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16 July 2025

**ALL CASH OFFER** 

for

**INSPIRED PLC** 

by

## **REGENT ACQUISITIONS 2025 LIMITED**

#### **ACCEPTANCE LEVEL UPDATE**

#### Introduction

On 22 April 2025, Regent Acquisitions 2025 Limited announced the terms of a cash offer to acquire the entire issued and to be issued share capital of Inspired not already held by any member of the Wider Regent Group (the "Offer"). In addition, on 7 May 2025, Regent announced that the Offer Document containing, amongst other things, the full terms of the Offer and the procedures for acceptance (the "Offer Document"), had been published and made available to Inspired Shareholders and persons with information rights, together with (for those Inspired Shareholders who hold their Inspired Shares in certificated form) the related Form of Acceptance.

This announcement should be read in conjunction with the full text of the Offer Document. Terms used but not defined in this announcement have the same meaning given to them in the Offer Document.

## Acceptance level update

In accordance with Rule 17 of the Code, Regent announces that, as at 1.00 p.m. (London time) today, valid acceptances of the Offer ("Valid Acceptances") had been received in respect of a total of 487,387 Inspired Shares, representing approximately, 0.31% of the issued share capital of Inspired.

Taking into account these Valid Acceptances with the existing holding of 46,865,710 Inspired Shares, were the Offer to become unconditional the Wider Regent Group would hold in aggregate 47,353,097 Inspired Shares, representing approximately 29.66% of the issued share capital of Inspired.

So far as Regent is aware, none of these acceptances have been received from persons acting in concert with Regent. No Inspired Shares are subject to an irrevocable commitment, or a letter of intent procured by Regent or any person acting in concert with Regent.

## **Revised Unconditional Date**

The Offer Document provided that the Unconditional Date of the Offer (being the latest date by which the acceptance condition to the Offer must be satisfied), would be "Day 60". Day 60 was defined as 6 July 2025 or such other date as may otherwise be set as being such day of the timetable of the Offer in accordance with the Takeover Code.

Inspired Shareholders are reminded of the announcement by the Takeover Panel on 2 July 2025 (the "Statement"), which stated that unless the Panel consents otherwise, Day 60 of the Offer timetable will now be the 60th day following the date of publication of the offer document in relation to the Intrepid Bidco Offer (as such term is defined in the Statement), (the "Revised Unconditional Date"). On 11 July 2025, Intrepid Bidco published an offer document in respect of the Intrepid Bidco which stated that as at 11 July 2025, Day 60 pursuant to the Intrepid Bidco Offer is 9 September 2025. Accordingly, the Revised Unconditional Date is 9 September 2025.

Inspired Shareholders are also reminded that the Offer is conditional upon Valid Acceptances being received (and not validly withdrawn) by not later than 1.00 p.m. (London time) on the Revised Unconditional Date (or such later time(s) and/or date(s) as Regent may, with the consent of the Panel, decide) in respect of such number of Inspired Shares as shall, when aggregated with any Inspired Shares acquired or unconditionally agreed to be acquired (whether by Regent or any of the other wholly owned subsidiaries of Regent International Holdings Limited, and whether pursuant to the Offer or otherwise), represent Inspired Shares carrying in aggregate more than 50% of the voting rights then normally exercisable at a general meeting of Inspired Shareholders).

### Interests in securities

As at 1.00 p.m. (London time) today, the interests in, or rights to subscribe in respect of, relevant Inspired securities (including Valid Acceptances) held by Regent, the Wider Regent Group and by deemed concert parties of Regent were:

Name	Nature of	Number of	Percentage of
	Interest	Inspired Shares	Inspired's share
			capital
Regent Gas Holdings Limited	Ownership of	46,865,710	29.36
	Inspired Shares		
Regent Gas Holdings Limited	Warrants over	If exercised,	n/a
	Inspired Shares	20,000,000	
Regent Gas Holdings Limited	CLNs	If converted,	n/a
		2,500,000	

Except for these interests, as at 1.00 p.m. (London time) today, neither Regent, the Wider Regent Group nor any of their directors, nor so far as Regent is aware, any person acting in concert (within the meaning of the Code) with Regent:

- has any interest in, or right to subscribe for, any Inspired Shares;
- has any short position in (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell, any delivery obligation or right to require another person to purchase or take delivery of, Inspired Shares;

- has procured an irrevocable commitment or letter of intent to accept the terms of the Offer in respect of the relevant securities of Inspired; nor
- has borrowed or lent any Inspired Shares.

The Offer remains subject to the terms and conditions set out in the Offer Document.

The procedure for acceptance of the Offer is set out in paragraph 14 of Part 1 of the Offer Document and, in respect of Inspired Shares held in certificated form, in the Form of Acceptance. To accept the Offer in respect of Inspired Shares held in certificated form, you must complete and return the Form of Acceptance as soon as possible and, in any event, so as to be received by Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD by no later than 1.00 p.m. (London time) on the Revised Unconditional Date (unless the Revised Unconditional Date is brought forward by Regent publishing an Acceleration Statement in accordance with the requirements of the Code and as further described in paragraph 1(B) of Part 2 of Appendix 1). Acceptances in respect of Inspired Shares held in uncertificated form should be made electronically through CREST so that the TTE instruction settles no later than 1.00 p.m. (London time) on the Revised Unconditional Date. If the Offer becomes or is declared Unconditional, Regent will keep the Offer open for acceptances for at least 14 days following the Revised Unconditional Date.

Inspired Shareholders who have not yet accepted the Offer are encouraged to review the Offer Document carefully and to seek independent financial advice. Full details of how to accept the Offer are set out in the Offer Document.

A copy of the Offer Document and the Form of Acceptance is available on Regent's website at <a href="https://www.regentacquisitions2025.co.uk/">https://www.regentacquisitions2025.co.uk/</a>

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### Disclaimer

SPARK Advisory Partners Limited ("Spark"), which is authorised and regulated by the Financial Conduct Authority ("FCA") in the UK, is acting exclusively as financial adviser to Regent and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than Regent for providing the protections afforded to clients of Spark nor for providing advice in connection with the matters referred to herein. Neither Spark nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Spark in connection with this announcement, any statement contained herein, any offer or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Spark by the Financial Services and Markets Act 2000, 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 Spark nor any of its affiliates accepts any responsibility or liability whatsoever for the contents of this announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with Regent or the matters described in this document. To the fullest extent permitted by applicable law, Spark and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this announcement, or any statement contained herein.

### Publication on a website

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) at <a href="https://www.regentacquisitions2025.co.uk">www.regentacquisitions2025.co.uk</a> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

# 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) of the Code 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, save to the extent that these details have previously been disclosed under Rule 8 of the Code. A Dealing Disclosure by a person to whom Rule 8.3(b) of the Code 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 of the Code.

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 of the Code).

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, 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.