With Prosus' investment, technology and vast tech expertise, Just Eat Takeaway.com will be well-positioned to strengthen its brands, enhance operations, and drive future growth well beyond its standalone potential.**
- **Just Eat Takeaway.com will continue to be based in Amsterdam under its existing name and will maintain its key brands.**
- **EUR 20.30 per share in cash represents a premium of 63% to the Company's closing share price on 21 February 2025, and a 49% premium over the 3-month VWAP.**
- **Offer unanimously recommended by Just Eat Takeaway.com's management board and supervisory board.**

- The Just Eat Takeaway.com board members holding shares, including Just Eat Takeaway.com's CEO Jitse Groen, have committed to tender their Shares in the Offer, subject to the Offer being made and other customary conditions. These commitments represent approx. 8.1% of the Shares.
- Prosus will fund the Transaction entirely through available funds.
- The Transaction is subject to customary conditions, including regulatory approvals. It is expected that Settlement will take place by year-end.

Amsterdam, the Netherlands / Johannesburg, South Africa 24 February 2025 – Just Eat Takeaway.com N.V. (AMS: TKWY), hereinafter the “Company” or “Just Eat Takeaway.com”, one of the world’s leading on-demand delivery companies, and Prosus, the global technology company, are pleased to announce they have reached conditional agreement on an envisaged recommended public offer by Prosus for all issued and outstanding shares in the capital of Just Eat Takeaway.com (the “Shares”, and each a “Share”) of EUR 20.30 (cum dividend) in cash per Share (the “Consideration”). The Offer values a 100% of the Shares at approximately EUR 4.1 billion.

Fabricio Bloisi, CEO of Prosus and Naspers group: *“We are very excited for Just Eat Takeaway.com to join the Prosus group and the opportunity to create a European tech champion. Prosus already has an extensive food delivery portfolio outside of Europe and a proven track record of profitable growth through investment in our customer and driver experiences, restaurant partnerships, and world-class logistics, powered by innovation and AI. We believe that combining Prosus’ strong technical and investment capabilities with Just Eat Takeaway.com’s leading brand position in key European markets will create significant value for our customers, drivers, partners, and shareholders.”*

Jitse Groen, CEO and founder of Just Eat Takeaway.com: *“Just Eat Takeaway.com is now a faster growing, more profitable and predominantly European-based business. Prosus fully supports our strategic plans and its extensive resources will help to further accelerate our investments and growth across food, groceries, fintech and other adjacencies. We are looking forward to an exciting future together.”*

Dick Boer, Chairman of the supervisory board of Just Eat Takeaway.com: *“The supervisory board unanimously supports the Offer and is confident this outcome is in the best interest of Just Eat Takeaway.com and all its stakeholders. Just Eat Takeaway.com will benefit from Prosus’ significant financial resources to support investment in the business with a long-term investment horizon. Following a diligent and carefully executed process, Just Eat Takeaway.com’s supervisory board is of the opinion that Prosus has made a compelling offer representing an attractive cash premium to Just Eat Takeaway.com’s shareholders, as well as favourable non-financial terms and commitments in respect of deal certainty.”*

Strategic rationale

Since its launch in 2000, Just Eat Takeaway.com has significantly grown its business, both organically and through M&A, to become a leading global on-demand food delivery company. The Company's objective has been to build and extend large scale and sustainably profitable positions in its countries, enhancing propositions to consumers in collaboration with its partners.

Just Eat Takeaway.com has recently streamlined its portfolio by divesting its US assets to sharpen its focus on core positions and is now transitioning from a period of portfolio optimisation and a drive for efficiency to a new phase of growth acceleration and platform investment.

Acquiring Just Eat Takeaway.com provides a unique opportunity for Prosus to extend the leadership of a strong European food delivery platform, complementing Prosus' existing food delivery footprint outside of Europe.

Just Eat Takeaway.com has a deep connection to its customer base and courier community, and has developed some of the most loved food delivery brands in Europe. Its success within the United Kingdom, Germany and The Netherlands, has led to profitable, cash generative operations, with considerable growth potential, which Prosus intends to build upon.

As a leading global food delivery investor and operator, with a proven track record in successfully scaling ecommerce platforms, Prosus is well-positioned to invest in and accelerate growth at Just Eat Takeaway.com to unlock value well beyond its standalone potential. Prosus' highly effective growth strategy at iFood, in Brazil, provides a blueprint to transform Just Eat Takeaway.com's growth path through renewed focus across tech, product features, demand generation, offer quality and service.

In particular, Prosus' AI capabilities have been fundamental to the success of iFood. The implementation of AI has revolutionised operations at iFood and enhanced the customer experience and support for drivers, making it the most loved food delivery brand in Brazil. Similar opportunities exist at Just Eat Takeaway.com to improve the customer and driver experience, boost service reliability, and optimise logistics.

The transaction provides an opportunity to couple Prosus' investment expertise, tech and AI capabilities and innovation mindset, with Just Eat Takeaway.com's brand strength and solid fundamentals.

Transaction process

Following an initial expression of interest by Prosus, the parties engaged in constructive discussions. A special committee consisting of Dick Boer, Ron Teerlink and Ernst Teunissen, has focused on safeguarding the interests of Just Eat Takeaway.com's stakeholders and ensured a thorough evaluation. This special committee and the Company's boards have discussed the development of the proposed transaction and related key decisions throughout the process.

Consistent with their fiduciary duties, the Company's boards, with the assistance of their financial and legal advisors, have carefully reviewed and evaluated all aspects of the final proposal that resulted from the negotiations. Based on, amongst others, the strategic merits, deal certainty, financial, non-financial, operational and social aspects of the proposal, the Company decided to enter into a conditional agreement regarding the Offer with the Offeror (the "**Merger Agreement**") on the terms and conditions as set out in this press release.

Support and unanimous recommendation from the Company's boards

Following the diligent and carefully executed evaluation, Just Eat Takeaway.com's boards believe that the Offeror has made a compelling offer representing an attractive cash premium to Just Eat Takeaway.com's shareholders, as well as favourable non-financial terms and commitments in respect of deal certainty. Just Eat Takeaway.com's boards conclude that the Offer is in the best interest of the Company and the sustainable, long-term success of its business, taking into account the interests of all Just Eat Takeaway.com's stakeholders. Accordingly, Just Eat Takeaway.com's boards unanimously support the proposed Transaction and recommend that Just Eat Takeaway.com's shareholders tender their Shares under the Offer, if and when made, and vote in favour of the resolutions relating to the Transaction (the "**Resolutions**") at the upcoming extraordinary general meeting of the Company (the "**EGM**") to be held during the offer period.

Irrevocable undertakings by Board members

The CEO of Just Eat Takeaway.com and other members of Just Eat Takeaway.com's boards, who in aggregate hold approx. 8.1% of the Shares, have executed undertakings to tender all those Shares in the Offer, subject to the Offer being made and other customary conditions. In accordance with applicable public offer rules and if not published before the offer memorandum being made generally available, any information shared with these persons in relation to the Offer shall be included in the offer memorandum (if and when issued), and these persons will tender their Shares on the same terms and conditions as the other Just Eat Takeaway.com shareholders.

Non-Financial Covenants

The Company and the Offeror have agreed to a robust set of non-financial covenants (the "**Non-Financial Covenants**"), including covenants on strategy, growth, ESG, governance and structure, headquarters, identity, financing, regulatory, employment and minority shareholders. The Offeror shall comply with each of the Non-Financial Covenants for a period of two (2) years after the settlement of the Offer ("**Settlement**").

As part of these broader set of Non-Financial Covenants, the Offeror supports the Company's publicly communicated strategy and does not intend to implement a break-up strategy. The headquarters of the Just Eat Takeaway.com group will remain in Amsterdam and it will maintain its key brands. Additionally, the Offeror has committed to provide capital to the Company for the implementation of its growth strategy and does not envisage material reductions in the total workforce of the Just Eat Takeaway.com group as a consequence of the Transaction. The Offeror will offer appropriate retention

and incentive arrangements to Just Eat Takeaway.com's employees, as well as the members of the management board of Just Eat Takeaway.com.

The current members of the management board of Just Eat Takeaway.com will continue after Settlement. After completion of the Transaction, it is envisaged that two (2) current members of Just Eat Takeaway.com's Supervisory Board will continue as independent supervisory board members (the "**Independent Supervisory Board Members**") to monitor compliance with the Non-Financial Covenants. Any deviation from the Non-Financial Covenants shall require the affirmative vote of each of the Independent Supervisory Board Members for the duration of the Non-Financial Covenants.

Fully committed financing for the Transaction

The Offeror will fund the Offer through cash resources available within the Prosus group.

Fairness Opinions

On 23 February 2025, Gleacher Shacklock LLP and Morgan Stanley & Co. International plc issued fairness opinions to the management board and supervisory board of Just Eat Takeaway.com and Lazard B.V. issued a fairness opinion to the supervisory board of Just Eat Takeaway.com. The full text of such fairness opinions, each of which sets forth the assumptions made, procedures followed, matters considered, and limitations on the review undertaken in connection with each such fairness opinion, will be included in Just Eat Takeaway.com's position statement. The fairness opinions of Gleacher Shacklock LLP and Morgan Stanley & Co. International plc have been given solely to the management board and supervisory board of Just Eat Takeaway.com and the fairness opinion of Lazard B.V. to the supervisory board of Just Eat Takeaway.com, and not to the holders of Shares. The fairness opinions do not make any recommendation to the holders of Shares as to whether they should tender their Shares under the Offer (if and when made) or how they should vote or act with respect to the proposed resolutions at the extraordinary general meeting ("**EGM**") or any other matter.

Acquisition of 100%

Just Eat Takeaway.com and Prosus believe the sustainable and long-term success of Just Eat Takeaway.com will be enhanced under private ownership and acknowledge the importance of acquiring 100% of the Shares, as well as achieving a delisting in order to execute on Just Eat Takeaway.com's long-term strategy. Just Eat Takeaway.com and the Offeror intend to terminate the listing of the Shares on Euronext Amsterdam as soon as possible.

If the Offeror holds at least 95% of the Shares after Settlement or after settlement of the Shares tendered during the post-acceptance period (if applicable), the Offeror shall commence statutory squeeze-out proceedings to obtain 100% of the Shares. The Offeror may decide to also implement the Asset Sale (as defined below).

If, after Settlement or settlement of the Shares tendered during the post-acceptance period (if applicable), the Offeror holds at least 80%, the Offeror and Just Eat Takeaway.com have agreed to execute a conditional post-closing asset sale transaction pursuant to which Just Eat Takeaway.com

will sell and transfer all of its assets and liabilities to the Offeror at the same price and for the same consideration as the Offer (the "**Asset Sale**"). Following the Asset Sale, if the Offeror holds less than 95% of the Shares, the Offeror and the Company shall implement the liquidation of Just Eat Takeaway.com (the "**Liquidation**"). As soon as possible after commencement of the Liquidation, an advance liquidation distribution will be made to the shareholders of Just Eat Takeaway.com consisting of a payment per Share equal to the Consideration, without any interest and subject to withholding taxes and other taxes.

The Asset Sale and Liquidation are subject to the adoption of certain shareholder resolutions at the EGM (the "**Post-Closing Restructuring Resolutions**"). Subject to the terms and conditions of the Merger Agreement, the Company has agreed to procure that its boards recommend that shareholders vote in favour of the Post-Closing Restructuring Resolutions.

Commencement and Offer Conditions

The commencement of this Offer is subject to the satisfaction or waiver of conditions customary for a transaction of this kind, including:

- No material breach of the Merger Agreement having occurred that has not been timely remedied;
- No material adverse effect in relation to Just Eat Takeaway.com having occurred;
- The AFM having approved the offer memorandum;
- No adverse recommendation change having occurred and not rectified;
- No Superior Offer (as defined below) or mandatory offer;
- The board irrevocable undertakings being in full force and effect and not having been breached, terminated or modified, except as approved by Prosus;
- The Company having completed the consultation process with the works council of Takeaway.com Central Core B.V. in relation to the Transaction;
- No order, enactment or legal action by a regulatory authority of competent jurisdiction enjoining or otherwise prohibiting or preventing the consummation of any of the Transaction;
- Trading in the Shares not having been suspended for more than 10 trading days, or ended by Euronext; and
- No notification having been received from the AFM stating that pursuant to article 5:80, paragraph 2 FSA one or more investment firms (*beleggingsondernemingen*) shall not be allowed to cooperate with any part of the Offer.

If and when made, the consummation of this Offer will be subject to the satisfaction or waiver of the following offer conditions customary for a transaction of this kind, including:

- Minimum acceptance threshold of at least 95% of the Company's total issued and outstanding share capital (excluding the treasury shares), which will be reduced to 80% if the Post-Offer Restructuring Resolutions are adopted and are in full force and effect. The Offeror may unilaterally waive the acceptance threshold to 67%;
- No material breach of the Merger Agreement having occurred that has not been timely remedied;
- No material adverse effect in relation to Just Eat Takeaway.com having occurred;
- All Regulatory Clearances (as defined below) in relation to the Transaction having been obtained;
- No adverse board recommendation having occurred;
- No Superior Offer or mandatory offer;
- The board irrevocable undertakings being in full force and effect and not having been breached, terminated or modified;
- The resolutions to be proposed at the EGM having been adopted and being in full force and effect;
- No order, enactment or legal action by a regulatory authority of competent jurisdiction enjoining or otherwise prohibiting or preventing the consummation of any of the Transaction;
- Trading in the Shares not having been suspended for more than 10 trading days, or ended by Euronext; and
- No notification having been received from the AFM stating that pursuant to article 5:80, paragraph 2 FSA one or more investment firms (*beleggingsondernemingen*) shall not be allowed to cooperate with any part of the Offer.

Regulatory Clearances

Just Eat Takeaway.com and the Offeror shall seek to obtain the required regulatory clearances (the "**Regulatory Clearances**") as soon as practicable. The Offeror and Just Eat Takeaway.com have agreed on appropriate arrangements to ensure alignment of incentives and maximise deal certainty.

Exclusivity and Superior Offer

As part of the Merger Agreement, Just Eat Takeaway.com has entered into customary undertakings not to solicit any third party offers. If a *bona fide* third party makes an offer which, in the reasonable opinion of the Company's boards, is more beneficial than the Offer as contemplated in the Merger Agreement and exceeds the Consideration by 10% (a "**Superior Offer**"), the Offeror has the opportunity to match such Superior Offer. If it does, and the terms and conditions of such offer are, in the reasonable opinion of the Company's boards, at least equal to those of the Superior Offer, the Merger Agreement will remain in force. However, if a Superior Offer is not matched by the Offeror, the

Company shall be entitled to (conditionally) agree to the Superior Offer, and the Company, as well as the Offeror, may terminate the Merger Agreement.

Termination

If the Merger Agreement is terminated in the event the Company agreed to a Superior Offer or because of an adverse board recommendation change, the Company shall pay the Offeror an amount of EUR 41,000,000 (forty one million euro).

If the Merger Agreement is terminated in the event the Regulatory Clearances are not obtained, the Offeror shall pay the Company an amount of up to EUR 410,000,000 (four hundred and ten million euro).

Next steps and additional information

The Company and the Offeror will seek to obtain all necessary approvals and the Regulatory Clearances as soon as practicable. The required advice and consultation procedures with the competent works council of Takeaway.com Central Core B.V. will start as soon as feasible.

The Offeror intends to launch the Offer as soon as practically possible and in accordance with the applicable statutory timetable. The offer memorandum is expected to be published and the Offer is expected to commence in Q2 2025. Currently, it is expected that Settlement will take place by year-end.

It is intended that the Company will convene an EGM on the date of the publication of the offer memorandum. At such EGM the Company's shareholders will also be asked to approve the Post-Closing Restructuring Resolutions and other resolutions in connection with the Offer.

Just Eat Takeaway.com's outstanding convertible bonds will be repaid upon or following Settlement. The Offeror has agreed to make such funds available to the Just Eat Takeaway.com group as are required from the Offeror and by using available cash of the Just Eat Takeaway.com group subject to maintaining an agreed minimum cash position for the Just Eat Takeaway.com group, to repay the convertible bonds.

Advisors

Gleacher Shacklock LLP and Morgan Stanley & Co. International plc are acting as financial advisor and De Brauw Blackstone Westbroek N.V. is acting as legal advisor to the Company. Lazard B.V. has provided an independent fairness opinion to the supervisory board of the Company and Freshfields LLP is acting as legal advisor to the supervisory board of the Company. Confidant Partners is acting as the Company's communications advisor.

Goldman Sachs is acting as financial advisor and Allen Overy Shearman Sterling LLP, Skadden, Arps Slate, Meagher & Florm LLP and Davis Polk & Wardwell London LLP as legal advisors to the Offeror. Brunswick Group and FGS are acting as Prosus' communications advisors.

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Amsterdam, the Netherlands
24 February 2025

JSE sponsor to Prosus
Investec Bank Limited

About the Company

Just Eat Takeaway.com N.V. (AMS: TKWY) is one of the world's leading global on-demand delivery companies.

Headquartered in Amsterdam, the Company is focused on connecting consumers and partners through its platforms. With 356,000 connected partners, Just Eat Takeaway.com offers consumers a wide variety of choices from restaurants to retail.

Just Eat Takeaway.com has rapidly grown to become a leading on-demand delivery company with operations in Australia, Austria, Belgium, Bulgaria, Canada, Denmark, Germany, Ireland, Israel, Italy, Luxembourg, Poland, Slovakia, Spain, Switzerland, the Netherlands and the United Kingdom.

Most recent information is available on our corporate website and follow us on [LinkedIn](#) and [X](#).

About Prosus

Prosus is a global technology company, unlocking an AI-first world for its 2 billion customers. With investments in more than 100 companies across the world, Prosus is building local ecommerce champions in growth markets. Prosus has a strong track record in food delivery, having invested more than US\$10 billion globally in driving the category's momentum and success. Today, Prosus' food businesses span 70+ countries, serving 1m+ restaurants around the world. The current portfolio includes full ownership of iFood, Latin America's leading food delivery platform; together with non-controlling positions including: a 28% stake in Delivery Hero, a leading global food delivery company; an approximate 4% stake in Meituan, the world's largest food delivery business, and a 25% stake in Swiggy, India's largest food and grocery delivery platform, which recently completed a successful IPO in India.

General restrictions

The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of the Company in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and the Company disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither the Company, nor the Offeror, nor any of their advisors assume any responsibility for any violation by any person of any of these restrictions. The Company shareholders in any doubt as to their position should consult an appropriate professional advisor without delay. This announcement is not to be released, published or distributed, in whole or in part, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

The offer described in this announcement (the "Tender Offer") will be made for all of the issued and outstanding shares of Just Eat Takeaway.com, which is a public company incorporated and listed in the Netherlands, and will be subject to Dutch disclosure and procedural requirements. The Tender Offer will be made to Just Eat Takeaway.com shareholders in the United States in compliance with the applicable U.S. tender offer rules under the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), and otherwise in accordance with the requirements of Dutch law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Tender Offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer law and practice. The financial information included in this announcement or to be included in the document for the Tender Offer has been prepared in accordance with applicable accounting standards in the Netherlands, and will not have been prepared in accordance with U.S. GAAP, or derived therefrom, and may therefore differ from, and not be comparable with, financial information of U.S. companies.

Prosus and Just Eat Takeaway.com and their respective affiliates or brokers (acting as agents for Prosus, Just Eat Takeaway.com or their affiliates, as applicable) may from time to time, and other than pursuant to the Tender Offer, directly or indirectly, purchase, or arrange to purchase outside the United States, shares in Just Eat Takeaway.com or any securities that are convertible into, exchangeable for or exercisable for such shares before or during the period in which the Tender Offer remains open for acceptance, to the extent permitted by, and in compliance with, Rule 14e-5 under the U.S. Exchange Act. Any such purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent required in the Netherlands, any information about such purchases will be made public in the Netherlands in the manner required by Dutch law. To the extent information about such purchases or arrangements to purchase is made public in the Netherlands, such information will be disclosed by means of a press release or other means reasonably

calculated to inform persons in the United States of such information. In addition, affiliates of the financial advisers to Prosus or Just Eat Takeaway.com may engage in ordinary course trading activities in securities of Just Eat Takeaway.com, which may include purchases or arrangements to purchase such securities.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Tender Offer, passed upon the merits or fairness of the Tender Offer, or determined if this announcement or the Tender Offer documents are accurate or complete.

The Tender Offer, if consummated, may have consequences under U.S. federal income tax and applicable U.S. state and local, as well as non-U.S., tax laws for Just Eat Takeaway.com shareholders. Each Just Eat Takeaway.com shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Tender Offer.

It may not be possible for Just Eat Takeaway.com shareholders in the United States to effect service of process within the United States upon Just Eat Takeaway.com, Prosus, or their respective officers or directors, some or all of which may reside outside the United States, or to enforce against any of them judgments of the United States courts predicated upon the civil liability provisions of the federal securities laws of the United States or other U.S. law. It may not be possible to bring an action against Just Eat Takeaway.com, Prosus, or their respective officers or directors (as applicable), in a non-U.S. court for violations of U.S. law, including the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgement. In addition, it may be difficult to enforce in the Netherlands original actions, or actions for the enforcement of judgments of U.S. courts, based on the civil liability provisions of the U.S. federal securities laws.

Forward-looking statements

This press release may include "forward-looking statements" and language that indicates trends, such as "anticipated" and "expected". Although the Company and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither the Company, nor the Offeror, nor any of their advisors accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.