

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES
COMPANIES COURT (ChD)

CR-2019-002174

IN THE MATTER OF INMARSAT PLC

-and-

IN THE MATTER OF THE COMPANIES ACT 2006

WITNESS STATEMENT OF STUART
BOYD

I, **STUART BOYD**, of Kirkland & Ellis International LLP, 30 St Mary Axe, London EC3A 8AF **WILL SAY** as follows:

1. I am a solicitor of the Senior Courts of England and Wales and a partner at Kirkland & Ellis International LLP (“**K&E**”). K&E are instructed by Connect Bidco Limited (“**Bidco**”) in relation to the present application and, more generally, in relation to the proposed acquisition of the issued and to be issued share capital of Inmarsat Plc (“**Inmarsat**”) (the “**Transaction**”).
2. Save as otherwise indicated, the matters set out in this witness statement are based on my own personal knowledge and are true to the best of my knowledge, information and belief. To the extent that the content of this statement is not derived from my own knowledge and belief, I have indicated the source of the information and I believe it to be true.
3. There is now produced and shown to me a bundle of true copy documents to which I refer, marked “SB1”, in the format SB1/[page number].
4. I make this statement on behalf of Bidco to update the Court in relation to an announcement made by Bidco this morning (Monday 2 December 2019) at 8.30am in relation to the Transaction (the “**Announcement**”).
5. The Announcement has implications under the City Code on Takeovers and Mergers (the “**Code**”). A copy appears at SB1/01-04. Bidco thereby confirmed that (other than in the case of a competitive situation):

- (1) the Cash Value of \$7.21 per Inmarsat Share (comprising the Cash Consideration of \$7.09 for each Scheme Share plus the already-paid final dividend of \$0.12 per Inmarsat Share) is final and will not be increased; and
 - (2) it will not agree to an extension of the Long Stop Date.
6. Under the rules of the Code, and in particular Rule 19 (dealing with the statements made by the Offeror) and Rule 32.2 (dealing with no increase statements), following the Announcement, Bidco is not permitted to increase or amend its offer (including by way of offering a contingent value right) or agree to an extension of the Long Stop Date.
7. Such restriction will only be lifted with the consent of the Panel on Takeovers and Mergers (the “**Panel**”) if a rival bidder emerges and/or if wholly exceptional circumstances arise. In my experience, the Panel will interpret “wholly exceptional circumstances” very narrowly and so it is extremely unlikely there will be any scope for Bidco to increase the offer or ability for Bidco to agree an extension of the Long Stop Date, absent the emergence of a rival bidder.
8. If the Transaction lapses because it is not completed by the Long Stop Date, save with the consent of the Panel, Bidco will be precluded from making an offer for Inmarsat for 12 months from such date. Note 1 to Rule 35.1 of the Code states that the Panel will normally only give its consent under Rule 35.1 of the Code if:
 - “(1) the board of the offeree company so agrees. Such consent will not normally be given within three months of the lapsing of an earlier offer in circumstances where the offeror was prevented from revising or extending its previous offer as a result of a no increase statement or a no extension statement;*
 - (2) a third party announces a firm intention to make an offer for the offeree company;*
 - (3) the offeree company announces a “whitewash” proposal...or a reverse takeover; or*
 - (4) the Panel determines that there has been a material change of circumstances.”*
9. The Panel requested that the Announcement only makes reference to the “Long Stop Date” as defined in the Scheme Document, rather than inferring that the Long Stop Date is 10 December 2019 (as both the Company and Bidco consider it to be). The rationale behind this request was that the Panel is aware that at least one shareholder believes there may be alternative interpretations of the definition of the Long Stop Date. The Panel wished to ensure that any decision on the correct interpretation of the definition should be a matter for the Court.
10. However, as confirmed in paragraphs 92 to 95 of Dr Peled’s witness statement dated 19 November 2019, the Board of Inmarsat is of the view that the Long Stop Date is 10 December 2019 and cannot be extended beyond such date without the consent of Bidco.
11. I can confirm that Bidco shares the view of Inmarsat that the Long Stop Date is 10 December 2019. The Long Stop Date can only be extended beyond 10 December 2019 with the consent of Bidco.

12. I can also confirm that when I was negotiating the definition of the Long Stop Date on behalf of Bidco with the lawyers for Inmarsat, it was my intended interpretation of that definition that it would not be extended beyond 10 December 2019 solely because the Scheme itself had not been sanctioned by the Court (but where the other conditions had been satisfied). I believe from my interactions with Inmarsat's lawyers at the time that they shared that interpretation. Indeed, were it otherwise, that would effectively have rendered the Long Stop Date meaningless.

Statement of Truth

I believe the facts stated in this witness statement are true.

Signed .



Dated this ...2nd...day of December 2019