

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA OR JAPAN OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY FIRM OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY FIRM OFFER MIGHT BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF THE UK VERSION OF ARTICLE 7 OF REGULATION (EU) NO 596/2014 ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THE INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN FOR THE PURPOSES OF MAR.

**FOR IMMEDIATE RELEASE**

**27<sup>th</sup> January 2025**

**MINDGYM PLC**  
("MindGym" or the "Company")  
LEI Number: 213800ER1PA5QSNKIL80

**Statement regarding speculation**

The Board of MindGym (LSE: MIND) notes the recent press speculation about the Company.

The Board confirms it is in discussions with selected third parties as part of a private strategic review process (the **"Strategic Review"**) that may, amongst other possible outcomes, result in a possible offer for the entire issued and to be issued share capital of the Company in accordance with the Takeover Code (the **"Code"**).

These discussions are at an early stage and there can be no certainty that an offer will be made for Company nor as to the terms on which any such offer might be made.

**Shareholders are urged to take no action at this time.**

As part of the Strategic Review, the Board has appointed J Goodwin & Co LLP as financial advisor and is considering a variety of strategic options, including: entering into joint ventures or other forms of commercial partnerships; making further acquisitions; selling or demerging a part of the Company's group's business; returning capital to shareholders; changing the Company's strategy and/or management arrangements; selling the Company's subsidiaries; and/or soliciting an offer for the entire issued and to be issued share capital of the Company in accordance with the Code.

The Takeover Panel Executive has granted a dispensation from the requirement of Rules 2.4 (a) and (b) of the Code such that MindGym is not required to identify any potential offeror with which the Company is in talks, or from which an approach has been received, unless that potential offeror has been specifically identified in any rumour or speculation.

As a consequence of this announcement, an "offer period" has now commenced in respect of MindGym in accordance with the Code and the attention of shareholders is drawn to the disclosure requirements of Rule 8 of the Code, which are summarised below.

Further announcements will be made in respect of the Strategic Review as and when appropriate.

**Enquiries:**

**MindGym PLC**

Christoffer Ellenuus, CEO  
Nick Stone, Interim CFO

Tel: +44(0)20 7376 0626

[investors@themindgym.com](mailto:investors@themindgym.com)

**J Goodwin & Co LLP (financial advisers to MindGym)**

Jonathan Goodwin  
Rupert Hill  
Charlie Barnes Yallowley

Tel: +44(0)203 976 6215

**Panmure Liberum Ltd (Nominated Adviser and Broker)**

Nicholas How  
Will King

Tel: +44 (0)20 3100 2000

**MHP (Financial PR Adviser to MindGym)**

Reg Hoare  
Veronica Farah

Tel: +44(0)7710117517

**About MindGym**

MindGym is a company that delivers business improvement solutions using scalable, proprietary products which are based on behavioural science. The Group operates in three global markets: business transformation, human capital management and learning & development.

MindGym is listed on the London Stock Exchange Alternative Investment Market (ticker: MIND.L) and headquartered in London. The business has offices in London, New York and Singapore.

Further information is available at [themindgym.com](http://themindgym.com)

**Further information**

This announcement is not intended to, and does not, constitute, represent or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to this announcement or otherwise. Any offer, if made, will be made solely by certain offer documentation which will contain the full terms and conditions of any offer, including details of how it may be accepted.

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of the Company who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore, any person who is subject to the laws of any jurisdiction other than the United Kingdom or any shareholder of the Company who is not resident in the United Kingdom will need to inform themselves about, and observe, any applicable requirements. Any failure to comply with such requirements may constitute a violation of the securities laws or regulations of the relevant jurisdictions.

J Goodwin & Co LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for MindGym and no-one else in connection with the Possible Offer and will not be responsible to anyone other than MindGym for providing the protections afforded to clients of J Goodwin & Co LLP or for providing advice in relation to the Possible Offer or any other matter referred to in this announcement.

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

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

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

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

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the 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.

### **Rule 2.9 disclosure**

In accordance with Rule 2.9 of the Code, as at the close of business on 27<sup>th</sup> January 2026, MindGym's issued share capital consisted of 100,338,882 ordinary shares of 0.001p each which carry voting rights of one vote per share and are admitted to trading on the London Stock Exchange Alternative Investment Market under ISIN code GB00BF3SQB83. MindGym holds no shares in treasury.

### **Website publication**

In accordance with Rule 26.1 of the Code, a copy of this announcement will be published, subject to certain restrictions relating to persons resident in restricted jurisdictions, on MindGym's website at [themindgym.com](http://themindgym.com) promptly and by no later than 12 noon (London time) on the business day following the date of this announcement. The content of this website is not incorporated into, and does not form part of, this announcement.

### **MAR**

This announcement is released by the Company and the information contained within this announcement is deemed by the Company to constitute inside information for the purposes of Article 7

of the UK version of the EU Market Abuse Regulation (Regulation (EU) No.596/2014) which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended. Upon the publication of this announcement via a Regulatory Information Service, such information is now considered to be in the public domain.