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

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

7 May 2025

FD Technologies plc

Statement regarding possible offer

The Board of FD Technologies plc ("FD Technologies" or the "Company") notes the recent movement in its share price and confirms that it is in advanced discussions with TA Associates Management, L.P. ("TA Associates"), after having received a number of non-binding proposals in relation to a possible cash offer by funds managed by TA Associates for the entire issued and to be issued share capital of the Company.

The most recent proposal was received from TA Associates on 24 March 2025 in relation to a possible cash offer of £24.50 per FD Technologies share (the "Possible Offer"). The Possible Offer includes an unlisted share alternative.

The Possible Offer is at a level which, should a firm offer be made on the same financial terms, the Board of FD Technologies would be minded to recommend such a firm offer to FD Technologies shareholders, subject to the agreement of other customary terms and conditions.

There can be no certainty that a firm offer will be made. A further announcement will be made if and when appropriate.

In accordance with Rule 2.6(a) of the Code, TA Associates is required, by not later than 5.00 p.m. on 4 June 2025, to either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for the Company, 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 in accordance with Rule 2.6(c) of the Code.

In accordance with Rule 2.5(a) of the Code, TA Associates reserves the right to make an offer for FD Technologies at a lower value or on less favourable terms than the Possible Offer: (i) with the agreement or recommendation of the Board of FD Technologies; (ii) if a third party announces a firm intention to make an offer for FD Technologies which, at that date, is of a value less than the value of the Possible Offer; or (iii) following the announcement by FD Technologies of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code). If FD Technologies declares, makes or pays any dividend or distribution or other return of value or payment to its shareholders, TA Associates reserves the right to make an equivalent reduction to the Possible Offer. TA Associates also reserves the right to introduce other forms of consideration and/or vary the form and/or mix of the consideration it would offer.

This announcement has been made with the consent of TA Associates.

The person responsible for arranging the release of this announcement on behalf of FD Technologies is Colette McMullan, Company Secretary.

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Allen Overy Shearman Sterling LLP is acting as legal adviser to FD Technologies in relation to the matters referred to in this announcement.

Inside Information

The information contained within this announcement is deemed by FD Technologies to constitute inside information as stipulated under the Market Abuse Regulation (EU) no. 596/2014 (as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018). On the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

Notice related to financial advisers

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for FD Technologies and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than FD Technologies for providing the protections afforded to its clients or for providing advice in connection with the subject matter of this announcement.

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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 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.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at www.fdtechnologies.com 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.

Rule 2.9 disclosure

In accordance with Rule 2.9 of the Code, FD Technologies confirms that as at the close of business on 6 May 2025 its issued share capital consisted of 22,105,740 ordinary shares of 0.5 pence each. The International Securities Identification Number for FD Technologies' ordinary shares is GB0031477770.

Additional Information

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. 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 FD Technologies 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 FD Technologies who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements.

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