

## Regulatory Story

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**Company** SMS Finance S.A.  
**TIDM**  
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10 December 2009

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**10 December 2009**

**CASH OFFER**  
**by**  
**SMS FINANCE S.A. ("SMS Finance")**  
**for**  
**MAMA GROUP PLC ("MAMA")**

### **POSTING OF OFFER DOCUMENT**

Further to the announcements made on 7 December 2009 and 9 December 2009 (the "Announcements") regarding the cash offer (the "Offer") to be made by SMS Finance to acquire the entire issued and to be issued share capital of MAMA, SMS Finance announces that the offer document containing full terms of, and conditions to, the Offer, (the "Offer Document") will be posted later today to MAMA Shareholders, together with the related Form of Acceptance (in respect of certificated MAMA Shares only).

The first closing of the Offer is at 1.00pm (London time) on 31 December 2009.

If you hold your MAMA Shares in certificated form (that is, not in CREST), to accept the Offer you should complete, sign and return the Form of Acceptance (together with your share certificate(s) and any other documents of title) as soon as possible and, in any event, so as to be received by no later

than 1.00 p.m. (London time) on 31 December 2009 by Capita Registrars, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Additional Forms of Acceptance are available from Capita Registrars by telephoning 0871 664 0321 from within the UK or on + 44 20 8639 3399 if calling from outside the UK. Calls to the 0871 664 0321 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary. Lines are open 9.00 am to 5.00 pm (London time) Monday to Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

If you hold your MAMA Shares in uncertificated form (that is, in CREST), to accept the Offer you should follow the procedure for Electronic Acceptance through CREST so that the TTE instruction settles as soon as possible and, in any event, no later than 1.00 p.m. (London time) on 31 December 2009. If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action as only your CREST sponsor will be able to send the necessary TTE instructions to Euroclear UK in relation to your MAMA Shares.

Copies of the Offer Document and the Form of Acceptance are available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the offices of Jones Day, 21 Tudor Street, London, EC4Y 0DJ, while the Offer remains open for acceptance.

In accordance with Rule 19.11 of the City Code, a copy of this announcement, the Offer Document and the Form of Acceptance will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on the following website: [www.smsfinance.lu](http://www.smsfinance.lu).

Capitalised terms used but not defined in this announcement have the same meaning as given to them in the Announcements.

### **Enquiries:**

#### **Biddicks (SMS Finance public relations)**

Katie Tzouliadis

Tel: 020 7448 1000

This announcement is not intended to and does not constitute or form any part of, an offer to sell or an invitation to purchase or the solicitation of an offer to subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Offer will be made solely through the Offer Document and in the case of certificated MAMA Shares, the Form of Acceptance, which will together contain the full terms and conditions of the Offer, including details of how to accept the Offer. Any acceptance or other response to the Offer should be made only on the basis of the information contained in the Offer Document and, in the case of certificated MAMA Shares, the Form of Acceptance.

This announcement has been prepared for the purpose of complying with English law and the City 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 England.

**The distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this announcement comes should inform themselves about, and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.**

Unless otherwise determined by SMS Finance or required by the Takeover Code and permitted by applicable law and regulation, the Offer is not being, and will not be made, directly or indirectly, in or into or by the use of the mails of, or by any other means (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national securities exchange of any Restricted Jurisdiction and will not be capable of acceptance by any such use, means or facility or from within any such Restricted Jurisdiction. Accordingly, unless otherwise determined by SMS Finance, copies of this announcement and any other documentation relating to the Offer (including, without limitation, the Offer Document and the Form of Acceptance) are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send any such documents in or into or from any such Restricted Jurisdiction, as doing so may invalidate any purported acceptance of the Offer. Any person (including, without limitation, custodians, nominees and trustees) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this announcement and/or the Offer Document and/or the Form of Acceptance (if applicable) and/or any other related document to any jurisdiction outside the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of any relevant jurisdiction. Neither the SEC nor any US state securities commission has approved or disapproved this Offer or passed upon the adequacy or completeness of this announcement or any other documentation relating to the Offer (including, without limitation, the Offer Document and the Form of Acceptance). Any representation to the contrary is a criminal offence.

#### **Dealing disclosure requirements**

Under the provisions of Rule 8.3 of the Code, if any person is, or becomes, "interested" (directly or indirectly) in 1 per cent. or more of any class of "relevant securities" of MAMA, all "dealings" in any "relevant securities" of MAMA (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant transaction. This requirement will continue until the date on which the Offer becomes, or is declared, unconditional as to acceptances, lapses or is otherwise withdrawn or on which the "Offer Period" otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an "interest" in "relevant securities" of MAMA, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all "dealings" in "relevant securities" of MAMA by SMS Finance or MAMA, or by any of their respective "associates", must be disclosed by no later than 12.00 noon (London time) on the Business Day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "relevant securities" "dealings" should be disclosed, and the number of such securities in issue, can be found on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

"Interests in securities" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person

will be treated as having an "interest" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel's website. If you are in any doubt as to whether or not you are required to disclose a "dealing" under Rule 8, you should consult the Panel.

**Publication on the SMS Finance website**

A copy of this announcement is available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection at [www.smsfinance.lu](http://www.smsfinance.lu) while the Offer remains open for acceptance.

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