

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE UK MARKET ABUSE REGULATION. UPON PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION WILL BE CONSIDERED TO BE IN THE PUBLIC DOMAIN.**

**FOR IMMEDIATE RELEASE**

**29 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**

**RESULTS OF COURT MEETING AND GENERAL MEETING**

SiS is pleased to announce that, at the Court Meeting and the General Meeting held earlier today in connection with the recommended cash offer by Bidco for the entire issued and to be issued share capital of SiS (the "**Acquisition**") to be effected by means of a scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**"), all resolutions were approved by the requisite majorities and were duly passed.

Full details of the resolutions are set out in the notices of the Court Meeting and General Meeting contained in Parts VIII and IX, respectively, of the scheme document published on 6 May 2025 (the "**Scheme Document**") which is available on SiS's website at <https://www.sisplc.com/possible-offer/>.

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in Part VII of the Scheme Document. All references to times in this announcement are to London times unless otherwise stated.

**VOTING RESULTS OF THE COURT MEETING**

The Scheme was approved by the requisite majority of Scheme Shareholders on a poll vote at the Court Meeting held at 10:30 a.m. on 29 May 2025. A majority in number of the Scheme Shareholders who voted (and who were entitled to vote), either in person or by proxy, together representing 75 per cent. or more in value of the Scheme Shares held by such Scheme Shareholders present and voting, voted in favour of the resolution to approve the Scheme at the Court Meeting.

The results of the poll at the Court Meeting held on 29 May 2025 at 10:30 a.m. were as follows:

	<b>Number of Scheme Shares voted</b>	<b>% of Scheme Shares voted *</b>	<b>Number of Scheme Shareholders who voted **</b>	<b>% of Scheme Shareholders who voted *</b>	<b>Number of Scheme Shares voted as a % of issued ordinary share capital entitled to vote on the Scheme #</b>
<b>For</b>	148,287,538	90.40%	37	77.08%	65.86%
<b>Against</b>	15,741,579	9.60%	11	22.92%	6.99%
<b>Total</b>	164,029,117	100.00%	46	100.00%	72.85%

\* Rounded to two decimal places. As a result of such rounding the totals of the percentages presented in this table may vary slightly from the actual arithmetic totals of such percentages.

\*\* Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column.

# The total number of Scheme Shares in issue at the Voting Record Time was 225,148,638. No SiS Shares are held in treasury.

## VOTING RESULTS OF THE GENERAL MEETING

The special resolutions (1) to authorise the SiS Directors (or a duly authorised committee thereof) to take all such actions as they may consider necessary or appropriate for carrying the Scheme into effect and (2) for the purpose of giving effect to the Scheme, to approve certain amendments to SiS's articles of association were passed by the requisite majority of SiS Shareholders, and the ordinary resolution to approve the Rollover and Bonuses Resolution was passed by the requisite majority of Independent SiS Shareholders in each case, either in person or by proxy, on a poll vote at the General Meeting held at 10:45 a.m. on 29 May 2025.

The results of the polls at the General Meeting held at 10:45 a.m. on 29 May 2025 were as follows:

### Special Resolution 1

	Number of SiS Shares voted	% of SiS Shares voted (**)	Number of SiS Shares voted as a % of the issued ordinary share capital of SiS (*) (**)
<b>For (*)</b>	154,383,287	89.86%	66.47
<b>Against</b>	17,423,638	10.14%	7.50
<b>Total</b>	171,806,925	100.00%	73.97
<b>Withheld (***)</b>	9,126	N/A	0.00

### Special Resolution 2

	Number of SiS Shares voted	% of SiS Shares voted (**)	Number of SiS Shares voted as a % of the issued ordinary share capital of SiS (*) (**)
<b>For (*)</b>	154,383,287	89.86%	66.47
<b>Against</b>	17,423,638	10.14%	7.50
<b>Total</b>	171,806,925	100.00%	73.97
<b>Withheld (***)</b>	9126	N/A	0.00

### Ordinary Resolution (the Rollover and Bonuses Resolution)

	Number of SiS Shares voted	% of SiS Shares voted (**)	Number of SiS Shares voted as a % of the issued ordinary share capital held by Independent SiS Shareholders (*) (**)
<b>For (*)</b>	147,255,788	89.42%	65.40
<b>Against</b>	17,425,357	10.58%	7.74
<b>Total</b>	164,681,145	100.00%	73.14
<b>Withheld (***)</b>	10,941	N/A	0.00

(\*) Includes proxy appointments which gave discretion to the Chairman of the General Meeting.

(\*\*) Rounded to two decimal places. As a result of such rounding the totals of the percentages presented in this table may vary slightly from the actual arithmetic totals of such percentages.

(\*\*\*) A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the resolution. The total number of SiS Shares in issue at the Voting Record Time was 232,272,606. The total number of SiS Shares in issue held by Independent SiS Shareholders at the Voting Record Time was 225,148,638.

The outcome of today's Court Meeting and General Meeting means that Conditions 2(a)(i), 2(a)(ii), 2(b)(i) and 2(b)(ii) as set out in Part III of the Scheme Document (*Conditions to the implementation of the Scheme and to the Acquisition*) have been satisfied. Completion of the Acquisition remains subject to the satisfaction or, if applicable, waiver of the other Conditions to the Acquisition set out in Part III of the Scheme Document, including the Court sanctioning the Scheme at the Court Sanction Hearing which is expected to take place on 12 June 2025.

## Timetable

All times shown below are London times unless otherwise stated. The dates and times given are indicative only and will depend, among other things, on the date upon which (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies. They are based on SiS's and Bidco's current expectations and may be subject to change.

Event	Time and/or date
<b>Court Sanction Hearing</b>	<b>12 June 2025</b>
Last day of dealings in, and for registration of transfers of, and disablement in CRFST of, SiS Shares	13 June 2025

Scheme Record Time	6.00 p.m. on 13 June 2025
Dealings in SiS Shares suspended	7.30 a.m. on 16 June 2025
<b>Effective Date of the Scheme</b>	<b>16 June 2025</b>
Cancellation of admission of SiS Shares to trading on AIM	7.00 a.m. on 17 June 2025
Latest date for despatch of cheques and crediting of CREST for Consideration due under the Scheme	Within 14 days of the Effective Date
Long Stop Date	6 September 2025 <sup>(1)</sup>

**Notes:**

1. *This is the latest date by which the Scheme may become Effective unless SiS and Bidco agree (and the Panel and, if required, the Court permit) a later date or if the Panel requires an extension to the Long Stop Date pending final determination of an issue under section 3(g) of Appendix 7 to the Takeover Code.*

**Enquiries**

**Investec (Financial Adviser to bd-capital and Bidco)** +44 (0) 20 7597 4000

Oliver Cardigan

Maria Gomez de Olea

Joanna Langley

**Panmure Liberum (Financial Adviser, Rule 3 Adviser, Nominated Adviser and Broker to SiS)** +44 (0) 20 3100 2000

Investment Banking:

Bidhi Bhoma

Edward Thomas

John More

Joshua Borlant

M&A:

Tim Medak

Addleshaw Goddard LLP is acting as legal adviser to SiS in connection with the Acquisition. Stephenson Harwood LLP is acting as legal adviser to bd-capital and Bidco in connection with the Acquisition.

**Important Notices**

*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 PRA and the FCA, is acting exclusively for bd-capital and Bidco as financial adviser and no one else in connection with the matters referred to in this announcement and will not regard any other person as its client in relation to such matters and accordingly will not be responsible to anyone other than bd-capital and Bidco for providing the protections afforded to clients of Investec, nor for providing advice in relation to any matter referred to in this announcement. Neither Investec nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Investec in connection with the matters referred to in this announcement, any statement contained herein or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by the Financial Services and Markets Act 2000, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Investec nor any of its subsidiaries, branches or affiliates accepts any responsibility or liability whatsoever for the contents of this announcement or for the omission of any material information for which it is not responsible, and no representation or warranty, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with the Acquisition or the matters described in this announcement. To the fullest extent permitted by applicable law, Investec, its subsidiaries, branches and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above in this paragraph) which they might otherwise have in respect of this announcement, or any statement contained herein.*

*Panmure Liberum Ltd ("Panmure Liberum"), which is authorised and regulated by the FCA in the United Kingdom, is acting as adviser for the purposes of Rule 3 of the Takeover Code and financial adviser to SiS and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than SiS for providing the protections afforded to clients of Panmure Liberum, or for providing advice in relation to the matters referred to in this announcement. Neither Panmure Liberum nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Panmure Liberum in connection with the matters referred to in this announcement, any statement contained herein or otherwise.*

#### **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 contains 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.*

#### **Overseas Shareholders**

*This announcement has been prepared for the purpose of complying with English law, the Takeover Code, UK MAR, the Disclosure Guidance and Transparency Rules and the AIM Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England. Nothing in this announcement should be relied on for any other purpose.*

*The release, publication or distribution of this announcement in or into certain jurisdictions other than the United Kingdom may be restricted by the laws and/or regulations of those jurisdictions and therefore persons into whose possession this announcement comes who are subject to the laws and/or regulations of any jurisdiction other than the United Kingdom should inform themselves about and observe any such applicable laws and/or regulations in their jurisdiction. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their SiS Shares with respect to the Scheme at the Court Meeting, the Resolutions at the General Meeting, or to execute and deliver Forms of Proxy appointing another person as proxy to vote at the Court Meeting or the General Meeting on their behalf, may be affected by the laws of the relevant jurisdiction in which they are located or to which they are subject. Any failure to comply with such restrictions may constitute a violation of the securities laws of such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.*

*Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, in whole or in part, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws or regulations in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws or regulations of that jurisdiction.*

*The Acquisition will be subject to the applicable requirements of English law, the Takeover Code, the Panel, the AIM Rules, the London Stock Exchange and the FCA.*

*Copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would constitute a violation of the laws or regulations of such jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or*

otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition.

Further details and information in relation to Overseas Shareholders are contained in the Scheme Document.

#### **Additional information for U.S. investors**

U.S. SiS Shareholders should note that the Acquisition relates to an offer for the shares of a UK company and is being made by means of a scheme of arrangement provided for under English company law. The Acquisition, to be implemented by way of a scheme of arrangement, is not subject to the tender offer rules or the proxy solicitation rules under the U.S. Exchange Act, as amended. Accordingly, the Acquisition is subject to the requirements and practices applicable to a scheme of arrangement involving a target company in the UK traded on AIM, which differ from the requirements of the U.S. tender offer and proxy solicitation rules. The financial information with respect to SiS included in the Scheme Document has been prepared in accordance with IFRS and thus may not be comparable to the financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S. If, in the future, Bidco exercises its right to implement the Acquisition by way of a Takeover Offer and determines to extend the Takeover Offer into the U.S., the Acquisition will be made in compliance with applicable U.S. tender offer rules.

It may be difficult for U.S. SiS Shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws in connection with the Acquisition, since SiS and Bidco are each located in a country other than the United States, and some or all of their respective officers and directors may be residents of countries other than the United States. U.S. shareholders may not be able to sue SiS, Bidco or their respective officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel SiS or Bidco and their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court for violations of the U.S. securities laws.

Neither the SEC nor any U.S. state securities commission has approved, disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.

In accordance with normal United Kingdom practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, Bidco, certain of its affiliated companies and their respective nominees or brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of SiS outside of the United States, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made, they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the U.S. Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

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

Under Rule 8.3(a) of the Takeover 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 Takeover 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

*Two or more persons acting 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.*

**Publication on a website**

*In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on SiS's 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.*

**Requesting hard copy documents**

*In accordance with Rule 30.3 of the Takeover Code, SiS Shareholders may request a hard copy of this announcement (and any information incorporated by reference in this announcement), free of charge, by contacting Equiniti during business hours on 0371 384 2050 (from within the United Kingdom) and +44 (0) 371 384 2050 (from outside the United Kingdom) or by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom. 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. Lines will be open between 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.*

*For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.*

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rs@seg.com](mailto:rs@seg.com) or visit [www.rs.com](http://www.rs.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

ROMQKLFLEELXBBL