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**FOR IMMEDIATE RELEASE**

**30 April 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**

**PUBLICATION OF SCHEME DOCUMENT**

On 7 April 2026, the boards of directors of Senior and BidCo announced that they had reached 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**”). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the “**Scheme**”).

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document (as defined below). All references to times in this announcement are to London (United Kingdom) times unless stated otherwise.

**Publication and posting of the Scheme Document**

Senior is pleased to announce that a circular in relation to the Scheme (the “**Scheme Document**”) has been published today containing, among other things, a letter from the Chair of Senior, an explanatory statement pursuant to section 897 of the Companies Act, the full terms and conditions of the Scheme, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of the actions to be taken by Senior Shareholders.

Subject to certain restrictions relating to persons resident in Restricted Jurisdictions, the Scheme Document and related documentation will be made available on Senior’s website at <https://www.seniorplc.com/> and on BidCo’s websites at <https://www.tincum.com/> and <https://publishdocuments.co.uk/>.

Hard copies of the Scheme Document (or, depending on Senior Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed), together with the Forms of Proxy for the Court Meeting and the General Meeting, are being sent to Senior Shareholders. For information only, the Scheme Document will also be sent, or made available, to holders of options or awards under the Senior Share Plans and persons with information rights.

### **Action required**

As further detailed in the Scheme Document, in order to become Effective, the Scheme will require, among other things, that the requisite majorities of: (i) Scheme Shareholders vote in favour of the Scheme at the Court Meeting; and (ii) Senior Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Scheme is also subject to the satisfaction or, where applicable, waiver of the Conditions and further terms that are set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting, both of which will be held at 59/61 High Street, Rickmansworth, Hertfordshire, WD3 1RH on 26 May 2026, are set out in the Scheme Document. The Court Meeting will start at 10:00 a.m. and the General Meeting at 10:15 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned).

Any changes to the arrangements for the Court Meeting and/or the General Meeting will be communicated to Scheme Shareholders and Senior Shareholders before the relevant Meeting, including through Senior's website (<https://www.seniorplc.com>) and by announcement through a Regulatory Information Service.

**It is important that for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Therefore, whether or not you intend to attend the Court Meeting and/or the General Meeting, you are strongly encouraged to: (i) sign and return your Forms of Proxy by post; (ii) appoint a proxy electronically through Shareview or Proximity (for institutional investors only); or (iii) transmit a proxy appointment and voting instruction online through the CREST electronic proxy appointment service, as soon as possible and, in any event, by no later than 10:00 a.m. on 21 May 2026 in respect of the Court Meeting and 10:15 a.m. on 21 May 2026 in respect of the General Meeting in accordance with the instructions set out in the Scheme Document and Forms of Proxy. Doing so will not prevent you from attending, speaking and voting in person at either Meeting, or any adjournment or postponement thereof, if you wish and are entitled to do so.**

**Scheme Shareholders and Senior Shareholders are also strongly encouraged to appoint the "Chair of the Meeting" as their proxy for each Meeting. This will ensure that your vote will be counted if you (or any other proxy you might otherwise appoint) are not able to attend the Meetings.**

### **Expected timetable of principal events**

The Scheme Document contains an expected timetable of principal events in relation to the Scheme, which is also set out in the Appendix to this announcement. The Scheme remains conditional on the approval of the requisite majorities of Scheme Shareholders at the Court Meeting, the requisite majorities of Senior Shareholders at the General Meeting and the satisfaction or, where applicable, waiver of the other Conditions set out in the Scheme Document (including the sanction of the Court).

It is expected that the Scheme will become Effective by the end of Q1 2027. Senior will make further announcements through a Regulatory Information Service, with such announcements also being made available on Senior's website at <https://www.seniorplc.com>. An update to the expected timetable is expected to be announced following receipt of the relevant regulatory approvals upon which the Acquisition is conditional.

If the Scheme is sanctioned as outlined above, the last day of dealings in, and registration of transfers of, Senior Shares on the Main Market of the London Stock Exchange is expected to be the Business Day immediately prior to the Effective Date, and no transfers shall be registered after 6:00 p.m. on that date. It is intended that, subject to the Scheme becoming Effective, Senior shall make an application for the cancellation of trading of Senior Shares on the Main Market and for the cancellation of the listing of Senior Shares on the Official List, in each case to take effect on or shortly after the Effective Date.

### **Recommendation**

**The Senior Directors, who have been so advised by Lazard as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Senior Directors, Lazard has taken into account the commercial assessments of the Senior Directors. Lazard is providing independent financial advice to the Senior Directors for the purposes of Rule 3 of the Takeover Code.**

**The Senior Directors consider that the terms of the Acquisition are in the best interests of Senior Shareholders as a whole. Accordingly, the Senior Directors recommend unanimously that Senior Shareholders vote in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting, as the Senior Directors have irrevocably undertaken to do in respect of their own beneficial holdings of Senior Shares representing, in aggregate, approximately 0.6 per cent. of the ordinary share capital of Senior, and approximately 0.6 per cent. of the Scheme Shares, in each case in issue on the Latest Practicable Date.**

Senior Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

### **Senior Share Plans**

Joint letters from Senior and BidCo are being sent today to participants in the Senior Share Plans regarding the effect of the Acquisition on their rights under the Senior Share Plans and the arrangements applicable to them and, where required, setting out an appropriate proposal pursuant to Rule 15 of the Takeover Code (the "**Share Plan Notices**"). The Share Plan Notices will be made available on Senior's website at <https://www.seniorplc.com/> and on BidCo's websites at <https://www.tinicum.com/> and <https://publishdocuments.co.uk/>.

### **Additional information for Senior Shareholders**

If you have any questions about this announcement, the Scheme Document, the Court Meeting or the General Meeting or are in any doubt as to how to complete the Form(s) of Proxy or to submit your proxies electronically through Shareview or Proxymity (for institutional investors only) or through CREST, please contact Equiniti by calling the shareholder helpline on +44 (0)371 384 2136. The shareholder helpline will be available from 8:30 a.m. to 5:30 p.m. Monday to Friday (except public holidays in England and Wales). Calls to the shareholder helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls made from mobile telephones,

and calls may be recorded and monitored for security and training purposes. Please note that Equiniti cannot provide advice on the merits of the Scheme, nor give financial, tax, investment or legal advice.

A copy of the Scheme Document and the Forms of Proxy will be submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## Enquiries

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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.

## APPENDIX

### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on Senior's and BidCo's current expected dates for the implementation of the Scheme and is subject to change (including as a result of changes to the regulatory timetable). If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Senior Shareholders by announcement through the Regulatory Information Service of the London Stock Exchange, with such announcement being made available on Senior's website at <https://www.seniorplc.com/>. All times shown are London, United Kingdom times.

Event	Time and/or date <sup>(1)</sup>
Publication of the Scheme Document	30 April 2026
Latest time for lodging Forms of Proxy for the:	
<b>Court Meeting (BLUE Form of Proxy)</b>	<b>10:00 a.m. on 21 May 2026<sup>(2)</sup></b>
<b>General Meeting (YELLOW Form of Proxy)</b>	<b>10:15 a.m. on 21 May 2026<sup>(3)</sup></b>
Voting Record Time	6:30 p.m. on 21 May 2026 <sup>(4)</sup>
<b>Court Meeting</b>	<b>10:00 a.m. on 26 May 2026</b>
<b>General Meeting</b>	<b>10:15 a.m. on 26 May 2026<sup>(5)</sup></b>
<b><i>The following dates and times associated with the Scheme are indicative only and subject to change<sup>(1)</sup>.</i></b>	
Sanction Hearing (to sanction the Scheme)	a date expected to be in Q1 2027, subject to the satisfaction (or, if applicable, waiver) of the relevant Conditions and, in any event, prior to the Long Stop Date ("D")
Last day for dealings in, and for the registration of transfer of, and disablement in CREST of, Senior Shares	D+1*
Scheme Record Time	6:00 p.m. on D+1* <sup>(6)</sup>
Suspension of dealings in Senior Shares	by 7:30 a.m. on D+2*
<b>Effective Date of the Scheme</b>	<b>D+2*<sup>(7)</sup></b>
Cancellation of listing of Senior Shares	by 8:00 a.m. on D+3*
Latest date for despatch of cheques, electronic payments and crediting of CREST accounts in respect of the Cash Consideration due under the Scheme	within 14 days after the Effective Date

- (1) 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. References to times are to London, United Kingdom times. If any of the dates and/or times change, the revised dates and/or times will be notified to Senior Shareholders by announcement through the Regulatory Information Service on the London Stock Exchange, with such announcement being made available on Senior's website at <https://www.seniorplc.com/>. Participants in the Senior Share Plans will be contacted separately regarding the effect of the Scheme on their rights under the Senior Share Plans and with the details of the arrangements applicable to them.
- (2) It is requested that the BLUE Form of Proxy for the Court Meeting be received no later than 10:00 a.m. on 21 May 2026 or, if the Court Meeting is adjourned or postponed, not later than 48 hours before the time fixed for the holding of the adjourned or postponed Court Meeting (excluding any such 48 hour period falling on a non-Business Day). If the BLUE Form of Proxy is not returned by the specified time, it may be: (i) scanned and emailed to Equiniti at the following email address: [proxyvotes@equiniti.com](mailto:proxyvotes@equiniti.com); or (ii) presented in person to the Chair of the Court Meeting or to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment or postponement thereof).
- (3) In order to be valid, the YELLOW Form of Proxy for the General Meeting must be received no later than 10:15 a.m. on 21 May 2026 or, if the General Meeting is adjourned or postponed, not later than 48 hours before the time fixed for the holding of the adjourned or postponed General Meeting (excluding any such 48 hour period falling on a non-Business Day).
- (4) If either the Court Meeting or the General Meeting is adjourned or postponed, the Voting Record Time for the relevant adjourned or postponed Meeting will be 6:30 p.m. on the day which is two days (excluding non-Business Days) before the date set for such adjourned or postponed Meeting.
- (5) To commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Court Meeting.
- (6) Scheme Shareholders who are on the Register at this time are entitled to receive Cash Consideration under the Scheme.
- (7) The Scheme shall become Effective as soon as a copy of the Court Order has been delivered to the Registrar of Companies. This is expected to occur following the Scheme Record Time and prior to the cancellation of trading in Senior Shares. The events which are stated as occurring on subsequent dates are conditional on the Effective Date and operate by reference to that date.
- (8) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date (i) as may be agreed by BidCo and Senior or, in a competitive situation, as BidCo may specify with the Panel's consent; or (ii) as the Panel may direct under the Note on Section 3 of Appendix 7 of the Takeover Code, and in each case as the Court may approve (if such approval is required).

\* All dates by reference to "D+1", "D+2" and "D+3" will be to the date falling the number of indicated Business Days immediately after the actual date, which is "D", as indicated above.

## 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, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or any decision in respect of, or other response to, the Acquisition should be made only on the basis of the information in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document).*

*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, 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 and 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](http://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. In particular, the ability of persons who are not resident in the United Kingdom to vote their Scheme Shares in respect of the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. 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](http://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, Tincum, 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.*