

# RECOMMENDED ACQUISITION OF HIGHCROFT INVESTMENTS

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FOR IMMEDIATE RELEASE

27 March 2025

## RECOMMENDED ALL-SHARE ACQUISITION OF HIGHCROFT INVESTMENTS PLC ("HIGHCROFT")

BY

## LONDONMETRIC PROPERTY PLC ("LONDONMETRIC")

to be effected by means of a Court-sanctioned scheme of arrangement  
under Part 26 of the Companies Act 2006

### Summary

The boards of LondonMetric (LSE: LMP) and Highcroft (TISE: HCFT, [www.highcroftplc.com](http://www.highcroftplc.com)), a UK REIT which owns a portfolio of real estate assets weighted towards logistics (52 per cent.) and retail warehousing (27 per cent.), are pleased to announce that they have reached agreement on the terms of a recommended all-share offer, pursuant to which LondonMetric will acquire the entire issued and to be issued share capital of Highcroft (the "**Acquisition**"). It is intended that the Acquisition will be effected by means of a scheme of arrangement under Part 26 of the Companies Act (the "**Scheme**").

Under the terms of the Acquisition, Highcroft Shareholders will be entitled to receive:

**for each Highcroft Share: 4.65 New LondonMetric Shares**

On the basis of the Closing Price per LondonMetric Share of 181.1 pence on 26 March 2025 (being the last Business Day before this announcement) (the "**Latest Practicable Date**"), the Acquisition values each Highcroft Share at 842.1 pence and the entire issued and to be issued share capital of Highcroft at approximately £43.8 million and represents a premium of approximately 40.4 per cent. to the Closing Price per Highcroft Share of 600.0 pence on the Latest Practicable Date.

Highcroft Shareholders will also be entitled to receive and retain the interim dividend of 35 pence per Highcroft Share that has been announced separately today which is due to be paid on 16 May 2025 to Highcroft Shareholders on the register of members as at the close of business on 25 April 2025.

### Background to, and reasons for, the Acquisition

LondonMetric's objective is to own and manage desirable real estate that meets occupiers' demands, delivers reliable, repetitive and growing income-led returns and outperforms over the long term.

The boards of Highcroft and LondonMetric believe that the Acquisition has a compelling strategic and financial rationale for Highcroft Shareholders. In particular:

- the Acquisition provides Highcroft Shareholders with the opportunity to crystallise a significant premium to the current Highcroft share price;
- Highcroft Shareholders will be given the opportunity to remain invested in a highly rated and significantly more liquid company that has a 10-year track record of uninterrupted dividend growth;

- Highcroft Shareholders will benefit from LondonMetric's greater scale, enjoying: (i) exposure to a larger, more diverse portfolio focused on structurally supported sectors and assets that enjoy high barriers to entry; (ii) strong income characteristics with a sector-leading weighted unexpired lease term of 19 years, 99% occupied portfolio and high quality occupier covenants; (iii) better and cheaper access to financing resulting from LondonMetric's credit rating as an investment grade issuer; (iv) an internal management structure with strong alignment resulting from significant executive share ownership; and (v) an efficient cost structure, with a sector-leading EPRA cost ratio;
- based on LondonMetric's consensus FY26 dividend of 12.4 pence per share, Highcroft Shareholders would receive a dividend of approximately 58 pence per share, in line with Highcroft's last reported full year dividend; <sup>[†]</sup> and
- the Acquisition will be earnings accretive for the Combined Group.<sup>[†]</sup>

<sup>[†]</sup> This statement is not intended as a profit forecast and should not be construed as such and is not subject to the requirements of Rule 28 of the Takeover Code. This statement should not be interpreted to mean that the earnings per share in any future fiscal period will necessarily match or be greater than those for the relevant preceding financial period.

## Recommendation

The Highcroft Directors, who have been so advised by Shore Capital as to the financial terms of the Acquisition, unanimously consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Highcroft Directors, Shore Capital has taken into account the commercial assessment of the Highcroft Directors. Shore Capital is providing independent financial advice to the Highcroft Directors for the purpose of Rule 3 of the Takeover Code.

Accordingly, the Highcroft Directors intend to recommend unanimously that Highcroft Shareholders vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution 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 they have irrevocably undertaken to do in respect of their beneficial holdings of, in aggregate, 170,019 Highcroft Shares representing approximately 3.27 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

## Shareholder Irrevocables

In addition, LondonMetric has received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting, and in favour of the Resolution 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), from the Supporting non-director Shareholders in respect of, in aggregate, 2,964,517 Highcroft Shares representing approximately 56.94 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

In total, therefore, LondonMetric has received irrevocable undertakings from the Highcroft Directors and the Supporting non-director Shareholders in respect of, in aggregate, 3,134,536 Highcroft Shares representing approximately 60.20 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

## Dividends

Highcroft Shareholders will be entitled to receive and retain the interim dividend of 35 pence per Highcroft Share that has been announced separately today which is due to be paid on 16 May 2025 to Highcroft Shareholders on the register of members at the close of business on 25 April 2025.

Additionally, based on the expected timetable for the Acquisition to become Effective, Highcroft Shareholders who retain their New LondonMetric Shares following completion of the Acquisition would also be entitled to receive and retain LondonMetric's fourth quarterly dividend in respect of the quarter ended 31 March 2025, to be announced on or about 20 May 2025 and due to be paid by mid-July 2025.

## Timetable and conditions

- It is intended that the Acquisition will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006. However, subject to the Panel's consent, LondonMetric reserves the right to elect to implement the Acquisition by way of a Takeover Offer.
- The Acquisition will be proposed to Highcroft Shareholders at the Court Meeting and at the General Meeting. In order to become Effective, the Scheme must be approved by a majority in number of Scheme Shareholders present and voting at the Court Meeting, either in person or by proxy, representing at least 75 per cent. in value of the Scheme Shares voted by Scheme Shareholders at the Court Meeting. In addition, the Resolution must be passed by Highcroft Shareholders representing at least 75 per cent. of the votes validly cast on that resolution at the General Meeting, whether in person or by proxy. The General Meeting will be held immediately after the Court Meeting.
- The Acquisition will be implemented in accordance with the Takeover Code and on the terms and subject to the Conditions which are set out in Appendix 1 to this Announcement and on the further terms and conditions that 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 Forms of Proxy, will be published as soon as practicable and, in any event, within 28 days of this Announcement, unless Highcroft and LondonMetric otherwise agree, and the Panel consents, to a later date. It is expected that the Scheme will become Effective by 21 May 2025, subject to the satisfaction or waiver (as applicable) of the Conditions and the further terms set out in Appendix 1 to this Announcement and to the full terms and conditions of the Acquisition which will be set out in the Scheme Document. A timetable of principal events will be included in the Scheme Document. The Scheme Document will contain property portfolio valuations in respect of Highcroft and LondonMetric in accordance with Rule 29 of the Takeover Code.

## Commenting on the Acquisition, Andrew Jones, Chief Executive of LondonMetric, said:

"This transaction adds complementary assets in our favoured sectors on an attractive basis across all key property metrics. It supports our strategy of greater consolidation within the sector. We are confident of our ability to extract economies of scale to deliver both value and earnings accretion. We will immediately begin to integrate the Highcroft portfolio and work towards disposing of approximately 20 per cent. of assets that are deemed non-core."

## Commenting on the Acquisition, Charles Butler, Non-Executive Chairman of Highcroft, said:

"The Highcroft board believes that the Acquisition is a good outcome for all Highcroft Shareholders who will receive new shares in

LondonMetric, which is a highly rated company with a strong history of paying dividends. As a small company, Highcroft would over time struggle to remain competitive and be able to maintain or even grow its future dividends - something which we believe is key to our shareholders. In addition, the Acquisition also has the support of the primary members of our two key shareholder groups representing approximately 56.94 per cent. of our shares in issue."

***This summary should be read in conjunction with, and is subject to, the full text of this Announcement and its Appendices. The Acquisition will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and to the full terms and conditions which will be set out in the Scheme Document. Appendix 2 to this Announcement contains the sources of information and bases of calculation of certain information contained in this Announcement. Appendix 3 to this Announcement contains a summary of the irrevocable undertakings received in relation to the Acquisition. Appendix 4 to this Announcement contains definitions of certain expressions used in this summary and in this Announcement.***

#### **Enquiries**

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#### **Financial advisers**

*Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for LondonMetric and for no one else in connection with the matters referred to in this Announcement and will not be responsible to any person other than LondonMetric for providing the protections afforded to clients of Peel Hunt, nor for providing advice in relation to the matters referred to herein. Neither Peel Hunt nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with the matters referred to in this Announcement, or otherwise.*

*Shore Capital and Corporate Limited ("Shore Capital"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Highcroft and for no one else in connection with the matters referred to in this Announcement and will not be responsible to any person other than Highcroft for providing the protections afforded to clients of Shore Capital, nor for providing advice in relation to the matters referred to herein. Neither Shore Capital nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Shore Capital in connection with the matters referred to in this Announcement, or otherwise.*

#### **Legal advisers**

*CMS Cameron McKenna Nabarro Olswang LLP is retained as legal adviser to LondonMetric. Bryan Cave Leighton Paisner LLP is retained as legal adviser to Highcroft.*

#### **Important Notices**

*This Announcement is not for release, publication or distribution, in whole or in part, directly or indirectly in, into or from the United States or any other jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.*

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance, transfer or exchange of securities or such solicitation pursuant to the Acquisition or otherwise in any jurisdiction in which such offer, invitation, solicitation, purchase, 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, any document by which the Takeover Offer is made) and the accompanying Forms of Proxy (or forms of acceptance, if applicable), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the resolutions proposed in connection with the Acquisition. Any vote, approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer). Highcroft Shareholders should not make any investment decision in relation to the Acquisition or New LondonMetric Shares except on the basis of the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer). The Scheme Document will be distributed to Highcroft*

Shareholders by Highcroft as soon as practicable. Highcroft and LondonMetric urge Highcroft Shareholders to read the Scheme Document carefully when it becomes available as it will contain important information relating to the Acquisition, the New LondonMetric Shares and the Combined Group.

The statements contained in this Announcement are made as at the date of this Announcement and unless some other time is specified in relation to them, the release of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

This Announcement does not constitute a prospectus or prospectus equivalent document.

No person should construe the contents of this Announcement as legal, financial or tax advice. If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under FSMA.

### **Overseas Shareholders**

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules, the TISE Listing Rules and the UK Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.

The availability of the New LondonMetric Shares (and the ability of persons to hold such shares) in, and the release, publication or distribution of this Announcement in or into, jurisdictions other than the United Kingdom may be restricted by the laws and/or regulations of those jurisdictions. Persons into whose possession this Announcement comes who are not resident in the United Kingdom, or who are subject to the laws and/or regulations of any jurisdiction other than the United Kingdom, should inform themselves of, and observe, any such applicable laws and/or regulations. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their Scheme Shares in respect of the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by LondonMetric or required by the Takeover Code and permitted by applicable law and regulation, the Acquisition will not be made, and the New LondonMetric Shares to be issued pursuant to the Acquisition will not be made, available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or form 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 documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from 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 such jurisdictions where to do so would violate the laws in that jurisdiction.

If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

### **Additional information for US investors**

Highcroft Shareholders located in the United States should note that the Acquisition relates to the securities of an English company with a listing on TISE and is proposed to be implemented pursuant to a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Scheme is subject to procedural and disclosure requirements and practices applicable to a scheme of arrangement involving a target company in England listed on TISE, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules.

The Acquisition may, in circumstances provided for in this Announcement, instead be carried out by way of a Takeover Offer under English law. If in the future LondonMetric exercises its right to implement the Acquisition by way of a Takeover Offer, such Takeover Offer will be made in compliance with applicable US tender offer and securities laws and regulations, including the exemptions therefrom. Such Takeover Offer would be made in the United States by LondonMetric and no one else. In addition to any such Takeover Offer, in accordance with normal practice in the United Kingdom, LondonMetric, certain affiliated companies, and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Highcroft Shares outside the United States, other than pursuant to the Takeover Offer, until the date on which such Takeover Offer would become effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the US Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed, as required in the United Kingdom, will be reported



to a Regulatory Information Service of the FCA and will be available on the TISE website: <http://www.tisegroup.com/>.

The financial information included in this Announcement and other documentation related to the Acquisition has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The New LondonMetric Shares to be issued under the Scheme have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements under the US Securities Act and applicable US state securities laws. If LondonMetric effects the Acquisition by way of a scheme of arrangement under English law, the New LondonMetric Shares to be issued in the Acquisition will be issued in reliance on the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Highcroft will advise the Court that the Court's sanctioning of the Scheme will be relied upon by LondonMetric as an approval of the scheme of arrangement following a hearing on its fairness to Highcroft Shareholders, at which hearing all such Highcroft Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all Highcroft Shareholders.

The New LondonMetric Shares to be issued to Highcroft Shareholders in the Acquisition pursuant to a scheme of arrangement under English law may generally be resold without restriction under the US Securities Act, except for resales by persons who are or will be affiliates (within the meaning of Rule 144 under the US Securities Act). "Affiliates" of a company are generally defined as persons who directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that company. Whether a person is an affiliate of a company for purposes of the US Securities Act depends on the circumstances, but affiliates can include certain officers, directors and significant shareholders. Highcroft Shareholders who are or will be affiliates of LondonMetric or Highcroft prior to, or of LondonMetric after, the Effective Date will be subject to certain US transfer restrictions relating to the New LondonMetric Shares received pursuant to the Scheme as will be further described in the Scheme Document. Highcroft Shareholders who believe that they may be or will be affiliates for purposes of the US Securities Act should consult their own legal advisors prior to any resale of New LondonMetric Shares received under the Scheme.

None of the securities referred to in this Announcement have been approved or disapproved by the SEC or any US state securities commission, nor have any such authorities passed judgment upon the fairness or the merits of the Acquisition or determined if this Announcement is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

US holders of Highcroft Shares also should be aware that the transaction contemplated herein may have tax consequences in the United States and that such consequences, if any, are not described herein. US holders of Highcroft Shares are urged to consult with independent professional advisors regarding the legal, tax and financial consequences of the Acquisition applicable to them.

It may be difficult for US holders of Highcroft Shares to enforce their rights and claims arising out of the US federal securities laws since LondonMetric and Highcroft are organised in countries other than the United States and some or all of their officers and directors may be residents of, and some or all of their assets may be located in, jurisdictions other than the United States. US holders of Highcroft Shares may have difficulty effecting service of process within the United States upon those persons or recovering against judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. US holders of Highcroft Shares 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 judgment.

Further details in relation to US investors will be contained in the Scheme Document.

### **Forward looking statements**

This Announcement (including information incorporated by reference into this Announcement), any oral statements made by LondonMetric or Highcroft in relation to the Acquisition and other information published by LondonMetric or Highcroft may contain statements about LondonMetric, Highcroft and/or the Combined Group that are or may be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "goals", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects", "hopes", "continues", "would", "could", "should" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements 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 LondonMetric's or Highcroft's or the Combined Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on LondonMetric's or Highcroft's or the Combined Group's business.

These forward looking statements are not based on historical fact and are not guarantees of future performance. By their nature, such forward looking statements involve risks and uncertainties that could significantly affect expected results and/or the operations of LondonMetric, Highcroft or the Combined Group and are based on certain assumptions and assessments made by LondonMetric and Highcroft in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate.

There are several factors which could cause actual results to differ materially from those projected, expressed or implied in

forward looking statements. Among the factors that could cause actual results to differ materially from those described in the forward looking statements are the satisfaction of or failure to satisfy all or any of the conditions to the Acquisition, as well as additional factors, such as changes in the global, political, economic, business, competitive, market and regulatory forces, fluctuations in exchange and interest rates (including those arising from any potential credit rating decline), changes in tax rates and future business acquisitions or disposals, the success of business and operating initiatives and restructuring objectives and the outcome of any litigation. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Except as expressly provided in this Announcement, they have not been reviewed by the auditors of LondonMetric or Highcroft. Neither LondonMetric or Highcroft, nor any of their respective associates or directors, officers, employees or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to LondonMetric or Highcroft or any of their respective members, directors, officers, employees or advisers or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. LondonMetric and Highcroft disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

### **No profit forecasts and estimates**

No statement in this Announcement is intended to constitute a profit forecast or profit estimate and no statement in this Announcement should be interpreted to mean that the earnings or earnings per share or dividend per share for LondonMetric, Highcroft or the Combined Group, as appropriate, for the current or future financial periods would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for LondonMetric, Highcroft or the Combined Group, as appropriate.

### **Disclosure requirements of the Takeover Code (the "Code")**

Under Rule 8.3(a) of the 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 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 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(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](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Right to switch to a Takeover Offer**

LondonMetric reserves the right to elect, with the consent of the Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of Highcroft as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on the same terms or, if LondonMetric 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 the amendments referred to in paragraph 10 of Part B of Appendix 1 to this Announcement.

### **Publication of this Announcement on websites and availability of hard copies**

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be

available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Highcroft's website at [www.highcroftplc.com](http://www.highcroftplc.com) and LondonMetric's website at <https://www.londonmetric.com> by no later than 12.00 p.m. on the Business Day following the date of this Announcement.

In accordance with Rule 30.3 of the Takeover Code, Highcroft Shareholders and persons with information rights may request a hard copy of this Announcement by contacting Highcroft's registrars, MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, or by calling MUFG Corporate Markets on +44 (0) 371 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m. (London time), Monday to Friday (except public holidays in England and Wales). Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice. 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.

For the avoidance of doubt, the contents of the aforementioned websites, and any websites accessible from hyperlinks on those websites, are not incorporated into and do not form part of this Announcement.

#### **Information relating to Highcroft Shareholders**

Please be aware that addresses, electronic addresses and certain other information provided by Highcroft Shareholders, persons with information rights and other relevant persons for the receipt of communication from Highcroft may be provided to LondonMetric during the Offer Period as required by Section 4 of Appendix 4 to the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

#### **Rounding**

Certain figures included in this Announcement have been subject to rounding adjustments. Accordingly, figures shown for the same category presented in different places may vary slightly and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures that precede them.

#### **Rule 2.9 of the Takeover Code**

For the purposes of Rule 2.9 of the Takeover Code, LondonMetric confirms that, as at the Latest Practicable Date, it had 2,048,108,416 ordinary shares of 10 pence each in issue and admitted to trading on the London Stock Exchange and no shares held in treasury. The International Securities Identification Number ("ISIN") of the LondonMetric Shares is GB00B4WFW713.

For the purposes of Rule 2.9 of the Takeover Code, Highcroft confirms that, as at the Latest Practicable Date, it had 5,206,659 ordinary shares of 25 pence each in issue and admitted to trading on the official list of TISE and no shares held in treasury. The ISIN of the Highcroft Shares is GB0004254875.

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**THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION IN RELATION TO HIGHCROFT. UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN**

FOR IMMEDIATE RELEASE

27 March 2025

### **RECOMMENDED ALL-SHARE ACQUISITION OF HIGHCROFT INVESTMENTS PLC ("HIGHCROFT")**

**BY**

### **LONDONMETRIC PROPERTY PLC ("LONDONMETRIC")**

**to be effected by means of a Court-sanctioned scheme of arrangement  
under Part 26 of the Companies Act 2006**

#### **1. Introduction**

The boards of LondonMetric (LSE: LMP) and Highcroft (TISE: HCFT, [www.highcroftplc.com](http://www.highcroftplc.com)), a UK REIT which owns a portfolio of real estate assets weighted towards logistics (52 per cent.) and retail warehousing (27 per cent.), are pleased to announce that they have reached agreement on the terms of a recommended all-share offer pursuant to which LondonMetric will acquire the entire issued and to be issued share capital of Highcroft (the "Acquisition"). It is intended that the Acquisition will be effected by means of a scheme of arrangement under Part 26 of the Companies Act (the "Scheme").

#### **2. The Acquisition**

Under the terms of the Acquisition, Highcroft Shareholders will be entitled to receive:

**for each Highcroft Share: 4.65 New LondonMetric Shares**

On the basis of the Closing Price per LondonMetric Share of 181.1 pence on 26 March 2025 being the last Business Day before this announcement (the "Latest Practicable Date"), the Acquisition values each Highcroft Share at 842.1 pence and the entire issued and to be issued share capital of Highcroft at approximately £43.8 million and represents a premium of approximately 40.4 per cent. to the Closing Price per Highcroft Share of 600.0 pence on the Latest Practicable Date.

Highcroft Shareholders will also be entitled to receive and retain the interim dividend of 35 pence per Highcroft Share that has been announced separately today which is due to be paid on 16 May 2025 to Highcroft Shareholders on the register of members as at the close of business on 25 April 2025.

The Scheme Document will contain, *inter alia*, property valuations in respect of the portfolios of Highcroft and LondonMetric in accordance with the requirements of Rule 29 of the Takeover Code.

#### *Expected Timetable*

It is expected that the Scheme Document will be published as soon as practicable and, in any event, within 28 days of this Announcement, unless Highcroft and LondonMetric otherwise agree, and the Panel consents, to a later date. It is expected that the Court Meeting and the General Meeting will be held on or around 15 May 2025 and that, subject to the satisfaction of the Conditions and the further terms set out in Appendix 1 to this Announcement and to be set out in full in the Scheme Document, the Scheme is expected to become Effective by 21 May 2025.

### **3. Background to, and reasons for, the Acquisition**

LondonMetric's objective is to own and manage desirable real estate that meets occupiers' demands, delivers reliable, repetitive and growing income-led returns and outperforms over the long term.

The boards of Highcroft and LondonMetric believe that the Acquisition has a compelling strategic and financial rationale for Highcroft Shareholders. In particular:

- the Acquisition provides Highcroft Shareholders with the opportunity to crystallise a significant premium to the current Highcroft share price;
- Highcroft Shareholders will be given the opportunity to remain invested in a highly rated and significantly more liquid company that has a 10-year track record of uninterrupted dividend growth;
- Highcroft Shareholders will benefit from LondonMetric's greater scale, enjoying: (i) exposure to a larger, more diverse portfolio focused on structurally supported sectors and assets that enjoy high barriers to entry; (ii) strong income characteristics with a sector-leading weighted unexpired lease term of 19 years, 99% occupied portfolio and high quality occupier covenants; (iii) better and cheaper access to financing resulting from LondonMetric's credit rating as an investment grade issuer; (iv) an internal management structure with strong alignment resulting from significant executive share ownership; and (v) an efficient cost structure, with a sector-leading EPRA cost ratio;
- based on LondonMetric's consensus FY26 dividend of 12.4 pence per share, Highcroft Shareholders would receive a dividend of approximately 58 pence per share, in line with Highcroft's last reported full year dividend; <sup>[†]</sup> and
- the Acquisition will be earnings accretive for the Combined Group. <sup>[†]</sup>

<sup>[†]</sup> This statement is not intended as a profit forecast and should not be construed as such and is not subject to the requirements of Rule 28 of the Takeover Code. This statement should not be interpreted to mean that the earnings per share in any future fiscal period will necessarily match or be greater than those for the relevant preceding financial period.

### **4. Recommendation**

The Highcroft Directors, who have been so advised by Shore Capital as to the financial terms of the Acquisition, unanimously consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Highcroft Directors, Shore Capital has taken into account the commercial assessment of the Highcroft Directors. Shore Capital is providing independent financial advice to the Highcroft Directors for the purpose of Rule 3 of the Takeover Code.

Accordingly, the Highcroft Directors intend to recommend unanimously that Highcroft Shareholders vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution 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 they have irrevocably undertaken to do in respect of their beneficial holdings of, in aggregate, 170,019 Highcroft Shares representing approximately 3.27 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

### **5. Background to and reasons for the recommendation from the Highcroft Directors**

On 4 January 2024, Highcroft announced its intention to: (i) cancel its listing on the premium listing segment of the Official List and the main market of the London Stock Exchange; and (ii) seek admission to listing on TISE following a review undertaken by its directors (the "**Review**"). The Review evaluated, *inter alia*, the lack of trading liquidity in Highcroft Shares, the merits of Highcroft remaining publicly listed and the regulatory and financial burden of maintaining a listing on the Official List. The Highcroft Directors concluded, following the Review, that it was in the best interests of Highcroft Shareholders as a whole to cancel Highcroft's listing on the Official List and for the Highcroft Shares to be admitted to listing on TISE.

Highcroft has two separate concert parties which, in aggregate, hold approximately 65.71 per cent. of its issued share capital. Kingerlee Holdings Limited and other associates (the "**Kingerlee Concert Party**") and DG & MB Conn and other associates (the "**Conn Concert Party**", together the "**Concert Parties**") hold approximately 40.36 per cent. and 25.35 per cent., respectively, of Highcroft's issued share capital.

One of the principal reasons for Highcroft's migration from the Official List to TISE was that the combined shareholdings of the Concert Parties had contributed to limited trading in Highcroft Shares. This, combined with the relatively small market capitalisation of Highcroft, provided insufficient liquidity and deterred both existing shareholders and potential investors from trading in Highcroft Shares in meaningful volumes or with sufficient frequency to create an active market in the Highcroft Shares. Highcroft does not have, nor has had in its recent history, any institutional shareholders, which the Highcroft Directors believed further compounded the limited trading liquidity in Highcroft



Shares on the Main Market. These factors have not changed in the period since the Highcroft Shares were listed on TISE in February 2024.

The Highcroft Directors believe that the above factors are likely to continue to restrict Highcroft's access to new equity capital investment from institutional investors for future expansion. The Acquisition will address the issues of limited liquidity for Highcroft Shareholders and also offer Highcroft's Shareholders continued exposure to a complementary and high-quality property portfolio via a much larger UK REIT that has a strong record of paying and growing dividends and whose shares are liquid.

The weighted average cost of Highcroft's bank debt is approximately 3.1 per cent. This debt matures between 2026 and 2030 and the Highcroft Directors anticipate any replacement debt facility to be on terms including a materially higher interest rate. As a consequence, the Highcroft Directors expect that from 2026, assuming that Highcroft continues to experience restricted access to material new equity capital investment, Highcroft's operating costs as a percentage of net income will be significantly higher than they are currently, which in turn is expected to impact Highcroft's ability to maintain or increase the level of future dividends. Accordingly, the Highcroft Directors intend to unanimously recommend the Acquisition and, in particular, note:

- Based on the Closing Price on the Latest Practicable Date for both LondonMetric Shares and Highcroft Shares, the Acquisition values each Highcroft Share at 842.1 pence, which represents:
  - a premium of approximately 40.4 per cent. to the Closing Price per Highcroft Share of 600.0 pence on the Latest Practicable Date; and
  - a premium of approximately 43.3 per cent. to the closing price of 587.5 pence per Highcroft Share as derived from the Daily Official List on 19 February 2024, being the last day of trading of the Highcroft Shares on the Official List.
- The Acquisition provides Highcroft Shareholders the opportunity to realise a significant premium to the current share price for Highcroft Shares whilst still remaining invested in a highly rated and much larger UK REIT that has a 10-year track record of uninterrupted dividend growth and which will continue to focus on delivering enhanced income-led total returns for its shareholders in accordance with LondonMetric's objectives;
  - The lack of liquidity in Highcroft Shares, as a result of its limited free float, does not offer Highcroft Shareholders the opportunity to trade in meaningful volumes or with any frequency within an active market. Furthermore, the lack of an institutional shareholder base undermines the benefits which many other listed companies enjoy as a result of their listing, including LondonMetric. The Highcroft Directors note that Highcroft's current 30 day trading volume is 515 Highcroft Shares, which represents approximately 0.01 per cent. of Highcroft's issued share capital. At this current 30 day trading volume, it would take 2,528 trading days to trade 25 per cent. of Highcroft's issued share capital compared to LondonMetric's current average 30 day trading volume, where it would take 82 trading days to trade an equivalent portion of its (much larger) issued share capital. The Acquisition will provide Highcroft Shareholders with the opportunity to be part of a company with significantly improved share liquidity allowing Highcroft Shareholders to trade in LondonMetric's Shares more easily and frequently should they wish to do so.
  - The Highcroft Directors view the majority of Highcroft's portfolio as being highly complementary to LondonMetric's and believe that, as shareholders in the Combined Group, Highcroft Shareholders will continue to have access to desirable real estate delivering reliable, repetitive and growing income underpinning a progressive quarterly dividend policy;
  - The Supporting non-director Shareholders, whose shareholdings, in aggregate, represent approximately 56.94 per cent. of the issued share capital of Highcroft, are supportive of the Acquisition and have irrevocably undertaken to vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution 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). Further details of these irrevocable undertakings are set out below and in Appendix 3 to this Announcement.

## **6. Irrevocable undertakings**

As set out above, LondonMetric has received irrevocable undertakings from each of the Highcroft Directors who are interested in Highcroft Shares to vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution 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), in respect of, in aggregate, 170,019 Highcroft Shares representing approximately 3.27 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

In addition, as set out above, LondonMetric has received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting, and in favour of the Resolution 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), from the Supporting non-director Shareholders in respect of, in aggregate, 2,964,517 Highcroft Shares, representing approximately 56.94 per cent. of the issued share capital of Highcroft as at the Latest Practicable Date.

In total, LondonMetric has therefore received irrevocable undertakings from the Highcroft Directors and the Supporting non-director Shareholders in respect of, in aggregate, 3,134,536 Highcroft Shares, representing approximately 60.20 per cent. of Highcroft's issued share capital as at the Latest Practicable Date. Further details of the irrevocable undertakings are set out in Appendix 3 to this Announcement.

## **7. Information on LondonMetric**

LondonMetric is a public limited company incorporated in England and Wales and is the holding company of the LondonMetric Group. The LondonMetric Group is a UK REIT and was formed out of a merger between London & Stamford Property Plc and Metric Property Investments Plc which completed on 25 January 2013. Since 2019, LondonMetric has pursued a strategy of acquisitive growth and has been a principal consolidator in the UK listed real estate market, having completed the acquisition of A&J Mucklow plc in 2019, CT Property Trust Limited in 2023 and LXI REIT plc in 2024. LondonMetric is continuously assessing similar potential opportunities and has a management team which has deep experience in both executing such transactions and integrating acquired portfolios. LondonMetric is the UK's leading triple net lease REIT with a portfolio aligned to structurally-supported sectors of logistics, healthcare, convenience, entertainment and leisure. The LondonMetric Group's objective is to own and manage desirable real estate that can deliver reliable, repetitive and growing income-led

total returns and outperform over the long term.

As at the Latest Practicable Date, LondonMetric had a market capitalisation of approximately £3.7 billion. LondonMetric's property portfolio valuations will be published in the Scheme Document in accordance with Rule 29 of the Takeover Code. In addition, LondonMetric's audited balance sheet including the audited net asset and net asset per share figures will be included in LondonMetric's full year results for the year ending 31 March 2025 which will be published on or around 20 May 2025.

## 8. Information on Highcroft

Highcroft is a UK REIT which invests in commercial property in England and Wales. Since 19 February 2024, Highcroft Shares have been listed on TISE and, prior to that, were listed on the premium listing segment of the Official List. Highcroft has a diversified portfolio of 22 properties generating rental income from 28 tenancies which benefits from 94 per cent. occupancy and a 7 year WAULT. 52 per cent. of the assets are logistics assets, predominantly single let to occupiers including Booker, Royal Mail, Ikea and DHL. 27 per cent. are retail warehouses let to occupiers including Wickes, B&Q and M&S with a further 11 per cent. in leisure, 6 per cent. in office and 4 per cent. in retail. Highcroft aims to deliver sustainable long-term income and capital growth for its shareholders through accretive asset management initiatives and recycling of capital in its regionally based property portfolio.

As at the Latest Practicable Date, Highcroft had a market capitalisation of approximately £31.2 million. Highcroft's property portfolio valuation will be published in the Scheme Document in accordance with Rule 29 of the Takeover Code.

## 9. Dividends

### *Highcroft dividends*

Highcroft has announced separately today an interim dividend of 35 pence per Highcroft Share (the "**Highcroft Interim Dividend**"). The Highcroft Interim Dividend is due to be paid on 16 May 2025 to Highcroft Shareholders on the register of members as at the close of business on 25 April 2025. Highcroft Shareholders will be entitled to receive and retain the Highcroft Interim Dividend in full.

In addition, if the Effective Date has not occurred before the record date for the LondonMetric Fourth Quarterly Dividend (as defined below), Highcroft Shareholders will also be entitled to receive and retain a single dividend announced, declared or paid by Highcroft which does not exceed an amount per Highcroft Share equal to 4.65 times the aggregate amount per LondonMetric Share of the LondonMetric Fourth Quarterly Dividend. Any dividend that is permissible under this criteria is a "**Highcroft Permitted Dividend**".

Other than the Highcroft Interim Dividend and the Highcroft Permitted Dividend, if any dividend or other distribution is authorised, declared, made or paid in respect of Highcroft Shares on or after the date of this Announcement and with a record date on or before the Effective Date, LondonMetric reserves the right to reduce the consideration payable for each Highcroft Share under the Acquisition accordingly by reference to the amount per Highcroft Share of all or part of any such dividend or other distribution.

To the extent that such a dividend or distribution has been declared but not paid prior to the Effective Date, and such dividend or distribution is cancelled, then the exchange ratio shall not be subject to change in accordance with this paragraph.

Any exercise of 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 Acquisition.

### *LondonMetric dividends*

On 27 February 2025, LondonMetric announced its third quarterly interim dividend in respect of the quarter ended 31 December 2024 of 3.0 pence per LondonMetric Share (the "**LondonMetric Third Quarterly Dividend**") which is due to be paid on 11 April 2025 to LondonMetric Shareholders on LondonMetric's register of members on 7 March 2025. On the basis of the expected dividend payment timetable, only existing LondonMetric Shareholders will be entitled to receive and retain the LondonMetric Third Quarterly Dividend.

LondonMetric Shareholders will also be entitled to receive and retain LondonMetric's fourth quarterly dividend in respect of the quarter ending 31 March 2025 (the "**LondonMetric Fourth Quarterly Dividend**") to be announced on or about 20 May 2025 and due to be paid by mid-July 2025 to LondonMetric Shareholders on LondonMetric's register of members on or about 30 May 2025. Based on the expected timetable for the Acquisition to become Effective, Highcroft Shareholders who retain their New LondonMetric Shares following completion of the Acquisition and who are registered holders of LondonMetric Shares as at the close of business on the finally confirmed record date (expected to be on or about 30 May 2025) will receive the LondonMetric Fourth Quarterly Dividend.

In addition, if (i) the Effective Date has not occurred by the Long-stop Date and (ii) the Long-stop Date is extended beyond LondonMetric's customary quarterly dividend record date, LondonMetric Shareholders will also be entitled to receive and retain any quarterly dividend announced, declared or paid by LondonMetric in respect of such period in the ordinary course and consistent with past practice of LondonMetric as to amount. Any dividend that is permissible under this criteria is a "**LondonMetric Permitted Dividend**".

Save in respect of the LondonMetric Third Quarterly Dividend, the LondonMetric Fourth Quarterly Dividend and any LondonMetric Permitted Dividend, LondonMetric has agreed not to authorise, declare, make or pay any dividend or other distribution on or after the date of this Announcement and prior to the Effective Date.

Following the Effective Date, LondonMetric will continue to adopt a progressive dividend policy, increasing the level of dividends paid as its earnings grow. The LondonMetric Directors expect that the dividend will continue to be paid quarterly and that a scrip alternative will continue to be offered.

## 10. Intentions for Highcroft

### *Board of Highcroft Directors*

LondonMetric intends to de-list Highcroft from TISE following completion of the Acquisition. It is intended that each of the Highcroft Directors will step down from the board of Highcroft and any of its subsidiaries (as applicable) upon completion of the Acquisition.

The board of LondonMetric will remain unchanged following the Acquisition and will continue to provide the complementary skills necessary to drive the Combined Group forward following completion of the Acquisition.

### *LondonMetric's strategic plans for Highcroft*

Prior to this announcement, and consistent with market practice, LondonMetric has been granted access to Highcroft's senior management for the purposes of confirmatory due diligence, which has enabled LondonMetric to conclude that, as set out in paragraph 3 above, the Combined Group will continue to be well placed to deliver reliable, repetitive and growing income-led returns that outperform over the long term through its programme of prudent financing, active asset management and capital recycling.

The Combined Group will own and manage UK property specialising in logistics, healthcare, convenience and leisure sectors with no material exposure to legacy retail and office segments of the market which have recently performed poorly.

#### ***Employees, management and pensions***

The Combined Group intends to safeguard existing statutory and contractual employment rights following completion of the Acquisition and LondonMetric does not intend to make any material changes in the conditions of employment of existing Highcroft employees, including pension contributions. Each of the Chair, Chief Executive and Non-executive Directors of Highcroft will step down from the Combined Group upon completion of the Acquisition. The Finance Director of Highcroft will remain with the Combined Group for a short period of approximately three to six months following completion of the Acquisition to ensure an orderly handover.

LondonMetric has completed a comprehensive review of Highcroft's portfolio and operations and notes that Highcroft manages its property portfolio through a third party property and asset management structure. Following completion of the Acquisition, the Highcroft property portfolio will be integrated into the LondonMetric portfolio and managed exclusively by the existing LondonMetric platform.

In addition, corporate functions relating to Highcroft's status as a listed and publicly traded company will no longer be required by the Combined Group.

Highcroft has one other part-time employee, who is expected to remain with the Combined Group following completion of the Acquisition.

It is not envisaged that any changes will arise in relation to LondonMetric's existing employees and employee headcount as a result of the Acquisition.

Neither Highcroft nor LondonMetric has an existing defined benefit pension scheme.

#### ***Headquarters and headquarter functions, locations and fixed assets***

LondonMetric intends to consolidate the head office functions of LondonMetric and Highcroft so that the Combined Group will operate from LondonMetric's existing head office at 1 Curzon Street, London W1J 5HB. Contractual arrangements at Highcroft's serviced head office at Lambourne House, 311-321 Banbury Road, Oxford OX2 7JH, will, in due course, be cancelled.

Save as set out above, LondonMetric does not otherwise intend any redeployment of Highcroft's fixed asset base.

#### ***Research and development***

Owing to the nature of its business, Highcroft has no research and development function.

#### ***Listing***

Following completion of the Acquisition, the Combined Group will remain listed on the Main Market. It is intended that dealings in, and registration of transfers of, Highcroft Shares (other than the registration of the transfer of the Scheme Shares to LondonMetric pursuant to the Scheme) will be suspended shortly before the Effective Date at a time to be set out in the Scheme Document. It is further intended that TISEA will be notified of the cancellation of trading for Highcroft Shares with effect from or shortly following the Effective Date. Further details about the de-listing and cancellation of trading of Highcroft Shares can be found in paragraph 15 below.

Both the LondonMetric Group and the Highcroft Group fall within the UK REIT regime and benefit from the tax efficiencies provided by that regime. The Combined Group is expected to fall within the UK REIT regime and the relevant tax efficiencies will continue to apply to the Combined Group.

#### ***Arrangements with Highcroft's Chair, Chief Executive Officer and Finance Director***

On completion of the Acquisition, Highcroft has agreed to pay Charles Butler (Chair) £131,000 and Paul Leaf-Wright (Chief Executive Officer) £47,500, in each case in recognition of the significant role they have played in the Acquisition. On completion of the Acquisition, Highcroft has also agreed to pay Roberta Miles (Finance Director) £100,000 in respect of her contractual bonus entitlement and the significant role she has played in the Acquisition.

As required by, and solely for the purposes of, Rule 16.2 of the Code, Shore Capital has reviewed the terms of the above-mentioned payments and confirmed that, in its opinion, such payments are fair and reasonable. In providing its advice, Shore Capital, has taken into account the commercial assessments of the Highcroft Directors (excluding Charles Butler, Paul Leaf-Wright and Roberta Miles who, it is anticipated, will be the beneficiaries of the payments). Shore Capital is acting as financial adviser to Highcroft for the purposes of Rule 3 of the Code.

### **11. Offer-related arrangements**

#### ***Confidentiality Agreement***

LondonMetric and Highcroft have entered into the Confidentiality Agreement pursuant to which LondonMetric has undertaken to keep confidential, and to procure that certain of its representatives keep confidential, information relating to Highcroft and/or to the Acquisition, to use such information solely for the agreed purposes in relation to the Acquisition and not to disclose it to third parties (other than to permitted disclosees) unless required by law or regulation.

### **12. Disclosure of interests in Highcroft**

As at the close of business on the Latest Practicable Date, save for the irrevocable undertakings referred to in paragraphs 4 and 6 above and in Appendix 3 to this Announcement, neither LondonMetric, nor any of its directors, nor, so far as LondonMetric is aware, any person acting in concert (within the meaning of the Takeover Code) with it for the purposes of the Acquisition had:

- (i) any interest in or right to subscribe for any relevant securities of Highcroft;
- (ii) any short positions in respect of relevant securities of Highcroft (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 of relevant securities of Highcroft;
- (iii) borrowed or lent any relevant securities of Highcroft (including, for these purposes, any financial collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the Takeover Code) relating to relevant securities of Highcroft, save for any borrowed relevant securities of Highcroft which had been either on lent or sold; nor
- (iv) entered into 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 any relevant securities of Highcroft.

"interests in securities" for these purposes 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; and

"relevant securities of Highcroft" are Highcroft Shares or securities convertible or exchangeable into Highcroft Shares.

In the interests of secrecy prior to this Announcement, it has not been practicable for LondonMetric to make enquiries of all of its concert parties in advance of the release of this Announcement. Therefore, if LondonMetric becomes aware, following the making of such enquiries, that any of its concert parties have any such interests in relevant securities of Highcroft, all relevant details in respect of LondonMetric's concert parties will be included in LondonMetric's Opening Position Disclosure in accordance with Rule 8.1(a) and Note 2(a)(i) on Rule 8 of the Takeover Code (whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise).

### **13. Opening Position Disclosures**

Each of Highcroft and LondonMetric confirms that it will make an Opening Position Disclosure, setting out the details required to be disclosed by it under Rule 8 of the Takeover Code, by no later than 12 noon (London time) on 10 April 2025.

### **14. Structure of the Acquisition**

#### ***Scheme of arrangement and New LondonMetric Shares***

It is intended that the Acquisition will be effected by means of a Court-sanctioned scheme of arrangement between Highcroft and Scheme Shareholders under Part 26 of the Companies Act, full details of which will be set out in the Scheme Document to be published by Highcroft in due course. The procedure involves, *inter alia*, an application by Highcroft to the Court to sanction the Scheme, in consideration for which Scheme Shareholders who are on the register of members at the Scheme Record Time will receive consideration on the basis set out in paragraph 2 above. The purpose of the Scheme is to provide for LondonMetric to become the holder of the entire issued and to be issued share capital of Highcroft.

The New LondonMetric Shares will be issued in registered form, credited as fully paid, and will be capable of being held in both certificated and uncertificated form. They will rank *pari passu* in all respects with the existing LondonMetric Shares, including the rights to receive all dividends and other distributions (if any) declared, made or paid by LondonMetric by reference to a record date falling after the Effective Date.

Fractions of New LondonMetric Shares will not be allotted or issued pursuant to the Acquisition, but entitlements of Scheme Shareholders will be rounded down to the nearest whole number of New LondonMetric Shares. All fractional entitlements to New LondonMetric Shares will be aggregated and sold in the market as soon as practicable after the Effective Date. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be distributed by LondonMetric in due proportions to Scheme Shareholders who would otherwise have been entitled to such fractions provided that individual entitlements to amounts of less than £5.00 will not be paid to Scheme Shareholders but will be retained for the benefit of the Combined Group.

#### ***Conditions***

The implementation of the Scheme will be subject to the Conditions and further terms set out in Appendix 1 to this Announcement and the further terms and conditions to be set out in full in the Scheme Document including, *inter alia*, the:

- approval of the Scheme by a majority in number of the Scheme Shareholders who are present and voting (and entitled to vote), either in person or by proxy, at the Court Meeting (or at any adjournment thereof) and who represent not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders;
- passing of the Resolution by the requisite majority, whether in person or by proxy, at the General Meeting;
- the FCA having acknowledged to LondonMetric or its agent (and such acknowledgement not having been withdrawn) that the application for admission of the New LondonMetric Shares to the Official List has been approved;
- the London Stock Exchange having acknowledged to LondonMetric or its agent (and such acknowledgement having not been withdrawn) that the New LondonMetric Shares will be admitted to trading on the Main Market;



- sanctioning of the Scheme by the Court; and
- the Scheme becoming Effective by 11.59 p.m. on the Long-stop Date.

The Scheme will lapse and the Acquisition will not take place if:

- either the Court Meeting or the General Meeting are not held by the 22<sup>nd</sup> day after the expected date of such meeting to be set out in each case in the Scheme Document (or such later date(s) if any (1) as may be agreed between LondonMetric and Highcroft; or (2) (in a competitive situation) as may be specified by LondonMetric (with the consent of the Panel and in each case (if so required) with the approval of the Court); or
- the Court Hearing to approve the Scheme is not held by the 22<sup>nd</sup> day after the expected date of the Court Hearing to be set out in the Scheme Document (or such later date(s) if any (1) as may be agreed between LondonMetric and Highcroft; or (2) (in a competitive situation) as may be specified by LondonMetric (with the consent of the Panel and in each case (if so required) with the approval of the Court).

Upon the Scheme becoming Effective, it will be binding on all Scheme Shareholders, 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 of the resolutions proposed at such meetings).

Further details of the Scheme, including an indicative timetable for its implementation, will be set out in the Scheme Document, which, together with the Forms of Proxy, is expected to be dispatched to Highcroft Shareholders as soon as practicable and, in any event, within 28 days of this Announcement. The timing of events which relate to the implementation of the Acquisition is, however, subject to the approval of the Court and is therefore subject to change. It is expected that the Court Meeting and the General Meeting will be held on or around 15 May 2025 and that, subject to the satisfaction of the Conditions and the further terms set out in Appendix 1 to this Announcement and the further terms and conditions to be set out in full in the Scheme Document, the Scheme is expected to become Effective by 21 May 2025.

The Scheme will be governed by English law and will be subject to the jurisdiction of the Court. The Acquisition will be subject to the applicable requirements of the Takeover Code, the Panel, TISE, the London Stock Exchange and the FCA.

### ***Election to switch***

LondonMetric has reserved the right to elect, subject to the consent of the Panel, for the Acquisition to be implemented by way of a Takeover Offer. In this event, the Takeover Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme. If LondonMetric does elect to implement the Acquisition by way of a Takeover Offer, and if sufficient acceptances of such Takeover Offer are received and/or sufficient Highcroft Shares are otherwise acquired, it is the intention of LondonMetric to apply the provisions of sections 979 to 982 (inclusive) of the Companies Act to acquire compulsorily any outstanding Highcroft Shares to which such Acquisition relates.

## **15. De-listing of Highcroft Shares**

Prior to the Scheme becoming Effective, TISEA will be notified of the de-listing and cancellation of trading of Highcroft Shares on The International Stock Exchange, in each case to take effect from or shortly after the Effective Date. The last day of dealings in Highcroft Shares on TISE is expected to be the Business Day immediately prior to the Court Hearing and no transfers will be registered after 6.00 p.m. on that date.

On the Effective Date, Highcroft will become a wholly owned subsidiary of LondonMetric and share certificates in respect of Highcroft Shares will cease to be valid and should be destroyed. In addition, entitlements to Highcroft Shares held within the CREST system will be cancelled on the Effective Date.

Upon the Scheme becoming Effective, LondonMetric (and/or its nominee(s)) will acquire the Scheme Shares fully paid and free from all liens, equitable interests, charges, encumbrances and other third party rights of any nature whatsoever and together with all rights attaching to them including the right to receive and retain all dividends and distributions (if any) declared after the Effective Date.

## **16. Admission of, and commencement of dealings in, the New LondonMetric Shares**

Applications will be made to the FCA for the New LondonMetric Shares to be issued in consideration for the Acquisition to be admitted to the Official List and to the London Stock Exchange for the New LondonMetric Shares to be admitted to trading on the Main Market.

It is expected that Admission will become effective and that unconditional dealings in the New LondonMetric Shares will commence on the London Stock Exchange, at 8.00 a.m. (London time) on the first Business Day following the date on which the Scheme becomes Effective.

Details of how Highcroft Shareholders can hold, access and trade in LondonMetric Shares will be set out in the Scheme Document. Highcroft Shareholders resident in the United Kingdom will be able to hold their LondonMetric Shares through any of the ways currently available to LondonMetric Shareholders, including through an intermediary of their own choice should they wish to do so.

## **17. General**

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. Certain terms used in this Announcement are defined in Appendix 4 to this Announcement. The Scheme Document will contain property portfolio valuations in respect of Highcroft and LondonMetric in accordance with Rule 29 of the Takeover Code.

Each of Peel Hunt and Shore Capital has given and not withdrawn its written consent to the publication of this Announcement with the inclusion herein of the references to its name in the form and context in which it appears.

## 18. Documents available on website

Copies of the following documents will be made available on Highcroft's website at <https://www.highcroftplc.com/recommended-offer> and LondonMetric's website at [www.londonmetric.com/investors/acquisition-highcroft](http://www.londonmetric.com/investors/acquisition-highcroft) by no later than 12 noon London time on the Business Day following this Announcement until completion of the Acquisition:

- a copy of this Announcement;
- the irrevocable undertakings referred to in paragraphs 4 and 6 above and summarised in Appendix 3 to this Announcement;
- the written consents of Peel Hunt and Shore Capital to being named in this Announcement; and
- the Confidentiality Agreement.

### Enquiries:

<b>LondonMetric Property plc</b>	+44 (0) 20 7484 9000
Andrew Jones, Chief Executive	
Martin McGann, Finance Director	
Gareth Price, Investor Relations	

<b>Peel Hunt (Financial Adviser and Corporate Broker)</b>	+44 (0) 20 7418 8900
Capel Irwin	
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Dido Laurimore	
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<b>Highcroft Investments plc</b>	+44 (0) 1869 352766
Charles Butler, Non-Executive Chairman	
Paul Leaf-Wright, Chief Executive	
Roberta Miles, Finance Director	

<b>Shore Capital (Financial Adviser to Highcroft)</b>	+44 (0) 20 7408 4080
Tom Griffiths	
Lucy Bowden	

### Financial Advisers

*Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for LondonMetric and for no one else in connection with the matters referred to in this Announcement and will not be responsible to any person other than LondonMetric for providing the protections afforded to clients of Peel Hunt, nor for providing advice in relation to the matters referred to herein. Neither Peel Hunt nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with the matters referred to in this Announcement, or otherwise.*

*Shore Capital and Corporate Limited ("Shore Capital"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Highcroft and for no one else in connection with the matters referred to in this Announcement and will not be responsible to any person other than Highcroft for providing the protections afforded to clients of Shore Capital, nor for providing advice in relation to the matters referred to herein. Neither Shore Capital nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Shore Capital in connection with the matters referred to in this Announcement, or otherwise.*

### Legal Advisers

CMS Cameron McKenna Nabarro Olswang LLP is retained as legal adviser to LondonMetric. Bryan Cave Leighton Paisner LLP is retained as legal adviser to Highcroft.

### Important notices

*This Announcement is not for release, publication or distribution, in whole or in part, directly or indirectly in, into or from the United States or any other jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.*

*This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to*

sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance, transfer or exchange of securities or such solicitation, pursuant to the Acquisition or otherwise, in any jurisdiction in which such offer, invitation, solicitation, purchase, 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, any document by which the Takeover Offer is made) and the accompanying Forms of Proxy (or forms of acceptance, if applicable), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the resolutions proposed in connection with the Acquisition. Any vote, approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer). Highcroft Shareholders should not make any investment decision in relation to the Acquisition or New LondonMetric Shares except on the basis of the Scheme Document (or any other document by which the Acquisition is made by way of a Takeover Offer). The Scheme Document will be distributed to Highcroft Shareholders by Highcroft as soon as practicable. Highcroft and LondonMetric urge Highcroft Shareholders to read the Scheme Document carefully when it becomes available as it will contain important information relating to the Acquisition, the New LondonMetric Shares and the Combined Group.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and the release of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

This Announcement does not constitute a prospectus or prospectus equivalent document.

No person should construe the contents of this Announcement as legal, financial or tax advice. If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under FSMA.

### **Overseas shareholders**

This Announcement has been prepared for the purpose of complying with English law, the Takeover Code, the Market Abuse Regulation, the Disclosure Guidance and Transparency Rules, the TISE Listing Rules and the UK Listing Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.

The availability of the New LondonMetric Shares (and the ability of persons to hold such shares) in, and the release, publication or distribution of this Announcement in or into, jurisdictions other than the United Kingdom may be restricted by the laws and/or regulations of those jurisdictions. Persons into whose possession this Announcement comes who are not resident in the United Kingdom, or who are subject to the laws and/or regulations of any jurisdiction other than the United Kingdom, should inform themselves of, and observe, any such applicable laws and/or regulations. In particular, the ability of persons who are not resident in the United Kingdom or who are subject to the laws of another jurisdiction to participate in the Acquisition or to vote their Scheme Shares in respect of the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located or to which they are subject. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by LondonMetric or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made, and the New LondonMetric Shares to be issued pursuant to the Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such use, means, instrumentality or form 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 such jurisdictions where to do so would violate the laws in that jurisdiction.

If the Acquisition is implemented by a Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national state or other securities exchange, of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from or within any Restricted Jurisdiction.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

### **Additional information for US investors**

Highcroft Shareholders located in the United States should note that the Acquisition relates to the securities of an English company with a listing on TISE and is proposed to be implemented pursuant to a scheme of arrangement provided for under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Scheme is subject to procedural and disclosure requirements and practices applicable to a scheme of arrangement involving a target company in England listed on TISE, which are different from the disclosure requirements of the US tender offer and proxy solicitation rules.

The Acquisition may, in circumstances provided for in this Announcement, instead be carried out by way of a Takeover Offer under English law. If in the future LondonMetric exercises its right to implement the Acquisition by way of a Takeover Offer, such Takeover Offer will be made in compliance with applicable US tender offer and securities laws and regulations, including the exemptions therefrom. Such Takeover Offer would be made in the United States by LondonMetric and no one else. In addition to any such Takeover Offer, in accordance with normal practice in the United Kingdom, LondonMetric, certain affiliated companies, and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Highcroft Shares outside the United States, other than pursuant to the Takeover Offer, until the date on which such Takeover Offer would become effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made, they would be made outside the United States and would comply with applicable law, including the US Exchange Act. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed, as required in the United Kingdom, will be reported to a Regulatory Information Service of the FCA and will be available on the TISE website: <http://www.tisegroup.com/>.

The financial information included in this Announcement and other documentation related to the Acquisition has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The New LondonMetric Shares to be issued under the Scheme have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States absent registration or an available exemption from the registration requirements under the US Securities Act and applicable US state securities laws. If LondonMetric effects the Acquisition by way of a scheme of arrangement under English law, the New LondonMetric Shares to be issued in the Acquisition will be issued in reliance on the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. Highcroft will advise the Court that the Court's sanctioning of the Scheme will be relied upon by LondonMetric as an approval of the scheme of arrangement following a hearing on its fairness to Highcroft Shareholders at which hearing all such Highcroft Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all Highcroft Shareholders.

The New LondonMetric Shares to be issued to Highcroft Shareholders in the Acquisition pursuant to a scheme of arrangement under English law may generally be resold without restriction under the US Securities Act, except for resales by persons who are or will be affiliates (within the meaning of Rule 144 under the US Securities Act) "Affiliates" of a company are generally defined as persons who directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, that company. Whether a person is an affiliate of a company for purposes of the US Securities Act depends on the circumstances, but affiliates can include certain officers, directors and significant shareholders. Highcroft Shareholders who are or will be affiliates of LondonMetric or Highcroft prior to, or of LondonMetric after, the Effective Date will be subject to certain US transfer restrictions relating to the New LondonMetric Shares received pursuant to the Scheme as will be further described in the Scheme Document. Highcroft Shareholders who believe that they may be or will be affiliates for purposes of the US Securities Act should consult their own legal advisors prior to any resale of New LondonMetric Shares received under the Scheme.

None of the securities referred to in this Announcement have been approved or disapproved by the SEC or any US state securities commission, nor have any such authorities passed judgment upon the fairness or the merits of the Acquisition or determined if this Announcement is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

US holders of Highcroft Shares also should be aware that the transaction contemplated herein may have tax consequences in the United States and that such consequences, if any, are not described herein. US holders of Highcroft Shares are urged to consult with independent professional advisors regarding the legal, tax and financial consequences of the Acquisition applicable to them,

It may be difficult for US holders of Highcroft Shares to enforce their rights and claims arising out of the US federal securities laws since LondonMetric and Highcroft are organised in countries other than the United States and some or all of their officers and directors may be residents of, and some or all of their assets may be located in, jurisdictions other than the United States. US holders of Highcroft Shares may have difficulty effecting service of process within the United States upon those persons or recovering against judgments of US courts, including judgments based upon the civil liability provisions of the US federal securities laws. US holders of Highcroft Shares 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 judgment.

Further details in relation to US investors will be contained in the Scheme Document.

### **Forward-looking statements**

This Announcement (including information incorporated by reference into this Announcement), any oral statements made by LondonMetric or Highcroft in relation to the Acquisition and other information published by LondonMetric or Highcroft may contain statements about LondonMetric, Highcroft and/or the Combined Group that are or may be forward looking statements. All statements other than statements of historical facts included in this Announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "goals", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects", "hopes", "continues", "would", "could", "should" or words or terms of similar substance or the negative thereof, are forward looking statements. Forward looking statements 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 LondonMetric's or Highcroft's or the Combined



Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on LondonMetric's or Highcroft's or the Combined Group's business.

These forward looking statements are not based on historical fact and are not guarantees of future performance. By their nature, such forward looking statements involve risks and uncertainties that could significantly affect expected results and/or the operations of LondonMetric, Highcroft or the Combined Group and are based on certain assumptions and assessments made by LondonMetric and Highcroft in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate.

There are several factors which could cause actual results to differ materially from those projected, expressed or implied in forward looking statements. Among the factors that could cause actual results to differ materially from those described in the forward looking statements are the satisfaction of or failure to satisfy all or any of the conditions to the Acquisition, as well as additional factors, such as changes in the global, political, economic, business, competitive, market and regulatory forces, fluctuations in exchange and interest rates (including those arising from any potential credit rating decline), changes in tax rates and future business acquisitions or disposals, the success of business and operating initiatives and restructuring objectives and the outcome of any litigation. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Except as expressly provided in this Announcement, they have not been reviewed by the auditors of LondonMetric or Highcroft. Neither LondonMetric or Highcroft, nor any of their respective associates or directors, officers, employees or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to LondonMetric or Highcroft or any of their respective members, directors, officers, employees or advisers or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. LondonMetric and Highcroft disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

#### **No profit forecasts or estimates**

No statement in this Announcement is intended to constitute a profit forecast or profit estimate and no statement in this Announcement should be interpreted to mean that the earnings or earnings per share or dividend per share for LondonMetric, Highcroft or the Combined Group, as appropriate, for the current or future financial periods would necessarily match or exceed the historical published earnings or earnings per share or dividend per share for LondonMetric, Highcroft or the Combined Group, as appropriate.

#### **Disclosure requirements of the Takeover Code**

Under Rule 8.3(a) of the 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 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 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(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](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

### **Right to switch to a Takeover Offer**

LondonMetric reserves the right to elect, with the consent of the Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of Highcroft as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on the same terms or, if LondonMetric 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 the amendment referred to in paragraph 10 of Part B of Appendix 1 to this Announcement.

### **Publication of this Announcement on websites and availability of hard copies**

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Highcroft's website at [www.highcroftplc.com](http://www.highcroftplc.com) and LondonMetric's website at [www.londonmetric.com](http://www.londonmetric.com) by no later than 12.00 p.m. on the Business Day following the date of this Announcement.

In accordance with Rule 30.3 of the Takeover Code, Highcroft Shareholders and persons with information rights may request a hard copy of this Announcement by contacting Highcroft's registrars, MUFG Corporate Markets, Corporate Actions, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, or by calling MUFG Corporate Markets on +44 (0) 371 664 0300. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. to 5.30 p.m. (London time), Monday to Friday (except public holidays in England and Wales). Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice. 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.

For the avoidance of doubt, the contents of the aforementioned websites, and any websites accessible from hyperlinks on those websites, are not incorporated into and do not form part of this Announcement.

### **Information relating to Highcroft Shareholders**

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

### **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 exact arithmetic aggregation of the figures that precede them.

### **Rule 2.9 of the Takeover Code**

For the purposes of Rule 2.9 of the Takeover Code, LondonMetric confirms that, as at the Latest Practicable Date, it had 2,048,108,416 ordinary shares of 10 pence each in issue and admitted to trading on the London Stock Exchange and no shares held in treasury. The International Securities Identification Number ("ISIN") of the LondonMetric Shares is GB00B4WFW713.

For the purposes of Rule 2.9 of the Takeover Code, Highcroft confirms that, as at the Latest Practicable Date, it had 5,206,659 ordinary shares of 25 pence each in issue and admitted to trading on the official list of TISE and no shares held in treasury. The ISIN of the Highcroft Shares is GB0004254875.

## **APPENDIX 1**

### **CONDITIONS AND CERTAIN FURTHER TERMS OF THE ACQUISITION**

#### **Part A: The Conditions**

##### **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 not later than 11.59 p.m. on the Long-stop Date.

##### **Conditions of the Scheme**

2. The Scheme will be conditional upon:
  - (a)
    - (i) its approval by a majority in number representing not less than 75 per cent. in value of the Scheme Shareholders (or the relevant class or classes thereof, if applicable) who are on the register of members of Highcroft at the Scheme Voting Record Time, present and voting (and entitled to vote), whether in person or by proxy, at the Court Meeting, and at any separate class meeting which may be required, or, in each case, at any adjournment of any such meeting; and
    - (ii) the Court Meeting and any separate class meeting which may be required or, in each case, any adjournment of any such meeting being held on or before the 22<sup>nd</sup> day after the expected date of the Court Meeting, to be set out in the Scheme Document in due course (or such later date (1) as may be agreed by LondonMetric and Highcroft; or (2) (in a competitive situation) as may be specified by LondonMetric with the consent of the Panel, and in ease case (if so required), with the approval of the Court);
  - (b)
    - (i) the Resolution being duly passed by the requisite majority at the General Meeting (or at any adjournment of that meeting); and

- (ii) the General Meeting (or any adjournment of that meeting) being held on or before the 22<sup>nd</sup> day after the expected date of the General Meeting, to be set out in the Scheme Document in due course (or such later date (1) as may be agreed by LondonMetric and Highcroft; or (2) (in a competitive situation) as may be specified by LondonMetric with the consent of the Panel, and in each case (if so required), with the approval of the Court );
- (c)
  - (i) the sanction of the Scheme (with or without modification, but subject to any such modification being on terms acceptable to LondonMetric and Highcroft) by the Court and the delivery of a copy of the Court Order to the Registrar of Companies; and
  - (ii) the Court Hearing being held on or before the 22<sup>nd</sup> day after the expected date of the Court Hearing to be set out in the Scheme Document (or such later date (1) as may be agreed by LondonMetric and Highcroft; or (2) (in a competitive situation) as may be specified by LondonMetric with the consent of the Panel, and in each case (if so required) with the approval of the Court).

#### General Conditions to the Scheme

3. In addition, subject to (i) the terms of Part B of this Appendix 1 and (ii) the requirements of the Panel in accordance with the Takeover Code, LondonMetric and Highcroft have agreed that the Acquisition will be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme Effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived prior to the Scheme being sanctioned by the Court:

#### FCA and London Stock Exchange

- (a) the FCA having acknowledged to LondonMetric or its agent (and such acknowledgement not having been withdrawn) that the application for the admission of the New LondonMetric Shares to the equity shares in commercial companies segment of the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject ("Listing Conditions")) admission will become effective as soon as a dealing notice has been issued by the FCA and any Listing Conditions having been satisfied;
- (b) the London Stock Exchange having acknowledged to LondonMetric or its agent (and such acknowledgement not having been withdrawn) that the New LondonMetric Shares will be admitted to trading on the Main Market;

#### General regulatory

- (c) no Third Party having 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 having required any action to be taken or otherwise having done anything, or having enacted, made or proposed any statute, regulation, decision or order, or change to published practice and there not continuing to be outstanding any statute, regulation, decision or order which in each case would or would reasonably be expected to:
  - (i) make the Acquisition, its implementation or the acquisition or the proposed acquisition by LondonMetric or any member of the Wider LondonMetric Group of any shares or other securities (or the equivalent) in, or control or management of, Highcroft or any member of the Wider Highcroft Group void, illegal or unenforceable under the laws of any jurisdiction, or otherwise directly or indirectly restrain, prohibit, prevent, restrict, delay or otherwise materially interfere with the same or impose additional adverse conditions or obligations or require material amendment to the terms with respect thereto to an extent which is or could be material in the context of the Combined Group taken as a whole or material in the context of the Acquisition;
  - (ii) limit or delay the ability of any member of the Wider LondonMetric Group to acquire or to hold or to exercise effectively, directly or indirectly, all or any rights of ownership in respect of shares or other securities (or the equivalent) in any member of the Wider Highcroft Group or the Wider LondonMetric Group, or to hold or exercise, directly or indirectly, voting or management control over, any member of the Wider Highcroft Group or any member of the Wider LondonMetric Group, as the case may be, to the extent which, in any such case, is or could be material in the context of the Combined Group taken as a whole or material in the context of the Acquisition;
  - (iii) require, prevent or materially delay any divestiture or alter the terms envisaged for any proposed divestiture, by any member of the Wider LondonMetric Group or by any member of the Wider Highcroft Group of all or any part of their respective businesses, assets or properties or impose any limitation on the ability of all or any of them to conduct their respective businesses (or any part thereof) or to own or control or manage any of their respective assets or properties (or any part thereof), to an extent which, in any such case, is material in the context of the Wider LondonMetric Group or the Wider Highcroft Group taken as a whole;
  - (iv) except pursuant to the implementation of the Acquisition or, if applicable, sections 974 to 991 of the Companies Act, require any member of the Wider LondonMetric Group or of the Wider Highcroft Group to acquire, or to offer to acquire, any shares or other securities (or the equivalent) in or any interest in any of the assets owned by, any member of the Wider Highcroft Group or the Wider LondonMetric Group owned by any third party or to sell, or offer to sell, any shares or other securities (or their equivalent) or any interest in any of the assets owned by any member of the Wider LondonMetric Group or the Wider Highcroft Group;
  - (v) limit the ability of any member of the Wider LondonMetric Group or any member of the Wider Highcroft Group to conduct, integrate or co-ordinate its business, or any part of it, with all or any part of the businesses of any other members of the Wider LondonMetric Group and/or of the Wider Highcroft Group which is material in the context of, the Wider LondonMetric Group and/or the Wider Highcroft Group, as the case may be, taken as a whole or in the context of the Acquisition;
  - (vi) result in any member of the Wider LondonMetric Group ceasing to be able to carry on business under any name under which it presently does so; or
  - (vii) otherwise adversely affect any or all of the business, assets, profits, financial or trading position of any member of the Wider LondonMetric Group or of any member of the Wider Highcroft Group to an extent which is material in the context of the Wider LondonMetric Group or the Wider Highcroft Group in either case, taken as a whole,

and all applicable waiting and other time periods (including any extensions thereof) 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 any applicable legislation or regulation of any relevant jurisdiction in respect of the

Acquisition or the acquisition of Highcroft Shares or otherwise intervene having expired, lapsed or been terminated (as the case may be);

#### **Notifications, waiting periods and Authorisations**

- (d) all material notifications, filings or applications which are deemed necessary by LondonMetric having been made, all necessary waiting and other time periods (including any extensions of such waiting and other time periods) under any applicable legislation or regulation of any relevant jurisdiction having expired, lapsed or been terminated (as appropriate) and all statutory or regulatory obligations in any relevant jurisdiction having been complied with, in each case in connection with the Acquisition or the acquisition, or proposed acquisition of any shares or other securities (or the equivalent) in, or of control of, any member of the Wider Highcroft Group by any member of the Wider LondonMetric Group;
- (e) all Authorisations which are deemed necessary by LondonMetric in any relevant jurisdiction for or in respect of the Acquisition (or its implementation) or required for the acquisition or proposed acquisition of any shares or other securities (or the equivalent) in, or of control or management of, Highcroft or any other member of the Wider Highcroft Group by LondonMetric or any member of the Wider LondonMetric Group having been obtained, in terms and in a form satisfactory to LondonMetric from all necessary Third Parties or any persons or bodies with whom any member of the Wider Highcroft Group has entered into contractual arrangements or other material business relationships and all such Authorisations together with all Authorisations deemed necessary by LondonMetric to carry on the business of any member of the Wider Highcroft Group remaining in full force and effect and all filings necessary for such purpose having been made, and there being no notice or other intimation of any intention to revoke, suspend, restrict, modify or not to renew any of the same at the time at which the Acquisition becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with in each case which is or could be material in the context of the Combined Group taken as a whole or material in the context of the Acquisition;

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

- (f) save as Disclosed, there being no provision of any arrangement, agreement, lease, licence, permit or other instrument to which any member of the Wider Highcroft 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, or any circumstance which, in each case as a consequence of the Scheme, the Acquisition (or its implementation) or the acquisition or proposed acquisition by LondonMetric or any member of the Wider LondonMetric Group of any shares or other securities (or the equivalent) in Highcroft, or because of a change of control or management of, Highcroft or any member of the Wider Highcroft Group, would or would reasonably be expected to, result in any of the following (in any case, to an extent which is material in the context of the Wider Highcroft Group taken as a whole or in the context of the Acquisition):
  - (i) any monies borrowed by or any other indebtedness or liabilities (actual or contingent) of, or any grant available to any member of the Wider Highcroft Group, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date, or the ability of any such member of the Wider Highcroft Group to borrow monies or incur any indebtedness being withdrawn or inhibited or becoming capable of being withdrawn or inhibited;
  - (ii) 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 Highcroft Group or any such mortgage, charge, encumbrance or other security interest (wherever and whenever created, arising or having arisen) becoming enforceable;
  - (iii) any asset or interest of (or any asset the use of which is enjoyed by) any member of the Wider Highcroft Group being or falling to be disposed of or charged or ceasing to be available to any member of the Wider Highcroft Group or any right arising under which any such asset or interest could be required to be disposed of or charged or could cease to be available to any member of the Wider Highcroft Group otherwise than in the ordinary course of business;
  - (iv) any member of the Wider Highcroft Group ceasing to be able to carry on business under any name under which it presently does so;
  - (v) the creation or acceleration of any liability (actual or contingent) by any member of the Wider Highcroft Group other than trade creditors or other liabilities incurred in the ordinary course of business or in connection with the Acquisition;
  - (vi) the rights, liabilities, obligations or interests of any member of the Wider Highcroft Group or the business of any such member with any other person, firm, company or body (or any arrangement, agreement, lease, licence, permit, or other instrument relating to any such interests or business) being, or being likely to become terminated, adversely modified or affected or any adverse action being taken or arising thereunder or any onerous obligation or liability arising thereunder; and
  - (vii) the value or financial or trading position of any member of the Wider Highcroft Group being prejudiced or adversely affected,

and, save as Disclosed, no event having occurred which, under any provision of any arrangement, agreement, lease, license, permit or other instrument to which any member of the Wider Highcroft Group is a party, or by or to which any such member or any of its assets may be bound, entitled or subject, would or would reasonably be expected to result in any of the events or circumstances which are referred to in sub-paragraphs (i) to (vii) of this Condition 3(f), in each case, to the extent material in the context of the Wider Highcroft Group taken as a whole or in the context of the Acquisition;

#### **Certain events occurring since 30 June 2024**

- (g) save as Disclosed, no member of the Wider Highcroft Group having since 30 June 2024:
  - (i) issued or agreed to issue, or authorised or proposed or announced its intention to authorise or propose the issue of, additional shares or securities of any class (or the equivalent), or securities convertible into or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or the equivalent or convertible securities;
  - (ii) purchased, redeemed or repaid or announced its intention to purchase, redeem or repay any of its own shares or other securities (or their equivalent) or reduced or, save in respect of matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital;



- (iii) save as between Highcroft and wholly-owned subsidiaries of Highcroft or between such wholly-owned subsidiaries and subsidiary undertakings and save for the Highcroft Interim Dividend and any Highcroft Permitted Dividend, recommended, declared, paid or made, or agreed to recommend, declare, pay or make, any bonus issue, dividend or other distribution, whether payable in cash or otherwise;
- (iv) save for intra- Highcroft Group transactions, made, authorised, proposed or announced an intention to make, propose or authorise any change in its loan capital other than in the ordinary course of business and to the extent which is material in the context of the Wider Highcroft Group taken as a whole;
- (v) save for intra-Highcroft Group transactions, merged or demerged with any body corporate, partnership or business or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or announced any intention to effect, implement, authorise or propose any reconstruction, amalgamation, scheme, merger, demerger, disposal, transfer, mortgage, charge or security interest, in any asset or shares or loan capital in each case, to the extent which is material in the context of the Wider Highcroft Group taken as a whole;
- (vi) issued, authorised or proposed or announced its intention to authorise or propose for the issue of, or made any change in or to the terms of, any debentures or (save for intra-Highcroft Group transactions) incurred or increased any indebtedness (other than trade credit incurred in the ordinary course of business) or become subject to any liability (actual or contingent) to an extent which is material in the context of the Wider Highcroft Group taken as a whole;
- (vii) entered into, varied or authorised, proposed or announced any intention to enter into or vary any agreement, transaction, arrangement or commitment (whether in respect of capital expenditure or otherwise) which:
  - (A) is of a long term, onerous or unusual nature or magnitude or which is reasonably likely to involve an obligation of such nature or magnitude (save in the ordinary course of business); or
  - (B) would, or would reasonably be likely to, restrict the business of any member of the Wider Highcroft Group other than to a nature and extent which is normal in the context of the business concerned,
 and, in either case, which is or would or would reasonably be expected to be material and adverse in the context of the Wider Highcroft Group taken as a whole;
- (viii) entered into or materially varied the terms of or made an offer (which remains open for acceptance) to materially vary the terms of any contract, service agreement, letter of appointment, commitment or arrangement with any director of any member of the Wider Highcroft Group or changes or entered into any commitment to change salaries and bonuses which exceed the immediately preceding year's remuneration by more than three per cent. or offer or agree other bonuses of variations of terms which are not in the ordinary course of business;
- (ix) (other than in respect of a member which is dormant and was solvent at the relevant time) taken any corporate action or steps or had any legal proceedings started or threatened against it, or petition presented or order made, in relation to the suspension of payments, a moratorium of any indebtedness, or for its winding-up, dissolution or reorganisation or for the appointment of a receiver, administrator, administrative receiver, trustee or similar officer of all or any of its assets or revenues or any analogous proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed;
- (x) 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, putting a moratorium on, compromising 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 to an extent which is material in the context of the Wider Highcroft Group taken as a whole;
- (xi) other than claims between Highcroft and its wholly-owned subsidiaries or between such wholly-owned subsidiaries, waived, settled, abandoned or compromised any claim (otherwise than in the ordinary and usual course of business) which is material in the context of the Wider Highcroft Group taken as a whole;
- (xii) terminated or varied the terms of any agreement or arrangement between any member of the Wider Highcroft Group and any other person in a manner which would or would reasonably be expected to have a material adverse effect on the financial position or prospects of the Wider Highcroft Group taken as a whole other than as directed, required and/or requested by, or with the agreement of, LondonMetric;
- (xiii) made any alteration to its articles of association (other than as required in connection with the Acquisition or the Scheme);
- (xiv) put in place any pension schemes for any director of any member of the Wider Highcroft Group or their dependants or made or agreed or consented to any change to: (A) the contribution payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder; (C) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; (D) the basis upon which the liabilities (including pensions) of such pensions schemes are funded, valued, made, altered or consented to;
- (xv) proposed or agreed to provide any share option incentive scheme or other benefit relating to the employment or termination of employment of any director of any member of the Wider Highcroft Group;
- (xvi) entered into, implemented or authorised the entry into, of any joint venture, asset or profit-sharing arrangement;
- (xvii) except with the consent of LondonMetric, taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of Highcroft Shareholders at a general meeting of Highcroft in accordance with, or as contemplated by, Rule 21.1 of the Takeover Code;
- (xviii) entered into any contract, agreement, commitment or arrangement or passed any resolution or made any offer (which remains open for acceptance) with respect to, or announced, any of the transactions, matters or events referred to in this Condition 3(g);

#### **No material adverse change**

- (h) save as Disclosed, since 30 June 2024:

- (i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Highcroft Group which, in any such case, is or could be material in the context of the Wider Highcroft Group taken as a whole;
- (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted to which any member of the Wider Highcroft Group is or may become a party (whether as plaintiff, defendant or otherwise) and (other than as a result of, or in connection with the Acquisition) no enquiry, review or investigation by, or complaint or reference to, any Third Party against or in respect of any member of the Wider Highcroft Group having been announced or threatened in writing by or against or remaining outstanding in respect of any member of the Wider Highcroft Group, which in any such case has had or would reasonably be expected to have a material adverse effect on the Wider Highcroft Group taken as a whole;
- (iii) no contingent or other liability of any member of the Wider Highcroft Group having arisen or become apparent or increased (other than in the ordinary course of business), which has had or might reasonably be expected to adversely affect the business, assets, financial or trading position or profits or prospects of any member of the Wider Highcroft Group which in any case is material in the context of the Wider Highcroft Group taken as a whole;
- (iv) no member of the Wider Highcroft Group having conducted its business in breach of any applicable laws and regulations which in any case is material in the context of the Wider Highcroft Group taken as a whole; and
- (v) 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 or permit or consent held by any member of the Wider Highcroft Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which would reasonably be expected to have a material adverse effect on the Wider Highcroft Group taken as a whole;

#### **No discovery of certain matters**

- (i) save as Disclosed, LondonMetric not having discovered that (in each case to an extent which is or could be material in the context of the Wider Highcroft Group taken as a whole or material in the context of the Acquisition):
  - (i) any financial or business or other information concerning the Wider Highcroft Group as contained in the information publicly announced or disclosed, whether publicly or otherwise, at any time to any member of the Wider LondonMetric Group by or on behalf of any member of the Wider Highcroft Group is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make that information not misleading and which has not been subsequently corrected before the date of this Announcement by disclosure either publicly or otherwise;
  - (ii) any member of the Wider Highcroft Group is subject to any liability (actual or contingent), other than in the ordinary course of business;
  - (iii) any past or present member of the Wider Highcroft Group has failed to comply with any applicable legislation, regulations or common law of any jurisdiction or any notice, order or requirement of any Third Party or any Authorisations with regard to the use, treatment, handling, storage, release, disposal, discharge, presence, spillage, leak or emission of any waste or hazardous or harmful 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 any person, or that there has otherwise been any such use, treatment, handling, storage, release, disposal, discharge, presence, spillage, leak or emission (whether or not the same constituted a non-compliance by any person with any legislation, regulations or law and wherever the same may have taken place) which, in any case, non-compliance would be reasonably likely to give rise to any liability (whether actual or contingent) or cost (including any penalty) on the part of any member of the Wider Highcroft Group; or
  - (iv) there is, or is reasonably likely to be, any obligation or liability, whether actual or contingent or requirement to make good, repair, reinstate, remedy or clean up any property or controlled waters now or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider Highcroft Group (or on its behalf) under any environmental legislation, regulation, common law, notice, circular or order or Third Party in any jurisdiction;
- (j) save as Disclosed, LondonMetric not having discovered that:
  - (i) any:
    - (A) past or present member, director or officer or employee of the Wider Highcroft Group is or has at any time, in connection with their position in the Wider Highcroft Group, engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the U.S. Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery legislation or regulation; or
    - (B) any person that performs or has performed services for or on behalf of the Wider Highcroft Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the U.S. Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption or anti-bribery legislation or regulation;
  - (ii) any asset of any member of the Wider Highcroft 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 Highcroft Group is found to have engaged in activities constituting money laundering;
  - (iii) any past or present member, director or officer or employee of the Wider Highcroft Group or any other person for whom any such person may be liable or responsible, is or has engaged in any conduct or business which would violate any economic sanctions or dealt with, made any investments in, made any funds or assets available to or received any funds or assets from: (a) 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 or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control or HM Treasury & Customs in the United Kingdom; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the UK, the European Union or any of their respective member states;

- (iv) any past or present member, director or officer or employee of the Wider Highcroft Group or any person for whom any such person may be liable or responsible:
  - (A) has engaged in conduct which would violate any relevant anti-terrorism laws, rules, or regulations, including but not limited to the U.S. Anti-Terrorism Act;
  - (B) has engaged in conduct which would violate any relevant anti-boycott law, rule, or regulation or any applicable export controls, including but not limited to the Export Administration Regulations administered and enforced by the U.S. Department of Commerce or the International Traffic in Arms Regulations administered and enforced by the U.S. Department of State;
  - (C) has engaged in conduct which would violate any relevant laws, rules, or regulations concerning human rights, including but not limited to any law, rule, or regulation concerning false imprisonment, torture or other cruel and unusual punishment, or child labour;
  - (D) is debarred or otherwise rendered ineligible to bid for or to perform contracts for or with any government, governmental instrumentality, or international organisation or found to have violated any applicable law, rule, or regulation concerning government contracting or public procurement; or
- (v) any member of the Wider Highcroft Group has been or is engaged in any transaction which would cause the Wider LondonMetric Group to be in breach of any law or regulation upon its acquisition of Highcroft, including but not limited to the economic sanctions of the United States Office of Foreign Assets Control or HM Treasury & Customs in the United Kingdom, or any other relevant government authority.

**Part B: Waiver of Conditions and further terms of the Acquisition and the Scheme**

1. Conditions 2(a), 2(b) and 3(a) to 3(j) (inclusive) of Part A of this Appendix 1 must each be fulfilled or (if capable of waiver) be waived by no later than 11.59 p.m. (London time) on the date immediately preceding the date of the Court Hearing (or such later date as LondonMetric, Highcroft, the Panel and, if required, the Court may allow), failing which the Acquisition will lapse, or if the Acquisition is implemented by way of Takeover Offer, no later than as permitted by the Panel.
2. Notwithstanding the paragraph above and subject to the requirements of the Panel in accordance with the Takeover Code, LondonMetric reserves the right, in its sole discretion, to waive:
  - (a) any of the deadlines set out in paragraph 2 of Part A of this Appendix 1 for the timing of the Court Meeting, General Meeting and the Court Hearing. If any such deadline is not met, LondonMetric shall make an announcement by 8.00 a.m. (London time) on the Business Day following such deadline confirming whether it has invoked or waived the relevant Condition or agreed with Highcroft to extend the relevant deadline; and
  - (b) in whole or in part all or any of the Conditions set out in paragraphs 3(c) to 3(j) inclusive of Part A.
3. Conditions 1, 2(a)(i), 2(b)(i), 2(c)(i) and 3(a) and 3(b) may not be waived.
4. The Acquisition will lapse if the Scheme does not become Effective by no later than 11.59 p.m. (London time) on the Long-stop Date.
5. If LondonMetric is required by the Panel to make a Takeover Offer for Highcroft Shares under the provisions of Rule 9 of the Takeover Code, LondonMetric 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. LondonMetric will be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or fulfilled, or to treat as satisfied or fulfilled any of the Conditions 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 satisfaction or fulfilment.
7. The Highcroft Shares will be acquired under the Scheme, 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 the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of capital (whether by reduction of share capital or share premium account or otherwise) made, on or after the date of this Announcement, save for any Highcroft Interim Dividend and any Highcroft Permitted Dividend.
8. Subject to the terms of the Scheme, if, on or after the date of this Announcement and prior to the Acquisition becoming Effective, any dividend (other than a Highcroft Interim Dividend and a Highcroft Permitted Dividend), distribution or other return of value is announced, declared, made, paid or becomes payable by Highcroft in respect of the Highcroft Shares, LondonMetric reserves the right (without prejudice to any right of LondonMetric to invoke Condition 3(g)(iii) in Part A of this Appendix 1) to reduce the consideration payable by the amount of any 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 payable for the Highcroft Shares will be deemed to be a reference to the consideration payable as so reduced; and (b) the relevant eligible Highcroft Shareholders will be entitled to receive and retain such dividend, distribution or return of value. To the extent that any such dividend, distribution or other return of value announced, declared, made or paid is: (x) transferred pursuant to the Acquisition on a basis which entitles LondonMetric to receive the dividend or distribution and to retain it; or (y) cancelled, the consideration payable will not be subject to change in accordance with this paragraph. Any exercise by LondonMetric 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 Acquisition.

9. Under Rule 13.5(a) of the Takeover Code, LondonMetric may only invoke a Condition 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 LondonMetric 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. The conditions contained in Conditions 1, 2(a), 2(b), 2(c), 3(a) and 3(b) of Part A of this Appendix 1 (and, if applicable, any Takeover Offer Acceptance Condition (as defined below) adopted on the basis specified in paragraph 5 of this Part B) are not subject to this provision of the Takeover Code. Any Condition that is subject to Rule 13.5(a) may be waived by LondonMetric.
10. LondonMetric reserves the right to elect (with the consent of the Panel) 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 the same terms and conditions (subject to appropriate amendments to reflect the change in method of effecting the Acquisition, including (without limitation) an acceptance condition set at 90 per cent. of the issued share capital of Highcroft (or such lower percentage (being more than 50 per cent.) of the issued share capital of Highcroft as LondonMetric may, subject to the rules of the Takeover Code and with the consent of the Panel, decide) as those which would apply to the Scheme (the "**Takeover Offer Acceptance Condition**"). Further, if sufficient acceptances of such Takeover Offer are received and/or sufficient Highcroft Shares are otherwise acquired, it is the intention of LondonMetric to apply the provisions of Chapter 3 of Part 28 of the Companies Act to compulsorily acquire any outstanding Highcroft Shares to which such Takeover Offer relates.
11. In the event that the Acquisition is implemented by way of a Takeover Offer, the issued share capital of Highcroft acquired shall be acquired with full title guarantee, 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, save for any Highcroft Interim Dividend or any Highcroft Permitted Dividend.
12. The availability of the Acquisition to Highcroft Shareholders not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements. Further details in relation to overseas shareholders will be contained in the Scheme Document in due course. The New LondonMetric Shares to be issued under the Acquisition have not been and will not be registered under the US Securities Act or under any laws or with any securities regulatory authority of any State or other jurisdiction of the United States or under any of the relevant securities laws of any other Restricted Jurisdiction. Accordingly, the New LondonMetric Shares may not be offered, sold or delivered, directly or indirectly, in or into the United States, or any other Restricted Jurisdiction, except pursuant to exemptions from applicable securities law requirements of any such jurisdictions, including, without limitation, the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof.
13. The Acquisition 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 where to do so would violate the laws of that jurisdiction.
14. The Acquisition and the Scheme will be governed by the laws of England and be subject to the jurisdiction of the Court and to the conditions and further terms set out in this Appendix 1 and the full terms and conditions to be set out in the Scheme Document to be published in due course. The Acquisition will be subject to the applicable requirements of the Takeover Code, the Panel, the UK Listing Rules, the TISE Listing Rules, the London Stock Exchange and TISEA.
15. Fractions of the New LondonMetric Shares will not be allotted or issued pursuant to the Acquisition, but entitlements of Scheme Shareholders will be rounded down to the nearest whole number of New LondonMetric Shares and all fractions of New LondonMetric Shares will be aggregated and sold in the market as soon as practicable after the Acquisition becomes Effective. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be distributed in due proportions to Highcroft Shareholders who would otherwise have been entitled to such fractions provided that individual entitlements to amounts of less than £5.00 will not be paid to Scheme Shareholders but will be retained for the benefit of the Combined Group.
16. Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

## APPENDIX 2

### SOURCES OF INFORMATION AND BASES OF CALCULATION

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

1. All closing prices for: (a) LondonMetric Shares have been derived from the Daily Official List; and (b) Highcroft Shares have been derived from TISE and represent the Closing Price on the Latest Practicable Date.
2. As at the close of business on the Latest Practicable Date, there were 2,048,108,416 LondonMetric Shares in issue



and admitted to trading on the Main Market of the London Stock Exchange under the ISIN code GB00B4WFW713.

3. As at the close of business on the Latest Practicable Date, there were 5,206,659 Highcrocft Shares in issue and admitted to trading on The International Stock Exchange under the ISIN code GB0004254875.
4. The consensus estimate for LondonMetric's FY26 dividend per share of 12.4 pence per share has been derived from LSEG Workspace.
5. Certain figures in this Announcement have been subject to rounding adjustments.

## APPENDIX 3

### IRREVOCABLE UNDERTAKINGS

#### 1. Irrevocable undertakings from certain Highcrocft Directors in respect of Highcrocft Shares

The following Highcrocft Directors have given irrevocable undertakings in respect of their entire beneficial holdings of Highcrocft Shares to vote or procure votes in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting, amounting, in aggregate, to 170,019 Highcrocft Shares, representing approximately 3.27 per cent. of Highcrocft's issued share capital as at the close of business on the Latest Practicable Date:

Name	Number of Highcrocft Shares in respect of which undertaking is given	Percentage of Highcrocft Shares in issue at the Latest Practicable Date %
Douglas Conn	145,838	2.80
Roberta Miles	24,181	0.46

These irrevocable undertakings will cease to be binding if:

- the Acquisition terminates or lapses in accordance with its terms; or
- the Scheme has not become effective, or the Takeover Offer has not been declared unconditional in all respects (as the case may be), in accordance with the requirements of the Takeover Code by 6.00 p.m. on the Long-stop Date or such later time or date as agreed between LondonMetric and Highcrocft with the approval of the Court and/or the Panel, if required.

#### 2. Irrevocable undertakings from certain Highcrocft Shareholders in respect of Highcrocft Shares

The following Highcrocft Shareholders have given irrevocable undertakings in respect of their entire legal and/or beneficial holdings of Highcrocft Shares to vote or procure votes in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting, amounting, in aggregate, to 2,964,517 Highcrocft Shares, representing approximately 56.94 per cent. of Highcrocft's issued share capital as at the close of business on the Latest Practicable Date:

Name	Number of Highcrocft Shares in respect of which undertaking is given	Percentage of Highcrocft Shares in issue at the Latest Practicable Date %
Kingerlee Limited	515,000	9.89
TH Kingerlee & Sons Limited	494,770	9.50
Kingerlee Homes Limited	411,293	7.90
Cosmic Securities Limited	330,126	6.34
Michael Conn	167,663	3.22
Barnett Waddingham Trustees Limited, Douglas Conn and Nicole Weisz as trustees of 1st Country Pension Scheme	145,748	2.80
Hadassa Conn	142,011	2.73
Douglas Conn as trustee of The Esher House Charitable Trust	127,050	2.44
Janice Kingerlee	95,540	1.83
Douglas Conn as trustee of The 2nd Country Retirement Scheme	93,700	1.80
Clare Campbell	78,126	1.50

David Kingerlee	51,770	0.99
Stewart & Wight Limited	51,461	0.99
Nicole Weisz	50,000	0.96
Thomas Wilsdon	49,228	0.95
Ann Wilsdon	38,256	0.73
Richard Wilsdon	38,158	0.73
Claire Wilsdon	28,899	0.56
Douglas Conn as trustee of The Michael Trust	26,550	0.51
Mariana Kingerlee	19,445	0.37
Henry Kingerlee	9,723	0.19

These irrevocable undertakings will cease to be binding if:

- the Acquisition terminates or lapses in accordance with its terms; or
- the Scheme has not become effective, or the Takeover Offer has not been declared unconditional in all respects (as the case may be), in accordance with the requirements of the Takeover Code by 6.00 p.m. on the Long-stop Date or such later time or date as agreed between LondonMetric and Highcroft with the approval of the Court and/or the Panel, if required.

## APPENDIX 4

### DEFINITIONS

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

<b>"Acquisition"</b>	the proposed acquisition by LondonMetric of the entire issued and to be issued share capital of Highcroft (other than any Excluded Shares), to be implemented by means of the Scheme (or, should LondonMetric so elect, with the consent of the Panel, by way of a Takeover Offer) and, where the context requires, any subsequent revision, variation, extension or renewal thereof;
<b>"Admission"</b>	admission of the New LondonMetric Shares to be issued pursuant to the Acquisition to the Official List and to trading on the Main Market;
<b>"Amended Highcroft Articles"</b>	the articles of association of Highcroft, as amended to include a new article under which any Highcroft Shares issued or transferred after the Scheme Voting Record Time (other than to LondonMetric and/or its nominees) shall be automatically transferred to LondonMetric (and, where applicable, for consideration to be paid to the transferee or to the original recipient of the Highcroft Shares so transferred or issued) on the same terms as the Acquisition (other than terms as to timings and formalities), such proposed amendment to be set out in full in the notice of the General Meeting;
<b>"Announcement"</b>	this Announcement made pursuant to Rule 2.7 of the Takeover Code;
<b>"Authorisations"</b>	authorisations, orders, grants, recognitions, determinations, certificates, confirmations, consents, licences, clearances, permissions and approvals;

<b>"Business Day"</b>	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are generally open for normal business in the City of London;
<b>"Closing Price"</b>	the closing middle market quotation of a share on any particular date derived from (1) in the case of LondonMetric, the Daily Official List or (2) in the case of Highcroft, TISE;
<b>"Combined Group"</b>	the LondonMetric Group as enlarged by the Highcroft Group following completion of the Acquisition;
<b>"Companies Act"</b>	the Companies Act 2006 (as amended from time to time);
<b>"Conditions"</b>	the conditions of the Acquisition set out in Appendix 1 to this Announcement and to be set out in full in the Scheme Document;
<b>"Confidentiality Agreement"</b>	the confidentiality agreement dated 13 February 2025 between (1) LondonMetric and (2) Highcroft;
<b>"Court"</b>	the High Court of Justice in England and Wales;
<b>"Court Hearing"</b>	the Court hearing at which Highcroft will seek an order sanctioning the Scheme;
<b>"Court Meeting"</b>	the meeting or meetings of the Scheme Shareholders to be convened pursuant to section 896 of the Companies Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment approved or imposed by the Court and agreed to by LondonMetric and Highcroft), including any adjournment or postponement of any such meeting, notice of which shall be contained in the Scheme Document;
<b>"Court Order"</b>	the order of the Court sanctioning the Scheme under section 899 of the Companies Act;
<b>"CREST"</b>	the system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear;
<b>"Daily Official List"</b>	the Daily Official List published by the London Stock Exchange;
<b>"Dealing Disclosure"</b>	an announcement pursuant to Rule 8 of the Takeover Code containing details of dealings in interests in relevant securities of a party to an offer;
<b>"Disclosed"</b>	the information disclosed (A) fairly in writing to LondonMetric (or their respective officers, employees, agents or advisers in their capacity as such) prior to the date of this Announcement by, or on behalf of, Highcroft, including in the virtual data room, prior to 6.00 p.m. on the Latest Practicable Date, operated on behalf of Highcroft and which LondonMetric and its advisers are able to access in respect of the Acquisition, (B) to LondonMetric or LondonMetric's advisers by, or on behalf of, the Highcroft Group via management meetings held in connection with the Acquisition; (C) in the interim report and results of the Highcroft Group for the six-month period ended on 30 June 2024; (D) in this Announcement; and/or (E) in any other announcement made by, or on behalf of, Highcroft via a Regulatory Information Service before the publication of this Announcement;
<b>"Disclosure Guidance and Transparency Rules"</b>	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA;
<b>"Effective"</b>	either: <ol style="list-style-type: none"> <li>1. if the Acquisition is implemented by way of the Scheme, the Scheme having become effective in accordance with its terms; or</li> </ol>

2. if LondonMetric elects to implement the Acquisition by way of a Takeover Offer (with Panel consent), such Takeover Offer having been declared or having become unconditional in accordance with the requirements of the Takeover Code;

<b>"Effective Date"</b>	the date on which the Acquisition becomes Effective;
<b>"EPRA"</b>	European Public Real Estate Association;
<b>"Euroclear"</b>	Euroclear UK & International Limited;
<b>"European Union"</b>	the economic and political confederation of European nations which share a common foreign and security policy and co-operate on justice and home affairs known as the European Union;
<b>"Excluded Shares"</b>	any Highcroft Shares which are: (i) registered in the name of, or beneficially owned by, LondonMetric or any other member of the LondonMetric Group or any of their respective nominees; or (ii) held as treasury shares (unless such Highcroft Shares cease to be so held), in each case at any relevant time;
<b>"FCA" or "Financial Conduct Authority"</b>	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA, or any successor regulatory body;
<b>"Forms of Proxy"</b>	the forms of proxy in connection with each of the Court Meeting and the General Meeting which will accompany the Scheme Document;
<b>"FSMA"</b>	the Financial Services and Markets Act 2000, as amended from time to time;
<b>"General Meeting"</b>	the general meeting of Highcroft Shareholders (including any adjournment or postponement, thereof) to be convened for the purposes of seeking approval of the Resolution (with or without amendment);
<b>"Highcroft"</b>	Highcroft Investments plc, a public company limited by shares incorporated in England and Wales with registered number 00224271 and which has its registered office at Lambourne House, 311-321 Banbury Road, Oxford OX2 7JH;
<b>"Highcroft Directors"</b>	the directors of Highcroft at the date of this Announcement or, where the context so requires, the directors of Highcroft from time to time;
<b>"Highcroft Group"</b>	Highcroft and its subsidiaries and subsidiary undertakings from time to time and, where the context permits, each of them;
<b>"Highcroft Interim Dividend"</b>	the interim dividend of 35 pence per Highcroft Shares that has been announced separately today and which is due to be paid on 16 May 2025 to Highcroft Shareholders on the register of members at the close of business on 25 April 2025;
<b>"Highcroft Permitted Dividend"</b>	any dividend satisfying the criteria of a "Highcroft Permitted Dividend" in paragraph 9 of this Announcement;
<b>"Highcroft Shareholders"</b>	the holders of Highcroft Shares from time to time;
<b>"Highcroft Shares"</b>	ordinary shares of 25 pence each in the capital of Highcroft and each being a "Highcroft Share";
<b>"ISIN"</b>	International Securities Identification Number;
<b>"Latest Practicable Date"</b>	26 March 2025;
<b>"London Stock Exchange"</b>	London Stock Exchange plc;



<b>"LondonMetric"</b>	LondonMetric Property plc, a public company limited by shares incorporated in England and Wales with registered number 07124797 and which has its registered office at 1 Curzon Street, London W1J 5HB;
<b>"LondonMetric Directors"</b>	the directors of LondonMetric at the date of this Announcement or, where the context so requires, the directors of LondonMetric from time to time;
<b>"LondonMetric Group"</b>	LondonMetric and its subsidiaries and subsidiary undertakings from time to time and, where the context permits, each of them;
<b>"LondonMetric Permitted Dividend"</b>	any dividend satisfying the criteria of a "LondonMetric Permitted Dividend" in paragraph 9 of this Announcement;
<b>"LondonMetric Shareholders"</b>	the holders of LondonMetric Shares from time to time;
<b>"LondonMetric Shares"</b>	the ordinary shares of 10 pence each in the share capital of LondonMetric and each being a <b>"LondonMetric Share"</b> ;
<b>"Long-stop Date"</b>	27 July 2025 or such later date (if any) as LondonMetric and Highcroft may (with the consent of the Panel) agree and (if required) the Court may allow;
<b>"Main Market"</b>	the London Stock Exchange's main market for listed securities;
<b>"Market Abuse Regulation"</b>	the UK version of EU Regulation No. 596/2014, which has effect in English law by virtue of the European Union (Withdrawal) Act 2018, as amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019;
<b>"New LondonMetric Shares"</b>	the LondonMetric Shares proposed to be allotted and issued to Scheme Shareholders in connection with the Scheme;
<b>"Offer Period"</b>	the offer period (as defined by the Takeover Code) relating to Highcroft, which commenced on 27 March 2025 and ending on the earlier of the Effective Date and/or the date on which it is announced that the Scheme has lapsed or been withdrawn (or such other date as the Code may provide or the Takeover Panel may decide);
<b>"Official List"</b>	the Official List of the FCA;
<b>"Opening Position Disclosure"</b> <b>"Overseas Shareholders"</b>	has the same meaning as in Rule 8 of the Takeover Code; Highcroft Shareholders (or nominees of, or custodians or trustees for, Highcroft Shareholders) not resident in, or nationals or citizens of, the United Kingdom;
<b>"Panel"</b>	the Panel on Takeovers and Mergers;
<b>"Regulatory Information Service"</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
<b>"Resolution"</b>	the resolution to be proposed at the General Meeting necessary to approve and implement the Scheme, including (i) authorising the Highcroft Directors to take all actions as they may consider necessary or appropriate to give effect to the Scheme; (ii) amending Highcroft's articles of association as required to reflect the form of the Amended Highcroft Articles; and (iii) re-registering Highcroft as a private limited company;
<b>"Restricted Jurisdiction"</b>	any jurisdiction into which, or from which, making the Acquisition, or any information relating to the Acquisition, available would violate the local laws or regulations of that jurisdiction resulting in a significant risk of civil, regulatory or criminal exposure;

<b>"Scheme"</b>	the proposed scheme of arrangement under Part 26 of the Companies Act between Highcroft and Scheme Shareholders to implement the Acquisition, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by Highcroft and LondonMetric;
<b>"Scheme Document"</b>	the document to be sent to Highcroft Shareholders containing, <i>inter alia</i> , the notices convening the Court Meeting and the General Meeting and the particulars required by section 897 of the Companies Act;
<b>"Scheme Record Time"</b>	the time and date specified as such in the Scheme Document by reference to which the entitlements of Scheme Shareholders under the Scheme will be determined, expected to be 6.00 p.m. on the Business Day immediately before the date of the Court Hearing, or such later time as Highcroft and LondonMetric may agree;
<b>"Scheme Shareholder"</b>	a holder of Scheme Shares from time to time;
<b>"Scheme Shares"</b>	all Highcroft Shares: <ul style="list-style-type: none"> <li>(i) in issue at the date of the Scheme Document;</li> <li>(ii) (if any) issued after the date of the Scheme Document and before the Scheme Voting Record Time; and</li> <li>(iii) (if any) issued at or after the Scheme Voting Record Time but on or before the Scheme Record Time either on terms that the original or any subsequent holders thereof are bound by the Scheme or in respect of which such holders are, or shall have agreed in writing to be, so bound by the Scheme, in each case which remain in issue at the Scheme Record Time and excluding any Excluded Shares;</li> </ul>
<b>"Scheme Voting Record Time"</b>	the date and time specified as such in the Scheme Document by reference to which entitlement to vote at the Court Meeting will be determined;
<b>"SEC"</b>	the United States Securities and Exchange Commission;
<b>"Significant Interest"</b>	a direct or indirect interest in 20 per cent. or more of the total voting equity share capital of an undertaking (or the equivalent);
<b>"Supporting non-director Shareholders"</b>	Cosmic Securities Limited, Michael Conn, Stewart and Wight Limited, Barnett Waddingham Trustees Limited, Douglas Conn and Nicole Weisz as trustees of 1st Country Pension Scheme, Douglas Conn as trustee of The Esher House Charitable Trust, Douglas Conn as trustee of The 2nd Country Retirement Scheme, Douglas Conn as trustee of The Michael Trust, Hadassa Conn, Nicole Weisz, Kingerlee Limited, TH Kingerlee & Sons Limited, Kingerlee Homes Limited, David Kingerlee, Richard Wilsdon, Janice Kingerlee, Clare Campbell, Thomas Wilsdon, Ann Wilsdon, Claire Wilsdon, Mariana Kingerlee and Henry Kingerlee;
<b>"Takeover Code"</b>	the City Code on Takeovers and Mergers, as issued from time to time by or on behalf of the Panel;
<b>"Takeover Offer"</b>	if (with the consent of the Panel, as applicable) LondonMetric elects to implement the Acquisition 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 LondonMetric to acquire the entire issued and to be issued share capital of Highcroft including, where the context admits, any subsequent revision, variation, extension or renewal of such offer;

"Third Party"	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative or investigative body, court, trade agency, association, institution, any entity owned or controlled by any relevant government or state, or any other body or person whatsoever in any jurisdiction;
"TISE"	The International Stock Exchange;
"TISEA"	The International Stock Exchange Authority Limited which is licensed by the Guernsey Financial Services Commission to operate an investment exchange under the Protection of Investors (Bailiwick of Guernsey) Law, 2020;
"TISE Listing Rules"	the equity market listing rules published by TISEA, as amended from time to time;
"UK Listing Rules"	the UK Listing Rules made by the FCA under FSMA and contained in the publication of the same name, as amended from time to time;
"UK REIT"	a UK real estate investment trust under Part 12 of the Corporation Tax Act 2010;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United Nations"	the international organisation founded in 1945 with 193 member states;
"United States" or "US"	the United States of America, its territories and possessions, any State of the United States of America, and the District of Columbia;
"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;
"Wider Highcroft Group"	Highcroft, its subsidiary undertakings and associated undertakings (including any joint venture, partnership, firm or company) in which Highcroft and/or such undertakings (aggregating their interests) have a Significant Interest; and
"Wider LondonMetric Group"	LondonMetric, its subsidiary undertakings and associated undertakings (including any joint venture, partnership, firm or company) in which LondonMetric and/or such undertakings (aggregating their interests) have a Significant Interest.

In this Announcement, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and "**associated undertaking**" and "**equity share capital**" have the respective meanings given thereto by the Companies Act.

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

A reference to "**includes**" shall mean "**includes without limitation**", and references to "**including**" and any other similar term shall be construed accordingly.

All references to a statutory provision 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 orders from time to time made thereunder or deriving validity therefrom.

All the times referred to in this Announcement are London (UK) times unless otherwise stated. References to the singular include the plural and vice versa.

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