

RNS Number : 4189L
Marlowe PLC
04 June 2025

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

FOR IMMEDIATE RELEASE

4 June 2025

Marlowe plc
("Marlowe" or the "Company")

Response to Press Speculation

Marlowe plc notes press speculation and confirms that it is in discussions with Mitie Group plc ("**Mitie**") regarding a possible offer for the entire issued and to be issued share capital of Marlowe.

There can be no certainty that any firm offer for the Company will be made, nor as to the terms on which any firm offer, if made, might be made.

Shareholders are advised to take no action at this time. A further announcement will be made when appropriate.

In accordance with Rule 2.6(a) of the Code, by not later than 5.00 pm on 2 July 2025, Mitie must either announce a firm intention to make an offer for Marlowe under Rule 2.7 of the Code or announce that it does not intend to make an offer for Marlowe, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code.

The attention of shareholders is drawn to the disclosure requirements of Rule 8 of the Code, which are summarised below.

The person responsible for arranging for the release of this announcement on behalf of Marlowe is Adam Councill, Chief Financial Officer.

For further information:

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About Marlowe plc

Marlowe is a leader in business-critical services which ensures compliance with strict regulations and insurance requirements across Fire Safety & Security and Water & Air Hygiene. The Group has a national footprint and serves approximately 27,000 customers across office complexes, high streets & leisure facilities, manufacturing plants and industrial estates, and include thousands of SMEs, local authorities, facilities management providers, multi-site NHS trusts and FTSE 100 companies.

RULE 26.1 INFORMATION

In accordance with Rule 26.1 of the Code, a copy of this announcement will, subject to certain restrictions relating to persons resident in restricted jurisdictions, be available at www.marloweplc.com/investors by no later than 12 noon on the first business day following the date of this announcement. For the avoidance of doubt, the content of the website referred to above is not incorporated into and does not form part of this announcement.

RULE 2.9 INFORMATION

In accordance with Rule 2.9 of the Code, Marlowe confirms that as at the date of this announcement, it has 78,522,547 ordinary shares of 50 pence each in issue and admitted to trading on AIM. The International Securities Identification Number for Marlowe ordinary shares is GB00BD8SLV43.

IMPORTANT NOTICES

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws and regulations of other jurisdictions should inform themselves of, and observe, any applicable requirements.

Cavendish ("Cavendish"), which, in the UK, is authorised and regulated by the Financial Conduct Authority ("FCA"), is acting exclusively for Marlowe and no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than Marlowe for providing the protections afforded to its clients or for providing advice in relation to matters referred to in this announcement. Neither Cavendish, 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 Cavendish in connection with this announcement, any statement contained herein or otherwise.

DISCLOSURE REQUIREMENTS OF THE CODE

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 not later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by not 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 per cent. 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 not 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, 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 Takeover 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

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