

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:	Benchmark Holdings 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>	N/A
(c) Name of offeror/offeree in relation to whose relevant securities this form relates: <i>Use a separate form for each offeror/offeree</i>	Benchmark Holdings 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>	25 January 2024
(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:	None			
	Interests		Short positions	
	Number	%	Number	%
(1) Relevant securities owned and/or controlled:	Nil	Nil	Nil	Nil
(2) Cash-settled derivatives:	Nil	Nil	Nil	Nil
(3) Stock-settled derivatives (including options) and agreements to purchase/sell:	Nil	Nil	Nil	Nil
TOTAL:	Nil	Nil	Nil	Nil

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:	None
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:

(a) *Interests held by the directors of Benchmark Holdings PLC, their close relatives and related trusts*

Name	Number of shares	Percentage of issued capital (to three decimal places)
Jonathan Esfandi (Director) by way of his interest of JNE Partners LLP	169,263,811	22.892%
Peter Lutz George (Director)	3,145,719	0.425%
Yngve Myhre (Director)	1,326,401	0.179%
Septima Maguire (Director)	322,028	0.044%
Jonathan Maguire (spouse of Septima Maguire)	20,000	0.003%
Trond Williksen (Director)	270,000	0.037%
Kristian Eikre	Nil	Nil
Karin Danielsson	Nil	Nil
Torgeir Svae	Nil	Nil

(b) *Interests held as options or awards under the share plans of Benchmark Holdings PLC by the directors of Benchmark Holdings PLC and their close relatives and related trusts who are not exempt principal traders for the purposes of Rule 8 of the Code*

Name	Share Plan	No. of ordinary shares under option	Exercise price per share (£)	Exercise period
Septima Maguire	CSOP Part II (PSP)	829,490	0.1	From 12 December 2025
Septima Maguire	CSOP Part II (RSU)	1,244,230	0.1	From 12 December 2025
Septima Maguire	CSOP Part II	362,546	0.1	From 19 December 2024
Septima Maguire	CSOP Part II - LTIP	412,693	0.1	From 6 December 2024
Septima Maguire	CSOP Part II - LTIP	94,769	0.67	From 5 January 2024 to 5 January 2031
Septima Maguire	CSOP Part II - LTIP	285,828	0.67	From 5 January 2024 to 5 January 2031
Septima Maguire	CSOP Part II	600,000	31.50	From 1 June 2023
Septima Maguire	CSOP Part II	329,412	42.50	From 20 February 2023

Septima Maguire	CSOP Part I	70,588	42.50	From 20 February 2023
Trond Williksen	CSOP Part II (PSP)	1,216,940	0.1	From 12 December 2025
Trond Williksen	CSOP Part II (RSU)	1,825,420	0.1	From 12 December 2025
Trond Williksen	CSOP Part II	568,727	0.1	From 19 December 2024
Trond Williksen	CSOP Part II - LTIP	647,360	0.1	From 6 December 2024
Trond Williksen	CSOP Part II - LTIP	148,657	0.67	From 5 January 2024 to 5 January 2031
Trond Williksen	CSOP Part II - LTIP	448,358	0.67	From 5 January 2024 to 5 January 2031
Trond Williksen	CSOP Part II	1,500,000	31.50	From 1 June 2023

(a) *Interests and short positions held by connected advisors of Benchmark Holdings PLC*

N/A

(b) *Interests of other persons acting in concert with the Offeree*

N/A

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:	26 January 2024
Contact name:	Jennifer Haddouk
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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.