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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

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

30 July 2025

Empresaria Group plc

Possible Offer from Legacy UK Holdings

Empresaria Group plc (AIM: EMR), the international specialist staffing group ("**Empresaria**" or the "**Company**" and, together with its subsidiary undertakings, the "**Group**") notes the announcement released by Planmatics Limited, controlled by a consortium comprising Peter Gregory, Nigel Marsh and Ashok Vithlani (the "**Consortium**") confirming that it does not intend to make an offer for Empresaria. As a result, the Consortium is bound by the restrictions set out in Rule 2.8 of the City Code on Takeovers and Mergers (the "**Code**").

Separately, the Company today announces that it has received a non-binding indicative proposal regarding a possible cash offer by Legacy UK Holdings Limited ("**Legacy**"), for the entire issued and to be issued share capital of Empresaria at a price of 62 pence per ordinary share ("**Ordinary Share**"), payable in cash on completion (the "**Possible Offer**").

Noting the previously announced views of the Company's two largest shareholders who have encouraged the Board to explore options to realise value, the board of directors of Empresaria (the "**Board**") has conducted a review of the market with a view to soliciting further interest in the Company. The Board is of the belief that the Possible Offer represents the highest value currently on offer to shareholders. Accordingly, the Board has confirmed to Legacy that the Possible Offer is at a price level at which it is minded to unanimously recommend that shareholders accept, subject to the agreement of customary terms and conditions and should a firm intention to make an offer pursuant to Rule 2.7 of the Code be announced on such terms.

The Possible Offer would value the diluted share capital of Empresaria at approximately £33.4 million and represents a premium of 148.0% to the closing price of 25 pence per Ordinary Share on both 29 July 2025, being the last practicable date, and 6 May 2025 being the day prior to the Offer Period (as defined in the Code) commencing.

For the purposes of Rule 2.5(a) of the Code, Legacy reserves the right to vary the form and/or mix of the offer consideration, vary the transaction structure and also reserves the right to make an offer on less favourable terms than 62 pence per Ordinary Share:

- i. with the recommendation or consent of the Board of Empresaria;
- ii. if Empresaria announces, declares or pays any dividend or any other distribution to shareholders, in which case Legacy will have the right to make an equivalent reduction in its offer terms; or
- iii. in the event of an announcement by Empresaria of a Rule 9 waiver transaction, pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code).

The Possible Offer is subject to the satisfaction or waiver by Legacy of a number of pre-conditions, including the satisfactory completion of customary due diligence and the unanimous recommendation of the Board of Empresaria. For the purposes of Rule 2.5(c) of the Code, Legacy has reserved the right to waive or treat such pre-conditions as satisfied.

This announcement has been made by Empresaria with the consent of Legacy.

In accordance with Rule 2.6(a) of the Code, Legacy is required, by not later than 5:00 p.m. on 27 August 2025 to either announce a firm intention to make an offer for Empresaria in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

As a consequence of this announcement, the Company remains in an 'Offer Period' in accordance with the rules of the Code. The attention of Empresaria's shareholders is drawn to the disclosure requirements of Rule 8 of the Code, which are summarised below.

There can be no certainty that an offer will be made.

The individual responsible for releasing this announcement is Rhona Driggs, Chief Executive Officer of the Company.

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Notice related to financial advisers

Canaccord Genuity Limited ("**Canaccord Genuity**"), which is authorised and regulated by the Financial Conduct Authority (the "**FCA**") in the United Kingdom, is acting as financial adviser to Empresaria and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Empresaria for providing the protections afforded to clients of Canaccord Genuity nor for providing advice in connection with the matters referred to herein. Neither Canaccord Genuity 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 Canaccord Genuity in connection with this announcement, any statement contained herein, any offer or otherwise.

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Rule 2.4 disclosure

In accordance with Rule 2.4(c)(iii) of the Code, Legacy confirms that there are no dealings in Empresaria shares that would require a minimum level, or particular form, of consideration that it would be obliged to offer under Rule 6 or Rule 11 of the Code (as appropriate).

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 Empresaria 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) Empresaria 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 Empresaria 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 Empresaria or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of Empresaria 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) Empresaria 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 or control an interest in relevant securities of Empresaria 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 Empresaria and by any offeror and Dealing Disclosures must also be made by Empresaria, 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 www.empresaria.com, 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.

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