

**14 November 2022**

**Ingenta plc**  
("Ingenta" or the "Company")

### **Result of Tender Offer**

Ingenta plc, a leading provider of software and services to the global publishing industry, is pleased to announce the result of the Tender Offer, details of which were set out in the circular published by the Company on 25 October 2022 (the "Circular").

The maximum aggregate number of Ordinary Shares that could be purchased pursuant to the Tender Offer was 1,796,484 Ordinary Shares, representing 11 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury). The Tender Price was 115 pence per Ordinary Share.

The Tender Offer was significantly oversubscribed with a total of 5,402,668 Ordinary Shares, representing 33.08 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury), being validly tendered by Shareholders under the Tender Offer. In accordance with the terms and conditions of the Tender Offer, the number of Ordinary Shares purchased will be scaled back in accordance with the scaling mechanism as set out in paragraph 2.14 of Part III of the Circular.

Accordingly, a total of 1,796,484 Ordinary Shares will, therefore, be purchased under the Tender Offer and subsequently cancelled. The total value which will be returned to Shareholders pursuant to the Tender Offer will be approximately £2.07 million.

Payment of the consideration due to Shareholders whose tenders under the Tender Offer have been accepted is expected to be despatched (by cheque or by a CREST payment, as appropriate) along with balance certificates in respect of non-tendered shares, on or before 28 November 2022.

The Company announces that it has been notified that Martyn Rose, Chairman (and parties connected to him) and Mark Rowse, Non-executive Director, tendered 510,995 Ordinary Shares and 48,430 Ordinary Shares, respectively, in the Tender Offer. Following these transactions, Martyn Rose (and parties connected to him) and Mark Rowse, beneficially hold 4,134,417 Ordinary Shares and 391,847 Ordinary Shares representing 28.44 per cent. and 2.70 per cent. respectively of the Company's issued share capital following the Tender Offer (excluding Ordinary Shares held in treasury).

The Company announces that it has been notified that Kestrel Partners LLP ("Kestrel"), a substantial shareholder in the Company (and a person deemed to be closely associated with Sebastian White, Non-executive Director), tendered 1,046,409 Ordinary Shares in the Tender Offer (following application of the scale back mechanism). Following this transaction, Kestrel beneficially holds 3,588,864 Ordinary Shares representing 24.69 per cent. of the Company's issued share capital following the Tender Offer (excluding Ordinary Shares held in treasury).

Following the implementation of the Tender Offer and the cancellation of the tendered Ordinary Shares, the Company will have 15,123,125 Ordinary Shares in issue with 587,930 Ordinary Shares held in treasury. Therefore, the total number of voting rights in the Company will be 14,535,195. The figure of 14,535,195 may be used by the Company's shareholders as the denominator in the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the Financial Conduct Authority's Disclosure, Guidance and Transparency Rules.

Capitalised terms in this announcement (unless otherwise defined) have the same meanings as set out in the Circular.

**For further information please contact:**

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*Cenkos, which is authorised and regulated by the Financial Conduct Authority, is acting for the Company and for no one else in connection with the Tender Offer and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos or for affording advice in relation to the Tender Offer, the contents of this announcement or any transaction, arrangement or other matter referred to in the Circular.*

**NOTIFICATION AND PUBLIC DISCLOSURE OF TRANSACTIONS BY PERSONS DISCHARGING MANAGERIAL RESPONSIBILITIES AND PERSONS CLOSELY ASSOCIATED WITH THEM**

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
<b>a)</b>	<b>Name</b>	Martyn Rose and M C Rose & J Sykes as Trustees of the MC Rose Settlement No 1
<b>2</b>	<b>Reason for the notification</b>	
<b>a)</b>	<b>Position/status</b>	Chairman
<b>b)</b>	<b>Initial notification /Amendment</b>	Initial
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
<b>a)</b>	<b>Name</b>	Ingenta plc
<b>b)</b>	<b>LEI</b>	213800QU4IVLTQZL3T37
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
<b>a)</b>	<b>Description of the financial instrument, type of instrument</b>	Ordinary Shares of 10p each  ISIN: GB00B3BDTG73

	<b>Identification code</b>		
<b>b)</b>	<b>Nature of the transaction</b>	Sale of Ordinary Shares pursuant to the Tender Offer	
<b>c)</b>	<b>Price(s) and volume(s)</b>	Price(s)	Volume(s)
		£1.15	510,995
<b>d)</b>	<b>Aggregated information</b>  - Aggregated volume  - Price	N/A -single transaction	
<b>e)</b>	<b>Date of the transaction</b>	11 November 2022	
<b>f)</b>	<b>Place of the transaction</b>	XOFF	

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
<b>a)</b>	<b>Name</b>	Kestrel Partners LLP
<b>2</b>	<b>Reason for the notification</b>	
<b>a)</b>	<b>Position/status</b>	Person closely associated with Sebastian White, Non-Executive Director
<b>b)</b>	<b>Initial notification /Amendment</b>	Initial
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
<b>a)</b>	<b>Name</b>	Ingenta plc
<b>b)</b>	<b>LEI</b>	213800QU4IVLTQZL3T37
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
<b>a)</b>	<b>Description of the financial instrument, type of instrument</b>	Ordinary Shares of 10p each
	<b>Identification code</b>	ISIN: GB00B3BDTG73

<b>b)</b>	<b>Nature of the transaction</b>	Sale of Ordinary Shares pursuant to the Tender Offer
<b>c)</b>	<b>Price(s) and volume(s)</b>	Price(s)
		Volume(s)
		£1.15
		1,046,409
<b>d)</b>	<b>Aggregated information</b>  - Aggregated volume  - Price	N/A -single transaction
<b>e)</b>	<b>Date of the transaction</b>	11 November 2022
<b>f)</b>	<b>Place of the transaction</b>	XOFF

<b>1</b>	<b>Details of the person discharging managerial responsibilities / person closely associated</b>	
<b>a)</b>	<b>Name</b>	Mark Rowse
<b>2</b>	<b>Reason for the notification</b>	
<b>a)</b>	<b>Position/status</b>	Non-executive Director
<b>b)</b>	<b>Initial notification /Amendment</b>	Initial
<b>3</b>	<b>Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor</b>	
<b>a)</b>	<b>Name</b>	Ingenta plc
<b>b)</b>	<b>LEI</b>	213800QU4IVLTQZL3T37
<b>4</b>	<b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b>	
<b>a)</b>	<b>Description of the financial instrument, type of instrument</b>  <b>Identification code</b>	Ordinary Shares of 10p each  ISIN: GB00B3BDTG73
<b>b)</b>	<b>Nature of the transaction</b>	Sale of Ordinary Shares pursuant to the Tender Offer

c)	<b>Price(s) and volume(s)</b>	Price(s)	Volume(s)
		£1.15	48,430
d)	<b>Aggregated information</b>  - Aggregated volume  - Price	N/A -single transaction	
e)	<b>Date of the transaction</b>	11 November 2022	
f)	<b>Place of the transaction</b>	XOFF	