

26 July 2019

Receipt of further proposals from FNZ – incapable of acceptance

GBST Holdings Limited (ASX:GBT, “**GBST**”) advises that after market close on 24 July 2019 it received a further proposal from Kiwi Holdco CayCo, Ltd as the group holding company of the FNZ Group (“**FNZ**”) to acquire 100% ownership of GBST at A\$4.00 cash per share by way of a scheme of arrangement (“**FNZ \$4.00 Proposal**”).

The FNZ \$4.00 Proposal was expressed to be capable of acceptance until 8.00pm (AEST) on Thursday, 25 July 2019 (“**FNZ Proposal Deadline**”), after which point it would be automatically withdrawn.

Importantly, the FNZ Proposal was conditional on GBST entering into a Scheme Implementation Deed (“**SID**”) with FNZ in a form provided by FNZ before the FNZ Proposal Deadline. The Board noted that FNZ’s proposed scheme of arrangement remained subject to certain other terms and conditions including, among others, Foreign Investment Review Board approval, other Regulatory Approvals and no Prescribed Occurrences, Regulated Events or Material Adverse Change occurring in respect of GBST.

Whilst the proposal was expressed to be “binding”, the GBST Board, after taking advice from its professional advisors, determined that entering into the SID in the form provided by FNZ would result in an unacceptable level of transaction and other risk for the company and its shareholders.

Despite further attempts to engage in good faith with FNZ, GBST was informed at 1.22am this morning that the FNZ \$4.00 proposal had expired, but had been replaced with a new proposal on similar terms at A\$3.95 per share (“**FNZ \$3.95 Proposal**”), which was this time expressed to be capable of acceptance until 3.00am (AEST) on Friday, 26 July 2019, after which point it would be automatically withdrawn.

GBST was then informed at approximately 3.10am this morning that the FNZ \$3.95 Proposal had expired, but had been replaced with a new proposal on similar terms at A\$3.90 per share (“**FNZ \$3.90 Proposal**”), which was this time expressed to be capable of acceptance until 9.00am (AEST) on Friday, 26 July 2019, after which point it would be automatically withdrawn.

As the FNZ \$3.90 Proposal remained subject to terms which would result in an unacceptable level of risk for the company and its shareholders as well as an unrealistic engagement timetable, the GBST Board has formed the view that the proposal from FNZ is one that is effectively incapable of being accepted.

GBST’s Chairman, Mr Allan Brackin, said: “While we are respectful of FNZ’s offers and sought to engage in good faith discussions on its latest proposals, they were nevertheless accompanied by unreasonable conditions and did not provide a reasonable period of time for the parties to enter into good faith discussions. Whilst FNZ’s proposals were described as binding, in the GBST Board’s view these were not capable of acceptance within the timeframes imposed by FNZ. In forming this view, the GBST Board also noted that it is always open for any party to put forward a proposal directly to shareholders.”

As previously announced on 1 July 2019 and 3 July 2019, GBST has granted a limited period of exclusive due diligence to SS&C Technologies, Inc. (“**SS&C**”) under a Process and Exclusivity Deed in order to facilitate a binding offer from SS&C reflecting the terms of its latest proposal at A\$3.60 cash per share which is capable of being presented to shareholders.

The Board of GBST notes that there is no certainty that SS&C's proposal will result in an agreed transaction and will continue to keep the market informed of any material developments in accordance with its continuous disclosure obligations. GBST shareholders are advised to take no action at this point in time.

[ENDS]

About GBST

GBST is a specialist financial technology company which provides administration and transaction processing software for retail wealth management organisations and global and regional investment banks. Founded in 1983, the company operates in Australia, Asia, Europe and North America. GBST is listed on the Australian Securities Exchange under ASX ticker code GBT.

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