

This is a joint press release by Koninklijke Brill N.V. ("**Brill**") and Walter de Gruyter GmbH ("**De Gruyter**" or the "**Offeror**"). This joint press release is issued pursuant to Article 4, paragraph 3 and Article 17 paragraph 4 of the Netherlands Decree in Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the recommended public offer by the Offeror for all issued depository receipts of ordinary shares in the capital of Brill (the "**Depository Receipts**") and all issued and outstanding ordinary shares in the capital of Brill which are not held by Stichting Administratiekantoor Koninklijke Brill (the "**Registered Shares**", and together with the Depository Receipts, the "**Securities**"; holders of such Securities being referred to as "**Securityholders**") (the "**Offer**"). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Brill. Any offer is only made by means of the offer memorandum (the "**Offer Memorandum**"), dated 21 December 2023, approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten). Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful, including the United States.



## JOINT PRESS RELEASE

# Final results of the Offer for Brill: 98.84% of the Securities obtained

- 2.72% of the Securities have been tendered during the Post-Closing Acceptance Period. Including the Securities already held by the Offeror, this represents a total of 98.84% Securities.
- Settlement of the Securities tendered during the Post-Closing Acceptance Period will take place on 1 March 2024.
- The Offeror will commence the Statutory Buy-Out Proceedings in order to obtain 100% of the Securities following the Post-Closing Acceptance Period.
- Delisting from Euronext Amsterdam will take place on 28 March 2024.

Leiden, the Netherlands, and Berlin, Germany, 28 February 2024 – De Gruyter and Brill are pleased to announce that 51,071 additional Securities, representing approximately 2.72% of Brill's outstanding capital, have been tendered during the Post-Closing Acceptance Period that expired today at 17:40 CET. Together with the Securities already held by the Offeror on the date hereof, the Offeror will hold a total of 1,852,758 Securities, representing approximately 98.84% of Brill's outstanding capital.

### Settlement Post-Closing Acceptance Period

With reference to the Offer Memorandum, Securityholders who accepted the Offer shall receive a cash amount of EUR 27.50 (cum dividend) for each Tendered Security that is transferred (*geleverd*) for acceptance pursuant to the Offer during the Post-Closing Acceptance Period (the "**Offer Price**").

Settlement of the Securities tendered during the Post-Closing Acceptance Period and payment of the Offer Price will take place on 1 March 2024.

### Statutory Buy-Out Proceedings

Since the Offeror holds more than 95% of the Securities, the Offeror will initiate the Statutory Buy-Out Proceedings in an expeditious manner in order to obtain 100% of the Securities. Reference is made to Section 5.12.2 (*Statutory Buy-Out Proceedings*) of the Offer Memorandum.

### Delisting

As a result of the Offeror holding more than 95% of the Securities, the termination of listing and trading of the Depository Receipts on Euronext Amsterdam will be pursued. Euronext has approved the delisting of the Depository Receipts from Euronext Amsterdam.

In consultation with Euronext, it has been decided that delisting of the Depository Receipts from Euronext Amsterdam will take place on 28 March 2024 and the last day of trading of the Depository Receipts will therefore be on 27 March 2024. Reference is made to Section 5.11.1 (*Intentions following the Offer being declared unconditional*) and Section 5.11.2 (*Liquidity and delisting*) of the Offer Memorandum.

## **Announcement**

Any announcement contemplated by the Offer Memorandum will be made by press release. Any press release issued by the Offeror will be made on the website <https://www.degruyter.com/press-releases>. Any press release issued by Brill will be made available on its webpage dedicated to the Offer: [www.brill.com/page/degruyter](http://www.brill.com/page/degruyter).

## **Offer Memorandum, Position Statement and further information**

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and/or Position Statement.

Digital copies of the Offer Memorandum and Position Statement are available on Brill's dedicated webpage: [www.brill.com/page/degruyter](http://www.brill.com/page/degruyter). A digital copy of the Offer Memorandum is also made available on the website of the Offeror (<https://www.degruyter.com/press-releases>). Such websites do not constitute a part of, and are not incorporated by reference into, the Offer Memorandum. Copies of the Offer Memorandum and the Position Statement are also available free of charge at the offices of Brill and the Settlement Agent, at the addresses mentioned below.

### **Brill**

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Plantijnstraat 2  
2321 JC Leiden  
The Netherlands

### **The Settlement Agent**

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### **About Brill**

Founded in 1683 in Leiden, the Netherlands, Brill is a leading international academic publisher in the Humanities, Social Sciences, International Law, and Biology. With offices in the Netherlands, Germany, Austria, the USA and Asia, Brill today publishes more than 360 journals and 2,000 new books and reference works each year as well as a large number of databases and primary source research collections. Commitment to Open Access and the latest publishing technologies are at the core of Brill's mission to make academic research available for the scholarly community worldwide. The company's key customers are academic and research institutions, libraries, and scholars. Brill's depository receipts are listed on Euronext Amsterdam. For further information, please visit [www.brill.com](http://www.brill.com).

### **About De Gruyter**

Headquartered in Berlin since 1749 – and with offices in Boston, Beijing and across Europe – family-owned academic publisher De Gruyter uses its global reach to promote, disseminate and advance knowledge. Its portfolio makes De Gruyter one of the world's largest and most reputable humanities publishers while extending to subject areas like natural and social sciences, economics, technology, mathematics, architecture, design and more. Eight highly respected publishing brands – De Gruyter Mouton, De Gruyter Oldenbourg, De Gruyter Akademie Forschung, De Gruyter Saur, Birkhäuser, Deutscher Kunstverlag (DKV), Jovis Verlag and Ubiquity – are part of De Gruyter. De Gruyter publishes over 120 gold open access journals and is one of the largest independent open access book publishers. A partner and provider of publishing services to top-tier universities, academic societies and publishers, De Gruyter also distributes the complete digital collections of some of the world's most renowned scholarly presses through its University Press Library. The award-winning website [degruyter.com](http://degruyter.com) hosts the complete De Gruyter collection since 1749 and research published by De Gruyter's imprints and partners. Over 150,000 eBooks and 850,000 journal articles make [degruyter.com](http://degruyter.com) one of the most

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