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**FOR IMMEDIATE RELEASE**

16 October 2025

**Recommended Cash Acquisition  
of  
ALPHA GROUP INTERNATIONAL PLC  
by  
CORPAY, INC.**

**UPDATE ON REGULATORY CONDITIONS**

On 23 July 2025, the boards of Alpha Group International plc (**Alpha**) and Corpay, Inc. (**Corpay**) jointly announced that they had reached agreement on the terms of a recommended acquisition, pursuant to which Corpay would acquire the entire issued and to be issued ordinary share capital of Alpha (the **Acquisition**), to be effected by means of a Court approved scheme of arrangement under Part 26 of the Companies Act 2006 (the **Scheme**).

Full details of the Scheme are set out in the scheme document published on 11 August 2025 (the **Scheme Document**). Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

On 2 September 2025, Alpha announced that it had obtained the necessary shareholder approvals to complete the Acquisition.

**Satisfaction of Regulatory Conditions**

Alpha and Corpay are pleased to announce that they have received the approval of the FCA, MFSA and the Italian FDI Authority.

Whilst completion of the Acquisition remains subject to the satisfaction (or, if capable of waiver, the waiver) of the remaining Conditions set out in the Scheme Document, Alpha and Corpay now expect to proceed to complete the Acquisition at the end of October 2025.

**Next steps and timetable**

The Court Hearing has been scheduled for 28 October 2025. Subject to the satisfaction (or where applicable, waiver) of the remaining Conditions, the Effective Date for the Acquisition is expected to be 31 October 2025.

The proposed timing of the Effective Date has been changed from 2 Business Days after the Court Hearing to 3 Business Days after the Court Hearing so that the Effective Date may fall on the last day of the month, being 31 October 2025.

An updated expected timetable, setting out revised proposed dates for each principal event, is set out below.

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

*All times shown are London times unless otherwise stated. All dates and times are based on Alpha's and Corpay's current expectations and are subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Alpha Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Corpay's and Alpha's websites at [www.corpay.com](http://www.corpay.com) and [www.alphagroup.com](http://www.alphagroup.com) respectively.*

<b>Event</b>	<b>Expected time/date</b>
Court Hearing	28 October 2025
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Alpha Shares	29 October 2025
Suspension of listing of and dealings in Alpha Shares	6:00 p.m. on 29 October 2025

Scheme Record Time 6:00 p.m. on 29 October 2025

**Effective Date of the Scheme** 31 October 2025<sup>(1)</sup>

Cancellation of listing of Alpha shares 8:00 a.m. on 3 November 2025<sup>(1)</sup>

Latest date for dispatch of cheques/settlement through CREST 14 days after the Effective Date<sup>(1)</sup>

Latest date by which Scheme must be implemented 23 May 2026<sup>(2)</sup>

**Notes:**

(1) The Scheme will become effective pursuant to its terms upon a copy of the Court Order approving the Scheme being delivered to the Registrar of Companies. The events which are stated as occurring on subsequent dates are conditional on the Effective Date being 31 October 2025 and operate by reference to the Effective Date.

(2) The latest date by which the Scheme must be implemented may be extended by agreement between Alpha and Corpay with the prior consent of the Panel and (if required) the approval of the Court.

**Enquiries:**

**Corpay** via Oppenheimer

Jim Eglseder (Investor Relations)

Chad Corley (Media Relations)

**Oppenheimer Europe (Financial Adviser to Corpay)** +44 20 7220 1900

Ernest Bell

Richard Clarke

Lucia Sviatkova

**Alpha** via Peel Hunt

Clive Kahn, CEO

Tim Powell, CFO

**Centerview (Joint Financial Adviser to Alpha)** +44 20 7409 9700

Tadhg Flood

Hadleigh Beals

**Peel Hunt (Joint Financial Adviser and Corporate Broker to Alpha)** +44 20 7418 8900

Neil Patel

Benjamin Cryer

**Panmure Liberum (Corporate Broker to Alpha)** +44 20 3100 2000

Max Jones

William King

**Alma Strategic Communications (Financial Public Relations)** +44 77 8090 1979

Josh Royston

Andy Bryant

Jones Day is retained as legal adviser to Corpay. Freshfields LLP is retained as legal adviser to Alpha.

#### **Important notices relating to financial advisers**

*Oppenheimer, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as financial adviser to Corpay and no one else in connection with the matters set out in this Announcement and will not be responsible to anyone other than Corpay for providing the protections afforded to clients of Oppenheimer nor for providing advice in relation to the matters set out in this Announcement. Neither Oppenheimer nor any of its 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 Oppenheimer in connection with this Announcement, any statement contained herein or otherwise.*

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#### **Further information**

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Alpha in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or if the Acquisition is implemented by way of a Takeover Offer, the offer document) which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or decision in respect of the Scheme (or the Takeover Offer, if applicable) or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the offer document).*

*This Announcement does not constitute a prospectus or prospectus equivalent document. The statements contained in this Announcement are not to be construed as legal, business, financial or tax advice.*

#### **Overseas Shareholders**

*The release, publication or distribution of this Announcement in or into jurisdictions other than the United Kingdom and the United States may be restricted by law and/or regulations. Persons who are not resident in the United Kingdom or the United States or who are subject to the laws and regulations of other jurisdictions should inform themselves of, and observe, any applicable requirements.*

*Unless otherwise determined by Corpay or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from such jurisdictions where to do so would violate*

the laws in those jurisdictions. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), such Takeover Offer may not be made available directly or indirectly, in, into or from any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

The availability of the Acquisition to Alpha Shareholders who are not resident in the United Kingdom or the United States (and, in particular, their ability to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf) may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or the United States should inform themselves of, and observe, any applicable requirements, as any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person. The Acquisition will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the Financial Conduct Authority and the Listing Rules.

Further details in relation to Overseas Shareholders are contained in the Scheme Document.

#### **Shareholders subject to Sanctions**

If any Alpha Shares are Scheme Restricted Shares: (a) such Scheme Restricted Shares will not form part of, and will not be transferred pursuant to, the Acquisition and/or the Scheme; (b) no holder of such Scheme Restricted Shares will receive any Cash Consideration; and (d) under the terms of the Acquisition and the Scheme, with effect on and from the Effective Date, all rights attaching to such Scheme Restricted Shares will cease to be exercisable.

Please refer to the Scheme in Part IV (The Scheme of Arrangement) of the Scheme Document for further details.

#### **Additional information for US investors**

The Acquisition is being made to acquire the securities of an English company by means of a scheme of arrangement provided for under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is generally not subject to the proxy solicitation or tender offer rules under the US Exchange Act. Instead, the Scheme will be subject to disclosure requirements and practices applicable in the United Kingdom to schemes of arrangement, which are different from the disclosure requirements of the US under the US Exchange Act.

The financial information on Alpha included in the Rule 2.7 Announcement, the Scheme Document and this Announcement has been prepared in accordance with accounting standards applicable in the UK and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. Generally accepted accounting principles in the US differ in significant respects from accounting standard applications in the United Kingdom.

Neither the US Securities and Exchange Commission, nor any US state securities commission or any securities commission of other jurisdictions, has approved or disapproved the Acquisition, passed judgement upon the fairness or the merits of the Acquisition or passed judgement upon the adequacy or accuracy of the Rule 2.7 Announcement, the Scheme Document or this Announcement. Any representation to the contrary may be a criminal offence in the United States.

If Corpay were to elect to implement the Acquisition by means of a Takeover Offer and determined to extend the Takeover Offer into the US, such Takeover Offer would be made in compliance with all applicable US laws and regulations, including to the extent applicable Section 14(e) of the US Exchange Act and Regulation 14E thereunder, and in accordance with the Code. Such a takeover would be made in the United States by Corpay and no one else. Accordingly, the Acquisition would be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws.

**Each US Alpha Shareholder is urged to consult his or her independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him or her.**

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Alpha is located in a country other than the US, and all of its officers and directors are residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal UK practice and consistent with Rule 14e-5(b) under the US Exchange Act, Corpay, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Alpha outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including to the extent applicable the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock

Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com).

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Peel Hunt and its affiliates will continue to act as an exempt principal trader in Alpha securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

#### **Forward looking statements**

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Corpay and Alpha, in each case, regarding the Acquisition, the expected timing of the Acquisition and the anticipated financial and other benefits of the Acquisition may contain certain statements, trends, expectations, forecasts estimates or other forward-looking information affecting or relating to Corpay or Alpha or their respective industries, products or activities which are, or may be deemed to be, "forward looking statements", including for the purposes of the US Private Securities Litigation Reform Act of 1995. Forward-looking statements speak only as of the date of the respective documents in which they are made and may often, but not always, be identified by the use of forward-looking terms such as "may," "will," "expects," "believes," "hopes," "anticipates," "aims," "plans," "estimates," "projects," "targets," "intends," "forecasts," "outlook," "impact," "potential," "confidence," "improve," "continue," "optimistic," "deliver," "comfortable," "trend," and "seeks," or phrases or statements that certain actions, events or results "could," "should," "would," or "might" be taken, or the negative of such terms or other variations on such terms or comparable terminology. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. These statements are based on assumptions and assessments made by Alpha, and/or Corpay, as the case may be, in light of their experience and their perception of historical trends, current conditions, future developments and other factors that they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors that could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements are unknown.

Many important factors could cause actual results to differ materially from those in the forward-looking statements including, without limitation, the satisfaction of the Conditions; the parties' ability to meet expectations regarding the timing, completion and accounting and tax treatments of the Acquisition; the parties' abilities to successfully integrate Alpha's operations into those of Corpay and otherwise achieve the anticipated benefits of the Acquisition, including revenue growth and/or expense savings, within the expected timelines or at all; the impact of macroeconomic conditions, including any recession or economic downturn that has occurred or may occur in the future, and whether expected trends, including retail fuel prices, fuel price spreads, fuel transaction patterns, electric vehicles, retail lodging prices, foreign exchange rates and interest rates develop as anticipated and Corpay's and/or Alpha's ability to develop successful strategies if these trends change; Corpay's and/or Alpha's ability to successfully execute the strategic plan for the combined company, manage its growth and achieve its performance targets; and other risk factors are described herein and in Corpay and Alpha's other respective filings, including Alpha's Annual Report and accounts for the year ended 31 December 2024 and Corpay's Annual Report on Form 10-K for the year ended 31 December 2024 and subsequent filings with the U.S. Securities and Exchange Commission. Many of these important factors are outside of Corpay's or, as the case may be, Alpha's control. No assurances can be provided as to any result or the timing of any outcome regarding matters described herein or otherwise with respect to any regulatory action, administrative proceedings, government investigations, litigation, cost reductions, business strategies, earnings or revenue trends or future financial results.

Given the risks and uncertainties, undue reliance should not be placed on forward-looking statements as a prediction of actual results. Should one or more of the risks or uncertainties mentioned materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the relevant documents. Neither Corpay nor Alpha, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Corpay, Alpha and their respective affiliated companies assume no obligation to update or correct the information contained in the documents in this part of the website, whether as a result of new information, future events or otherwise, except to the extent legally required (including under the Listing Rules and the Disclosure and Transparency Rules of the FCA). The statements contained in the documents in this part of the website are made as at the date of such documents, unless some other time is specified in relation to them, and service of the relevant documents shall not give rise to any implication that there has been no change in the facts set out in such documents since such date(s).

#### **No profit forecasts, estimates or quantified benefit statements**

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Alpha for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Alpha.

#### **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

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 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 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 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 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 Panel's website at [www.thetakeoverpanel.org.uk](http://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.

### **Electronic communications**

Please be aware that addresses, electronic addresses and certain information provided by Alpha Shareholders, persons with information rights and other relevant persons for the receipt of communications from Alpha may be provided to Corpay during the Offer Period as requested under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

### **Publication on website and availability of hard copies**

A copy of this Announcement and the documents required to be published by Rule 26 of the Code will be made available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Alpha's website at [www.alphagroup.com](http://www.alphagroup.com) and Corpay's website at [www.corpay.com](http://www.corpay.com). For the avoidance of doubt, the contents of these websites are not incorporated into and do not form part of this Announcement.

Alpha Shareholders and persons with information rights may request a hard copy of this Announcement by contacting Alma Strategic Communications between 9:30 a.m. and 5:00 p.m. (London time) Monday to Friday (public holidays excepted) on +44 (0)77 8090 1979. Calls to this number are charged at national rates or, in the case of calls from outside the UK, at the applicable international rate. Calls from a mobile device may incur network extras. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this Announcement will not be provided unless such a request is made.

### **Rounding**

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

### **General**

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Neither the delivery of this Announcement nor holding the Meetings, the Court Hearing, or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Alpha Group or the Corpay Group since the date of this Announcement or that the information in, or incorporated into, this Announcement is correct as at any time subsequent to its date.

This Announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

*A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, free of charge on Alpha's website at [www.alphagroup.com](http://www.alphagroup.com) and Corpay's website at [www.corpay.com](http://www.corpay.com). For the avoidance of doubt, the contents of those websites are not incorporated into and do not form part of this announcement.*

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