

science group plc

10 August 2021

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

Statement regarding TP Group plc ("TP Group" or the "Company")

Science Group notes the announcement by TP Group plc earlier this morning.

On 9 August 2021, Science Group plc ("Science Group") acquired 79,308,596 shares in TP Group plc ("TP Group") equivalent to approx. 10.2% of the voting shares in TP Group at a price of 5.0 pence per share. The shares were acquired in the open market.

In recent months, Science Group has repeatedly sought to engage with the Board of TP Group with regard to exploring a strategic investment and more recently in relation to a potential combination of the two companies. These informal and formal approaches have all been rejected, without any discussion, by the TP Group Board, despite the very evident challenges of the Company in their announcements; the replacement of the CEO; and the consistently poor track record of TP Group in terms of delivering value to shareholders.

TP Group reported results for the year ended 31 December 2020 on 15 June 2021 which included the statement that "*a material uncertainty exists which may cast significant doubt on the Group's and Parent Company's ability to continue as a going concern*", a qualification repeated in the Independent Auditor's Report in the TP Group plc Annual Report. However, the Board of TP Group plc continued to reject all approaches by Science Group.

In contrast to the TP Group performance, on 26 July 2021 Science Group released interim results for the six months ended 30 June 2021, reporting an approx. 50% increase in adjusted earnings per share relative to the prior year and approx. 125% increase compared to the first half of 2019, before the pandemic. Reported revenue was £40.7 million producing an adjusted operating profit of £7.25 million. Science Group has a very strong balance sheet with, at 30 June 2021, gross cash of £29 million, net funds of £13 million and significant freehold property assets. Science Group has a proven management team which has delivered substantial value to shareholders over the past decade, outperforming the FTSE All-Share index on a 1,2,5 or 10 year investment horizon.

The Board of Science Group considers that there are significant potential synergies with TP Group and that a combination or strategic investment could be attractive to the employees, customers and shareholders of both organisations. TP Group operates primarily in the Defence and Aerospace sectors which would be complementary to Science Group's activities, with minimal overlap.

Following the investment on 9 August 2021, Science Group again wrote to the Board of TP Group to encourage them to actively engage to explore (i) the opportunity of TP Group becoming part of Science Group or (ii) Science Group making a strategic investment in TP Group. TP Group has not responded to Science Group's latest approach.

There can be no certainty that an offer or an investment will be made by Science Group.

Rule 2.6(a) of the Code requires that Science Group, by no later than 5.00 p.m. on 7 September 2021 being the 28th day following the date of this announcement, either announces a firm intention to make an offer for TP Group in accordance with Rule 2.7 of the Code or announces that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Takeover Panel, in accordance with Rule 2.6(c) of the Code.

End

Science Group plc

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Further information

The person responsible for this announcement is Martyn Ratcliffe, Chairman.

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Stifel Nicolaus Europe Limited ("**Stifel**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as Financial Adviser exclusively for Science Group and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Science Group for providing the protections afforded to clients of Stifel, nor for providing advice in relation to any matter referred to herein.

Rule 2.9

In accordance with Rule 2.9 of the Code, Science Group confirms that, as of the date of this announcement, it has in issue 41,239,726 ordinary shares of £0.01 each (excluding ordinary shares held in treasury). The International Securities Identification Number ("ISIN") number of the ordinary shares is GB00B39GTJ17.

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 Panel's website at 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.

Publication on Website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at <https://www.sciencegroup.com/investor-information/> promptly and in any event by no later than 12 noon on the business day following this announcement. The content of this website is not incorporated into and does not form part of this announcement.