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THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY OFFER MAY BE MADE

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

13 May 2024

The MISSION Group plc
("MISSION", the "Company" or the "Group")

RESPONSE TO RECENT PRESS SPECULATION AND POSSIBLE OFFER ANNOUNCEMENT BY BRAVE BISON GROUP PLC

MISSION Group plc (AIM: TMG), notes the recent press speculation and the announcement released on 12 May 2024 by Brave Bison Group plc ("**Brave Bison**") in accordance with Rule 2.4 of the City Code on Takeovers and Mergers (the "**Code**") and confirms that on 29 April 2024, it received an unsolicited conditional proposal regarding a possible offer by Brave Bison for the entire issued and to be issued share capital of **MISSION**. Such offer comprised an all-share offer at an exchange ratio of 11.5 Brave Bison shares for each ordinary share in **MISSION** (the "**Possible Offer**"). Based on the terms of the Possible Offer and the closing market prices of **MISSION** and Brave Bison shares on 29 April 2024, being the last trading day prior to receipt of the Possible Offer, the Possible Offer valued each **MISSION** share at approximately 29 pence¹.

On 8 May 2024, the Board of **MISSION**, following consultation with its financial and legal advisers, unanimously rejected the Possible Offer which it believes to be opportunistic and significantly undervalues the Group and its prospects. Moreover, it is dilutive to **MISSION's** shareholders as it does not reflect the relevant contributions of each party to the proposed combined group. In that regard, the Board of **MISSION** would like to bring shareholders' attention to the following points:

- The terms of the Possible Offer represent a see-through value of approximately 29.04 pence per **MISSION** share¹. Were the Possible Offer to be implemented on its indicative terms, this would result in **MISSION's** shareholders holding approximately **45 per cent.** of the proposed combined group.
- The Board believes that the Possible Offer and resultant approximate 45 per cent. holding of **MISSION's** shareholders in the proposed combined group does not fully reflect the inherent value in **MISSION** which, post the impact of the 23 October 2023 trading update has been steadily improving reflected in a 62.1 per cent. increase in the **MISSION** share price since 23 October 2023³.

- Moreover, the Board believes that the Possible Offer significantly undervalues the contribution of **MISSION** to the proposed combined group. Based on the respective net revenue, adjusted EBITDA and adjusted pre-tax profit contributions of **MISSION** and Brave Bison as set out in their respective results for their financial years ending 31 December 2023, **MISSION** would contribute approximately 81 per cent. of revenues, approximately 71 per cent. of adjusted EBITDA and approximately 54 per cent. of adjusted pre-tax profits to the proposed combined group². The proposed holding of approximately 45 per cent. of **MISSION's** shareholders in the proposed combined group does not reflect that contribution.
- **MISSION's** shareholders holding of approximately 45 per cent. of the proposed combined group is also before the impact of an additional equity fundraising of at least £10 million which Brave Bison has indicated to **MISSION** they are considering in order to accelerate debt repayment and strengthen the balance sheet of the proposed combined group. While the Board of **MISSION** understands such fundraising is not a condition to the Possible Offer, any such equity fundraising could further dilute **MISSION's** shareholders' interest in the proposed combined group.
- The terms of the Possible Offer do not reflect, in terms of Brave Bison's proposed Board composition, the significant contribution of **MISSION** to the proposed combined group as they currently envisage only one additional Non-Executive Director from **MISSION** will join the board of the proposed combined group.
- The Board of **MISSION** do not believe the Possible Offer is transformational for **MISSION** and its offering to its clients. The proposed combined group would have increased scale and some additional capabilities, but these do not offset the dilutive impact to **MISSION's** shareholders of only holding approximately 45 per cent. of the proposed combined group.
- The Possible Offer is earnings dilutive for **MISSION's** shareholders. Brave Bison anticipate that **MISSION's** shareholders would enjoy more value from the combination based on a re-rating of the proposed combined group. There is no certainty of a re-rating.
- As previously announced on 17 January 2024, the Board of **MISSION** has set out how it expects to realise value for **MISSION's** shareholders through its standalone strategy and execution of the Group's Value Restoration Plan, which is now well underway.
- The Board continues to work closely with NatWest, the Company's lender, and was pleased to announce a refinancing arrangement on 28 March 2024, which extended facilities through to 5 April 2026. This provides the flexibility the Company needs to deliver on its Value Restoration Plan and reduce its leverage.
- The announcement by Brave Bison on 12 May 2024 in relation to the Possible Offer stated that **MISSION's** outstanding debts and certain liabilities totalled approximately £30 million as at 31 December 2023, comprising bank loans of £20.0 million, acquisition obligations of £5.5 million and HMRC Time to Pay agreement of £4.3 million. The Board of **MISSION** wishes to draw **MISSION's** shareholders attention to the fact that the above numbers exclude **MISSION's** cash balances and therefore the outstanding debts (net of cash balances) and certain liabilities totalled approximately £25.2 million as at 31 December 2023⁴ and that its outstanding debts (net of cash balances) and certain liabilities totalled approximately £26.8 million as at 30 April 2024⁵. **MISSION** also notes that certain of its acquisition obligations can be settled in **MISSION** shares.

- In addition, the Board of **MISSION** continues to review the Group's options to reduce its debt position and is considering the disposal of certain assets within its portfolio to reduce its leverage further. The Board of **MISSION** remains confident that during the remainder of the year, it will deliver on its plan to reduce leverage.

The Board of **MISSION** is open to proposals that it believes would enhance shareholder value and deliver benefits to **MISSION's** shareholders. The Board of **MISSION** does not consider the terms of the Possible Offer to meet those criteria.

Shareholders are urged to take no action at this time.

This announcement has been made by **MISSION** without the agreement or approval of Brave Bison.

There can be no certainty either that an offer will be made nor as to the terms on which any offer might be made.

In accordance with Rule 2.6(a) of the Code, Brave Bison must, by no later than 5.00 p.m. (London time) on 9 June 2024, either announce a firm intention to make an offer for **MISSION** in accordance with Rule 2.7 of the Code, or announce 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. The deadline can be extended with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code.

The attention of shareholders is drawn to the disclosure requirements of Rule 8 of the Code, which are summarised below.

Footnotes:

- 1 The valuation of approximately 29.04 pence per **MISSION** share and the approximate 45 per cent. ownership for **MISSION's** shareholders in the proposed combined group, is based on (i) an exchange ratio of 11.5 Brave Bison shares for each ordinary share in **MISSION**, (ii) a Brave Bison closing mid-market share price of 2.525 pence (as at 29 April 2024, being the last trading day prior to the receipt of the Possible Offer), (iii) an issued share capital of **MISSION** being 92,238,119 shares and (iv) an issued share capital of Brave Bison being 1,288,147,280 shares.
- 2 The contribution of **MISSION** to the proposed combined group is based on the following information:

	£ million	%
Revenue		
MISSION (see Note 2(a))	86.3	80.5
Brave Bison (see Note 2(b))	20.9	19.5
Pro forma	107.2	100.0
Adjusted EBITDA		
MISSION (see Note 2(a))	10.6	71.3
Brave Bison (see Note 2(b))	4.3	28.7
Pro forma	14.9	100.0
Adjusted profit before tax		
MISSION (see Note 2(a))	4.2	53.6
Brave Bison (see Note 2(b))	3.6	46.4
Pro forma	7.8	100.0

(a) for the year ended 31 December 2023, **MISSION** had reported net revenue of £86.3 million from continuing operations (turnover of £195.4 million less cost of sales of £109.1 million), headline EBITDA of £10.6 million (headline operating profit (continuing operations) of £6.5 million, depreciation of owned tangible assets of £1.2 million, depreciation expense on right of use assets of £2.6 million and amortisation of other intangible assets of £0.4 million) and headline pre-tax profits of £4.2 million (continuing operations). This 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;

(b) for the year ended 31 December 2023, Brave Bison reported net revenue of £20.9 million (turnover/billings of £35.7 million less cost of sales of £14.8 million), adjusted EBITDA of £4.3 million and adjusted pre-tax profits of £3.6 million. This financial information relating to Brave Bison has been extracted or derived (without any adjustment) from Brave Bison's final results for the year ended 31 December 2023.;

- 3 The closing mid-market price for a **MISSION** share on 23 October 2023 was 14.0 pence, and on 10 May 2024 was 22.7 pence.
- 4 The statements regarding **MISSION's** outstanding debts (net of cash balances) and certain liabilities totalling approximately £25.2 million as at 31 December 2023 and comprised of net debt of £15.4 million, acquisition obligations of £5.5 million and HMRC Time to Pay agreement of £4.3 million have been extracted or derived (without any adjustment) from **MISSION's** final results for the year ended 31 December 2023.
- 5 The statements regarding **MISSION's** outstanding debts (net of cash balances) and certain liabilities totalling approximately £26.8 million as at 30 April 2024 and comprised of net bank debt of £22.2 million, acquisition obligations of £4.1 million and HMRC Time to Pay agreement of £0.5 million have been extracted from **MISSION's** unaudited internal financial information.

ENDS

ENQUIRIES:

David Morgan, Non-Executive Chair
James Clifton, Chief Executive Officer
Giles Lee, Chief Financial Officer

Via Houston

The MISSION Group plc

Simon Bridges / Julie Langley / Andrew Potts / Harry Rees

Canaccord Genuity Limited (Financial Adviser, Nominated Adviser and Broker) 020 7523 8000

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*Canaccord Genuity Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser and corporate broker exclusively for **MISSION** and for no*

one else in connection with the Possible Offer and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than **MISSION** for providing the protections afforded to clients of Canaccord Genuity Limited, nor for providing advice in relation to the Possible Offer or any other matter referred to in this announcement.

The person responsible for arranging the release of this announcement on behalf of **MISSION** is James Clifton.

Publication of this announcement

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available on the Company's website at <https://www.themission.co.uk/> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

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 (as defined in the Code) 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 (as defined in the Code).

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(s), 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 Bidder 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 Bidder 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.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, **MISSION** confirms that as at the date of this announcement, it has 92,238,119 ordinary shares of £0.10 each in issue and admitted to trading on AIM, the market operated by the London Stock Exchange. **MISSION** holds no ordinary shares in treasury. The total number of voting rights in **MISSION** is currently 92,238,119. The International Securities Identification Number for **MISSION** ordinary shares is GB00B11FD453.

The information contained within this announcement is deemed to constitute inside information as stipulated under the Market Abuse (Amendment) (EU Exit) Regulations 2019. Upon the publication of this announcement, this inside information is now considered to be in the public domain.