

FORM 8 (OPD)

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

1. KEY INFORMATION

(a) Full name of discloser:	MindGym plc
(b) Owner or controller of interests and short positions disclosed, if different from 1(a): <i>The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.</i>	
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	MindGym plc
(d) Is the discloser the offeror or the offeree?	OFFEREE
(e) Date position held: <i>The latest practicable date prior to the disclosure</i>	03 February 2026
(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? <i>If it is a cash offer or possible cash offer, state "N/A"</i>	N/A

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

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

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

Class of relevant security:	0.001p Ordinary Shares			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:				
(2) Cash-settled derivatives:				
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:				
TOTAL:	N/A			

All interests and all short positions should be disclosed.

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

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

(b) Rights to subscribe for new securities

Class of relevant security in relation to which subscription right exists:	N/A
Details, including nature of the rights concerned and relevant percentages:	N/A

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

Details of any interests, short positions and rights to subscribe (including directors' and other employee options) of any person acting in concert with the party to the offer making the disclosure:												
<p>(a) Beneficial holdings of the Directors of MindGym plc (including their close relatives) in its ordinary shares of no par value each</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Number of ordinary shares held</th> <th>% of voting share capital</th> </tr> </thead> <tbody> <tr> <td>Octavius Blanc and Joanne Cash</td> <td>55 712 055</td> <td>55.48</td> </tr> <tr> <td>Sebastian Bailey</td> <td>10 341 373</td> <td>10.30</td> </tr> <tr> <td>Emily Fyffe</td> <td>685</td> <td>0.07</td> </tr> </tbody> </table>	Name	Number of ordinary shares held	% of voting share capital	Octavius Blanc and Joanne Cash	55 712 055	55.48	Sebastian Bailey	10 341 373	10.30	Emily Fyffe	685	0.07
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Sebastian Bailey	10 341 373	10.30										
Emily Fyffe	685	0.07										

(b) Beneficial holdings of the directors of MindGym plc in rights to subscribe for shares in MindGym plcOptions over ordinary shares in MindGym plc:

Name	Plan	Grant date	Vesting date	Expiry date	Exercise price	No of options/shares
Emily Fyffe	LTIP ¹	21 July 2022	21 July 2025	21 July 2032	0	22,916
Emily Fyffe	LTIP ²	26 July 2023	26 July 2026	26 July 2033	0	16,616
Emily Fyffe	LTIP ³	26 July 2023	26 July 2026	26 July 2033	0	38,770
Christoffer Ellehuus	LTIP ²	28 August 2024	28 August 2027	28 August 2034	0	263,158
Emily Fyffe	LTIP ²	28 August 2024	28 August 2027	28 August 2034	0	51,810
Christoffer Ellehuus	LTIP ³	28 August 2024	28 August 2027	28 August 2034	0	614,035
Emily Fyffe	LTIP ³	28 August 2024	28 August 2027	28 August 2034	0	120,889
Christoffer Ellehuus	LTIP ¹	28 August 2024	28 August 2027	28 August 2034	0	877,193
Emily Fyffe	LTIP ¹	28 August 2024	28 August 2027	28 August 2034	0	172,699
Christoffer Ellehuus	LTIP ³	31 July 2025	31 July 2028	31 July 2035	0	857,143

Emily Fyffe	LTIP ³	31 July 2025	31 July 2028	31 July 2035	0	471,429
Christoffer Ellehuus	LTIP ²	31 July 2025	31 July 2028	31 July 2035	0	428,571
Emily Fyffe	LTIP ²	31 July 2025	31 July 2028	31 July 2035	0	235,714
Christoffer Ellehuus	LTIP ¹	31 July 2025	31 July 2028	31 July 2035	0	428,571
Emily Fyffe	LTIP ¹	31 July 2025	31 July 2028	31 July 2035	0	235,714

(1) *Timebound LTIP Performance Condition*

(2) *EBITDA Target LTIP Performance Condition*

(3) *Revenue Target LTIP Performance Condition*

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

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

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

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

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

None

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

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

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

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

None

(c) Attachments

Are any Supplemental Forms attached?

Supplemental Form 8 (Open Positions)	NO
Supplemental Form 8 (SBL)	NO

Date of disclosure:	04 February
Contact name:	Nicholas Stone
Telephone number:	+44 20 7376 0626

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

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

The Code can be viewed on the Panel's website at www.thetakeoverpanel.org.uk.