

11 February 2026

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**Accesso Technology Group plc**  
("accesso", the "Company" or the "Group")

**Proposed Purchase of Ordinary Shares for up to £14.5 million at £3.00 per Ordinary Share  
by way of a Tender Offer  
And  
Notice of General Meeting**

accesso Technology Group plc (AIM: ACSO), as indicated in its trading update on 29 January 2026, announces that it is proposing to return up to £14.5 million to Shareholders by a Tender Offer pursuant to which Qualifying Shareholders are invited to tender some or all of their Ordinary Shares at the Tender Price of £3.00 per Ordinary Share (the "**Tender Price**"). The Tender Offer is for a maximum of 4,833,333 Ordinary Shares.

The Tender Price represents a premium of:

- 15.4 per cent. to the closing price of £2.60 on 28 January 2026, the latest practicable date prior to the trading update announcement; and
- 8.7 per cent. to the closing price of the Ordinary Shares of £2.76 on 10 February 2026, the Latest Practicable Date.

Qualifying Shareholders are not required to tender any or all of their Ordinary Shares if they do not wish to do so. Qualifying Shareholders who participate in the Tender Offer have a Guaranteed Entitlement to tender approximately 12.7 per cent. of the Ordinary Shares held by them at the Record Date, rounded down to the nearest whole number.

The Company expects to post a circular to shareholders (the "**Circular**") later today to provide information about the background to, and reasons for, the Tender Offer and why the Board considers that the Tender Offer is in the best interests of the Shareholders as a whole and why the Board unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting.

The implementation of the Tender Offer requires Shareholder approval by way of a special resolution. The Resolution will be proposed at the General Meeting of the Company to be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on 13 March 2026 at 9:30 a.m. (the "**General Meeting**").

The Circular also contains further details on the procedure that should be followed by those Qualifying Shareholders wishing to participate in the Tender Offer (with different procedures depending on whether the Ordinary Shares are held in CREST or in certificated form).

A copy of the Circular will be published on the Company's website later today at <https://accesso.com/>. A Form of Proxy and Tender Form for use by Shareholders who hold their Ordinary Shares in certificated form in connection with the Tender Offer is also being despatched to Shareholders. Capitalised terms used but not defined in this announcement will have the same meaning given to them in the Circular.

The Tender Offer is being made available to all Qualifying Shareholders who are on the Register at the Record Date.

The Tender Offer is to be effected by Deutsche Bank AG, acting through its London Branch ("Deutsche Numis") acquiring, as principal (and not as agent, nominee or trustee), the successfully tendered Ordinary Shares at the Tender Price. Ordinary Shares purchased by Deutsche Numis pursuant to the Tender Offer will be purchased by Deutsche Numis as principal and such purchases will be market purchases in accordance with the provisions of the AIM Rules for Companies and the rules of the London Stock Exchange. Deutsche Numis, in turn, has the right to require the Company to purchase from it (and the Company has the right to require Deutsche Numis to sell to it) any Ordinary Shares acquired by Deutsche Numis under the Tender Offer pursuant to the Repurchase Agreement at the Tender Price, details of which are set out further below. All Ordinary Shares purchased by the Company from Deutsche Numis pursuant to the Repurchase Agreement will be cancelled.

The Board makes no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying 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.

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

The information communicated in this announcement contains inside information for the purposes of Article 7 of the UK version of the EU Market Abuse Regulation (EU 596/ 2014) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time ("Market Abuse Regulation").

The person responsible for arranging the release of this announcement on behalf of the Company is Matthew Boyle, Chief Financial Officer.

Enquiries:-

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**Tender Offer**

***Background and reasons for the Tender Offer***

Subject to certain conditions (including the passing of the Resolution by Shareholders at the General Meeting as a special resolution), the Directors will give Qualifying Shareholders the opportunity to tender Ordinary Shares through the Tender Offer for cash. The Resolution will give the Directors authority to return a maximum amount of up to approximately £14.5 million to Shareholders at a price of £3.00 per Ordinary Share.

As announced as part of the Company's trading update on 29 January 2026, for the 2025 financial year, the Group expects revenue to be slightly ahead of market expectations, at approximately 155 million, with cash EBITDA margins approaching 15 per cent. reflecting continued focus on operational efficiency and disciplined cost management. Despite some softness in transaction volumes during the key summer months, this was offset by increased service revenues. With cash EBITDA expected to be in line with the prior year, the Group continues to demonstrate the

resilience and efficiency of its business model.

The Group continues to maintain a strong balance sheet. Net cash at 31 December 2025 was 30 million, supported by continued cash generation. The Group currently expects its 2026 outturn to be in line with current market expectations.

The Group has completed its 2025 and early 2026 share repurchase programme, which represented approximately 7.0 per cent. of the Company's issued share capital. Through this period, the Board has continued to assess opportunities to enhance shareholder returns. Given the strength of the Group's balance sheet, its ongoing cash generation, and the Board's assessment of the Company's current share price, the Board has determined that the Tender Offer would be the most suitable way of returning capital to Shareholders in a quick and efficient manner, taking into account of the relative costs, complexities and timeframes of the possible methods available, as well as the likely tax treatment for, and equality of treatment of, Shareholders.

Further information on the UK tax treatment of the Tender Offer for Shareholders is contained in Part VI of the Circular.

The Board considers the Tender Offer to be beneficial to Shareholders as a whole, because, among other reasons:

- the Tender Offer is available to all Qualifying Shareholders regardless of the size of their holding;
- the Tender Price represents a premium of 15.4 per cent. to the closing price of £2.60 on 28 January 2026, the latest practicable date prior to the announcement of the intention to undertake the Tender Offer;
- the Tender Price represents a premium of 8.7 per cent. to the closing price of the Ordinary Shares of £2.76 on 10 February 2026, the Latest Practicable Date;
- the Tender Offer provides Qualifying Shareholders who wish to reduce their holdings of Ordinary Shares with an opportunity to do so at a market-driven price with a premium at the Latest Practicable Date;
- the Tender Offer enables Ordinary Shares to be sold free of commissions or charges that would otherwise be payable if Qualifying Shareholders were to sell their Ordinary Shares through their broker;
- the Tender Offer permits Shareholders who wish to retain their current investment in the Company and their Ordinary Shares to do so, as no Shareholder is required to participate in the Tender Offer, and thus providing Shareholders with flexibility; and
- the Tender Offer will reduce the number of Ordinary Shares in issue, and, assuming earnings and net asset values of the Group's assets stay the same, should therefore have a positive impact on the Group's net asset value per share and earnings per share as the Company intends to cancel all of the Ordinary Shares acquired in connection with the Tender Offer.

The Company intends to renew its general share buyback authority at its next annual general meeting which is currently expected to take place in May 2026 (the "**2026 AGM**"). Therefore, the Tender Offer is being made in addition to any share buyback programme which may be announced by the Company following the 2026 AGM assuming that the general share buyback authority is passed by Shareholders at the 2026 AGM (the "**Buyback Programme**"). To the extent that the Company decides to undertake a Buyback Programme, the Company would be entitled to repurchase Ordinary Shares of up to a maximum of 10 per cent. of the then Issued Ordinary Shares Capital to the extent that the general authority to repurchase Ordinary Shares will be granted by Shareholders at the 2026 AGM.

#### ***Principal Terms of the Tender Offer***

Subject to certain conditions (including the passing of the Resolution) Deutsche Numis will implement the Tender Offer by acquiring, as principal (and not as agent, nominee or trustee), the successfully tendered Ordinary Shares at the Tender Price. Ordinary Shares purchased by Deutsche Numis pursuant to the Tender Offer will be purchased by Deutsche Numis as principal and such purchases will be market purchases in accordance with the provisions of the Act, the AIM Rules for Companies and the rules of the London Stock Exchange.

Conditional upon the Tender Offer becoming unconditional and subject to the terms thereof, Deutsche Numis has the right to require the Company to purchase from it (and the Company has the right to require Deutsche Numis to sell to it) any Ordinary Shares acquired by Deutsche Numis under the Tender Offer pursuant to the Repurchase Agreement at the Tender Price. If either the put option or call option under the Repurchase Agreement is exercised, Deutsche Numis shall sell such Ordinary Shares to the Company, at a price per Ordinary Share equal to the Tender Price, pursuant to the Repurchase Agreement. Purchases of Ordinary Shares by the Company pursuant to the Repurchase Agreement will also be market purchases in accordance with the provisions of

to the Repurchase Agreement will also be market purchases in accordance with the provisions of the Act, the AIM Rules for Companies and the rules of the London Stock Exchange. All of the Ordinary Shares purchased by the Company pursuant to the Repurchase Agreement in connection with the Tender Offer will be cancelled. Further details on the Repurchase Agreement are set out in the Circular.

Qualifying Shareholders must 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.

The maximum number of Ordinary Shares that may be purchased under the Tender Offer will equate to approximately 12.7 per cent. of the Issued Ordinary Share Capital at the Tender Offer Record Date. The Company does not hold any shares in treasury. As at the Latest Practicable Date, there are 38,116,207 Ordinary Shares in issue. The Tender Offer is conditional on, among other matters, the receipt of valid tenders in respect of at least 381,162 Ordinary Shares (representing approximately 1.0 per cent. of the Company's issued share capital as at the Latest Practicable Date).

Assuming the maximum number of Ordinary Shares is validly tendered, up to 4,833,333 Ordinary Shares may be purchased under the Tender Offer for a maximum aggregate consideration of up to approximately £14.5 million. If such maximum number of Ordinary Shares that may be tendered is repurchased by the Company for cancellation pursuant to the Tender Offer, the total number of Ordinary Shares of the Company in issue following such cancellation will be 33,282,874. Successfully tendered Ordinary Shares will be cancelled and will not rank for any future dividends.

### ***Guaranteed Entitlement***

Tenders in respect of up to approximately 12.7 per cent. of the Ordinary Shares held by each Qualifying Shareholder on the Record Date will be accepted in full at the Tender Price and will not be scaled down. This percentage is known as the "Guaranteed Entitlement". Qualifying Shareholders may tender such number of Ordinary Shares in excess of their Guaranteed Entitlement up to the total number of Ordinary Shares held by each Qualifying Shareholder on the Record Date ("**Excess Entitlement**") and, to the extent that other Qualifying Shareholders do not tender any of their Ordinary Shares or tender less than their Guaranteed Entitlement, those Qualifying Shareholders may be able to tender such Excess Entitlement through the Tender Offer. However, if the Tender Offer is oversubscribed, the tender of any such Excess Entitlement will only be successful to the extent that other Shareholders have tendered less than their Guaranteed Entitlement or tendered no Ordinary Shares and may be subject to scaling-down.

### ***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 the passing of the Resolution as set out in the Notice of General Meeting and on the satisfaction of the other Tender Conditions specified in the Circular. In particular, the Tender Offer is conditional on the receipt by 1.00 p.m. on the Closing Date of valid tenders in respect of at least 381,162 Ordinary Shares (representing approximately 1.0 per cent. of the Company's issued share capital as at the Latest Practicable Date).

Deutsche Numis has reserved the right at any time prior to the announcement of the results of the Tender Offer, in consultation with the Company, to extend the period during which the Tender Offer is open and/or vary the aggregate value of the Tender Offer, based on economic or market conditions and/or other factors, subject to compliance with applicable legal and regulatory requirements. The Company has also reserved the right, in certain circumstances, to require Deutsche Numis, not to proceed with the Tender Offer. Any such decision will be announced on the Company's website and delivered through a Regulatory Information Service.

To the extent that Qualifying Shareholders tender for significantly less than the total amount that may be returned to Shareholders pursuant to the Tender Offer, or where Deutsche Numis (in consultation with the Company) decides not to proceed with the Tender Offer, the Company will consider alternative options regarding how best to deploy any such cash surplus or to return these funds to Shareholders, including by way of a share buyback programme or by way of a distribution of dividends, taking into consideration the then prevailing market conditions and other relevant factors at the relevant time.

### ***Results announcement and unconditional date***

As set out in the expected timetable on page 12 of this Announcement, it is expected that the results of the Tender Offer will be announced on or around 13 March 2026, at which time the Tender Offer is expected to become unconditional subject to the Tender Conditions described in the Circular having been satisfied. Until such time as the Tender Offer becomes unconditional, the Tender Offer will be subject to the Tender Conditions described in the Circular. Settlement is then expected to take place as set out in the timetable on page 12 of this Announcement and as provided for in the Circular. The decision of Deutsche Numis (in consultation with the Company) as to the results of the Tender Offer (including, without limitation, the basis on which tenders in excess

of the Guaranteed Entitlement are satisfied, scaled back or rounded down) shall be final and binding on all Shareholders.

### **General Meeting to approve the Resolution**

The Tender Offer requires the approval by Shareholders of the Resolution at the General Meeting. For this purpose, the Company is convening the General Meeting for 9.30 a.m. on 13 March 2026 to consider and, if thought fit, pass the Resolution to authorise and to approve the terms under which the Tender Offer will be effected.

The Resolution must be passed on a poll by at least 75 per cent. of those Shareholders present in person or by proxy and entitled to vote at the General Meeting. Deutsche Numis will not purchase Ordinary Shares pursuant to the Tender Offer unless the Resolution is duly passed. A summary of action to be taken by Shareholders is set out in the Circular, together with the notes to the Notice of General Meeting as set out in the Circular.

### **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 the Circular.

Shareholders who are subject to tax in a jurisdiction other than the UK, or who are in any doubt as to the potential tax consequences of tendering their Ordinary Shares under the Tender Offer, are strongly recommended to consult their own independent professional advisers before tendering their Ordinary Shares under the Tender Offer.

### **Overseas Shareholders**

The attention of Shareholders who are not resident in, or nationals or citizens of the United Kingdom is drawn to the Circular.

In particular, the Tender Offer is not being made directly or indirectly in, into or from or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction.

Accordingly, copies of the Tender Form are not being and must not be mailed or otherwise distributed or sent in, into, or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction, or to persons who are custodians, nominees or trustees holding Ordinary Shares for persons in a Restricted Jurisdiction.

### **Employee Share Plans and Share Options**

The Company operates employee incentive plans, namely the accesso Technology Group Long Term Incentive Plan 2024 ("Plan") and the Employee Share Plan 2021 ("ESP") Share Option Scheme 2011 and Share Option Scheme 2015. Participants in the Plan who are also Qualifying Shareholders may participate in the Tender Offer in accordance with the terms and conditions of the Tender Offer set out in the Circular.

As at the Latest Practicable Date, the Company had outstanding awards over 2,487,980 Ordinary Shares pursuant to the Plans, representing approximately 6.5% of the Company's Issued Ordinary Share Capital.

To the extent that the Tender Offer is taken up in full and no participants in the Plans sell any Ordinary Shares acquired pursuant to vested awards into the Tender Offer, awards over approximately 6.5% of the Company's Issued Ordinary Share Capital would remain outstanding and, upon vesting, may result in dilution to Shareholders. The Company has no other share option or warrant schemes currently in operation and there are no outstanding or unexercised options or warrants to subscribe for Ordinary Shares as at the Latest Practicable Date.

### **Actions to be taken**

#### ***General Meeting***

Whether or not you intend to attend the General Meeting, 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. To be valid, a proxy appointment must be received by post by the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible and, in any event, not later than 9.30 a.m. on 11 March 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

If you hold Ordinary Shares in CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction (in accordance with the procedures set out in the CREST Manual which can be viewed at [www.euroclear.com](http://www.euroclear.com).) to the Registrar, under CREST participant ID number RA19, so as to be received by 9.30 a.m. on 11 March 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting).

Alternatively, if you are an institutional investor you may appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be received no later than 9.30 a.m. on 11 March 2026 (or, in the case of an adjournment, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting). Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Completion and return of a Form of Proxy by post, the giving of a CREST Proxy Instruction or appointing a proxy electronically via the Proxymity platform, will not preclude Shareholders from attending and voting in person at the General Meeting, or any adjournment thereof, (in each case, in substitution for their proxy vote) if they wish to do so and are so entitled. In this case your proxy appointment will be terminated subject to receipt by the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, as soon as possible and, in any event, not later than 9.30 a.m. on 11 March 2026 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding non-Business Days) before the time fixed for the holding of the adjourned meeting), of a notice in writing from you confirming that such proxy appointment has been revoked.

#### ***Participation in 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 the Circular and return it by post in the accompanying reply-paid envelope (for use in the UK only) to the Receiving Agent, Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, together with your share certificate(s) in respect of the Ordinary Shares tendered.

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 arrange for the Ordinary Shares tendered to be transferred into escrow by not later than 1.00 p.m. on 12 March 2026 as described in the Circular or send the TTE Instruction through CREST so as to settle by no later than 1.00 p.m. on 12 March 2026.

If you have any questions about the procedure for tendering Ordinary Shares or making a TTE Instruction, you require extra copies of the Circular, the Form of Proxy and, or of the Tender Form, or you want help filling in the Form of Proxy and/or Tender Form, please telephone Equiniti Limited on +44 (0) 371 384 2050. 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. Lines are open between 08.30 - 17.30 Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Please note that for legal reasons the Helpline will only be able to provide information contained in the Circular and the accompanying Form of Proxy and Tender Form and will be unable to give advice on the merits of the Tender Offer or to provide financial, investment, legal or taxation advice.

**If you do not wish to sell any of your Ordinary Shares in the Tender Offer, do not complete and return the Tender Form or submit a TTE Instruction (as applicable).**

#### **Board intentions**

Each of the Directors has confirmed that neither they nor their closely associated persons are intending to tender any of their respective current beneficial or registered holding of Ordinary Shares through the Tender Offer.

#### **Recommendation by the Board**

**The Directors consider that the Tender Offer is in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of the Resolution, as the Directors intend to do for their respective individual beneficial holdings of, in aggregate, 1,187,505 Ordinary Shares, representing approximately 3.12 per cent. of the Issued Ordinary Share Capital of the Company as at the Latest Practicable Date.**

The Board makes no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying 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.

If you are in any doubt as to the action you should take, 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.

The results of the General Meeting will be announced through a Regulatory Information Service and the Company's website as soon as possible once known. It is expected that this will be announced on or around 13 March 2026.

If you are in any doubt as to the action you should take, 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.

## **IMPORTANT NOTICE**

This announcement does not constitute or form part of an offer or invitation, or a solicitation of any offer or invitation, to purchase any Ordinary Shares or other securities.

The full terms and conditions of the Tender Offer will be set out in the Circular, which Shareholders are advised to read in full. Any response to the Tender Offer should be made only on the basis of the information in the Circular.

Deutsche Bank AG is a stock corporation (Aktiengesellschaft) incorporated under the laws of the Federal Republic of Germany with its principal office in Frankfurt am Main. It is registered with the local district court (Amtsgericht) in Frankfurt am Main under No HRB 30000 and licensed to carry on banking business and to provide financial services. The London branch of Deutsche Bank AG (trading for these purposes as Deutsche Numis) is registered as a branch office in the register of companies for England and Wales at Companies House (branch registration number BR000005) with its registered branch office address and principal place of business at 21, Moorfields, London EC2Y 9DB. Deutsche Bank AG is subject to supervision by the European Central Bank (ECB), Sonnemannstrasse 22, 60314 Frankfurt am Main, Germany, and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht or BaFin), Graurheindorfer Strasse 108, 53117 Bonn and Marie-Curie-Strasse 24-28, 60439 Frankfurt am Main, Germany. With respect to activities undertaken in the United Kingdom, Deutsche Bank AG is authorised by the Prudential Regulation Authority. It is subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority. Details about the extent of Deutsche Bank AG's authorisation and regulation by the Prudential Regulation Authority are available from Deutsche Bank AG on request.

Apart from the responsibilities and liabilities, if any, which may be imposed on Deutsche Numis by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Deutsche Numis nor any of its affiliates, and its and their directors, officers, employees or advisers accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of this Announcement or the Circular, including its accuracy or completeness or for any other statement made or purported to be made by it, or on behalf of it, the Company, the Directors or any other person, in connection with the Company or the Tender Offer, and nothing in this Announcement or the Circular should be relied upon as a promise or representation in this respect, whether or not to the past or future. Deutsche Numis and its affiliates, and its and their directors, officers, employees and advisers accordingly disclaims to the fullest extent permitted by law all and any responsibility or liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this Announcement or the Circular or any such statement.

## **Forward-looking statements**

This Announcement includes statements that are, or may be deemed to be, forward-looking statements beliefs or opinions. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this Announcement and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations and financial condition and the Group's liquidity, prospects, growth, strategies and markets. These statements are made by the Directors in good faith based on the information available to them at the date of the Circular and reflect the Directors' beliefs and expectations.

By their nature, forward-looking statements involve risks, uncertainties and assumptions. They relate to events and/or depend on circumstances in the future which could cause actual results and outcomes to differ materially from those currently anticipated. The Company undertakes no obligation, or no duty is assumed (except as may be required by the AIM Rules for Companies, the Disclosure and Transparency Rules, the rules of the London Stock Exchange and by laws) to update any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Announcement.

No person has been authorised to give any information or make any representations other than those contained in this Announcement and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this Announcement shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Announcement or that the information in it is correct as of any subsequent time.

### **Overseas Shareholders**

The distribution of this Announcement and/or Circular and/or the Tender Form and/or the Form of Proxy in certain jurisdictions other than those within the United Kingdom may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document has been prepared for the purposes of complying with English law and the AIM Rules, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of England.

### **Notice to US Shareholders**

The Tender Offer relates to securities in a non-US company incorporated under the laws of England and Wales and listed on the London Stock Exchange and is subject to the disclosure requirements, rules and practices applicable to companies incorporated and listed in the United Kingdom, which differ from those of the United States in certain material respects. This Announcement and the Circular has been prepared in accordance with UK-style and practice for the purpose of complying with the laws of England and Wales, the rules of the FCA and of the London Stock Exchange and the AIM Rules for companies, and US Shareholders should read this entire Announcement and the Circular. The financial information relating to the Company has not been prepared in accordance with generally accepted accounting principles in the United States and thus may not be comparable to financial information relating to US companies.

The Tender Offer is being made in the United States pursuant to the applicable requirements of the US Securities Exchange Act of 1934, as amended (the **'US Exchange Act'**), and the applicable rules and regulations promulgated thereunder, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder, in each case to the extent applicable. The Tender Offer is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act. The Tender Offer will be made in the United States by Deutsche Bank Securities, Inc and no one else. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable and settlement procedures, that are different from those applicable under United States domestic tender offer procedures and laws. US Shareholders should closely read Part V of the Circular for further details. US Shareholders should note that the Ordinary Shares are not listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the US Securities and Exchange Commission ("SEC") thereunder.

It may be difficult for Company's Shareholders to enforce their rights and any claims they may have arising under the US federal or state securities laws in connection with the Tender Offer, since the Company and Deutsche Numis are located outside the United States, and some of their respective officers and directors are residents of countries other than the United States. It may not be possible to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. It also may not be possible to compel a non-US company or its affiliates to subject themselves to a US court's judgment.

The receipt of cash pursuant to the Tender Offer by a US Shareholder may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Tender Offer. Neither the Company nor any of its affiliates and their respective directors, officers, employees or agents or any other person acting on their behalf in connection with the Tender Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Tender Offer.

**EXPECTED TIMETABLE OF PRINCIPAL EVENTS**

Announcement of the Tender Offer, publication of the Circular and the Notice of the General Meeting	11 February 2026
Tender Offer opens	11 February 2026
Latest time and date for receipt of Forms of Proxy	9:30 a.m. on 11 March 2026
Latest time and date for receipt of Tender Forms and share certificates in relation to the Tender Offer (i.e. close of Tender Offer)	1:00 p.m. on 12 March 2026
Latest time and date for receipt of TTE Instructions in relation to the Tender Offer (i.e. close of Tender Offer)	1:00 p.m. on 12 March 2026
Tender Offer Record Date	6:00 p.m. on 12 March 2026
General Meeting	9:30 a.m. on 13 March 2026
Announcement of results of the General Meeting	on 13 March 2026
Announcement of results of the Tender Offer	on 13 March 2026
CREST accounts credited for revised, uncertificated holdings of Ordinary Shares	by 16 March 2026
Purchase of Ordinary Shares under the Tender Offer	18 March 2026
CREST accounts credited in respect of Tender Offer proceeds for uncertificated Ordinary Shares	18 March 2026
Cheques despatched in respect of Tender Offer proceeds for certificated Ordinary Shares	by 27 March 2026
Return of share certificates in respect of unsuccessful tenders of certificated Ordinary Shares	by 27 March 2026
Despatch of balancing share certificates (in respect of certificated Ordinary Shares) for revised, certificated holdings in the case of partially successful tenders	by 27 March 2026

All times are references to London (UK) times. Each of the above times and dates are indicative only and based on the Company's expectations as at the date of this announcement. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

**DEFINITIONS**

The following definitions apply throughout this announcement unless the context requires otherwise:

<b>Act</b>	the Companies Act 2006, as amended from time to time
<b>AIM</b>	AIM, a market operated by the London Stock Exchange
<b>AIM Rules for Companies</b>	the AIM Rules for Companies of the London Stock Exchange as amended from time to time
<b>Board or Board of Directors or Directors of the Company</b>	the directors of the Company as at the date of this Announcement
<b>Business Day</b>	any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business
<b>certificated form or certificated</b>	in relation to a share, a share, title to which is recorded in the relevant register of the share

	concerned as being held in certificated form (that is, not in CREST)
<b>Circular</b>	the Company's circular to Shareholders, to be published on 11 February 2026
<b>Closing Date</b>	12 March 2026 or such other date as may be determined in accordance with paragraph 2.26 of Part V of the Circular in relation to the Tender Offer
<b>Company or accesso</b>	accesso Technology Group plc, a public limited company incorporated in England with registered number 3959429 and registered office Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, United Kingdom, RG10 9NN
<b>CREST</b>	the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument
<b>CREST Manual</b>	the rules governing the operation of CREST as published by Euroclear
<b>CREST Member</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
<b>CREST Participant</b>	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
<b>CREST Proxy Instruction</b>	a proxy appointment or instruction made via CREST authenticated in accordance with Euroclear's specifications and containing the information set out in the CREST manual
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time
<b>CREST Sponsor</b>	a CREST Participant admitted to CREST as a CREST sponsor, being a sponsoring system participant (as defined in the CREST Regulations)
<b>CREST Sponsored Member</b>	a CREST Member admitted to CREST as a sponsored member
<b>Deutsche Numis</b>	Deutsche Bank AG, a corporation domiciled in Frankfurt am Main, Germany, operating in the United Kingdom under branch registration number BR000005, acting through its London branch at 21 Moorfields, London EC2Y 9DB
<b>Disclosure and Transparency Rules or DTRs</b>	the Disclosure Guidance and Transparency Rules of the FCA made under Part VI of FSMA, as amended from time to time
<b>Electronic Tender</b>	the inputting and settlement of a TTE Instruction in accordance with the procedures set out in Part V of the Circular which constitutes or is deemed to constitute a tender of Ordinary Shares pursuant to and on the terms of the Tender Offer as set out in the Circular
<b>Euroclear</b>	Euroclear UK & International Limited, the operator of CREST
<b>Excess Entitlement</b>	has the meaning given to that term in this

**EXCESS ENTITLEMENT**

has the meaning given to that term in this announcement

**Equiniti Limited**

Equiniti Limited, with registered address Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH, as Registrar and Receiving Agent

**FCA**

the Financial Conduct Authority of the United Kingdom

**Form of Proxy**

(a) the hard copy proxy form accompanying the Circular; or (b) the electronic proxy form to appoint a proxy electronically by logging on to [www.proxyminity.io](http://www.proxyminity.io), to be used in connection with the General Meeting and to be completed and submitted in accordance with the instructions thereof and the terms and conditions of the Circular

**FSMA**

the Financial Services and Markets Act 2000, as amended from time to time

**General Meeting**

the general meeting of the Company to be held at Unit 5, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN, United Kingdom, at 9.30 a.m. on 13 March 2026, or any adjournment thereof, notice of which is set out in Part IX of the Circular

**Group**

the Company and its Subsidiaries and Subsidiary undertakings

**Guaranteed Entitlement**

has the meaning given to that term in this announcement

**Helpline**

the helpline available to Shareholders in connection with the Tender Offer in respect of Ordinary Shares

**Issued Ordinary Share Capital**

the issued Ordinary Shares at the Tender Offer Record Date

**Latest Practicable Date**

10 February 2026, being the latest practicable date prior to the publication of this Circular

**London Stock Exchange**

London Stock Exchange plc

**Member account ID**

the identification code or number attached to any member account in CREST

**Notice of General Meeting**

the notice of the General Meeting which will appear in the Circular

**Ordinary Shares**

the ordinary shares of one pence each in the capital of the Company

**Overseas Shareholders**

a Shareholder who is a resident in, or a national or citizen of, a jurisdiction outside the United Kingdom

**Participant ID**

the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant

**Qualifying Shareholder**

Shareholders who are entitled to participate in the Tender Offer, being those who are on the Register on the Tender Offer Record Date and excluding those with a registered address in a Restricted Jurisdiction

**Repurchase Agreement**

the Repurchase Agreement dated 11 February 2026, between Deutsche Numis

<b>Register</b>	and the Company, the terms of which are summarised in the Circular the Company's register of members
<b>Registrar or Receiving Agent</b>	Equiniti Limited, with registered address Highdown House, Yeoman Way, Worthing, West Sussex, BN99 3HH
<b>Regulatory Information Service</b>	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
<b>Resolution</b>	the special resolution to be proposed at the General Meeting, as set out in the Notice of General Meeting
<b>Restricted Jurisdictions</b>	each and any of Australia, Canada, Japan, New Zealand, Singapore, the Republic of South Africa and any other jurisdiction where the mailing of the Circular or the accompanying documents, or the extension of the Tender Offer, in the manner contemplated by the Circular into or inside such jurisdiction would constitute a violation of the laws of such jurisdiction
<b>Shareholders</b>	the holders of the Ordinary Shares from time to time
<b>Subsidiary</b>	a subsidiary as that term is defined in section 1159 of the Companies Act 2006
<b>Tender Conditions</b>	shall have the meaning given in the Circular
<b>Tender Form</b>	the form enclosed with the Circular for use by Shareholders who hold Ordinary Shares in certificated form in connection with the Tender Offer
<b>Tender Offer</b>	the invitation to Shareholders to tender Ordinary Shares on the terms and conditions set out in the Circular and also, in the case of certificated Ordinary Shares only, the Tender Form (and, where the context so requires, the associated repurchase of such Ordinary Shares by the Company from Deutsche Numis Stockbrokers)
<b>Tender Offer Record Date</b>	or close of business (6.00 p.m. UK time) on 12 March 2026 or such other time and date as may be determined by the Company in its sole discretion in the event that the Closing Date is altered in accordance with the Circular
<b>Tender Price</b>	£3.00 being the price per ordinary share at which the Ordinary Shares will be purchased pursuant to the Tender Offer
<b>TFE Instruction</b>	a transfer from escrow instruction (as defined by the CREST Manual)
<b>TTE Instruction</b>	a transfer to escrow instruction (as defined by the CREST Manual)
<b>Uncertificated Form</b>	recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertified Securities Regulations, may be transferred by means of CREST
<b>United Kingdom or UK</b>	United Kingdom of Great Britain and

Northern Ireland, its territories and dependencies

**United States or USA**

United States of America, its territories, its possessions, any state of the United States and the District of Columbia

**US Exchange Act**

United States Securities Exchange Act of 1934, as amended

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Great British Pound, the lawful currency of the United Kingdom

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