

## **Q4 Inc. Shareholders Approve Arrangement with Sumeru Equity Partners**

TORONTO--(BUSINESS WIRE)--January 24, 2024--Q4 Inc. (TSX:QFOR) (“Q4” or the “Company”), the leading capital markets access platform, today announced that at its special meeting (the “Special Meeting”) of shareholders of the Company (“Shareholders”) held today, Shareholders voted to approve the proposed arrangement transaction (the “Arrangement”) with a newly formed entity (the “Purchaser”) controlled by Sumeru Equity Partners (“Sumeru”), a leading technology-focused investment firm, whereby the Purchaser will acquire all of the issued and outstanding common shares of the Company (“Common Shares”) for \$6.05 per Common Share, other than those held by certain Shareholders rolling their equity interests.

The Arrangement required approval by the affirmative vote of (i) at least 66⅔% of the votes cast by Shareholders present virtually or represented by proxy at the Special Meeting, voting together as a single class; and (ii) a simple majority of the votes cast by Shareholders present virtually or represented by proxy at the Special Meeting, voting together as a single class, excluding those votes attached to Common Shares beneficially owned, or over which control or direction is exercised, by certain Shareholders required to be excluded pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

A total of 38,591,773 votes were cast at the Special Meeting, representing 95.77% of the votes attached to the issued and outstanding Common Shares as of the record date of December 19, 2023 (the “Record Date”) and 93.33% of the votes attached to the issued and outstanding Common Shares as of the Record Date, excluding those votes attached to those Common Shares required to be excluded pursuant to MI 61-101. Of the votes cast at the Special Meeting with respect to the Arrangement, a total of 31,425,048 votes were cast in favour of the Arrangement, representing approximately 81.48% of the votes cast on the special resolution approving the Arrangement. In addition, a total of 17,024,701 votes, representing approximately 70.44% of the votes cast by holders of Common Shares excluding those Common Shares required to be excluded pursuant to MI 61-101, were cast in favour of the special resolution approving the Arrangement. The Company’s full report of voting results will be filed under the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Darrell Heaps, Q4 Founder and CEO commented: “We are pleased with the outcome of today’s vote and want to thank our Shareholders for their support and understanding of the strategic rationale for this transaction. We look forward to completing the Arrangement and working with the Sumeru team to further expand our platform, while continuing to deliver award winning solutions to our customers.”

The Arrangement remains subject to certain customary closing conditions, including the issuance of a final order by the Ontario Superior Court of Justice (Commercial List) (the “Court”) following the hearing expected to take place on January 30, 2024. If the Court approval is obtained and the other conditions are satisfied or waived, it is anticipated that the Arrangement will be completed by the parties in February 2024.

Shareholders who have questions or require assistance submitting their Common Shares in connection with the Arrangement may direct their questions to Computershare Investor Services

Inc., who is acting as depositary in connection with the Arrangement, at 1-800-564-6253 (North American toll-free) or +1 514-982-7555 (calls outside North America), or by email at [corporateactions@computershare.com](mailto:corporateactions@computershare.com).

## **About Q4 Inc.**

Q4 Inc. (TSX: QFOR) is the leading capital markets access platform that is transforming how issuers, investors, and the sell-side efficiently connect, communicate, and engage with each other.

The Q4 Platform facilitates interactions across the capital markets through IR website products, virtual events solutions, engagement analytics, investor relations CRM, shareholder and market analysis, surveillance, and ESG tools. The Q4 Platform is the only holistic capital markets access platform that digitally drives connections, analyzes impact, and targets the right engagement to help public companies work faster and smarter.

The company is a trusted partner to more than 2,500 public companies globally, including many of the most respected brands in the world, and maintains an award-winning culture where team members grow and thrive.

Q4 is headquartered in Toronto, with offices in New York and London. Learn more at [investors.Q4inc.com](http://investors.Q4inc.com).

All dollar figures in this release are in Canadian dollars unless otherwise indicated.

## **About Sumeru Equity Partners**

Sumeru Equity Partners provides growth capital at the intersection of people and innovative technology. Sumeru seeks to embolden innovative founders and management teams with capital and scaling partnership. Sumeru has invested over US\$3 billion in more than fifty platform and add-on investments across enterprise and vertical SaaS, data analytics, education technology, infrastructure software and cybersecurity. The firm typically invests in companies throughout North America and Europe. For more information, please visit [sumeruequity.com](http://sumeruequity.com).

## **Cautionary Note Regarding Forward-Looking Information**

*This release includes “forward-looking information” and “forward-looking statements” (collectively, “forward-looking statements”) within the meaning of applicable securities laws. Forward-looking statements include, but are not limited to, statements with respect to the purchase by the Purchaser of all of the issued and outstanding Common Shares, the anticipated timing and the various steps to be completed in connection with the Arrangement, including receipt of court approvals, the anticipated timing for closing of the Arrangement and potential growth opportunities.*

*In some cases, but not necessarily in all cases, forward-looking statements can be identified by the use of forward-looking terminology such as “plans” “targets”, “expects” or “does not*

*expect”, “is expected”, “an opportunity exists”, “is positioned”, “estimates”, “intends”, “assumes”, “anticipates” or “does not anticipate” or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might”, “will” or “will be taken”, “occur” or “be achieved”. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances contain forward-looking statements. Forward-looking statements are not historical facts, nor guarantees or assurances of future performance but instead represent management’s current beliefs, expectations, estimates and projections regarding future events and operating performance. Forward-looking statements are necessarily based on a number of opinions, assumptions and estimates that, while considered reasonable by the Company as of the date of this release, are subject to inherent uncertainties, risks and changes in circumstances that may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ, possibly materially, from those indicated by the forward-looking statements include, but are not limited to, the possibility that the proposed Arrangement will not be completed on the terms and conditions, or on the timing, currently contemplated, or at all, the possibility of the Arrangement Agreement between the Company and the Purchaser being terminated in certain circumstances, and the other risk factors identified under “Risk Factors” in the Company’s latest annual information form and management’s discussion and analysis for the year ended December 31, 2022 and in the management’s discussion and analysis for the period ended September 30, 2023, and in other periodic filings that the Company has made and may make in the future with the securities commissions or similar regulatory authorities in Canada, all of which are available under the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). These factors are not intended to represent a complete list of the factors that could affect the Company. However, such risk factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. You should not place undue reliance on forward-looking statements, which speak only as of the date of this release.*

*Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other risk factors not currently known to us or that we currently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking statements. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, you should not place undue reliance on forward-looking statements. The forward-looking statements represent the Company’s expectations as of the date of this release (or as the date it is otherwise stated to be made) and are subject to change after such date. However, the Company disclaims any intention and undertakes no obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required under applicable Canadian securities laws. All of the forward-looking statements contained in this release are expressly qualified by the foregoing cautionary statements.*

## **Contacts**

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