

**(RNS) e2v technologies PLC Offer Update, timetable extension
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For immediate release

20 March 2017

RECOMMENDED CASH ACQUISITION

of

e2v technologies plc

by

Rhombi Holdings Limited

(a wholly-owned, indirect subsidiary of Teledyne Technologies Incorporated)

to be effected by means of a Scheme of Arrangement

under Part 26 of the Companies Act 2006

Update on satisfaction/waiver of the Conditions, short timetable extension

On 12 December 2016, the boards of e2v technologies plc ("**e2v**") and Teledyne Technologies Incorporated ("**Teledyne**") announced that they had reached an agreement on the terms of a recommended cash offer by Rhombi Holdings Limited (a wholly-owned, indirect subsidiary of Teledyne) ("**Teledyne Bidco**"), for the entire issued and to be issued share capital of e2v (the "**Acquisition**"). The Acquisition is being implemented by means of a scheme of arrangement under Part 26 of the Companies Act to be sanctioned by the Court (the "**Scheme**") and a scheme circular was published by e2v on 21 December 2016 (the "**Scheme Document**").

Capitalised terms in this Announcement, unless otherwise defined, have the same meaning as set out in the Scheme Document and all references to times in this Announcement are to London time unless otherwise stated.

Further to the announcement made on 22 February 2017 (the "**February Announcement**"), e2v Shareholders are now provided with the following update in respect of the satisfaction/waiver of the Conditions to the Scheme and the expected timing for the Scheme becoming Effective.

France

The French Ministry for Economy and Finance (the "**MINEFI**") has given its approval in respect of the Acquisition. As such, condition 2(D)(i) set out in Part A of Part III of the Scheme Document has now been satisfied. In addition, Teledyne has agreed to waive condition 2(D)(ii) set out in Part A of Part III of the Scheme Document.

Germany

As described in the February Announcement, a revised application for clearance was submitted to the German Bundeskartellamt (the "**BKA**") in respect of the Acquisition. The revised submission was made on Friday 24 February 2017. It has now become apparent that the BKA may take the full one month period to complete its review and therefore a short extension to the existing Acquisition timetable is proposed.

Timing and next steps

Subject to the remaining Conditions being satisfied or, where applicable, waived, it is now intended that the Scheme Court Hearing to sanction the Scheme will be held on **Monday 27 March 2017** and that the Scheme will become Effective on **Tuesday 28 March 2017**.

Thereafter, suspension of dealings in e2v Shares on the London Stock Exchange's main market for listed securities is expected to take place at 7.30am on 28 March 2017 and de-listing of e2v Shares on the premium listing segment of the Official List of the UK Listing Authority and cancellation of the admission of e2v Shares to trading on the London Stock Exchange's main market for listed securities are each subsequently expected to occur by 8:00 am on 29 March 2017.

A revised timetable is set out below. If any of the expected dates change, e2v will, unless the Panel otherwise directs, give notice of the change by issuing an announcement through a regulatory information service.

Event	Expected time and/or date
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, e2v Shares	Monday 27 March 2017
Scheme Court Hearing (to sanction the Scheme)	Monday 27 March 2017
Scheme Record Time	6:00 p.m. on Monday 27 March 2017
Effective Date of the Scheme	Tuesday 28 March 2017
Dealings in e2v Shares on the Main Market of London Stock Exchange plc suspended	7.30 a.m. on Tuesday 28 March 2017
Delisting and cancellation of admission to trading of e2v Shares	by 8.00 a.m. on Wednesday 29 March 2017
Latest date for dispatch of cheques and crediting of CREST stock accounts for Acquisition consideration due under the Scheme	14 days after the Effective Date
Long Stop Date	28 May 2017

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Important Notices

*Investec Bank plc ("**Investec**"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for e2v and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the matters referred to in this Announcement and will not be responsible to anyone other than e2v for providing the protections afforded to clients of Investec nor for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this Announcement. Neither Investec nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, tort or, under statute or otherwise) to any person who is not a client of Investec in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

*N. M. Rothschild & Sons Limited ("**Rothschild**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to e2v and no one else in connection with the Acquisition and will not regard any other person as its client in relation to the matters referred to in this Announcement and will not be responsible to anyone other than e2v for providing the protections afforded to clients of Rothschild nor for providing advice in relation to the matters referred to in this Announcement. Neither Rothschild nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, tort or, under statute or otherwise) to any person who is not a client of Rothschild in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.*

Further information

This Announcement is for information purposes only and is not intended to and does not constitute, or form any part of, an offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise. The Acquisition will be made solely through the Scheme Document and the accompanying Forms of Proxy, which contains the full terms and conditions of the Acquisition and the Scheme. Any approval, decision or other response to the Acquisition and/or the Scheme should be made only on the basis of the information in the Scheme Document. Scheme Shareholders are strongly advised to read the formal documentation in relation to the Acquisition and the Scheme.

This Announcement has been prepared for the purpose of complying with English law 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.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and service of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

Overseas shareholders

The laws of certain jurisdictions may affect the availability of the Acquisition to persons who are not resident in the United Kingdom. Persons who are not resident in the United Kingdom, or who are subject to laws of any jurisdiction other than the United Kingdom, should inform themselves about, and observe, any applicable requirements. Any person (including, without limitation, a nominee, trustee or custodian) who would, or otherwise intends to, forward this Announcement, the Scheme Document or any accompanying document to any jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action.

Any failure to comply with applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person.

The Acquisition will not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, telephonic or electronic) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, a Restricted Jurisdiction, and no person may vote in favour of the Acquisition by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this Announcement and formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded or distributed in, into or from a Restricted Jurisdiction and persons receiving this Announcement (including custodians, nominees and trustees) must not distribute or send it in, into or from a Restricted Jurisdiction. In the event that the Acquisition is implemented by way of a Takeover Offer and extended into the US, Teledyne Bidco will do so in satisfaction of the procedural and filing requirements of the US securities laws at that time, to the extent applicable thereto. The Acquisition relates to the shares of an English company and it is proposed to be made by means of a scheme of arrangement provided for under the laws of England and Wales. The Scheme will relate to the shares of an English company that is a "foreign private issuer" as defined under Rule 3b-4 under the US Exchange Act. A transaction effected by means of a scheme of arrangement is not subject to the shareholder vote, proxy solicitation and tender offer rules under the US Exchange Act. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements and practices of US shareholder vote, proxy solicitation and tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in the UK and may not be comparable to the financial statements of US companies.

However, if Teledyne Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer will be made in compliance with all applicable laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such Takeover Offer would be made in the US by Teledyne Bidco and no one else. In addition to any such Takeover Offer, Teledyne Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in e2v outside such Takeover Offer during the period in which such Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase are made, they would be made outside the United States in compliance with applicable law, including the US Exchange Act.

Forward-looking statements

This Announcement may contain certain "forward-looking statements" with respect to Teledyne Bidco, Teledyne, the Teledyne Group, e2v and/or the e2v Group. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "will", "may", "should", "would", "could" or other words or terms of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the Teledyne Group or the e2v Group and potential synergies resulting from the Acquisition; and (iii) the expected timing and scope of the Acquisition.

These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or developments to differ materially from those expressed in, or implied by, such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding present and future strategies and environments. You are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to Teledyne Bidco, Teledyne, the Teledyne Group, e2v and/or the e2v Group or any person acting on their behalf (respectively) are expressly qualified in their entirety by the cautionary statement above. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this Announcement. Teledyne Bidco, Teledyne, the Teledyne Group, e2v and/or the e2v Group assume no obligation to update publicly or revise forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or profit estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per ordinary share for Teledyne or e2v, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share of common stock for Teledyne or per ordinary share of e2v, as appropriate.

Right to switch to a Takeover Offer

Teledyne Bidco reserves the right to elect, with the consent of the Takeover Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued ordinary share capital of e2v as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on the same terms or, if Teledyne Bidco so decides (with the consent of the Takeover Panel), on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme.

Publication on website and availability of hard copies

In accordance with Rule 26.1 of the Code, a copy of this Announcement will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on Teledyne's website at <https://protect-eu.mimecast.com/s/QRz1BHxe7ZQhp?domain=teledyne.com> and e2v's website at <https://protect-eu.mimecast.com/s/x1AnBCxdqYahE?domain=e2v.com> by no later than 12:00 noon on the Business Day following this Announcement. Neither the contents of these websites nor the content of any other website accessible from hyperlinks on such websites is incorporated into, or forms part of, this Announcement.

In accordance with Rule 30.3 of the Code, a person so entitled may request a hard copy of this Announcement, free of charge, by contacting Citi on +44 (0) 207 986 4000, Investec on +44 (0) 207 597 4000 or Rothschild on +44 (0)207 280 5000. For persons who receive a copy of this Announcement in electronic form or via a website notification, a hard copy of this Announcement will not be sent unless so requested. In accordance with Rule 30.3 of the Code, a person so entitled may

also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

Disclosure requirements of the Code

Under Rule 8.3(a) of the 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) the offeree company 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 on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm 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 the offeree company 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 Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company 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) the offeree company 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 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.

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

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 Takeover Panel's website at <https://protect-eu.mimecast.com/s/MLM1BC5n96whR?domain=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 Takeover 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.