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21 October 2025

Beacon Rise Holdings Plc
("Beacon Rise" or the "Company")

Update in relation to the Proposed Acquisitions

Entry into heads of terms in relation to the Proposed Training-provider Acquisition

On 29 September 2025 at 8:11 a.m. Beacon Rise (LSE: BRS) announced, amongst other matters, that it is in preliminary discussions to potentially acquire a UK-based educational training provider operating in the healthcare sector (the "**Proposed Acquisitions Announcement**"). The Company is pleased to announce that it has now entered non-binding heads of terms save for exclusivity and other customary terms in relation to the proposed acquisition of the entire issued and to be issued share capital of ProActive Training Ltd (the "**Training-provider**" or "**ProActive**") by the Company for a consideration of approximately £1.35 million (the "**Proposed Training-provider Acquisition**").

It is currently expected that the consideration payable to Samuel Liam Boden and Abigail Jane Kinnish (the "**Sellers**") in respect of the Proposed Training-provider Acquisition will be satisfied in cash, with £0.94 million payable on completion and the balance three-months thereafter. It is also expected that the Sellers will receive an earn-out payment payable after completion. The Company expects to generate the consideration payable for the Proposed Training-provider Acquisition through a combination of equity and debt financing.

The Proposed Training-provider Acquisition remains subject to a number of factors, including but not limited to, the completion of due diligence to the satisfaction of both parties, regulatory and shareholder approval, as well as the negotiation and entry into a final binding acquisition agreement (the "**Acquisition Agreement**"). Accordingly, there can be no certainty that an Acquisition Agreement will be entered into or that the Proposed Training-provider Acquisition will complete, nor on the terms outlined in this announcement.

Information about ProActive

Established in 2006 and registered in England and Wales, ProActive is considered to be a leading provider of intensive courses in sports massage, taping and strapping, acupuncture and other bespoke continuing professional development ("**CPD**") courses. ProActive also delivers courses from its portfolio to universities, colleges and workplaces. While ProActive has a head office in Cambridge, ProActive's courses are delivered across the UK.

Proactive's unaudited accounts for the year ended 31 March 2025 states that the Training-provider generated revenues in the financial year of approximately £0.7 million and earnings before interest, taxes, depreciation, and amortisation ("**EBITDA**") of approximately £0.3 million.

Temporary suspension of listing and trading of Ordinary Shares

As outlined in the Proposed Acquisitions Announcement, each of the proposed acquisitions are respectively classified as an "initial transaction" under UK Listing Rules ("**UKLR**") 13.4. In accordance with UKLR 21.1.4 and 21.3, the Company ordinary shares of £1.00 each (ISIN: GB00BMC0V753) will remain suspended from its listing on the equity shares (shell companies) category of the Official List of the FCA and from trading on the Main Market of the London Stock Exchange.

Should final terms for any of the proposed acquisitions be agreed, the Company will issue an announcement with further details pursuant to UKLR 13.4.22R and UKLR 13.4.23R.

There can be no certainty that the Proposed Acquisitions will successfully complete, nor as to the final terms or timing of the Proposed Acquisitions. If the Proposed Acquisitions do not complete for any reason, it is expected that the suspension of the Company's listing on the Official List will be lifted, subject to FCA approval, and trading in the Company's shares on the Main Market of the London Stock Exchange will recommence.

Furthermore, it remains the case that each of the proposed acquisitions are separate and not inter-conditional. Accordingly, each of the proposed acquisitions will not be impacted by either failing to complete for any reason. However, in the event that one fails to complete, the Company intends to identify a replacement acquisition target.

The Company will seek to simultaneously enter into final binding acquisition agreements in respect of the Proposed Acquisitions prior to Cancellation and Admission. However, the Company intends to proceed with Cancellation and Admission should a final binding acquisition agreement be agreed in relation to at least one of the proposed acquisitions.

The Company will release further announcements as and when appropriate.

Unless otherwise defined, definitions contained in this announcement have the same meaning as set out in the Proposed Acquisitions Announcement.

Enquiries:

Beacon Rise Holdings Plc
Xiaobing Wang, Director

info@beaconrise.uk

Allenby Capital Limited - Sponsor and Financial Adviser
John Depasquale / Vivek Bhardwaj / Ashur Joseph

Tel: +44 (0)20 3328 5656
info@allenbycapital.com

I DC Nominees Secretary Limited - Company Secretary

beaconrisers@laurdoh.com

Legal Entity Identifier (LEI)

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