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FOR IMMEDIATE RELEASE

7 January 2021

RECOMMENDED CASH ACQUISITION

of

CODEMASTERS GROUP HOLDINGS PLC

by

CODEX GAMES LIMITED

an indirect subsidiary of

ELECTRONIC ARTS INC.

**(to be implemented by way of a scheme of arrangement
under Part 26 of the Companies Act 2006)**

On 14 December 2020, the boards of Codemasters Group Holdings plc (“**Codemasters**”) and Electronics Arts Inc. (“**EA**”) announced that they had reached agreement on the terms of a recommended acquisition by Codex Games Limited (“**Bidco**”), an indirect subsidiary of EA, of the entire issued and to be issued ordinary share capital of Codemasters (the “**Acquisition**”). As outlined in that announcement, the Acquisition is to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”) (or, if Bidco elects, with the consent of the Panel, a takeover offer under Part 28 of the Companies Act 2006) and is subject to the terms and conditions set out in the scheme document in relation to the Acquisition (the “**Scheme Document**”).

Publication and posting of the Scheme Document

The Codemasters Board is pleased to announce that the Scheme Document is being published and posted to Codemasters Shareholders today. The Scheme Document contains, amongst other things, a letter from the Non-Executive Chairman of Codemasters, a statutory explanatory statement, the full terms and conditions of the Acquisition, notices convening the Court Meeting and the General Meeting in connection with the Scheme, an expected timetable of principal events and details of the actions to be taken by Codemasters Shareholders. A copy of the Scheme Document is available on Codemasters’ website at <https://www.codemasters.com/investors/#electronic-arts>.

Unless otherwise defined, all capitalised terms in this announcement shall have the same meaning given to them in the Scheme Document.

Hard copies of the Scheme Document and the Forms of Proxy for the Court Meeting and the General Meeting are being posted to Codemasters Shareholders today.

Action to be taken

As further detailed in the Scheme Document, the Scheme is subject to the Conditions. To become effective, the Scheme will require, amongst other things, approval by a majority in number representing not less than 75 per cent. in value of the Codemasters Shareholders present, entitled to vote and voting, either via the Virtual Meeting Platform (as referred to below) or by proxy, at the Court Meeting and the passing of the Special Resolution to be proposed at the General Meeting.

The Court Meeting and the General Meeting will be held at Codemasters Campus, Stoneythorpe, Southam, Warwickshire, CV47 2DL on 3 February 2021 at 10.00 a.m. and 10.15 a.m. respectively (or, in the case of the

General Meeting, as soon as the Court Meeting has concluded or been adjourned, if later). The Scheme requires approval at both of these Meetings. Shareholders can attend remotely, via the Virtual Meeting Platform as set out in the Scheme Document.

COVID-19 restrictions

The Codemasters Board notes the measures imposed by the UK Government in view of the ongoing COVID-19 pandemic. At the time of this announcement, the UK Government has prohibited large public gatherings, save in certain limited circumstances. In light of these measures, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of the Scheme Shareholders, Codemasters Shareholders and Codemasters Directors, the Codemasters Board hopes that shareholders will understand that Scheme Shareholders, Codemasters Shareholders and other attendees will not be permitted to attend the Court Meeting or the General Meeting in person, save for the Chairman of the meetings and anyone else nominated by the Chairman of the Meetings in order to establish a quorum.

Scheme Shareholders and Codemasters Shareholders are however being given the opportunity to remotely attend, submit written questions and vote at the Court Meeting and the General Meeting via a virtual meeting platform provided by Lumi AGM UK Limited (the “**Virtual Meeting Platform**”), further details of which are set out in the Scheme Document. Guidance on remotely accessing and participating in the Codemasters Shareholder Meetings via the Virtual Meeting Platform is also available at www.codemasters.com/investors/#electronic-arts and will be sent to Codemasters Shareholders in hard copy.

Scheme Shareholders and Codemasters Shareholders are strongly encouraged to appoint “the Chairman of the meeting” as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the relevant Meeting in person, but will be able to attend, submit written questions (and/or, in respect of the Court Meeting, any objections) and vote at the relevant Meeting remotely via the Virtual Meeting Platform, further details of which are set out in the Scheme Document and in the Virtual Meeting Guide.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Whether or not Scheme Shareholders or Codemasters Shareholders intend to attend and/or vote (in each case, remotely, via the Virtual Meeting Platform) at the Meetings, they are strongly advised to sign and return their BLUE Form of Proxy (by post) or transmit a proxy appointment and voting instruction (electronically, online or through CREST) for the Court Meeting as soon as possible. The completion and return of the Forms of Proxy (by post) (or transmission of a proxy appointment or voting instruction electronically, online or through CREST or by any other procedure described in the Scheme Document) will not prevent a Scheme Shareholder or a Codemasters Shareholder from remotely attending, submitting written questions and/or (in the case of the Court Meeting) any objections and voting at the Court Meeting or the General Meeting, in each case via the Virtual Meeting Platform as described in the opening pages of the Scheme Document and in the Virtual Meeting Guide, if such Scheme Shareholder or Codemasters Shareholder is entitled to and wishes to do so.

If the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be emailed to Rachel.Sellers@linkgroup.co.uk at any time prior to the commencement of the Court Meeting. However, if the WHITE Form of Proxy for the General Meeting is not lodged by the relevant time, it will be invalid.

Following the Meetings, the Scheme must be sanctioned by the Court and will only become Effective upon delivery to the Registrar of Companies of a copy of the Court Order.

The Codemasters Directors, who have been so advised by Jefferies as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing advice to the Codemasters Directors, Jefferies has taken into account the commercial assessment of the Codemasters Directors. Jefferies is providing independent financial advice to the Codemasters Directors for the purposes of Rule 3 of the Code.

Accordingly, the Codemasters Directors recommend unanimously that Codemasters Shareholders vote in favour of the Scheme at the Court Meeting and the Special Resolution to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by means of an Offer, to accept such Offer).

Codemasters Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

Cancellation of admission of Codemasters Shares to trading on AIM

If the Scheme becomes effective in accordance with its terms, it is anticipated that dealings in Codemasters Shares will be suspended at 7.30 a.m. on 18 February 2021 and subsequently the Codemasters Shares will be cancelled from admission to trading on AIM at 7.00 a.m. on 19 February 2021.

Expected Timetable

The current expected timetable of principal events for the implementation of the Scheme is set out below and in the Scheme Document.

<i>Event</i>	<i>Time/date</i>
Publication of this document	7 January 2021
Latest time for lodging Forms of Proxy for the Court Meeting (BLUE Form of Proxy) or for submitting proxy instructions in respect of the Court Meeting via the Signal Shares share portal service or the CREST Proxy Voting Service	10:00 a.m. on 1 February 2021 ⁽²⁾
Latest time for lodging Forms of Proxy for the General Meeting (WHITE Form of Proxy) or for submitting proxy instructions in respect of the General Meeting via the Signal Shares share portal service or the CREST Proxy Voting Service	10:15 a.m. on 1 February 2021 ⁽³⁾
Voting Record Time for the Court Meeting and the General Meeting	6:00 p.m. on 1 February 2021 ⁽⁴⁾
Court Meeting	10:00 a.m. on 3 February 2021
General Meeting	10:15 a.m. on 3 February 2021 ⁽⁵⁾
<i>Certain of the following dates are subject to change (please see Note ⁽¹⁾ below):</i>	
Court Hearing (to sanction the Scheme)	10:30 a.m. on 16 February 2021 (the Court Sanction Date)
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Codemasters Shares	17 February 2021
Scheme Record Time	6:00 p.m. on 17 February 2021
Effective Date	18 February 2021
Dealings in Codemasters Shares on AIM suspended	7:30 a.m. on 18 February 2021
Cancellation of admission to trading on AIM of, and dealings in, Codemasters Shares	7:00 a.m. on 19 February 2021
Settlement of the Offer Price:	
Despatch of cheques and crediting of CREST for cash consideration due under the Scheme	As soon as practicable and, in any event, within 14 days following the Effective Date
Long Stop Date	30 June 2021 ⁽⁶⁾

All references in this document to times are to times in London, unless otherwise stated.

Notes: All references in this document to times are to times in London, unless otherwise stated.

- (1) These times and dates are indicative only and will depend, among other things, on the date on which the Conditions are satisfied or, if capable of waiver, waived and therefore the date on which the Court sanctions the Scheme (which may not be the same day on which the Court hears Codemasters' application). The timetable is also dependent on when the Court Order sanctioning the Scheme is delivered to the Registrar of Companies. Codemasters will give notice of any change(s) to the above timetable by issuing an announcement through a Regulatory Information Service and by publishing such changes on Codemasters' website at www.codemasters.com/investors/#electronic-arts and, if required by the Panel, by posting notice of the change(s) to Codemasters Shareholders.
- (2) It is requested that BLUE Forms of Proxy for the Court Meeting be lodged before 10:00 a.m. on 1 February 2021 or, if the Court Meeting is adjourned, not later than 48 hours before the time appointed for the holding of the adjourned Meeting (excluding any day which is not a Business Day). However, if the BLUE Form of Proxy for the Court Meeting is not lodged by the relevant time, it may be emailed to Rachel.Sellers@linkgroup.co.uk at any time prior to the commencement of the Court Meeting.
- (3) WHITE Forms of Proxy for the General Meeting must be lodged before 10:15 a.m. on 1 February 2021 in order to be valid or, if the General Meeting is adjourned, not later than 48 hours before the time appointed for the holding of the adjourned Meeting (excluding any day which is not a Business Day). If the WHITE Form of Proxy is not lodged by the relevant time, it will be invalid.
- (4) If either of the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned Meeting will be 6:00 p.m. on the date which is two days preceding the date fixed for the adjourned Meeting (excluding any day which is not a Business Day).
- (5) Or as soon thereafter as the Court Meeting has been concluded or adjourned, if later.
- (6) This date may be extended to such date as Codemasters, EA and Bidco may, with the consent of the Panel, agree and the Court (if required) may allow.

Information for Codemasters Shareholders

If you have any queries about the Scheme Document, the Court Meeting or the General Meeting or are in any doubt as to how to complete the Forms of Proxy, please contact Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. and 5:30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Enquiries:

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Important notices relating to financial advisers

Jefferies International Limited (“Jefferies”) which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Codemasters as financial adviser and for no one else in connection with the matters set out in this announcement 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 Codemasters for providing the protections afforded to its clients or for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this announcement. Neither Jefferies, nor any of its 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 Jefferies in connection with this announcement, any statement contained herein or otherwise.

Liberum Capital Limited (“Liberum”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Codemasters as nominated adviser and broker and for no one else in connection with the matters set out in this announcement 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 Codemasters for providing the protections afforded to its clients or for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this announcement. Neither Liberum, nor any of its 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 Liberum in connection with this announcement, any statement contained herein 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 an 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 is being made solely by the Scheme Document (or, in the event that the Acquisition is to be implemented by means of an Offer, the Offer Document) which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Scheme. Any voting decision or response in relation to the Acquisition should be made solely on the basis of the Scheme Document. Codemasters Shareholders are advised to read the formal documentation in relation to the Acquisition carefully now that it has been published. Each Codemasters Shareholder is urged to consult his or her independent professional adviser regarding the tax consequences of the Acquisition.

This announcement does not constitute a prospectus or a prospectus equivalent document.

Overseas jurisdictions

Unless otherwise determined by Codemasters, EA and Bidco or required by the Code, and permitted by applicable law and regulation, 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, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, 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 from within a jurisdiction if to do so would constitute a violation of the laws of that jurisdiction and the Acquisition may not be capable of acceptance by any such use, means, instrumentality or facilities.

In particular, the ability of Codemasters Shareholders (or nominees of, or custodians or trustees for, such Codemasters Shareholders) not resident in, or nationals or citizens of the United Kingdom (“Overseas Shareholders”) to vote their Codemasters Shares at the Court Meeting and/or the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting and/or the General

Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with applicable legal or regulatory requirements of any jurisdiction may constitute a violation of securities laws in that jurisdiction.

Copies of this announcement and any formal documentation relating to the Acquisition 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 them in or into or from any Restricted Jurisdiction.

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 England.

Further details in relation to Codemasters Shareholders in overseas jurisdictions are contained in the Scheme Document.

Additional information for US investors

The Acquisition relates to the shares of an English incorporated company and is being made by way of a scheme of arrangement provided for under Part 26 of the Companies Act. The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable to a scheme of arrangement involving a company in England listed on the London Stock Exchange, which differ from the disclosure requirements of US tender offer and proxy solicitation rules. If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer and determines to extend the Offer into the United States, the Acquisition will be made in compliance with applicable US laws and regulations.

The financial information included in this announcement has been prepared in accordance with International Financial Reporting Standards (as adopted by the European Union) and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

It may be difficult for US Codemasters Shareholders to enforce their rights and any claim arising out of the US federal securities laws, because Codemasters is located in a non-US country, and some or all of its officers and directors are residents of a non-US country. US Codemasters Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.

US Codemasters Shareholders also should be aware that the Acquisition contemplated herein may have tax consequences in the US and, that such consequences, if any, are not described herein. US Codemasters Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

Forward-looking statements

This announcement contains certain forward-looking statements with respect to EA, Bidco, Codemasters and the Combined Group. Statements including words such as "anticipate", "believe", "expect", "intend", "estimate", "plan", "predict", "seek", "goal", "will", "may", "likely", "should", "could" (and the negative of any of these terms), "future" and similar expressions also identify forward-looking statements. In addition, any statements that refer to projections of future financial performance or prospects, business and economic trends, markets projections, future capital expenditure, earnings, revenues, expenditure, losses, synergies, dividends, uncertain events and assumptions and other characterisations of future events or circumstances may be forward-looking statements. These forward looking statements are not guarantees of future performance and reflect the relevant management's current expectations. Actual results could differ materially from those discussed in the forward-looking statements and there are a number of factors which could cause actual results, development and outcomes to differ materially from those expressed in, or implied by such forward-looking statements and therefore such forward-looking statements are qualified in their entirety by the risks and uncertainties that apply to them. Many of these risks and uncertainties relate to factors beyond EA's, Bidco's and/or Codemasters' control and include but are not limited to, general business and market conditions (globally and locally), political, economic and regulatory influences, industry trends and competition, future interest and foreign exchange rates, changes in government and regulation (including health and safety and

environmental), employment and labour relations, tax rates and any future business acquisitions, combinations or disposals.

These forward-looking statements speak only as of the date of this announcement. All subsequent oral or written forward-looking statements attributable to EA, Bidco, Codemasters and/or the Combined Group or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above. None of EA, Bidco or Codemasters, nor any member of the EA Group or Codemasters Group, respectively, assumes any obligation to revise or update any forward-looking statement for any reason, except as required by law or regulation.

For a discussion of important factors which could cause actual results to differ from forward-looking statements in relation to Codemasters, refer to the annual report and accounts for the Codemasters Group for the financial year ended 31 March 2020 and the unaudited consolidated interim financial statements of Codemasters for the six months ended 30 September 2020.

EA's latest Quarterly Report on Form 10-Q, as well as in other documents EA has filed with the U.S. Securities and Exchange Commission, including EA's Annual Report on Form 10-K for the fiscal year ended 31 March 2020, contains additional information regarding forward-looking statements with respect to EA.

No profit forecasts or estimates

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

Publication on website and availability of hard copies

A copy of this announcement and the documents required to be published pursuant to Rule 26.1 and Rule 26.2 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions), free of charge, on Codemasters website at www.codemasters.com/investors/#electronic-arts and on EA's website at www.ea.com/codemasters-group by no later than 12.00 noon on the Business Day following the date of 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 Link Market Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by calling Link Market Services Limited on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday (excluding public holidays in England and Wales). 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 be sent to them in relation to the Acquisition should be in hard copy form.

Information relating to Codemasters Shareholders

Addresses, electronic addresses and certain other information provided by Codemasters Shareholders and other relevant persons for the receipt of communications from Codemasters may be provided to EA and Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Code.

Dealing disclosure requirements

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 p.m. (London time) on the 10th Business Day (as defined in the Code) 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 (as defined in the Code) 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(s), 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 (as defined in the Code) 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 Panel's website at 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.