

18 February 2026

The Mission Group plc
("MISSION" the "Company" or the "Group")
Growth Share Scheme

The **MISSION** Group plc (AIM: TMG), creator of **Work That Counts**TM, comprising a group of digital marketing and communications Agencies, is pleased to announce the formation of a new senior management retention and incentive scheme.

The Growth Share Scheme Arrangement (the "**Scheme**") reflects the Board's commitment to aligning the long-term interests of our people with those of shareholders. Attracting, retaining and motivating high-calibre talent is critical to delivering our strategic objectives and creating sustainable shareholder value. The Scheme is designed to incentivise strong performance, reward long-term contribution and foster a culture of ownership across the Group. By linking reward to the Company's success, the Board believes the Scheme will support continued growth and enhance value creation for all stakeholders. The Scheme only has value to the participants if the share price of the Company increases substantially.

The Scheme

Under the Scheme, selected individuals are invited to subscribe for B ordinary shares in The Mission Marketing Holdings Limited ("**B Shares**"). These B Shares are subscribed for at a nominal value of 0.01p per B Share and will only have a material value if at any time in the period ending on the date the Company's financial results for the year ended 31st December 2028 are announced, or prior to a change of control or voluntary liquidation of the Company if sooner, the closing market value of the Company equals or exceeds 35p per share for fifteen consecutive days when the AIM market is open for business ("**Vesting Condition**").

If the Vesting Condition is met, those individuals who still hold B Shares at the relevant time will be entitled to require the Company to acquire their B Shares. The Company, in its absolute discretion, can determine to pay for the B Shares in cash (calculated on the basis of a price per B Share equal to the market value of an Ordinary Share at that time), in Ordinary Shares of 10p each in the capital of the Company ("**Ordinary Shares**") (calculated on the basis of one Ordinary Share for each B Share) or in a combination of Ordinary Shares and cash. The Ordinary Shares issued following the acquisition of B Shares are not subject to any form of lock up or orderly market agreement or minimum holding period including post-employment holding. The B Shares are not entitled to any dividends paid by the Company in the period prior to the date that Ordinary Shares are issued following the acquisition of B Shares by the Company. There are no malus or clawback provisions following the acquisition of B Shares by the Company.

The B Shares are also subject to drag along and tag along rights which provide that, if the Company wishes to dispose of some or all of its shares in The Mission Marketing Holdings Limited then in certain circumstances the holders of the B Shares can either be required to sell, or can require the person acquiring such shares to buy, their B Shares and in either case the price to be paid to the holders of the B Shares depends on whether the Vesting Condition has been met at the time of such disposal and, if it has, the price is calculated by reference to the market value of an Ordinary Share at that time as it would on a change of control, voluntary liquidation of the Company or following the date the Company's financial results for the year ended 31st December 2028 are announced.

The B Shares have no value if the Vesting Condition is not met. If any holder of B Shares ceases to be employed by a member of the Company's group (otherwise than by reason of death, permanent illness or incapacity, redundancy or other reason determined by the Company) then, unless the board of The Mission Marketing Holdings Limited (with the written consent of the Company's Remco) determines otherwise (in which case the holder of the B Share retains those B Shares), they shall be required to sell their B Shares to the Company for £1 in aggregate. The Company has the discretion to rebase or adjust the Vesting Condition to take into account objective changes in circumstances that occur after the B Shares are issued but prior to the date that Ordinary Shares are issued following the acquisition of B Shares by the Company. This discretion does not apply in the event of an early Vesting Condition following a change of control or voluntary liquidation of the Company.

To achieve the Vesting Condition, the share price of the Company will need to increase by a minimum of 86.7% from its current level of 18.75 pence to achieve a 35p share price, which would represent an increase in market capitalisation of approximately £15m. Under the Scheme, the B Shares would have an aggregate value at the 35p level of approximately £3.5m and could be exchanged for a maximum of 10,000,000 Ordinary Shares. The total potential number of Ordinary Shares that could be issued under the Scheme and under other existing option schemes is 10,234,192, representing 11.1% of the issued share capital.

In total, 10,000,000 B Shares were subscribed for on 17 February 2026 (the "**Award**") by a limited number of board members and non-PDMR senior managers. The subscription details for board members of MISSION are detailed below.

Name	Position	Number of B Shares
David Morgan	Non-Executive Chair	1,450,000
John Carey	Group Chief Executive	1,500,000
Giles Lee	Chief Financial Officer	1,450,000
Other senior management		5,600,000
Total		10,000,000

* The Vesting Condition requires the closing market value of the Company to equal or exceed 35p per Ordinary Share for fifteen consecutive days when the AIM market is open for business at any time prior to the date on which the Company's financial results for the year ended 31st December 2028 are announced.

ENDS

ENQUIRIES

John Carey, Chief Executive Officer
 Giles Lee, Chief Financial Officer
 The **MISSION** Group PLC

Via Houston

Simon Bridges / Andrew Potts / Harry Rees
Canaccord Genuity Limited
 (Financial Adviser, Nominated Adviser and Broker)

020 7523 8000

Peter Tracey
Blackdown Partners Limited
 (Financial Adviser)

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NOTES TO EDITORS

The **MISSION** Group Plc. is the Alternative Group for Ambitious Brands.

Delivering measurable, results-driven campaigns as the preferred creative partner for real business growth. We offer top-tier agencies, strategic specialisms and global reach delivering outstanding performance for brands. We call it Work That Counts™ www.themission.co.uk

a)	Name	David Morgan John Carey Giles Lee													
2	Reason for the notification														
a)	Position/status	David Morgan John Carey Giles Lee	Non-Executive Chair Group Chief Executive Chief Financial Officer												
b)	Initial notification /Amendment	18 February 2026													
3	Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor														
a)	Name	The Mission Group plc													
b)	LEI	213800L567CF3Z6GPZ03													
4	Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted														
a)	Description of the financial instrument, type of instrument Identification code	B ordinary shares in The Mission Marketing Holdings Limited, exchangeable into ordinary shares of 10p each the capital of the Company upon the satisfaction of performance criteria GB00B11FD453													
b)	Nature of the transaction	Award of Growth Shares													
c)	Price(s) and volume(s)	<table border="1"> <thead> <tr> <th></th> <th>Price</th> <th>Volume</th> </tr> </thead> <tbody> <tr> <td>David Morgan</td> <td>0.01p</td> <td>1,450,000</td> </tr> <tr> <td>John Carey</td> <td>0.01p</td> <td>1,500,000</td> </tr> <tr> <td>Giles Lee</td> <td>0.01p</td> <td>1,450,000</td> </tr> </tbody> </table>			Price	Volume	David Morgan	0.01p	1,450,000	John Carey	0.01p	1,500,000	Giles Lee	0.01p	1,450,000
	Price	Volume													
David Morgan	0.01p	1,450,000													
John Carey	0.01p	1,500,000													
Giles Lee	0.01p	1,450,000													
d)	Aggregated information - Aggregated volume - Price	4,400,000 0.01p													
e)	Date of the transaction	17 February 2026													

f)	Place of the transaction	Off Market
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