Q4 Inc. Announces the Completion of the Plan of Arrangement with Sumeru Equity Partners

TORONTO--(BUSINESS WIRE)--February 1, 2024--Q4 Inc. (TSX:QFOR) ("Q4" or the "Company"), the leading capital markets access platform, today announced the completion of the previously announced plan of arrangement under the *Business Corporations Act* (Ontario), pursuant to which a newly formed entity (the "Purchaser") controlled by Sumeru Equity Partners LLC ("Sumeru"), a leading technology-focused investment firm, has acquired all of the issued and outstanding common shares of the Company ("Common Shares") for $6.05 in cash per Common Share, other than those held by certain shareholders (the "Rolling Shareholders") who have rolled their equity interests (the "Arrangement"). The Arrangement, which was announced on November 13, 2023, was approved by the Company's shareholders at a special meeting held on January 24, 2024 and the Company obtained a final order from the Ontario Superior Court of Justice (Commercial List) in respect of the Arrangement on January 30, 2024.

"On behalf of the entire team here at Q4, I want to express our heartfelt gratitude to all of our shareholders for their unwavering commitment to our company throughout this transaction and over the years," said Darrell Heaps, Founder and CEO of Q4 Inc. "It is thanks to their support that we have been able to transform Q4 into the powerhouse it is today, empowering over 2,500 investor relations customers worldwide to deliver impactful results and drive value for their companies."

Heaps added: "The successful completion of this transaction marks another significant milestone for Q4. As we embark on this new chapter with our new sponsor, Sumeru Equity Partners, we are united by our shared mission to connect the capital markets. Together, we are focused on delivering unparalleled value to our esteemed customers and dedicated employees. We are truly excited about the possibilities that lie ahead."

As a result of the Arrangement, the Shares are anticipated to be de-listed from the Toronto Stock Exchange on or about February 5, 2024. The Company will also submit an application to cease to be a reporting issuer under applicable Canadian securities laws and to otherwise terminate the Company's public reporting requirements.

<u>Shareholder Questions and Assistance</u>

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.

Early Warning Disclosure by the Rolling Shareholders

Further to the requirements of National Instrument 62-104 – *Take Over Bids and Issuer Bids* and National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, funds associated with Ten Coves Capital ("Ten Coves") will file an early warning report in accordance with applicable securities laws.

A copy of the Ten Coves early warning report will be filed with the applicable securities commissions and will be made available on SEDAR+ at www.sedarplus.ca. Further information and a copy of the early warning report may be obtained by contacting Tanu Suneja, Chief Financial Officer and Chief Compliance Officer of Ten Coves Capital, 1019 Post Road, Darien, CT, 06820, USA, telephone: 203-434-2034.

About Q4 Inc.

Q4 Inc. 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.

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.

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 delisting of the Common Shares and the submission of an application to cease to be a reporting issuer and the timing thereof.

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 the 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. 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

Investor Contact
Edward Miller
Director, Investor Relations
(437) 291-1554
ir@q4inc.com

Media Contact
Longacre Square Partners
Scott Deveau
sdeveau@longacresquare.com