

FORM 8 (OPD)

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the "Code")**

**1. KEY INFORMATION**

<b>(a) Full name of discloser:</b>	Loungers plc
<b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b> <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	N/A
<b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b> <i>Use a separate form for each offeror/offeree</i>	Loungers plc
<b>(d) Is the discloser the offeror or the offeree?</b>	OFFEREE
<b>(e) Date position held:</b> <i>The latest practicable date prior to the disclosure</i>	11 December 2024
<b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b> <i>If it is a cash offer or possible cash offer, state "N/A"</i>	NO

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

Class of relevant security:	Ordinary shares of £0.01 each			
	Interests		Short positions	
	Number	%	Number	%
<b>(1) Relevant securities owned and/or controlled:</b>	Nil	Nil	Nil	Nil
<b>(2) Cash-settled derivatives:</b>	Nil	Nil	Nil	Nil
<b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b>	Nil	Nil	Nil	Nil
<b>TOTAL:</b>	Nil	Nil	Nil	Nil

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

**(b) Rights to subscribe for new securities**

Class of relevant security in relation to	N/A
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which subscription right exists:	
Details, including nature of the rights concerned and relevant percentages:	N/A

### 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:
(i) <i>Interests held by the directors of Loungers plc</i>

Class of relevant security:	Ordinary shares of £0.01 each	
Name:	Number of Loungers plc shares held	% <sup>1</sup>
Alexander Reilley	6,751,432	6.49
Nicholas Collins	776,837 <sup>2</sup>	0.75
Jill Little	13,903	0.01
Adam Bellamy	24,012	0.02
Nicholas Backhouse	13,903	0.01

<sup>1</sup> Percentages are based on Loungers plc's issued share capital as at close of trading on 10 December 2024.

<sup>2</sup> Excludes 179,439 shares held jointly by Nicholas Collins and Apex Financial Services (Trust Company) Limited (formerly Link Trustees (Jersey) Limited) (see (ii) below).

(ii) *Interests held by persons acting in concert with Loungers plc*

Class of relevant security:	Ordinary shares of £0.01 each	
Name:	Number of Loungers plc shares held	% <sup>1</sup>
Apex Financial Services (Trust Company) Limited <sup>3</sup>	269,158 <sup>3</sup>	0.26
Jacob Bishop <sup>4</sup>	6,507,432	6.26

<sup>3</sup> Apex Financial Services (Trust Company) Limited (formerly Link Trustees (Jersey) Limited) is the trustee of the Loungers plc Employee Benefit Trust and in this capacity, shares the ownership of 89,719 shares and 179,439 shares in Loungers plc with each of Justin Carter and Nicholas Collins (respectively) pursuant to the terms of two joint ownership equity agreements entered into in 2019. Each of Justin Carter and Nicholas Collins has an interest in such shares which is limited to the increase in their value above a hurdle price of £2.

<sup>4</sup> Jacob Bishop is a co-founder and a member of the senior management team of Loungers plc.

(iii) *Interests held as options under the Loungers plc share plans by directors of Loungers plc*

Class of relevant security:	Ordinary shares of £0.01 each				
Name:	Loungers Share Plan	Date of grant	Number of Loungers plc shares under award	Normal vesting date	Expiry Date
Nicholas Collins	IPO Restricted Share Plan	29/04/2019	450,000	29/04/2020	29/04/2030
	RSP - Value Creation Plan	27/04/2022	238,292	13/07/2022	27/04/2032
	One-off retention awards under the Restricted Share Plan	02/05/2023	131,143	25/07/2023	01/05/2033
	FY25 Restricted Share Plan	01/06/2023	267,780	25/07/2025	31/05/2033

Share Plan					
FY26 Restricted Share Plan	13/12/2023	259,493	25/07/2026	12/12/2033	
<b>Total</b>		<b>1,346,708</b>			
Alexander Reilley	RSP - Value Creation Plan	27/04/2022	89,359	13/07/2022	27/04/2032
	One-off retention awards under the Restricted Share Plan	02/05/2023	107,569	25/07/2023	01/05/2033
	FY25 Restricted Share Plan	01/06/2023	110,262	25/07/2025	31/05/2033
	FY26 Restricted Share Plan	13/12/2023	106,850	25/07/2026	12/12/2033
	<b>Total</b>		<b>414,040</b>		

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

#### 4. OTHER INFORMATION

##### (a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

##### (b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

##### (c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	11 December 2024
Contact name:	Stephen Marshall

<b>Telephone number:</b>	<b>+44 7720 341120</b>
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*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*

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