

**1 November 2022**

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION**

**FOR IMMEDIATE RELEASE**

**Disclosure under Rule 2.10(a) of the Code in respect of the**

**RECOMMENDED CASH ACQUISITION**

**of**

**TP Group plc  
("TP Group" or the "Company")**

**by**

**Science Group plc  
("Science Group")**

**to be effected by way of scheme of arrangement  
under Part 26 of the Companies Act 2006**

On 31 October 2022 the independent boards of Science Group and TP Group announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Science Group shall acquire the entire issued and to be issued ordinary share capital of TP Group (not already owned by Science Group). The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

Science Group has received an additional letter of intent from M&G Investment Management Limited to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting, in respect of a total of 146,309,150 Shares, representing approximately 18.78 per cent. of the ordinary share capital of TP Group in issue on 31 October 2022 (being the latest practicable date prior to this announcement).

When taken with the existing letter of intent and irrevocable undertakings already procured by Science Group, details of which were announced on 31 October 2022, this brings the total number of shares subject to letters of intent and irrevocable undertakings to 240,742,997 Shares, representing approximately 30.90 per cent. of the ordinary share capital of TP Group in issued on 31 October 2022 (being the latest practicable date prior to this announcement).

Unless otherwise defined in this announcement, capitalised words and phrases used in this announcement shall have the same meanings given to them in the Scheme Document.

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The person responsible for this announcement on behalf of Science Group is Sarah Cole, Group Legal Counsel and Company Secretary.

## **IMPORTANT NOTICES**

*Stifel Nicolaus Europe Limited ("**Stifel**"), which is authorised and regulated in the UK by the FCA, is acting as Financial Adviser exclusively to Science Group and no one else in connection with the matters set out in this announcement. In connection with such matters, Stifel will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to clients of Stifel or for providing advice in relation to the contents of this announcement or any other matter referred to herein.*

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### **Further information**

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*This announcement has been prepared for the purpose of complying with the laws of England and Wales and the Takeover Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.*

*This announcement is not an advertisement and does not constitute a prospectus or prospectus equivalent document.*

### **Availability on website**

*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), free of charge, on Science Group's website at <http://www.sciencegroup.com> by no later than 12:00 noon on the Business Day following the date of this announcement. Neither the contents of such website nor the content of any other website accessible from hyperlinks on such website is incorporated into, or forms part of, this Announcement.*

***If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.***