



Results of Court Meeting and General Meeting

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FOR IMMEDIATE RELEASE

26 May 2026

RECOMMENDED CASH ACQUISITION

of

SENIOR PLC ("SENIOR")

by

ZEUS UK BIDCO LIMITED ("BIDCO")

(a newly formed company to be indirectly controlled by investment funds advised by affiliates of Tincum Incorporated and Blackstone Inc. (the "Consortium"))

to be effected by means of a Scheme of Arrangement under Part 26 of the Companies Act 2006

RESULTS OF COURT MEETING AND GENERAL MEETING

On 7 April 2026, the boards of Senior and BidCo announced that they had reached an agreement on the terms of a recommended cash acquisition pursuant to which BidCo shall acquire the entire issued and to be issued ordinary share capital of Senior (other than the Existing Tincum Shares) (the "**Acquisition**"). The Acquisition is being implemented by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") and is subject to the terms and conditions set out in the circular in relation to the Scheme sent to Senior Shareholders dated 30 April 2026 (the "**Scheme Document**").

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document.

Results of Court Meeting and General Meeting

Senior is pleased to announce that, at the Court Meeting to consider and approve the Scheme and the General Meeting to consider and pass the Resolution held earlier today in connection with the Acquisition:

- (A) the requisite majority of Scheme Shareholders (either in person or by proxy) voted in favour of the resolution to approve the Scheme at the Court Meeting; and
- (B) the requisite majority of Senior Shareholders (either in person or by proxy) voted in favour of the Resolution to implement the Scheme, including (among other things) the amendments to the Senior Articles, at the General Meeting.

Details of the resolutions that were proposed and passed at the Meetings are set out in the notices of the Court Meeting and the General Meeting contained in the Scheme Document, which is available on the Company's website at <https://www.seniorplc.com/investors/offer-for-the-company.aspx>.

Voting results at the Court Meeting

The table below sets out the results of the poll conducted at the Court Meeting. Each Scheme Shareholder present (in person or by proxy) was entitled to one vote per Scheme Share held at the Voting Record Time.

Results of Court Meeting	Scheme Shares voted		Scheme Shareholders who voted**		No. of Scheme Shares voted as a % of the Scheme Shares eligible to be voted at the Court Meeting*
	Number	%*	Number	%*	
FOR	227,221,488	99.80	243	89.01	54.18
AGAINST	459,679	0.20	30	10.99	0.11
TOTAL	227,681,167	100.00	269**	100.00	54.29

* Rounded to two decimal places.

** Where a Scheme Shareholder has cast some of their votes 'For' and some of their votes 'Against' the resolution, such Scheme Shareholder has been counted as having voted both 'For' and 'Against' the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column.

Voting results of the General Meeting

The table below sets out the results of the poll conducted at the General Meeting. Each Senior Shareholder present (in person or by proxy) was entitled to one vote per Senior Share held at the Voting Record Time.

Resolution	Votes FOR**		Votes AGAINST		Total votes Number	Votes WITHHELD*** Number
	Number	%*	Number	%*		
Approval of the implementation of the Scheme, including amendments to the Senior Articles	218,952,646	99.70	657,407	0.30	219,610,053	13,877

* Rounded to two decimal places.

** Includes discretionary votes.

*** A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes 'For' or 'Against' the Resolution.

The total number of Senior Shares in issue at the Voting Record Time (6:30 p.m. (London time) on 21 May 2026) was 419,418,082, with no shares held in treasury. Consequently, the total number of voting rights in Senior at the Voting Record Time was 419,418,082.

A copy of the Resolution passed at the General Meeting will be submitted today to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Next steps and timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2(A) and 2(B) (as set out in Part III (*Conditions to and further terms of the Acquisition and the Scheme*) of the Scheme Document) have been satisfied. The Scheme remains subject to the satisfaction or (where applicable) waiver of the remaining Conditions and further terms set out in the Scheme Document, including the Court sanctioning the Scheme at the Sanction Hearing, which is expected to be held in or before Q1 2027.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 14 to 15 (inclusive) of the Scheme Document. The dates and times shown are indicative only and are based on current expectations and may be subject to change and will depend on, among other things, the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, and the date on which the Court sanctions the Scheme. If any of the dates and/or times in the expected timetable change, the revised dates and/or times will be notified by announcement through a Regulatory Information Service and by making such announcement available on Senior's website at <https://www.seniorplc.com/>.

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Linklaters LLP and Goodwin Procter LLP are retained as legal advisers to BidCo, the Consortium and Tinicum. Freshfields LLP is retained as legal adviser to Blackstone, and Simpson Thacher & Bartlett LLP is retained as regulatory counsel to Blackstone. Slaughter and May is retained as legal adviser to Senior.

BMO Capital Markets Corp. is retained as an additional financial adviser to BidCo and the Consortium.

The person responsible for arranging the release of this announcement on behalf of Senior is Andrew Bodenham, Company Secretary.

IMPORTANT NOTICES

This announcement is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise.

The Acquisition will be implemented solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document) which, together with the Forms of Proxy, shall contain the full terms and Conditions of the Acquisition.

This announcement does not constitute a prospectus or prospectus-equivalent document or a prospectus exempted document.

Disclaimers

Lazard & Co., Limited ("Lazard"), which is authorised and regulated in the UK by the FCA, is acting exclusively as financial adviser to Senior and no one else in connection with the Acquisition and will not be responsible to anyone other than Senior for providing the protections afforded to clients of Lazard nor for providing advice in relation to the Acquisition or any other matters referred to in this announcement. Neither Lazard nor any of its affiliates (nor any of their respective directors, officers, employees or agents) 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 Lazard in connection with the Acquisition, this announcement, any statement contained herein or otherwise.

Jefferies International Limited ("Jefferies"), which is authorised and regulated by the FCA in the UK, is acting exclusively as financial adviser and joint corporate broker to Senior and no one else in connection with the matters described 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 Senior for providing the protections afforded to clients of Jefferies nor for providing advice in relation to any matter referred to in this announcement. Neither Jefferies nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect and whether in contract, in tort, under statute or otherwise) to any person who is not a client of Jefferies in connection with this announcement, any statement contained herein or otherwise.

Deutsche Bank AG is a stock corporation (Aktiengesellschaft) incorporated under the laws of the Federal Republic of Germany with its principal office in Frankfurt am Main. It is registered with the local district court (Amtsgericht) in Frankfurt am Main under No HRB 30000 and licensed to carry on banking business and to provide financial services. The London branch of Deutsche Bank AG is registered as a branch office in the register of companies for England and Wales at Companies House (branch registration number BR000005) with its registered branch office address and principal place of business at 21, Moorfields, London, EC2Y 9DB. Deutsche Bank AG is subject to supervision by the European Central Bank (ECB), Sonnemannstrasse 22, 60314 Frankfurt am Main, Germany, and the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht or BaFin), Graurheindorfer Strasse 108, 53117 Bonn and Marie-Curie-Strasse 24-28, 60439 Frankfurt am Main, Germany. With respect to activities undertaken in the UK, Deutsche Bank AG is authorised by the Prudential Regulation Authority (the "PRA"). It is subject to regulation by the FCA and limited regulation by the PRA. Details about the extent of Deutsche Bank AG's authorisation and regulation by the PRA are available from Deutsche Bank AG on request. Deutsche Bank AG, acting through its London branch (which is trading for these purposes as Deutsche Numis) ("**Deutsche Numis**") is acting exclusively for Senior and no one else in connection with the Acquisition and will not be responsible to anyone other than Senior for providing the protections afforded to clients of Deutsche Numis nor for providing advice in relation to the Acquisition or any other matters referred to in this announcement. Neither Deutsche Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents) 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 Deutsche Numis in connection with the Acquisition, this announcement, any statement contained herein or otherwise.

Barclays Bank PLC, acting through its Investment Bank ("**Barclays**"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for BidCo and the Consortium and no one else in connection with the matters set out in this announcement and will not be responsible to anyone other than BidCo or the Consortium for providing the protections afforded to clients of Barclays nor for providing advice in relation to any matter referred to in this announcement.

BMO Capital Markets Corp. ("**BMO**"), a registered broker-dealer with the US Securities and Exchange Commission ("**SEC**") and also a member of the Financial Industry Regulatory Authority ("**FINRA**"), is acting exclusively for BidCo and the Consortium 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 BidCo and the Consortium for providing the protections afforded to clients of BMO nor for providing advice in relation to any matter referred to in this announcement. Neither BMO nor any of its 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 BMO in connection with this announcement, any statement contained herein or otherwise.

No person has been authorised to give any information or make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied upon as having been authorised by Senior, the Senior Directors, BidCo, the BidCo Directors or by Barclays, Lazard, Jefferies, BMO, Deutsche Numis or any other person involved in the Acquisition. Neither the publication of this announcement nor holding the Meetings or the Sanction Hearing, or filing the Court Order shall, under any circumstances, create any implication that there has been no change in the affairs of the Wider Senior Group or the Wider BidCo Group since the date of this announcement or that the information in, or incorporated into, this announcement is correct as at any time subsequent to its date.

In accordance with the Takeover Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, Barclays and its affiliates will continue to act as exempt principal trader in Senior securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Takeover Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

Overseas Shareholders

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of jurisdictions other than the UK (including Restricted Jurisdictions) should inform themselves of, and observe, any applicable legal or regulatory requirements.

Unless otherwise determined by BidCo or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition shall not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction, and persons receiving this announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in or into or from such jurisdictions where to do so would violate the laws in that jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction, and the Takeover Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Acquisition to Senior Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with applicable restrictions may constitute a violation of securities laws in any such jurisdiction. To

the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

The Acquisition shall be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange and the FCA.

Further details in relation to the Overseas Senior Shareholders in overseas jurisdictions are contained in the Scheme Document.

Additional information for US investors

The Acquisition relates to shares of an English company and is proposed to be effected by means of a scheme of arrangement under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act.

Accordingly, the Scheme is subject to the disclosure and procedural requirements applicable in the United Kingdom to schemes of arrangement which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

However, if BidCo were to elect to implement the Acquisition by means of a Takeover Offer, such Takeover Offer shall be made in compliance with all applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act. Such a takeover would be made in the United States by BidCo and no one else.

To the extent permitted by applicable law and in accordance with the Takeover Code, normal United Kingdom practice and pursuant to Rule 14e-5(b) of the US Exchange Act, BidCo or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of Senior outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases or arrangements to purchase shall be disclosed as required in the UK, shall be reported to a Regulatory Information Service and shall be available on the London Stock Exchange website at www.londonstockexchange.com.

The receipt of Cash Consideration by a US holder for the transfer of its Scheme Shares pursuant to the Scheme shall be a taxable transaction for United States federal income tax purposes. Each Senior Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them, including under applicable United States state and local, as well as overseas and other, tax laws.

Financial information relating to Senior included in this announcement and the Scheme Document has been or shall have been prepared in accordance with accounting standards applicable in the United Kingdom and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

Each of BidCo and Senior is organised under the laws of England and Wales. Some of the officers and directors of Senior are residents of countries other than the United States. As a result, it may be difficult for US shareholders of Senior to effect service of process within the United States upon BidCo or Senior or Senior's officers or directors or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United States. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's jurisdiction or judgment.

Neither the SEC nor any securities supervisory authority of any state or other jurisdiction in the United States has approved, disapproved or passed judgment upon the fairness or the merits of the Acquisition or determined if this announcement or any other documentation relating to the Acquisition is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition and other information published by Senior, BidCo, Tinicum, Blackstone, any member of the Wider BidCo Group or any member of the Wider Senior Group may contain statements which are, or may be deemed to be, "forward-looking statements". Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions, valuations, targets, estimates, forecasts and projections regarding the business strategies and the environment in which Senior, BidCo or any member of the Wider BidCo Group or Wider Senior Group shall operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements.

The forward-looking statements contained in this announcement relate to Senior, BidCo or any member of the Wider BidCo Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects" "intends", "may", "will", "shall" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of BidCo's, any member of the Wider BidCo Group's or Senior's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on BidCo's, any member of the Wider BidCo Group's or Senior's business.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that shall occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates, future business combinations or disposals, and any epidemic, pandemic or disease outbreak. If any one or more of these risks or uncertainties, or any other unknown or unpredictable factors, materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors.

Neither Senior, the Wider Senior Group, Tincum, Blackstone, BidCo nor any member of the Wider BidCo Group, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement shall actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

The forward-looking statements speak only at the date of this announcement. All subsequent oral or written forward-looking statements attributable to Senior, the Wider Senior Group, Tincum, Blackstone, BidCo or any member of the Wider BidCo Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

Senior, the Wider Senior Group, Tincum, Blackstone, BidCo and each member of the Wider BidCo Group expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates or quantified financial benefits statements

No statement in this announcement or incorporated by reference in this announcement is intended, or is to be construed, as a profit forecast or profit estimate or quantified financial benefits statement for any period, and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Senior for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Senior.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. 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 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3:30 p.m. (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 Takeover Code, any person who is, or becomes, interested in 1 per cent. 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 p.m. (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 shall 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 <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.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by Senior Shareholders, persons with information rights and other relevant persons for the receipt of communications from Senior may be provided to BidCo during the Offer Period as requested under Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Publication on website and availability of hard copies

A copy of this announcement and the documents required to be published pursuant to Rule 26 of the Takeover Code shall be made available on BidCo's and Senior's websites at <https://www.tinicum.com/>, and <https://publishdocuments.co.uk/> and <https://www.seniorplc.com/>, respectively, by no later than 12 noon (London time) on the first Business Day following the date of this announcement. For the avoidance of doubt, save as expressly referred to in this announcement, the contents of these websites are not incorporated into and do not form part of this announcement. For the avoidance of doubt, neither the contents of Senior's website and BidCo's websites nor any website accessible from hyperlinks is incorporated into, or forms part of, this announcement.

Senior Shareholders may request a hard copy of this announcement by writing to Senior's registrars, Equiniti Limited, at Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA, with an address to which the hard copy may be sent, or by calling +44 (0) 371 384 2136 if calling from the UK. Lines are open from 8:30 a.m. to 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales), and calls are charged at the standard geographic rate and will vary by provider. Senior Shareholders may, subject to applicable securities laws, also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form, again by writing to the address set out above or by calling the telephone number above.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly, and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

General

BidCo reserves the right to elect (with the consent of the Panel, and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer for the Senior Shares (other than the Existing Tinicum Shares or any Senior Shares already held by BidCo) as an alternative to the Scheme. In such event, the Takeover Offer shall be implemented on the same terms, so far as applicable, and subject to the terms of the Co-operation Agreement, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in method of effecting the Acquisition, including (without limitation), if required by the Co-operation Agreement, an acceptance condition set at no more than 75 per cent. of Senior Shares or such lesser percentage (being more than 50 per cent.) of Senior Shares as BidCo may decide (subject to the consent of the Panel to the extent necessary).

Investors should be aware that BidCo may purchase Senior Shares otherwise than under any Takeover Offer or the Scheme, including pursuant to privately negotiated purchases.

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 FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This announcement has been prepared for the purpose of complying with English law 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 of England and Wales.

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