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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

21 May 2025

Carr's Group plc
("Carr's", the "Group" or the "Company")

Proposed Tender Offer of up to £70 million to Shareholders

Further to previous announcements on 16 January, 22 April and 7 May 2025, in which Carr's stated its intention to return up to £70 million to Shareholders (the "**Capital Return**") following completion of the sale of the Engineering Division, the Company is pleased to announce the launch of the Capital Return by way of a tender offer (the "**Tender Offer**").

The Tender Offer Resolution will be put to Shareholders at a General Meeting to be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW, on 18 June 2025 at 10.00 a.m. (the "**General Meeting**"). Whether or not Shareholders intend to attend the General Meeting, Shareholders are encouraged to appoint a proxy to vote on the Tender Offer Resolution as soon as possible in the manner set out in the Circular (as defined further below).

The Tender Offer is not being made, directly or indirectly, in or into Australia, Canada, Japan, New Zealand, the Republic of South Africa or any other jurisdiction where to do so would breach any applicable law or regulations (the "**Restricted Jurisdictions**"). The Tender Offer will only be available to Qualifying Shareholders resident in a jurisdiction outside the Restricted Jurisdictions.

Tender Offer Highlights

- The Tender Offer would return up to £70 million to Qualifying Shareholders at a price of 163 pence per share (the "**Tender Price**") as a result of the Company acquiring up to 42,944,785 ordinary shares of £0.025 each in the capital of the Company ("**Ordinary Shares**");
- The Tender Offer represents up to approximately 45.4 per cent. of the Issued Ordinary Share Capital of Carr's as at 19 May 2025 (being the latest practicable date prior to the release of this announcement (the "**Latest Practicable Date**"));
- The Tender Price represents:
 - a premium of approximately 16.0 per cent. to the closing price of 140.5 pence per Ordinary Share on the Latest Practicable Date; and
 - a premium of approximately 25.6 per cent. to the volume weighted average price per Ordinary Share over the one month to the Latest Practicable Date.

The Company intends to cancel all Ordinary Shares acquired in connection with the Tender Offer.

The Tender Offer is conditional on, amongst other things, the approval of Shareholders, which will be sought at a General Meeting.

The Tender Offer will open on 21 May 2025 and will close at 1.00 p.m. on 19 June 2025, unless such dates are altered by means of an announcement through a Regulatory Information Service.

The Tender Offer consideration is expected to be despatched by no later than 30 June 2025 to Qualifying Shareholders who have successfully tendered their Ordinary Shares.

Benefits of the Tender Offer

- Qualifying Shareholders have a choice as to whether they participate in the Tender Offer or not, such that:
 - the Tender Offer provides the opportunity for Qualifying Shareholders who wish to reduce their holdings of Ordinary Shares to do so; and
 - the Tender Offer allows Qualifying Shareholders who do not wish to receive capital at this time to maintain their full investment in the Company;
- the Tender Offer is available to all Qualifying Shareholders regardless of the size of their shareholdings;
- the Tender Offer enables the Company to return capital to Shareholders at a market-driven price with a premium at the Latest Practicable Date; and
- the Tender Offer will reduce the number of Ordinary Shares in issue and, assuming earnings stay the same,

- the Tender Offer will reduce the number of Ordinary Shares in issue and, assuming earnings stay the same, should have a positive impact on the Company's earnings per share as the Company intends to cancel all Ordinary Shares acquired in connection with the Tender Offer.

Proposed adoption of new Articles of Association

In addition to the Tender Offer Resolution, the Company is proposing a further special resolution to adopt new articles of association (the "**New Articles**") for the Company in substitution for, and to the exclusion of, the Company's existing articles of association (the "**Articles**"). The New Articles incorporate amendments to the Articles which would, among other things, permit the Directors to change the Company's name by Board resolution. A summary of the principal changes made in the New Articles is included in the Circular.

The adoption of the New Articles is not connected with the Tender Offer and the Tender Offer is not conditional on the passing of the Articles Resolution.

Directors' Recommendation and Intentions to Tender

The Directors consider that the Tender Offer, the Tender Offer Resolution and the Articles Resolution are each in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Tender Offer Resolution and the Articles Resolution, as the Directors intend to do for their respective individual beneficial holdings.

Furthermore, each of the Directors who holds Ordinary Shares intends to tender such number of Ordinary Shares as is equal to their Individual Basic Entitlement pursuant to the Tender Offer.

Publication of Circular

A shareholder circular (the "**Circular**"), containing the full terms and conditions of the Tender Offer and instructions to Qualifying Shareholders on how to tender their Ordinary Shares should they wish to do so, and convening the General Meeting, will be despatched today.

The Circular (including the Notice of General Meeting) will also be published on the Company's website at <https://www.carrsgroup.com/>.

A summary of the key terms of the Tender Offer is included later in this announcement under the heading "Additional Information". This announcement should be read in conjunction with the full text of the Circular, which sets out the terms of the Tender Offer in full. Certain capitalised terms in this announcement bear the meanings set out in the Circular.

This announcement contains inside information as defined under MAR. The person responsible for arranging the release of this announcement on behalf of Carr's is Paula Robertson.

Enquiries

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Cavendish Capital Markets Limited (Joint Broker) Adrian Hadden / Matt Lewis / Hamish Waller	+44 (0) 207 397 1965

About Carr's Group plc:

Carr's is a pure-play specialist Agriculture manufacturer and provider of research proven, value-added livestock supplements such as feed licks, blocks, bagged minerals and boluses.

The business operates manufacturing sites across three different countries, selling expert-developed products under five globally respected and market leading brands to over 20 countries worldwide.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Time and Date</i>
Publication of the Circular	21 May 2025
Tender Offer opens	21 May 2025
Latest time and date for receipt of Forms of Proxy, CREST and electronic proxy appointments via www.signalshares.com or via the Proxymity Platform for the General Meeting	10.00 a.m. on 16 June 2025
Voting Record Time	6.00 p.m. on 16 June 2025
General Meeting	10.00 a.m. on 18 June 2025
Announcement of results of the General Meeting	18 June 2025
Latest time and date for receipt of Tender Forms and share certificates for tendered certificated Ordinary Shares in relation to the Tender Offer (i.e. close of the Tender Offer)	1.00 p.m. on 19 June 2025

Latest time and date for receipt of TTE Instructions for tendered uncertificated Ordinary Shares in relation to the Tender Offer (i.e. close of the Tender Offer)	1.00 p.m. on 19 June 2025
Tender Offer Record Time	6.00 p.m. on 19 June 2025
Announcement of results of the Tender Offer	20 June 2025
Purchase of Ordinary Shares under the Tender Offer	23 June 2025
CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares	no later than 30 June 2025
CREST accounts credited for revised uncertificated holdings of Ordinary Shares (or, in the case of unsuccessful tenders, for entire holdings of Ordinary Shares)	no later than 30 June 2025
Cheques despatched in respect of Tender Offer proceeds for certificated Ordinary Shares	no later than 30 June 2025
Return of share certificates in respect of unsuccessful tenders of certificated Ordinary Shares	no later than 30 June 2025
Despatch of balancing share certificates in respect of unsold certificated Ordinary Shares	no later than 30 June 2025

ADDITIONAL INFORMATION

Introduction

On 16 January 2025, Carr's announced it had agreed to dispose of its interests in Carr's Engineering Limited and Carr's Engineering (US), Inc. (together representing the "**Engineering Division**") to Cadre Holdings, Inc. for cash consideration on a cash free, debt free basis, representing an enterprise value of £75 million. At the same time, Carr's announced its intention to return up to £70 million of the net proceeds from this disposal to Shareholders by way of a Tender Offer. On 22 April 2025, Carr's announced that the sale of the Engineering Division had completed.

The Company is pleased to announce today that it is proceeding with the Tender Offer pursuant to which Qualifying Shareholders are invited to tender some or all of their Ordinary Shares (with an Individual Basic Entitlement to tender approximately 45.4% of the Ordinary Shares held by them at the Tender Offer Record Time, rounded down to the nearest whole number) at a price of 163 pence per Ordinary Share.

The purpose of this section of the announcement is to provide information about the background to, and reasons for, the Tender Offer and why the Board considers that the Tender Offer is in the best interests of the Shareholders as a whole. The Circular also contains further details on the procedure that should be followed by those Qualifying Shareholders wishing to participate in the Tender Offer.

The implementation of the Tender Offer requires Shareholder approval of the Tender Offer Resolution which will be proposed at the General Meeting on 18 June 2025 at 10.00 a.m. In addition to the Tender Offer Resolution, the Company is proposing a further special resolution to adopt New Articles in place of the Company's existing Articles. The adoption of the New Articles is not connected with the Tender Offer and the Tender Offer is not conditional on the passing of the Articles Resolution.

Background to and reasons for the Tender Offer

In December 2023, it was announced that the Group's Board and executive team were conducting a review of the Group's operational performance, structure and composition of the Group's operations.

On 18 April 2024, following completion of that review process and as part of the interim results update, Carr's announced that the Board had concluded that continuing with two divisions (Agriculture and Engineering) was an inefficient operating model, particularly given the lack of synergistic benefits and resultant central overheads, both of which were dilutive to management's and investment focus. Furthermore, the Board believed each of the Engineering Division and the Agriculture Division held material value creation opportunities; however, the Agriculture Division would be optimised in the medium term through transformation plans developed and implemented by recently appointed management, whilst the Engineering Division represented a near-term opportunity.

Consequently, the Board ran a formal sale process to explore options to maximise shareholder value with regard to the Engineering Division.

As noted above and as a conclusion to the formal sale process on 16 January 2025, Carr's announced that it had agreed to dispose of its interests in its Engineering Division to Cadre Holdings, Inc. for cash with an enterprise value of £75 million and its intention to distribute up to £70 million of the net cash proceeds from the sale to Shareholders. Completion of the sale of the Engineering Division was announced on 22 April 2025.

On 7 May 2025, the Company announced its interim results for the period ended 28 February 2025. Following the sale of the Engineering Division and on the basis of these results, the Company now wishes to return up to £70 million to Shareholders.

Throughout this time, the Board has been considering options, taking independent advice throughout the process, for returning capital that exceeds the Company's foreseeable future investment needs to Shareholders. The Board has determined, following careful consideration and selective consultation with Shareholders, that the Tender Offer would be the most appropriate method of returning capital to Shareholders in a quick and efficient manner.

Details of the Tender Offer

Full details of the Tender Offer, including the terms and conditions on which it is made, are set out in Part IV of the Circular and in the Tender Form. Shareholders do not have to tender any Ordinary Shares.

Tenders will only be accepted at the Tender Price. The Tender Price represents a premium of approximately 16.0% to the closing price of 140.5 pence per Ordinary Share on 19 May 2025 (being the Latest Practicable Date) and represents a premium of approximately 25.6% to the volume weighted average price per Ordinary Share over the one month to the Latest Practicable Date.

The Tender Offer is conditional on, among other things,:

- (a) the passing of the Tender Offer Resolution set out in the Notice of General Meeting; and
- (b) the Tender Offer not having been terminated in accordance with paragraph 10 of Part IV of the Circular.

The Tender Offer is also conditional on the other matters specified in paragraph 2.1 of Part IV of the Circular. The Tender Offer is not conditional on the passing of the Articles Resolution set out in the Notice of General Meeting.

Ordinary Shares tendered by Qualifying Shareholders will only be accepted in respect of Ordinary Shares registered in their names on the Register at the Tender Offer Record Time.

Under the Tender Offer:

- (a) Investec will acquire (acting as principal and not as agent, nominee or trustee) up to 42,944,785 Ordinary Shares, representing up to approximately 45.4% of Carr's Issued Ordinary Share Capital at the Latest Practicable Date from the Qualifying Shareholders at the Tender Price. Investec has in turn the right to require Carr's to acquire from it, and Carr's has the right to require Investec to sell to it, such Ordinary Shares purchased by Investec under the Tender Offer, at the Tender Price, under the Repurchase Agreement, details of which are set out in Part IV of the Circular. All Ordinary Shares acquired by Carr's from Investec will be automatically cancelled by Carr's;
- (b) there is no obligation on Shareholders to participate in the Tender Offer;
- (c) each Qualifying Shareholder will be entitled to offer for purchase up to their Individual Basic Entitlement, which will be approximately 45.4% of the Ordinary Shares registered in their name at the Tender Offer Record Time, rounded down to the nearest whole number and subject to no outstanding options to subscribe for Ordinary Shares (as set out in Part II of the Circular) being exercised by anyone after the date of the Circular and before the Tender Offer Record Time. In addition, Qualifying Shareholders may offer for purchase more than their Individual Basic Entitlement to the extent that other Qualifying Shareholders tender less than their Individual Basic Entitlement;
- (d) the maximum number of Ordinary Shares that may be purchased under the Tender Offer is 42,944,785 Ordinary Shares for a maximum aggregate consideration of up to £70 million;
- (e) if the aggregate purchase price (calculated at the Tender Price) of all validly tendered Ordinary Shares exceeds £70 million, not all the Ordinary Shares validly tendered will be accepted and purchased. In these circumstances, the number of Ordinary Shares which will be accepted and purchased will be calculated in accordance with the terms and conditions of the Tender Offer (as set out in Part IV of the Circular), which are as follows:
 - (i) all Ordinary Shares validly tendered by Qualifying Shareholders up to their respective Individual Basic Entitlement will be accepted and purchased in full and will not be scaled down; and
 - (ii) all Ordinary Shares validly tendered by Qualifying Shareholders in excess of their Individual Basic Entitlement, will be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Individual Basic Entitlement if and to the extent necessary, such that the total number of Ordinary Shares purchased pursuant to the Tender Offer does not exceed 42,944,785 and the maximum total cost of the Ordinary Shares purchased pursuant to the Tender Offer does not exceed £70 million.

Please refer to question 7 of Part II of the Circular for additional information including worked examples of calculations of the Individual Basic Entitlement and treatment of excess entitlements. Ordinary Shares not validly tendered will not be purchased.

The Ordinary Shares successfully tendered under the Tender Offer will be subsequently acquired by Carr's from Investec pursuant to the Repurchase Agreement and cancelled and will not rank for any future dividends.

The Issued Ordinary Share Capital of Carr's on the Latest Practicable Date was 94,532,112. If the Tender Offer is implemented in full, this will result in the purchase of 42,944,785 Ordinary Shares (representing approximately 45.4% of the Issued Ordinary Share Capital of Carr's as at the Latest Practicable Date). The Issued Ordinary Share Capital of Carr's following the cancellation of the Ordinary Shares (after Carr's has acquired all validly tendered and purchased Ordinary Shares from Investec) will be 51,587,327, assuming the Tender Offer is implemented in full and no further options are exercised for newly issued shares in the interim.

Shareholders should note that the Issued Ordinary Share Capital numbers referred to in the paragraph above take no account of any further dilution which may be caused by the ongoing operation of the Share Plans, which is explained in further detail in paragraph 2.9 of Part I of the Circular. The percentage represented by the Individual Basic Entitlement has been calculated by reference to the maximum number of Ordinary Shares that may be acquired under the Tender Offer, divided by the fully diluted Issued Ordinary Share Capital as at the Tender Offer Record Time (i.e. assuming all options capable of exercise on or before the Tender Offer Record Time have been exercised and form part of the Issued Ordinary Share Capital).

Qualifying Shareholders should consider carefully all of the information contained in the Circular as well as their personal circumstances when deciding whether to participate in the Tender Offer.

Taxation

Shareholders should be aware that there will be tax considerations that they should take into account when deciding whether or not to participate in the Tender Offer. Summary details of certain UK taxation considerations are set out in Part V of the Circular.

This information is for guidance only and does not constitute tax advice. If you are in any doubt as to your tax position, or if you are subject to tax in a jurisdiction other than the UK, you should consult an independent professional adviser.

Overseas Shareholders

The attention of Shareholders who are not resident in the United Kingdom is drawn to paragraph 11 of Part IV of the Circular.

The attention of Shareholders who are resident in the United States is drawn to the *Notice for US Shareholders* on page 3 of the Circular. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

Takeover Code

Rule 9 of the Takeover Code applies to any person who acquires an interest in shares which, when taken together with shares in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights

with shares in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code. Any such person is required to make a general offer to all shareholders of that company to acquire their shares in cash at not less than the highest price paid by such person, or by any person acting in concert with him, for any interest in shares within the 12 months prior to the offer. Such an offer under Rule 9 of the Takeover Code must also be made where any person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights in the company and such person, or any person acting in concert with him, acquires an interest in any other shares which increase the percentage of shares carrying voting rights in which he is interested.

When a company purchases its own voting shares, any resulting increase in the percentage of voting rights held by a shareholder, or group of shareholders acting in concert, will be treated as an acquisition for the purpose of Rule 9.

Investec may purchase, as principal and not as agent, nominee or trustee, Ordinary Shares under the Tender Offer, which could result in Investec owning 30 per cent. or more of the Issued Ordinary Share Capital. It is also possible that entities within the group of which Investec is part hold or come to hold other interests in the Issued Ordinary Share Capital and that, in certain cases, those interests could be subject to aggregation with any Ordinary Shares acquired under the Tender Offer for the purposes of Rule 9 of the Takeover Code. As such, it is possible that the aggregated holdings of Investec and persons in concert with it could result in a requirement to make a general offer under Rule 9.

Investec has indicated its intention that, shortly after the purchase of Ordinary Shares under the Tender Offer, it will sell all those Ordinary Shares to the Company for cancellation. Accordingly, a waiver has been obtained from the Panel on Takeovers and Mergers in respect of the application of Rule 9 to the purchase by Investec of Ordinary Shares under the Tender Offer.

Risk factors relating to the Tender Offer

Shareholders should consider carefully all of the information set out in the Circular, including in particular the risks described in Part III, as well as their personal circumstances, prior to making any decision as to whether or not to tender Ordinary Shares in the Tender Offer.

The Group's business, results of operations, cash flow, financial condition, revenue, profits, assets, liquidity and capital resources could be materially adversely affected by any of the risks described in Part III of the Circular. In such case, the market price of the Ordinary Shares may decline and investors could lose all or part of their investment. Additional risks and uncertainties in relation to the Group that are not currently known to it, or that it currently deems immaterial, may also have a material adverse effect on the Group's business, financial condition and operating results.

General Meeting

Implementation of the Tender Offer requires the approval of the Tender Offer Resolution by Shareholders at a general meeting of the Company.

Furthermore, adoption of the New Articles requires the approval of the Articles Resolution by Shareholders at a general meeting of the Company.

Accordingly a Notice of General Meeting is set out at the end of the Circular convening the General Meeting to be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on 18 June 2025 at 10.00 a.m.

Each of the Tender Offer Resolution and Articles Resolution will be proposed at the General Meeting as a special resolution, the passing of which requires at least 75 per cent. of the votes cast (whether in person or by proxy) to be in favour. The Tender Offer is not conditional on the passing of the Articles Resolution.

The Tender Offer Resolution seeks authority to make market purchases of Ordinary Shares in connection with the Tender Offer. The Tender Offer Resolution specifies the maximum number of Ordinary Shares which may be acquired, and the fixed price at which Ordinary Shares may be acquired, pursuant to this authority. The authority sought will expire at the conclusion of the Company's annual general meeting in 2026.

Actions to be taken at the General Meeting

A Form of Proxy for use in relation to the General Meeting which covers the Tender Offer Resolution and the Articles Resolution will accompany the Circular. Whether or not you intend to attend the General Meeting, and save where Shareholders have been deemed to have consented or have elected to receive electronic Shareholder communications, you are urged to complete, sign and return the Form of Proxy in accordance with the instructions printed thereon and the notes to the Notice of General Meeting.

As an alternative to completing and returning the Form of Proxy, you may register the appointment of a proxy for the General Meeting by:

- (a) accessing the website www.signalshares.com;
- (b) if you hold Ordinary Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual so that it is received by the Company's Registrar, MUFG Corporate Markets, (under CREST Participant ID RA10) by no later than 10.00 a.m. on 16 June 2025 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day which is non-working)); or
- (c) if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform.

Guidance notes to assist you to complete the Form of Proxy or to register the appointment of a proxy electronically via www.signalshares.com or via the Proxymity platform or to complete and transmit a CREST Proxy Instruction are set out in the Notice of General Meeting in the Circular.

If you have any questions relating to the Circular and/or the completion and return of the Form of Proxy, please contact MUFG Corporate Markets on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpmc.mufg.com. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Actions to be taken in relation to the Tender Offer

If you are a Qualifying Shareholder and hold your Ordinary Shares in certificated form and you wish to tender all or any of your Ordinary Shares, you should complete the Tender Form in accordance with the instructions printed on it and in Part IV of the Circular and return it by post or by hand (during normal business hours only) to MUFG Corporate

and in Part IV of the Circular and return it by post or by hand (during normal business hours only) to MUFG Corporate Markets, at Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL, together with your share certificate(s) and/or other document(s) of title or a satisfactory indemnity *in lieu* thereof in respect of the Ordinary Shares tendered. Completed Tender Forms must be received by no later than 1.00 p.m. on 19 June 2025.

If you are a Qualifying Shareholder and hold your Ordinary Shares in uncertificated form and you wish to tender all or any of your Ordinary Shares, you should send a TTE Instruction and follow the procedures set out in Part IV of the Circular in respect of tendering uncertificated Ordinary Shares so that the TTE Instruction settles by no later than 1.00 p.m. on 19 June 2025.

If you have any questions about the procedure for tendering Ordinary Shares or making a TTE Instruction, you require extra copies of the Circular or the Tender Form or you want help filling in the Tender Form, please telephone the Shareholder Helpline operated MUFG Corporate Markets by telephone on +44 (0) 371 664 0321. Lines are open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. Please note that calls to these numbers may be monitored or recorded for security and training purposes. Calls to the Shareholder Helpline are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones. Please note that for legal reasons the Shareholder Helpline will only be able to provide information contained in the Circular and the Tender Form and will be unable to give advice on the merits of the Tender Offer or to provide financial, investment or taxation advice.

Further details of the procedure for tendering and settlement are set out in Part IV of the Circular and, in the case of holders of Ordinary Shares in certificated form, in the Tender Form.

Shareholders who do not wish to sell any Ordinary Shares under the Tender Offer should take no action in relation to the Tender Form and should not make any TTE Instruction. Please see question 11 in Part II of the Circular for further information.

Irrevocable Undertaking

The Company has received an irrevocable undertaking from Harwood Capital to support the Tender Offer. Pursuant to that irrevocable undertaking, Harwood Capital has undertaken to vote in favour of the Resolutions in respect of its beneficial holding of 19,750,000^[1] Ordinary Shares, representing approximately 20.9% of the Issued Ordinary Share Capital as at the Latest Practicable Date and not (other than in connection with the Tender Offer) to sell, or otherwise dispose of, the Ordinary Shares which are the subject of the undertaking.

Furthermore, Harwood Capital has irrevocably undertaken to tender, in aggregate, such number of Ordinary Shares under the Tender Offer at the Tender Price that represents an amount which is not less than its Individual Basic Entitlement.

Board intentions to tender Ordinary Shares

Each of the Directors who holds Ordinary Shares intends to tender such number of Ordinary Shares as is equal to their Individual Basic Entitlement pursuant to the Tender Offer.

Recommendation

The Directors consider that the Tender Offer, the Tender Offer Resolution and the Articles Resolution are each in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Tender Offer Resolution and the Articles Resolution, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 230,465 Ordinary Shares, representing approximately 0.2% of the Issued Ordinary Share Capital as at the Latest Practicable Date.

The Board makes no recommendation to Shareholders in relation to participation in the Tender Offer itself or the Tender Price. Whether or not Shareholders decide to tender all, or any, of their Ordinary Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their own financial and tax position. Shareholders are required to take their own decision and are recommended to consult with their duly authorised independent financial or professional adviser.

DEFINITIONS

£ or GBP or Sterling or pence or p	the lawful currency of the United Kingdom;
Articles	the Company's articles of association, as amended from time to time;
Articles Resolution	the special resolution in relation to the adoption of the New Articles to be proposed at the General Meeting, as set out in the Notice of General Meeting;
Board or Directors	the directors of the Company as at the date of this announcement;
Carr's or Carr's Group plc or Company	Carr's Group plc, a public limited company incorporated in England and Wales, with registered number 00098221;
certificated form or in certificated form	in relation to a share or other security, a share or other security title to which is recorded in the relevant register of the share or other security as being held in certificated form (that is, not in CREST);
Circular	the circular to be sent to Shareholders containing details of the Tender Offer and General Meeting;

CREST	the electronic transfer and settlement system for the paperless settlement of trades in listed securities and the holding of uncertificated securities in accordance with the CREST Regulations operated by Euroclear;
CREST Manual	the manual, as amended from time to time, produced by Euroclear describing the CREST system and supplied by Euroclear to users and participants thereof;
CREST member	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
CREST Participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
CREST Proxy Instruction	proxy appointment or instruction made via CREST authenticated in accordance with Euroclear's specifications and containing the information set out in the CREST Manual;
CREST Regulations	the UK Uncertificated Securities Regulations 2001 (as amended);
Deferred Bonus Share Plan or DBSP	an award scheme for senior executives of Carr's as set out at paragraph 2.9 of Part VI (<i>Additional Information</i>) of the Circular;
Disclosure Guidance and Transparency Rules	the disclosure guidance and transparency rules made by the FCA for the purpose of Part 6 of FSMA;
Engineering Division	Carr's Engineering Limited and Carr's Engineering (US) Inc. and where the content so permits, their direct and indirect subsidiaries;
Euroclear	Euroclear UK & International Limited, the operator of CREST;
FCA or Financial Conduct Authority	the UK Financial Conduct Authority or its successor from time to time;
Form of Proxy	the form of proxy for use at the General Meeting, which is being made available with the Circular;
FSMA	the Financial Services and Markets Act 2000, as amended, modified or re-enacted from time to time;
General Meeting	the general meeting of the company to be held at 10.00 a.m. on 18 June 2025, or any adjournment thereof, notice of which is set out in the Circular;
Group	Carr's and its subsidiary undertakings and associated undertakings and, where the context permits, each of them;
Harwood Capital	the Harwood Capital group, including Oryx International Growth Fund Limited and North Atlantic Smaller Companies Investment Trust plc;
Individual Basic Entitlement	the entitlement of a Qualifying Shareholder under the Tender Offer to tender approximately 45.4% of the Ordinary Shares registered in their name at the Tender Offer Record Time, rounded down to the nearest whole number of Ordinary Shares;
Investec	Investec Bank plc;
Issued Ordinary Share Capital	the issued Ordinary Shares in the capital of the Company;
Latest Practicable Date	19 May 2025, being the latest practicable date prior to publication of this announcement;
Listing Rules	the listing rules of the FCA made pursuant to Part VI of FSMA;
London Stock Exchange or LSE	the London Stock Exchange plc or its successor(s);
LTIP	the Company's Long Term Incentive Plan 2023 as set out at paragraph 2.9 of Part VI (<i>Additional Information</i>) of the Circular;
New Articles	the proposed new articles of association, details of which are set out in the Circular;
Notice of General Meeting or Notice of GM	the notice of the General Meeting which appears in the Circular;
Ordinary Shares	ordinary shares of £0.025 each in the share capital of the Carr's;
Overseas Shareholders	a Shareholder who is a resident in, or a citizen of, a jurisdiction outside the United Kingdom;
Participant ID	the identification code or membership number used in CREST to identify a particular CREST member or other CREST Participant;

identify a particular CREST member or other CREST participant;

PRA	Prudential Regulation Authority;
Qualifying Shareholder	Shareholders who are entitled to participate in the Tender Offer, being those who are on the Register at the Tender Offer Record Time and, in the case of US Shareholders only, those who are Qualifying US Shareholders and excluding those in a Restricted Jurisdiction;
Qualifying US Shareholder	a US Shareholder who is on the Register at the Tender Offer Record Time and is (i) a Major US Institutional Investor, or (ii) a US registered broker-dealer, whether acting as principal for its own account or as agent for others, or (iii) a bank acting pursuant to an applicable exemption from the definition of broker or dealer, in each case as construed for purposes of Rule 15a-6 under the US Securities Exchange Act of 1934, as amended;
Register	the Company's register of members;
Registrar or Receiving Agent	MUFG Corporate Markets, which is the trading name MUFG Corporate Markets (UK) Limited, having its registered office at Central Square, 29 Wellington Street, Leeds LS1 4DL;
Regulatory Information Service or RIS	any of the services set out in appendix II to the Listing Rules;
Repurchase Agreement	the Repurchase Agreement between Investec and the Company dated 21 May 2025;
Resolutions	the Articles Resolution and the Tender Offer Resolution;
Restricted Jurisdiction	each and any of Australia, Canada, Japan, New Zealand, the Republic of South Africa and any other jurisdiction where the mailing of the Circular or its accompanying documents, or the extension of the Tender Offer, in the manner contemplated by the Circular into or inside such jurisdiction would constitute a violation of the laws of such jurisdiction;
Share Plans	the DBSP, the LTIP and the Sharesave Scheme;
Shareholder Helpline	the helpline available to Shareholders in connection with the Tender Offer in respect of Ordinary Shares;
Shareholders	the holders for the time being of Ordinary Shares and " Shareholder " shall be construed accordingly;
ShareSave Scheme	an award scheme for eligible employees of Carr's as set out at paragraph 2.9 of Part VI (<i>Additional Information</i>) of the Circular;
Takeover Code	the City Code on Takeovers and Mergers, as amended from time to time;
Tender Form	the form for use by Ordinary Shareholders who hold Ordinary Shares in certificated form in connection with the Tender Offer;
Tender Offer	the invitation to Shareholders to tender Ordinary Shares on the terms and conditions set out in the Circular and also, in the case of certificated Ordinary Shares only, the Tender Form;
Tender Offer Record Time	6.00 p.m. on 19 June 2025;
Tender Offer Resolution	the special resolution in relation to the Tender Offer to be proposed at the General Meeting, as set out in the Notice of General Meeting;
Tender Price	163 pence being the price per Ordinary Share at which Ordinary Shares will be purchased pursuant to the Tender Offer;
TTE Instruction	a transfer to escrow instruction (as defined by the CREST Manual);
uncertificated form	in relation to a share or other security, a share or other security title to which is recorded in the relevant register of the share or other security as being held in uncertificated form in CREST and title to which, by virtue of the Uncertified Securities Regulations, may be transferred by means of CREST;
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland, its territories and dependencies;
US or United States	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia;
US Exchange Act	the US Securities Exchange Act of 1934, as amended; and

IMPORTANT NOTICE

This announcement or any part of it is not intended to, and does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to acquire, purchase or subscribe for, any securities. The full terms and conditions of the Tender Offer will be set out in the Circular, which shareholders are advised to read in full. Any response to the Tender Offer should be made only on the basis of the information in the Circular.

Investec Bank plc ("**Investec**"), which is authorised in the United Kingdom by the Prudential Regulation Authority (the "**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**") and the PRA, is acting exclusively for Carr's as financial adviser and for no one else in connection with this announcement, the Circular and the Tender Offer and will not regard any other person as its client in relation to this announcement, the Circular or the Tender Offer and accordingly will not be responsible to anyone other than Carr's for providing the protections afforded to its clients, or for providing advice in connection with the Tender Offer, the contents of this announcement or the Circular or any other transaction, arrangement or other matter referred to in this announcement or the Circular as relevant.

Apart from the responsibilities and liabilities, if any, which may be imposed on Investec under the Financial Services and Markets Act 2000, as amended, modified or re-enacted from time to time ("**FSMA**") or the regulatory regime established thereunder: (i) neither Investec nor any persons associated or affiliated with Investec nor any of Investec's branches or subsidiaries accepts any responsibility whatsoever or makes any warranty or representation, express or implied, in relation to the contents of this announcement or the Circular, including their accuracy, completeness or verification or for any other statement made or purported to be made by, or on behalf of it, Carr's or the Directors, in connection with Carr's and/or the Tender Offer; and (ii) Investec accordingly disclaims, to the fullest extent permitted by law, all and any liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise be found to have in respect of this announcement or the Circular or any such statement.

Cautionary statement regarding forward-looking statements

This announcement includes statements that are, or may be deemed to be, forward-looking statements beliefs or opinions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations and financial condition and the Group's liquidity, prospects, growth, strategies and markets. These statements are made by the Directors in good faith based on the information available to them at the date of this announcement and reflect the Directors' beliefs and expectations.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that may or may not occur in the future. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this announcement, including the Directors' current view with respect to future events, are subject to risks relating to future events and other risks and uncertainties and are based on assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. You should specifically consider the factors identified in this announcement which could cause actual results to differ before making any decision in relation to the Tender Offer. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law, the FCA, the London Stock Exchange, the Market Abuse Regulation (EU) No 596/2014 as it forms part of the laws of the United Kingdom from time to time, the Disclosure Guidance and Transparency Rules of the FCA or the UK Listing Rules of the FCA and guidance notes published by the London Stock Exchange from time to time, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this announcement that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this announcement.

No statement in this announcement is or is intended to be a profit forecast or estimate for any period and no statement in this announcement should be interpreted to mean that the earnings of the Group for the current or future financial years will necessarily match or exceed the historical or published earnings of the Group.

Overseas Shareholders

The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or to persons who are citizens, residents or nationals of other countries may be affected by the laws of the relevant jurisdiction. Shareholders who are not resident in the United Kingdom, or who are citizens, residents or nationals of countries outside the United Kingdom should inform themselves about and observe any applicable legal requirements. It is the responsibility of any Overseas Shareholder wishing to take up the Tender Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Each Overseas Shareholder will be responsible for any such transfer or other taxes or other requisite payments by whomsoever payable and the Company, the Receiving Agent and Investec and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder on an after-tax basis for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.

In particular, the Tender Offer is not being made directly or indirectly in, into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of the Circular and the Tender Form will not and must not be mailed or otherwise distributed or sent in, into, or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in a Restricted Jurisdiction.

If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards the Tender Form in, into or from a Restricted Jurisdiction or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or any facility of a national securities exchange, of a Restricted Jurisdiction in connection with such forwarding, such persons should (a) inform the recipient of such fact; (b) explain to the recipient that such action may invalidate any purported acceptance of the Tender Offer by the recipient; and (c) draw the attention of the recipient to this section of this paragraph.

The provisions of this paragraph and/or any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by Investec in its discretion (with the consent of the Company), but only if Investec is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities or other law. Subject to this, the provisions of this paragraph headed "Overseas Shareholders" supersede any terms of the Tender Offer inconsistent therewith.

U.S. Shareholders

The Tender Offer relates to securities in a non-US company and is subject to the disclosure requirements, rules and practices applicable to companies listed in the UK, which differ from those of the United States in certain material respects. The financial information relating to the Company, which is available for review on the Company's website (<https://www.carrsgroup.com/>), has not been prepared in accordance with generally accepted accounting principles in the United States and thus may not be comparable to financial information relating to US companies.

The Tender Offer is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act of 1934, as amended (the "**US Exchange Act**"). The Tender Offer will be made solely to Qualifying US Shareholders in the United States in accordance with the requirements of Regulation 14E under the US Exchange Act to the extent applicable. Certain provisions of Regulation 14E under the US Exchange Act are not applicable to the Tender Offer by virtue of the Tier II exemptions provided by Rule 14d-1(d) under the US Exchange Act. The Company intends to rely on the Tier II exemption from Rule 14e-1(c) on prompt payment where it will follow English law and practice. US Shareholders should note that the Ordinary Shares are not listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission thereunder.

It may be difficult for US Shareholders to enforce certain rights and claims arising in connection with the Tender Offer under US federal securities laws since the Company is located outside the United States and most of its officers and directors reside outside the United States. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

The receipt of cash pursuant to the Tender Offer by a Shareholder who is a US person will be a taxable transaction for US federal income tax purposes. Shareholders should consult and seek individual advice from an appropriate professional adviser.

To the extent permitted by applicable law and in accordance with normal UK practice, the Company, Investec or any of their respective affiliates, may make certain purchases of, or arrangements to purchase, Ordinary Shares outside the United States before or during the period in which the Tender Offer remains open for participation, including sales and purchases of Ordinary Shares effected by Investec acting as market maker in the Ordinary Shares. These purchases, or other arrangements, may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In order to be excepted from the requirements of Rule 14e-5 under the US Exchange Act by virtue of Rule 14e-5(b)(12) thereunder, such purchases, or arrangements to purchase, must comply with applicable English law and regulation, including the Listing Rules, and the relevant provisions of the US Exchange Act. Any information about such purchases will be disclosed as required in the UK and the US and, if required, will be reported via a Regulatory Information Service and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com>.

While the Tender Offer is being made available to Qualifying US Shareholders in the United States, the right to tender Ordinary Shares is not being made available in any jurisdiction in the United States in which the making of the Tender Offer or the right to tender such Ordinary Shares would not be in compliance with the laws of such jurisdiction.

This announcement has not been approved, disapproved or otherwise recommended by the US Securities and Exchange Commission or any US state securities commission and such authorities have not confirmed the accuracy or determined the adequacy or completeness of this announcement or passed upon the fairness of the Tender Offer. Any representation to the contrary is a criminal offence in the United States.

^[1] The irrevocable undertaking given by Harwood Capital does not extend to the Ordinary Shares it holds on behalf of its private clients.

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