# essensys plc

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 11780413)*

| Directors: | Registered Office: |
|---|---|
| Jon Lee* | 1 Finsbury Avenue |
| James Lowery* | London EC2M 2PF |
| Greg Price* | |
| Mark Furness | |
| Sian Herbert* | |
| ** independent director* | 24 February 2026 |

*To employees of essensys plc (the **"Company"** or **"essensys"**)*

**Offer for the Company (the "Offer") by essensys Bidco Limited (the "Offeror")**

Dear colleague,

I wanted to follow up with you following this morning's announcement (the **"Announcement"**) and set out some further information in accordance with the City Code on Takeovers and Mergers (the **"Code"**), which now governs the process as to what happens next.

Please take time to read a copy of the attached Announcement relating to the Offer by the Offeror (a recently incorporated company formed specifically for the purpose of making the Offer which is backed by Mark Furness, Terry Leahy, David Leahy and William Currie).

This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

In addition to the Announcement, formal offer documentation providing further information on the Offer will be made available on the Company's website in due course.

Importantly, as the Offer has been made, you (as an employee of the Company) have a right under Rule 25.9 of the Code to have published, at the Company's cost, a separate opinion on the effects of the Offer on employment. Any such opinion will be appended to the offer document published in respect of the Offer. The Company will be responsible for the costs reasonably incurred in taking advice required for the verification of the information contained in that opinion.

We will, of course, keep you updated as things progress including making more formal announcements as and when appropriate.

Thank you again for your continued support.

Yours faithfully,

Jon Lee
Chairman

**Important notices**

*The directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the directors of the Company (who have taken all reasonable care to ensure such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.*

***This document is for information purposes only. It does not constitute an offer or form part of any offer or an invitation to purchase, subscribe for, sell or issue any securities or a solicitation of any offer to purchase, subscribe for, sell or issue any securities pursuant to this document or otherwise in any jurisdiction in which such offer or solicitation is unlawful (a "Restricted Jurisdiction"). The distribution of this document in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.***

***Disclosure requirements of the Code***

*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, 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 Takeover Panel's website at 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.*

***Electronic communications***

*essensys shareholders should note that addresses, electronic addresses and certain other information provided by them and other relevant persons for the receipt of communications from the Company may be provided to the Offeror during the Offer Period as required under section 4 of appendix 4 to the Code to comply with Rule 2.11(c) of the Code.*

***Publication on websites and availability of hard copies***

*Pursuant to Rule 26.1 of the Code, a copy of the Announcement and other documents in connection with the Offer will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, at essensys's website at www.essensys.tech/investors promptly after their publication and in any event by no later than 12 noon on the following business day until the end of the Offer Period.*

*For the avoidance of doubt, the content of the websites referred to above is not incorporated into and does not form part of this document.*

*Copies of the Announcement and all future documents, announcements and information required to be sent to persons in relation to the Offer may be requested to be received by such persons in hard copy form by writing to o Equiniti Limited at Aspect House,*

*Spencer Road, Lancing, United Kingdom, BN99 6DA or by calling them between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (other than UK public holidays) on 0371 384 2030 from within the UK or +44 371 384 2030 if calling from outside the UK.*

***essensys contact details***

*essensys shareholders and other relevant persons may contact Greg Price at essensys on telephone number +44 (0) 7740 938 093 between 9.00 a.m. and 5.00 p.m., Monday to Friday (other than UK public holidays) in respect of any administrative questions only they may have in relation to the matters contained in this document.*

***Definitions***

*Words and expressions defined in the Announcement shall, unless the context provides otherwise, have the same meanings in this document.*

## Text of announcement