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**FOR IMMEDIATE RELEASE**

**RECOMMENDED CASH ACQUISITION**

**of**

**IndigoVision Group plc ("IndigoVision")**

**By**

**Motorola Solutions International Holding Limited ("Bidco")**

**a wholly owned subsidiary of Motorola Solutions, Inc. ("Motorola Solutions")**

**to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006**

**Results of Court Meeting and General Meeting**

On 17 March 2020, the boards of Motorola Solutions, Bidco and IndigoVision announced that they had reached agreement on the terms of a recommended cash offer to be made by Bidco to acquire the entire issued and to be issued share capital of IndigoVision (the "**Acquisition**"). The Acquisition is to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**").

The IndigoVision Directors are pleased to announce that, at the Court Meeting and the General Meeting held earlier today in connection with the proposed Scheme, all resolutions proposed, details of which are set out in the notices of the Court Meeting and the General Meeting contained in the circular to IndigoVision Shareholders dated 14 April 2020 (the "**Scheme Document**"), were duly passed by the requisite majorities and accordingly the Scheme was approved.

The total number of IndigoVision Shares in issue at the Voting Record Time was 7,610,756 ordinary shares of 1.0 pence each. As at the Voting Record Time, IndigoVision held 272,816 IndigoVision Shares in treasury and no shares were held or beneficially owned by Bidco, its nominees or any other members of the Bidco Group. Therefore, the total voting rights in IndigoVision as at the Voting Record Time were 7,337,940.

A summary of the voting results is set out below.

**Voting results of the Court Meeting**

At the Court Meeting, a majority in number of the Scheme Shareholders who voted (either in person or by proxy) and who together represented over 75 per cent. in value of the Scheme Shares held by those Scheme Shareholders, voted by way of poll in favour of the Scheme Resolution to approve the Scheme. Accordingly, the Scheme Resolution was duly passed.

Each Scheme Shareholder, present in person or by proxy, was entitled to one vote for each Scheme Share held at the Voting Record Time.

Details of the votes cast by Scheme Shareholders are as follows:

Present and Voting			Voted For the Scheme			Voted Against the Scheme		
How Present	No. of Scheme Shareholders	Scheme Shares Represented	No. of Scheme Shareholders	Scheme Shares Represented		No. of Scheme Shareholders	Scheme Shares Represented	
				No.	%		No.	%
In Person	2	48,000	2	48,000	100.00%	0	0	0.00%
By Proxy	81	5,494,638	80	5,487,770	99.88%	5	6,868	0.12%
Total	83*	5,542,638	82	5,535,770	99.88%	5	6,868	0.12%

\*There were four split proxy votes received so these votes are counted in both the For and Against the Scheme columns.

The total number of Scheme Shares in issue at the Voting Record Time was 7,337,940, being the total number of IndigoVision Shares in issue at the Voting Record Time other than IndigoVision Shares held in treasury.

### Voting results of the General Meeting

At the General Meeting, voting on the Special Resolution to provide for the implementation of the Scheme was taken on a poll. Each IndigoVision Shareholder, present in person or by proxy, was entitled to one vote for each IndigoVision Share held at the Voting Record Time. Details of the votes cast by IndigoVision Shareholders are as follows:

	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% OF ISC VOTED	VOTES WITHHELD
Special Resolution	5,634,417	99.88	6,868	0.12	5,641,285	76.88%*	0

\* Excluding treasury shares

Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against the Special Resolution.

### Effective Date and Timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2(a) and 2(b) (as set out in Part A of Appendix 1 to the Scheme Document) have been satisfied. Completion of the Acquisition remains subject to the satisfaction or, if applicable, waiver of the other Conditions set out in Appendix 1 to the Scheme Document, and the Court sanctioning the Scheme at the Sanction Hearing.

If the Scheme becomes effective in accordance with its terms, it is expected that dealings in IndigoVision Shares will be suspended at the close of business on or around 15 June 2020. Should the IndigoVision Shares be suspended at the close of business on 15 June 2020, it is expected that the IndigoVision Shares will be cancelled from admission to trading on AIM at 7.00 a.m. on or around 17 June 2020. The Long Stop Date remains unchanged at 31 August 2020. These dates will depend, among other things, on the date on which the Court sanctions the Scheme. A further announcement will be made in the event that any of these dates change.

Defined terms used but not defined in this announcement have the meaning given to them in the Scheme Document, a copy of which, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, is available on the IndigoVision website at [www.indigovision.com](http://www.indigovision.com).

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Winston & Strawn LLP are retained as legal advisers to Motorola Solutions and Bidco. Shepherd and Wedderburn LLP are retained as legal advisers to IndigoVision.

**Further information**

*finnCap Ltd, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Motorola Solutions and Bidco and no-one else in connection with the Acquisition and will not be responsible to anyone other than Motorola Solutions and Bidco for providing the protections afforded to clients of finnCap nor for providing advice in relation to the Acquisition or any other matter referred to in this Announcement.*

*N+1 Singer, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser and nominated adviser to IndigoVision and no-one else in connection with the Acquisition and will not be responsible to anyone other than IndigoVision for providing the protections afforded to clients of N+1 Singer nor for providing advice in connection with the Acquisition or any other matter referred to in this Announcement.*

*This Announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities pursuant to the Acquisition or otherwise. The Acquisition will be made solely by means of the Scheme which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition.*

*This Announcement has been prepared for the purposes of complying with English law, Scots law, the Code and the AIM Rules 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 any jurisdiction outside the United Kingdom.*

*This Announcement does not constitute a prospectus or prospectus exempted document.*

*No person should construe the contents of this Announcement as legal, financial or tax advice and any interested person should consult its own adviser in connection with such matters.*

**Overseas shareholders**

*The release, publication or distribution of this Announcement in certain jurisdictions other than the United Kingdom may be restricted by law and the ability of IndigoVision Shareholders who are not resident in the United Kingdom to participate in the Acquisition may be restricted by the laws and/or regulations of those jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to vote their IndigoVision Shares with respect to the Scheme at the Court Meeting or with respect to the Resolution at the General Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting and/or General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom, or IndigoVision*

Shareholders who are not resident in the United Kingdom, should inform themselves of, and observe, any applicable requirements in their jurisdiction. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Motorola Solutions and Bidco 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 Acquisition by any such use, means, instrumentality or from 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.

Further details in relation to IndigoVision Shareholders in overseas jurisdictions will be contained in the Scheme Document.

### **US shareholders**

IndigoVision Shareholders in the United States should note that the Acquisition relates to the securities of a company organised under the laws of Scotland and is proposed to be effected by means of a scheme of arrangement under the Companies Act. This Announcement, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with Scots law, the Code and UK disclosure requirements, format and style applicable to a scheme of arrangement, all of which differ from those in the United States. A transaction effected by means 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 of and practices applicable in the United Kingdom under the Code to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. However, Motorola Solutions and Bidco reserve the right to implement the Acquisition by means of a Takeover Offer as an alternative to a scheme of arrangement.

The information contained in this Announcement has neither been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon the fairness or merits of the proposal contained in this Announcement or determined the adequacy or accuracy of the information contained herein. Any representation to the contrary is a criminal offence in the United States.

IndigoVision's financial statements, and all financial information that is included in this Announcement or that may be included in the Scheme Document, or any other documents relating to the Acquisition, have been prepared in accordance with International Financial Reporting Standards 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 US generally accepted accounting principles. US generally accepted principals differ in certain respects from International Financial Reporting Standards. None of the financial information in this Announcement has been audited in accordance with the auditing standards generally accepted in the US or the auditing standards of the Public Company Accounting Oversight Board of the US.

It may be difficult for US holders of IndigoVision Shares to enforce their rights and any claims they may have arising under US Federal securities laws in connection with the Acquisition, since IndigoVision is organised under the laws of a country other than the United States, and some or all of its officers and directors may be residents of countries other than the United States, and most of the assets of IndigoVision are located outside of the United States. US holders of IndigoVision Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations

of US Federal securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgment.

If Motorola Solutions and Bidco were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer would be made in compliance with applicable US securities laws and regulations, including to the extent applicable, Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and in accordance with the Code. Such a Takeover Offer would be made in the United States by Bidco and no one else. Accordingly, the Acquisition would be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

The receipt of cash pursuant to the Acquisition by an IndigoVision Shareholder in the United States as consideration for the transfer of its IndigoVision Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under any applicable United States state and local income tax laws. Each IndigoVision Shareholder in the United States is urged to consult its independent professional tax or legal adviser immediately regarding the US federal, state and local income and non-income tax consequences of the Acquisition applicable to it, as well as any consequences arising under the laws of any other taxing jurisdiction.

In accordance with normal UK practice and consistent with Rule 14e-5(b) under the US Exchange Act, Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in IndigoVision outside such a Takeover Offer during the period in which such a Takeover Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made, they would occur outside the US either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including to the extent applicable, the US Exchange Act and the Code. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service of the London Stock Exchange and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com/prices-and-news/prices-news/home.htm>. This information will be publicly disclosed in the US to the extent that such information is made public in the UK.

### **Disclosure requirements**

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 Code, any person who is, or becomes, interested in 1% 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 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](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. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

### **Forward-looking statements**

*This Announcement contains certain statements in relation to Motorola Solutions, Bidco and IndigoVision that are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact, are or may be deemed to be, forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are therefore subject to known and unknown risks and uncertainties which could cause actual results, performance or events to differ materially from the future results, performance or events expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", "targets", "aims", "projects", "goal", "objective", "outlook", "risks", "seeks" or words or terms of similar substance or the negative thereof, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might", "probably" or "will" be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.*

*Such forward-looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. Each of the Motorola Solutions, Bidco and IndigoVision and their respective members, directors, officers, employees, advisers and any person acting on behalf of one or more of them, expressly disclaims any intention or obligation to update or revise any forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise, except as required by applicable law. Neither Motorola Solutions, Bidco nor IndigoVision nor their respective members, directors, officers or employees, advisers or any person acting on their behalf, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur.*

*No forward-looking or other statements have been reviewed by the auditors of Motorola Solutions, Bidco or IndigoVision. All subsequent oral or written forward-looking statements attributable to Motorola Solutions, Bidco or IndigoVision or their respective members, directors, officers, advisers or employees or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.*

### **No profit forecasts**

*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 share for Motorola Solutions or IndigoVision for the current or future financial years would necessarily match*

or exceed the historical published earnings or earnings per share for Motorola Solutions or IndigoVision.

### **Publication on website**

*Pursuant to Rule 26.1 of the Code, a copy of this Announcement and other documents in connection with the Scheme will, subject to certain restrictions, be available for inspection on [www.motorolasolutions.com/investors](http://www.motorolasolutions.com/investors) and [www.indigovision.com/investors](http://www.indigovision.com/investors) no later than 12 noon (London time) on the Business Day following this Announcement. The contents of the websites referred to in this Announcement are not incorporated into, and do not form part of, this Announcement.*

### **Requesting hard copy documents**

*If you have received this Announcement in electronic form or by it being published on IndigoVision's website, you can obtain a hard copy of this Announcement by contacting Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH or by telephoning +44 (0)370 707 4040 or by e-mailing [IR@indigovision.com](mailto:IR@indigovision.com). You will not receive a hard copy of this Announcement unless you so request. You may also inform Computershare Investor Services PLC that you wish all future documents, announcements and information in relation to the Acquisition be sent to you in hard copy.*

### **Electronic communications**

*Please be aware that addresses, electronic addresses and certain other information provided by IndigoVision Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from IndigoVision may be provided to Motorola Solutions or Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.*

### **Rounding**

*Certain figures in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown in certain tables may not be an arithmetic aggregation of the figures that precede them.*

### **General**

*If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.*