

29 April 2025

For immediate release

This release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (2014/596/EU), or EU MAR, and of the UK version of EU MAR as it forms part of UK law by virtue of the European Union (Withdrawal) Act (as amended).



XLMedia PLC

("XLMedia", the "Group", or the "Company")

Results of Tender Offer

XLMedia plc (AIM: XLM), announces the results of the Tender Offer set out in the circular published by the Company on 11 April 2025 (the "Circular"), which closed at 1.00 p.m. on 28 April 2025. The Tender Price was 11.0 pence per Share.

Results of Tender Offer

The Company offered to purchase up to a maximum of 100,000,000 Ordinary Shares (being approximately 70.90 per cent. of the Company's existing issued share capital) under the Tender Offer. In total, 83,987,905 Ordinary Shares were validly tendered under the Tender Offer through Qualifying Shareholders' Tender Entitlements as well as excess applications received in respect of 16,012,095 Ordinary Shares through Excess Tenders. As such, the total number of Ordinary Shares being acquired by the Company is the maximum of 100,000,000. All valid tenders were satisfied in full pursuant to their Tender Entitlement (rounded down to the nearest whole number of Ordinary Shares) and excess applications were satisfied based on a percentage proportion of the Total Excess tenders received.

It is expected that cheques will be despatched and CREST accounts will be credited with proceeds in respect of successfully tendered shares on or before 9 May 2025.

The 100,000,000 Ordinary Shares tendered under the Tender Offer will be repurchased by the Company under the Repurchase Agreement and cancelled.

The ordinary issued share capital of the Company following the purchase will be 41,040,915 (with no ordinary shares held in treasury). The total voting rights in the Company following the purchase and cancellation will be 41,040,915.

The figure of 41,040,915 may be used by Shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

The Company wishes to remind Shareholders however that the Company is an AIM Rule 15 Cash Shell with no material trading business, activities and assets other than the remaining cash proceeds from the Disposals. The Company is now focused on the orderly wind up of its affairs (including its subsidiaries) to enable the orderly distribution to Shareholders of the available proceeds from the Disposals via the Tender Offer. Following the repurchase of 121,545,490 Ordinary Shares for approximately £14 million in cash under the Initial Tender Offer, and after completion of the Tender Offer, the Company will not make a further distribution of capital to Shareholders prior to suspension of its Ordinary Shares on AIM, expected on 14 May 2025.

The Directors have looked at the potential scenarios and taken advice to retain a certain amount of cash from the proceeds of the Disposals to meet its liabilities including an element of contingency. While there is

the proceeds of the Disposals to meet its liabilities including an element of contingency. While there is potential for both upside and down side to these calculations, in its base case scenario reflecting the remaining shares in issue following the Tender Offer, the Board remains of the opinion that it does not expect there to be more than approximately 10p per Ordinary Share of returnable cash value remaining in the Company. However, shareholders should note that there can be no certainty that there will be any further distributions as part of the liquidation process.

Terms used in this announcement have the same meaning as in the Circular. The Circular can be viewed on, and downloaded from, the Company's website at <https://www.xlmedia.com/investors/tender-offer/>

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About XLMedia

XLMedia (AIM: XLM) has recently disposed of its sports and gaming digital media operations.

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