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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF EU REGULATION 596/2014 AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018.

FOR IMMEDIATE RELEASE

Capitalised terms in this announcement, unless otherwise defined, have the same meanings given to them in the Circular published today which is available to view on the Company's website at <https://www.colefaxgroupplc.com/>

COLEFAX GROUP PLC

(the "Company")

**Announcement of Tender Offer
and
Posting of Circular**

The Company (AIM:CFX) is pleased to announce today the launch of a proposed Tender Offer by Peel Hunt to purchase up to 15.0 per cent. of the Company's issued share capital. The Tender Offer is being proposed in line with the authority to purchase Shares on-market that was granted by Shareholders at the Company's 2025 Annual General Meeting held on 22 September 2025 (the 'AGM Authority').

The Company has engaged Peel Hunt LLP ("Peel Hunt") to implement the Tender Offer. Pursuant to the Tender Offer, Peel Hunt will purchase, as principal, up to a maximum of 887,585 Shares, being 15.0 per cent. of the Company's issued share capital (the Company does not hold any Shares in treasury).

The Company has granted a put option to Peel Hunt pursuant to the Repurchase Agreement under which Peel Hunt may require the Company to purchase at the Tender Price the Shares purchased by Peel Hunt pursuant to the Tender Offer. Shares that are purchased from Peel Hunt by the Company will be cancelled.

A Circular providing more information in relation to the Tender Offer and setting out the terms and conditions of and the procedure for participating in the Tender Offer, will be posted to Shareholders today and which will shortly be available on the Company's website at <http://www.colefaxgroupplc.com>.

Outline of the Tender Offer

The key points to the Tender Offer are as follows:

- The Tender Offer is for up to 15.0 per cent. of the Company's issued share capital (the Company does not hold any Shares in treasury). Under the Tender Offer, each Shareholder is entitled to have up to 15.0 per cent. of his or her shareholding purchased by Peel Hunt at the Tender Price.
- The Tender Offer is being made at the lower of: (i) 880 pence per Share; or (ii) 105 per cent. of the average closing mid-market price per Share as derived from the London Stock Exchange Daily Official List over the five Business Days immediately preceding the Take-up Announcement Date.

Assuming a Tender Price of 880 pence, the Tender Offer is being made at:

- o a discount of 0.6 per cent. to the closing mid-market price per Share on 10 October 2025;
- o a premium of 2.1 per cent. to the 30 day volume weighted average price per Share on 10 October 2025; and
- o a premium of 4.9 per cent. to the 90 day volume weighted average price per Share on 10 October 2025

Shareholders will be able to decide whether to tender none, some or all of their Shares within the overall limits of the Tender Offer.

Tenders in excess of a Shareholder's Basic Entitlement will only be accepted to the extent that other Shareholders tender less than their Basic Entitlement or do not tender any Shares and will, if necessary, be scaled back on a pro rata basis (save that tenders from Shareholders who hold 10,000 Shares or less will be accepted in full subject to there being capacity to purchase those Shares in accordance with the terms of the Tender Offer).

Any Shares purchased by Peel Hunt under the Tender Offer which Peel Hunt subsequently requires the Company to purchase under the terms of the Repurchase Agreement will be cancelled. The Tender Offer is subject to the conditions set out in the Repurchase Agreement being fulfilled. Following completion of the Tender Offer, the Company's issued share capital will be reduced to 5,029,653 Shares, assuming the maximum 887,585 Shares (being 15.0 per cent. of the Company's issued share capital) are bought back. The Tender Offer is open to Shareholders on the register of the Company at 6.00 p.m. on 27 October 2025 (the "Record Date").

There is no guarantee that the Tender Offer will take place. The Tender Offer will not proceed if any of the conditions specified in paragraph 2 of Part III of the Circular are not satisfied or if it is withdrawn by the Company at any point prior to the announcement of the results of the Tender Offer. The non-fulfilment of the specified conditions would mean that the Tender Offer could not be implemented and that the Company would have to bear the abortive costs of making the Tender Offer.

Intentions of the Directors

The following Directors have informed the Company that they intend to tender the following number of Shares into the Tender Offer:

| Name | Number of Shares to be tendered | Percentage of Director's holding (%) |
|----------------|---------------------------------|--------------------------------------|
| David Green | 161,926 | 15% |
| Robert Barker | 10,800 ^[1] | 15% |
| Wendy Nicholls | 10,000 | 20.2 % |
| Key Hall | 5,000 | 4.5% |
| Alan Smith | 5,000 | 11.1% |

^[1]The 10,800 Shares to be tendered by Robert Barker are in his wife's name.

In each case acceptance by the Company of an application under the Tender Offer in excess of 15.0 per cent of the applicant's holding is subject to there being capacity to purchase those Shares in accordance with the terms of the Tender Offer.

Authority for the Tender Offer and the Takeover Code

The Tender Offer is being proposed in line with the AGM Authority.

David Green, the Chairman and Chief Executive of the Company, together with certain family members (together, the "Concert Party") are all considered to be acting in concert with each other in relation to the Company for the purposes of the Takeover Code. The Concert Party currently holds 1,926,671 Ordinary Shares, representing in aggregate 32.56 per cent. of the current issued voting share capital of the Company.

The Company has previously had confirmation from the Takeover Panel that the Takeover Panel has waived the Concert Party's obligation to make an offer in cash for the entire issued and to be issued share capital of the Company, pursuant to Rule 9 and Rule 37 of the Takeover Code, that may otherwise arise as a result of the utilisation of the AGM Authority. For details, please see the paragraph headed "Additional Information in respect of resolution 9"

of the AGM Authority. For details, please see the paragraph headed "Additional information in respect of resolutions" in the notice of the 2025 Annual General Meeting on pages 57-58 of the Company's 2025 annual report and accounts, which can be found at the Company's website at <https://www.colefaxgroupplc.com/annual-reports>.

This summary should be read in conjunction with the full text of the Circular, when available.

Expected Timetable

| | |
|---|---------------------------------|
| Announcement of the Tender Offer | 13 October 2025 |
| Circular sent to Shareholders (together with the Tender Offer Application Forms for Shareholders holding certificated Shares) | 13 October 2025 |
| Tender Offer opens | 13 October 2025 |
| Latest time and date for receipt of the Tender Offer Application Forms and TTE Instructions in relation to the Tender Offer | 1.00 p.m. on 27 October 2025 |
| Record time and date for the Tender Offer | 6.00 p.m. on 27 October 2025 |
| Announcement of take-up level under the Tender Offer | by 8.00 a.m. on 28 October 2025 |
| Purchase of Shares under the Tender Offer | 28 October 2025 |
| CREST accounts credited with Tender Offer proceeds and revised holdings of Shares (or, in the case of unsuccessful tenders, for entire holdings of Shares) | on 04 November 2025 |
| Despatch of cheques for the Tender Offer proceeds in respect of successfully tendered certificated Shares and despatch of balance share certificates in respect of unsold certificated Shares | on 04 November 2025 |

The above times and/or dates are indicative only and may change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by announcement through a regulatory information service of the London Stock Exchange.

All references to times in this document are to London times on the applicable date unless otherwise stated.

The person responsible for the making this announcement is Rob Barker.

Enquiries:

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Important notice

Disclaimer

The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulations (Regulation 596/2014) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018. Upon the publication of this announcement via a Regulatory Information Service, this inside information is now considered to be in the public domain.

The information in this announcement is for background purposes only and does not purport to be full or complete. No

The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness.

Peel Hunt LLP ("Peel Hunt") is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Peel Hunt is acting for Colefax Group plc in relation to the Tender Offer and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing any advice in relation to the Tender Offer, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

This announcement does not constitute, or form any part of, any offer for or invitation to sell or purchase any securities, or any solicitation of any offer for securities in any jurisdiction. Any acceptance or other response to the Tender Offer should be made only on the basis of information contained or referred to in the Circular which will be posted to Shareholders today and will shortly be available on the Company's website at <http://www.colefaxgroupplc.com> and the personalised Tender Offer Application Form will be sent to Shareholders who hold Shares in certificated form (i.e. not in CREST). The Circular and Tender Offer Application Form will contain important information including the full terms and conditions of the Tender Offer and how it may be accepted. Shareholders are urged to read the Circular and, where applicable, the Tender Offer Application Form, carefully.

The Tender Offer is not being made in or into, and is not capable of acceptance in or from, the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan. Custodians, nominees and trustees should observe these restrictions and should not send or distribute documents in or into the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan.

The timetable for the Tender Offer may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Tender Offer will occur and Shareholders should not base their financial decisions on the Company's intentions in relation to the Tender Offer at this stage.

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