

K1 Issues MariaDB Compulsory Acquisition Notices

MANHATTAN BEACH, Calif., July 26, 2024 /PRNewswire/ -- Meridian BidCo LLC (“**Bidco**”), an affiliate of K1 Investment Management, LLC (“**K1**”), announced earlier this week that its tender offer to acquire the entire issued and to be issued share capital of MariaDB plc (“**MariaDB**”) for \$0.55 per share (the “**Offer**”) had expired. The Offer was settled in accordance with its terms on July 25, 2024. Bidco now owns 61,263,283 MariaDB ordinary shares, representing 88.70% of the issued share capital of MariaDB as of July 22, 2024.

As previously announced, Bidco now intends to apply the provisions of Sections 456 to 460 of the Companies Act of 2014 of Ireland to acquire compulsorily, on the same terms as the Offer, any outstanding ordinary shares of MariaDB not acquired or agreed to be acquired pursuant to the Offer.

On July 26, 2024, Bidco sent compulsory acquisition notices (the “**Notices**”) to those MariaDB shareholders who did not accept the Offer (the “**Non-Assenting Shareholders**”). Following the expiration of 30 calendar days from the date of the Notices, which is expected to be August 25, 2024 (the “**Expiration Time**”), unless a Non-Assenting Shareholder has applied to the Irish High Court and the Irish High Court orders otherwise, the shares of MariaDB held by Non-Assenting Shareholders will be acquired compulsorily by Bidco (without any action on the part of such shareholders) on the same terms as the Offer, on or about August 26, 2024. The cash consideration payable will be settled no later than three business days after the Expiration Time. There will be no redemption rights or liquidating distributions with respect to the Company's warrants, which will expire worthless.

Following the compulsory acquisition process, Bidco intends to cause the ordinary shares of MariaDB to be delisted from the New York Stock Exchange and terminate the registration of the MariaDB ordinary shares under the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and suspend MariaDB’s reporting obligations under the Exchange Act as promptly as possible.

Enquiries

Lazard (Financial Advisor to K1 and Bidco)

Adrian Duchini, Keiran Wilson, Charles White

Tel: +44 20 7187 2000

Haven Tower Group (Public Relations Advisor to K1)

Donald Cutler, Brandon Blackwell

Tel: +1 424 317 4850

Important Notices

The K1 Responsible Persons (being the investment committee of K1), the Bidco officers and the Meridian TopCo LLC Officers accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the K1 Responsible Persons, the Bidco Officers, the Topco Officers, (who have taken all reasonable care to ensure that such is the case) the information contained in this announcement for which they have accepted responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Lazard Frères & Co. LLC, together with its affiliate Lazard & Co., Limited (which is authorised and regulated in the United Kingdom by the Financial Conduct Authority) (“**Lazard**”), is acting exclusively as financial adviser to K1 and Bidco and no one else in connection with the matters referred to in this

announcement and will not be responsible to anyone other than K1 and Bidco for providing the protections afforded to clients of Lazard nor for providing advice in relation to the matters referred to in this announcement or any other matters referred to in this announcement. Neither Lazard 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 Lazard in connection with this announcement, any statement contained herein or otherwise.

Forward Looking Statements

This announcement (including any information incorporated by reference in this announcement), oral statements made regarding the Offer, and other information published by MariaDB, Bidco, K1 or any member of the K1 Group (as defined below) contain statements which are, or may be deemed to be, “forward looking statements.” Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which any member of the K1 Group (including, after closing of the Offer, any of MariaDB and its subsidiaries and subsidiary undertakings (the “**MariaDB Group**”)) shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward looking statements contained in this announcement relate to K1, any member of the K1 Group’s (including any member of the MariaDB Group) future prospects, developments and business strategies, the progress of the compulsory acquisition process, the outcome of legal proceedings that may be instituted against the K1 Group and/or others relating to the Offer, potential adverse reactions or changes to business relationships resulting from the completion of the Offer, significant or unexpected costs, charges or expenses resulting from the Offer, negative effects of this announcement or the consummation of the Offer on the market price of MariaDB’s Shares, and potential failure to realize the expected benefits of the Offer and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms “believes,” “estimates,” “will look to,” “would look to,” “plans,” “prepares,” “anticipates,” “expects,” “is expected to,” “is subject to,” “intends,” “may,” “will,” “shall” or “should” or their negatives or other variations or comparable terminology. By their nature, forward looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include changes in global, political, economic, business, competitive, and market conditions and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. If any one or more of these risks or uncertainties materializes or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors. Neither K1, Bidco nor any member of the K1 Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this announcement shall actually occur. The forward looking statements speak only as of the date of this announcement. All subsequent oral or written forward looking statements attributable to any of K1 and all of its affiliates, including K5 Private Investors, L.P. (the “**K1 Group**”), or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above. K1 and the K1 Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

Further Information

This announcement is for information purposes only and is not intended to, and does not, constitute an offer to sell or invitation to purchase any securities, or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of

securities in any jurisdiction in contravention of applicable law. In particular, this announcement is not an offer of securities for sale into the United States. No offer of securities shall be made in the United States absent registration under the Securities Act of 1933, as amended, or pursuant to an exemption from, or in a transaction not subject to, such registration requirements. The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law and therefore persons in such jurisdictions into which this announcement is released, published or distributed should inform themselves about and observe such restrictions.