

Brave Bison

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THIS IS AN ANNOUNCEMENT OF A POSSIBLE OFFER FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE"). IT DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. ACCORDINGLY, THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

12 May 2024

Brave Bison Group plc

("Brave Bison" or the "Company", together with its subsidiaries "the Group")

Possible Offer

for

The Mission Group plc

Possible all-share takeover to create one of the largest independent / UK-focused digital media, marketing and technology services companies listed on AIM

Brave Bison, the digital advertising and technology services company, announces that it has made a formal approach to the Board of The Mission Group plc ("**Mission**") regarding a possible offer to acquire the entire issued and to be issued share capital of Mission by way of an all-share offer (the "**Possible Offer**").

The combination of Brave Bison and Mission would create a scaled media, marketing and technology services company with pro-forma FY23 revenues of approximately £120 million and pro-forma FY23 adjusted EBITDA of approximately £14 million. Potential synergies derived from duplicate costs and efficiencies have not been included in the pro-forma.

The Board of Brave Bison believes that a company of this size, scale and profitability would present a more attractive investment opportunity to institutional shareholders than either standalone company leading to the possibility of the enlarged Brave Bison trading at a higher multiple of earnings. The terms of the Possible Offer would allow Mission shareholders to participate in future value growth as shareholders of the enlarged Brave Bison. A broader investor universe may also increase liquidity for new and existing investors.

As at 31 December 2023, Mission reported outstanding bank loans, acquisition obligations and certain overdue creditors totalling approximately £30 million, the majority of which are repayable within two years⁽¹⁾. A combination with Brave Bison, which reported net cash of £7 million as at the same date, would result in a strengthened balance sheet and improved debt and covenant ratios.

Brave Bison is currently engaging in conversations with Mission's Board and major institutional shareholders to solicit support for the Possible Offer. Mission's Board has yet to provide due diligence access to Brave Bison, which is one of a number of factors preventing Brave Bison from announcing a firm offer. Mission shareholders who would be interested in seeing Brave Bison announce a firm offer for Mission are encouraged to contact the Board of Mission to express their support for the Possible Offer.

The Possible Offer is non-binding and the making of a Possible Offer would be subject to the satisfaction or waiver of certain customary conditions, including completion of due diligence to the satisfaction of Brave Bison. Mission has been offered reciprocal due diligence on Brave Bison. Brave Bison reserves the right to waive in whole or in part any pre-conditions.

Under the terms of the Possible Offer, the enlarged business would be led by Oliver Green and Theo Green.

Oliver Green, Executive Chairman, commented:

“The combination of Brave Bison and Mission has the potential to deliver compelling value for both company’s shareholders, clients and employees. We look forward to engaging with the Board of Mission to discuss the merits of our proposal further.”

About Brave Bison

Brave Bison is a digital advertising and technology services company, headquartered in London with a globally distributed workforce in over nine countries. We provide services to global brand advertisers through four business units.

Brave Bison Performance is a paid and organic media practice. We plan and buy digital media on platforms like Google, Meta, TikTok, Amazon and YouTube, as well as providing search engine optimisation and digital PR services. Customers include New Balance, Curry’s and Asus.

SocialChain is a social media advertising practice. We create content for brands and run campaigns across social media platforms like Instagram and TikTok. We use influencers to create and distribute this content, leading to high levels of engagement and brand awareness. Customers include Holland & Barrett, The Army and General Mills.

Brave Bison Commerce is a digital commerce practice. We build complex ecommerce platforms to support digital commerce operations. We are specialist consultants in composable system architecture, the most advanced technology available for enterprise customers. Customers include Furniture Village, Fiskars and Winparts.

Brave Bison Media Network is a portfolio of sports and entertainment channels across YouTube, Facebook, Snapchat, TikTok and Instagram. These channels generate over 1 billion monthly views, and the advertising inventory from each channel is sold through online advertising exchanges. Popular channels in our network include The Hook, PGA Tour, US Open and Link Up TV.

On 22 April 2024, Brave Bison released its audited annual results for the year ended 31 December 2023. These results showed revenue of £35.7 million (+13 per cent. year-on-year), net revenue of £20.9 million (+23 per cent. year-on-year) and adjusted EBITDA of £4.3 million (+42 per cent. year-on-year). Net cash at year end was £6.8 million (+10 per cent. year-on-year).

Brave Bison Management Track Record

Oliver Green, Theo Green and Philippa Norridge joined Brave Bison as executives in 2020, having made a strategic investment in the company in 2019. Since joining the business, the team has grown Brave Bison organically and through selective acquisitions, generating value for shareholders and creating a dynamic and exciting workplace for its employees.

Brave Bison prioritises the integration of teams and culture to drive performance for the business. The company operates a dynamic digital culture and invests in best-in-class technology to enable its employees to achieve more for clients. Brave Bison operates strategically through the marketing funnel, offering enterprise-level clients an alternative to traditional agency networks or siloed specialists, by joining the dots from trend to spend.

Since 2020, Brave Bison has made the following acquisitions, all of which have been integrated into the Brave Bison operating platform:

- a) SocialChain, a social media advertising and influencer marketing company
- b) Best Response Media, a digital commerce company specialised in Adobe Commerce
- c) Greenlight Digital, a digital advertising company
- d) Greenlight Commerce, a digital commerce company
- e) The Hook, a social publisher and social media marketing company

Shown below is the four-year financial track record of Brave Bison since the current management team joined the business:

	FY20	FY21	FY22	FY23
Net Revenue	£4.0m	£7.8m	£16.9m	£20.9m
Year-on-Year Growth	n/a	+95%	+117%	+23%
Adjusted EBITDA	£0.1m	£1.8m	£3.0m	£4.3m
Year-on-Year Growth	n/a	+1,700%	+67%	+42%
Adjusted Profit Before Tax	(£0.5 m)	£1.4m	£2.6m	£3.6m
Year-on-Year Growth	n/a	n/a	+86%	+38%
Adjusted Basic Earnings per Share	(0.08p)	0.18p	0.24p	0.29p
Year-on-Year Growth	n/a	n/a	+32%	+18%
Net Cash	£2.7m	£4.7m	£6.2m	£6.8m
Year-on-Year Growth	n/a	+74%	+32%	+10%

Strategic Rationale for the Possible Offer

1. Value for Shareholders

In combination with Mission, the enlarged Brave Bison would generate pro-forma FY23 revenues of approximately £120 million and pro-forma FY23 adjusted EBITDA of approximately £14 million (in each case based on reported FY23 financials). Potential synergies derived from duplicate costs and efficiencies have not been included in the pro-forma.

The Board of Brave Bison believes that a combined company of this size, scale and profitability would present a more attractive investment opportunity to institutional shareholders than either standalone company leading to the possibility of the enlarged Brave Bison trading at a higher multiple of earnings. A broader investor universe may also increase liquidity for new and existing investors.

Under the terms of the Possible Offer, shareholders in Mission will become shareholders in the enlarged Brave Bison, and therefore will benefit in future value growth generated as a result of the combination.

2. Mission Capital Structure

As at 31 December 2023, Mission reported outstanding bank loans of £20.0m, repayable on revised terms by 5 April 2026. Additionally, Mission reported acquisition obligations totalling £5.5m, with 80 per cent. payable within two years, and a £4.3m HMRC Time to Pay agreement. In aggregate, Mission's outstanding debts and certain liabilities totalled approximately £30m at that date⁽¹⁾. Mission's bank facility provides for maximum interest margin of 4.9 per cent., which inclusive of SONIA, currently results in a total cost of over 10 per cent. per annum.

The Board of Brave Bison believes these debt levels are unsustainable based on the historical free cashflow generated by Mission in the past three years. Even with substantial improvements to operating cashflows, the Board of Brave Bison believes Mission will struggle to repay outstanding liabilities without a combination of asset sales, which would reduce the scale and may reduce attractiveness of an investment in Mission, or an equity fundraising, which would be dilutive to non-participating shareholders. The prospect of both asset sales and an equity fundraising were mentioned in Mission's final results announcement on 28 March 2024.

By contrast, the Board of Brave Bison believes that a combination with Brave Bison would improve debt covenants and serviceability, increase scale, not reduce it, and provide Mission shareholders with potential future value growth.

3. Broader Service Offering

Brave Bison has a high-quality client list, exceptional staff and strong brand recognition in the UK digital media, social media and digital commerce markets. Large advertisers include New Balance, Curry's and Holland & Barrett. Mission has an equally strong proposition with advanced specialisms in integrated media, advertising, B2B, brand communications and sports marketing.

By combining these practices as a single media, marketing and technology services company, clients would be able to procure a scaled and integrated solution across multiple channels and markets. This would allow the enlarged Brave Bison to compete for a larger share of wallet, from larger clients.

Furthermore, a combination would provide Mission clients access to Brave Bison's sports & entertainment network, a portfolio of approximately 600 social media channels across YouTube, Facebook, Snap, TikTok and Instagram. These owned social media properties generate in excess of 1 billion average monthly views, and are followed by engaged communities across high-value demographics.

There can be no certainty any offer will be made, even if the pre-conditions are satisfied or waived, nor as to the terms of any offer.

Pursuant to Rule 2.5 of the Code, Brave Bison reserves the right to vary the form and/or mix of the consideration described in this announcement and vary the transaction structure.

In accordance with Rule 2.6(a) of the Code, Brave Bison is required, by no later than 5.00pm on 9 June 2024, to announce either a firm intention to make an offer for Mission in accordance with Rule 2.7 of the Code or that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel on Takeovers and Mergers ("Takeover Panel") in accordance with Rule 2.6(c) of the Code.

Notes:

- (1) As at 31 December 2023, Mission reported outstanding bank loans of £20.0m, repayable on revised terms by 5 April 2026. Additionally, Mission reported acquisition obligations totalling £5.5m, with 80 per cent. payable within two years, and a £4.3m HMRC Time to Pay agreement.

For further information please contact:

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Rule 2.4 information

In accordance with Rule 2.4(c)(iii) of the Code, Brave Bison confirms that it is not aware of any dealings in Mission shares that would require it to offer a minimum level, or a particular form, of consideration under Rule 6 or Rule 11 of the Code. However, it has not been practicable for Brave Bison to make

enquiries of all persons acting in concert with it prior to the date of this announcement in order to confirm whether any details are required to be disclosed under Rule 2.4(c)(iii) of the Code. To the extent that any such details are identified following such enquiries, Brave Bison shall make an announcement disclosing such details as soon as practicable, and in any event by no later than the time it is required to make its Opening Position Disclosure under Rule 8.1 of the Code.

Rule 2.9

In accordance with Rule 2.9 of the Takeover Code, as at the date of this announcement, Brave Bison's issued share capital consisted of 1,288,147,280 ordinary shares of 1 pence each and admitted to trading on the AIM of the London Stock Exchange. There are no shares held in treasury. The International Securities Identification Number for the ordinary shares is GB00BF8HJ774.

Important information

This announcement does not constitute a prospectus or prospectus equivalent document. This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise. Neither Brave Bison nor Mission shareholders should make any investment decision in relation to the Possible Offer except on the basis of certain offer documentation published by Brave Bison and/or Mission in due course. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted.

The distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Brave Bison who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Brave Bison who are not resident in the United Kingdom will need to inform themselves about, and observe, any applicable requirements.

Disclaimer

H&P Advisory Ltd ("**Hannam & Partners**"), which is regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Brave Bison and no-one else in connection with the possible offer and will not be responsible to anyone other than Brave Bison for providing the protections afforded to clients of Hannam & Partners nor for providing advice in relation to the acquisition or any other matters referred to in this announcement.

Cavendish Capital Markets Limited ("**Cavendish**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Brave Bison and no one else and will not be responsible to anyone other than Brave Bison for providing the protections offered to clients of Cavendish or for providing advice in connection with any matter referred to in this Announcement. Neither Cavendish nor any of its affiliates (nor their respective directors, officers, employees or agents) 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 Cavendish in connection with this Announcement, any statement contained herein, the Acquisition or otherwise. No representation or warranty, express or implied, is made by Cavendish as to the contents of this Announcement.

Forward-looking statements

This announcement and certain oral statements made regarding the Possible Offer and other information published by Brave Bison containing statements about Brave Bison, Mission and/or the combined group are or may be deemed to be forward-looking statements. All statements other than statements of historical facts included in this announcement, may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "hopes", "continues", "would", "could", "should", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance,

indebtedness, financial condition, dividend policy, losses and future prospects; and (ii) business and management strategies and the expansion and growth of Brave Bison, Mission or the combined group's operations and potential cost and operating synergies resulting from the Possible Offer. These forward-looking statements are not based on historical fact and are not guarantees of future performance. By their nature, such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the entities' ability to control or estimate precisely. These factors include, but are not limited to, changes in political and economic conditions, changes in levels of capital investment, success of business and operating initiatives, the impact of any acquisitions or similar transactions, changes in tenants' strategies and stability, changes in the regulatory environment and fluctuations of rates, and changes in tax rates. Except as expressly provided in this announcement, they have not been reviewed by the auditors of Brave Bison or Mission. Neither Brave Bison, nor any of its respective members, associates or directors, officers, employees 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 will actually occur. Neither Brave Bison, nor any of its respective members, associates or directors, officers, employees or advisers assumes any obligation to update or correct the information contained in this announcement except as required by applicable law. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this announcement. Brave Bison disclaims any obligation to correct or update any forward-looking or other statements contained in this announcement, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

Disclosure requirements of the Code

Rule 8.3

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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 pm (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.

Publication of this announcement

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in restricted jurisdictions, at <https://bravebison.com>, by no later than 12 noon (London time) on 13 May 2024. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

No profit forecasts or estimates

Except as otherwise set out herein, nothing in this announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share or dividend per share for Brave Bison or Mission, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for Brave Bison or Mission, as appropriate.

Sources & bases of information

In this announcement:

1. Unless otherwise stated, historical financial information relating to the Company has been extracted or derived (without any adjustment) from the Company's final results for the year ended 31 December 2023.
2. Unless otherwise stated, historical financial information relating to Mission has been extracted or derived (without any adjustment) from Mission's final results for the year ended 31 December 2023.
3. Year-on-year movements where presented in this announcement are based on the reported final results for each fiscal year.
4. Certain figures included in this announcement have been subject to rounding adjustments.