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FOR IMMEDIATE RELEASE

26 August 2026

RECOMMENDED CASH ACQUISITION

of

GOOCH & HOUSEGO PLC

by

GREENLIGHT BIDCO LIMITED

(a newly formed company owned indirectly by Arlington Capital Partners VII, L.P. ("ACP"))

to be implemented by means of a scheme of arrangement under Part 26 of the Companies Act 2006

Results of Court Meeting and General Meeting

On 16 July 2026, the boards of directors of Greenlight Bidco Limited ("**Bidco**") and Gooch & Housego PLC ("**G&H**") announced that they had reached agreement on the terms and conditions of a recommended cash acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of G&H (the "**Acquisition**"). The Acquisition is to be implemented by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006. The scheme document in relation to the Scheme was published on 30 July 2026 (the "**Scheme Document**").

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document. All references to times in this announcement are to London time unless otherwise stated.

Results of Court Meeting and General Meeting

G&H is pleased to announce that the Court Meeting to consider and approve the Scheme and the General Meeting to consider and pass the Resolution were each held earlier today in connection with the Acquisition and:

- the requisite majority of Scheme Shareholders voted (either in person or by proxy) to approve the Scheme at the Court Meeting; and
- the requisite majority of G&H Shareholders voted (either in person or by proxy) to approve the Resolution to implement the Scheme, including the amendment of G&H's articles of association, at the General Meeting.

Details of the resolutions passed are set out in the Notices of the Court Meeting and the General Meeting contained in Part IX and Part X, respectively, of the Scheme Document.

Voting results of the Court Meeting

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

	Number of Scheme Shareholders who voted**	% of Scheme Shareholders who voted*	Number of Scheme Shares voted	% of Scheme Shares voted*	Number of Scheme Shares voted as a % of the Scheme Shares eligible to be voted*
FOR	147	92.45%	15,179,634	79.17%	55.46%
AGAINST	25	15.72%	3,993,383	20.83%	14.59%
TOTAL	159	108.17%	19,173,017	100.00%	70.05%

Notes:
** All percentages have been rounded to the nearest two decimal places.*
***Where a Scheme Shareholder has cast some of its votes 'for' and some of its 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. Accordingly, the aggregate number of Scheme Shareholders voting 'for' and 'against' the resolution may exceed the total number of Scheme Shareholders voting.*

Voting results of the General Meeting

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

Resolution	Votes FOR		Votes AGAINST		Total votes	Votes WITHHELD
	Number of G&H Shares voted	% of G&H Shares voted*	Number of G&H Shares voted	% of G&H Shares voted*	Number of G&H Shares voted	Number of G&H Shares**
Approval of the implementation of the Scheme, including amendment of G&H's articles of association	14,716,053	78.64%	3,997,729	21.36%	18,713,782	84,932

Notes:
** All percentages have been rounded to the nearest two decimal places.*
*** 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 G&H Shares in issue at the Voting Record Time was 27,370,726. Consequently, the total number of voting rights in G&H at the Voting Record Time was 27,370,726.

Next steps and timetable

The outcome of today's Court Meeting and General Meeting means that Conditions 2.1 and 2.2 (as set out in Part A of Part III of the Scheme Document) have been satisfied. The Scheme remains subject to the sanction by the Court at the Court Hearing, which is expected to take place in the fourth quarter of 2026 and the satisfaction (or, where applicable, waiver) of certain other Conditions to the Scheme. Subject to satisfaction or, where applicable, waiver of the Conditions, the Scheme is expected to become Effective in the fourth quarter of 2026.

The expected timetable of principal events for the implementation of the Scheme remains as set out on pages 10 and 11 of the Scheme Document. These dates and times are indicative only and may be subject to change and will depend, among other things, on the date on which the Conditions to the Scheme are satisfied or, if capable of waiver, waived, the date on which the Court sanctions the Scheme and the Scheme Court Order sanctioning the Scheme is delivered to the Registrar of Companies. If any of the dates and/or times in the expected timetable change, G&H will give notice of such change(s) to G&H Shareholders by issuing an announcement through a Regulatory Information Service and by making such announcement available on G&H's website at www.gandh.com and on Bidco's website at www.displaydocuments.co.uk.

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Burges Salmon LLP is acting as legal adviser to G&H.

Kirkland & Ellis International LLP is acting as legal adviser to Bidco and ACP.

IMPORTANT NOTICES

This announcement is for information purposes only and is not intended to and does not constitute or form part of an offer, invitation or the solicitation of an 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 pursuant to

the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of G&H in any jurisdiction in contravention of applicable law.

The Acquisition will be implemented solely pursuant to the terms of the Scheme Document which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the offer document).

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

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

Notices relating to financial advisers

*Investec Bank plc ("**Investec**"), which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for G&H and no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than G&H for providing the protections afforded to the clients of Investec, or for providing advice in connection with the subject matter of this announcement. Neither Investec 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 Investec in connection with the subject matter of this announcement, any statement contained herein or otherwise.*

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Overseas Shareholders

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements. Any failure to comply with such requirements may constitute a violation of the securities laws or regulations of 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. This announcement has been prepared in accordance with and for the purpose of complying with English law, the Takeover Code, the AIM Rules, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws or regulations of jurisdictions outside England.

The availability of the Acquisition to G&H Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws or regulations of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom (including Restricted Jurisdictions) should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in the United Kingdom to participate in the Acquisition may be affected by the laws or regulations of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of 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.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws or regulations in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws or regulations of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement and all such documents relating to the Acquisition (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the 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 Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

Further details in relation to Overseas Shareholders are contained in paragraph 20 of Part II (Explanatory Statement) of the Scheme Document.

Notice to US G&H Shareholders

*The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under the laws of England and Wales. A transaction effected by means of a scheme of arrangement is not subject to the tender offer or proxy solicitation rules under the US Securities Exchange Act of 1934 (the "**US Exchange Act**"). Accordingly, the Acquisition is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer and proxy solicitation rules. The financial information included in this announcement has been prepared in accordance with generally accepted accounting principles of the UK and thus 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 US.*

If, in the future, Bidco exercises its right to implement the Acquisition by way of an Offer, which is to be made into the US, such Offer will be made in compliance with the applicable US laws and regulations. It may be difficult for US holders of G&H Shares to enforce their rights and any claim arising out of the US federal laws, since Bidco and G&H are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of G&H Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, ACP or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, G&H Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition becomes Effective, lapses or is otherwise withdrawn. Also, in accordance with Rule 14e-5(b) of the US Exchange Act, J.P. Morgan Cazenove will continue to act as an exempt principal trader in G&H Shares on the London Stock Exchange. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, www.londonstockexchange.com.

US G&H Shareholders also should be aware that the transaction contemplated herein may have tax consequences in the US and, that such consequences, if any, are not described herein. US G&H Shareholders are urged to consult with legal, tax and financial advisers in connection with making a decision regarding this transaction.

Cautionary Note Regarding Forward-Looking Statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Bidco and G&H contain statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco and G&H about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

The forward-looking statements contained in this announcement include statements relating to the expected effects of the Acquisition on Bidco and G&H (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "prepares", "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "cost-saving", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. 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, G&H's, any member of the Bidco Group's or any member of the G&H Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, G&H's, any member of the Bidco Group's or any member of the G&H Group's business.

Although Bidco and G&H believe that the expectations reflected in such forward-looking statements are reasonable, Bidco and G&H can give no assurance that such expectations will prove to be correct. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements.

These factors include, but are not limited to: the ability to complete the Acquisition; the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms and schedule; changes in the global political, economic, business and competitive environments (including exposures to terrorist activities, the UK's exit from the European Union, Eurozone instability, the Russia-Ukraine conflict, the ongoing conflicts in the Middle East and disruption in business operations due to reorganisation activities) and in market and regulatory forces; changes in future exchange and interest rates; changes in tax rates; future business combinations or disposals; changes in general economic and business conditions; changes in the behaviour of other market participants; changes in the anticipated benefits from the proposed transaction not being realised as a result of changes in general economic and market conditions in the countries in which Bidco and G&H operate, weak, volatile or illiquid capital and/or credit markets, changes in tax rates, interest rate and currency value fluctuations, the degree of competition in the geographic and business areas in which Bidco and G&H operate and changes in laws or in supervisory expectations or requirements; the timing impact and other uncertainties of future or planned acquisitions or disposals or offers, the inability to realise successfully any anticipated synergy benefits when the Acquisition is implemented (including changes to the G&H Board and/or employee composition); incurring and/or experiencing unanticipated costs and/or delays (including IT system failures, cyber-crime, fraud and pension scheme liabilities), or difficulties relating to the Acquisition when the Acquisition is implemented. Other unknown or unpredictable factors could cause actual results to differ materially from those expected, estimated or projected in the forward-looking statements. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions proves 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 Bidco nor G&H, 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 will actually occur. You are cautioned not to place any reliance on these forward-looking statements.

Specifically, statements of estimated cost savings and synergies related to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Due to the scale of the G&H Group, there may be additional changes to the G&H Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost synergies may be materially greater or less than those estimated.

Other than in accordance with their legal or regulatory obligations (including under the Takeover Code, the AIM Rules, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules), neither Bidco nor G&H is under any obligation, and Bidco and G&H expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Dealing and Opening Position Disclosure Requirements

Under Rule 8.3(a) of the Takeover Code, any person who is interested in one 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) of the Takeover Code 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 one 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, 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 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 a website

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be made available and other documents required to be published under Rule 26 of the Takeover Code have been made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on G&H's website at www.gandh.com and Bidco's website at www.displaydocuments.co.uk by no later than 12 noon (London time) on the first Business Day following the date of this announcement. For the avoidance of doubt, neither the contents of these websites nor any website accessible from hyperlinks is incorporated into or forms part of this announcement.

Requesting hard copy documents

In accordance with Rule 30.3 of the Takeover Code, G&H Shareholders, persons with information rights and G&H LTIP Award Holders may request a hard copy of this announcement, free of charge, by contacting G&H's Registrar, MUFG Corporate Markets, during business hours at shareholderenquiries@cm.mpms.mufg.com or on 0371 664 0321 and +44 (0) 371 664 0321 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.30 p.m. (London time), Monday to Friday excluding public holidays in England and Wales. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may 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.

Electronic Communications

Please be aware that addresses, electronic addresses and certain other information provided by G&H Shareholders, persons with information rights and other relevant persons for the receipt of communications from G&H may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

General

Bidco reserves the right to elect, with the consent of the Panel (where necessary) and subject to the terms of the Cooperation Agreement for such time as it is continuing, to implement the Acquisition by way of an Offer as an alternative to the Scheme.

If the Acquisition is effected by way of an Offer, and such an Offer becomes or is declared unconditional and sufficient acceptances are received, Bidco has agreed under the Cooperation Agreement to apply the provisions of Chapter 3 of Part 28 of the Companies Act 2006 so as to acquire compulsorily any outstanding G&H Shares to which such Offer relates.

Investors should be aware that Bidco may purchase G&H Shares otherwise than under any 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 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.