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For immediate release

10 August 2015

**Recommended Cash Acquisition  
of  
ANITE PLC  
by  
KEYSIGHT TECHNOLOGIES NETHERLANDS B.V.  
(a wholly owned indirect subsidiary of Keysight Technologies, Inc.)  
to be effected by means of a  
Scheme of Arrangement  
under Part 26 of the Companies Act 2006**

**Suspension of listing and trading of Anite Shares**

On 17 June 2015, the boards of Anite plc (“Anite”) and Keysight Technologies, Inc. (“Keysight”) announced that they had agreed the terms of the recommended Acquisition by Keysight Technologies Netherlands B.V. (“Keysight B.V.”), a wholly owned indirect subsidiary of Keysight, of the entire issued and to be issued ordinary share capital of Anite at 126 pence per Anite Share, to be effected by way of a scheme of arrangement under Part 26 of the Companies Act.

Pursuant to the terms of the Scheme and Listing Rule 5.3, Anite announces that the listing of the Anite Shares on the Official List and the trading of the Anite Shares on the London Stock Exchange have been suspended, effective from 5.00 p.m. (London time) today.

The Court sanctioned the Scheme at the Scheme Court Hearing earlier today (10 August 2015) and the Effective Date of the Scheme is expected to be on, or prior to, 17 August 2015.

The de-listing of Anite Shares from the Official List and the cancellation of trading of Anite Shares on the London Stock Exchange have been applied for and are expected to take effect by 8.00 a.m. on the Dealing Day following the Effective Date.

Capitalised terms in this announcement (unless otherwise defined) have the same meanings as set out in the Scheme Document.

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**Further Information**

Evercore Partners International LLP (“Evercore”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as lead financial adviser exclusively for Anite 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 Anite for providing the protections afforded to clients of Evercore, nor for providing advice in relation to the matters referred to in this announcement. Neither Evercore nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Evercore in connection with this announcement, any statement contained herein or otherwise.

Jefferies International Limited (“Jefferies”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Anite as financial adviser and corporate broker and no-one else in connection with the Acquisition and Jefferies will not regard any other person as its client(s) of Jefferies in relation to the Acquisition and will not be responsible to anyone other than Anite for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

Canaccord Genuity Limited (“Canaccord”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Anite as financial adviser and corporate broker and no-one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than Anite for providing the protections afforded to its clients or for providing advice in relation to the Acquisition, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer to sell or otherwise dispose of or invitation to purchase or otherwise acquire any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issue or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document, which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document.

### **Overseas Shareholders**

This announcement has been prepared for the purpose of complying with the laws of the United Kingdom 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 release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements. Further details in relation to Overseas Shareholders are contained in the Scheme Document.

The Acquisition relates to the shares of a United Kingdom company and is being effected by means of a scheme of arrangement under the laws of the United Kingdom. Neither the proxy solicitation rules nor (unless implemented by means of an Offer) the tender offer rules under the US Securities Exchange Act of 1934, as amended, apply to the Acquisition. Moreover, the Acquisition is subject to the disclosure requirements and practices applicable in the United Kingdom and under the Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. If Keysight B.V. exercises its right to implement the Acquisition of the Anite Shares by way of an Offer and determines to extend the Offer into the United States, the Offer will be made in compliance with applicable United Kingdom and US securities laws and regulations. Financial information relating to Anite included in this announcement and the Scheme Document has been or will have been prepared in accordance with accounting standards applicable in the United Kingdom that may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Unless otherwise determined by Keysight B.V. or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Anite Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident.

Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

### **Dealing disclosure requirements**

Under Rule 8.3(a) of the Takeover 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 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) 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 Takeover 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 p.m. (London time) 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 [www.thetakeoverpanel.org.uk](http://www.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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

## **Information Relating to Anite Shareholders**

Please be aware that addresses, electronic addresses and certain information provided by Anite Shareholders, persons with information rights and other relevant persons for the receipt of communications from Anite may be provided to Keysight during the offer period as requested under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.6(c).

## **Publication on website**

In accordance with Rule 24.1 of the Takeover Code, a copy of this announcement will be available on Keysight's website ([http://about.keysight.com/docs/investor\\_info.shtml](http://about.keysight.com/docs/investor_info.shtml)) and Anite's website (<http://www.anite.com/investor-relations>) by no later than 12.00 noon on the Business Day following publication of this announcement.