



**LONDON
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NS Offer Update

essensys

OFFER DECLARED UNCONDITIONAL

[ESSENSYS PLC](#)

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FOR IMMEDIATE RELEASE

Recommended Cash Offer

for

essensys plc ("essensys")

by

essensys Bidco Limited ("Bidco")

Offer Declared Unconditional

Introduction

On 24 February 2026, Bidco and the essensys Independent Directors announced their agreement on the terms of a recommended cash offer for the entire issued and to be issued of essensys by Bidco (other than those essensys Shares held by or contracted to be acquired by Bidco) at a price of 17 pence per essensys Share (the "Offer").

On 9 March 2026, Bidco and the essensys Independent Directors announced that the offer under the Offer (the "Offer Document"), containing, among other things, a letter from the independent directors of essensys, a letter from the sole director of Bidco, the full terms and Conditions of the Offer of principal events and details of the action to be taken by essensys Shareholders, were made available to essensys Shareholders (other than essensys Shareholders resident or domiciled in the United Kingdom).

A copy of the Offer Document is available on essensys's website at: <https://www.essensys.com>. This Announcement (this "Announcement") should be read in conjunction with the full text of the Offer Document. Capitalised terms used in this Announcement, unless otherwise defined, have the same meaning as in the Offer Document.

Bidco is pleased to declare that the Offer is now unconditional. Further details are set out in the Offer Document.

Acceptance level update

In accordance with Rule 17 of the Takeover Code, Bidco confirms that, as at 6.00 p.m. on 7 May 2026, Valid Acceptances of the Offer ("Valid Acceptances") had been received in respect of 97.01 per cent. of essensys's existing issued ordinary Shares. Bidco may count towards the satisfaction of the Acceptance Condition.

As described in paragraph 7 of Part 6 (*Additional Information*) of the Offer Document, Bidco has received support to accept, or procure or instruct the acceptance of the Offer in respect of a total of 13,236,023 Shares (the "Irrevocable essensys Shares"), representing approximately 20.52 per cent of the issued ordinary share capital. So far as Bidco is aware, Bidco has received Valid Acceptances in respect of 13,236,023 Irrevocable essensys Shares and has not yet received other Valid Acceptances in respect of the remaining Irrevocable essensys Shares, as at 6.00 p.m. on 7 May 2026. As such, save as set out in paragraph 7 of Part 6, none of the abovementioned Valid Acceptances are in respect of the essensys Shares which are the subject of irrevocable undertakings or a letter of intent to accept (or procure the acceptance of) the Offer. The essensys Directors and certain essensys Shareholders in respect of their own entire holdings of essensys Shares (or those essensys Shares over which they have control) are not bound by any undertakings or letters of intent to accept (or procure the acceptance of) the Offer by persons acting in concert with Bidco.

In addition, on the date of this Announcement, the Concert Party (which comprises Mark F. Leahy, Sir Terence Leahy, David Leahy, William Currie Investments Ltd and Stephanie Currie) has a beneficial interest in essensys of 23,686,712 essensys Shares in total, representing approximately 36.57 per cent of essensys's issued share capital, to Bidco pursuant to the terms of the Bidco SPAs.

As such, together, Bidco has acquired and received Valid Acceptances in respect of 98.09 per cent of the existing ordinary share capital of essensys, representing approximately 98.09 per cent. of the existing ordinary share capital of essensys.

Further details of the irrevocable undertakings and the letter of intent, including the terms of the irrevocable undertakings cease to be binding are set out in paragraph 7 of Part 6 (*Additional Information*) of the Offer Document.

The percentages of essensys Shares referred to in this Announcement are based on the total number of essensys Shares in issue at 6.00 p.m. on 7 May 2026 (being the last Business Day prior to the date of this Announcement).

Acceptance Condition

essensys Shareholders are reminded that, as a summary and subject to the fuller details set out in the Offer Document, the Acceptance Condition shall be satisfied should Bidco receive Valid Acceptances in respect of 90 per cent of the existing issued ordinary Shares of essensys which are not controlled by Bidco or any entity controlled by Bidco acquire or agree to acquire essensys Shares which, excluding those Shares sold pursuant to the Bidco SPAs, in aggregate represent more than 90 per cent. of the existing issued ordinary Shares of essensys to which the Offer relates.

As at 6.00 p.m. on 7 May 2026, Bidco had received Valid Acceptances in respect of 97.01 per cent of the existing issued ordinary Shares of essensys, representing approximately 97.01 per cent. of essensys's existing issued ordinary Shares, which Bidco may count towards the satisfaction of the Acceptance Condition. Accordingly, the Acceptance Condition has been satisfied.

Offer declared unconditional and remains open

Bidco is pleased to confirm that the Acceptance Condition has been satisfied, and that all the conditions of the Offer set out in paragraph 2 of Section A in Part 3 (*Conditions and Further Terms of the Offer*) of the Offer Document have been satisfied.

now been satisfied or, where applicable, waived.

Bidco and the essensys Independent Directors are pleased to announce that, according to the Offer, the Offer is now wholly unconditional.

In accordance with the terms of the Offer, withdrawal rights have now ceased to be exercisable.

Controlling shareholder

Given that the Offer has now been declared unconditional, Bidco will have significant control and will be in a position to ensure the approval or rejection of ordinary and special resolutions and to determine its overall direction.

Action to be taken by essensys Shareholders

The Offer, which remains subject to the terms and Conditions set out in the Offer Document, will remain open for acceptances until further notice. Not less than 14 days' notice will be given after the announcement before the Offer is closed for acceptances.

essensys Shareholders who have not yet accepted the Offer are strongly urged to do so as soon as possible.

The procedures for acceptance of the Cash Offer and, for those who wish to do so (Shareholders resident or located in a Restricted Jurisdiction), to elect for the Alternative Offer, are set out in paragraph 16 of Part 2 (*Letter from essensys Bidco Limited*) of the Offer Document. Acceptances of essensys Shares held in certificated form (that is, not in CREST) should be made by returning the Form of Acceptance accompanying the Offer Document, together with the share certificate and other documents of title, to the Receiving Agent, Equiniti Limited as soon as possible. Acceptances of uncertificated essensys Shares (that is, in CREST) should be made electronically through the CREST system as soon as possible. If essensys Shareholders are a CREST sponsor, they should refer to their CREST sponsor as only their CREST sponsor will be able to send the necessary instructions to Euroclear.

essensys Shareholders who are holding their essensys Shares through an investment manager are required to rematerialise their essensys Shares into certificated form if they wish to accept the Alternative Offer. Such essensys Shareholders should contact Equiniti on +44 (0)375 333 9591 for more information as soon as possible.

Further details of how to accept the Offer are set out in the Offer Document.

Exercise of options under essensys Share Option Plans

As described in the Offer Document, Bidco made proposals to the participants in the essensys Share Option Plans on 9 March 2026 pursuant to Rule 15 of the Takeover Code (the "**Proposals**"). The exercise of the Share Options under the Share Option Plans was conditional upon, among others, the Offer becoming or being declared unconditional.

As the Offer is now declared unconditional, 1,259,816 essensys Shares will be allotted to the participants of the essensys Share Option Plans who exercised their options in accordance with the Offer. Applications for the allotment of these essensys Shares to be admitted to trading on the London Stock Exchange will be made by essensys for these essensys Shares to be admitted to trading on the London Stock Exchange. All such essensys Shares allotted and issued under the Proposals will be acquired by Bidco in accordance with the terms and Conditions of the Offer.

essensys Board changes

Following the Offer being declared wholly unconditional, each of Jon Lee and Sian Herbert has resigned from the essensys Board with immediate effect. Sian Herbert was Executive Chairman and Independent Non-Executive Director of essensys, respectively.

Cancellation of trading, re-registration and squeeze-out

As the Offer has been declared unconditional in all respects and Bidco has, by virtue of the Offer or otherwise, acquired or agreed to acquire not less than 90 per cent of the paid-up share capital of essensys, it is intended that the London Stock Exchange will be requested to cancel the listing of essensys Shares on the London Stock Exchange's AIM market (the "**Cancellation**"). It is anticipated that the Cancellation will take effect no earlier than 20 Business Days after the date on which notice of the Cancellation is given to compliance with applicable requirements of the AIM Rules. essensys will publish a separate Regulatory Information Service notifying essensys Shareholders of the intended Cancellation date, such notice to be given not less than 20 Business Days before the Cancellation date.

It is also intended that, promptly following the Cancellation, Bidco will procure that essensys private limited company under the relevant provisions of the Companies Act. Bidco does not have a matched bargain facility upon which essensys Shares can be traded.

essensys Shareholders who have not accepted the Offer should be aware that, if the Cancellation occurs, any essensys Shares held by them will no longer be traded on AIM or any other recognised stock exchange and they will become shareholders in a private company. Such Cancellation and re-registration will reduce the liquidity and marketability of any essensys Shares in respect of which the Offer is made at that time and their value may be affected as a consequence.

As Bidco has now received acceptances under the Offer in respect of, and/or otherwise a more substantial number of essensys Shares to which the Offer relates, Bidco intends to exercise its rights pursuant to section 991 of the Companies Act to acquire compulsorily any essensys Shares not acquired or accepted under the Offer or on behalf of Bidco pursuant to the Offer or otherwise on the same terms as the Offer.

Currency and settlement

Each essensys Shareholder electing for the Cash Offer will receive the Cash Consideration in respect of their essensys Shares in pounds Sterling. Each essensys Shareholder electing for the Alternative Offer will be issued the New Bidco Shares in certificated form.

Settlement for those essensys Shareholders who have validly accepted the Offer on or before the date of the Offer becoming unconditional or, in relation to Valid Acceptances received after this date, within 14 calendar days of the Offer becoming unconditional will be effected within 14 calendar days of the Offer becoming unconditional or, in relation to Valid Acceptances received after this date, within 14 calendar days of the Offer becoming unconditional.

Those essensys Shareholders should refer to the provisions at paragraph 17 of Part 2 (*Let's Get it Done*) of the Offer Document.

This section should be read in conjunction with Offer Document and, in the case of essensys Shares held in certificated form, the Form of Acceptance. essensys Shareholders are recommended to seek independent financial advice immediately from their stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if they are resident in the United Kingdom or, if not, from another appropriately authorised adviser.

Interests in securities

As at 6.00 p.m. on 7 May 2026, and save as disclosed in the Offer Document (including 23,686,712 essensys Shares subject to the terms of the Bidco SPAs), neither Bidco, nor the directors of Bidco, nor, so far as the sole director of Bidco is aware, any other person acting, or deemed to be acting, for or on behalf of Bidco:

- held any interest in, or right to subscribe for, or any short position in respect of any securities of essensys (including whether in the money or otherwise), including any short position under a contract to sell or any delivery obligation or right to require another person to purchase any relevant securities of essensys;
- had borrowed or lent any relevant securities of essensys, save for any borrowed securities which were either on-lent or sold (including for these purposes any financial collateral arrangements entered into in Note 3 on Rule 4.6 of the Takeover Code); or
- had procured an irrevocable commitment or letter of intent to accept the terms of the Offer in respect of relevant securities of essensys.

In this paragraph, "**relevant securities of essensys**" means essensys Shares and securities of essensys (including rights to subscribe for, options (including traded options) in respect thereof and derivatives).

Questions

If essensys Shareholders have any questions about this Announcement or the Offer Document, please contact the Receiving Agent, Equiniti, on +44 (0)20 7637 3000. If you have any doubt as to how to complete the Form of Acceptance (if they hold essensys Shares in certificated form) or how to make an Electronic Acceptance (if they hold essensys Shares in uncertificated form), please contact the Receiving Agent, Equiniti, on +44 (0)20 7637 3000. For further information, please contact the Receiving Agent, Equiniti, on +44 (0)20 7637 3000. If submitting a request in writing to the Receiving Agent at Aspect House, Spencer Road, Borehamwood, Herts SG9 6DA. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.00 p.m., Monday to Friday (except public holidays in England and Wales). Please note that

cannot provide any financial, legal or tax advice and calls may be recorded and monitored purposes.

Enquiries:

essensys Bidco Limited +44 (0) 203 102 5256

Mark Furness

Kroll Securities Limited (Financial Adviser to Bidco) +44 (0) 020 7089 4700

Rory O'Sullivan / Joseph Smart

essensys plc +44 (0)20 3102 5252

James Lowery, Chief Executive Officer

**Canaccord Genuity Limited (Financial Adviser,
Nominated Adviser and Corporate Broker to
essensys)** +44 (0)20 7523 8000

Simon Bridges / Harry Gooden / Andrew Potts /
Elizabeth Halley-Stott

Gracechurch Group (Financial PR & IR Adviser to essensys) +44 (0) 20 4582 3500

Heather Armstrong / Alexis Gore / Rebecca Scott [essensys@gracechurch](mailto:essensys@gracechurchgroup.com)

Reed Smith LLP is retained as legal adviser to Bidco. Osborne Clarke LLP is retain essensys.

Important notices

*Kroll Securities Limited ("**Kroll**"), which is authorised and regulated by the Financial Conduct Authority (the "**FCA**"), is acting exclusively for Bidco and no one else in connection with the Acquisition and will not regard any other person as its agent, nor be responsible to anyone other than Bidco for providing the protections afforded to clients of Kroll, nor for providing advice in relation to the Acquisition or any matter referred to here or of its affiliates (nor any of their respective directors, officers, employees or agents), or liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, or otherwise) to any person who is not a client of Kroll in connection with this Announcement contained herein or otherwise.*

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This Announcement is for information purposes only and does not constitute an offer to purchase any securities or the solicitation of an offer to buy any securities, or the so approval in any jurisdiction in which such offer or solicitation is unlawful, pursuant to the , The Acquisition is being made solely by means of the Offer Document (or in the event, Panel, that the Acquisition is to be implemented by means of a Scheme, the scheme doc Acceptance (in respect of certificated essensys Shares) which contains the full terms Acquisition, including details of how the Offer may be accepted.

This Announcement has been prepared for the purpose of complying with English law and the information disclosed may not be the same as that which would have been disclosed if been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

The full terms and conditions of the Offer (including details of how the Offer may be acc Offer Document and, in the case of certificated essensys Shares, the related Form of A being made solely through the Offer Document and, in the case of certificated essens Acceptance, and any acceptance of the Offer should be made only on the basis of the info Offer Document and, in the case of certificated essensys Shares, the Form of Acceptance.

Overseas Shareholders

The release, publication or distribution of this Announcement and the issue of the New Bic the Alternative Offer in jurisdictions other than the United Kingdom may be restricted by la action has been taken by essensys or Bidco to obtain any approval, authorisation or exem of the New Bidco Shares under the Alternative Offer possession or distribution of this Ann publicity material relating to the New Bidco Shares) in any jurisdiction, other than in the Uni

It is the responsibility of any Overseas Shareholders to satisfy themselves as to the full obs regulations of the relevant jurisdiction in connection therewith, including the obtaining exchange control or other consents which may be required, the compliance with other n the payment of any issue, transfer or other taxes or duties or payments due in such ju comply with such restrictions or requirements may constitute a violation of the secu. jurisdiction. To the fullest extent permitted by applicable law, the companies and p Acquisition disclaim any responsibility or liability for the violation of such restrictions by an.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitte regulation, the Acquisition and the New Bidco Shares issued under the Alternative C available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdictio violate the laws or regulations in that jurisdiction and no person may vote in favour of the use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisd constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announce relating to the Acquisition are not being, and must not be, directly or indirectly, mailed distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this documents relating to the Acquisition (including custodians, nominees and trustees) mu forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so purported acceptance of the Offer.

The Acquisition is subject to the applicable requirements of, the Takeover Code, the F Exchange and the AIM Rules.

Further details in relation to Overseas Shareholders are contained in the Offer Document.

Additional information for US investors

The Offer relates to the shares of an English company and is being made by means of a cash offer under the Takeover Code and under the laws of England and Wales. The Cash Offer will be made in the United States pursuant to all applicable laws and regulations, including, to the extent applicable, Regulation 14E under the US Exchange Act and otherwise in accordance with the requirements of the Takeover Code. Accordingly, the Cash Offer will be subject to the disclosure and other procedural requirements with respect to withdrawal rights, offer timetable, settlement procedures and timing of payment from those applicable under US domestic tender offer procedures and law. US holders of shares should note that essensys is not listed on a US securities exchange and is not subject to the requirements of the US Exchange Act, and is not required to, and does not, file any reports with the SEC and Exchange Commission thereunder. The Cash Offer will be made in the United States or elsewhere.

If, in the future, Bidco exercises its right to implement the Cash Offer by way of a Scheme, the Offer in the United States, such Scheme will be made in compliance with the applicable U.S. law and the requirements of the US Exchange Act.

Furthermore, the payment and settlement procedure with respect to the Cash Offer will be made in accordance with United Kingdom rules, which differ from US payment and settlement procedures, particularly with respect to the date of payment of consideration.

essensys Shareholders located or resident in the US (or who are otherwise US persons as defined in Regulation S under the US Securities Act) will not be permitted to elect to receive New Bidco Shares pursuant to the Alternative Offer. No offer of such New Bidco Shares is being made to US Shareholders from the US, or which, at the sole discretion of Bidco, appear to be made to US Shareholders. New Bidco Shares beneficially held by persons located or resident in the US or who are otherwise US persons will not be accepted. Accordingly, essensys Shareholders located or resident in the US or who are otherwise US persons will receive cash pursuant to the Cash Offer, and no New Bidco Shares will be issued to any such essensys Shareholder. The New Bidco Shares have not been and will not be registered under the US Securities Act or under US securities laws, and will not be listed on a US stock exchange in the US, and may not be offered, sold or delivered, directly or indirectly, in, into or from the US without registration or an applicable exemption from registration requirements of the US Securities Act or applicable state securities laws.

Non-US essensys Shareholders will be deemed, by electing receipt of the New Bidco Shares pursuant to the Alternative Offer, to represent and warrant, on behalf of themselves and any person beneficially holding their essensys Shares, that they: (i) are not located or resident in the US or who are otherwise US persons; and (ii) are not electing receipt of New Bidco Shares pursuant to the Alternative Offer or sale of New Bidco Shares in connection with, any distribution thereof (within the meaning of the US Securities Act) in the US or to US persons.

In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice, Bidco, its affiliates, their advisors and nominees or brokers (acting as agents) may make certain arrangements to purchase, essensys Shares outside the Offer, such as in open market purchases, negotiated purchases, during the offer period and the period in which the Offer remains open.

such purchases or arrangements to purchase were to be made, they would be made to comply with applicable law and regulation, including those of the United Kingdom and the such purchases by Bidco or its affiliates will not be made at prices higher than the price of the Offer announced in this Announcement unless the price of the Offer is increased accordingly. Any information about such arrangements to purchase shall be disclosed as required under United Kingdom laws and regulations to investors (including US investors) via the Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com. To the extent that such information is publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, will, as applicable, also be publicly disclosed in the United States.

It may be difficult for US holders of essensys Shares to enforce their rights and any claims under securities laws in connection with the Offer, since Bidco and essensys are located in a jurisdiction where some or all of their officers and directors may be residents of a non-US jurisdiction. US holders may not be able to sue a non-US company or its officers or directors in a non-US court under securities laws. Further, it may be difficult to compel a non-US company and its affiliates to comply with a US court's judgement.

The financial information included in this Announcement has been prepared in accordance with accounting standards applicable in the United Kingdom and thus may not be comparable to financial information of companies or companies whose financial statements are prepared in accordance with accounting principles in the US ("US GAAP"). US GAAP differs in certain significant respects from the standards applicable in the United Kingdom. None of the financial information in this Announcement has been audited in accordance with auditing standards generally accepted in the United States or the standards of the Public Company Accounting Oversight Board (United States).

Neither the Offer nor this Announcement have 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. No such authorities approved or disapproved or passed judgement upon the fairness or the value of the Offer, the New Bidco Shares, or determined if the information contained in this Announcement is complete. Any representation to the contrary is a criminal offence in the United States pursuant to the Cash Offer by a US holder as consideration for the transfer of its essensys Shares. THE CASH OFFER WILL LIKELY BE A TAXABLE TRANSACTION FOR US FEDERAL (AND APPLICABLE STATE AND LOCAL) TAX PURPOSES. EACH US HOLDER IS URGED TO CONSULT THEIR TAX ADVISOR REGARDING THE TAX CONSEQUENCES TO THEM OF THE RECEIPT OF CASH IN EXCHANGE FOR THEIR ESSENSYS SHARES. CASH OFFER.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. or more of the relevant securities of an offeree company or of any securities exchange offeror (being a person who is an offeror in respect of which it has been announced that its offer is, or is likely to be, solely for the purpose of an Opening Position Disclosure following the commencement of the offer period and, in the case of an announcement in which any securities exchange offeror is first identified, an Opening Position Disclosure following the commencement of the offer period) must disclose certain details of the person's interests and short positions in, and rights to subscribe for, each of: (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure 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 Takeover Code, any person who is, or becomes, interested in 1% or more of a 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 positions in, and rights to subscribe for, any relevant securities of each of: (i) the offeree company; (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed in a Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 10.30 a.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 written or oral, which enables them to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they may 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 securities exchange offeror. Dealing Disclosures must also be made by the offeree company, by any offeror and by any person who is a relevant person of 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 and Dealing Disclosures must be made can be found in the Disclosure Table on www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, the date the Offer Period commenced and when any offeror was first identified. You should contact the Panel's Market Abuse Team 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

Please be aware that addresses, electronic addresses and certain information provided by the offeree company and other relevant persons for the receipt of communications from essensys may be provided during the Offer Period as requested under Section 4 of Appendix IV of the Takeover Code to comply with the requirements of the Takeover Code.

Publication on website and availability of hard copies

A copy of this Announcement will be made available free of charge (subject to certain restrictions for persons resident in Restricted Jurisdictions) on essensys's website at <https://www.essensys.tech>, from 10.30 a.m. (London time) on the Business Day following this Announcement. For the avoidance of doubt, this website nor of any website accessible from any hyperlinks set out in this Announcement shall constitute or form part of this Announcement.

essensys Shareholders may also request that all future documents, announcements and other communications in relation to the Acquisition should be in hard copy form by writing to Equiniti Limited, One Cabot Square, Spencer Road, Lancing, West Sussex BN99 6DA or by calling Equiniti Limited on telephone +44 (0)300 330 330 between 8.30 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays). Copies of this Announcement in electronic form, copies of this Announcement and any document or information referred to in this Announcement will not be provided unless such a request is made.

General

If essensys Shareholders are in any doubt about the contents of this Announcement or the you are recommended to seek your own independent financial advice immediately from manager, solicitor, accountant or independent financial adviser duly authorised under the Markets Act 2000 (as amended) if you are a resident in the United Kingdom or, if not, from authorised independent financial adviser.

Time

All references to time in this Announcement are to London (UK) time, unless otherwise stated.

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