

This announcement is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important notice" at the end of this announcement and in the offer document which will be published shortly before the beginning of the acceptance period for the Offer. Shareholders in the United States should also refer to the section titled "Special notice to shareholders in the United States" at the end of this announcement.

Press release

2 December 2019

Ograi BidCo AB announces a cash offer of SEK 7.75 per share to the shareholders of Opus Group AB (publ)

Ograi BidCo AB ("Ograi BidCo"), a newly established company indirectly owned by SCP III EPC UK Limited, an entity managed and advised by Searchlight Capital Partners, L.P. ("Searchlight"), hereby announces a public offer to the shareholders of Opus Group AB (publ) ("Opus" or the "Company") to tender all their shares in Opus to Ograi BidCo at a price of SEK 7.75¹ in cash per share (the "Offer"). Lothar Geilen, who is the CEO and a shareholder of Opus, is participating with Searchlight in the Offer. Through his shareholding and irrevocable undertakings from Opus' Co-Founders Magnus Greko and Jörgen Hentschel², Ograi BidCo has secured ownership of approximately 21.2 per cent of the Opus shares in the Offer. In addition, a shareholder representing approximately 3.8 per cent of the Opus shares has expressed support for the Offer. Therefore, Ograi BidCo has cumulatively received support for its Offer from shareholders representing approximately 25.0 per cent of the shares in Opus. The shares in Opus are listed on Nasdaq Stockholm, Mid Cap.

Summary

- Ograi BidCo offers SEK 7.75 in cash per Opus share, corresponding to a total value of the Offer of approximately SEK 2,250 million.
- The Offer represents a premium of: approximately 30 per cent compared to the closing price on 29 November 2019 (the last day of trading prior to this announcement); and approximately 41 per cent compared to the volume-weighted average trading price during the last three months prior to this announcement.
- Ograi BidCo has obtained irrevocable undertakings to accept the Offer from Opus' largest individual shareholders Magnus Greko, Co-Founder and previous CEO of Opus, and Jörgen Hentschel, Co-Founder of Opus, who together have undertaken to tender in total 41,886,154 shares, indirectly owned through companies, which corresponds to approximately 14.4 per cent of the shares and the votes in Opus. The irrevocable undertakings, together with Lothar Geilen's contribution of all of his 19,628,132 shares in Opus to Ograi BidCo in exchange for shares in a parent company of Ograi BidCo upon completion of the Offer, amounts to secured undertakings of 61,514,286 shares in Opus, corresponding to approximately 21.2 per cent of the shares and votes in Opus.

¹ Should Opus, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly.

² Both undertakings indirectly through companies.

- Henrik Wagner Jørgensen, long term shareholder as well as former employee and board member of Opus, who owns and manages approximately 11 million shares in Opus, corresponding to approximately 3.8 per cent of all shares in Opus, has expressed his support of the Offer.
- Through irrevocable undertakings from Opus' Co-Founders, Lothar Geilen's agreement to contribute his shares in Opus to Ograi BidCo and through Henrik Wagner Jørgensen's support of the Offer, Ograi BidCo has cumulatively received support for the Offer from shareholders representing approximately 25.0 per cent of the shares in Opus.
- The Offer is conditional upon the Offer being accepted to such extent that Ograi BidCo becomes the owner of shares representing at least 70 per cent of the total number of outstanding shares in Opus. Further, the Offer will be on the terms and subject to the conditions 1 – 7 set out below in this announcement.
- An offer document regarding the Offer is expected to be published on or about 4 December 2019. The acceptance period for the Offer is expected to begin on or about 5 December 2019 and expire on or about 9 January 2019.

Oliver Haarmann, Founding Partner at Searchlight, said:

"Having followed Opus' development over a number of years, we have been impressed by the achievements of the management team. Our Offer represents an attractive valuation for shareholders, reflecting a premium of around 41 per cent. We believe there is significant investment required to achieve the long-term potential of the business, with Searchlight as an active owner of Opus. We look forward to working with the management team to support Opus as it continues to strengthen its position as a global leader in vehicle inspection and advanced automotive diagnostics."

Magnus Greko, Co-Founder of Opus, said in his capacity as a large shareholder in Opus:

"Since its founding in 1990, Opus has been a pioneer in vehicle inspection and emissions testing. It has been an exciting journey, and I am proud of what we have accomplished. However, I am convinced that it is now time for Opus to take the next step. Considering the transformation that is taking place in the automotive industry, I clearly see the need for a long-term partner providing the financial resources needed to make the required investments. In particular, the increased penetration of battery electric vehicles, which do not require emissions testing in our core U.S. market and the current U.S. administration's focus on de-regulation will require Opus to continue to invest in new business areas. Therefore, I am confident that Searchlight, together with the management, will be the best team to realise Opus' full potential."

Background and reasons for the Offer

Opus is a leading player in the vehicle inspection and advanced automotive diagnostics sector in Europe and North America. The Company has in recent years successfully navigated the changing dynamics in the automotive industry, with an increased focus on technology and innovation. The pace at which the industry is changing is expected to accelerate over the coming years driven by rapid improvements in vehicle technology and the penetration of battery electric vehicles.

Searchlight has followed Opus' development for some time and believes that there are significant opportunities to further develop the business under a concentrated ownership. Furthermore, Searchlight and Lothar Geilen share the same vision for Opus and Searchlight is excited about his continued involvement as CEO and co-investor in Opus.

Searchlight has extensive experience in investing in the broader services and technology sectors, and in partnering with management teams to carry out growth strategies. Searchlight intends to invest considerable resources to further expand the various business areas of Opus, and to further develop the Company's strategic vision. Thus, Searchlight intends to continue the Company's operations in the same direction as previously. Searchlight places great value on Opus' management and employees, and expects them to continue to play an instrumental role in the success of the Company. Searchlight does not expect that the Offer will have any significant effects for Opus' employees or senior management, their terms of employment, or employment at those sites where Opus today conducts its business.

The Offer

Consideration

The shareholders of Opus are offered SEK 7.75 in cash per share in Opus.

Should Opus, prior to the settlement of the Offer, distribute dividends or in any other way distribute or transfer value to its shareholders, the consideration in the Offer will be adjusted accordingly.

No commission will be charged in respect of the settlement of the Opus shares tendered to Ograi BidCo under the Offer.

The Offer does not extend to the holders of warrants issued by Opus within incentive programs, but following completion of the Offer, Ograi BidCo will ensure that the warrant holders are afforded reasonable treatment outside the Offer.

Bid premium

The price of the Offer represents a premium of³:

- approximately 30 per cent compared to the closing price of SEK 5.98 on 29 November 2019 (the last day of trading prior to this announcement); and
- approximately 41 per cent compared to the volume-weighted average trading price of SEK 5.52 during the last three months prior to this announcement on 2 December 2019.

Total value of the Offer

The total value of the Offer, based on the 270,690,114 shares in Opus not directly or indirectly owned by Ograi BidCo or its closely related parties, amounts to approximately SEK 2,098 million. The Offer values Opus, based on all 290,318,246 outstanding shares in Opus, to approximately SEK 2,250 million, corresponding to an enterprise value⁴ of approximately SEK 4,132 million, based on Opus' balance sheet as of 30 September 2019. The enterprise value of the Offer corresponds to an EBIT multiple of 17.3x, based on Opus' EBIT for the twelve-month period ended 30 September 2019⁵.

³ Source for Opus share prices: Nasdaq Stockholm.

⁴ Enterprise value defined as the value of all outstanding shares based on the price of the Offer (SEK 2,250 million in total), plus net debt as of 30 September 2019 and as reported by the Company (SEK 1,920 million), plus equity attributable to non-controlling interests as of 30 September 2019 (SEK -39 million).

⁵ EBIT, or earnings before interest and tax, for the twelve-month period ended 30 September 2019 amounted to SEK 239 million.

Ograi BidCo's shareholding in Opus

Lothar Geilen, being a closely related party to Ograi BidCo, currently owns in aggregate 19,628,132 shares, corresponding to approximately 6.8 per cent of the shares, share capital and votes in Opus.

Neither Ograi BidCo nor any of its closely related parties, have acquired any shares in Opus at a price above the price in the Offer during the six months that have preceded this announcement or hold any financial instruments in Opus that provide a financial exposure equivalent to a holding of shares in Opus.

Undertakings and statements from shareholders in Opus

Ograi BidCo has obtained irrevocable undertakings to accept the Offer from the following shareholders in Opus:

- AB Kommandoran⁶, which has undertaken to tender 38,886,154 shares in Opus, corresponding to approximately 13.4 per cent of the shares and votes in Opus;
- Dalfrid Invest AB⁷, which has undertaken to tender 1,500,000 shares in Opus, corresponding to approximately 0.5 per cent of the shares and votes in Opus; and
- AB Fenom⁸, which has undertaken to tender 1,500,000 shares in Opus, corresponding to approximately 0.5 per cent of the shares and votes in Opus.

In addition, Lothar Geilen, whose total ownership amounts to 19,628,132 shares in Opus, has committed to contribute all of his shares, corresponding to approximately 6.8 per cent of the shares and votes in Opus, to Ograi BidCo in exchange for shares in a parent company of Ograi BidCo upon completion of the Offer.

Ograi BidCo has thus, through irrevocable undertakings by shareholders to accept the Offer, secured acceptances from shareholders representing in total 41,886,154 shares, which corresponds to approximately 14.4 per cent of the shares and votes in Opus. Together with the shares already held by Ograi BidCo and its closely related parties, this amounts to 61,514,286 shares in Opus, corresponding to approximately 21.2 per cent of the shares, share capital and votes in Opus.

Furthermore, Henrik Wagner Jørgensen⁹, who owns and manages approximately 11 million shares in Opus, corresponding to approximately 3.8 per cent of all shares in Opus, has expressed his support of the Offer.

Ograi BidCo has thus, cumulatively received support for the Offer from shareholders representing approximately 25.0 per cent of the shares in Opus.

⁶ Owned by Opus' largest individual shareholders Magnus Greko, Co-Founder and previous CEO of Opus, and Jörgen Hentschel, Co-Founder, jointly (50 per cent each).

⁷ Wholly owned by Magnus Greko.

⁸ Wholly owned by Jörgen Hentschel.

⁹ Long term shareholder as well as former employee and board member of Opus.

Conditions for completion of the Offer

The completion of the Offer is conditional upon:

1. the Offer being accepted to such extent that Ograi BidCo becomes the owner of shares representing at least 70 per cent of the total number of outstanding shares in Opus;
2. no other party announcing an offer to acquire shares in Opus on terms that are more favorable to the shareholders of Opus than the Offer;
3. with respect to the Offer and completion of the acquisition of Opus, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals from competition authorities, being obtained, in each case on terms acceptable to Ograi BidCo;
4. neither the Offer nor the acquisition of Opus being rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, any decision of a court or public authority, or any similar circumstance, which is actual or can reasonably be anticipated, and which Ograi BidCo could not reasonably have foreseen at the time of announcement of the Offer;
5. no circumstances, which Ograi BidCo did not have knowledge of at the time of announcement of the Offer, having occurred that have or can be expected to have a material adverse effect upon Opus' sales, profit, liquidity, solidity, equity or assets;
6. no information made public by Opus, or otherwise made available to Ograi BidCo by Opus, being inaccurate, incomplete or misleading, and Opus having made public all information which should have been made public; and
7. Opus not taking any measures that are likely to impair the prerequisites for making or completing the Offer.

Ograi BidCo reserves the right to withdraw the Offer in the event that it is clear that any of the above conditions are not satisfied or cannot be satisfied. However, with regard to conditions 2 – 7 above, the Offer may only be withdrawn provided that the non-satisfaction of such condition is of material importance to Ograi BidCo's acquisition of Opus or if otherwise approved by the Swedish Securities Council (*Sw. Aktiemarknadsnämnden*).

Ograi BidCo reserves the right to waive, in whole or in part, one or several of conditions 1 – 7 above, including, with respect to condition 1 above, to complete the Offer at a lower level of acceptance.

Certain closely related party matters, etc.

Lothar Geilen is the CEO of Opus and also a shareholder in Opus. He is participating with Searchlight in the Offer and will contribute all his shares in Opus to Ograi BidCo in exchange for shares in a parent company of Ograi BidCo upon completion of the Offer. Lothar Geilen is, as a participant in the Offer and through an agreement, prohibited to, in any other way, sell or otherwise dispose of his shares in Opus if the Offer has not been withdrawn without completion. Lothar Geilen's participation in the Offer means that Section III of Nasdaq Stockholm's Takeover Rules (the "**Takeover Rules**") is applicable to the Offer, entailing that the acceptance period will be at least four weeks and that Opus is obliged to obtain and announce a valuation (a fairness opinion) regarding the shares in the Company from an independent expert.

Furthermore, closely related parties to senior manager and board member, Magnus Greko, has entered into irrevocable undertakings to accept the Offer. In accordance with the Takeover Rules, said board member has not participated in, and will not participate in, Opus' handling of or decisions regarding the Offer.

Information about Ograi BidCo and Searchlight

Ograi BidCo is a newly established Swedish limited liability company (with corporate registration number 559222-2821, domiciled in Stockholm), indirectly owned by SCP III EPC UK Limited, an entity which is managed and advised by Searchlight. Ograi BidCo was founded on 26 September 2019 and registered with the Swedish Companies Registration Office on 14 October 2019. Ograi BidCo has never conducted and at present does not conduct any business, and its sole business purpose is to make the Offer.

Searchlight is a private investment firm founded in 2010. The firm currently has approximately USD 7 billion of assets under management dedicated to investment opportunities in North America and Europe. Searchlight Capital III, L.P. and Searchlight Capital III PV, L.P. are newly formed investment funds with sufficient capacity to equitize Ograi BidCo to consummate the proposed acquisition of Opus. Since 2011 Searchlight has completed 24 private equity transactions (including transactions where closing is pending) across Europe and the Americas within the business services, telecoms, media and technology, and consumer sectors.

Financing of the Offer

The consideration payable in respect of the Offer is financed in full by funds available to Ograi BidCo by way of an equity commitment letter from its investors. Ograi BidCo retains the right to raise debt financing for portions of the consideration at a later stage.

The above mentioned financing provides Ograi BidCo with sufficient cash resources to satisfy in full the consideration payable in respect of the Offer and, accordingly, completion of the Offer is not subject to any financing condition.

Review of information in connection with the Offer

Ograi BidCo has in connection with the preparations of the Offer conducted a customary due diligence for confirmatory purposes.

Approvals from authorities

The completion of the Offer is conditional upon, inter alia, all necessary clearances, approvals, decisions and other actions from authorities or similar, including approvals from competition authorities, being obtained, in each case on terms which, in Ograi BidCo's opinion, are acceptable. According to Ograi BidCo's assessment, the transaction will require filing and then expiration or termination of the waiting period under the U.S. Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Ograi BidCo will during today file the required forms regarding the transaction in the U.S. Ograi BidCo expects the waiting period to expire or terminate prior to the end of the acceptance period of the Offer.

Statement from Opus and fairness opinion

The independent members of the board of directors of Opus are, according to the Takeover Rules, expected to announce their statement regarding the Offer and to obtain a fairness opinion from an independent expert, no later than two weeks prior to the expiry of the acceptance period of the Offer.

Preliminary timetable¹⁰

Publication of the offer document	4 December 2019
Acceptance period	5 December 2019 – 9 January 2020
Commencement of settlement	16 January 2020

Ograi BidCo reserves the right to extend the acceptance period, as well as to postpone the settlement date.

Compulsory redemption proceedings and delisting

If Ograi BidCo, whether in connection with the Offer or otherwise, acquires shares representing more than 90 per cent of the total number of shares in Opus, Ograi BidCo intends to commence compulsory redemption proceedings under the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*) to acquire all remaining shares in Opus and to promote delisting of Opus' shares from Nasdaq Stockholm.

Applicable law and disputes

The Offer, as well as any agreements entered into between Ograi BidCo and the shareholders in Opus as a result of the Offer, shall be governed and construed in accordance with substantive Swedish law. Any dispute regarding the Offer, or which arises in connection therewith, shall be settled exclusively by Swedish courts, and the Stockholm District Court (*Sw. Stockholms tingsrätt*) shall be the court of first instance.

The Takeover Rules and the Swedish Securities Council's statements and rulings regarding interpretation and application of these rules, including, where applicable, the Swedish Securities Council's interpretation and application of the formerly applicable Rules on Public Offers for the Acquisition of Shares issued by the Swedish Industry and Commerce Stock Exchange Committee (*Sw. Näringslivets Börskommitté*), are applicable to the Offer. Furthermore, Ograi BidCo has, in accordance with the Swedish Act on Public Takeovers on the Stock Market (*Sw. lag (2006:451) om offentliga uppköpserbudanden på aktiemarknaden*), on 29 November 2019 contractually undertaken towards Nasdaq Stockholm AB ("**Nasdaq**") to fully comply with said rules and statements and to submit to any sanctions that can be imposed by Nasdaq in event of breach of the Takeover Rules. On 29 November 2019, Ograi BidCo informed the Swedish Financial Supervisory Authority (*Sw. Finansinspektionen*) about the Offer and the above mentioned undertaking towards Nasdaq.

Advisors

Jefferies International Ltd is acting as sole financial advisor and Roschier Advokatbyrå AB and Willkie Farr & Gallagher (UK) LLP are legal advisors to Searchlight and Ograi BidCo in connection with the Offer. Hannes Snellman Advokatbyrå AB is legal advisor to Lothar Geilen in connection with the Offer.

Ograi BidCo AB

The board of directors

¹⁰ All dates are preliminary and may be subject to change.

Information about the Offer:

Information about the Offer is made available at: www.ograioffer.com

For enquiries, please contact:

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For administrative questions regarding the Offer, please contact your bank or the nominee registered as holder of your shares.

The information in this press release was submitted for publication by Ograi BidCo and the contact person above in accordance with the Takeover Rules. The information was submitted for publication on 2 December 2019 at 7.00 a.m. (CET).

Important notice

This Press release has been published in Swedish and English.

The Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa by use of mail or any other communication means or instrumentality (including, without limitation, facsimile transmission, electronic mail, telex, telephone and the Internet) of interstate or foreign commerce, or of any facility of national securities exchange or other trading venue, of Australia, Canada, Hong Kong, Japan, New Zealand or South Africa, and the Offer cannot be accepted by any such use or by such means, instrumentality or facility of, in or from, Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, this press release or any documentation relating to the Offer are not being and should not be sent, mailed or otherwise distributed or forwarded in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa.

This press release is not being, and must not be, sent to shareholders with registered addresses in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Banks, brokers, dealers and other nominees holding shares for persons in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa must not forward this press release or any other document received in connection with the Offer to such persons.

Statements in this press release relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as "anticipates", "intends", "expects", "believes", or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of Ograi BidCo. Any such forward-looking statements speak only as of the date on which they are made and Ograi BidCo has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.

Jefferies International Ltd is not responsible to anyone other than Ograi BidCo for advice in connection with the Offer.

Special notice to shareholders in the United States

The Offer described in this announcement is made for shares of Opus, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which are different from those of the United States. The Offer is made in the United States pursuant to Section 14(e) and Regulation 14E of the Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), subject to the exemption provided by Rule 14d – 1(d) ("Tier II Exemption") under the U.S. Exchange Act, and otherwise in accordance with the requirements of Swedish law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the Offer timetable, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and law, and certain rules applicable to U.S. tender offers made in the United States do not apply. Holders of the shares of Opus domiciled in the United States (the "U.S. Holders") are encouraged to consult with their own advisors regarding the Offer.

The Company's financial statements, and all financial information that is included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with IFRS and may not be comparable to financial statements of companies in the

United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles.

As permitted under the Tier II Exemption, the settlement of the Offer is based on the applicable Swedish law provisions which differ from the settlement procedures customary in the United States, particularly as regards the time when payment of the consideration is rendered. The Offer, which is subject to Swedish law, is being made to the U.S. Holders in accordance with the applicable United States securities laws, and the exemptions applicable thereunder, in particular the Tier II Exemption. To the extent the Offer is subject to U.S. securities laws, those laws only apply to U.S. Holders and thus will not give rise to claims on the part of any other person. The U.S. Holders should consider that the price for the Offer is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.

It may be difficult for U.S. Holders to enforce their rights and any claims they may have arising under the U.S. federal or state securities laws in connection with the Offer, since the Company and Ograi BidCo are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. U.S. Holders may not be able to sue the Company or Ograi BidCo or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel the Company or Ograi BidCo and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

To the extent permissible under applicable law and regulations, Ograi BidCo and its affiliates or brokers (acting as agents for Ograi BidCo or its affiliates, as applicable) may from time to time after the date hereof directly or indirectly purchase or arrange to purchase shares of the Company outside the United States, or any securities that are convertible into, exchangeable for or exercisable for such shares, other than pursuant to the Offer, during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In addition, the financial advisors to Ograi BidCo may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements are in compliance with the applicable law. Any information about such purchases will be announced in Swedish and in a non-binding English translation available to the U.S. Holders through relevant electronic media if, and to the extent, such announcement is required under applicable Swedish or U.S. law, rules or regulations.

The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Offer. Neither Ograi BidCo nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER OR PASSED ANY COMMENTS ABOUT WHETHER THE OFFER IS FAIR OR HAS ANY MERITS, OR PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS PRESS RELEASE, OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THIS PRESS RELEASE IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.