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FOR IMMEDIATE RELEASE

2 May 2025

**RECOMMENDED CASH ACQUISITION**

of

**Science in Sport plc ("SiS")**

by

**Einstein Bidco Limited ("Bidco")**

**a newly formed company indirectly wholly-owned by funds advised by bd-capital Partners Limited ("bd-capital")**

**to be effected by means of a scheme of arrangement  
under Part 26 of the Companies Act 2006**

**DISCLOSURE UNDER RULE 2.10(C) OF THE CODE**

On 17 April 2025, the board of directors of Bidco and the Independent SiS Directors announced that they had reached agreement on the terms and conditions of a recommended all cash acquisition, pursuant to which Bidco will acquire the entire issued, and to be issued, share capital of SiS (the "**Acquisition**") (the "**Rule 2.7 Announcement**"). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act.

Unless otherwise defined in this announcement, capitalised words and phrases used in this announcement shall have the same meanings given to them in the Rule 2.7 Announcement.

As set out in the Rule 2.7 Announcement, Bidco had received certain irrevocable undertakings to vote in favour (or procure a vote in favour) of the Scheme at the Court Meeting and the Resolutions (including the Rollover and Bonuses Resolution) to be proposed at the General Meeting from certain SiS Shareholders who held, in aggregate, 85,858,504 SiS Shares, representing approximately 36.96 per cent. of the issued share capital of SiS as at 16 April 2025 (being the latest practicable date prior to the Rule 2.7 Announcement).

On 2 May 2025, Bidco received further irrevocable undertakings to vote in favour (or procure a vote in favour) of the Scheme at the Court Meeting and the Resolutions (including the Rollover and Bonuses Resolution) to be proposed at the General Meeting from Enming Zhang who holds 11,529,147 SiS Shares, representing approximately 4.96 per cent. of the issued share capital of SiS as at 1 May 2025 (being the latest practicable date prior to the date of this announcement) (the "**Enming Zhang Irrevocable**").

The Enming Zhang Irrevocable will cease to be binding if:

- the Acquisition has not been completed by the Long Stop Date;
- a person (other than Bidco, a subsidiary of Bidco or any person acting in concert with Bidco) announces a firm intention to make an offer (in accordance with Rule 2.7 of the Code) to acquire the SiS Shares where the value of the consideration per SiS Share is at least 37.4 pence per SiS Share, being at least 10 per cent. more than the value for each SiS Share offered by Bidco pursuant to the terms of the Acquisition, as at the date on which such firm intention to make an offer is announced and the board of directors of SiS (or a duly authorised committee thereof), having taken advice from its financial advisers, agrees and resolves to recommend such offer to SiS Shareholders; or
- the Acquisition lapses or is withdrawn in a manner which is permitted by the Panel.

As a result, following receipt of the Enming Zhang Irrevocable, Bidco has now received irrevocable undertakings to vote in favour (or procure a vote in favour) of the Scheme at the Court Meeting and the Resolutions (including the Rollover and Bonuses Resolution) to be proposed at the General Meeting from certain SiS Shareholders who hold, in aggregate, 97,387,651 SiS Shares, representing approximately 41.93 per cent. of the issued share capital of SiS as at 1 May 2025 (being the latest practicable date prior to the date of this announcement).

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### **Important Notices**

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### **Further information**

This announcement is for information purposes only and is not intended to and does not constitute, or form part of an 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 the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of SiS in any jurisdiction in contravention of applicable law. The Acquisition will be made solely pursuant to the terms of the Scheme Document (or, if the Acquisition is to be implemented by way of a Takeover Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how SiS Shareholders may vote in respect of the Acquisition. Any vote, approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer).

The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and the release of this announcement shall not give rise to any implication that there has been no change in the facts set out in this announcement since such date. This announcement does not constitute a prospectus or prospectus equivalent or exempted document.

No person should construe the contents of this announcement as legal, financial or tax advice. If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom, or another appropriately authorised independent financial adviser, if you are in a territory outside the United Kingdom.

### **Disclosure requirements of the Code**

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 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 Code, any person who is, or becomes, interested in 1 per cent. 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 p.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 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 Panel's website at [www.thetakeoverpanel.org.uk](http://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.*

#### **Rounding**

*Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.*

#### **Publication on a website**

*In accordance with Rule 26.1 of the Code, a copy of this announcement and the Enming Zhang Irrevocable will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SiS' website at <https://www.sisplc.com/possible-offer/> by no later than 12 noon (London time) on the first Business Day following the date of this announcement.*

*For the avoidance of doubt, neither the content of this website nor the contents of any websites accessible from any hyperlinks is incorporated into or forms part of this announcement.*

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