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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 AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE

FOR IMMEDIATE RELEASE

22 June 2026

Statement re possible offer for IP Group plc

Railways Pension Trustee Company Limited, acting by its agent, Railway Pension Investments Limited (collectively referred to in this announcement as "**Railpen**") announces that it has spent a number of months, with the assistance of the IP Group board, exploring a possible offer for the whole of the issued and to be issued share capital of IP Group plc ("**IP Group**" or the "**Company**").

Railpen has been a supportive and engaged shareholder of IP Group since 2019 and as at the date of this announcement holds 162,355,200 IP Group shares, representing 18.4 per cent. of IP Group's issued share capital.

Background

Railpen considers that IP Group plays a strategically vital role in the UK economy in terms of providing high-risk venture and growth capital to principally UK companies with the objective of translating the UK's world class science and research into world improving companies.

However, Railpen believes that IP Group has had a challenging experience as a listed company, including trading at a persistent discount to its published NAV and consequential challenges in raising new equity capital to fund the future growth of its portfolio companies and make new investments. IP Group has also been challenged by the shorter-term investment horizons of the public equity markets compared to the longer-term patient capital required for supporting science-based venture and scale-up investments. Railpen has concluded that IP Group's strategic aims would therefore be best served in the private markets.

Against this background Railpen and IP Group commenced discussions in late 2025 about the opportunity to build a scaled, world-class third-party venture and scale-up manager which could be backed by a consortium of pension funds. Potential consortium members could be long-term, multi-decade investors and active participants in HMG's productive finance agenda, with direct involvement in shaping how UK pension capital is deployed. Railpen has identified potential pension funds which (together with Railpen) manage more than £235 billion of collective capital and intends to discuss with them the formation of a consortium.

Such a consortium would be uniquely positioned to unlock further long-term capital to support the future growth of IP Group and its portfolio companies and support the scale-up of principally UK-led scientific innovation.

In the proposed transaction Railpen intends to re-invest its entire current IP Group shareholding.

Possible Offer

A number of proposals have been discussed with IP Group setting out the indicative terms of a possible offer.

Under the terms of the most recent potential proposal discussed with the Board of IP Group on 16 June 2026 (the "**Possible Offer**"), IP Group shareholders would have been entitled to receive a total value (the "**Total Value**") comprised as set out below, which, as at the last trading date prior to the date of

this announcement, was equivalent to 69.7 pence per IP Group share with the potential to receive up to an extra 5 pence per IP Group share in cash through the CVR (as defined below).

Under the terms of the Possible Offer, the Total Value would comprise:

- (i) an offer price of 59 pence in cash for each IP Group share (the “**Cash Offer**”);
- (ii) a mechanism to enable IP Group shareholders to realise the value (net of costs and other expenses) of their pro rata share of the Company’s shareholding in Oxford Nanopore Technologies plc (“**ONT**”) which was valued at approximately 10.7 pence per IP Group share, based on the closing price for an ONT share of 116.5 pence on the last business day prior to this announcement; and
- (iii) a contingent value right of up to 5p per existing Company share (the “**CVR**”). Under the terms of the CVR, it is anticipated that IP Group shareholders would be entitled to participate in the value realised from any disposal of the Company’s shareholding in Istesso (an “**Istesso Disposal**”). If an Istesso Disposal completes within 12 months following completion of the offer for IP Group and the gross sale proceeds attributable to IP Group’s shareholding:
 - a. are equal to or more than £98m in cash, it is anticipated that the CVR would deliver additional cash consideration of 3 pence per Company share;
 - b. are in excess of £200m in cash, it is anticipated that the CVR will deliver additional cash consideration of 2 pence per Company share.

IP Group shareholders should note that there can be no certainty of any such uplift in the value of Istesso occurring or that any payment will be made under the CVR. The terms and conditions of any CVR would be set out in any announcement made under Rule 2.7 of the Code, if and when made.

The Cash Offer would enable IP Group shareholders to receive an immediate cash return at a 48% premium to the share price on 25 March 2026 (subtracting the gross implied value of IP Group’s shareholding in ONT as at that date and the 31 December 2025 net cash on balance sheet), being the trading day on which Saba Capital Management, L.P. announced its affiliated funds had increased their shareholding in IP Group to 12.01%.

The Total Value of the Possible Offer (excluding the CVR) could be greater or less than 69.7 pence per IP Group share depending on the share price performance of ONT.

Under the terms of the Possible Offer, Railpen would work with the Company to assess the mechanism by which IP Group shareholders would realise the value of their indirect stake in ONT most efficiently, with a view to minimising the costs and expenses associated with this offer structure.

The Possible Offer has been rejected by the Board of IP Group.

Istesso

Istesso is developing pioneering oral regenerative medicines that enhance the body’s ability to repair, redefine treatment expectations and make a lasting impact on peoples’ lives. IP Group has an undiluted holding of 56.5% in Istesso and it represents a value of £98m in IP Group’s last recorded NAV as at 31st December 2025.

Pre-conditions

The Possible Offer is subject to the satisfaction or waiver of the following principal pre-conditions:

1. formation of the consortium referred to above;
2. completion of confirmatory due diligence to the satisfaction of Railpen; and
3. the unanimous and unconditional recommendation of the Possible Offer by the board of IP Group.

Conclusion

Railpen is excited about the prospect of supporting IP Group in the next phase of its growth through providing access to committed, long-term capital.

The Possible Offer would provide IP Group shareholders with an attractive opportunity to realise their holdings for:

- (a) 59p in cash; plus
- (b) the value of their pro rata shareholding in ONT (on the basis described above); plus
- (c) the CVR over Istesso on its disposal.

IP Group institutional shareholders are invited to contact Railpen or its financial adviser, Rothschild & Co, to discuss this announcement and to encourage the board of IP Group to engage with Railpen to implement the Possible Offer.

Important Code notes

This announcement does not amount to a firm intention to make an offer and accordingly there can be no certainty that an offer will be made even if the pre-conditions are satisfied or waived.

A further announcement will be made if and when appropriate.

In accordance with Rule 2.6(a) of the Code, Railpen is required, by not later than 5.00 p.m. (London time) on 20 July 2026, to either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer for the Company, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

For the purpose of Rule 2.5 of the Code, Railpen reserves the right to:

- (i) make an offer at any time on terms less favourable than those set out in this announcement:
 - a. with the agreement or recommendation of the IP Group board;
 - b. if a third party announces a possible or firm intention to make an offer for IP Group pursuant to Rule 2.7 of the Code which, as at that date, is on less favourable terms than those set out in this announcement; or
 - c. following the announcement by IP Group of a Rule 9 waiver transaction pursuant to Appendix 1 of the Code or a reverse takeover (as defined in the Code);
- (ii) reduce the Cash Offer by the amount of any dividend or other distribution to IP Group shareholders which is announced, declared, made or paid by IP Group after the date of this announcement; and
- (iii) vary the form, mix or composition of consideration described in this announcement and/or introduce other forms of consideration.

Railpen also reserves the right to waive any pre-condition to the making of an offer for IP Group pursuant to Rule 2.7 of the Code.

Enquiries:

Railpen

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Important notices related to financial advisers

N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Railpen and for no one else in connection with the subject matter of this announcement and will not be responsible to anyone other than Railpen for providing the protections afforded to its clients or for providing advice in connection with the subject matter of 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 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, 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, 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 2.4 information

Prior to this announcement it has not been practicable for Railpen to make enquiries of all persons acting in concert with it to determine whether any dealings in IP Group shares by such persons give rise to a requirement under Rule 6 or Rule 11 of the Code for Railpen, if it were to make an offer, to offer any minimum level, or particular form, of consideration. Any such details shall be announced as soon as practicable and in any event by no later than the deadline for Railpen's Opening Position Disclosure.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Railpen's website at <https://www.Railpen.com/news-media/> by no later than 12 noon (London time) on the business day following the date of this announcement. The content of any website referred to in this announcement is not incorporated into and does not form part of this announcement.

Additional Information

This announcement is not intended to, and does not, constitute 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 IP Group who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of IP Group who are not resident in the United Kingdom will need to inform themselves about, and observe any applicable requirements.

Sources and bases

- Certain figures included in this announcement have been subject to rounding adjustments.
- Closing price of 116.5p per ONT share on 19 June 2026 (being the last business day prior to this announcement).
- 80,775,255 ONT shares held by IP Group on 19 June 2026 (being the last business day prior to this announcement).
- 972,897,623 ONT shares in issue on 19 June 2026 (being the last business day prior to this announcement).
- IP Group fully diluted share capital of 907,068,324 shares on 19 June 2026 (being the last business day prior to this announcement).
- Market capitalisation of ONT of £1,133m on 19 June 2026 (being the last business day prior to this announcement).
- The closing price for IP Group and ONT shares are the relevant closing middle market price sourced from the Daily Official List of the London Stock Exchange for that date.
- Unless otherwise stated, financial information relating to IP Group has been extracted from IP Group's annual report and accounts for the financial year ended 31 December 2025.
- Premium of 48% (excluding the value of cash and cash equivalents on balance sheet at 31 December 2025 and the value of the Company's stake in ONT) is derived from the following calculations:
 - the premium reflects the premium of the total Cash Offer equity value *less* £91m net cash on balance sheet over the IP Group equity value ex. net cash and ex. ONT;
 - the Cash Offer equity value is equal to the 59p per IP Group share cash offer *multiplied* by the outstanding number of IP Group shares;
 - the IP Group equity value ex. net cash and ex. ONT is equal to the IP Group market capitalisation (based on 25 March 2026 IP Group share closing price) less the value of

IP Group's stake in ONT (based on 25 March 2026 ONT share closing price) *less* £91m net cash on balance sheet); and

- the net cash on balance sheet value is taken or computed from IP Group's annual report and accounts for the financial year ended 31 December 2025.
- As Railpen has not been able to confirm the outstanding IP Group options (and the extent to which these may vest or lapse on completion of any Possible Offer), the Total Value and the premium are calculated based on the number of IP Shares in issue as at the relevant date (and therefore may vary slightly to reflect the number of options that would vest on completion of the Possible Offer).