

DISCLOSURE UNDER RULE 2.10 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE")

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

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. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE NOR AS TO THE TERMS ON WHICH ANY FIRM OFFER MIGHT BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

2 July 2025

IRREVOCABLE UNDERTAKING AND LETTERS OF INTENT

in respect of a possible offer for

Empresaria Group plc

by

Planmatics Limited ("Planmatics")

Introduction

On 7 May 2025, Empresaria Group plc (AIM: EMR), the international specialist staffing group ("Empresaria" or the "Company" and, together with its subsidiary undertakings, the "Group"), confirmed that it had received an unsolicited indicative offer from an entity, which has since been incorporated as Planmatics Limited, controlled by a consortium comprising Peter Gregory, Nigel Marsh and Ashok Vithlani (the "Consortium"), to acquire the entire issued and to be issued share capital of the Company (the "Possible Offer").

The Possible Offer, which is subject to confirmation of funding and completion of due diligence, is payable as follows:

- 10 pence per ordinary share of 5 pence each in the share capital of Empresaria (the "Ordinary Shares"), paid in cash at completion of any offer ("Completion"); and
- 50 pence nominal per Ordinary Share, to be settled in unsecured loan notes redeemable for cash on the third anniversary of Completion. Such loan notes would accrue an annual interest rate of 2.6% payable on the third anniversary of Completion.

The Possible Offer may be implemented by way of a Court-sanctioned scheme of arrangement ("Scheme") or a takeover offer ("Takeover Offer"). The full terms of any offer will be set out in a formal Scheme document or Takeover Offer document (the "Offer Document") addressed to the shareholders of the Company.

Support from certain major shareholders of Empresaria

Planmatics has received support for the Possible Offer from certain major shareholders of Empresaria, as set out in more detail below. In aggregate, Planmatics has received support from shareholders in respect of 28,421,849 ordinary shares (representing 57.01 per cent of the issued share capital of Company as at 30 June 2025).

Irrevocable undertakings given by Hendrik M. van Heijst, Beleggingsclub 't Stockpaert and Stichting Value Partners Family Office ("Heijst Shareholders")

On 30 June 2025, Planmatics received signed irrevocable undertakings from the Heijst Shareholders to vote in favour (or procure the vote in favour) of any Scheme or to accept the Takeover Offer, in respect of their entire holdings of 14,497,254 Ordinary Shares, representing approximately 29.08 per cent. of the issued share capital of Empresaria as at 30 June 2025 (the "Irrevocable Undertakings").

The Irrevocable Undertakings shall be deemed to include any further shares in the capital of the Empresaria of which the Heijst Shareholders may become the registered holders or beneficial owners of, or in respect of which the Heijst Shareholders may otherwise become entitled to exercise all rights and interests.

The Irrevocable Undertakings will cease to be binding on the earlier of:

- 31 December 2025;
- if an offer or scheme document is not published within 28 days of the release of a firm intention announcement

under Rule 2.7 of the Code, in accordance with the requirements of the Code (or within such longer period as the Panel may permit);

- c) if the Possible Offer is withdrawn or lapses in accordance with its terms, save where Planmatics exercises its right to switch between a Scheme and a Takeover Offer; or
- d) if any event occurs or becomes known to Planmatics before dispatch of any offer or scheme document, as a result of which the Panel agrees that Planmatics need not proceed with the Possible Offer, and no new, revised or replacement offer is announced.

Letter of intent given by Anthony Martin

On 27 June 2025, Anthony Martin signed non-binding letter of intent (the "LOI"), received by Planmatic on 30 June 2025, confirming Mr Martin's intention, as at the date of the letter, to vote in favour (or procure the vote in favour) of any Scheme or to accept (or procure acceptance of) the Takeover Offer in respect of his entire holding of 13,924,595 Ordinary Shares, representing approximately 27.93 per cent. of the existing issued ordinary share capital of the Company as at close of business on 30 June 2025.

Further announcements will be made, as appropriate, in due course. The Irrevocable Undertakings and LOI are available for viewing at <https://planmatics.net>

Enquiries

Planmatics Limited

corporate@planmatics.net

CGL (Dubai) Limited - lead financial advisor to Planmatics and the Consortium

smahajan@cgl.ae

+971 50 222 4014

Sachin Mahajan

Oak Securities Limited - financial adviser to Planmatics and the Consortium

+44 7733 117328

Calvin Man

Notice related to financial advisers

CGL (Dubai) Limited (regulated by the Dubai Financial Services Authority ("DFSA")), is acting as a lead financial advisor exclusively for Planmatics and the Consortium in relation to the Possible Offer and is not acting for any other person in relation to such Possible Offer for the Company.

OAK Securities (a trading name of Merlin Partners LLP) ("OAK"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Planmatics and the Consortium in relation to the Possible Offer and is not acting for any other person in relation to such Possible Offer for the Company. OAK Securities will not be responsible to any other person for providing the protections afforded to customers of OAK Securities, nor for advising anyone other than Planmatics or the Consortium in relation to the Possible Offer.

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(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 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 at <https://planmatics.net>, by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

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 whether pursuant to this announcement or otherwise or the solicitation of any vote in any jurisdiction.

The distribution of this announcement in jurisdictions outside the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

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.rns.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

LOIKFLFBEDLFBBV