RNS Number: 8729L

Pinewood Technologies Group PLC

06 June 2025

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

FOR IMMEDIATE RELEASE

6 June 2025

Pinewood Technologies Group plc

("Pinewood.AI" or the "Company")

Publication of Prospectus

Further to the announcement released earlier today in relation to the agreement entered into between, amongst others, Pinewood.AI and Lithia UK Holdings Limited (the "Seller"), a wholly-owned subsidiary of Lithia Motors, Inc., for the acquisition of the Seller's 51 per cent. interest in Pinewood North America LLC for a total consideration of 76.5 million, to be satisfied by the issue of 14,560,691 new ordinary shares in the capital of Pinewood.AI (the "Acquisition"), Pinewood.AI announces that the prospectus (the "Prospectus") was approved by the Financial Conduct Authority earlier today.

The Prospectus will shortly be made available on the Company's website at www.pinewood.ai/investors.

A copy of the Prospectus has also been submitted to the National Storage Mechanism and will shortly be available for inspection at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.

Capitalised terms used in this announcement have the meanings given to them in the Prospectus.

Enquiries:

Pinewood.AI
Bill Berman (Chief Executive)
Ollie Mann (Chief Financial Officer)

InvestorRelations@Pinewood.AI

Jefferies International Limited (Financial Adviser, +44 (0) 20 7029 8000 Sponsor and Joint Corporate Broker)
Philip Noblet

Thomas Bective Harry Spooner Eleanor McDonald

Headland Consultancy (PR & Communications)

+44 (0) 20 3805 4822

Henry Wallers Jack Gault

IMPORTANT NOTICE

This announcement has been issued by and is the sole responsibility of the Company. The information contained in this announcement is for background purposes and does not purport to be full or complete.

No reliance may or should be placed by any person for any purpose whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. Recipients of this announcement should conduct their own investigation, evaluation and analysis of the business, data and property described in this announcement. This announcement does not constitute a recommendation concerning any investor's decision or options with respect to the Acquisition. The information in this announcement is subject to change.

This announcement is not intended to, and does not constitute or form part of, any offer to sell or issue or any solicitation of an offer to purchase, subscribe for, or otherwise acquire, any securities or a solicitation of any vote or approval in any jurisdiction.

Jefferies International Limited ("Jefferies"), which is authorised and regulated in the United Kingdom by the FCA, is acting solely for the Company as financial adviser and sponsor and for no-one else in connection with the Acquisition and the matters set out in this announcement. Jefferies will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the Acquisition and the matters set out in this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person in relation to the Acquisition, the content of this announcement or any other transaction, arrangement or matter described in this announcement.

Apart from the responsibilities and liabilities, if any, which may be imposed by the Financial Services and Markets Act 2000, as amended, or the regulatory regime established thereunder, neither Jefferies nor any of its affiliates, directors, officers, employees or advisers accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, in respect of the contents of this announcement including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, the Company, the Directors or any other person in connection with the Company, the Transaction or any matter described in this announcement and nothing in this announcement is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Each of Jefferies and its affiliates, directors, officers, employees and advisers accordingly disclaims, to the fullest extent permitted by law, all and any responsibility or liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this announcement or any such statement.

Neither the contents of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.

This announcement may not be distributed, directly or indirectly, in or into any jurisdiction where to do so might constitute a breach of applicable law.

This announcement is for information purposes only and does not constitute or form part of any offer or invitation to buy, subscribe for, or sell Ordinary Shares in the United States or any other jurisdiction in which such offer or solicitation is unlawful. This announcement is intended only to comply with the Company's obligations under applicable disclosure rules and is not intended to constitute marketing or promotion of the Ordinary Shares in the United States or to U.S. persons as such term is defined in Regulation S promulgated under the United States Securities Act of 1933, as amended (the "US Securities Act").

The Ordinary Shares have not been and will not be registered under the US Securities Act or under the laws of any state or other jurisdiction of the United States, and therefore may not be offered or sold, directly or indirectly, in or into the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. No public offering of securities is being made in the United States.

This announcement is not a prospectus and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to sell, dispose of, purchase, acquire or subscribe for, any security.

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 rns@lseg.com or visit www.ms.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

PDIZQLFBEQLXBBE