

**PUBLIC OPENING POSITION DISCLOSURE BY A PARTY TO AN OFFER**  
**Rules 8.1 and 8.2 of the Takeover Code (the “Code”)**

**1. KEY INFORMATION**

|  |                      |
|--|----------------------|
| <b>(a) Full name of discloser:</b>   | WH Ireland Group plc |
| <b>(b) Owner or controller of interests and short positions disclosed, if different from 1(a):</b><br><i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i> | N/A                  |
| <b>(c) Name of offeror/offeree in relation to whose relevant securities this form relates:</b><br><i>Use a separate form for each offeror/offeree</i>  | WH Ireland Group plc |
| <b>(d) Is the discloser the offeror or the offeree?</b>  | Offeree              |
| <b>(e) Date position held:</b><br><i>The latest practicable date prior to the disclosure</i>   | 26 November 2025     |
| <b>(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer?</b><br><i>If it is a cash offer or possible cash offer, state “N/A”</i>                                       | NO                   |

**2. POSITIONS OF THE PARTY TO THE OFFER MAKING THE DISCLOSURE**

*If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.*

**(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates**

| Class of relevant security:   | Ordinary shares 1p each |   |                 |   |
|---|-------------------------|---|-----------------|---|
|   | Interests               |   | Short positions |   |
|   | Number                  | % | Number          | % |
| <b>(1) Relevant securities owned and/or controlled:</b>                                   | Nil                     | - | Nil             | - |
| <b>(2) Cash-settled derivatives:</b>  | Nil                     | - | Nil             | - |
| <b>(3) Stock-settled derivatives (including options) and agreements to purchase/sell:</b> | Nil                     | - | Nil             | - |
| <b>TOTAL:</b>   | Nil                     | - | Nil             | - |

*All interests and all short positions should be disclosed.*

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

## (b) Rights to subscribe for new securities

|  |             |
|--|-------------|
| <b>Class of relevant security in relation to which subscription right exists:</b>  | <b>None</b> |
| <b>Details, including nature of the rights concerned and relevant percentages:</b> | <b>N/A</b>  |

## 3. POSITIONS OF PERSONS ACTING IN CONCERT WITH THE PARTY TO THE OFFER MAKING THE DISCLOSURE

**Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:**

a) Holdings of ordinary shares by the directors of WH Ireland Group plc and their close relatives (where relevant):

| <b>Name</b>  | <b>Number of WHI ordinary shares held</b> | <b>% of total issued share capital*</b> |
|--------------|---|---|
| Phillip Wale | 254,600                                   | 0.11%                                   |
| John Cusins  | 3,850,000                                 | 1.63%                                   |

\*based on 235,986,209 shares in issue.

b) The directors of the Company have the following rights to subscribe for the following relevant WH Ireland Group plc securities:

| <b>Name</b>   | <b>Date of grant</b> | <b>Type of grant</b>   | <b>Vesting Date</b>   | <b>Expiry Date</b>                             | <b>Exercise price (p)</b> | <b>No. of options outstanding</b> |
|---------------|----------------------|--|---|--|---------------------------|-----------------------------------|
| Phillip Wale  | 25 June 2019         | General Option under the W.H Ireland Long Term Incentive Plan 2017                       | 3 <sup>rd</sup> anniversary of grant – fully vested on 25 June 2022         | Lapse on 10 <sup>th</sup> anniversary of grant | 45 pence                  | 500,000 ordinary shares           |
|               | 1 November 2020      | EMI Option under the W.H Ireland Employee Incentive Plan                                 | 3 <sup>rd</sup> anniversary of grant – fully vested on 1 November 2023      | Lapse on 10 <sup>th</sup> anniversary of grant | 48 pence                  | 350,000 ordinary shares           |
|               | 28 September 2023    | Salary Sacrifice Unapproved Option under the W.H. Ireland Unapproved Share Option Scheme | Vested in 24 tranches over 2 year period – fully vested on 1 September 2025 | Lapse on 10 <sup>th</sup> anniversary of grant | Nil Paid                  | 6,666,666 ordinary shares         |
| Simon Jackson | 27 April 2022        | EMI Option under the   | 3 <sup>rd</sup> anniversary   | Lapse on 10 <sup>th</sup>                      | 48 pence                  | 208,333 ordinary                  |

|  |                   |  |  |                                    |          |                           |
|--|-------------------|--|--|------------------------------------|----------|---------------------------|
|  |                   | W.H Ireland Employee Incentive Plan  | of grant – fully vested on 27 April 2025                                     | anniversary of grant               |          | shares                    |
|  | 28 September 2023 | Salary Sacrifice Unapproved Option under the W.H. Ireland Unapproved Share Option Scheme | Vested in 24 tranches over 2 year period – fully vested on 1 September 2025. | Lapse on 10th anniversary of grant | Nil Paid | 3,066,666 ordinary shares |

(c) Holdings of ordinary shares by employee WH Ireland Group plc's employee benefit trust

Apex Group Fiduciary Services Limited, Jersey, acts as the trustee of the WH Ireland Group Plc Employee Share Ownership Trust ("WH Ireland ESOT"). A total of 3,117,418 ordinary shares in the offeree company (representing 1.32% \* of the issued share capital) are held in the WH Ireland ESOT on trust in respect of WH Ireland Group plc's employee share schemes. (\*based on 235,986,209 shares in issue).

*Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).*

*Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).*

#### 4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

**Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer making the disclosure or any person acting in concert with it:**

*Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"*

None

(b) Agreements, arrangements or understandings relating to options or derivatives

**Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer making the disclosure, or any person acting in concert with it, and any other person relating to:**

- (i) the voting rights of any relevant securities under any option; or
- (ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

*If there are no such agreements, arrangements or understandings, state "none"*

None

|  |
|--|
|  |
|--|

**(c) Attachments**

**Are any Supplemental Forms attached?**

|   |           |
|---|-----------|
| <b>Supplemental Form 8 (Open Positions)</b> | <b>NO</b> |
| <b>Supplemental Form 8 (SBL)</b>            | <b>NO</b> |

|                            |   |
|----------------------------|---|
| <b>Date of disclosure:</b> | <b>26 November 2025</b>   |
| <b>Contact name:</b>       | <b>Duncan McDonald<br/>General Counsel<br/>WH Ireland Group plc</b> |
| <b>Telephone number:</b>   | <b>020 7220 1666</b>  |

*Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service.*

*The Panel's Market Surveillance Unit is available for consultation in relation to the Code's disclosure requirements on +44 (0)20 7638 0129.*

*The Code can be viewed on the Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).*