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**THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE TAKEOVER CODE (THE “CODE”) AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE**

**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**For immediate release**

**5 March 2026**

**Statement regarding possible offer for Senior plc (“Senior”)**

On 27 February 2026, Advent International Limited, in its capacity as adviser to Advent International, L.P., the manager of and / or adviser to certain private equity funds (“**Advent**”) announced that it was considering a possible offer for Senior.

In its announcement of 27 February 2026, Senior referred to proposals made in February by Advent that it had unequivocally rejected. Advent confirms that its last proposal was at a total value of up to 272 pence per Senior share (the “**Proposal**”) comprised of an offer price of 270 pence in cash (the “**Possible Offer Price**”), and the right to retain any FY25 final dividend of up to 2 pence per share (which was based on analyst consensus estimates) (the “**Permitted Dividend**”).

The Proposal also provided Senior shareholders with the opportunity to elect to receive an unlisted share alternative.

Advent is considering its position and there can be no certainty any offer will be made. A further announcement will be made in due course when appropriate.

Pursuant to Rule 2.5 of the Code, Advent reserves the right to:

- a) vary the form and/or mix of the offer consideration;
- b) reduce the Possible Offer Price by the amount of any dividend or other distribution to Senior shareholders which is paid or becomes payable by Senior after the date of this announcement other than the Permitted Dividend (or to the extent that the FY25 final dividend exceeds 2 pence per share, the Possible Offer Price will be incrementally reduced (and so if the proposed FY25 final dividend of 2.15 pence per share announced by Senior on 2 February 2026 is paid to Senior shareholders, the Possible Offer Price would be correspondingly reduced by 0.15 pence per share if this reservation is exercised));
- c) make an offer at any time for less than the Possible Offer Price (and/or not offer an unlisted share alternative):
  - o with the agreement of the Senior Board;

- if a third party announces a possible or firm intention to make an offer for Senior on less favourable terms than the Possible Offer Price; or
- following the announcement by Senior of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code).

### **Rule 2.4(c)(iii) Disclosure**

Advent confirms that it is not aware of any dealings in Senior shares that would require it to offer a minimum level, or particular form, of consideration under Rule 6 or Rule 11 of the Code. However, prior to this announcement it has not been practicable for Advent to make enquiries of all persons acting in concert with it to determine whether any dealings in Senior shares by such persons give rise to a requirement under Rule 6 or Rule 11 of the Code for Advent, if it were to make an offer, to offer any minimum level, or particular form, of consideration. Any such details shall be announced as soon as practicable and in any event by no later than the deadline for Advent's Opening Position Disclosure.

### **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 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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 pm (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 Takeover 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.

### **Important information**

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction, whether pursuant to this announcement or otherwise. The release, publication or distribution of this announcement in whole or in part, directly or indirectly, in, into or from certain jurisdictions may be restricted by law and therefore persons in such jurisdictions should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

### **Website publication**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at <https://www.adventinternational.com/company-offer-h/> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of this website is not incorporated into and does not form part of this announcement.