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

FOR IMMEDIATE RELEASE

6 March 2026

RECOMMENDED ACQUISITION

OF

W.H. IRELAND GROUP PLC ("WH IRELAND" OR THE "COMPANY")

BY

TEAM PLC ("TEAM")

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

SCHEME UPDATE – SATISFACTION OF THE FCA CONDITION

On 27 November 2025, the boards of directors of the Company and Team plc (**"Team"**) announced that they had reached agreement on the terms and conditions of a recommended all-share offer for the entire issued and to be issued ordinary share capital of WH Ireland by Team (the **"Acquisition"**).

The Acquisition is to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**"). The scheme document in respect of the Acquisition was published and made available to WH Ireland Shareholders on 10 December 2025 (the "**Scheme Document**").

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

FCA Notice of Approval – Change in Control

The Company is pleased to announce that, earlier today, Team received notice from the Financial Conduct Authority ("**FCA"**) that it has approved the proposed change in control of WH Ireland Limited pursuant to the Acquisition.

Acquisition Conditions

Accordingly, the FCA Condition as set out in Part III, Part A, paragraph 3(c) of the Scheme Document has been satisfied. The Scheme remains subject to certain other Conditions, including: (i) the satisfaction (or, where applicable, waiver) of the remaining general Conditions set out in Part III of the Scheme Document; (ii) the Court sanctioning the Scheme; and (iii) the Court Order being duly delivered to the Registrar of Companies.

Expected Timetable of Principal Events

Subject to Team confirming to the Court the satisfaction or waiver of the remaining Conditions referred to in (i) above, the Company will seek the Court's sanction of the Scheme on 20 March 2026, at a hearing to be held in The Royal Courts of Justice and the Scheme is expected to become effective on or around 24 March 2026 (the "**Effective Date**").

A request will be made to the London Stock Exchange prior to the Effective Date to cancel the trading in WH Ireland Shares on AIM with effect from 7.00 a.m. on the Business Day immediately following the Effective Date.

The current expected timetable of the remaining principal events relating to the Scheme remains unchanged and is set out in the Appendix to this Announcement.

Enquiries:

W.H. Ireland Group plc + 44 (0) 20 7220 1666
Phillip Wale (*Chief Executive Officer*)

Simon Jackson (*Chief Finance Officer*)	
Shore Capital (Financial Adviser and Rule 3 Adviser to WH Ireland) David Coaten / Oliver Jackson / Ansh Batura	+ 44 (0) 207 408 4090
Zeus Capital Limited (nominated adviser and broker to WH Ireland) Katy Mitchell / Harry Ansell / James Bavister	+ 44 (0) 203 829 5000
MHP (WH Ireland's PR advisers) Reg Hoare	+ 44 (0) 7831 406117

APPENDIX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	*Expected time/date*[1]
Scheme Sanction Hearing	20 March 2026 [2]
Last day of dealings in, and for registration of transfers of, WH Ireland Shares	23 March 2026
Scheme Record Time	6.00 p.m. on 23 March 2026
Disablement of CREST in respect of WH Ireland Shares	6.00 p.m. on 23 March 2026
Suspension of dealings in WH Ireland Shares	7.30 a.m. on 24 March 2026
Effective Date of the Scheme[3]	24 March 2026
Cancellation of admission of WH Ireland Shares to trading on AIM	7.00 a.m. on 25 March 2026
Admission and commencement of dealings of the New Team Shares on AIM	8.00 a.m. on 25 March 2026
Issue of New Team Shares	25 March 2026
CREST accounts of WH Ireland Shareholders credited with New Team Shares	at or soon after 8.00 a.m. on 25 March 2026 (but not later than 14 days after the Effective Date)
Despatch of share certificates for the New Team Shares	within 14 days after the Effective Date

Long Stop Date	11.59 p.m. on 30 June 2026[4]

Notes:

(1) These dates are indicative only and will depend, amongst other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies for registration.

(2) The Scheme Sanction Hearing may only be held following the satisfaction (or, if applicable, waiver) of the Conditions (other than Conditions 1, 2(c) and 2(d)), as set out in Part A of Part III (*Conditions to and Certain Further Terms of the Scheme and the Acquisition*) of the Scheme Document and any revised date would be subject to Court availability.

(3) The Scheme will become Effective pursuant to its terms upon the Court Order being delivered to the Registrar of Companies for registration.

(4) This is the latest date by which the Scheme may become Effective unless WH Ireland and Team agree (and, if required, the Panel consents to and the Court approves) a later date.

All references in this Announcement to times are to London time unless otherwise stated. The dates and times given are indicative only and are based on WH Ireland's and Team's current expectations and may be subject to change (including as a result of changes to the regulatory timetable). If any of the expected times and/or dates above change, the revised times and/or dates will be notified to WH Ireland Shareholders by announcement through a Regulatory Information Service.

IMPORTANT NOTICES

*Shore Capital and Corporate Limited and Shore Capital Stockbrokers Limited (either individually or collectively "**Shore Capital**") which are authorised and regulated by the Financial Conduct Authority in the United Kingdom, are acting exclusively for WH Ireland and for no-one else in connection with the Acquisition and will not be responsible to anyone other than WH Ireland, for providing the protections afforded to clients of Shore Capital, or for providing advice in relation to the Acquisition or any other matter referred to herein. Neither Shore Capital and Corporate Limited nor Shore Capital Stockbrokers Limited, nor any of their subsidiaries 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 Shore Capital in connection with this Announcement, any statement contained herein or otherwise.*

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

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

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

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

Publication on websites

Pursuant to Rule 26.1 of the Takeover Code, a copy of this Announcement and other documents in connection with the Acquisition will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, at Team's and WH Ireland's websites at www.teamplc.co.uk/investor-relations and https://www.whirelandplc.com/investor-relations respectively promptly following the publication of this Announcement and in any event by no later than 12 noon on the business day following this Announcement until the end of the Offer Period.

For the avoidance of doubt, the content of the websites referred to above is not incorporated into and does not form part of this Announcement.