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21 July 2025

THE PEBBLE GROUP PLC

("The Pebble Group", the "Group" or the "Company")

Proposed return of capital of up to £6.5 million by way of a purchase of up to 10,655,737 Ordinary Shares at 61 pence per Ordinary Share pursuant to the Tender Offer

and

Amendments to the Current Directors' Remuneration Policy

and

Notice of General Meeting

Tender Offer

The Pebble Group, a leading provider of technology, products and related services to the global promotional products industry, announces, further to its Half Year Trading Update on 10 July 2025, that it is proposing to return up to £6.5 million to Shareholders by way of a Tender Offer pursuant to which Qualifying Shareholders are invited to tender some, or all, or their Ordinary Shares at the Tender Price of 61 pence per Ordinary Share. The Tender Offer is for a maximum of 10,655,737 Ordinary Shares.

The Tender Price represents a premium of approximately 25.8% to the closing price of 48.5 pence per Ordinary Share on the Latest Practicable Date and a premium of approximately 38.6% to the closing price of 44 pence per Ordinary Share on 2 June 2025 (being the last business day before the date the intention to launch the Tender Offer was announced).

Qualifying Shareholders are not required to tender any of their Ordinary Shares if they do not wish to do so. Qualifying Shareholders who participate in the Tender Offer have an Individual Basic Entitlement to tender approximately 6.69% of the Ordinary Shares held by them at the Tender Offer Record Time, rounded down to the nearest whole number at a price of 61 pence per Ordinary Share. If the maximum number of Ordinary Shares under the Tender Offer are tendered, this would result in the purchase of approximately 6.69% of the Company's expected issued share capital as at the Tender Offer Record Time.

Qualifying Shareholders will also have the opportunity to offer for purchase an Individual Excess Tender to the extent that other Shareholders tender less than their Individual Basic Entitlement. Qualifying Shareholders are eligible to participate in the Tender Offer with respect to Ordinary Shares registered in their names on the Register at the Tender Offer Record Time.

The Tender Offer is not being made to Shareholders who are located or resident in the United States or any other Restricted Jurisdiction or, directly or indirectly, utilising the mails or any means or instrumentality (including, without limitation, facsimile transmission, internet, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States or any other Restricted Jurisdiction. Shareholders located or resident in other jurisdictions outside the UK, or who are nationals or citizens of other jurisdictions (except the UK), should read the additional information set out in paragraph 11 (Overseas Shareholders) of Part IV (Terms and Conditions of the Tender

additional information set out in paragraph 22 (General Shareholders' or relevant terms and conditions of the Tender Offer) of the circular to be posted to Shareholders in respect of the Tender Offer (the "**Circular**").

The Tender Offer is being effected by Panmure Liberum Limited ("**Panmure Liberum**"), the Company's corporate broker, as principal on the basis that all Ordinary Shares that Panmure Liberum buys under the Tender Offer will be subsequently repurchased from Panmure Liberum by the Company pursuant to the terms of a Repurchase Agreement. Any Ordinary Shares acquired by Panmure Liberum pursuant to the Tender Offer and subsequently purchased by the Company from Panmure Liberum pursuant to the Repurchase Agreement will, as soon as reasonably practicable, be cancelled.

None of the Company, its Directors, officers, employees or advisers or their respective affiliates makes any recommendation to any Qualifying Shareholder whether to tender or refrain from tendering any or all Ordinary Shares in the Tender Offer and none of them has authorised any person to make any such recommendation. However, the Board unanimously recommends that Shareholders vote in favour of each of the Tender Offer Resolution and the Directors' Remuneration Policy Resolution, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 9,820,335 Ordinary Shares, representing approximately 6.16% of the Issued Ordinary Share Capital as at the Latest Practicable Date. The Executive Directors who hold in aggregate 9,465,335 Ordinary Shares intend to tender such number of Ordinary Shares as is equal to their Individual Basic Entitlement pursuant to the Tender Offer.

Directors' Remuneration Policy Amendments

In June 2025, the Company consulted with major Shareholders (being those Shareholders holding 3% or more of Ordinary Shares in issue as at the commencement of the consultation process) in respect of proposed new long-term incentive awards for the Executive Directors to be launched during 2025 (the "**2025 Executive LTIP Awards**").

The proposal, adapted to reflect feedback received during the major Shareholder consultation process, is for a 2025 Executive LTIP Award to be granted as nil-cost options to acquire up to 8.0m Ordinary Shares in aggregate, representing approximately 5% of the Company's current Issued Ordinary Share Capital.

The Company proposes to amend the Current Directors' Remuneration Policy to take account of the 2025 Executive LTIP Awards. To enhance cost efficiency, the Board has decided to utilise the General Meeting to also seek Shareholder approval for such amendments, in the Directors' Remuneration Policy Resolution.

Details of the proposed 2025 Executive LTIP Awards are set out in paragraph 3.2 (Key Terms of the 2025 Executive LTIP Awards) of the Circular, and the relevant changes proposed to the Current Directors' Remuneration Policy are set out in paragraph 3.4 (Directors' Remuneration Policy Amendments) of the Circular.

The Company believes that the 2025 Executive LTIP Awards will provide an appropriate structure to retain and incentivise the Executive Directors based on delivery of strong and sustained business performance that leads to material share price growth and substantial shareholder value over the long term.

Posting of Circular and Notice of General Meeting

A general meeting of the Company will be held at Didsbury House, 748-754 Wilmslow Road, Didsbury, Manchester, M20 2DW on 7 August 2025 at 10.00 a.m (the "**General Meeting**").

The Company expects to post a Circular to Shareholders later today and a copy of the Circular will be published on the Company's website at <https://www.thepebblegroup.com/investors/>.

The Circular will set out the full details of the Tender Offer, including the background to, and reasons for, the Tender Offer and why the Directors believe the Tender Offer to be in the best interests of the Company and its Shareholders as a whole. The Circular will also contain details on the procedure that should be followed by those Qualifying Shareholders who wish to participate in the Tender Offer. A Tender Form for use by Shareholders who hold their Ordinary Shares in certificated form in connection with the Tender Offer will be despatched with the Circular. A Form of Proxy for use by Shareholders who hold their Ordinary Shares in certificated form will also be despatched with the Circular.

Implementation of the Tender Offer requires the approval of the Tender Offer Resolution by Shareholders at a general meeting of the Company. The Tender Offer Resolution will be proposed at the General Meeting as a special resolution. If the Tender Offer Resolution is not passed, the Company will not be able to proceed with the Tender Offer.

The Circular will also set out the full details of the 2025 Executive LTIP Awards and the proposed amendments to the Current Directors' Remuneration Policy. The Directors' Remuneration Policy Resolution will be proposed as an advisory vote at the General Meeting as an ordinary resolution.

The Tender Offer is not conditional on the passing of the Directors' Remuneration Policy Resolution, and the approval of the amendments to the Current Directors' Remuneration Policy is not connected with the Tender Offer.

This summary should be read in conjunction with the full text of this announcement and the Circular.

Unless otherwise defined in this announcement, capitalised terms used in this announcement will have the same meaning given to them in the Circular.

The person responsible for arranging the release of this announcement on behalf of the Company is Pete Jones, Group General

The person responsible for arranging the release of this announcement on behalf of the Company is Pete Jones, Group General Counsel and Company Secretary.

Enquiries:

The Pebble Group

Christopher Lee, Chief Executive Officer
Claire Thomson, Chief Financial Officer
+44 (0) 750 012 4121

Temple Bar Advisory (Financial PR)

Alex Child-Villiers
Alistair de Kare-Silver
+44 (0) 207 183 1190
pebble@templebaradvisory.com

Panmure Liberum (Nominated Adviser and Broker)

Edward Mansfield
William King
Gaya Bhatt
+44 (0) 20 3100 2000

About The Pebble Group

The Pebble Group is a provider of technology, products and related services to the global promotional products industry, comprising two differentiated businesses, Facilisgroup and Brand Addition, focused on specific areas of the promotional products market. For further information, please visit www.thepebblegroup.com.

Forward Looking Statements

This announcement contains forward-looking statements. Forward-looking statements are neither historical facts nor assurances of future performance. They are based only on Pebble's current beliefs, expectations and assumptions regarding the future of its business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, such statements are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of Pebble's control. Our actual results and financial condition may differ materially from those indicated in the forward looking statements. Therefore, you should not rely on any of these forward-looking statements.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>Time and Date</i>
Publication of the Circular	21 July 2025
Tender Offer opens	21 July 2025
Latest time and date for receipt of Forms of Proxy, CREST and electronic proxy appointments via www.signalshares.com or via the Proximity platform for the General Meeting	10.00 a.m. on 5 August 2025
Voting Record Time	6.00 p.m. on 5 August 2025
General Meeting	10.00 a.m. on 7 August 2025
Announcement of results of the General Meeting	7 August 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 7 August 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 7 August 2025
Tender Offer Record Time	6.00 p.m. on 7 August 2025
Announcement of results of the Tender Offer	8 August 2025
Purchase of Ordinary Shares under the Tender Offer	11 August 2025

CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares	no later than 21 August 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 21 August 2025
Cheques despatched in respect of Tender Offer proceeds for certificated Ordinary Shares	no later than 21 August 2025
Return of share certificates in respect of unsuccessful tenders of certificated Ordinary Shares	no later than 21 August 2025
Despatch of balancing share certificates in respect of unsold certificated Ordinary Shares	no later than 21 August 2025

The above times and/or dates may be subject to change by the Company and in the event of any such change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

References to times in this document are to London time, unless otherwise stated.

ADDITIONAL INFORMATION

1. TENDER OFFER

1.1 Background to and reasons for the Tender Offer

In the Company's audited results for the financial year ended 31 December 2024, announced on 19 March 2025, the Company outlined its capital allocation priorities.

These were: (i) investment into the Company's organic growth strategy; (ii) payment of a final dividend in respect of the year ended 31 December 2024, supporting the Company's progressive dividend policy; and (iii) continuation of capital returns to Shareholders.

On 1 May 2024, the Company launched the 2024 Buyback Programme set to run to the annual general meeting of the Company in 2025 (which was held on 3 June 2025) (the "**2025 AGM**") to return capital to Shareholders and enhance Shareholder returns alongside its continued investment in the Company's strategy.

At the time of the 2025 AGM, the Company had only been able to purchase 8,080,447 Ordinary Shares at a cost of £3.6 million, representing 4.83% of the Company's share capital since the launch of the 2024 Buyback Programme. Since the Company had not been able to return the full £5.0 million of capital to Shareholders via the 2024 Buyback Programme, following the publication of the Company's audited accounts for the financial year ended 31 December 2024, the Board considered alternate means of returning capital to Shareholders.

The Board has concluded that a return of value by way of tender offer would be the most suitable way of returning capital to Shareholders quickly and efficiently, taking into account the costs, complexity and timeframes of other methods, as well as the possible tax treatment and equality of treatment of Shareholders.

As a consequence, at the 2025 AGM, the Company announced the termination of the 2024 Buyback Programme and, instead, an intention to return up to £6.5 million to Shareholders through the Tender Offer.

The £6.5 million figure consists of the £1.4 million that was unutilised from the 2024 Buyback Programme and a further £5.1 million of free cash flow generated by the Company through its improving cash conversion profile in 2025. Completion, and full take up, of the Tender Offer would bring total returns to Shareholders (including the £3.0 million FY 2024 dividend) to £13.1 million since the 2024 Buyback Programme commenced in May 2024.

On 10 July 2025, the Company announced its half-year trading update for the six months ended 30 June 2025, in which it confirmed that trading for FY 2025 currently remained on track to meet market expectations for the year. It also noted that the Company's working capital cycle remains disciplined and consistent with prior years, with operating cash conversion improving as planned.

Net cash as at 30 June 2025 was £6.0 million (30 June 2024: net cash £4.9 million, 31 December 2024: net cash £16.5 million).

The Tender Offer Resolution, if approved, will grant the Directors the authority to return up to £6.5 million to Shareholders through the Tender Offer at the Tender Price.

1.2 Benefits of the Tender Offer to Shareholders

The Board considers the Tender Offer to be beneficial to the Company and its Shareholders as whole because:

- (a) Qualifying Shareholders have a choice as to whether they participate in the Tender Offer or not, such that:
 - (i) the Tender Offer provides the opportunity for Qualifying Shareholders who wish to reduce their holdings of Ordinary Shares to do so; and
 - (ii) the Tender Offer allows Qualifying Shareholders who do not wish to receive capital at this time to maintain their full investment in the Company;
- (b) the Tender Offer is available to all Qualifying Shareholders regardless of the size of their shareholdings;
- (c) the Tender Offer enables the Company to return capital to Shareholders at a market-driven price with a premium at the Latest Practicable Date. The Tender Price represents a premium of:
 - (i) approximately 1.7% to the 12 month high closing price of 60 pence per Ordinary Share on 9 September 2024;
 - (ii) approximately 25.8% to the closing price of 48.5 pence per Ordinary Share on 18 July 2025 (being the Latest Practicable Date);
 - (iii) approximately 38.6% to the closing price of 44 pence per Ordinary Share on 2 June 2025 (being the last business day before the date the intention to launch the Tender Offer was announced); and
 - (iv) a premium of approximately 24.9% to the volume weighted average price per Ordinary Share over the one month to the Latest Practicable Date; and
- (d) 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.

1.3 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 (*Terms and Conditions of the Tender Offer*) 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 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 (*Right to terminate the Tender Offer*) of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular.

The Tender Offer is also conditional on the other matters specified in paragraph 2.1 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. The Tender Offer is not conditional on the passing of the Directors' Remuneration Policy 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) Panmure Liberum will acquire (acting as principal and not as agent, nominee, or trustee) up to 10,655,737 Ordinary Shares, representing up to approximately 6.69% of Pebble's Issued Ordinary Share Capital at the Latest Practicable Date from the Qualifying Shareholders at the Tender Price. Panmure Liberum has in turn the right to require Pebble to acquire from it, and Pebble has the right to require Panmure Liberum to sell to it, such Ordinary Shares purchased by Panmure Liberum under the Tender Offer, at the Tender Price, pursuant to the Repurchase Agreement, details of which are set out in Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. All Ordinary Shares acquired by Pebble from Panmure Liberum under the Tender Offer will be automatically cancelled by Pebble;
- (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 6.69% 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 (*Questions and Answers in relation to the Tender Offer*) of the Circular) being exercised

Shares (as set out in Part II (Questions and Answers in relation to the Tender Offer) 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 10,655,737 Ordinary Shares for a maximum aggregate consideration of up to £6.5 million;
- (e) if the aggregate purchase price (calculated at the Tender Price) of all validly tendered Ordinary Shares exceeds £6.5 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 (*Terms and Conditions of the Tender Offer*) 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 10,655,737 and the maximum total cost of the Ordinary Shares purchased pursuant to the Tender Offer does not exceed £6.5 million.

Please refer to question 7 (*Will all of the Ordinary Shares I tender be purchased?*) of Part II (*Questions and Answers in relation to the Tender Offer*) 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 Pebble from Panmure Liberum pursuant to the Repurchase Agreement and cancelled and will not rank for any future dividends.

The Issued Ordinary Share Capital of Pebble on the Latest Practicable Date was 159,370,446. If the Tender Offer is implemented in full, this will result in the purchase of 10,655,737 Ordinary Shares (representing approximately 6.69% of the Issued Ordinary Share Capital of Pebble as at the Latest Practicable Date). The Issued Ordinary Share Capital of Pebble following the cancellation of the Ordinary Shares (after Pebble has acquired all validly tendered and purchased Ordinary Shares from Panmure Liberum) will be 148,714,709, 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 1.9 (*Share Plans*) below. 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.

1.4 How to Participate in the Tender Offer

Each Qualifying Shareholder is entitled to tender a percentage of that Qualifying Shareholder's record date holding equal to (or less than, if they so choose) the Individual Basic Entitlement. Qualifying Shareholders will also be entitled to apply to tender Ordinary Shares in excess of their Individual Basic Entitlement and, to the extent that other Shareholders do not tender their Individual Basic Entitlement, all such Ordinary Shares will be scaled down *pro rata* to the total number of such Ordinary Shares tendered in excess of the aggregate Individual Basic Entitlement, such that the total number of Ordinary Shares purchased pursuant to the Tender Offer does not exceed 10,655,737 and the maximum total cost of the Ordinary Shares purchased pursuant to the Tender Offer does not exceed £6.5 million, in accordance with the terms and conditions of the Tender Offer set out in Part IV (*Terms and Conditions of the Tender Offer*) of the Circular.

(a) Ordinary Shares held in certificated form

All Qualifying Shareholders who hold Ordinary Shares in certificated form are being sent a Tender Form for the Tender Offer. The procedure for tendering Ordinary Shares under the Tender Offer is set out in Part IV (*Terms and Conditions of the Tender Offer*) of the Circular and on the Tender Form. Qualifying Shareholders who hold their shares in certificated form wishing to participate in the Tender Offer should follow the instructions in Part IV

(*Terms and Conditions of the Tender Offer*) of the Circular and in the Tender Form and return it, together with the relevant share certificates and/or other document(s) of title or a satisfactory indemnity *in lieu* thereof to MUFG Corporate Markets, at Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4D. **Completed Tender Forms must be received by MUFG Corporate Markets by no later than 1.00 p.m. on 7 August 2025 for them to be valid under the Tender Offer. A Tender Form, once received by the Receiving Agent, will be irrevocable.**

Any envelope containing a Tender Form post-marked from, bearing a return address in, or otherwise appearing to have been dispatched from the United States or any other Restricted Jurisdiction will be rejected as an invalid tender.

(b) **Ordinary Shares held in uncertificated form**

Details of the procedures for tendering, and settlement in relation to, Ordinary Shares held in uncertificated form are set out in Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. **Qualifying Shareholders who hold their Ordinary Shares in uncertificated form and who wish to tender all or any of their existing holding of Ordinary Shares under the Tender Offer should tender electronically through CREST so that the TTE Instruction settles by no later than 1.00 p.m. on 7 August 2025. A TTE Instruction, once received by the Receiving Agent, will be irrevocable.** The CREST Manual may also assist Qualifying Shareholders who hold their Ordinary Shares in uncertificated form in making a TTE Instruction.

Further details of the procedure for tendering and settlement are set out in Part IV (*Terms and Conditions of the Tender Offer*) of the Circular and, in the case of certificated holders, 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.

If you are in doubt about completion of the Tender Form or sending a TTE Instruction, 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. Calls regarding the completion of the Tender Form or sending a TTE Instruction originating from the United States will not be accepted.

1.5 **Circumstances in which the Tender Offer may not proceed**

There is no guarantee that the Tender Offer will take place.

The Tender Offer is conditional on, amongst other things, the passing of the Tender Offer Resolution, as set out in the Notice of General Meeting and on satisfaction of the other Tender Conditions specified in paragraph 2.1 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. The Tender Offer is not conditional on the passing of the Directors' Remuneration Policy Resolution.

Pebble has reserved the right, with the prior consent of Panmure Liberum, at any time prior to the announcement of the results of the Tender Offer, to extend the period during which the Tender Offer is open and/or vary the aggregate value of the Tender Offer, based on market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements. Pebble has also reserved the right, in certain circumstances, to compel Panmure Liberum to terminate the Tender Offer if, *inter alia*, the Board concludes that the implementation of the Tender Offer is no longer in the best interests of the Company and/or Shareholders as a whole. Any such decision will be announced by Pebble through a Regulatory Information Service.

The Tender Offer is also conditional on there not arising any material adverse change or certain other *force majeure* events prior to the closing of the Tender Offer. Further details of these conditions are set out in paragraph 2 of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular.

1.6 **Full terms and conditions 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 (*Terms and Conditions of the Tender Offer*) of the Circular. Some questions and answers related to the Tender Offer are set out in Part II (*Questions and Answers in relation to the Tender Offer*) of the Circular.

1.7 **Tax**

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 (*UK Tax Aspects of the Tender Offer*) of the Circular.

1.8 **Overseas Shareholders**

The Tender Offer is not being made to Shareholders who are located or resident in the United States or any other Restricted Jurisdiction or, directly or indirectly, utilising the mails or any means or instrumentality (including, without limitation, facsimile transmission, internet, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States or any other Restricted Jurisdiction.

The attention of Shareholders located or resident in other jurisdictions outside the United Kingdom is drawn to paragraph 11 (*Overseas Shareholders*) of Part IV (*Terms and Conditions of the Tender Offer*) of the Circular. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

1.9 Share Plans

Pebble operates The Pebble Group plc Long Term Incentive Plan (the "**LTIP**") and The Pebble Group plc Group Sharesave Plan (the "**Sharesave Plan**").

(a) LTIP

The LTIP is a discretionary plan under which nil cost option awards of Ordinary Shares are made to employees (including executive directors) as determined by the Remuneration Committee. Awards are subject to performance conditions which are generally measured over three years. Awards over 4,129,545 Ordinary Shares remain outstanding.

(b) Sharesave Plan

The Sharesave Plan is a tax-advantaged all-employee share option plan which must be offered to all UK-based employees, including full-time directors, who satisfy a period of continuous employment determined by the Remuneration Committee. Participants make monthly contributions from their net salary into a savings account for a period of three years. At the end of the savings period, the aggregate savings may be used to pay the exercise price of the option. Options over 1,279,147 Ordinary Shares remain outstanding.

The proportion of Issued Ordinary Share Capital that all awards or options represent as at the Latest Practicable Date is approximately 3.39%. The proportion of Issued Ordinary Share Capital that all awards or options would represent if the maximum number of Ordinary Shares that may be purchased under the Tender Offer are acquired by the Company and cancelled is approximately 3.64%. These proportions do not take into account the proposed 2025 Executive LTIP Awards.

Additional information on the Directors' interests in Ordinary Shares under the Share Plans is contained in paragraph 2.2 respectively of Part VI (*Additional Information*) of the Circular.

As at the Latest Practicable Date there are no outstanding warrants to subscribe for Ordinary Shares.

2. AMENDMENTS TO THE CURRENT DIRECTORS' REMUNERATION POLICY

2.1 Introduction

As the Company's Ordinary Shares are admitted to trading on AIM, it is not required to present its Directors' remuneration policy to its Shareholders under the Companies Act 2006. However, the Directors consider, noting principle 9 of the QCA Code, that it is best practice to do so by way of advisory vote.

Accordingly, the Current Directors' Remuneration Policy was presented for an advisory vote at the 2025 AGM and was passed by Shareholder resolution (with 99.98% of votes cast in favour).

In respect of the LTIP element of the Executive Directors' remuneration, the Current Directors' Remuneration Policy noted that the Remuneration Committee had initiated consideration of a new long-term incentive arrangement and intended "*to consult with major shareholders in 2025 with a view to launching the plan during 2025, subject to securing shareholder approval*". Therefore, in June 2025, the Company consulted with major Shareholders (being those Shareholders holding 3% or more of Ordinary Shares in issue as at the commencement of the consultation process) in respect of proposed new long-term incentive awards for the Executive Directors to be granted during 2025 (the "**2025 Executive LTIP Awards**").

Key details of the proposed 2025 Executive LTIP Awards adapted to reflect feedback received during consultation, are summarised in paragraph 2.2 (*Key Terms of the 2025 Executive LTIP Award*) below, and the relevant changes proposed to the Current Directors' Remuneration Policy are set out in paragraph 2.4 (*Directors' Remuneration Policy Amendments*) below.

The Company believes that the 2025 Executive LTIP Awards will provide an appropriate structure to retain and incentivise the Executive Directors based on delivery of strong and sustained business performance that leads to material share price growth and substantial shareholder value over the long term. The 2025 Executive LTIP Awards are anticipated to operate under the rules of the existing LTIP, with any amendments subject to the approval of the Board.

2.2 Key terms of the 2025 Executive LTIP Awards

The 2025 Executive LTIP Awards will be granted as nil-cost options to acquire up to 8.0 million Ordinary Shares, representing approximately 5% of the Company's current Issued Ordinary Share Capital, of which 57.6% will be granted to the Chief Executive Officer and 42.4% to the Chief Financial Officer. The 2025 Executive LTIP Awards will vest three years from grant subject to the meeting of a share price performance condition covering the three years from the grant date (the "**Share Price Performance Period**") and a cumulative adjusted EBITDA performance condition covering the three financial years ending on 31 December 2027 (the "**EBITDA Performance Period**").

25% of the 2025 Executive LTIP Awards will vest subject to the average closing price per Ordinary Share over the final three months of the Share Price Performance Period being 85 pence, rising on a straight-line basis to full vesting at 145 pence, conditional upon the Group's cumulative adjusted EBITDA over the EBITDA Performance Period equalling or exceeding £52.9 million.

The table below summarises the key features of the share price performance element of the 2025 Executive LTIP Awards:

Share price	CAGR over period ¹	Market cap ²	Market cap increase	Vesting level	Total value to awardees	Dilution ³	Awardees' share of value growth
£0.80	19.4%	£127m	£52m	0%	£ -	0.0%	0.0%
£0.85	21.8%	£135m	£60m	25%	£1.7	1.2%	2.7%
£1.00	28.6%	£159m	£84m	44%	£3.5	2.2%	4.0%
£1.15	34.8%	£183m	£108m	63%	£5.8	3.0%	5.0%
£1.30	40.4%	£207m	£132m	81%	£8.5	3.9%	6.0%
£1.45	45.6%	£231m	£156m	100%	£11.6	4.8%	6.9%
£1.70	53.5%	£270m	£196m	100%	£13.6	4.8%	6.5%

¹ Compound Annual Growth Rate (CAGR) from 47 pence, being the average closing price per Ordinary Share during June 2025. CAGR does not include any dividends which may be paid during the Share Price Performance Period.

² Market capitalisation calculated by reference to the current Issued Ordinary Share Capital, undiluted for any proposed 2025 Executive LTIP Awards.

³ Dilution is based on the current Issued Ordinary Share Capital and assumes all awards would be satisfied via the allotment of new Ordinary Shares. (Note that it is intended that awards may be satisfied using existing shares from the Company's Employee Benefit Trust, cash, or the allotment of new Ordinary Shares).

The 2025 Executive LTIP Awards will be subject to a two-year post vesting holding period, malus and clawback provisions, an overriding Remuneration Committee discretion to vary vesting levels from formulaic outcome to ensure values reflect underlying performance, the experience of Shareholders and exceptional adverse events, and an overall value cap of £20 million (equivalent to achievement of a £2.48 price per Ordinary Share), with Remuneration Committee discretion to vary or waive this cap.

The Company will continue to operate within the standard UK employee share award dilution limit of 10% over a ten-year period. The 2025 Executive LTIP Awards will be satisfied using Ordinary Shares held by the Company's Employee Benefit Trust, cash, or the allotment of new Ordinary Shares. In the event of a change of control of the Company, the 2025 Executive LTIP Awards would vest in full, subject to achievement of the share price conditions.

2.3 Shareholder Approval

As envisaged by the Current Directors' Remuneration Policy, the Company now seeks Shareholder approval of the proposed 2025 Executive LTIP Awards by amending the Current Directors' Remuneration Policy to include key details of the proposed 2025 Executive LTIP Awards.

The proposed Directors' Remuneration Policy Amendments are set out in paragraph 2.4 (*Directors' Remuneration Policy Amendments*) below.

The Board has decided to utilise the General Meeting convened in relation to the Tender Offer also to present the Directors' Remuneration Policy Amendments for an advisory vote, thereby enhancing cost efficiency.

The approval of the Directors' Remuneration Policy Amendments is not connected with the Tender Offer, and the Tender Offer is not conditional on the passing of the Directors' Remuneration Policy Resolution.

2.4 Directors' Remuneration Policy Amendments

The existing LTIP section of the Current Directors' Remuneration Policy reads as follows:

Link to remuneration policy/strategy	To incentivise and reward long-term growth, performance and shareholder value creation. To align the interests of Executive Directors and shareholders in the long term.
Operation	Executive Directors are eligible to receive awards under the LTIP at the discretion of

Operation	Executive Directors are eligible to receive awards under the LTIP at the discretion of the Committee. As noted earlier in this Remuneration Report, the Committee initiated consideration of a new LTIP for the Executive Directors and intends to consult with major shareholders in 2025 with a view to launching the plan during 2025, subject to securing shareholder approval.
Maximum opportunity	-
Performance metric	-

The LTIP section of the Amended Directors' Remuneration Policy shall be amended to read as follows:

Link to remuneration policy/strategy	To incentivise and reward long-term growth, performance and shareholder value creation. To align the interests of Executive Directors and shareholders in the long term.
Operation	It is intended that awards under the LTIP will be granted to the Executive Directors in August 2025. The awards will be conditional upon achieving performance metrics over a three-year performance period. No further awards will be granted to the Executive Directors under the LTIP during the three-year performance period of the awards to be granted in August 2025. The Remuneration Committee has overriding discretion to adjust the level of vesting if, in its opinion, such level of vesting resulting from the application of the performance conditions is considered not to be a fair and accurate reflection of the performance of the Company or a fair and accurate reflection of the award holder's performance, or where there are any other factors or circumstances which would make the level of vesting inappropriate without adjustment. The awards will be granted as nil-cost options to acquire Ordinary Shares. The awards will be granted under the rules of the LTIP and will be subject to malus and clawback provisions and a two-year post-vesting holding period.
Maximum opportunity	Nil-cost options to acquire a maximum of 8.0 million Ordinary Shares in aggregate may be awarded under the LTIP. The proportion of the aggregate maximum opportunity available to each Executive Director shall be 57.6% for the Chief Executive Officer and 42.4% for the Chief Financial Officer (i.e. shared in proportion to their base salaries). Awards will be subject to an overall value cap of £20 million, with the Remuneration Committee's discretion to vary or waive such cap.
Performance metric	Performance will be assessed on absolute share price growth achieved during the three-year performance period from the date of grant. Awards will vest from 25% to 100% of the maximum opportunity on a straight-line basis if a final share price of between 85 pence and 145 pence is achieved at the end of the three-year performance period. Awards will also be conditional upon the achievement of a cumulative adjusted EBITDA threshold of £52.9 million over the three financial years ending 31 December 2027. No awards will vest unless a minimum final share price of 85 pence and the minimum cumulative Adjusted EBITDA threshold condition are both achieved at the end of the relevant three-year performance periods. Share price targets will not be adjusted for ordinary annual dividends; however, they may be adjusted to account for any special dividends paid during the performance period. The final share price will be subject to a testing period over the last three months of the performance period.

3. GENERAL MEETING

Implementation of the Tender Offer requires the approval of the Tender Offer Resolution by Shareholders at a general meeting of the Company. As set out in paragraph 2 (*Amendments to the Current Directors' Remuneration Policy*) above, the Board has decided to utilise the General Meeting convened in relation to the Tender Offer to also seek Shareholder approval for the Directors' Remuneration Policy Amendments, thereby enhancing cost efficiency.

Accordingly, a Notice of General Meeting is set out at the end of the Circular convening the General Meeting to be held at Didsbury House, 748-754 Wilmslow Road, Didsbury, Manchester, M20 2DW on 7 August 2025 at 10.00 a.m.

The Tender Offer 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 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 is in addition to the authority approved at the Company's annual general meeting on 3 June 2025 and will expire at the conclusion of the Company's annual general meeting in 2026.

The Directors' Remuneration Policy Resolution will be proposed as an advisory vote at the General Meeting as an ordinary resolution, the passing of which requires more than 50 per cent. of the votes cast (whether in person or by proxy) to be in favour. As the Directors' Remuneration Policy Resolution is advisory, the Directors' entitlement to remuneration is not conditional on this resolution being passed. This is consistent with principle 9 of the QCA Code.

The Tender Offer is not conditional on the passing of the Directors' Remuneration Policy Resolution.

4. ACTIONS TO BE TAKEN

4.1 Action to be taken in relation to the General Meeting

A Form of Proxy for use in relation to the General Meeting which covers the Tender Offer Resolution and the Directors' Remuneration Policy Resolution accompanies 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 accompanying 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 5 August 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 at the end of the Circular.

If you have any questions relating to this document 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. Calls regarding this document and/or the completion and return of the Form of Proxy originating from the United States will not be accepted.

Alternatively, you can email MUFG Corporate Markets at shareholderenquiries@cm.mpms.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. Emails regarding this document and/or the completion and return of the Form of Proxy may not be sent from the United States.

4.2 Action 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 (*Terms and Conditions of the Tender Offer*) 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 7 August 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 (*Terms and*

Conditions of the Tender Offer) 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 7 August 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 by 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. Calls regarding the procedure for tendering Ordinary Shares or making a TTE Instruction, or requesting extra copies of the Circular or the Tender Form or seeking help filling in the Tender Form originating from the United States will not be accepted. 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 (*Terms and Conditions of the Tender Offer*) 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 (*Questions and Answers in relation to the Tender Offer*) of the Circular for further information.

5. **BOARD INTENTIONS TO TENDER ORDINARY SHARES**

The Executive Directors who hold in aggregate 9,465,335 Ordinary Shares intend to tender such number of Ordinary Shares as is equal to their Individual Basic Entitlement pursuant to the Tender Offer.

6. **RECOMMENDATION**

The Directors consider that the Tender Offer, the Tender Offer Resolution and the Directors' Remuneration Policy 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 Directors' Remuneration Policy Resolution, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 9,820,335 Ordinary Shares, representing approximately 6.16% 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.

Should the Tender Offer Resolution not be approved by the requisite majority of Shareholders at the General Meeting, the Tender Offer will not occur. Should the Tender Offer not occur, the Company will consider alternative options against its capital allocation framework.

If you are in any doubt as to the action you should take, including whether or not to participate in the Tender Offer, you are recommended to seek your own independent advice. You are advised to read all of the information contained in the Circular before deciding on the course of action you will take in respect of the General Meeting and the Tender Offer.

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