



**ANNEX TO ANNOUNCEMENT OF PERKINELMER AND OXFORD IMMUNOTEC**

**RECOMMENDED ACQUISITION**

**OF**

**OXFORD IMMUNOTEC GLOBAL PLC ("OXFORD IMMUNOTEC")**

**BY**

**PERKINELMER, INC. ("PERKINELMER")**

**(TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT UNDER PART 26 OF THE COMPANIES ACT)**

**1. INTRODUCTION**

The boards of directors of PerkinElmer and Oxford Immunotec are pleased to announce that they have reached agreement on the terms of a recommended acquisition whereby the entire issued and to be issued ordinary share capital of Oxford Immunotec will be acquired by Bidco (a wholly-owned subsidiary of PerkinElmer). It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

**2. THE ACQUISITION**

The Acquisition, which will be on the terms and subject to the conditions to be set out in the Scheme Document and Proxy Statement, will be made on the following basis:

**for each Oxford Immunotec share: USD 22.00 in cash**

- the terms of the Acquisition value Oxford Immunotec's entire issued and to be issued ordinary share capital at approximately USD 591 million; and
- the terms of the Acquisition represent a premium of approximately:
  - 28.3% to the Closing Price per Oxford Immunotec share of USD 17.15 on January 5, 2021 (being the last practicable date prior to the date of this Announcement); and
  - 53.5% to the 90 trading day volume weighted average price per Oxford Immunotec Share of USD 14.34 for the period from October 8, 2020 to January 5, 2021 (being the last practicable date prior to the date of this Announcement).
- In addition the terms of the acquisition represent a premium of 99.2% to the Company's enterprise value calculated using the 90-day volume weighted average price for the period from October 8, 2020 to January 5, 2021.

**3. BACKGROUND TO AND REASONS FOR THE ACQUISITION**

PerkinElmer is a global leader in the life sciences and diagnostics industry offering a broad portfolio of products, services and solutions for the diagnostics, life sciences, food and applied markets. PerkinElmer is focused on serving attractive end markets, improving its product mix, enhancing geographic reach and strengthening its technological capabilities.

The proposed acquisition of Oxford Immunotec by PerkinElmer will bring a number of benefits, which will further drive growth and value in the following ways, among others:

- The combination of PerkinElmer's channel expertise and leading workflow and testing capabilities with Oxford Immunotec's leading proficiencies in T cell immunology with its proprietary test kits for latent tuberculosis will create better solutions for customers around the world.
- Following the Acquisition, PerkinElmer will broaden its infectious disease solutions portfolio with market-leading tuberculosis offerings.

#### 4. **RECOMMENDATION**

The Oxford Immunotec directors, who have been advised by an affiliate of Perella Weinberg Partners with respect to the consideration to be received by holders of Oxford Immunotec Shares in the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Oxford Immunotec directors, Perella Weinberg Partners has taken into account the commercial assessments of the Oxford Immunotec directors.

Accordingly, the Oxford Immunotec directors have unanimously determined that it is advisable to recommend that Oxford Immunotec shareholders vote in favour of the resolutions relating to the Acquisition at the Meetings (or in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer), as they have irrevocably committed to do in respect of their entire beneficial holdings of 339,771 Oxford Immunotec Shares, representing approximately 1.3% of Oxford Immunotec's issued share capital as at January 5, 2021, being the last practicable date prior to the date of this Announcement, and in respect of any awards that they exercise (which if exercised in full by each Oxford Immunotec director would be a further 1,271,624 Oxford Immunotec Shares).

#### 5. **BACKGROUND TO AND REASONS FOR THE RECOMMENDATION**

The terms of the Acquisition represent a 28.3% premium to the Closing Price per Oxford Immunotec share of USD 17.15 on January 5, 2021 (being the last practicable date prior to the date of this Announcement) and the Oxford Immunotec directors consider the terms of the Acquisition to be a fair reflection of the value of Oxford Immunotec's business. In addition the terms of the Acquisition represent a premium of 99.2% to the Company's enterprise value calculated using the 90-day volume weighted average price for the period from October 8, 2020 to January 5, 2021.

#### 6. **IRREVOCABLE UNDERTAKINGS**

PerkinElmer has received irrevocable undertakings to vote or procure votes in favor of the resolutions relating to the Scheme at the Meetings (or in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of such Offer) from the Oxford Immunotec directors and named executive officers, in respect of their entire outstanding beneficial holdings and (to the extent relevant) the outstanding beneficial holdings of such person's spouse, civil partner, de facto partner, or similarly-related person, amounting to 339,771 Oxford Immunotec shares, in aggregate, representing approximately 1.3% of the issued share capital of Oxford Immunotec as at January 5, 2021, being the last practicable date prior to this Announcement and in respect of any awards that they exercise (which if exercised in full by each Oxford Immunotec director and named executive officer) would be a further 1,461,753 Oxford Immunotec Shares.

Further details of these Irrevocable Undertakings are set out in Appendix I.

#### 7. **INFORMATION ON PERKINELMER**

PerkinElmer enables scientists, researchers and clinicians to address their most critical challenges across science and healthcare. With a mission focused on innovating for a healthier world, PerkinElmer delivers unique solutions to serve the diagnostics, life sciences, food and applied markets. PerkinElmer strategically partners with customers to enable earlier and more accurate insights supported by deep market knowledge and technical expertise. It has a dedicated team of about 14,000 employees worldwide who are passionate about helping customers work to create healthier families, improve the quality of life, and sustain the wellbeing and longevity of people globally. PerkinElmer reported revenue of approximately \$2.9 billion in 2019, serves customers in 190 countries, and is a component of the S&P 500 index. Additional information is available through 1-877-PKI-NYSE, or at [www.perkinelmer.com](http://www.perkinelmer.com).

#### 8. **INFORMATION ON OXFORD IMMUNOTEC**

Oxford Immunotec is a global, high-growth diagnostics company. Oxford Immunotec brings energy and invention to a world in need of diagnostic truth. Oxford Immunotec is uniquely placed as the only company in the world offering regulated ELISPOT assays for T cell measurement, with approval around the globe. Oxford Immunotec's leading product, the T-SPOT®.TB test, is used for diagnosing infection with Tuberculosis, the world's largest cause of death from infectious disease. Oxford Immunotec has manufactured in excess of 20 million clinical T cell tests for TB infection. The T-SPOT.TB test has been approved for sale in over 50 countries, including the United States, where it has received pre-market approval from the Food and Drug Administration, Europe, where it has obtained a CE mark, as well as Japan and China. The Company is headquartered near Oxford, U.K. and in Marlborough, MA. Additional information can be found at [www.OxfordImmunotec.com](http://www.OxfordImmunotec.com).

T-SPOT, the Oxford Immunotec logo, and T-Cell Select are trademarks of Oxford Immunotec Limited.

## 9. OXFORD IMMUNOTEC SHARE PLANS

Participants in the Oxford Immunotec Share Plans will be treated in accordance with the provisions set forth in the Implementation Agreement.

## 10. ACQUISITION RELATED ARRANGEMENTS

### 10.1 Implementation Agreement

PerkinElmer, Bidco and Oxford Immunotec entered into the Implementation Agreement, which records PerkinElmer's, Bidco's and Oxford Immunotec's intention to implement the Acquisition by way of a Scheme, subject to the ability of PerkinElmer and Bidco to implement the Acquisition by way of an Offer in the circumstances described in the Implementation Agreement.

Oxford Immunotec has made representations and warranties to PerkinElmer and Bidco in the Implementation Agreement, regarding among other things: (i) corporate existence and power; (ii) subsidiaries; (iii) organisational documents; (iv) corporate authorisation; (v) binding obligations; (vi) governmental authorisation; (vii) non-contravention; (viii) capitalisation; indebtedness; (ix) SEC filings and financial statements; (x) absence of certain changes; (xi) property; (xii) compliance with laws; permits; (xiii) regulatory matters; (xiv) certain business practices; (xv) litigation; (xvi) intellectual property; (xvii) taxes; (xviii) material contracts; (xix) environmental matters; (xx) insurance; (xxi) opinion of financial advisor; (xxii) finders' fee; (xxiii) employees and benefits plans; (xxiv) privacy and data security; (xxv) the inapplicability of the code on takeovers and mergers; (xxvi) affiliate transactions; (xxvii) no rights plan; (xxviii) suppliers; and (xxix) no other representations or warranties. The Implementation Agreement contains customary representations and warranties by PerkinElmer and Bidco. The Implementation Agreement also contains customary pre-closing covenants, including obligations on Oxford Immunotec to conduct its business in the ordinary course of business and to refrain from taking specified actions without the consent of PerkinElmer.

#### Termination and Termination Fee

The Implementation Agreement contains customary termination rights for both PerkinElmer and the Company, including, among others, that it may be terminated, subject to the terms and conditions of the Implementation Agreement: (i) by mutual written consent of PerkinElmer and the Company; (ii) by either the Company or PerkinElmer, if a governmental injunction, order or other legal restraint prevents the consummation of the Acquisition; (iii) by either PerkinElmer or the Company, if the Scheme is not approved by the requisite majority of the Company's shareholders or the Scheme is not sanctioned by the Court at the Court Hearing; or (iv) by either the Company or PerkinElmer upon the other party's uncured material breach of any representation, warranty, covenant or obligation under the Implementation Agreement which would reasonably be expected to prevent PerkinElmer from consummating the Acquisition or which would prevent the Company from satisfying certain closing conditions, as the case may be. The Implementation Agreement may also be terminated (A) by PerkinElmer if the Company Board fails to recommend or changes its recommendation regarding the Acquisition or approves or recommends an alternative transaction or, in certain circumstances, fails to recommend against an alternative transaction, or (B) by the Company, in order to enter into a definitive agreement with respect to a superior proposal, subject to specified limitations. In addition to the foregoing termination rights, and subject to certain limitations, either of PerkinElmer and the Company may terminate the Implementation Agreement if the Acquisition is not consummated by the long stop date of June 30, 2021 (or such later date as the parties may agree). If the Implementation Agreement is terminated under certain circumstances specified in the Implementation Agreement (including under specified circumstances in connection with the Company's entry into an agreement with respect to a superior proposal), the Company will be required to pay the PerkinElmer a termination fee of \$5,900,000.

## 11. STRUCTURE OF THE ACQUISITION

### Scheme

It is intended that the Acquisition will be effected by a Court-sanctioned scheme of arrangement between Oxford Immunotec and the Scheme Shareholders under Part 26 of the Companies Act. The purpose of the Scheme is to provide for Bidco to become the owner of the whole of the issued and to be issued ordinary share capital of Oxford Immunotec.

This is to be achieved by the transfer of all of the outstanding Scheme Shares at the Scheme Record Time to Bidco or its nominee, in consideration for which Bidco will pay the cash consideration per Scheme Share on the basis set out in the Scheme. Under the Scheme, the Acquisition is to be achieved by:

- (a) Oxford Immunotec shareholders receiving a circular including notices convening the Court Meeting and the General Meeting and setting out the details of the Scheme;

- (b) passing of the resolutions at the General Meeting and the Court Meeting; and
- (c) the sanction of the Scheme by the Court at the Court Hearing and, consequently, the transfer of the Scheme Shares held by Scheme Shareholders to Bidco (or its nominee(s)) in consideration for which the Scheme Shareholders will receive cash consideration pursuant to the Scheme.

### **Approval by Court Meeting and General Meeting**

In order to become Effective, the Scheme requires, among other things, the:

- (a) approval of a majority in number of the Scheme Shareholders who vote, representing not less than 75% in value of the Scheme Shares held by those Scheme shareholders, present and voting, either in person or by proxy, at the Court Meeting; and
- (b) approval of not less than 75% of the votes cast, either in person or by proxy, of the resolution necessary in order to implement the Scheme and to amend the articles of association of Oxford Immunotec at the General Meeting (to be held directly after the Court Meeting).

### **Application to Court to sanction the Scheme**

Once the approvals of the Oxford Immunotec shareholders have been obtained at the Court Meeting and the General Meeting, and the other conditions have been satisfied or (where applicable) waived, it is necessary for the Scheme to be sanctioned by the Court at the Court hearing.

### **Conditions to the Acquisition**

In addition to the conditions to the Scheme described above, the Acquisition will be subject to the conditions and further terms set out in full in the Implementation Agreement and to be detailed in the Scheme Document and Proxy Statement.

### **Scheme timetable**

A full anticipated timetable will be set out in the Scheme Document and Proxy Statement which Oxford Immunotec will file with the SEC, and which is intended to be posted to Oxford Immunotec shareholders along with notices of the Court Meeting and General Meeting and the Forms of Proxy within 5 Business Days following the date Oxford Immunotec has cleared comments received from the SEC, if any, on such document, unless Oxford Immunotec and PerkinElmer otherwise agree to a later date. Subject to certain restrictions relating to persons resident in restricted jurisdictions, the Scheme Document will also be made available on Oxford Immunotec's website at [www.OxfordImmunotec.com](http://www.OxfordImmunotec.com).

At this stage, subject to the approval and availability of the Court (which is subject to change), and subject to the satisfaction (or, where applicable, waiver) of the conditions, PerkinElmer expects the Acquisition will become Effective by the first half of 2021.

### **Full details of the Scheme to be set out in the Scheme Document and Proxy Statement**

Further details of the Scheme will be set out in the Scheme Document and Proxy Statement, including the action to be taken by Scheme Shareholders.

In deciding whether or not to vote or procure votes in favour of the resolutions relating to the Scheme at the Meetings in respect of their Oxford Immunotec Shares, Oxford Immunotec shareholders should rely on the information contained, and follow the procedures described, in the Scheme Document and Proxy Statement.

The Scheme will be governed by the laws of England and Wales.

### **Right to switch to an Offer**

PerkinElmer reserves the right to elect, subject to the terms of the Implementation Agreement, to implement the Acquisition by way of an Offer. In such an event, the Offer will be implemented on the same terms or, if PerkinElmer so decides, on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme. The Effective Date for an Offer will be the date when the Offer has been declared or becomes unconditional.

## 12. **DE-LISTING AND RE-REGISTRATION**

Prior to the Scheme becoming Effective, a request will be made by Oxford Immunotec to Nasdaq to suspend trading of, and de-list, the Oxford Immunotec Shares on the Nasdaq Global Market, to take effect on, or shortly after, the Effective Date.

As soon as practicable after the Effective Date and after the cancellation of the listing and admission to trading of the Oxford Immunotec Shares on the Nasdaq Global Market, it is intended that Oxford Immunotec will be re-registered as a private limited company under the relevant provisions of the Companies Act.

## 13. **GENERAL**

Perella Weinberg Partners and Guggenheim Partners have given and not withdrawn their consent to the publication of this Announcement with the inclusion herein of the references to their names in the form and context in which they appear.

The Appendices form part of, and should be read in conjunction with, this Announcement.

### **Overseas Oxford Immunotec shareholders**

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom and the United States may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or the United States (including Restricted Jurisdictions) should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom or United States or who are subject to the laws of another jurisdiction to vote their Oxford Immunotec Shares in respect of the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court 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. This Announcement has been prepared for the purpose of complying with English law 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.

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 or any jurisdiction where to do so would constitute a violation of the laws of such 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. Doing so may render invalid any related purported vote in respect of acceptance of the Acquisition.

If the Acquisition is implemented by way of an Offer, the Offer may not (unless otherwise permitted by applicable law and regulation) be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, 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 any Restricted Jurisdiction and the Acquisition will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

Further details in relation to Oxford Immunotec shareholders in overseas jurisdictions will be contained in the Scheme Document.

### **Notice to U.S. investors in Oxford Immunotec**

The Acquisition relates to the shares of a U.K. company and is being made by means of a scheme of arrangement provided for under Part 26 of the Companies Act and subject to the proxy solicitation rules under the U.S. Exchange Act. The Acquisition, implemented by way of a scheme of arrangement, is not subject to the tender offer rules under the U.S. Exchange Act. If, in the future, PerkinElmer exercises its right to implement the Acquisition by way of an Offer, subject to the terms of the Implementation Agreement, the Acquisition will be made in compliance with applicable U.S. and U.K. laws and regulations.

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

U.S. Oxford Immunotec shareholders are urged to consult with their own legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

**Important notices relating to financial advisers**

Guggenheim Partners LLP ("**Guggenheim**"), which is authorized and regulated by the FCA, is acting exclusively for PerkinElmer and no one else in connection with the matters referred to in this document. Guggenheim is not and will not be responsible to anyone other than PerkinElmer for providing the protections afforded to its clients or for providing advice in connection with the contents of this document or any matter referred to in this Announcement.

Perella Weinberg Partners, which is authorized and regulated by the FCA, is acting exclusively for Oxford Immunotec and no one else in connection with the matters referred to in this document. Perella Weinberg Partners is not and will not be responsible to anyone other than Oxford Immunotec for providing the protections afforded to its clients or for providing advice in connection with the contents of this document or any matter referred to in this Announcement.

**The City Code on Takeovers and Mergers**

The City Code on Takeovers and Mergers does not apply to the Acquisition.

## APPENDIX I

### Irrevocable Undertakings

PerkinElmer (UK) Holdings Limited has received irrevocable commitments from the Oxford Immunotec directors and named executive officers, as listed below, in respect of their own beneficial holdings of Oxford Immunotec shares and (to the extent relevant) the beneficial holdings of each Oxford Immunotec director or named executive officer's spouse, civil partner, de facto partner, or similarly-related person, representing in aggregate approximately 1.3% of the existing issued share capital of Oxford Immunotec. These commitments require each Oxford Immunotec director and named executive officer to vote or procure that the registered holder votes in favour of the resolutions relating to the Acquisition at the Meetings (or, in the event the Acquisition is implemented by means of an Offer, to accept, or procure acceptance of, the Offer).

Name of Oxford Immunotec director or named executive officer	Number of Oxford Immunotec shares	% of Oxford Immunotec issued share capital
Peter Wrighton-Smith (Chief Executive Officer)	312,047	1.2
Ronald Andrews	0	0.0
Patrick Balthrop Sr.	4,000	0.0
Mark Klausner	0	0.0
Patricia Randall	23,724	0.1
Herman Rosenman	0	0.0
Richard Alvin Sandberg	0	0.0
James Tobin	0	0.0
Andrew Scott Walton	0	0.0
Janet Kidd	0	0.0
Matthew McLaughlin	0	0.0
<b>TOTAL</b>	<b>339,771</b>	<b>1.3</b>

PerkinElmer (UK) Holdings Limited has also received irrevocable commitments from the Oxford Immunotec Directors and named executive officers, as listed below, in respect of any awards exercised which would result in such Oxford Immunotec Director or named executive officer having outstanding beneficial holdings of Oxford Immunotec Shares and (to the extent relevant) the outstanding beneficial holdings of each such Oxford Immunotec Director or named executive officer's spouse, civil partner, de facto partner, or similarly-related person, which if such awards were exercised in full by each Oxford Immunotec Director or named executive officer would be in respect of 1,461,753 Oxford Immunotec Shares.

Name of Oxford Immunotec director or named executive officer	Total number of Oxford Immunotec Shares that may be acquired on exercise of awards
Peter Wrighton-Smith (Chief Executive Officer)	724,542
Ronald Andrews	65,774
Patrick Balthrop Sr.	62,045
Mark Klausner	47,131
Patricia Randall	95,472
Herman Rosenman	80,688
Richard Alvin Sandberg	56,967
James Tobin	73,231
Andrew Scott Walton	65,774

Janet Kidd	36,819
Matthew McLaughlin	153,310
<b>TOTAL</b>	<b>1,461,753</b>



## APPENDIX II

### Definitions

The following definitions apply throughout this Announcement, unless the context otherwise requires:

Bidder	means PerkinElmer, Inc.
Bidco	means PerkinElmer (UK) Holdings Limited
Bidder Group	means Bidder and its subsidiary undertakings and associated undertakings
Business Day	means a day (other than a Saturday, Sunday, public or bank holiday) on which banks are generally open for business in London and New York
Closing Price	means the Nasdaq closing price for a share
Companies Act	means the U.K. Companies Act 2006
Court	means the High Court of Justice in England and Wales
Court Hearing	means the hearing of the Court at which Oxford Immunotec will seek an order sanctioning the Scheme pursuant to Part 26 of the Companies Act (including any adjournment, postponement or reconvention thereof)
Court Meeting	means the meeting or meetings of the Scheme Shareholders to be convened by order of the Court pursuant to Part 26 of the Companies Act for the purpose of considering and, if thought fit, approving the Scheme including any adjournment, postponement or reconvention of any such meeting, notice of which shall be contained in the Scheme Document
Court Order	means the order of the Court sanctioning the Scheme under section 899 of the Companies Act
Effective	means: (i) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective in accordance with its terms; or (ii) if the Acquisition is implemented by way of an Offer, the Offer having been declared or become wholly unconditional
Effective Date	means the date on which the Acquisition becomes Effective
Forms of Proxy	means the forms of proxy in connection with each of the Court Meeting and the General Meeting, which shall accompany the Scheme Document
General Meeting	means the general meeting of Oxford Immunotec shareholders (including any adjournment thereof) to be convened for the purpose of considering and, if thought fit, approving the shareholder resolutions necessary to enable Oxford Immunotec to implement the Acquisition, notice of which shall be contained in the Scheme Document
Irrevocable Undertakings	means the irrevocable undertakings given by the Oxford Immunotec directors and named executive officers to vote or procure votes in favour of the Scheme at the Court Meeting and the resolutions to be passed at the General Meeting (or in the event that the Acquisition is implemented by way of an Offer, to accept or procure acceptance of the Offer), as detailed in paragraph 6 of this Announcement
Meetings	means the Court Meeting and the General Meeting
Nasdaq	means the Nasdaq Global Market
Offer	if the Acquisition is implemented by way of a takeover offer (within the meaning of section 974 of the Companies Act 2006), the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of Oxford Immunotec not already owned by Bidco including, where the context permits, any subsequent revision, amendment, variation, extension or renewal of such offer
Oxford Immunotec directors or Oxford Immunotec Board	means the directors of Oxford Immunotec as at the date of this Announcement or, where the context so requires, the directors of Oxford Immunotec from time to time
Oxford Immunotec shareholders	means the registered holders of Oxford Immunotec Shares from time to time
Oxford Immunotec Shares	means the ordinary shares of £0.006705 each in the capital of Oxford Immunotec

Oxford Immunotec Share Plans	means Oxford Immunotec's Amended and Restated 2008 Stock Incentive Plan and 2013 Share Incentive Plan
Perella Weinberg Partners	means Perella Weinberg UK Limited
Registrar	means the Registrar of Companies in England and Wales
Restricted Jurisdiction	means any jurisdiction where local laws or regulations may result in a risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available to Oxford Immunotec shareholders in that jurisdiction
Scheme	means the proposed scheme of arrangement under Part 26 of the Companies Act between Oxford Immunotec and Scheme Shareholders to implement the Acquisition to be set out in the Scheme Document, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Bidco and Oxford Immunotec
Scheme Document	means the circular including the particulars required by section 897 of the Companies Act that shall be dispatched to Oxford Immunotec shareholders by or on behalf of Oxford Immunotec in connection with the Scheme and containing, <i>inter alia</i> , the details of the Acquisition and notices convening the Meetings, including any revised or supplementary scheme document, which shall be a part of the proxy statement filed with the SEC
Scheme Record Time	means the time and date to be specified as such in the Scheme Document, expected to be 6.00 p.m. (London time) on the Business Day immediately preceding the Effective Date, or such other time as PerkinElmer and Oxford Immunotec may agree
Scheme Shareholders	means holders of Scheme Shares
Scheme Shares	means together:  (a) the Oxford Immunotec Shares in issue at the date of the Scheme Document and which remain in issue at the Scheme Record Time;  (b) any Oxford Immunotec Shares issued after the date of the Scheme Document and prior to the Voting Record Time which remain in issue at the Scheme Record Time; and  (c) any Oxford Immunotec Shares issued at or after the Voting Record Time and prior to the Scheme Record Time in respect of which the original or any subsequent holder thereof is bound by the Scheme, or shall by such time have agreed in writing to be bound by the Scheme and, in each case, which remain in issue at the Scheme Record Time, excluding, in any case, any Oxford Immunotec Shares held by or on behalf of PerkinElmer or the Bidder Group at the Scheme Record Time
SEC	means the U.S. Securities and Exchange Commission
U.K. or United Kingdom	means the United Kingdom of Great Britain and Northern Ireland
U.S. or United States	means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
U.S. Exchange Act	means the U.S. Securities Exchange Act of 1934
Voting Record Time	means the time and date to be specified in the Scheme Document by reference to which entitlement to vote at the Court Meeting will be determined, expected to be 6.00 p.m. (London time) on the day two days prior to the Court Meeting or any adjournment thereof (as the case may be)

All references to GBP, pence, Sterling, Pounds, Pounds Sterling, p or £ are to the lawful currency of the United Kingdom. All references to USD, \$, US\$, U.S. dollars, United States dollars and cents are to the lawful currency of the United States of America.

All references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, amended, replaced or re-enacted from time to

time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

All the times referred to in this Announcement are Eastern Time unless otherwise stated. References to the singular include the plural and vice versa.

All references to "subsidiary", "subsidiary undertaking", "undertaking" and "associated undertaking" have the respective meanings given to them in the Companies Act.