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FOR IMMEDIATE RELEASE

10 January 2025

**RECOMMENDED ACQUISITION
OF
ALLIANCE PHARMA PLC
BY
AEGROS BIDCO LIMITED
a newly incorporated company to be indirectly owned by
DBAY Affiliates and the ERES IV Fund

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

Summary

- The boards of directors of Aegros Bidco Limited ("**Bidco**") and Alliance Pharma plc ("**Alliance**") are pleased to announce that they have reached agreement on the terms and conditions of a recommended acquisition by Bidco for the entire issued and to be issued ordinary share capital of Alliance (other than the Alliance Shares held by funds advised or managed by DBAY Advisors Limited ("**DBAY**")) (the "**Acquisition**"). The Acquisition is intended to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.
- Under the terms of the Acquisition, each Scheme Shareholder will be entitled to receive:

for each Scheme Share: 62.5 pence in cash (the "Cash Offer")

with an alternative option to participate in an unlisted share alternative in respect of some or all of their Scheme Shares (the "**Alternative Offer**").
- The Cash Offer values the entire issued, and to be issued, ordinary share capital of Alliance at approximately £349.7 million on a fully diluted basis.
- The Cash Offer represents a premium of approximately:

- 40.9 per cent. to the closing price of 44.4 pence per Alliance Share on 9 January 2025 (being the last Business Day prior to this Announcement);
 - 112.9 per cent. to the closing price of 29.4 pence per Alliance Share on 8 May 2024 (being the last Business Day prior to DBAY's initial approach to the Alliance Board);
 - 50.7 per cent. to the volume weighted average price of 41.5 pence per Alliance Share over the six month period ended 9 January 2025 (being the last Business Day prior to this Announcement); and
 - 64.6 per cent. to the volume weighted average price of 38.0 pence per Alliance Share over the twelve month period ended 9 January 2025 (being the last Business Day prior to this Announcement).
- Under the terms of the Acquisition and as an alternative to the Cash Offer, Scheme Shareholders (other than Scheme Shareholders resident or located in a Restricted Jurisdiction) may elect to participate in the Alternative Offer by exchanging some or all of their Scheme Shares for rollover loan notes issued by Bidco which will, subject to implementation of the Rollover (as described in paragraph 13 of this Announcement), ultimately be exchanged for B ordinary shares in the capital of Midco having the rights of "B Shares" set out in the Midco Articles (as amended from time to time) and as summarised below and set out at Appendix 4 to this Announcement (the "**Rollover Shares**"), subject to the terms of the Alternative Offer. Eligible Scheme Shareholders may elect to take up the Alternative Offer in respect of some or all of their holdings of Scheme Shares and will receive, subject to the implementation of the Rollover:

for each Scheme Share: 1 Rollover Share

- The Rollover Shares will be issued within 14 days of the Effective Date. The terms and conditions of the Alternative Offer are set out in paragraphs 13 to 15 of this Announcement and a summary of the rights attaching to the Rollover Shares is set out in Appendix 4 to this Announcement. The Rollover Shares are unlisted, non-transferable (except in limited circumstances) and do not carry any voting rights (except in very limited circumstances). Certain advantages and disadvantages of electing for the Alternative Offer are outlined in paragraph 15 of this Announcement. Further information about the Rollover Shares and the Alternative Offer will be included in the Scheme Document.
- For the purposes of Rule 24.11 of the Takeover Code, Investec (as financial adviser to Bidco) will provide an estimate of the value of a Rollover Share, together with the assumptions, qualifications and caveats forming the basis of its estimate of value, in a letter to be included in the Scheme Document.
- If any dividend, other distribution and/or other return of value is proposed, authorised, declared, made or paid or becomes payable in respect of Alliance Shares on or after the date of this Announcement and before the Effective Date, Bidco reserves the right to reduce the consideration for each Scheme Share payable under the terms of the Cash Offer

(and, as the case may be, the consideration due under the Alternative Offer) (the "**Consideration**") by the amount of any such dividend, other distribution and/or other return of value, and in which case any reference in this Announcement to the consideration payable under the Cash Offer (or consideration due under the Alternative Offer) will be deemed to be a reference to the Consideration as so reduced. Any exercise by Bidco of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme. In such circumstances, Alliance Shareholders would be entitled to retain any such dividend, other distribution and/or other return of value declared, made or paid or which becomes payable.

Background to and reasons for the Acquisition

- DBAY has followed Alliance's story for several years and began acquiring Alliance Shares in December 2022.
- DBAY has since become the largest Alliance Shareholder. Funds and corporate vehicles advised or managed by DBAY ("**DBAY Affiliates**") currently hold 151,076,240 Alliance Shares, representing approximately 27.9 per cent. of the voting rights of Alliance.
- DBAY is supportive of Alliance's leadership team and believes in Alliance's future prospects but considers that Alliance needs to implement a range of operational and strategic initiatives, in conjunction with a period of accelerated investment and selective acquisitions of complementary products, in order to fulfil the growth potential of the business. It has become apparent to DBAY that Alliance needs time away from the public market to allow it to fully deliver these initiatives in a reasonable timeframe.
- DBAY also believes that Alliance's public quotation, with its associated reporting requirements, material costs and potential for management distraction, is negatively impacting Alliance's ability to prioritise long-term growth and, noting the limited recent liquidity of Alliance Shares, does not currently offer significant benefits for the business.
- Consequently, DBAY has concluded that the future prospects of Alliance and its employees would be better served in a private entity, with a supportive majority shareholder and access to additional financing sources to fund accelerated, sustainable growth.
- Accordingly, DBAY intends to seek the cancellation of trading of Alliance Shares on AIM as soon as possible after the Effective Date and in accordance with applicable laws.
- For Alliance Shareholders that wish to realise their investment in cash, the Cash Offer represents an opportunity for them to do so at a material premium to the volume-weighted average share price of Alliance over the past 12 months. For Alliance Shareholders who would prefer to retain an economic interest in Alliance following completion of the Acquisition, DBAY is also making the Alternative Offer. Alliance Shareholders are encouraged to seek independent financial, legal, and tax advice and to carefully consider the advantages and disadvantages of electing for the Alternative Offer,

including but not limited to those outlined in paragraph 15 of this Announcement, in light of their individual financial circumstances and investment objectives.

Recommendation

Acquisition and Cash Offer

- The Alliance Directors, who have been so advised by Deutsche Numis and Evercore as to the financial terms of the Cash Offer, consider the terms of the Cash Offer to be fair and reasonable. In providing their financial advice to the Alliance Directors, Deutsche Numis and Evercore have taken into account the commercial assessments of the Alliance Directors. Deutsche Numis and Evercore are providing independent financial advice to the Alliance Directors for the purposes of Rule 3 of the Takeover Code.
- **Accordingly, the Alliance Directors confirm that they intend to recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that Alliance Shareholders vote in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as the Alliance Directors who are interested in Alliance Shares have irrevocably undertaken to do in respect of their own beneficial holdings (or to procure in respect of the holdings of certain persons connected with them), being in aggregate, 260,911 Alliance Shares (representing, in aggregate, approximately 0.07 per cent. of the Scheme Shares, and 0.05 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date). Further details of these undertakings, including the circumstances in which they cease to be binding, are set out in Appendix 3 to this Announcement.**

Alternative Offer

- Bidco is also separately making the Alternative Offer. Deutsche Numis and Evercore are unable to advise the Alliance Directors as to whether or not the financial terms of the Alternative Offer are fair and reasonable. This is because of the significant and variable impact of the advantages and disadvantages that the Alternative Offer may have for individual eligible Alliance Shareholders. In addition, it is not possible to predict with certainty the future value of the Rollover Shares, which will depend upon the future performance of Alliance. Deutsche Numis and Evercore have not had any involvement in the development and validation of any financial projections for Midco or the Wider Bidco Group and, as a result, are unable to assess any plans Midco may have for the development of Alliance or the Wider Bidco Group to the degree necessary to form an assessment of the value of the Alternative Offer.
- **Accordingly, the Alliance Directors are unable to form an opinion as to whether or not the terms of the Alternative Offer are fair and reasonable and are not making any recommendation or giving any advice to Alliance Shareholders as to whether or not they should elect for the Alternative Offer.**

- In reviewing the terms of the Alternative Offer proposed by Bidco, the Alliance Directors, Deutsche Numis and Evercore consider that, in deciding whether or not to elect for the Alternative Offer, Alliance Shareholders should carefully consider the advantages and disadvantages of electing for the Alternative Offer which are set out in further detail in paragraph 15 of this Announcement.
- As described further below, Nick Sedgwick has irrevocably undertaken to accept (or procure the acceptance of) the Rollover Proposal to be made by Bidco pursuant to Rule 15 of the Takeover Code in respect of the entirety of his Unapproved Option.
- Of the Alliance Directors who hold Scheme Shares (being Andrew Franklin (Chief Financial Officer of Alliance) and Richard Jones (Senior Independent Non-Executive Director of Alliance)), Andrew Franklin intends to elect to receive Cash Consideration pursuant to the terms of the Cash Offer, and does not intend to elect for the Alternative Offer in respect of any Scheme Shares of which he is the registered or beneficial holder, and Richard Jones intends to elect for the Alternative Offer in respect of all of the Scheme Shares of which he is the registered or beneficial holder.
- Alliance Shareholders are strongly encouraged to take into account such advantages and disadvantages, as well as the investment considerations and risk factors outlined in paragraph 15 of this Announcement, when deciding whether to elect for the Alternative Offer in respect of some or all of their Scheme Shares. Alliance Shareholders should also ascertain whether acquiring or holding Rollover Shares is affected by the laws of the relevant jurisdiction in which they reside and whether Rollover Shares are a suitable investment in light of their own personal circumstances.
- The Alliance Directors strongly recommend that, in deciding whether or not to elect for the Alternative Offer, Alliance Shareholders should take their own independent financial, legal and tax advice in light of their own personal circumstances and investment objectives. Any decision to elect for the Alternative Offer should be based on independent financial, tax and legal advice and full consideration of this Announcement and the Scheme Document (when published). Further details of the Alternative Offer are set out in paragraphs 13 to 15 of this Announcement and in Appendix 4 below.

Background to and reasons for the Alliance Directors' recommendation of the Cash Offer

- Since Alliance's initial public offering ("IPO") in 2003, it has transitioned from a UK-focused specialty pharmaceutical business to an international consumer healthcare business, with 75 per cent. of Alliance Group revenues in 2023 generated from consumer healthcare brands. For the year ended 31 December 2023, the company generated see-through revenue of £183m, and Underlying EBITDA of £45m.
- Alliance targets niche markets with minimal large competitors within five priority consumer healthcare categories: scar care, scalp care, eczema and dry skin care, eye health and women's health. The company has a focused geographic model, targeting the key markets of China, USA, France, Germany and the UK, with a bespoke and well-refined operating model within each market.

- Since joining Alliance as Chief Executive Officer in May 2024, Nick Sedgwick has undertaken a review to update and revise Alliance's strategy with a focus on delivering predictable organic revenue growth. Nick has identified gaps in certain capabilities that are fundamental to successful consumer healthcare companies and is developing a plan to support long-term organic growth in Alliance's leading brands through increased investment in marketing and in innovation and development, optimising the go-to-market and supply chain strategy as well as through establishing an internal consumer insights and data analytics function. Management structures at Alliance have been streamlined, new senior leaders have been appointed to lead activities in the US and China markets, and further management appointments are underway.
- The Alliance Directors believe in the long-term prospects of Alliance as an independent listed entity. However, the Alliance Directors recognise that delivering the new strategic plan outlined above will take significant time and investment to deliver its potential benefits. Furthermore, a number of uncertainties exist around plan delivery, some of which are beyond Alliance's control.
- The business continues to have a material proportion of its revenue in China (30 per cent. of FY23 see-through revenue) and a much larger proportion of profit which means it remains sensitive to Chinese economic growth and exposed to significant geopolitical risk. In addition, and as previously announced, Alliance is currently working to move to smaller, more regular orders to reduce volatility through stocking cycles but this is taking longer than anticipated and risks near-term disruption to the business.
- Following two years of declining revenues, Alliance's new head of North America is completing her review of Amberen in order to develop a strategy to return the brand to sustainable growth. This will include investing in Alliance's online capabilities. The implementation of this plan will take time and carries execution risk.
- In light of the impact that disruption to global supply chains can have on the business, having experienced this during the COVID pandemic in 2022 and early 2023, the Alliance Directors would like to broaden Alliance's revenue base so that Alliance Shareholders are less affected by macroeconomic swings and stocking cycles. This can only be achieved, however, through M&A or organic growth, both of which will take time.
- Acquisitions have also been an important part of Alliance's development and the current restrictive funding environment, leverage levels and a number of operational challenges have meant that Alliance has not been able to pursue acquisition opportunities over the past 24 months. Importantly, whilst Alliance has typically financed M&A through equity placings, the share prices prevalent through the last two years have not made this something that the Alliance Directors believed was in the best interest of Alliance Shareholders. In addition, Alliance's current debt facilities do not provide scope to significantly increase Alliance's leverage. The Alliance Board believes that access to private capital and DBAY's support will allow it to return to its buy-and-build strategy more quickly than if it remained on the public market.

- The Alliance Directors believe that the Acquisition represents an opportunity for Alliance Shareholders to crystallise the value of their holdings today and realise immediate cash value at a significant premium to the undisturbed share price. The Cash Offer represents a premium of approximately:
 - 112.9 per cent. to the closing share price on 8 May 2024 (being the last Business Day before DBAY's initial proposal was made to Alliance);
 - 40.9 per cent. to the Alliance closing share price on 9 January 2025 (being the last Business Day before the date of this Announcement);
 - 50.7 per cent. to the volume weighted average price for the six months ending on 9 January 2025 (being the last Business Day before the date of this Announcement); and
 - 64.6 per cent. to the volume weighted average price for the twelve months ending on 9 January 2025 (being the last Business Day before the date of this Announcement).
- DBAY's Cash Offer of 62.5 pence per Scheme Share followed the Alliance Board having received, in total, five unsolicited proposals from DBAY, with the Cash Offer representing a 20.2 per cent. increase on the initial unsolicited proposal received from DBAY.
- The Alliance Directors also recognise that the limited recent liquidity of Alliance Shares makes it challenging for Alliance Shareholders to monetise their holdings currently, should they so wish.
- In addition to the financial terms of the Acquisition, in their evaluation of the Acquisition from the perspective of all stakeholders, the Alliance Directors have taken into account DBAY's stated intentions for the business, management and employees and other stakeholders of Alliance. The Alliance Directors also note that DBAY has confirmed that it intends to safeguard the existing statutory and contractual employment rights, including pension rights, of the employees and management of Alliance.
- Accordingly, following careful consideration of the above factors, the Alliance Directors intend unanimously to recommend that Scheme Shareholders vote or procure votes in favour of the Scheme at the Court Meeting and that Alliance Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.
- Bidco has received irrevocable undertakings in respect of a total of 260,911 Alliance Shares (representing, in aggregate, approximately 0.07 per cent. of the Scheme Shares, and 0.05 per cent. of the Alliance Shares, in issue on the Latest Practicable Date).
- Full details of the irrevocable undertakings are set out in Appendix 3 to this Announcement.

Alliance Directors

- The Alliance Directors who hold Alliance Shares (being Andrew Franklin and Richard Jones) have irrevocably undertaken to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept such Takeover Offer). Andrew Franklin (Chief Financial Officer of Alliance) intends to elect to receive Cash Consideration pursuant to the terms of the Cash Offer in respect of his own beneficial holdings (and to procure such election in respect of the holdings of certain persons connected with him), being, in aggregate, 192,911 Alliance Shares, representing approximately 0.05 per cent. of the Scheme Shares, and 0.04 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date. Richard Jones (Senior Independent Non-Executive Director of Alliance) intends to elect for the Alternative Offer in respect of all of the Scheme Shares of which he is the registered or beneficial holder (and to procure such election in respect of the holdings of certain persons connected with him), being, in aggregate, 68,000 Alliance Shares, representing approximately 0.02 per cent. of the Scheme Shares, and 0.01 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date.
- Nick Sedgwick currently holds an Unapproved Option to acquire 906,862 Alliance Shares granted to him under the Alliance LTIP but he does not currently hold any Alliance Shares (nor does he currently hold any other options or awards over, or interests in, any Alliance Shares). He has irrevocably undertaken to accept (or procure the acceptance of) the Rollover Proposal (further details of which are set out in the Co-operation Agreement) to be made by Bidco pursuant to Rule 15 of the Takeover Code in respect of the entirety of his Unapproved Option. To the extent that he acquires any Alliance Shares following the date of this Announcement, he has irrevocably undertaken to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure the acceptance of such Takeover Offer) in respect of such Alliance Shares (and to procure the acceptance in respect of the holdings of Alliance Shares of certain persons connected with him).
- These undertakings will remain binding in the event that a higher competing offer for Alliance is made.

Information on DBAY, the ERES IV Fund and Bidco

- DBAY is an asset management company based and regulated on the Isle of Man. It was founded in 2011 and manages a range of funds and investment vehicles for endowments, foundations and other institutional investors. DBAY has offices in Douglas and London. DBAY invests predominantly in listed equities, and can also hold unlisted equity instruments. DBAY supports management teams and assists them in the process of growing their businesses.
- Edmond de Rothschild Equity Opportunities IV SLP (the "**ERES IV Fund**") is an alternative investment fund which typically invests in medium-sized companies in Europe and North America. The ERES IV Fund is managed by Edmond de Rothschild Private Equity (France),

the French alternative investment fund manager of the Edmond de Rothschild group, with Elyan Partners SAS as its exclusive investment advisor. The ERES IV Fund is in the position of a financial investor in the Acquisition; it will have no co-management role and will have no joint control in relation to Bidco. As a financial investor, the ERES IV Fund will have certain limited rights in respect of Bidco, including the right to appoint, remove or replace a director of Bidco in certain circumstances, further details of which will be contained in the Scheme Document.

- Bidco is a limited company registered in England and Wales and incorporated on 10 December 2024. Bidco was formed for the purpose of the Acquisition and shortly following the Effective Date and prior to the Rollover, it is intended that Bidco will be ultimately owned by DBAY Affiliates (70.1 per cent.), the ERES IV Fund (23.9 per cent.) and Three Hills and Barings (together, up to six per cent.). Following the Effective Date, each of the ownership percentages of DBAY Affiliates and the ERES IV Fund may change subject to take-up of the Alternative Offer, and the proposed subscription by Three Hills and Barings for up to a six per cent. ultimate interest in Bidco in aggregate, in connection with each of them providing a portion of the financing for the Acquisition. Depending on the take-up of the Alternative Offer, the interests of DBAY Affiliates, the ERES IV Fund, Three Hills and Barings will be reduced pro rata and subject to the terms of the Investment Agreement. Bidco has not traded since its date of incorporation, nor has it entered into any obligations other than in connection with the Acquisition. The current directors of Bidco are Julian Addison, Michael Haxby and Samuel Tresidder. Further details will be contained in the Scheme Document.

Information on Alliance

- Alliance is a growing consumer healthcare company. Its purpose is to empower people to make a positive difference to their health and wellbeing by making its trusted and proven brands available around the world.
- Alliance seeks to deliver organic growth through investing in its priority brands and channels, in related innovation, and through selective geographic expansion to increase the reach of its brands. Periodically, Alliance seeks to enhance its organic growth through selective, complementary acquisitions. With outsourced manufacturing and logistics, Alliance seeks to remain asset-light and focused on maximising the value it can bring, both to its stakeholders and to its brands.
- Headquartered in the UK, the Wider Alliance Group employs more than 290 people based in locations across Europe, North America, and the Asia Pacific region.
- Alliance is a public limited company registered in England and Wales. The Alliance Shares are currently admitted to trading on AIM.

Acquisition structure, timetable, and conditions

- It is intended that the Acquisition will be implemented by means of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act (although Bidco reserves the

right to effect the Acquisition by way of a Takeover Offer, subject to the consent of the Panel and the terms of the Co-operation Agreement).

- The Acquisition is subject to the satisfaction or, where applicable, the waiver of the Conditions and further terms set out in Appendix 1 to this Announcement (which will be set out in full in the Scheme Document), including the receipt of foreign investment clearances in France, Germany, Ireland and Italy.
- The terms of the Acquisition will be put to Scheme Shareholders at the Court Meeting and to Alliance Shareholders at the General Meeting (which is expected to take place immediately following the Court Meeting). The Court Meeting and the General Meeting are required to enable Scheme Shareholders and Alliance Shareholders to consider and, if thought fit, vote in favour of the resolutions to approve the Scheme and its implementation.
- To become Effective, the Scheme must be approved by a simple majority in number of those Scheme Shareholders present and voting (and entitled to vote) at the Court Meeting, whether in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted by such Scheme Shareholders. The Scheme also requires the passing at the General Meeting of the Resolutions. The General Meeting is expected to be held immediately after the Court Meeting.
- Following the Court Meeting and the General Meeting, the Scheme will also need to be sanctioned by the Court. Finally, a copy of the Court Order must be delivered to the Registrar of Companies for registration, upon which the Scheme will become Effective.
- The Acquisition will be made in accordance with the Takeover Code and on the terms and subject to the Conditions set out in Appendix 1 to this Announcement. Full details of the Acquisition will be set out in the Scheme Document.
- It is expected that the Scheme Document, containing further information about the Acquisition and notices of the Court Meeting and the General Meeting, together with the related Forms of Proxy and the Form of Election, will be posted to Alliance Shareholders within 28 days of this Announcement (or such later time as Alliance, Bidco and the Panel agree) and the Meetings are expected to be held shortly thereafter.
- The Acquisition is currently expected to become Effective in the first half of 2025, subject to the satisfaction (or, where applicable, waiver) of the Conditions and further terms set out in Appendix 1 to this Announcement. An expected timetable of key events relating to the Acquisition will be provided in the Scheme Document.
- It is intended that the Acquisition be implemented by way of the Scheme.

Comments on the Acquisition

- Commenting on the Acquisition, Camillo Pane, Non-Executive Chairman of Alliance, said:
 - » *"Since IPO, Alliance has grown to become a globally diversified player in the consumer healthcare market. Alliance now has several leading brands across its priority categories and a global operating platform. Led by our CEO Nick Sedgwick, who joined in May 2024, management is developing a plan to return to consistent, profitable growth in our target markets.*
 - » *Whilst the Board has confidence in Alliance's strategy and team, many of the planned initiatives are at a relatively early stage, retain an element of execution risk and will take time to deliver value. The Board of Alliance believes that the offer from DBAY represents an attractive and certain value in cash today for our shareholders.*
 - » *DBAY is an experienced investor with a proven track record in supporting management teams to achieve their growth ambitions. Ownership of Alliance by DBAY will provide access to DBAY's operational expertise and significant additional capital to accelerate its strategy to grow through increased investment in new product innovation and development, M&A and expansion into new markets."*
- Commenting on the Acquisition, Alexander Paiusco, Managing Director, and Samuel Tresidder, Principal, of DBAY, said:
 - » *"We are pleased to have reached agreement with the Alliance Board, and that the acquisition received their unanimous recommendation. As Alliance's largest shareholder, DBAY is highly supportive of Alliance's leadership team, but believes that the future prospects of Alliance and its employees would be better served away from the public markets, with a supportive majority shareholder and access to additional sources of financing to fund accelerated, sustainable growth.*
 - » *For shareholders who no longer wish to remain invested in Alliance but are unwilling to sell at the current share price, or have been prevented from doing so by a lack of liquidity in the listed shares, the Cash Offer represents an opportunity to realise their investment in cash at a material premium to the share price of Alliance over the past 12 months. The Alternative Offer will give those Alliance Shareholders who wish to retain an economic interest in Alliance going forward the ability to do so.*
 - » *We look forward to working with Alliance's leadership team and existing employees to accelerate Alliance's growth strategy and unlock the long-term value in Alliance for all stakeholders."*
- Commenting on the Acquisition, Laure Lamm-Coutard and Vincent Manes of Elyan Partners SAS, said:

- » *"As a long-term investor, the ERES IV Fund is happy to support Alliance's management team in the implementation of its growth plan for the company, which will take a number of years to execute. As experienced investors active in the US and Europe for more than 20 years, the ERES funds will help deliver value for all Alliance stakeholders, through support for increased innovation, M&A, and internationalisation."*

This summary should be read in conjunction with, and is subject to, the full text of the following Announcement (including its Appendices). The Acquisition will be subject to the Conditions and other terms set out in the Announcement, including Appendix 1 to this Announcement and to the full terms and conditions which will be set out in the Scheme Document (or Offer Document, if applicable). Appendix 2 to this Announcement contains the sources of information and bases of calculations of certain information contained in this Announcement. Appendix 3 to this Announcement contains a summary of the irrevocable undertakings received by Bidco in relation to this Acquisition. Appendix 4 to this Announcement contains further details of the Wider Bidco Group and the rights attaching to the Rollover Shares. Appendix 5 to this Announcement contains definitions of certain terms and expressions used in this summary and in the following Announcement (including its Appendices).

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Travers Smith LLP is acting as legal adviser to DBAY and Bidco. Slaughter and May is acting as legal adviser to Alliance.

Inside Information

This Announcement contains inside information as defined in the Market Abuse Regulation. Upon the publication of this Announcement via a Regulatory Information Service, such inside information will be considered to be in the public domain.

The person responsible for arranging the release of this Announcement on behalf of Alliance is Chris Chrysanthou, Group General Counsel and Company Secretary. The LEI of Alliance is 213800RYIWZA4Q5WPZ13.

Important notices

*Investec Bank plc ("**Investec**"), which is authorised in the United Kingdom by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**") and the PRA, is acting exclusively as financial adviser to Bidco and DBAY and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Bidco and DBAY for providing the protections afforded to clients of Investec nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in 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 this Announcement, any statement contained herein or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by the Financial Services and Markets Act 2000, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Investec nor any of its subsidiaries, branches or affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with the Acquisition or the matters described in this Announcement. To the fullest extent permitted by applicable law, Investec, its subsidiaries, branches and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above in this paragraph) which they might otherwise have in respect of this Announcement, or any statement contained herein.*

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matters referred to herein. Neither Deutsche Numis nor any of its group undertakings 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 Deutsche Numis in connection with this Announcement or any matter referred to herein. No representation or warranty, express or implied, is made by Deutsche Numis as to the contents of this Announcement.

Evercore Partners International LLP ("Evercore"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Financial Adviser to Alliance and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Alliance for providing the protections afforded to clients of Evercore nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement. Neither Evercore 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 Evercore in connection with this Announcement, any statement contained herein, any offer or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Evercore by the Financial Services and Markets Act 2000 and successor legislation, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Evercore nor any of its affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with the Acquisition or the matters described in this Announcement. To the fullest extent permitted by applicable law, Evercore and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this Announcement or any statement contained herein.

Further information

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of, any offer or inducement to sell or an invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or a solicitation of an offer to buy any securities, any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance, transfer or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. 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 has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with the laws of England and Wales, the AIM Rules and the Takeover Code, and information disclosed may not be the same as that which

would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales. Nothing in this Announcement should be relied on for any other purpose.

Alliance and Bidco will prepare the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document) to be distributed to Alliance Shareholders. Alliance and Bidco urge Alliance Shareholders to read the Scheme Document (or Offer Document, as applicable) when it becomes available because it will contain important information relating to the Acquisition. The Acquisition will be made solely on the terms to be set out in the Scheme Document and the accompanying Forms of Proxy and the Form of Election (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document and form of acceptance), which will 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 other decision or 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 a Takeover Offer, the Offer Document).

This Announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

Overseas jurisdictions

This Announcement has been prepared in accordance with and for the purpose of complying with the laws of England and Wales, 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 disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

The release, publication or distribution of this Announcement in, into or from certain 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. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such 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 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 from 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, into or from a Restricted Jurisdiction where to do so would violate the laws in 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, 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.

The availability of the Acquisition to Alliance 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 requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. 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 English law and the jurisdiction of the Court, and, among other things, the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange (including the AIM Rules), the FCA and the Registrar of Companies.

Additional information for US investors in Alliance

*The Acquisition relates to the shares of an English company with a listing on AIM 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 proxy solicitation rules nor the tender offer rules under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**") and is exempt from the registration requirements of the US Securities Act of 1933, as amended (the "**US Securities Act**"). Accordingly, the Scheme is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure and other requirements applicable to the US tender offer and proxy solicitation rules.*

Alliance's financial statements, and all financial information that is included in this Announcement, the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) or any other documents relating to the Acquisition, have been or will be prepared in accordance with UK-adopted international accounting standards and thus may not be comparable to financial statements of companies in the United States or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States or companies whose financial statements are prepared in accordance with IFRS in the United States.

If the Acquisition is carried out under the Scheme, it is expected that any Rollover Shares issued pursuant to the Acquisition would be issued in reliance upon the exemption from the registration requirements under the US Securities Act provided by Section 3(a)(10) thereof and would not be registered under the US Securities Act. Securities issued pursuant to the Scheme will not be registered under any laws of any state, district or other jurisdiction of the United States, and may only be issued

to persons resident in such state, district or other jurisdiction pursuant to an exemption from the registration requirements of such laws.

The receipt of cash, and/or consideration due under the Alternative Offer pursuant to the Acquisition by a US holder of Scheme Shares as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US Scheme Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws in connection with the Acquisition or to enforce against them a judgment of a US court predicated upon the securities laws of the United Kingdom, since Bidco and Alliance are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of 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 jurisdiction or judgement.

If, in the future, Bidco exercises the right to implement the Acquisition by way of a Takeover Offer under the laws of England and Wales and determines to extend the offer into the United States, such Takeover Offer will be made in compliance with applicable US laws and regulations, including any applicable exemptions under the US Exchange Act.

In accordance with normal UK practice and consistent with Rule 14e-5(b) of the US Exchange Act, (to the extent applicable) Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Alliance outside of the United States, outside such Takeover Offer during the period in which such Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase 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 at www.londonstockexchange.com.

Neither the United States Securities and Exchange Commission nor the securities commission of any state of the United States has approved or disapproved the Acquisition, passed upon the merits or fairness of the Acquisition or passed any opinion upon the accuracy, adequacy or completeness of this Announcement (nor will it do so in respect of the Scheme Document). Any representation to the contrary may be 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 Bidco, DBAY, the ERES IV Fund, Alliance, any member of the Wider Bidco Group or any member of the Wider Alliance Group may 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/or Alliance (as the case may be) 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, DBAY, the ERES IV Fund, Alliance, any member of the Wider Bidco Group or any member of the Wider Alliance Group (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other statements other than historical facts. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "target", "prepares", "plans", "expects" or "does not expect", "aim", "hope", "continue", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "intends", "cost-saving", "anticipates" or "does not anticipate", or "believes", or other words of similar meaning 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, DBAY's, the ERES IV Fund's, Alliance's, any member of the Wider Bidco Group's or any member of the Wider Alliance Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, DBAY's, the ERES IV Fund's, Alliance's, any member of the Wider Bidco Group's or any member of the Wider Alliance Group's business.

Although Bidco and/or Alliance and/or DBAY and/or the ERES IV Fund believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. 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; changes in the global political, economic, business and competitive environments 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; 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, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group and/or the Wider Alliance Group operate; weak, volatile or illiquid capital and/or credit markets; changes in the degree of competition in the geographic and business areas in which Bidco, DBAY, the ERES IV Fund,

Alliance, the Wider Bidco Group and/or the Wider Alliance Group operate; and changes in laws or in supervisory expectations or requirements. 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.

None of Bidco, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group, the Wider Alliance Group, and any of their respective associates or directors, officers or advisers, provide 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. Given these risks and uncertainties, potential investors 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.

None of Bidco, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group and the Wider Alliance Group assumes any obligation, and each such person expressly disclaims any intention or obligation, to update, correct or revise any information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

No profit forecasts, estimates or qualified benefits statements

The Alliance Profit Estimate is a profit estimate for the purposes of Rule 28 of the Takeover Code. As required by Rule 28.1 of the Takeover Code, the assumptions on which the Alliance Profit Estimate is stated are set out in paragraph 9 of this Announcement.

Other than the Alliance Profit Estimate, no statement in this Announcement, or incorporated by reference in this Announcement, is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Alliance or Bidco, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Alliance or Bidco, as appropriate.

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.

Publication on website

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement and the documents required to be published pursuant to Rule 26.1 of the Takeover Code will be available, subject to

certain restrictions relating to persons resident in Restricted Jurisdictions on Alliance's website at www.alliancepharmaceuticals.com/investors and on Bidco's website at <https://www.dbayadvisors.com> by no later than 12.00 p.m. (London time) on the first Business Day following 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.

Electronic communications

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

Right to receive documents in hard copy form

In accordance with Rule 30.3 of the Takeover Code, Alliance Shareholders, persons with information rights and participants in Alliance Share Plans may request a hard copy of this Announcement by contacting Alliance's Registrars, Link Group, Central square, 29 Wellington Street, Leeds, LS1 4DL, between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 664 0300 if calling from the United Kingdom, or +44 (0) 371 664 0300 if calling from outside the United Kingdom or by submitting a request in writing to Link Group. 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. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. 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.

Dealing and Opening Position Disclosure requirements

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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a

securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the 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 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

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 Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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 as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on substantially the same terms or, if Bidco so decides, on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme and subject to appropriate amendments to reflect, among other things, the change in method of effecting the Acquisition (including, without limitation the inclusion of an acceptance condition set at 90.0 per cent. of the Alliance Shares to which such Offer relates (or such other percentage as Bidco and Alliance may, subject to the rules of the Takeover Code and the terms of the Co-operation Agreement, and with the consent of the Panel, decide (being in any case more than 50.0 per cent.)) and the amendment referred to in Appendix 1 to this Announcement). Upon sufficient acceptances being received in respect of such Takeover Offer and/or sufficient Alliance Shares otherwise being acquired, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the

Companies Act so as to acquire compulsorily the remaining Alliance Shares in respect of which the Takeover Offer has not been accepted.

Investors should be aware that Bidco may purchase Alliance 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 or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

Rule 2.9

For the purposes of Rule 2.9 of the Takeover Code, Alliance confirms that, as at the Latest Practicable Date, it had in issue 540,565,539 ordinary shares of £0.01 each. The International Securities Identification Number (ISIN) number of the ordinary shares is GB0031030819.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

THIS ANNOUNCEMENT IS NOT A PROSPECTUS OR PROSPECTUS EXEMPT DOCUMENT AND ALLIANCE SHAREHOLDERS SHOULD NOT MAKE ANY DECISION IN RELATION TO THE ALTERNATIVE OFFER EXCEPT ON THE BASIS OF THE INFORMATION TO BE CONTAINED IN THE SCHEME DOCUMENT WHICH IS PROPOSED TO BE PUBLISHED IN DUE COURSE

FOR IMMEDIATE RELEASE

10 January 2025

**RECOMMENDED ACQUISITION
OF
ALLIANCE PLC
BY
AEGROS BIDCO LIMITED
a newly incorporated company to be indirectly owned by
DBAY Affiliates and the ERES IV Fund

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

1. Introduction

The boards of directors of Aegros Bidco Limited ("**Bidco**") and Alliance plc ("**Alliance**") are pleased to announce that they have reached agreement on the terms and conditions of a recommended acquisition by Bidco for the entire issued and to be issued ordinary share capital of Alliance (other than the Alliance Shares held by funds advised or managed by DBAY Advisors Limited ("**DBAY**")) (the "**Acquisition**"). The Acquisition is intended to be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act.

2. The Acquisition

Under the terms of the Acquisition, which will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and the full terms and conditions to be set out in the Scheme Document, each Scheme Shareholder who is on the register of members of Alliance at the Scheme Record Time will be entitled to receive:

for each Scheme Share: 62.5 pence in cash (the "Cash Offer")

with an alternative option to participate in an unlisted share alternative in respect of some or all of their Scheme Shares (the "**Alternative Offer**").

The Cash Offer values the entire issued, and to be issued, ordinary share capital of Alliance at approximately £349.7 million on a fully diluted basis.

The Cash Offer represents a premium of approximately:

- 40.9 per cent. to the closing price of 44.4 pence per Alliance Share on 9 January 2025 (being the last Business Day prior to this Announcement);
- 112.9 per cent. to the closing price of 29.4 pence per Alliance Share on 8 May 2024 (being the last Business Day prior to DBAY's initial approach to the Alliance Board);
- 50.7 per cent. to the volume weighted average price of 41.5 pence per Alliance Share over the six month period ended 9 January 2025 (being the last Business Day prior to this Announcement); and
- 64.6 per cent. to the volume weighted average price of 38.0 pence per Alliance Share over the twelve month period ended 9 January 2025 (being the last Business Day prior to this Announcement).

Under the terms of the Acquisition and as an alternative to the Cash Offer, Scheme Shareholders (other than Scheme Shareholders resident or located in a Restricted Jurisdiction) may elect to participate in the Alternative Offer by exchanging some or all of their Scheme Shares for rollover loan notes issued by Bidco which will, subject to implementation of the Rollover (as described in paragraph 13 of this Announcement), ultimately be exchanged for B ordinary shares in the capital of Midco having the rights of "B Shares" set out in the Midco Articles (as amended from time to time) (the "**Rollover Shares**"), subject to the terms of the Alternative Offer. Eligible Scheme Shareholders may elect to take up the Alternative Offer in respect of some or all of their holdings of Scheme Shares and will receive, subject to the implementation of the Rollover:

for each Scheme Share: 1 Rollover Share

The Rollover Shares will be issued within 14 days of the Effective Date. The terms and conditions of the Alternative Offer are set out in paragraphs 13 to 15 of this Announcement and a summary of the rights attaching to the Rollover Shares is set out in Appendix 4 to this Announcement. The Rollover Shares are unlisted, non-transferable (except in limited circumstances) and do not carry any voting rights (except in very limited circumstances). Certain advantages and disadvantages of electing for the Alternative Offer are outlined in paragraph 15 of this Announcement. Further information about the Rollover Shares and the Alternative Offer will be included in the Scheme Document.

For the purposes of Rule 24.11 of the Takeover Code, Investec (as financial adviser to Bidco) will provide an estimate of the value of a Rollover Share, together with the assumptions, qualifications and caveats forming the basis of its estimate of value, in a letter to be included in the Scheme Document. Further information about the Rollover Shares and the Alternative Offer are set out in paragraphs 13 to 15 below and Appendix 4 to this Announcement and will be included in the Scheme Document.

Holders of Rollover Shares ("**Rollover Shareholders**") may be diluted over time, potentially significantly, should Rollover Shareholders not elect to participate in further issues of additional shares, loan notes or other securities of the Midco Group. In addition, where issuances are being

made in accordance with an exception to the pre-emption rights detailed in the Midco Articles, Rollover Shareholders may suffer significant dilution.

If any dividend, other distribution and/or other return of value is proposed, authorised, declared, made or paid or becomes payable in respect of Alliance Shares on or after the date of this Announcement and before the Effective Date, Bidco reserves the right to reduce the consideration for each Scheme Share payable under the terms of the Cash Offer (and, as the case may be, the consideration due under the Alternative Offer) (the "**Consideration**") by the amount of any such dividend, other distribution and/or other return of value, and in which case any reference in this Announcement to the consideration payable under the Cash Offer (or consideration due under the Alternative Offer) will be deemed to be a reference to the Consideration as so reduced. Any exercise by Bidco of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme. In such circumstances, Alliance Shareholders would be entitled to retain any such dividend, other distribution and/or other return of value declared, made or paid or which becomes payable.

It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (although Bidco reserves the right to effect the Acquisition by way of a Takeover Offer, subject to the consent of the Panel and subject to the terms of the Co-operation Agreement).

It is expected that the Scheme Document, containing further information about the Acquisition and notices of the Court Meeting and the General Meeting, together with the related Forms of Proxy and the Form of Election, will be posted to Alliance Shareholders within 28 days of this Announcement (or such later time as Alliance, Bidco and the Panel agree) and the Meetings are expected to be held shortly thereafter.

The Scheme will also need to be sanctioned by the Court. Finally, a copy of the Court Order must be delivered to the Registrar of Companies for registration, upon which the Scheme will become Effective.

The Acquisition is currently expected to become Effective in the first half of 2025, subject to the satisfaction (or, where applicable, waiver) of the Conditions and further terms set out in Appendix 1 to this Announcement. An expected timetable of key events relating to the Acquisition will be provided in the Scheme Document.

The Scheme Shares will be acquired fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto, including without limitation voting rights and the rights to receive and retain in full all dividends and distributions (if any) announced, declared, made or paid with a record date on or after the Effective Date.

3. Background to and reasons for the Acquisition

DBAY has followed Alliance's story for several years and began acquiring Alliance Shares in December 2022.

DBAY has since become the largest Alliance Shareholder. DBAY Affiliates currently hold 151,076,240 Alliance Shares, representing approximately 27.9 per cent. of the voting rights of Alliance.

DBAY is supportive of Alliance's leadership team and believes in Alliance's future prospects but considers that Alliance needs to implement a range of operational and strategic initiatives, in conjunction with a period of accelerated investment and selective acquisitions of complementary products, in order to fulfil the growth potential of the business. It has become apparent to DBAY that Alliance needs time away from the public market to allow it to fully deliver these initiatives in a reasonable timeframe.

DBAY also believes that Alliance's public quotation, with its associated reporting requirements, material costs and potential for management distraction, is negatively impacting Alliance's ability to prioritise long-term growth and, noting the limited recent liquidity of Alliance Shares, does not currently offer significant benefits for the business.

Consequently, DBAY has concluded that the future prospects of Alliance and its employees would be better served in a private entity, with a supportive majority shareholder and access to additional financing sources to fund accelerated, sustainable growth.

Accordingly, DBAY intends to seek the cancellation of trading of Alliance Shares on AIM as soon as possible after the Effective Date and in accordance with applicable laws.

For Alliance Shareholders that wish to realise their investment in cash, the Cash Offer represents an opportunity for them to do so at a material premium to the volume-weighted average share price of Alliance over the past 12 months. For Alliance Shareholders who would prefer to retain an economic interest in Alliance following completion of the Acquisition, DBAY is also making the Alternative Offer. Alliance Shareholders are encouraged to seek independent financial, legal, and tax advice and to carefully consider the advantages and disadvantages of electing for the Alternative Offer, including but not limited to those outlined in paragraph 15 of this Announcement, in light of their individual financial circumstances and investment objectives.

4. Recommendation

Acquisition and Cash Offer

The Alliance Directors, who have been so advised by Deutsche Numis and Evercore as to the financial terms of the Cash Offer, consider the terms of the Cash Offer to be fair and reasonable. In providing their financial advice to the Alliance Directors, Deutsche Numis and Evercore have taken into account the commercial assessments of the Alliance Directors. Deutsche Numis and Evercore are providing independent financial advice to the Alliance Directors for the purposes of Rule 3 of the Takeover Code.

Accordingly, the Alliance Directors confirm that they intend to recommend unanimously that Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that Alliance Shareholders vote in favour of the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure acceptance of the Takeover Offer), as the Alliance Directors who are interested in Alliance Shares have irrevocably undertaken to do in respect of their own beneficial holdings (or to procure in

respect of the holdings of certain persons connected with them), being in aggregate, 260,911 Alliance Shares (representing, in aggregate, approximately 0.07 per cent. of the Scheme Shares, and 0.05 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date). Further details of these undertakings, including the circumstances in which they cease to be binding, are set out in Appendix 3 to this Announcement.

Alternative Offer

Bidco is also separately making the Alternative Offer. Deutsche Numis and Evercore are unable to advise the Alliance Directors as to whether or not the financial terms of the Alternative Offer are fair and reasonable. This is because of the significant and variable impact of the advantages and disadvantages that the Alternative Offer may have for individual eligible Alliance Shareholders. In addition, it is not possible to predict with certainty the future value of the Rollover Shares, which will depend upon the future performance of Alliance. Deutsche Numis and Evercore have not had any involvement in the development and validation of any financial projections for Midco or the Wider Bidco Group and, as a result, are unable to assess any plans Midco may have for the development of Alliance or the Wider Bidco Group to the degree necessary to form an assessment of the value of the Alternative Offer.

Accordingly, the Alliance Directors are unable to form an opinion as to whether or not the terms of the Alternative Offer are fair and reasonable and are not making any recommendation or giving any advice to Alliance Shareholders as to whether or not they should elect for the Alternative Offer.

In reviewing the terms of the Alternative Offer proposed by Bidco, the Alliance Directors, Deutsche Numis and Evercore consider that, in deciding whether or not to elect for the Alternative Offer, Alliance Shareholders should carefully consider the advantages and disadvantages of electing for the Alternative Offer which are set out in further detail in paragraph 15 of this Announcement.

As described further above, Nick Sedgwick has irrevocably undertaken to accept (or procure the acceptance of) the Rollover Proposal to be made by Bidco pursuant to Rule 15 of the Takeover Code in respect of the entirety of his Unapproved Option.

Of the Alliance Directors who hold Scheme Shares (being Andrew Franklin (Chief Financial Officer of Alliance) and Richard Jones (Senior Independent Non-Executive Director of Alliance)), Andrew Franklin intends to elect to receive Cash Consideration pursuant to the terms of the Cash Offer, and does not intend to elect for the Alternative Offer in respect of any Scheme Shares of which he is the registered or beneficial holder, and Richard Jones intends to elect for the Alternative Offer in respect of all of the Scheme Shares of which he is the registered or beneficial holder.

Alliance Shareholders are strongly encouraged to take into account such advantages and disadvantages, as well as the investment considerations and risk factors outlined in paragraph 15 of this Announcement, when deciding whether to elect for the Alternative Offer in respect of some or all of their Scheme Shares. Alliance Shareholders should also ascertain whether acquiring or holding Rollover Shares is affected by the laws of the relevant jurisdiction in which they reside and whether Rollover Shares are a suitable investment in light of their own personal circumstances.

The Alliance Directors strongly recommend that, in deciding whether or not to elect for the Alternative Offer, Alliance Shareholders should take their own independent financial, legal and tax advice in light of their own personal circumstances and investment objectives. Any decision to elect for the Alternative Offer should be based on independent financial, tax and legal advice and full consideration of this Announcement and the Scheme Document (when published).

Further details of the Alternative Offer are set out in paragraphs 13 to 15 of this Announcement and Appendix 4 below.

5. Background to and reasons for the Alliance Directors' recommendation of the Cash Offer

Since Alliance's IPO in 2003, it has transitioned from a UK-focused specialty pharmaceutical business to an international consumer healthcare business, with 75 per cent. of Alliance Group revenues in 2023 generated from consumer healthcare brands. For the year ended 31 December 2023, the company generated see-through revenue of £183m, and Underlying EBITDA of £45m.

Alliance targets niche markets with minimal large competitors within five priority consumer healthcare categories: scar care, scalp care, eczema and dry skin care, eye health and women's health. The company has a focused geographic model, targeting the key markets of China, USA, France, Germany and the UK, with a bespoke and well-refined operating model within each market.

Since joining Alliance as Chief Executive Officer in May 2024, Nick Sedgwick has undertaken a review to update and revise Alliance's strategy with a focus on delivering predictable organic revenue growth. Nick has identified gaps in certain capabilities that are fundamental to successful consumer healthcare companies and is developing a plan to support long-term organic growth in Alliance's leading brands through increased investment in marketing and in innovation and development, optimising the go-to-market and supply chain strategy as well as through establishing an internal consumer insights and data analytics function. Management structures at Alliance have been streamlined, new senior leaders have been appointed to lead activities in the US and China markets, and further management appointments are underway.

The Alliance Directors believe in the long-term prospects of Alliance as an independent listed entity. However, the Alliance Directors recognise that delivering the new strategic plan outlined above will take significant time and investment to deliver its potential benefits. Furthermore, a number of uncertainties exist around plan delivery, some of which are beyond Alliance's control.

The business continues to have a material proportion of its revenue in China (30 per cent. of FY23 see-through revenue) and a much larger proportion of profit which means it remains sensitive to Chinese economic growth and exposed to significant geopolitical risk. In addition, and as previously announced, Alliance is currently working to move to smaller, more regular orders to reduce volatility through stocking cycles but this is taking longer than anticipated and risks near-term disruption to the business.

Following two years of declining revenues, Alliance's new head of North America is completing her review of Amberen in order to develop a strategy to return the brand to sustainable growth. This will include investing in Alliance's online capabilities. The implementation of this plan will take time and carries execution risk.

In light of the impact that disruption to global supply chains can have on the business, having experienced this during the COVID pandemic in 2022 and early 2023, the Alliance Directors would like to broaden Alliance's revenue base so that Alliance Shareholders are less affected by macroeconomic swings and stocking cycles. This can only be achieved, however, through M&A or organic growth, both of which will take time.

Acquisitions have also been an important part of Alliance's development and the current restrictive funding environment, leverage levels and a number of operational challenges have meant that Alliance has not been able to pursue acquisition opportunities over the past 24 months. Importantly, whilst Alliance has typically financed M&A through equity placings, the share prices prevalent through the last two years have not made this something that the Alliance Directors believed was in the best interest of Alliance Shareholders. In addition, Alliance's current debt facilities do not provide scope to significantly increase Alliance's leverage. The Alliance Board believes that access to private capital and DBAY's support will allow it to return to its buy-and-build strategy more quickly than if it remained on the public market.

The Alliance Directors believe that the Acquisition represents an opportunity for Alliance Shareholders to crystallise the value of their holdings today and realise immediate cash value at a significant premium to the undisturbed share price. The Cash Offer represents a premium of approximately:

- 112.9 per cent. to the closing share price on 8 May 2024 (being the last Business Day before DBAY's initial proposal was made to Alliance);
- 40.9 per cent. to the Alliance closing share price on 9 January 2025 (being the last Business Day before the date of this Announcement);
- 50.7 per cent. to the volume weighted average price for the six months ending on 9 January 2025 (being the last Business Day before the date of this Announcement); and
- 64.6 per cent. to the volume weighted average price for the twelve months ending on 9 January 2025 (being the last Business Day before the date of this Announcement).

DBAY's Cash Offer of 62.5 pence per Scheme Share followed the Alliance Board having received, in total, five unsolicited proposals from DBAY, with the Cash Offer representing a 20.2 per cent. increase on the initial unsolicited proposal received from DBAY.

The Alliance Directors also recognise that the limited recent liquidity of Alliance Shares makes it challenging for Alliance Shareholders to monetise their holdings currently, should they so wish.

In addition to the financial terms of the Acquisition, in their evaluation of the Acquisition from the perspective of all stakeholders, the Alliance Directors have taken into account DBAY's stated intentions for the business, management and employees and other stakeholders of Alliance. The Alliance Directors also note that DBAY has confirmed that it intends to safeguard the existing statutory and contractual employment rights, including pension rights, of the employees and management of Alliance.

Accordingly, following careful consideration of the above factors, the Alliance Directors intend unanimously to recommend that Scheme Shareholders vote or procure votes in favour of the Scheme at the Court Meeting and that Alliance Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

6. Irrevocable undertakings

Bidco has received irrevocable undertakings in respect of a total of 260,911 Alliance Shares (representing, in aggregate, approximately 0.07 per cent. of the Scheme Shares, and 0.05 per cent. of the Alliance Shares, in issue on the Latest Practicable Date).

Full details of the irrevocable undertakings are set out in Appendix 3 to this Announcement.

Alliance Directors

The Alliance Directors who hold Alliance Shares (being Andrew Franklin and Richard Jones) have irrevocably undertaken to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept such Takeover Offer). Andrew Franklin (Chief Financial Officer of Alliance) intends to elect to receive Cash Consideration pursuant to the terms of the Cash Offer in respect of his own beneficial holdings (and to procure such election in respect of the holdings of certain persons connected with him), being, in aggregate, 192,911 Alliance Shares, representing approximately 0.05 per cent. of the Scheme Shares, and 0.04 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date. Richard Jones (Senior Independent Non-Executive Director of Alliance) intends to elect for the Alternative Offer in respect of all of the Scheme Shares of which he is the registered or beneficial holder (and to procure such election in respect of the holdings of certain persons connected with him), being, in aggregate, 68,000 Alliance Shares, representing approximately 0.02 per cent. of the Scheme Shares, and 0.01 per cent. of the Alliance Shares, in issue as at the Latest Practicable Date.

Nick Sedgwick currently holds an Unapproved Option to acquire 906,862 Alliance Shares granted to him under the Alliance LTIP) but he does not currently hold any Alliance Shares (nor does he currently hold any other options or awards over, or interests in, any Alliance Shares). He has irrevocably undertaken to accept (or procure the acceptance of) the Rollover Proposal (further details of which are set out in the Co-operation Agreement) to be made by Bidco pursuant to Rule 15 of the Takeover Code in respect of the entirety of his Unapproved Option. To the extent that he acquires any Alliance Shares following the date of this Announcement, he has irrevocably undertaken to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure the acceptance of such Takeover Offer) in respect of such Alliance Shares (and to procure the acceptance in respect of the holdings of Alliance Shares of certain persons connected with him).

These undertakings will remain binding in the event that a higher competing offer for Alliance is made.

7. Information on DBAY, the ERES IV Fund and Bidco

DBAY

DBAY is an asset management company based and regulated on the Isle of Man. It was founded in 2011 and manages a range of funds and investment vehicles for endowments, foundations and other institutional investors. DBAY has offices in Douglas and London. DBAY invests predominantly in listed equities, and can also hold unlisted equity instruments. DBAY supports management teams and assists them in the process of growing their businesses.

ERES IV Fund

The ERES IV Fund is an alternative investment fund which typically invests in medium-sized companies in Europe and North America. The ERES IV Fund is managed by Edmond de Rothschild Private Equity (France), the French alternative investment fund manager of the Edmond de Rothschild group, with Elyan Partners SAS as its exclusive investment advisor. The ERES IV Fund is in the position of a financial investor in the Acquisition; it will have no co-management role and will have no joint control in relation to Bidco. As a financial investor, the ERES IV Fund will have certain limited rights in respect of Bidco, including the right to appoint, remove or replace a director of Bidco in certain circumstances, further details of which will be contained in the Scheme Document.

Bidco

Bidco is a limited company registered in England and Wales and incorporated on 10 December 2024. Bidco was formed for the purpose of the Acquisition and shortly following the Effective Date and prior to the Rollover, it is intended that Bidco will be ultimately owned by DBAY Affiliates (70.1 per cent.), the ERES IV Fund (23.9 per cent.) and Three Hills and Barings (together, up to six per cent.). On and following the Effective Date, each of the ownership percentages of DBAY Affiliates and the ERES IV Fund may change subject to take-up of the Alternative Offer, and the proposed subscription by Three Hills and Barings for up to a six per cent. ultimate interest in Bidco in aggregate, in connection with each of them providing a portion of the financing for the Acquisition. Depending on the take-up of the Alternative Offer, the interests of DBAY Affiliates, the ERES IV Fund, Three Hills and Barings will be reduced pro rata and subject to the terms of the Investment Agreement. Bidco has not traded since its date of incorporation, nor has it entered into any obligations other than in connection with the Acquisition. The current directors of Bidco are Julian Addison, Michael Haxby and Samuel Tresidder. Further details will be contained in the Scheme Document.

8. Information on Alliance

Alliance is a growing consumer healthcare company. Its purpose is to empower people to make a positive difference to their health and wellbeing by making its trusted and proven brands available around the world.

Alliance seeks to deliver organic growth through investing in its priority brands and channels, in related innovation, and through selective geographic expansion to increase the reach of its brands. Periodically, Alliance seeks to enhance its organic growth through selective, complementary acquisitions. With outsourced manufacturing and logistics, Alliance seeks to remain asset-light and focused on maximising the value it can bring, both to its stakeholders and to its brands.

Headquartered in the UK, the Wider Alliance Group employs more than 290 people based in locations across Europe, North America, and the Asia Pacific region.

Alliance is a public limited company registered in England and Wales. The Alliance Shares are currently admitted to trading on AIM.

9. Alliance Profit Estimate

Alliance's full year trading update for the year ended 31 December 2023 issued on 29 January 2024, included the following statement: "*the Board anticipates that profits in 2024 will be in-line with 2023.*" (the "**Alliance Profit Estimate**"). The Alliance Profit Estimate was repeated in:

- Final Results for the year ended 31 December 2023 issued on 19 June 2024 as follows: "*The Board continues to anticipate that profits in FY 2024 will be in-line with FY 2023.*"
- Half Year Trading Update issued on 29 July 2024 as follows: "*The Board continues to anticipate that Group profitability in FY 2024 will be in line with FY 2023.*"
- Interim Results for the six months ended 30 June 2024 issued on 30 September 2024 as follows: "*The Board continues to anticipate that underlying Group profit in FY 2024 will be in line with FY 2023.*"

These statements constitute a profit estimate for the purpose of Rule 28.1(c) of the Takeover Code.

Set out below is the basis of preparation of the Alliance Profit Estimate and the assumptions on which it is based.

Alliance Directors' confirmation

The Alliance Directors have considered the Alliance Profit Estimate and confirm that it remains valid as at the date of this Announcement, has been properly compiled on the basis of the assumptions set out below and the basis of accounting used is consistent with Alliance's accounting policies.

Basis of preparation

Although the financial period to which the Alliance Profit Estimate relates has been completed, the audited accounts for the year ended 31 December 2024 are not available as at the date of this document. The Alliance Profit Estimate has been prepared on a basis consistent with Alliance's accounting policies, which are in accordance with IFRS. These policies are consistent with those applied in the preparation of Alliance's financial statements for the year ended 31 December 2023.

Assumptions

Factors outside the influence or control of the Alliance Directors:

- there will be no changes to existing prevailing macroeconomic, regulatory or political conditions in the markets and regions in which Alliance operates that would materially affect Alliance;

- the inflation, interest and tax rates in the markets and regions in which Alliance operates will remain materially unchanged from the prevailing rates;
- there will be no material adverse events that will have a significant impact on Alliance's financial performance, including litigation, adverse weather events or natural catastrophes that affect key products, supply chain or markets or the construction process;
- there will be no material adverse outcome from any ongoing or future disputes with any customer, competitor, regulator or tax authority;
- no material adverse events which will have a significant impact on the operating results or financial position of Alliance;
- there will be no material change in employee attrition rates and no material change in Alliance's labour costs, including medical and pension and other post-retirement benefits driven by external parties or regulations;
- there will be no material change of the value of Sterling above the average foreign exchange rates that have applied over the forecast period; and
- there will be no material changes in legislation, taxation, regulatory requirements, applicable standards or the position of any regulatory bodies impacting on Alliance's operations or on its accounting policies.

Factors within the influence or control of the Alliance Directors:

- there will be no material change to the present management of Alliance;
- there will be no major corporate acquisitions or disposals, developments, partnership or joint venture agreements being entered into by Alliance, prior to 31 December 2024;
- there will be no material changes in the dividend or capital policies of Alliance;
- Alliance's accounting policies will be consistently applied over the forecast period; and
- there will be no material change in the operational strategy of Alliance.

10. Strategic plans for Alliance, its directors, management, employees, pensions, research and development and locations

Strategic plans for Alliance, research and development, and fixed assets

DBAY has spent a significant amount of time with Alliance's leadership team in recent months and in connection with the Acquisition. DBAY has assessed the strategic and operational plans that the leadership team has for Alliance and is supportive of the core strategy, which comprises the following key elements:

- become a high-performing consumer healthcare company, built on a portfolio of leading, trusted and proven brands;

- support further product innovation across the portfolio;
- invest further in depth of leadership talent; and
- deliver predictable organic growth and strong EBITDA expansion.

As detailed in paragraph 5 (*Background to and reasons for the Alliance Directors' recommendation of the Cash Offer*) above, since joining Alliance as Chief Executive Officer in May 2024, Nick Sedgwick has commenced a review to update and revise Alliance's strategy with a focus on delivering predictable organic revenue growth. Nick's review of the business remains ongoing, but has already highlighted improvement areas in capabilities, management structures and decision making. In 2024, the implementation of certain initial actions highlighted by this review commenced, and Alliance management believes that there is further opportunity to deliver efficiency gains. During 2025, subject to completion of the ongoing review, Nick intends to commence the full implementation of a business plan to support long-term organic growth in Alliance's leading brands (the "**Transformation Plan**").

DBAY is supportive of Nick's strategy for the business and DBAY intends for Nick to complete his review of the business and implement the Transformation Plan. DBAY also believes there are further opportunities to accelerate Alliance's growth and strategic objectives, including portfolio rationalisation, supply chain consolidation, working capital optimisation, and executing M&A. Save for in connection with such portfolio rationalisation and M&A, Bidco does not intend to make any material changes to Alliance's fixed assets or asset base.

While Alliance does not directly undertake pharmaceutical research and development, Alliance's innovation and development team in the UK undertakes the development of new products and line extensions, as well as generating new product ideas for commercial evaluation. DBAY has no plans to change this, and intends to place greater emphasis on this function of Alliance going forward.

Employees, Management and Pensions

DBAY places significant importance on the skills, experience and ongoing commitment of Alliance's management and employees and considers Alliance's leadership team and employees to be key to driving delivery of Alliance's strategic plan. Accordingly, DBAY intends to safeguard the existing statutory and contractual employment rights, including pension rights, of the employees and management of Alliance.

As detailed above, a review of Alliance's strategy is ongoing. While the implementation of certain initial actions highlighted by this review commenced in 2024, the final outcome of this review and the full details of the Transformation Plan are uncertain. However, as a result of the Transformation Plan and any actions by DBAY over and above the Transformation Plan, it is likely that there will be a material reduction in Alliance's overall headcount on a gross basis, which will amount to a net reduction in Alliance's overall headcount of no more than 5 per cent. It is expected that there could be changes to the balance of skills and functions of the employees and management of Alliance as a result of the Transformation Plan and any incremental actions by DBAY, but there will not be any material changes to the conditions of employment for Alliance employees.

As is customary in such circumstances, DBAY expects that each of the Alliance Non-Executive Directors will resign from their office as a director of Alliance upon completion of the Acquisition, and anticipates the termination of certain third-party corporate and support services which are only required due to Alliance's current admission to trading on AIM. This will not result in a material reduction to Alliance's headcount.

Any potential headcount reduction is subject to a review of Alliance's requirements after the Effective Date and any required information and consultation with any impacted employees and/or their representatives in accordance with applicable law.

Incentivisation Arrangements

Following completion of the Acquisition, Bidco intends to put in place appropriate long term incentive arrangements for Alliance's key management team. Bidco has not entered into, and has not discussed, any form of incentivisation arrangements with members of Alliance's management team. Subject to the terms of the Co-operation Agreement, DBAY expects any future bonus awarded to Alliance executive directors or members of Alliance's executive committee (as at the date of the Announcement) in accordance with paragraph 3 of Part 2 of Schedule 2 to the Co-operation Agreement to be waived, rolled or reinvested into such new management incentive arrangements.

Headquarters, HQ functions and locations

Bidco does not intend to carry out any changes in the location or HQ functions of Alliance's Chippenham head office, or with regard to Alliance's operations and places of business, other than in respect of the quoted company functions as detailed above.

DBAY also intends to support a widening of the capabilities and responsibilities of Alliance's regional leadership teams over time.

Trading facilities

Alliance Shares are currently admitted to trading on AIM and, as set out in paragraph 20 of this Announcement, it is intended that an application will be made to the London Stock Exchange to cancel admission to trading of Alliance's shares on AIM, to take effect on the Business Day following the Effective Date. As stated in paragraph 20 of this Announcement, dealings in Alliance Shares will be suspended shortly prior to the Effective Date and thereafter there will be no trading facilities in relation to Alliance Shares.

As soon as practicable after the Effective Date, it is intended that Alliance will be re-registered as a private limited company under the relevant provisions of the Companies Act.

Post-offer undertakings

No statement in this paragraph 10 constitutes, or is intended to become, a "post-offer undertaking" for the purposes of Rule 19.5 of the Takeover Code.

11. Financing of the Acquisition

The Cash Offer will be fully funded by a combination of equity to be invested by DBAY Affiliates and the ERES IV Fund, subordinated junior debt facilities to be made available to an indirect holding company of Bidco, Holdco 2, by certain third party-lenders, the proceeds of which will be downstreamed to Bidco by way of intercompany loans and debt to be provided under senior debt facilities to be made available to Bidco by certain other third-party lenders. In connection with the junior debt facilities, certain third-party lenders will subscribe for Midco C Shares shortly following the Effective Date (and such aggregate subscription is expected to be equal to or less than six per cent. of the issued share capital of Midco at such time), further details of which will be contained in the Scheme Document.

In accordance with Rule 2.7(d) of the Takeover Code, Investec, in its capacity as the financial adviser to Bidco, is satisfied that sufficient resources are available to Bidco to enable it to satisfy in full the Cash Consideration payable to Alliance Shareholders pursuant to the terms of the Acquisition.

Further information on the financing of the Acquisition will be set out in the Scheme Document.

12. Alliance Share Plans

Participants in the Alliance Share Plans will be contacted separately regarding the effect of the Acquisition on their rights under the Alliance Share Plans and, where required, appropriate proposals will be made to those participants pursuant to Rule 15 of the Takeover Code in due course. Details of these proposals, and the impact of the Scheme on each of the Alliance Share Plans, are summarised in the Co-operation Agreement and will be set out in the Scheme Document and in separate letters to be sent to participants in the Alliance Share Plans at or around the same time as the Scheme Document.

13. Alternative Offer

Under the Alternative Offer, Scheme Shareholders (other than Scheme Shareholders resident or located in a Restricted Jurisdiction) may elect, in respect of some or all of their Scheme Shares, to exchange their Scheme Shares for rollover loan notes issued by Bidco which will, subject to implementation of the Rollover, ultimately be exchanged for the following Rollover Shares:

for each Scheme Share: 1 Rollover Share

The current share capital of Midco consists of 1 ordinary share. It is expected that, on or prior to the Effective Date, this share will be reclassified as a Midco A Share. On or around the Effective Date, Midco will issue Midco A Shares and Rollover Shares. These shares will comprise the aggregate of: (a) the Rollover Shares (which shall be Midco B Shares) to be issued to Scheme Shareholders pursuant to the Alternative Offer; (b) the Midco A Shares that will be subscribed for by Topco in respect of the funding of the Cash Consideration; and (c) the Midco A Shares to be issued to Topco in connection with the acquisition by Midco of the Alliance Shares which are currently held by or on behalf of DBAY Affiliates. These Alliance Shares will be transferred to Bidco conditional upon the Acquisition becoming Effective. The number of Midco A Shares and Rollover Shares issued is primarily dependent on the number of elections made for the Alternative Offer as this will affect the number of Rollover Shares to be issued and the amount required to be subscribed by Topco in

respect of the funding of the Cash Consideration. Shortly following the Effective Date, Midco C Shares will be subscribed for by Three Hills and Barings in connection with their financing arrangements.

The Alternative Offer will not be made, and the Rollover Shares will not be offered, sold or delivered, directly or indirectly, in, into or from any Restricted Jurisdiction. Further details in relation to Scheme Shareholders resident, or located, in overseas jurisdictions will be contained in the Scheme Document.

In addition, as described below, Alliance Shareholders should note that additional shares, loan notes or other securities may be issued by Midco or its subsidiaries from time to time following the Effective Date and that Rollover Shareholders will not always be entitled to participate in any such issue, so that their percentage interests in Midco may be diluted over time, potentially significantly.

For the purposes of Rule 24.11 of the Takeover Code, Investec, as financial adviser to Bidco, will provide an independent estimate of the value of a Rollover Share, together with the assumptions, qualifications and caveats forming the basis of its estimate of value, in a letter to be included in the Scheme Document.

If the Scheme becomes Effective, Scheme Shareholders who do not validly elect to receive their Consideration by means of the Alternative Offer will automatically receive the full amount of the Cash Offer for their entire holding of Scheme Shares.

The issue of Rollover Shares pursuant to the Alternative Offer will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and further details of the Alternative Offer, the Wider Bidco Group and the rights attaching to the Rollover Shares are set out in Appendix 4 to this Announcement.

The Rollover Shares will be allotted and issued credited as fully paid and, other than as regards voting rights, will rank *pari passu* in all respects with the Midco A Shares and Midco C Shares in issue at the time the Rollover Shares are issued, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date.

If the Scheme becomes Effective, Scheme Shareholders that validly elect to receive Consideration by means of the Alternative Offer will receive: (i) their Rollover Shares pursuant to a rollover mechanism in the Scheme whereby on or shortly following the Effective Date such number of Scheme Shares in respect of which eligible Scheme Shareholders validly elect for the Alternative Offer (subject to the terms of this Announcement) will be exchanged for loan notes to be issued by Bidco pursuant to the Scheme which will then be exchanged, directly or indirectly and subject to exercise of associated put or call options, for the relevant number of Rollover Shares in Midco that eligible Scheme Shareholders are entitled to in accordance with the Alternative Offer (the "**Rollover**"); and (ii) if applicable, as a result of a partial election for the Alternative Offer, the Cash Consideration in respect of such Scheme Shareholders' remaining holdings of Scheme Shares not exchanged pursuant to the Alternative Offer.

In the event that Bidco takes up the right to switch to a Takeover Offer (as described in paragraph 19 of this Announcement) subject to Panel consent and the terms of the Co-operation Agreement, the Panel will be consulted as to the impact of such a switch on the terms of the Alternative Offer.

Further details of the Rollover mechanics are set out in Appendix 4 to this Announcement.

14. Certain details of the Rollover Shares

As an alternative to the Cash Offer, eligible Scheme Shareholders may elect to exchange their Scheme Shares for rollover loan notes issued by Bidco which will, subject to the implementation of the Rollover, ultimately be exchanged for Rollover Shares, on the terms and subject to the conditions of the Alternative Offer (detailed in paragraph 13 above).

Certain details of the Rollover Shares are set out in Appendix 4 to this Announcement. Further information about the Rollover Shares and the full terms and conditions of the Alternative Offer, including the eligibility of Scheme Shareholders to elect for the Alternative Offer, will be included in the Scheme Document. Alliance Shareholders are encouraged to read in full Appendix 4 to this Announcement, together with the Midco Shareholders' Agreement and the Midco Articles and, in due course, the Scheme Document.

As an overview, the Rollover Shares will be subject to the following terms and conditions:

- the Rollover Shares will be unlisted;
- the Rollover Shares will hold no voting rights in Midco (except in very limited circumstances including where required pursuant to the Midco Articles or the Companies Act);
- save in respect of voting rights, the Rollover Shares will otherwise rank *pari passu* in all respects with the Midco A Shares and the Midco C Shares in issue at the time that the Rollover Shares are allotted and issued, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date, and on any return of capital or exit;
- the Rollover Shares will not be transferable except for certain categories of permitted transfer, compulsory transfers or transfers on exercise of customary 'drag-along' or 'tag-along' provision; and
- eligible Scheme Shareholders who validly elect for the Alternative Offer will, pursuant to a power of attorney to be granted by them pursuant to the Scheme, adhere to the Midco Shareholders' Agreement as a condition of such election.

15. Risk factors and other investment considerations

Advantages of electing for the Alternative Offer

- The Alternative Offer allows Scheme Shareholders to invest directly in the Enlarged Group, providing continued economic interest in Alliance under private ownership, while benefitting from increased exposure by virtue of the leverage effect of the Acquisition.

- The Rollover Shares will benefit from (i) the limited minority protections prescribed by the laws of England and Wales and the Isle of Man (unless otherwise disapplied or varied in accordance with the Midco Articles and/or the Midco Shareholders' Agreement); and (ii) certain limited reserved matters (as further summarised in paragraph 4 of Appendix 4) which require the consent of the holders of 50 per cent. or more of each of the Rollover Shares and the Midco C Shares.
- The Rollover Shares will rank economically *pari passu* with the Midco A Shares and the Midco C Shares, in issue at the time the Rollover Shares are allotted and issued, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date.
- The Alternative Offer allows Scheme Shareholders to participate in potential future value creation which might, on an exit or otherwise, have the potential to ultimately deliver greater value than the Cash Offer (although this cannot be guaranteed and is subject to, amongst other factors, the risks as set out below).

Disadvantages of electing for the Alternative Offer

- The Rollover Shares will be unlisted and will not be admitted to trading on any stock exchange and will therefore, be illiquid.
- The Rollover Shares will be of uncertain value and there can be no assurance that they will be capable of being sold in the future.
- The Rollover Shares will be non-transferable (with limited exceptions), non-voting (except in very limited circumstances as summarised above in paragraph 14 and further set out in Appendix 4) shares. Only the Midco A Shares will carry voting rights.
- The Rollover Shares will not carry any general voting or governance rights other than limited minority protections (described above). Rollover Shareholders (acting by the holders of a majority of the Rollover Shares) will have the right to appoint and remove one director to the board of Midco for so long as the Rollover Shareholders collectively hold 18 per cent. or more of the Midco Shares (or such lesser amount as may be determined by the board of Midco with the consent of the holders of a majority of Midco A Shares). Therefore, the Rollover Shares will have limited influence over decisions made by the Midco Group in relation to its investment in Alliance or in any other business or in relation to any member of the Midco Group's (or Alliance Group's) strategy.
- Rollover Shareholders will only have customary pre-emption rights on new issues of securities by Midco if any such issue is for cash. There are, however, some circumstances in which the directors of Midco may issue further Midco Shares on a non-pre-emptive basis. In such circumstances, the appropriate Midco shareholder approvals and consents shall be sought, as required; however, this may result in the interests of Scheme Shareholders who elected to take up the Alternative Offer in Midco becoming diluted over time.

- The right of Rollover Shareholders to participate in future issues of securities by Midco will also be subject to other important exceptions. Rollover Shareholders may suffer dilution, not only in their percentage ownership but also in the value of their Rollover Shares since such further issues may reduce any net return derived by the Rollover Shares when compared to any such net return that might otherwise have been derived had Midco not issued those securities. This dilution and reduction may be significant. For example:
 - Rollover Shareholders will not be entitled to participate in any issues of securities to actual or potential employees, directors, officers or consultants of Midco (whether of the same or different classes to the Rollover Shares). This is important since, common to many private equity acquisitions, DBAY may introduce one or more management incentive plans for actual or potential employees, directors, officers and consultants of the Enlarged Group after the Effective Date;
 - management incentive plans generally provide participants with a significant interest in securities in Midco, and, if one is introduced, it may result in a significant dilution of the Rollover Shares. In addition, Midco may not receive material cash sums on the issue of such securities and the returns on those securities may potentially be structured to increase their proportionate interest in the value of the Enlarged Group as it increases in value (whether pursuant to a ratchet mechanism or otherwise). These issues of securities may occur initially following the Acquisition, but further issues are likely in the future as the Enlarged Group expands (whether as a result of further acquisitions or organic growth or otherwise); and
 - similarly, Rollover Shareholders will not be entitled to participate in issues of securities by Midco in consideration for, or in connection with, its acquisition of other assets, companies or all or part of any other businesses or undertakings (for example, if the Enlarged Group expands).
- The value of the Rollover Shares will depend on the future performance of the Alliance business. This remains uncertain and could result in the amount received on any exit or future transfer of Rollover Shares being more or less than the cash consideration payable to Alliance Shareholders under the Cash Offer. There can be no certainty or guarantee as to the performance of the Midco Group following the Effective Date. Past performance cannot be relied upon as an indication of future performance.
- Rollover Shareholders may be required to sell their Rollover Shares pursuant to the exercise of 'drag-along' provisions in the Midco Shareholders' Agreement by other Midco Shareholders (as further summarised in Appendix 4). Any transfer involving the application of 'drag-along' rights may be at a value that is more or less than the value of the Cash Offer.
- Where other Midco Shareholders elect to sell Midco Shares, 'tag-along' rights may apply entitling Rollover Shareholders to participate in the relevant transfer (as further summarised in Appendix 4). However, such 'tag-along' rights are subject to a number of exclusions, including in relation to customary permitted transfers to affiliates. Further, Rollover Shareholders who exercise the 'tag-along' rights will be required to agree to pay a proportionate share of related costs and bear related liabilities and may be required to agree to the same terms of transfer as

the transferring Midco Shareholders, including in respect of covenants, indemnities and commitments in connection with such process.

- Payments in respect of Rollover Shares will not be guaranteed or secured and any return of proceeds, whether in connection with an exit or otherwise, will be paid net of costs incurred by the Midco Group with respect to such return of proceeds.
- In relation to those issues of securities in which Rollover Shareholders are entitled to participate, if they wish to avoid their percentage interest in Midco being reduced by any such issue, they will need to invest further cash sums in Midco.
- The precise numbers of securities that may be issued by Bidco from time to time cannot be ascertained at the date of this Announcement and will depend on a variety of factors including those described above.
- The Alliance Shares are currently admitted to trading on AIM. Certain standards and protections afforded to shareholders in a company admitted to trading on AIM will be substantially different to a shareholding in an unlisted private company which a Scheme Shareholder would receive as a result of electing for the Alternative Offer.

Further details on Midco and the principal rights of the Rollover Shares (including economic rights, governance and voting rights, reserved matters, new Midco share issues, new Midco Shareholder debt issues, Midco share transfers and drag-along and tag-along rights) are set out in Appendix 4 to this Announcement and will be summarised in the Scheme Document. As set out at paragraph 24, copies of the Midco Articles and the Midco Shareholders' Agreement will be published on Alliance's website at www.alliancepharmaceuticals.com/investors and on Bidco's website at <https://www.dbayadvisors.com>, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, by no later than noon on the Business Day following the date of this Announcement until the end of the Offer Period.

16. Offer-related arrangements

Confidentiality Agreement

On 25 July 2024, DBAY, in its capacity as investment manager for and on behalf of funds and corporate vehicles managed and/or advised by DBAY and Alliance entered into a confidentiality agreement in relation to the Acquisition (the "**Confidentiality Agreement**"), pursuant to which, amongst other things, DBAY gave certain undertakings to keep, and to procure that certain of its representatives keep, confidential information relating to Alliance and/or to the Acquisition confidential, to use such information solely for the agreed purpose in relation to the Acquisition and not to disclose it to third parties (subject to certain exceptions). These confidentiality obligations will expire on the earlier of (i) 18 months from the date of the Confidentiality Agreement, and (ii) the Effective Date.

The Confidentiality Agreement also contains undertakings from DBAY that, (i) for the duration of the Confidentiality Agreement, DBAY shall not approach certain of Alliance's employees or officers in respect of the Acquisition (except as explicitly set out therein), and (ii) for 12 months from the date of the Confidentiality Agreement, DBAY shall not (a) approach any shareholder of the Alliance

without the prior written consent of Alliance (except as explicitly set out therein), or (b) nor employ or otherwise engage certain of Alliance's employees.

DBAY has also agreed to customary standstill arrangements pursuant to which DBAY has agreed that, without the prior written consent of Alliance, DBAY will not acquire Alliance Shares or any interest in Alliance Shares. These restrictions fall away immediately following the making of this Announcement.

Co-operation Agreement

On 10 January 2025, Bidco and Alliance entered into a co-operation agreement in relation to the Acquisition (the "**Co-operation Agreement**"), pursuant to which, amongst other things: (i) Bidco has agreed to provide Alliance with certain information for the purposes of the Scheme Document and to otherwise assist with the preparation of the Scheme Document; (ii) Bidco has agreed to certain provisions if the Scheme should switch to a Takeover Offer; (iii) Bidco and Alliance have agreed to co-operate for the purposes of obtaining certain regulatory clearances and satisfying the Conditions; and (iv) each of Bidco and Alliance has agreed to take certain actions to implement certain proposals in relation to the Alliance Share Plans.

The Co-operation Agreement will terminate: (i) if Bidco and Alliance so agree in writing; (ii) upon service of written notice by Bidco to Alliance if: (a) the Alliance Directors recommend a competing offer; (b) the Alliance Directors adversely change, modify or qualify their recommendation in respect of the Acquisition; or (c) the Acquisition is implemented by way of a Scheme and (A) the Court Meeting and General Meeting are not held on or before the 22nd day after the expected date of the Court Meeting and the General Meeting (as applicable) to be set out in the Scheme Document (or subsequent announcement of the Acquisition timetable) (or such later date as may be agreed in writing between the parties with the consent of the Panel and the approval of the Court (if such approval(s) are required), save in limited circumstances), or (B) the Sanction Hearing is not held on or before the later of (1) the 22nd day after the expected day of the Sanction Hearing as set out in the Scheme Document (or subsequent announcement of the Acquisition timetable), save in limited circumstances; and (2) thirty days after all the Conditions have been satisfied or waived (or such later date as may be agreed in writing between the parties with the consent of the Panel and the approval of the Court (if such approval(s) are required)); (iii) upon service of written notice by either Bidco or Alliance to the other if: (a) a competing offer completes, becomes effective or becomes, or is declared, unconditional in all respects; (b) if the Acquisition is (with the consent of the Panel) withdrawn, terminates or lapses in accordance with its terms (other than where (A) such lapse or withdrawal is as a result of the exercise of Bidco's right to effect a switch to a Takeover Offer or (B) it is to be followed promptly by a firm offer announcement made by Bidco (or a person acting in concert with Bidco) to implement the Acquisition by a different offer or scheme on substantially the same or improved terms, and such announcement is made within five Business Days of such lapse or withdrawal); (c) prior to the Long Stop Date: (A) any Condition which has not been waived is (or has become) incapable of satisfaction by the Long Stop Date and, notwithstanding that it has the right to waive such Condition, Bidco has stated in writing that it will not do so; or (B) any Condition which is incapable of waiver is (or has become) incapable of satisfaction by the Long Stop Date, in each case in circumstances where invocation of the relevant Condition is permitted by the Panel; (d) if the Scheme is not approved at the Court Meeting, the Resolutions are not passed at the

General Meeting or the Court refuses to sanction the Scheme; or (e) unless otherwise agreed by Bidco and Alliance in writing or required by the Panel, if the Effective Date has not occurred by the Long Stop Date.

The above summary of the Co-operation Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the text of the Co-operation Agreement, which is available for inspection as described in paragraph 21 below.

Bid Conduct Agreement

On 10 January 2025, DBAY Affiliates and the ERES IV Fund entered into a bid conduct agreement, pursuant to which they have agreed certain principles in accordance with which they intend to cooperate in respect of the Acquisition (the "**Bid Conduct Agreement**") including, amongst other things: (i) to co-operate and work together in good faith in connection with the implementation and conduct of the Acquisition, and (ii) that DBAY Affiliates will make decisions with respect to the conduct of the Acquisition, subject to certain provisions therein requiring the prior written consent of the ERES IV Fund.

The terms of the Bid Conduct Agreement also include an agreement not to pursue a competing offer for Alliance, or all or substantially all of its assets, for so long as the Bid Conduct Agreement remains in force. The Bid Conduct Agreement will terminate in certain circumstances, including: (i) on the Effective Date, (ii) on any competing offer for Alliance becoming effective or unconditional in all respects, or (iii) at such time as the parties thereto agree in writing.

17. Structure of the Acquisition

It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement between Alliance and Scheme Shareholders under Part 26 of the Companies Act (although Bidco reserves the right to effect the Acquisition by way of a Takeover Offer, subject to the consent of the Panel and the terms of the Co-operation Agreement).

The purpose of the Scheme is to provide for Bidco to become the holder of the entire issued and to be issued ordinary share capital of Alliance. This is to be achieved:

- under the Cash Offer, by the transfer of the Scheme Shares to Bidco, in consideration for which the relevant Scheme Shareholders will receive the cash consideration on the basis set out in paragraph 2 above; and
- in respect of those Scheme Shareholders who validly elect for the Alternative Offer, through the issue of rollover loan notes issued by Bidco, which are subject to the Rollover mechanic set out in paragraph 13 and Appendix 4 and in exchange for the transfer to Bidco of the relevant number of Scheme Shares of the relevant eligible Scheme Shareholder,

in either case pursuant to the Scheme.

The Acquisition is subject to the Conditions and certain further terms referred to in Appendix 1 to this Announcement, including the receipt of foreign investment clearances in France, Germany, Ireland and Italy, and to the full terms and conditions to be set out in the Scheme Document, and

will only become Effective if, among other things, the following events occur on or before 11.59 p.m. on the Long Stop Date:

- a resolution to approve the Scheme is passed by a majority in number of the Scheme Shareholders present and voting (and entitled to vote) at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted by such Scheme Shareholders;
- the Resolutions required to implement the Scheme and the Acquisition are duly passed by the requisite majority of Alliance Shareholders at the General Meeting;
- following the Court Meeting and the General Meeting and satisfaction and/or waiver (where applicable) of the other Conditions, the Scheme is sanctioned by the Court (without modification, or with modification on terms agreed by Bidco and Alliance); and
- following such sanction, a copy of the Court Order is delivered to the Registrar of Companies.

The Scheme will lapse if, amongst other things:

- the Court Meeting and the General Meeting are not held on or before the 22nd day after the expected date of such Meetings, which will be set out in the Scheme Document (or such later date as may be agreed between Bidco and Alliance, with the consent of the Panel and, if required, the Court);
- the Sanction Hearing to approve the Scheme is not held on or before the 22nd day after the expected date of such hearing, which will be set out in the Scheme Document (or such later date as may be agreed between Bidco and Alliance, with the consent of the Panel and, if required, the Court); or
- the Scheme does not become Effective on or before 11.59 p.m. on the Long Stop Date (or such later date as may be agreed between Bidco and Alliance and the Panel and the Court may allow),

provided, however, that the deadlines for the Court Meeting, the General Meeting and the Sanction Hearing as set out above may be waived by Bidco and the deadline for the Scheme to become Effective may be extended by agreement between Alliance and Bidco, with the consent of the Panel and, if required, the Court.

Once the necessary approvals from Scheme Shareholders and Alliance Shareholders have been obtained and the other Conditions have been satisfied or (where applicable) waived and the Scheme has been approved by the Court, the Scheme will become Effective upon delivery of the Court Order to the Registrar of Companies. Subject to the satisfaction (or, where applicable, waiver) of the Conditions and the further terms set out in Appendix 1, the Scheme is expected to become Effective in the first half of 2025.

Upon the Scheme becoming Effective: (i) it will be binding on all Scheme Shareholders holding Scheme Shares at the Scheme Record Time, irrespective of whether or not they attended or voted

at the Court Meeting or the General Meeting (and if they attended and voted, whether or not they voted in favour); and (ii) entitlements to Alliance Shares held within the CREST system will be cancelled; and (iii) share certificates in respect of Alliance Shares will cease to be valid. The Consideration will be dispatched to Scheme Shareholders no later than 14 days after the Effective Date.

Any Alliance Shares issued before the Scheme Record Time will be subject to the terms of the Scheme. The Resolutions to be proposed at the General Meeting will, amongst other matters, provide that the Articles be amended to incorporate provisions requiring any Alliance Shares issued after the Scheme Record Time (other than to Bidco and/or its nominees) to be automatically transferred to Bidco on the same terms as the Acquisition (other than terms as to timings and formalities). The provisions of the Articles (as amended) will avoid any person (other than Bidco and its nominees) holding shares in the capital of Alliance after the Effective Date.

Bidco reserves the right to elect to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme (subject to the Panel's consent and the terms of the Co-operation Agreement). In such event, the Acquisition will be implemented on the same terms (subject to appropriate amendments including (without limitation) the inclusion of an acceptance condition which, unless otherwise agreed in writing between Bidco and Alliance or otherwise required by the Panel, will be set at 90.0 per cent. of the Alliance Shares to which such Offer relates (or such other percentage as Bidco and Alliance may decide after, to the extent necessary, consultation with the Panel, being in any case more than 50.0 per cent. of the voting rights attaching to the Alliance Shares) of the shares to which the Acquisition relates and those required by, or deemed appropriate by, Bidco under applicable law, so far as applicable) as those which would apply to the Scheme. Further, if sufficient acceptances of such Takeover Offer are received and/or sufficient Alliance Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of the Companies Act to acquire compulsorily any outstanding Alliance Shares to which such Takeover Offer relates.

Further details of the Scheme, including expected times and dates for each of the Court Meeting, the General Meeting and the Sanction Hearing, together with notices of the Meetings and with the related Forms of Proxy and the Form of Election, will be set out in the Scheme Document, which will be sent to eligible Alliance Shareholders within 28 days of this Announcement (or such later time as Alliance, Bidco and the Panel agree) and the Meetings are expected to be held shortly thereafter. The General Meeting is expected to be held immediately after the Court Meeting.

The Scheme will be governed by the laws of England and Wales and will be subject to the jurisdiction of the courts of England and Wales. The Scheme will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange (including the AIM Rules), the FCA and the Registrar of Companies.

18. Conditions to the Acquisition

The Acquisition will be on the terms and subject to the Conditions set out in Appendix 1 to this Announcement, including the receipt of foreign investment clearances in France, Germany, Ireland and Italy, and the full terms and conditions will be set out in the Scheme Document.

19. Right to switch to a Takeover Offer

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 as an alternative to the Scheme. In such event, the Acquisition will be implemented on substantially the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in method of effecting the Acquisition.

Further, in such circumstances, if sufficient acceptances of the Takeover Offer are received and/or sufficient Alliance Shares are otherwise acquired, it is the intention of Bidco to apply the provisions of Chapter 3 of Part 28 of the Companies Act to acquire compulsorily the remaining Alliance Shares in respect of which the Takeover Offer has not been accepted.

20. Cancellation of admission of Alliance Shares

Alliance Shares are currently admitted to trading on AIM. It is intended that an application will be made to the London Stock Exchange for the cancellation of trading of the Alliance Shares on AIM, to take effect on the Business Day following the Effective Date. The last day of dealings in, and registration of transfers of, Alliance Shares on AIM is expected to be the Business Day immediately prior to the Effective Date.

On the Effective Date, share certificates in respect of Alliance Shares will cease to be valid and entitlements to Alliance Shares held within the CREST system will be cancelled. Alliance Shareholders shall be required to return share certificates to Alliance or destroy them following the Effective Date.

It is also intended that, following the Effective Date and after its shares are delisted, Alliance will be re-registered as a private limited company under the relevant provisions of the Companies Act.

21. Disclosure of interests in Alliance securities

As at the Latest Practicable Date, save for the disclosures in this paragraph below, none of Bidco, DBAY, the ERES IV Fund, and any of their directors, and, so far as Bidco is aware, any person acting in concert (within the meaning of the Takeover Code) with any of them for the purposes of the Acquisition has:

- any interest in, or right to subscribe for, any relevant securities of Alliance;
- any short positions in respect of relevant securities of Alliance (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery;
- borrowed or lent any relevant securities of Alliance (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Takeover Code); and/or

- any dealing arrangement of the kind referred to in Note 11 on the definition of acting in concert in the Takeover Code in relation to Alliance Shares or in relation to any securities convertible or exchangeable into Alliance Shares.

The interests, rights to subscribe for, and short positions in respect of the Alliance Shares held by Bidco, its directors and any person acting in concert (within the meaning of the Takeover Code) with Bidco, as at the close of business on the Latest Practicable Date are set out below:

- DBAY Affiliates beneficially own, in aggregate, 151,076,240 Alliance Shares, representing approximately 27.95 per cent. of the voting rights attributable to Alliance's issued share capital as at the Latest Practicable Date; and
- the ERES IV Fund, beneficially or otherwise, holds no voting rights attributable to Alliance's issued share capital as at the Latest Practicable Date.

"**Interests in securities**" for these purposes and within the meaning of the Takeover Code arise, in summary, when a person has long economic exposure, whether absolute or conditional, to changes in the price of securities (and a person who only has a short position in securities is not treated as interested in those securities). In particular, a person will be treated as having an 'interest' by virtue of the ownership, voting rights or control of securities, or by virtue of any agreement to purchase, option in respect of, or derivative referenced to, securities.

22. Consents

Each of Investec, Deutsche Numis and Evercore has given, and not withdrawn, its written consent to the publication of this Announcement with the inclusion of the references to its name in the form and context in which they appear.

23. General

The Acquisition will be on the terms and subject to the Conditions set out in Appendix 1 to this Announcement, and the full terms and conditions will be set out in the Scheme Document (or Offer Document, as applicable). The bases and sources of certain financial information contained in this Announcement are set out in Appendix 2 to this Announcement. A summary of the irrevocable undertakings given in relation to the Acquisition is contained in Appendix 3 to this Announcement. Appendix 4 to this Announcement contains further details of the Wider Bidco Group and the rights attaching to the Rollover Shares. Certain terms and expressions used in this Announcement are defined in Appendix 5 to this Announcement.

The Scheme Document and the Forms of Proxy and the Form of Election accompanying the Scheme Document will be sent to eligible Alliance Shareholders within 28 days of this Announcement (or on such later date as may be agreed between Bidco and Alliance, with the consent of the Panel).

This Announcement does not constitute an offer or an invitation to purchase or subscribe for any securities. Alliance Shareholders are advised to read carefully the Scheme Document and related Forms of Proxy and the Form of Election once they have been dispatched.

The availability of the Acquisition to Alliance Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Alliance Shareholders who are in any doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

Scheme Shareholders located or resident in the United States or who are otherwise US Persons will not be permitted to elect to receive the Rollover Shares pursuant to the Alternative Offer, and any purported election to receive Rollover Shares pursuant to the Alternative Offer by Scheme Shareholders from the United States, or which, at the sole discretion of Bidco, appear to be made in respect of Scheme Shares beneficially held by persons located or resident in the United States or who otherwise appear to be US Persons will not be accepted. Accordingly, Scheme Shareholders located or resident in the United States or who are otherwise US Persons will receive the Cash Offer pursuant to the Scheme, and no Rollover Shares will be issued to any such Scheme Shareholder.

Where Bidco believes that an election for the Alternative Offer by any Scheme Shareholder may infringe applicable legal or regulatory requirements, or may result in a requirement for a registration under the securities laws of any Restricted Jurisdiction, Bidco will have the right to deem that such Scheme Shareholder has not validly elected for the Alternative Offer and such Scheme Shareholder will instead receive the Cash Offer in respect of the Scheme Shares which were subject to such an election in accordance with the terms of the Acquisition.

Further information for Alliance Shareholders resident, or located, in overseas jurisdictions will be set out in the Scheme Document.

24. Documents available on website

Copies of the following documents will be published on Alliance's website at www.alliancepharmaceuticals.com/investors and on Bidco's website at <https://www.dbayadvisors.com>, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, by no later than noon on the Business Day following the date of this Announcement until the end of the Offer Period:

- this Announcement;
- the Midco Shareholders' Agreement;
- the Midco Articles;
- the irrevocable undertakings referred to in paragraph 6 above;
- the documents relating to the equity and debt financing of the Acquisition referred to in paragraph 11 above;
- the Confidentiality Agreement referred to in paragraph 16 above;
- the Bid Conduct Agreement referred to in paragraph 16 above;

- the Co-operation Agreement referred to in paragraph 16 above; and
- the written consent letter from each of Investec, Deutsche Numis and Evercore as referred to in paragraph 22 above.

Neither the content of the websites referred to in this Announcement nor any website accessible from hyperlinks is incorporated into or forms part of this Announcement.

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Travers Smith LLP is acting as legal adviser to DBAY and Bidco. Slaughter and May is acting as legal adviser to Alliance.

Inside Information

This Announcement contains inside information as defined in the Market Abuse Regulation. Upon the publication of this Announcement via a Regulatory Information Service, such inside information will be considered to be in the public domain.

The person responsible for arranging the release of this Announcement on behalf of Alliance is Chris Chrysanthou, Group General Counsel and Company Secretary. The LEI of Alliance is 213800RYIWZA4Q5WPZ13.

Important notices

Investec Bank plc ("**Investec**"), which is authorised in the United Kingdom by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**") and the PRA, is acting exclusively as financial adviser to Bidco and DBAY and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Bidco and DBAY for providing the protections afforded to clients of Investec nor for providing advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in 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 this Announcement, any statement contained herein or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Investec by the Financial Services and Markets Act 2000, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Investec nor any of its subsidiaries, branches or affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with the Acquisition or the matters described in this Announcement. To the fullest extent permitted by applicable law, Investec, its subsidiaries, branches and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above in this paragraph) which they might otherwise have in respect of this Announcement, or any statement contained herein.

Numis Securities Limited (trading for these purposes as Deutsche Numis) ("**Deutsche Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Financial Adviser, Nominated Adviser and Broker for Alliance 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 Alliance for providing the protections afforded to clients of Deutsche Numis, or for providing advice in connection with the matters referred to herein. Neither Deutsche Numis nor any of its group undertakings 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 Deutsche Numis in connection with this Announcement or any matter referred to herein. No representation or warranty, express or implied, is made by Deutsche Numis as to the contents of this Announcement.

Evercore Partners International LLP ("**Evercore**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as Financial Adviser to Alliance and for no one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Alliance for providing the protections afforded to clients of Evercore nor for providing

advice in relation to the Acquisition, the contents of this Announcement or any other matters referred to in this Announcement. Neither Evercore 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 Evercore in connection with this Announcement, any statement contained herein, any offer or otherwise. Apart from the responsibilities and liabilities, if any, which may be imposed on Evercore by the Financial Services and Markets Act 2000 and successor legislation, or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Evercore nor any of its affiliates accepts any responsibility or liability whatsoever for the contents of this Announcement, and no representation, express or implied, is made by it, or purported to be made on its behalf, in relation to the contents of this Announcement, including its accuracy, completeness or verification of any other statement made or purported to be made by it, or on its behalf, in connection with the Acquisition or the matters described in this Announcement. To the fullest extent permitted by applicable law, Evercore and its affiliates accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this Announcement or any statement contained herein.

Further information

This Announcement is for information purposes only and is not intended to, and does not, constitute or form part of, any offer or inducement to sell or an invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or a solicitation of an offer to buy any securities, any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance, transfer or exchange of securities or such solicitation in any jurisdiction in which such offer, solicitation, sale issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. 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 has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with the laws of England and Wales, the AIM Rules and the Takeover Code, and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales. Nothing in this Announcement should be relied on for any other purpose.

Alliance and Bidco will prepare the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document) to be distributed to Alliance Shareholders. Alliance and Bidco urge Alliance Shareholders to read the Scheme Document (or Offer Document, as applicable) when it becomes available because it will contain important information relating to the Acquisition. The Acquisition will be made solely on the terms to be set out in the Scheme Document and the accompanying Forms of Proxy and the Form of Election (or, if the Acquisition is implemented by way

of a Takeover Offer, the Offer Document and form of acceptance), which will 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 other decision or 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 a Takeover Offer, the Offer Document).

This Announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

Overseas jurisdictions

This Announcement has been prepared in accordance with and for the purpose of complying with the laws of England and Wales, 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 disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside England and Wales.

The release, publication or distribution of this Announcement in, into or from certain 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. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such 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 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 from 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, into or from a Restricted Jurisdiction where to do so would violate the laws in 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, 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.

The availability of the Acquisition to Alliance 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

requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Scheme Shares with respect to the Scheme at the Court Meeting, or to execute and deliver Forms of Proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. 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 English law and the jurisdiction of the Court, and, among other things, the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange (including the AIM Rules), the FCA and the Registrar of Companies.

Additional information for US investors in Alliance

The Acquisition relates to the shares of an English company with a listing on AIM 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 proxy solicitation rules nor the tender offer rules under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**") and is exempt from the registration requirements of the US Securities Act of 1933, as amended (the "**US Securities Act**"). Accordingly, the Scheme is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure and other requirements applicable to the US tender offer and proxy solicitation rules.

Alliance's financial statements, and all financial information that is included in this Announcement, the Scheme Document (or, if the Acquisition is implemented by way of an Offer, the Offer Document) or any other documents relating to the Acquisition, have been or will be prepared in accordance with UK-adopted international accounting standards and thus may not be comparable to financial statements of companies in the United States or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States or companies whose financial statements are prepared in accordance with IFRS in the United States.

If the Acquisition is carried out under the Scheme, it is expected that any Rollover Shares issued pursuant to the Acquisition would be issued in reliance upon the exemption from the registration requirements under the US Securities Act provided by Section 3(a)(10) thereof and would not be registered under the US Securities Act. Securities issued pursuant to the Scheme will not be registered under any laws of any state, district or other jurisdiction of the United States, and may only be issued to persons resident in such state, district or other jurisdiction pursuant to an exemption from the registration requirements of such laws.

The receipt of cash, and/or consideration due under the Alternative Offer pursuant to the Acquisition by a US holder of Scheme Shares as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US Scheme Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to them.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws in connection with the Acquisition or to enforce against them a judgment of a US court predicated upon the securities laws of the United Kingdom, since Bidco and Alliance are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of 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 jurisdiction or judgement.

If, in the future, Bidco exercises the right to implement the Acquisition by way of a Takeover Offer under the laws of England and Wales and determines to extend the offer into the United States, such Takeover Offer will be made in compliance with applicable US laws and regulations, including any applicable exemptions under the US Exchange Act.

In accordance with normal UK practice and consistent with Rule 14e-5(b) of the US Exchange Act, (to the extent applicable) Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Alliance outside of the United States, outside such Takeover Offer during the period in which such Offer would remain open for acceptance. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase 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 at www.londonstockexchange.com.

Neither the United States Securities and Exchange Commission nor the securities commission of any state of the United States has approved or disapproved the Acquisition, passed upon the merits or fairness of the Acquisition or passed any opinion upon the accuracy, adequacy or completeness of this Announcement (nor will it do so in respect of the Scheme Document). Any representation to the contrary may be 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 Bidco, DBAY, the ERES IV Fund, Alliance, any member of the Wider Bidco Group or any member of the Wider Alliance Group may 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/or Alliance (as the case may be) 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, DBAY, the ERES IV Fund, Alliance, any member of the Wider Bidco Group or any member of the Wider Alliance Group (including their future prospects, developments and strategies), the expected timing and scope of the Acquisition and other

statements other than historical facts. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "target", "prepares", "plans", "expects" or "does not expect", "aim", "hope", "continue", "is expected", "is subject to", "budget", "projects", "synergy", "strategy", "scheduled", "goal", "estimates", "forecasts", "intends", "cost-saving", "anticipates" or "does not anticipate", or "believes", or other words of similar meaning 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, DBAY's, the ERES IV Fund's, Alliance's, any member of the Wider Bidco Group's or any member of the Wider Alliance Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of global economic conditions and governmental regulation on Bidco's, DBAY's, the ERES IV Fund's, Alliance's, any member of the Wider Bidco Group's or any member of the Wider Alliance Group's business.

Although Bidco and/or Alliance and/or DBAY and/or the ERES IV Fund believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. 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; changes in the global political, economic, business and competitive environments 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; 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, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group and/or the Wider Alliance Group operate; weak, volatile or illiquid capital and/or credit markets; changes in the degree of competition in the geographic and business areas in which Bidco, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group and/or the Wider Alliance Group operate; and changes in laws or in supervisory expectations or requirements. 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.

None of Bidco, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group, the Wider Alliance Group, and any of their respective associates or directors, officers or advisers, provide 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. Given these risks and uncertainties, potential investors 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.

None of Bidco, DBAY, the ERES IV Fund, Alliance, the Wider Bidco Group and the Wider Alliance Group assumes any obligation, and each such person expressly disclaims any intention or obligation, to update, correct or revise any information contained in this Announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

No profit forecasts, estimates or qualified benefits statements

The Alliance Profit Estimate is a profit estimate for the purposes of Rule 28 of the Takeover Code. As required by Rule 28.1 of the Takeover Code, the assumptions on which the Alliance Profit Estimate is stated are set out in paragraph 9 of this Announcement.

Other than the Alliance Profit Estimate, no statement in this Announcement, or incorporated by reference in this Announcement, is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Alliance or Bidco, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Alliance or Bidco, as appropriate.

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.

Publication on website

In accordance with Rule 26.1 of the Takeover Code, a copy of this Announcement and the documents required to be published pursuant to Rule 26.1 of the Takeover Code will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Alliance's website at www.alliancepharmaceuticals.com/investors and on Bidco's website at <https://www.dbayadvisors.com> by no later than 12.00 p.m. (London time) on the first Business Day following 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.

Electronic communications

Please be aware that addresses, electronic addresses and certain information provided by Alliance Shareholders, persons with information rights and other relevant persons for the receipt of

communications from Alliance may be provided to Bidco and DBAY during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11 of the Takeover Code.

Right to receive documents in hard copy form

In accordance with Rule 30.3 of the Takeover Code, Alliance Shareholders, persons with information rights and participants in Alliance Share Plans may request a hard copy of this Announcement by contacting Alliance's Registrars, Link Group, Central square, 29 Wellington Street, Leeds, LS1 4DL, between 9.00 a.m. to 5.30 p.m. (London time) Monday to Friday (except public holidays in England and Wales) on 0371 664 0300 if calling from the United Kingdom, or +44 (0) 371 664 0300 if calling from outside the United Kingdom or by submitting a request in writing to Link Group. 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. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. 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.

Dealing and Opening Position Disclosure requirements

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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the 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 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

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 Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

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 as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on substantially the same terms or, if Bidco so decides, on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme and subject to appropriate amendments to reflect, among other things, the change in method of effecting the Acquisition (including, without limitation the inclusion of an acceptance condition set at 90.0 per cent. of the Alliance Shares to which such Offer relates (or such other percentage as Bidco and Alliance may, subject to the rules of the Takeover Code and the terms of the Co-operation Agreement, and with the consent of the Panel, decide (being in any case more than 50.0 per cent.)) and the amendment referred to in Appendix 1 to this Announcement). Upon sufficient acceptances being received in respect of such Takeover Offer and/or sufficient Alliance Shares otherwise being acquired, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining Alliance Shares in respect of which the Takeover Offer has not been accepted.

Investors should be aware that Bidco may purchase Alliance 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 or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

Rule 2.9

For the purposes of Rule 2.9 of the Takeover Code, Alliance confirms that, as at the Latest Practicable Date, it had in issue 540,565,539 ordinary shares of £0.01 each. The International Securities Identification Number (ISIN) number of the ordinary shares is GB0031030819.

APPENDIX 1

CONDITIONS TO AND FURTHER TERMS OF THE SCHEME AND THE ACQUISITION

Part A : Conditions to the Scheme and the Acquisition

Long Stop Date

1. The Acquisition will be conditional upon the Scheme becoming unconditional and becoming Effective, subject to the provisions of the Takeover Code, by no later than 11.59 p.m. on the Long Stop Date or such later date (if any) as Bidco and Alliance may, with the consent of the Panel, agree and (if required) the Court may allow.

Scheme approval

2. The Scheme will be conditional upon:
 - (a) (i) its approval by a majority in number of the Scheme Shareholders on the register of members of Alliance at the Voting Record Time, present and voting (and entitled to vote), either in person or by proxy, at the Court Meeting (or at any adjournment of that Meeting) and who represent at least 75 per cent. in value of the Scheme Shares voted by those Scheme Shareholders; and (ii) such Court Meeting being held on or before the 22nd day after the expected date of such Meeting to be set out in the Scheme Document (or such later date as may be agreed by Bidco and Alliance and, if required, the Court may allow);
 - (b) (i) all Resolutions being duly passed by the requisite majority or majorities of Alliance Shareholders at the General Meeting (or at any adjournment of that Meeting); and (ii) such General Meeting being held on or before the 22nd day after the expected date of such Meeting to be set out in the Scheme Document (or such later date as may be agreed by Bidco and Alliance and, if required, the Court may allow); and
 - (c) (i) the sanction of the Scheme by the Court (with or without modification, but subject to any modification being on terms acceptable to Alliance and Bidco) and the delivery of a copy of the Court Order to the Registrar of Companies; and (ii) the Sanction Hearing being held on or before the 22nd day after the expected date of such hearing to be set out in the Scheme Document (or such later date as may be agreed by Bidco and Alliance with the consent of the Panel, and the Court may approve (if such approval is required)).

Regulatory clearances

In addition, subject as stated in Part B below and to the requirements of the Panel, Bidco and Alliance have agreed that the Acquisition will be conditional upon the following Conditions and, accordingly, the Court Order will not be delivered to the Registrar of Companies unless such Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

3. a notification having been made to the Italian Presidency of the Council of Ministers ("**Presidency**") pursuant to Article 2 of Italian Law Decree No. 21/2012, converted by Italian Law No. 56/2012 ("**Italian FDI Law**"), and the Presidency having, within the relevant review period set forth by Article 2 of the Italian FDI Law:
 - (a) issued a decision that the transaction notified does not fall within the scope of the Italian FDI law;
 - (b) issued a decision that authorises the transaction notified without any conditions, prescriptions, recommendations or similar measures to be complied with;
 - (c) issued a decision that authorises the transaction notified with conditions, prescriptions, recommendations or similar measures reasonably acceptable to Bidco; or
 - (d) the relevant review period set forth by Article 2 of Law Decree No. 21/2012 has expired with no express decision of the Presidency;

4. a notification having been made in respect of obtaining French foreign investment clearance pursuant to Articles L. 151-3 and R. 151-1 et seq. of the French Monetary and Financial Code and the French Ministry of the Economy having:
 - (a) issued a decision stating the non-applicability of the French foreign investment regulations;
 - (b) issued a decision that authorises the transaction notified without any conditions, prescriptions, recommendations or similar measures to be complied with; or
 - (c) issued a decision that authorises the transaction notified with the imposition of conditions, prescriptions, recommendations or similar measures reasonably acceptable to Bidco;

5. a notification having been made to the German Federal Ministry for Economic Affairs and Climate Action (Bundesministerium für Wirtschaft und Klimaschutz ("**BMWK**")) and:
 - (a) the BMWK having issued a clearance certificate (Freigabe) pursuant to section 58a(1) sentence 1 of the German Foreign Trade and Payments Ordinance (Außenwirtschaftsverordnung ("**AWV**")) in relation to the transaction notified;
 - (b) a clearance certificate being deemed to have been issued pursuant to section 58a(2) AWV in conjunction with section 14a(1) no. 1 and (3) sentence 1 of the German Foreign Trade and Payments Act (Außenwirtschaftsgesetz – "**AWG**") because the BMWK did not commence a formal investigation of the transaction notified pursuant to section 55(1) and (3) AWV within the period prescribed by section 14a(1) no. 1 AWG; or

- (c) in the case of a formal investigation pursuant to section 55(1) and (3) AWW, the BMWK having, within the period prescribed by section 59(1) AWW in conjunction with section 14a(1) no. 2, (6) and (7), either (i) not prohibited the transaction notified and such period having expired or (ii) issued binding orders (Anordnungen) reasonably acceptable to Bidco; or
 - (d) the BMWK having declared in writing that the transaction notified does not fall within the scope of German foreign investment regime or may be consummated despite pending proceedings under AWG and AWW; and
6. if closing has not occurred prior to, or within ten (10) days of, the date on which the Third Country Transactions Act 2023 (the "**Screening Act**") is commenced into Irish law, a notification having been made to the Minister for Enterprise, Trade and Employment in Ireland (the "**Irish Minister**") under the Screening Act and the Irish Minister having:
- (a) informed the parties of its screening decision pursuant to Section 16(2) of the Screening Act that (a) the transaction notified does not affect, or would not be likely to affect, the security or public order of the Republic of Ireland or (b) the transaction notified affects, or would be likely to affect, the security or public order of the Republic of Ireland and the Minister makes a direction under Section 18(3) in relation to the transaction notified, provided the terms of such direction are reasonably acceptable to Bidco; or
 - (b) the period specified in Section 16(3) of the Screening Act, including, if applicable, any period of extension pursuant to Section 20 of the Screening Act, having elapsed without the Irish Minister having made a screening decision.

General Conditions

In addition, subject as stated in Part B below and to the requirements of the Panel, Bidco and Alliance have agreed that the Acquisition will be conditional upon the following Conditions and, accordingly, the Court Order will not be delivered to the Registrar of Companies unless such Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

Notifications, waiting periods and Authorisations

7. other than in respect of the Conditions referred to in paragraphs 3 and 6, all material mandatory notifications, filings or applications in connection with the Acquisition having been made and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory and regulatory obligations in any jurisdiction having been complied with in each case in respect of the Acquisition and its implementation and all Authorisations necessary in respect of the Acquisition and, except pursuant to Chapter 3 of Part 28 of the Companies Act, the acquisition of any shares or other securities in, or control or management of, Alliance or any other member of the Wider Alliance Group by any member of the Wider Bidco Group having been obtained in

terms and a form reasonably acceptable to Bidco from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any person or bodies with whom any member of the Wider Alliance Group or the Wider Bidco Group has entered into contractual arrangements in each case where the consequence of a failure to make such notification or filing or to wait for the expiry, lapse or termination of any such waiting period or other time period or to comply with such obligation or obtain such Authorisation would be unlawful in any relevant jurisdiction or be material in the context of the Wider Alliance Group taken as a whole or in the Wider Bidco Group taken as a whole and all such Authorisations remaining in full force and effect at the time at which the Acquisition becomes otherwise unconditional and there being no notice or intimation of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations as a result of the Acquisition;

General antitrust and regulatory

8. no antitrust regulator or Third Party having (i) given notice of a decision to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference (and in each case, not having withdrawn the same), or (ii) having required any action to be taken or otherwise having done anything, or (iii) having enacted, made or proposed any statute, regulation, decision, order or change to published practice (and in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to, in each case to an extent or in a manner which is material in the context of the Wider Alliance Group or the Wider Bidco Group, as the case may be, in each case, taken as a whole in the context of the Acquisition:
- (a) require, prevent or delay the divestiture or materially alter the terms envisaged for such divestiture by any member of the Wider Bidco Group or by any member of the Wider Alliance Group of all or any part of its businesses, assets or property or impose any limitation on the ability of all or any of them to conduct their businesses (or any part thereof) or to own, control or manage any of their assets or properties (or any part thereof);
 - (b) except pursuant to Chapter 3 of Part 28 of the Companies Act, require any member of the Wider Bidco Group or the Wider Alliance Group to acquire or offer to acquire any shares, other securities (or the equivalent) or interest in any member of the Wider Alliance Group or any asset owned by any Third Party (other than in the implementation of the Acquisition);
 - (c) impose any material limitation on, or result in a delay in, the ability of any member of the Wider Bidco Group directly or indirectly to acquire, hold or to exercise effectively all or any rights of ownership in respect of shares or any other securities in any member of the Wider Alliance Group or on the ability of any member of the Wider Alliance Group or any member of the Wider Bidco Group directly or indirectly to hold or exercise effectively all or any rights of ownership in respect of shares or other securities (or the equivalent)

in, or to exercise voting or management control over, any member of the Wider Alliance Group;

- (d) otherwise adversely affect any or all of the business, assets, profits or prospects of any member of the Wider Alliance Group or any member of the Wider Bidco Group to an extent which is material in the context of the Wider Bidco Group or the Wider Alliance Group in either case taken as a whole;
- (e) result in any member of the Wider Alliance Group or any member of the Wider Bidco Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (f) make the Acquisition, its implementation or the acquisition of any shares or other securities in, or control or management of, Alliance or any member of the Wider Alliance Group by any member of the Wider Bidco Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise, directly or indirectly prevent or prohibit, restrict, restrain, or delay or otherwise interfere with the implementation of, or impose additional conditions or obligations with respect to or otherwise challenge, impede or interfere therewith;
- (g) require, prevent or delay a divestiture by any member of the Wider Bidco Group of any shares or other securities (or the equivalent) in any member of the Wider Alliance Group or any member of the Wider Bidco Group; or
- (h) impose any limitation on the ability of any member of the Wider Alliance Group to conduct, integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Bidco Group and/or the Wider Alliance Group which is adverse to and material in the context of the Wider Alliance Group taken as a whole in the context of the Acquisition,

and all applicable waiting and other time periods (including any extensions of them) during which any such antitrust regulator or Third Party could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference or take any other step under the laws of any jurisdiction in respect of the Acquisition or the acquisition of any Alliance Shares or otherwise intervene having expired, lapsed or been terminated;

Certain matters arising as a result of any arrangement, agreement, etc.

- 9. except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider Alliance Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject to or any event or circumstance which, as a consequence of the Acquisition or the proposed acquisition or the acquisition by any member of the Wider Bidco Group of any shares or other securities (or the equivalent) in Alliance or because of

a change in the control or management of any member of the Wider Alliance Group or otherwise, would or might reasonably be expected to result in any of the following, in each case to an extent which is material and adverse in the context of the Wider Alliance Group, or the Wider Bidco Group, in either case taken as a whole, or in the context of the Acquisition:

- (a) any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider Alliance Group being or becoming repayable, or capable of being declared repayable, immediately or before its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
- (b) save in the ordinary and usual course of business, the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property, assets or interests of any member of the Wider Alliance Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) being enforced or becoming enforceable;
- (c) any such arrangement, agreement, lease, licence, franchise, permit or other instrument being terminated or adversely modified or the rights, liabilities, obligations or interests of any member of the Wider Alliance Group being terminated or adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
- (d) any liability of any member of the Wider Alliance Group to make any severance, termination, bonus or other payment to any of its directors, or other officers;
- (e) the rights, liabilities, obligations, interests or business of any member of the Wider Alliance Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider Alliance Group in or with any other person or body or firm or company (or any arrangement or agreement relating to any such interests or business) being or becoming capable of being terminated, or adversely modified or adversely affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
- (f) any member of the Wider Alliance Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (g) the financial or trading position or prospects of, any member of the Wider Alliance Group being prejudiced or adversely affected; or

- (h) the creation or acceleration of any liability (actual or contingent) by any member of the Wider Alliance Group, other than trade creditors or other liabilities incurred in the ordinary course of business,

and, no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider Alliance Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 9(a) to (h);

Certain events occurring since 31 December 2023

10. except as Disclosed, no member of the Wider Alliance Group having, to the extent which is material in the context of the Wider Alliance Group taken as a whole, since 31 December 2023:

- (a) issued or agreed to issue or authorised or proposed or announced its intention to authorise or propose the issue, of additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised or proposed the transfer or sale of Alliance Shares out of treasury (except, where relevant, as between Alliance and wholly-owned subsidiaries of Alliance or between the wholly-owned subsidiaries of Alliance and except for the issue or transfer out of treasury of Alliance Shares on the exercise of employee share options or vesting of employee share awards in the ordinary course under the Alliance Share Plans);
- (b) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution (whether payable in cash or otherwise) other than dividends (or other distributions whether payable in cash or otherwise) lawfully paid or made by any wholly-owned subsidiary of Alliance to Alliance or any of its wholly-owned subsidiaries;
- (c) other than pursuant to the Acquisition (and except for transactions between Alliance and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Alliance and transactions in the ordinary course of business) implemented, effected, authorised or proposed or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings;
- (d) (except for transactions between Alliance and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Alliance and transactions in the ordinary course of business), disposed of, or transferred, mortgaged or created any security interest over any material asset or any right, title or

interest in any material asset or authorised, proposed or announced any intention to do so;

- (e) (except for transactions between Alliance and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Alliance), issued, authorised or proposed or announced an intention to authorise or propose, the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability or incurred or increased any indebtedness;
- (f) entered into any licence or disposal of material intellectual property rights of any member of the Wider Alliance Group;
- (g) entered into or varied or authorised, proposed or announced its intention to enter into or vary any material contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) except in the ordinary course of business which is of a long term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of a nature or magnitude which is reasonably likely to be restrictive on the business of any member of the Wider Alliance Group;
- (h) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary adversely the terms of any contract, service agreement, commitment or arrangement with any director or, except for salary increases, bonuses or variations of terms each in the ordinary course, senior executive of any member of the Wider Alliance Group, save as agreed by the Panel (if required);
- (i) proposed, agreed to provide or modified the terms of any share option scheme (including the Alliance Share Plans), incentive scheme or other benefit relating to the employment or termination of employment of any employee of the Wider Alliance Group, other than as contemplated in the Co-operation Agreement and save as agreed by the Panel (if required);
- (j) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, except in respect of the matters mentioned in sub-paragraph (a) above, made any other change to any part of its share capital;
- (k) (except for claims between Alliance and its wholly-owned subsidiaries or between the wholly-owned subsidiaries of Alliance), waived, compromised or settled any claim otherwise than in the ordinary course of business, to the extent which is material in the context of the Wider Alliance Group taken as a whole or in the context of the Acquisition;
- (l) terminated or varied the terms of any agreement or arrangement between any member of the Wider Alliance Group and any other person in a manner

which would or might reasonably be expected to have an adverse effect on the financial position of the Wider Alliance Group taken as a whole;

- (m) except as disclosed on publicly available registers, made any alteration to its articles of association or other constitutional documents (other than in connection with the Scheme);
- (n) except in relation to changes made or agreed as a result of, or arising from, changes to law or legislation or otherwise in the ordinary course, made or agreed or consented to any change to:
 - (i) the terms of the trust deeds and rules (or other applicable governing documentation) constituting the pension scheme(s) established by any member of the Wider Alliance Group for its directors, employees or their dependants;
 - (ii) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
 - (iii) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
 - (iv) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to;
- (o) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- (p) other than in respect of a member of the Wider Alliance Group which is dormant and was solvent at the relevant time, taken or proposed any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
- (q) (except for transactions between Alliance and its wholly-owned subsidiaries or between the wholly-owned subsidiaries), made, authorised, proposed or announced an intention to propose any change in its loan capital;

- (r) entered into, implemented or authorised the entry into, any joint venture, asset or profit sharing arrangement, partnership, assignment, commitment, merger of business or corporate entities or other similar transaction or arrangement (other than the Scheme);
- (s) having taken (or agreed or proposed to take) any action which requires or would require, the consent of the Panel or the approval of Alliance Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the Takeover Code; or
- (t) entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 10;

No adverse change, litigation, regulatory enquiry or similar

11. except as Disclosed, since 31 December 2023 there having been:

- (a) no adverse change, and no circumstance having arisen which would or might be expected to result in any adverse change, in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Alliance Group which is material in the context of the Wider Alliance Group taken as a whole;
- (b) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against or in respect of, any member of the Wider Alliance Group or to which any member of the Wider Alliance Group is or may become a party (whether as claimant, defendant or otherwise) having been threatened, announced, instituted or remaining outstanding by, against or in respect of, any member of the Wider Alliance Group, in each case which is or might reasonably be expected to have a material adverse effect on the Wider Alliance Group taken as a whole;
- (c) no enquiry, review or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider Alliance Group having been threatened, announced or instituted or remaining outstanding by, against or in respect of any member of the Wider Alliance Group, in each case which might reasonably be expected to have a material adverse effect on the Wider Alliance Group taken as a whole;
- (d) no contingent or other liability having arisen or become apparent to Bidco or increased other than in the ordinary course of business which is reasonably likely to affect adversely the business, assets, financial or trading position or profits or prospects of any member of the Wider Alliance Group to an extent which is material in the context of the Wider Alliance Group taken as a whole;

- (e) no steps having been taken and no omissions having been made which are reasonably likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Alliance Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which might reasonably be expected to have a material adverse effect on the Wider Alliance Group taken as a whole or is material in the context of the Acquisition; or
- (f) no member of the Wider Alliance Group having conducted its business in breach of any applicable laws or regulations which is material in the context of the Wider Alliance Group taken as a whole or in the context of the Acquisition;

No discovery of certain matters regarding information, liabilities and environmental issues

12. except as Disclosed, and in each case which is material in the context of the Wider Alliance Group taken as a whole or in the context of the Acquisition, Bidco not having discovered:

- (a) any financial, business or other information concerning the Wider Alliance Group publicly announced before the date of this Announcement or disclosed at any time to any member of the Wider Bidco Group by or on behalf of any member of the Wider Alliance Group before the date of this Announcement is misleading, contains a material misrepresentation of any fact, or omits to state a fact necessary to make that information not misleading;
- (b) any member of the Wider Alliance Group or any partnership, company or other entity in which any member of the Wider Alliance Group has a significant economic interest and which is not a subsidiary undertaking of Alliance is, otherwise than in the ordinary course of business, subject to any liability, contingent or otherwise;
- (c) any past or present member of the Wider Alliance Group has not complied with all applicable legislation, regulations or other requirements of any jurisdiction or any Authorisations relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any material liability including any penalty for non-compliance (whether actual or contingent) on the part of any member of the Wider Alliance Group;
- (d) there has been a disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm human or animal health

which (whether or not giving rise to non-compliance with any law or regulation), would be likely to give rise to any material liability (whether actual or contingent) on the part of any member of the Wider Alliance Group;

- (e) there is or is reasonably likely to be any obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider Alliance Group (or on its behalf), or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto; or
- (f) circumstances exist (whether as a result of making the Acquisition or otherwise) which would be reasonably likely to lead to any Third Party instituting (or whereby any member of the Wider Alliance Group would be likely to be required to institute), an environmental audit or take any steps which would in any such case be reasonably likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or any asset now or previously owned, occupied or made use of by any past or present member of the Wider Alliance Group (or on its behalf) or by any person for which a member of the Wider Alliance Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest;

Intellectual property

- 13.** except as Disclosed, and in each case which is material and adverse in the context of the Wider Alliance Group taken as a whole or in the context of the Acquisition, Bidco not having discovered:
- (a) any member of the Wider Alliance Group losing its title to any intellectual property used in its business, or any intellectual property owned by the Wider Alliance Group being revoked, cancelled or declared invalid;
 - (b) any claim being asserted in writing or threatened in writing by any person challenging the ownership of any member of the Wider Alliance Group to, or the validity or effectiveness of, any of its intellectual property; or
 - (c) any agreement regarding the use of any intellectual property licensed to or by any member of the Wider Alliance Group being terminated or varied; and

Anti-corruption, sanctions and criminal property

14. except as Disclosed, Bidco not having discovered:

- (a) any past or present member of the Wider Alliance Group or any person that performs or has performed services for or on behalf of the Wider Alliance Group (including any officer or employee thereof) is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977, as amended, or any other applicable anti-corruption legislation;
- (b) any asset of any member of the Wider Alliance Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition) or proceeds of crime under any other applicable law, rule, or regulation concerning money laundering or proceeds of crime or any member of the Wider Alliance Group is found to have engaged in activities constituting money laundering under any applicable law, rule, or regulation concerning money laundering;
- (c) any past or present member, officer or senior employee of the Wider Alliance Group, has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (i) any government, entity or individual in respect of which US, UK or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by applicable US, UK or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control or HM Treasury; or (ii) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states, save that this shall not apply if and to the extent that it is or would be unenforceable by reason of breach of any applicable Blocking Law; or
- (d) a member of the Wider Alliance Group has engaged in any transaction or conduct which would cause any member of the Wider Bidco Group to be in breach of any applicable law or regulation upon completion of the Acquisition, including the economic sanctions of the United States Office of Foreign Assets Control or HM Treasury, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states, save that this shall not apply if and to the extent that it is or would be unenforceable by reason of breach of any applicable Blocking Law.

Part B : Certain further terms of The Acquisition

- 1.** The Acquisition will be subject to the satisfaction (or waiver, if capable of waiver) of the Conditions, and to the full terms and conditions which will be set out in the Scheme Document, and such further terms as may be required to comply with the provisions of the Takeover Code.
- 2.** The Scheme will be subject to the fulfilment (or waiver, if permitted) of the Conditions set out in Part A of this Appendix 1, to the further terms set out in this Part B of Appendix 1, and to the full terms and conditions which will be set out in the Scheme Document, and such further terms as may be required to comply with the provisions of the Takeover Code.
- 3.** Notwithstanding paragraphs 1 and 2 above, subject to the requirements of the Panel and the Takeover Code, Bidco reserves the right in its sole discretion, to waive:
 - (a)** the deadline set out in Condition 1 of Part A of this Appendix 1 above, and any deadlines set out in Condition 2 of Part A of this Appendix 1 above for the timing of the Court Meeting, the General Meeting and the Sanction Hearing. If any such deadline is not met, Bidco shall make an announcement by 8.00 a.m. on the Business Day following such deadline confirming whether it has invoked or waived the relevant Condition or agreed with Alliance to extend the deadline in relation to the relevant Condition in accordance with the terms on which such deadline may be extended. In all other respects, Conditions 1 and 2 of Part A of this Appendix 1 above cannot be waived; and
 - (b)** in whole or in part, all or any of Conditions 3 to 13 (inclusive) of Part A of this Appendix 1 above.
- 4.** Bidco shall be under no obligation to waive (if capable of waiver) or treat as satisfied any of the Conditions that it is entitled (with the consent of the Panel and subject to the requirements of the Takeover Code) to invoke, by a date earlier than the latest date specified above for the fulfilment or waiver thereof, notwithstanding that the other Conditions may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- 5.** If Bidco is required by the Panel to make an offer for Alliance Shares under the provisions of Rule 9 of the Takeover Code, Bidco may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
- 6.** Under Rule 13.5(a) of the Takeover Code and subject to paragraph 8, Bidco may only invoke a Condition that is subject to Rule 13.5(a) of the Takeover Code so as to cause the Acquisition not to proceed, to lapse or to be withdrawn with the consent of the Panel. The Panel will normally only give its consent if the circumstances which give rise to the right to invoke the Condition are of material significance to Bidco in the context of the Acquisition.

This will be judged by reference to the facts of each case at the time that the relevant circumstances arise.

7. Any condition that is subject to Rule 13.5(a) of the Takeover Code may be waived by Bidco.
8. Conditions 1 and 2 of Part A above (and, if applicable, any acceptance condition if the Acquisition is implemented by means of a Takeover Offer), are not subject to Rule 13.5(a) of the Takeover Code.
9. Each of the Conditions will be regarded as a separate Condition and will not be limited by reference to any other Condition.
10. Scheme Shares acquired under the Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including, without limitation, voting rights and, subject to paragraph 11 below, the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of value (whether by reduction of share capital or share premium account or otherwise) made, on or after the Effective Date.
11. If, on or after the date of this Announcement and prior to the Effective Date, any dividend, distribution or other return of value is proposed, declared, paid or made or becomes payable by Alliance in respect of Alliance Shares, Bidco reserves the right (without prejudice to any right of Bidco, with the consent of the Panel, to invoke Condition 10(b) of Part A above) to reduce the Consideration to reflect the aggregate amount of such dividend, distribution or other return of value, in which case: (a) any reference in this Announcement or in the Scheme Document to the Consideration for the Scheme Shares will be deemed to be a reference to the Consideration as so reduced; and (b) the relevant eligible Alliance Shareholders will be entitled to receive and retain such dividend or distribution. To the extent that any such dividend, distribution or other return of value is announced, declared, made or paid is: (i) transferred pursuant to the Acquisition on a basis which entitles Bidco to receive the dividend, distribution or other return of value and to retain it; or (ii) cancelled before payment, the Consideration will not be subject to change in accordance with this paragraph 11. Any exercise by Bidco of its rights referred to in this paragraph 11 shall be the subject of an announcement and the consent of the Panel and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the Acquisition.
12. 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 as an alternative to the Scheme. In such an event, the Takeover Offer will 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 and subject to appropriate amendments to reflect, among other things, the change in method of effecting the Acquisition (including, without limitation the inclusion of an acceptance condition set at 90.0 per cent. of the Alliance Shares to which such Offer relates (or such other percentage

as Bidco and Alliance may, subject to the rules of the Takeover Code and the terms of the Co-operation Agreement, and with the consent of the Panel, decide (being in any case more than 50 per cent.)). Upon sufficient acceptances being received in respect of such Takeover Offer and/or sufficient Alliance Shares otherwise being acquired, Bidco intends to exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Companies Act so as to acquire compulsorily the remaining Alliance Shares in respect of which the Takeover Offer has not been accepted.

- 13.** With the agreement of Alliance, Bidco reserves the right for any other entity directly or indirectly majority owned by DBAY Affiliates from time to time (other than Bidco) to implement the Acquisition. In such an event, the terms of the Alternative Offer and, in particular, the rights of the Rollover Shares, will be the same, other than in respect of the issuing entity.
- 14.** The availability of the Acquisition to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Any person who is subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about and observe any applicable requirements.
- 15.** The Acquisition (including the Alternative Offer) is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of 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, or any other jurisdiction where to do so would violate the laws of that jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within any such jurisdiction.
- 16.** This Announcement and any rights or liabilities arising hereunder, the Acquisition and the Scheme, and any proxies will be governed by the laws of England and Wales and will be subject to the jurisdiction of the courts of England and Wales and to the Conditions and further terms set out in this Appendix 1 to be set out in the Scheme Document. The Co-operation Agreement and any dispute or claim arising out of, or in connection with it, (whether contractual or noncontractual in nature) is governed by the laws of England and Wales (save to the extent expressly set out therein) and is subject to the jurisdiction of the courts of England and Wales. The Scheme will be subject to the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange (including the AIM Rules), the FCA and the Registrar of Companies.

APPENDIX 2
SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement, unless otherwise stated or the context otherwise requires, the following sources and bases have been used:

1. The "**Latest Practicable Date**" for the purposes of this Announcement means close of business on 9 January 2025 (being the last Business Day before the date of this Announcement).
2. The equity value of Alliance's entire issued and to be issued ordinary share capital has been calculated on the basis of 559,525,263 Alliance Shares, comprising:
 - (a) 540,565,539 Alliance Shares in issue as at the Latest Practicable Date; *plus*
 - (b) 18,959,724 Alliance Shares which may be issued on or after the date of this Announcement on the exercise of options granted under the Alliance Share Plans (as set out in Schedule 2 of the Co-operation Agreement).
3. The value of the Acquisition, based on the Cash Offer, of £349,703,289 is calculated on the basis of the issued and to be issued share capital of Alliance (as set out in paragraph 2 above).
4. The premium calculations to the price per Scheme Share used in this Announcement have been calculated by reference to:
 - (a) the Closing Price on 9 January 2025 (being the last Business Day before the commencement of the Offer Period) of 44.4 pence per Alliance Share, derived from the AIM appendix to the Daily Official List;
 - (b) the Closing Price on 8 May 2024 (being the last Business Day prior to DBAY's initial approach to the Alliance Board) of 29.4 pence per Alliance Share, derived from the AIM appendix to the Daily Official List;
 - (c) the six-month volume weighted average price of 41.5 pence per Alliance Share ended on 9 January 2025 (being the last Business Day before the commencement of the Offer Period) derived from Bloomberg; and
 - (d) the twelve-month volume weighted average price of 38.0 pence per Alliance Share ended on 9 January 2025 (being the last Business Day before the commencement of the Offer Period) derived from Bloomberg.
5. Alliance calculates Underlying EBITDA by taking profit before tax and financing costs, excluding non-underlying items and adding back depreciation and amortisation. For the year ended 31 December 2023, non-underlying items comprised amortisation of acquired intangible assets, impairment of goodwill and intangible assets, a CMA provision release, and other one-off legal and professional costs.

6. The Closing Price on any particular date is taken from the AIM appendix to the Daily Official List.
7. Volume-weighted average prices have been derived from Bloomberg and have been rounded to the nearest single decimal place.
8. Unless otherwise stated, the financial information of Alliance is extracted or derived (without any adjustment) from the 2023 Alliance Annual Report, prepared in accordance with IFRS.
9. The statement *"The business continues to have a material proportion of its revenue in China (30 per cent. of FY23 see-through revenue) and a much larger proportion of profit"* is based upon internal Alliance calculations.
10. Certain figures included in this Announcement have been subject to rounding adjustments.

APPENDIX 3
IRREVOCABLE UNDERTAKINGS

The following Alliance Directors have given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting and, if Bidco exercises its right to implement the Acquisition by way of a Takeover Offer (subject to the consent of the Panel), to accept or procure acceptance of such Takeover Offer, in each case in respect of their own legal and/or beneficial holdings (or those Alliance Shares over which they have control) of Alliance Shares as well as any further Alliance Shares of which they may become the legal and/or beneficial holder (whether as a result of the exercise of options or vesting of awards under the Alliance Share Plans or otherwise):

Name	Total Number of Alliance Shares	Percentage of Scheme Shares in issue as at the Latest Practicable Date
Andrew Franklin	192,911	0.05%
Richard Jones	68,000	0.02%
Total	260,911	0.07%

Nick Sedgwick currently holds an Unapproved Option to acquire 906,862 Alliance Shares granted to him under the Alliance LTIP but he does not currently hold any Alliance Shares (nor does he currently hold any other options or awards over, or interests in, any Alliance Shares). He has irrevocably undertaken to accept (or procure the acceptance of) the Rollover Proposal (further details of which are set out in the Co-operation Agreement) to be made by Bidco pursuant to Rule 15 of the Takeover Code in respect of the entirety of his Unapproved Option. To the extent that he acquires any Alliance Shares following the date of this Announcement, he has irrevocably undertaken to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept or procure the acceptance of such Takeover Offer) in respect of such Alliance Shares (and to procure the acceptance in respect of the holdings of Alliance Shares of certain persons connected with him).

These irrevocable undertakings remain binding in the event a higher competing offer is made for Alliance and will only cease to be binding if:

- (a) Bidco announces, with the consent of the Panel, that it does not intend to proceed with the Acquisition and no new, revised or replacement scheme of arrangement (or Takeover Offer) is announced by Bidco in accordance with Rule 2.7 of the Takeover Code;
- (b) if the Scheme Document or Offer Document (as the case may be) has not been posted within 28 days of the issue of this Announcement (or within such longer period as Bidco, with the consent of the Panel, determines), provided that if the Acquisition was initially being implemented by way of a Scheme and Bidco elects to exercise its right to

implement the Acquisition by way of an Offer, or vice versa, the time period referenced in this paragraph (b) shall be extended to refer to within 28 days of the issue of the press announcement announcing the change in structure (or such other date for the posting of the Offer Document or Scheme Document (as applicable) as the Panel may require);
or

- (c) on the earlier of: (a) the Long Stop Date; or (b) the date on which the Scheme is withdrawn or lapses in accordance with its terms, unless it is withdrawn or lapses as a result of Bidco exercising its right to implement the Acquisition by way of a Takeover Offer in accordance with the Takeover Code rather than by way of a Scheme or vice versa.

APPENDIX 4
THE WIDER BIDCO GROUP AND THE ROLLOVER SHARES

1. Additional information in respect of the Wider Bidco Group

As at the date of this Announcement the Wider Bidco Group is controlled by DBAY Affiliates and was formed for the purpose of implementing the Acquisition.

As at the date of this Announcement, the Wider Bidco Group comprises Equityco, Topco, Midco, Holdco 1, Holdco 2, Holdco 3 and Bidco. None of the members of the Wider Bidco Group have traded since the date of their incorporation nor entered into any obligations other than in connection with the Acquisition and its financing.

The holding company of the Wider Bidco Group is Equityco, a limited company incorporated in the Isle of Man on 11 December 2024 under the IoM Companies Act with registered number 022243V. The share capital of Equityco currently comprises 1 ordinary share of £0.01 which is held by a DBAY Affiliate. Equityco will be reorganised on or around the Effective Date so that it comprises A ordinary shares of £0.01 each held by a DBAY Affiliate and B ordinary shares of £0.01 each to be held by Fixtaia, on the terms to be set out in the Scheme Document.

Equityco is the sole shareholder of Topco, a limited company which was also incorporated in the Isle of Man on 3 December 2024 under the IoM Companies Act with registered number 022219V. The share capital of Topco currently comprises 1 ordinary share of £0.01. Topco will be reorganised on or around the Effective Date so that it comprises A ordinary shares of £0.01 each held by Equityco and B ordinary shares of £0.01 each to be held by the ERES IV Fund, on the terms to be set out in the Scheme Document.

Topco is the sole shareholder of Midco, a limited company which was also incorporated in the Isle of Man on 3 December 2024 under the IoM Companies Act with registered number 022218V. The share capital of Midco currently comprises 1 ordinary share of £0.01 but will be reorganised on or around the Effective Date so that it comprises Midco A Shares, Midco C Shares and Rollover Shares on the terms to be set out in the Scheme Document. The Midco A Shares will be held by Topco, the Midco C Shares will be held by Three Hills and Barings, and the Rollover Shares will be held by the Alliance Shareholders who elect for the Alternative Offer.

Midco is the sole shareholder of Holdco 1, a private limited company incorporated in England and Wales on 10 December 2024 under the Companies Act with registered number 16127191. The share capital of Holdco 1 currently comprises 100 ordinary shares of £0.01.

Holdco 1 is the sole shareholder of Holdco 2, a private limited company which was also incorporated in England and Wales on 10 December 2024 under the Companies Act with registered number 16127566. The share capital of Holdco 2 currently comprises 100 ordinary shares of £0.01.

Holdco 2 is the sole shareholder of Holdco 3, a private limited company which was also incorporated in England and Wales on 10 December 2024 under the Companies Act with registered number 16127913. The share capital of Holdco 3 currently comprises 100 ordinary shares of £0.01.

Holdco 3 is the sole shareholder of Bidco, a private limited company which was also incorporated in England and Wales on 10 December 2024 under the Companies Act with registered number 16128235. The share capital of Bidco currently comprises 100 ordinary shares of £0.01.

2. Rollover Mechanics

If the Scheme becomes Effective, Scheme Shareholders that validly elect to receive consideration by means of the Alternative Offer will receive their Rollover Shares in Midco pursuant to the Rollover whereby on or shortly following the Effective Date:

- (a) **First Exchange** - firstly, the relevant Scheme Shares of the relevant electing Scheme Shareholders will be exchanged for loan notes of a commensurate value to be issued by Bidco pursuant to the Scheme (the "**Bidco Rollover Securities**");
- (b) **Second Exchange** - secondly, and immediately following the First Exchange, the Bidco Rollover Securities will be exchanged for loan notes of a commensurate value to be issued by Holdco 3 (the "**Holdco 3 Rollover Securities**");
- (c) **Third Exchange** - thirdly, and immediately following the Second Exchange, the Holdco 3 Rollover Securities will be exchanged for loan notes of a commensurate value to be issued by Holdco 2 (the "**Holdco 2 Rollover Securities**");
- (d) **Fourth Exchange** - fourthly, and immediately following the Third Exchange, the Holdco 2 Rollover Securities will be exchanged for loan notes of a commensurate value to be issued by Holdco 1 (the "**Holdco 1 Rollover Securities**"); and
- (e) **Fifth Exchange** - finally, and immediately following the Fourth Exchange, the Holdco 1 Rollover Securities will be exchanged for the relevant number of Rollover Shares in Midco to which eligible Scheme Shareholders are entitled in accordance with the Alternative Offer,

provided that each of the Second Exchange, Third Exchange, Fourth Exchange and Fifth Exchange will be subject to and conditional on the exercise of a put option by the relevant transferor, or a call option by the relevant transferee, in relation to the securities to be exchanged. As noted above, Scheme Shareholders who elect for the Alternative Offer will be required, pursuant to a power of attorney granted by them pursuant to the Scheme, to adhere to the Midco Shareholders' Agreement as a condition of such election. The power of attorney will also provide for the signing on behalf of such Scheme Shareholder (in such form as Bidco may require) of the put and call option deeds and/or any exchange agreement, transfer, instrument, or other document deemed by Bidco (in its absolute discretion) to be necessary or desirable to effect the Rollover as conditions of such election, including any appropriate employment tax election.

3. Midco share capital

The Rollover Shares will be B ordinary shares of £0.01 each in the capital of Midco, allotted and issued credited as fully paid. The Rollover Shares will hold no voting rights in Midco (except in certain very limited circumstances including where required pursuant to the Midco Articles or the Companies Act) but will otherwise rank *pari passu* in all respects with the Midco A Shares and the

Midco C Shares in issue at the time that the Rollover Shares are allotted and issued, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date, and on any return of capital or exit.

For the purposes of Rule 24.11 of the Takeover Code, Investec will provide an estimate of the value of a Rollover Share in the Scheme Document.

Upon the Scheme becoming Effective, Midco will issue Rollover Shares to the Scheme Shareholders who have elected for the Alternative Offer pursuant to the terms of the Alternative Offer. Midco A Shares will also be issued to Topco in respect of its funding of the cash consideration payable under the Acquisition, and to acquire the Alliance Shares currently held by DBAY Affiliates. The number of Midco A Shares issued to Topco is primarily dependent on the number of elections made for the Alternative Offer, as this will affect the number of Rollover Shares to be issued and the amount required to be subscribed by Topco in respect of the funding of the cash consideration payable under the Acquisition. Midco C Shares will be subscribed for by Three Hills and Barings in connection with their financing arrangements.

As set out below in paragraph 4 of this Appendix 4, it is anticipated that, following the Scheme becoming Effective, any further new issues of Midco Shares will be on a pre-emptive basis. There are, however, some circumstances in which the directors of Midco may issue further Midco Shares on a non-pre-emptive basis. In such circumstances, the appropriate Midco Shareholder approvals and consents shall be sought, as required; however, this may result in the interests of Scheme Shareholders who elected to take up the Alternative Offer in Midco becoming diluted over time.

4. Rights attaching to Midco Shares

The share capital of Midco will comprise one class of A ordinary shares with a nominal value of £0.01 each ("**Midco A Shares**"), one class of B ordinary shares with a nominal value of £0.01 each ("**Midco B Shares**") and one class of C ordinary shares with a nominal value of £0.01 each ("**Midco C Shares**" and together with the Midco A Shares and the Midco B Shares, the "**Midco Shares**").

Economic Rights

The economic rights described below are subject also to the risks described below and in paragraph 15 of this Announcement (for example that: (i) Rollover Shareholders may be diluted over time, potentially significantly, should Rollover Shareholders not elect to participate in further issues of additional shares, loan notes or other securities of Midco; (ii) Rollover Shareholders are not always entitled to participate in such issues; and (iii) additional securities may have different, including potentially preferential, rights to the Rollover Shares).

Subject to the above, any return of proceeds to security holders of Midco, whether on a future share sale, asset sale, listing or SPAC transaction, or winding up, in each case relating to the Midco Group (each an "**Exit**") or otherwise, including the right to receive and retain dividends and all other distributions or returns of capital made or paid shall, after the payment of costs and expenses of any such Exit, be distributed *pari passu* to each holder of Midco A Shares, Midco C Shares and Rollover Shares, pro-rata to their shareholdings. The Midco A Shares, Midco C Shares and the

Rollover Shares shall rank equally as regards any distributions, dividends, buy-backs, any other capital redemption or returns of income or capital made by Midco.

Governance and voting rights

On a poll, holders of Midco A Shares will have one vote per Midco A Share. Rollover Shares and Midco C Shares will not entitle holders of those shares to voting rights in Midco (except in certain very limited circumstances including where required pursuant to the Midco Articles or the Companies Act).

The Rollover Shareholders may collectively appoint or remove one director to the board of Midco for as long as the Rollover Shareholders collectively hold 18 per cent. or more of the Midco Shares (or such lesser amount as may be determined by the board of Midco with the consent of the holders of a majority of Midco A Shares). The director appointed by the Rollover Shareholders shall not have any veto rights at board level.

Three Hills, for so long as they hold any Midco C Shares, may also appoint, remove or replace one director to the board of Midco (the "**C Director**"). The C Director shall not have any veto rights at board level.

Any other appointment or removal of a director shall require the written consent of the holders of not less than 50 per cent. of the Midco A Shares or an ordinary resolution of Midco.

The holders of Midco A Shares may collectively appoint or remove any number of directors to the board of Midco, provided that the total number of Midco directors shall not exceed 9 (including the C Director). At any meeting of the board of Midco at which one or more directors appointed by the holders of Midco A Shares are present, such directors shall together be entitled to such number of votes as shall comprise a majority of the votes of the directors eligible to vote at such meeting.

Rollover Shares' reserved matters

The Rollover Shareholders will benefit from certain reserved matters as set out in full in the Midco Shareholders' Agreement and which require the consent of (i) the holders of 50 per cent. or more of the Rollover Shares, and (ii) each holder of Midco C Shares, including:

- (a) the allotment and issue of Midco Securities otherwise than in accordance with the Midco Shareholders' Agreement or the Midco Articles;
- (b) carrying out of a capital reduction, repurchase or redemption of any class of Midco Shares otherwise than on a reduction on a pro rata basis across all classes of Midco Shares (subject to certain limitations as further set out in the Midco Shareholders' Agreement);
- (c) entering into any new agreements, transactions or arrangements or make any material amendments to any current agreements, transactions or arrangements entered into by DBAY, Equityco, Topco or any of their respective affiliates with Midco, Holdco 1, Holdco 2, Holdco 3, Bidco or any other subsidiary of Midco;
- (d) effecting any changes to the Midco Articles, the Midco Shareholders' Agreement or the articles of, or any shareholders' agreement or similar in respect of, Midco, Holdco 1, Holdco 2, Holdco 3 or Bidco, which has an adverse effect on the rights of the Rollover

Shareholders or the holders of Midco C Shares thereunder where there is no equivalent and proportionate effect on the rights of the holders of the Midco A Shares; and

- (e) permitting Midco or any other member of the Midco Group to cease, or propose to cease, to carry on its business or permit it or its Directors (or any one of them) to take any step in relation to a winding-up, save where it is insolvent or otherwise required by law or regulation.

New Midco share issues

New issues of equity securities in Midco will be made on a pro-rata, pre-emptive basis. There are, however, some circumstances in which the directors of Midco (with the consent of the holders of 50 per cent. or more of the Midco A Shares) may issue further equity securities in Midco on a non-pre-emptive basis (including, without limitation, in connection with an employee incentive plan or to a third party as consideration for an acquisition). In such circumstances, the appropriate Midco Shareholder approvals and consents shall be sought, as required; however, this may result in the interests of Rollover Shareholders becoming diluted over time.

New shareholder debt issues

In the event that the holders of Midco A Shares advance a shareholder loan or subscribe for loan notes or other debt like securities in any member of the Midco Group, each Rollover Shareholder and holder of Midco C Shares shall be given the opportunity to advance a shareholder loan or subscribe for loan notes or other debt like securities on a pro-rata, pre-emptive basis and on the same terms as the holders of Midco A Shares. This will not apply to intra-group issues of debt securities by wholly-owned subsidiaries or any third party debt finance.

Share transfers

Rollover Shares will not be transferable except for certain categories of permitted transfer, compulsory transfers or transfers on exercise of the drag-along or tag-along rights (each as described below).

Drag-along

If the holders of more than 50 per cent. of the Midco A Shares (the "**Selling Shareholders**") agree a sale on arm's length terms of all of their shares to a bona fide third party that is not a holder of Midco A Shares or any of their affiliates or any person in which a holder of Midco A Shares or any of their affiliates has any direct or indirect economic interest (the "**Proposed Buyer**"), other than pursuant to a transaction whereby the seller receives securities in the Proposed Buyer or one of its affiliates in connection with the sale, then the Selling Shareholders may require all other shareholders to sell their shares to the Proposed Buyer on the same terms (provided that the consideration paid to such shareholders must be in cash or listed securities).

Tag-along

If any person (the "**Buyer**") proposes to acquire more than 50 per cent. of Midco Shares carrying voting rights from any person who holds Midco A Shares (the "**Seller(s)**") then the Seller(s) shall procure that, before effecting the proposed acquisition, the Buyer makes an offer (the "**Offer**") to acquire the Midco Shares held by the other shareholders (whether Midco A Shares, Midco C Shares

and/or Rollover Shares) at a price per share equal to: (i) the highest price per share paid by the Buyer in the 12 months prior to and including the sale/purchase which triggered the obligation to make the Offer; plus (ii) any supplemental consideration offered to the Sellers divided by the total number of Midco Shares being sold.

The C Shareholders shall also have a right to tag-along, pro rata, to an offer made by a Buyer for any number of Midco A Shares, such that if a Buyer proposes to acquire Midco A Shares from the Seller(s), then the Seller(s) shall procure that, before effecting the proposed acquisition, the Buyer makes an offer to acquire the same proportion of Midco C Shares from the C Shareholders as is equal to the proportion of Midco A Shares proposed to be transferred by the Seller(s) by reference to the total number of shares held by such Seller(s) prior to any proposed transfer.

APPENDIX 5
DEFINITIONS

The following definitions apply throughout this Announcement unless the context requires otherwise:

"2023 Alliance Annual Report"	the annual report and audited accounts of Alliance for the year ended 31 December 2023;
"Acquisition"	the proposed acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of Alliance, other than Excluded Shares, to be implemented by means of the Scheme (or should Bidco elect (subject to the consent of the Panel and the terms of the Co-operation Agreement) by means of a Takeover Offer) and, where the context requires, any subsequent revision, variation, extension or renewal thereof;
"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	the rules of AIM as set out in the "AIM Rules for Companies" issued by the London Stock Exchange from time to time relating to AIM traded securities and the operation of AIM;
"Alliance"	Alliance Pharma plc, incorporated in England and Wales with registered number 04241478;
"Alliance Articles"	the articles of association of Alliance as amended from time to time;
"Alliance Board"	the board of directors of Alliance from time to time;
"Alliance 2015 CSOP"	the Alliance Company Share Option Plan 2015, including the rules of the Alliance Unapproved Share Option Plan 2015 and the Alliance Share Appreciation Right Plan 2018 which are contained as addendums to the Alliance 2015 CSOP, as amended from time to time;
"Alliance Directors"	the directors of Alliance as at the date of this Announcement or, where the context so requires, the directors of Alliance from time to time;
"Alliance Group"	Alliance and its subsidiaries and its subsidiary undertakings and where the context permits, each of them;
"Alliance LTIP"	the Alliance Long Term Incentive Plan 2019, including the rules of the US Appendix and SAR Appendix, which are

	contained as an addendum to the Alliance LTIP, as amended from time to time;
"Alliance Profit Estimate"	has the meaning given to it in paragraph 9 to this Announcement
"Alliance Share Plans"	(A) the Alliance 2015 CSOP; (B) the Alliance LTIP; and (C) the Alliance Unapproved Share Option Plan;
"Alliance Shareholders"	holders of Alliance Shares;
"Alliance Shares"	the ordinary shares of £0.01 each in the share capital of Alliance from time to time;
"Alliance Unapproved Share Option Plan"	means the Alliance Share Option Plan 2006, as amended from time to time;
"Alternative Offer"	has the meaning set out in paragraph 2;
"Announcement"	this announcement (including the summary and Appendices to this announcement);
"Authorisations"	regulatory authorisations, orders, grants, recognitions, confirmations, consents, licences, clearances, certificates, permissions or approvals, in each case of a Third Party;
"Barings"	funds and entities managed and/or advised by Baring Asset Management Limited;
"Bidco"	Aegros Bidco Limited incorporated in England and Wales with registered number 16128235;
"Bid Conduct Agreement"	the bid conduct agreement entered into between a DBAY Affiliate and the ERES IV Fund dated 10 January 2025 relating to, amongst other things, the implementation of the Acquisition;
"Bidco Group"	Bidco and its subsidiaries and its subsidiary undertakings and where the context permits, each of them;
"Blocking Law"	(i) any provision of Council Regulation (EC) No 2271/1996 of 22 November 1996 (or any law or regulation implementing such Regulation in any member state of the European Union or the United Kingdom); or (ii) any similar blocking or anti-boycott law;

"Business Day"	a day, not being a public holiday, Saturday or Sunday, on which banks in London are open for normal business;
"C Director"	the director of Midco appointed, removed or replaced by the C Shareholders from time to time;
"C Shareholders"	the shareholders of the Midco C Shares;
"Cash Consideration"	the consideration payable in cash by Bidco for each Alliance Share pursuant to the Acquisition
"Cash Offer"	has the meaning given to it in paragraph 2;
"Closing Price"	the closing middle market price of an Alliance Share as derived from the AIM appendix to the Daily Official List on any particular date;
"CMA"	the UK Competition and Markets Authority;
"Co-operation Agreement"	the co-operation agreement entered into between Bidco and Alliance dated 10 January 2025 relating to, amongst other things, the implementation of the Acquisition;
"Companies Act"	the UK Companies Act 2006, as amended from time to time;
"Conditions"	the conditions to the implementation of the Acquisition, as set out in Appendix 1 to this Announcement and to be set out in the Scheme Document and " Condition " shall mean any one of them;
"Confidentiality Agreement"	has the meaning given to it in paragraph 16 to this Announcement;
"Consideration"	has the meaning given to it in paragraph 2;
"Court"	the High Court of Justice in England and Wales;
"Court Meeting"	the meeting of Scheme Shareholders convened by order of the Court pursuant to Part 26 of the Companies Act (notice of which will be set out in the Scheme Document) for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), and including any adjournment, postponement or reconvening thereof;
"Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;

"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (including as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018), as amended from time to time;
"Daily Official List"	the Daily Official List published by the London Stock Exchange;
"DBAY"	DBAY Advisors Limited, incorporated in the Isle of Man with registered number 126150C;
"DBAY Affiliates"	funds and corporate vehicles managed and/or advised by DBAY;
"Dealing Disclosure"	an announcement pursuant to Rule 8 of the Takeover Code containing details of dealings in relevant securities of a party to an offer;
"Deutsche Numis"	Numis Securities Limited (trading for these purposes as Deutsche Numis);
"Disclosed"	the information fairly disclosed by, or on behalf of Alliance: (i) in the 2023 Alliance Annual Report; (ii) the interim results of the Alliance Group for the six month period ending on 30 June 2024; (iii) in this Announcement; (iv) in any other announcement to a Regulatory Information Service by, or on behalf of Alliance before the publication of this Announcement; (v) in filings made with the Registrar of Companies and appearing in Alliance's file, or the file of any member of the Wider Alliance Group, at United Kingdom Companies House before the date of this Announcement; and/or (vi) as otherwise fairly disclosed in writing prior to the date of this Announcement to Bidco and/or DBAY or any of their affiliates (or their respective officers, employees, agents or advisers (in their capacity as such) including via the virtual data room operated by or on behalf of Alliance in respect of the Acquisition and any written replies in connection therewith);
"Disclosure Guidance and Transparency Rules"	and the disclosure and transparency rules made by the FCA pursuant to section 73A of the Financial Services and Markets Act 2000;

"Disclosure Table"	the Disclosure Table provided on the website of the Panel;
"EBITDA"	earnings before interest, taxes, depreciation and amortisation;
"Effective"	in the context of the Acquisition: (i) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or (ii) if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer having been declared or having become unconditional in accordance with the requirements of the Takeover Code;
"Effective Date"	the date on which the Acquisition becomes Effective in accordance with its terms;
"Enlarged Group"	the combined Alliance Group and Bidco Group following completion of the Acquisition;
"Equityco"	Aegros Dominium Limited incorporated in the Isle of Man with registered number 022243V;
"ERES IV Fund"	Edmond de Rothschild Equity Strategies IV SLP incorporated in France with registered number 901779421;
"Euroclear"	Euroclear UK & International Limited;
"Evercore"	Evercore Partners International LLP;
"Excluded Shares"	any Alliance Shares at the Scheme Record Time which (if any) are: <ul style="list-style-type: none"> (a) registered in the name of or beneficially owned or controlled by the Bidco Group (and/or any nominee of the foregoing); (b) registered in the name of, or beneficially owned by, any DBAY Affiliate or any of their respective subsidiary undertakings or nominees; or (c) held by Alliance as treasury shares (within the meaning of the Companies Act);
"FCA" or "Financial Conduct Authority"	the Financial Conduct Authority of the United Kingdom or its successor from time to time, acting in its capacity as the competent authority for the purposes of Part VI of FSMA;

"FCA Handbook"	the FCA's Handbook of rules and guidance as amended from time to time;
"Form of Election"	the form of election to be sent to Scheme Shareholders by or on behalf of Alliance, pursuant to which an eligible Scheme Shareholder may elect for the Alternative Offer;
"Fixtaia"	Fixtaia Limited incorporated in Jersey with registered number 140806;
"Forms of Proxy"	the forms of proxy in connection with each of the Court Meeting and the General Meeting, which will accompany the Scheme Document;
"FSMA"	the Financial Services and Markets Act 2000, as amended from time to time;
"General Meeting"	the general meeting of Alliance Shareholders to be convened in connection with the Scheme to consider and, if thought fit, to approve the Resolutions (with or without amendment), and including any adjournment, postponement or reconvening thereof;
"Holdco 1"	Aegros Holdco 1 Limited incorporated in England and Wales with registered number 16127191;
"Holdco 2"	Aegros Holdco 2 Limited incorporated in England and Wales with registered number 16127566;
"Holdco 3"	Aegros Holdco 3 Limited incorporated in England and Wales with registered number 16127913;
"IFRS"	International Financial Reporting Standards;
"Investec"	Investec Bank plc;
"Investment Agreement"	the investment agreement entered into between, amongst others, Equityco, the Eres IV Fund and Topco and dated 10 January 2025 to, amongst other things, regulate the affairs of such parties;
"IoM Companies Act"	the Isle of Man Companies Act 2006;
"IPO"	initial public offering;
"Latest Practicable Date"	has the meaning given to it in paragraph 1 of Appendix 2 to this Announcement;

"Link Group"	a trading name of Link Market Services Limited, a private company limited by shares incorporated in England and Wales with registered number 02605568;
"London Stock Exchange"	London Stock Exchange plc or its successor;
"Long Stop Date"	10 September 2025 or such later date as Alliance and Bidco may agree and, if required, as the Panel and the Court may allow;
"Market Abuse Regulation"	the Market Abuse Regulation (EU) No.596/2014, which is part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018;
"Market Surveillance Unit"	the Market Surveillance Unit established by the Panel;
"Meetings"	the Court Meeting and/or the General Meeting, as the case may be;
"Midco"	Aegros Midco Limited incorporated in the Isle of Man with registered number 022218V;
"Midco A Shares"	the A ordinary shares of £0.01 in the capital of Midco, each having the rights set out in the Midco Articles;
"Midco Articles"	the articles of association of Midco;
"Midco B Shares"	the B ordinary shares of £0.01 in the capital of Midco, each having the rights set out in the Midco Articles;
"Midco C Shares"	the C ordinary shares of £0.01 in the capital of Midco, each having the rights set out in the Midco Articles;
"Midco Debt Securities"	any loan notes, shareholder loans or other shareholder debt or debt-like security in Midco and/or its subsidiaries, but excluding any third-party finance;
"Midco Group"	Midco and its subsidiary undertakings from time to time and where the context permits, each of them;
"Midco Securities"	the Midco Shares and Midco Debt Securities in the capital of Midco;
"Midco Shareholders"	the holders of Midco Shares;
"Midco Shareholders' Agreement"	the shareholders' agreement to be entered into by the holders of securities of Midco and certain of its subsidiaries on or around the Effective Date;

"Midco Shares"	the Midco A Shares, the Midco B Shares and the Midco C Shares;
"Offer Document"	should the Acquisition be implemented by way of a Takeover Offer, the document which would be sent to Alliance Shareholders containing, amongst other things, the terms and conditions of the Takeover Offer;
"Offer Period"	the Offer Period (as defined by the Takeover Code) relating to Alliance, which commenced on 10 January 2025 (being the date of this Announcement) and ending on the earlier of: (i) the Effective Date and/or (ii) the date on which the Scheme lapses or is withdrawn (or such other date as the Takeover Code may provide or the Panel may decide);
"Opening Position Disclosure"	has the same meaning given to it in Rule 8 of the Takeover Code;
"Overseas Shareholders"	Alliance Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom;
"Panel"	the Panel on Takeovers and Mergers;
"PRA" or "Prudential Regulation Authority"	the Prudential Regulation Authority, or any successor regulatory body;
"Registrar of Companies"	the Registrar of Companies in England and Wales;
"Regulatory Information Service"	an information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
"relevant securities"	"relevant securities" as defined in the Takeover Code;
"Resolutions"	such shareholder resolution(s) of Alliance to be proposed at the General Meeting as are necessary to approve, implement and effect the Scheme and the Acquisition, including, without limitation, a resolution to amend the Alliance Articles by adoption and inclusion of a new article under which any Alliance Shares issued or transferred after the General Meeting shall either be subject to the Scheme or (after the Scheme Record Time) be immediately transferred to Bidco (or as it may direct) in exchange for the same cash consideration as is due under the Scheme;
"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure

if information concerning the Acquisition were made available in that jurisdiction, or if the Acquisition (including details regarding any election that may be made for the Alternative Offer) is or were extended or made available in that jurisdiction, or where to do so would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which Bidco or Alliance regards as unduly onerous;

"Rollover"	has the meaning given to it in paragraph 13;
"Rollover Proposal"	has the meaning given to it in the Co-operation Agreement;
"Rollover Shareholders"	the holders of Rollover Shares from time to time;
"Rollover Shares"	the B ordinary shares of £0.01 each in the capital of Midco having the rights of "B Shares" set out in the Midco Articles (as amended from time to time);
"Sanction Hearing"	the Court hearing to sanction the Scheme under section 899 of the Companies Act;
"Scheme"	the proposed scheme of arrangement under Part 26 of the Companies Act between Alliance and Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Alliance and Bidco, to implement the acquisition of the entire issued and to be issued share capital of Alliance by Bidco;
"Scheme Document"	the document to be sent to Alliance Shareholders containing, amongst other things, the Scheme and the notices convening the Court Meeting and the General Meeting;
"Scheme Record Time"	the time and date to be specified in the Scheme Document, expected to be 6.00 p.m. on the Business Day immediately after the Sanction Hearing, or such other time as Bidco and Alliance may agree;
"Scheme Shareholders"	holders of Scheme Shares;
"Scheme Shares"	all Alliance Shares which remain in issue at the Scheme Record Time and are: (a) in issue at the date of the Scheme Document;

- (b) (if any) issued after the date of the Scheme Document but before the Voting Record Time; and
- (c) (if any) issued at or after the Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders thereof shall be bound by the Scheme or in respect of which the holders thereof shall have agreed in writing to be bound by the Scheme,

excluding, in each case, any Excluded Shares;

"Substantial Interest"	a direct or indirect interest in 30 per cent. or more of the voting rights or equity share capital of an undertaking;
"Takeover Code"	the City Code on Takeovers and Mergers of the UK issued by the Panel, as amended from time to time;
"Takeover Offer"	if, subject to the consent of the Panel and the terms of the Co-operation Agreement, the Acquisition is implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act, the offer to be made by or on behalf of Bidco to acquire the entire issued and to be issued share capital of Alliance, other than Excluded Shares and, where the context admits, any subsequent revision, variation, extension or renewal of such offer;
"Third Party"	any relevant central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body, any entity owned or controlled by any relevant government or state, or any other body or person whatsoever in any jurisdiction;
"Three Hills"	TH Argo Holding S.C.Sp. incorporated in Luxembourg;
"Topco"	Aegros Topco Limited incorporated in the Isle of Man with registered number 022219V;
"UK" or "United Kingdom"	United Kingdom of Great Britain and Northern Ireland;
"Unapproved Option"	has the meaning given to it in the Co-operation Agreement;
"Underlying EBITDA"	earnings before interest, tax and non-underlying items, then depreciation, amortisation and impairment;

"US" or "United States"	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof;
"US Exchange Act"	the United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;
"US Securities Act"	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder;
"Voting Record Time"	the time and date to be specified in the Scheme Document by reference to which entitlement to vote on the Scheme will be determined, expected to be 6.00 p.m. on the day which is two days (excluding non-working days) before the date of the Court Meeting and the General Meeting or, if the Court Meeting and/or the General Meeting is adjourned, 6.00 p.m. on the day which is two days (excluding non-working days) before the date of such adjourned Meeting;
"Wider Alliance Group"	Alliance and its subsidiaries, subsidiary undertakings and associated undertakings, and any other undertaking (including any joint venture, partnership, firm or company) in which Alliance and/or all such undertakings (aggregating their interests) have a Substantial Interest (excluding, for the avoidance of doubt, Bidco and all of its associated undertakings which are not members of the Alliance Group); and
"Wider Bidco Group"	Equityco and its direct or indirect subsidiaries, (including Topco, Midco and Bidco) subsidiary undertakings, funds advised by DBAY, the ERES IV Fund and each of their respective associated undertakings, and any other undertaking (including any joint venture, partnership, firm or company) in which Equityco and/or all such undertakings (aggregating their interests) have a Substantial Interest.

For the purposes of this Announcement "**subsidiary**", "**subsidiary undertaking**", "**undertaking**", "**associated undertaking**" and "**equity share capital**" have the meanings given by the Companies Act.

All references to "**pounds**", "**pounds Sterling**", "**Sterling**", "**£**", "**pence**", "**penny**" and "**p**" are to the lawful currency of the United Kingdom.

All times referred to in this Announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.

All references to statutory provisions or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and order from time to time made thereunder or deriving validity therefrom.