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**FOR IMMEDIATE RELEASE**

**5 AUGUST 2026**

**RECOMMENDED CASH OFFER**

**FOR**

**IRISH CONTINENTAL GROUP, PLC**

**BY**

**BLUEFIN BIDCO LIMITED**

**TO BE IMPLEMENTED BY WAY OF A SCHEME OF ARRANGEMENT UNDER CHAPTER 1 OF PART 9 OF THE COMPANIES ACT 2014**

# Announcement relating to the publication and despatch of Scheme Document and Expected Timetable

On 24 July 2026, the board of Bluefin Bidco Limited ("**BidCo**") and the Independent Directors of Irish Continental Group, plc ("**ICG**") announced that they had agreed the terms of a recommended acquisition of the entire issued and to be issued share capital of ICG (other than any Excluded Shares).

Under the terms of the Acquisition, ICG Shareholders will be entitled to receive:

**for each ICG Share €8.00 in cash**.

The Acquisition values the entire issued and to be issued share capital of ICG at approximately €1.2 billion on a fully diluted basis.

## Publication of Scheme Document

ICG announces that it has today published a circular relating to the Scheme (the "**Scheme Document**") which it has also posted to ICG Shareholders together with the associated Forms of Proxy. The expected timetable of principal events in respect of the Acquisition is attached as an Appendix to this announcement. The Scheme Document will be made available, subject to certain restrictions relating to persons in Restricted Jurisdictions, on ICG's website (https://icg.ie/offer/) by no later than 12:00 noon on the Business Day following the date of this announcement.

## Action Required

The Scheme requires approval by ICG Shareholders at two Scheme Meetings. The first of the Scheme Meetings (the "**First Scheme Meeting**"), is being held for First Scheme Meeting Shareholders at The Gibson Hotel, Point Village, East Wall Road, Dublin D01 X2P2 on 28 August 2026 at 10.00 a.m.

The second Scheme Meeting (the "**Second Scheme Meeting**") of the Second Scheme Meeting Shareholders will be held at The Gibson Hotel, Point Village, East Wall Road, Dublin D01 X2P2 on 28 August 2026 at 10.10 a.m. or, if later, as soon as the First Scheme Meeting has concluded or has been adjourned.

In addition to approval at the Scheme Meetings, implementation of the Scheme also requires various approvals by ICG Shareholders at an extraordinary general meeting (the "**EGM**") to be held at The Gibson Hotel, Point Village, East Wall Road, Dublin D01 X2P2 on 28 August 2026 at 10.20 a.m. or, if later, immediately after the conclusion or adjournment of the Second Scheme Meeting.

Once the Scheme becomes Effective, it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted in favour of, or at all at the Scheme Meetings or the EGM (and if they attended and voted, whether or not they voted in favour).

ICG Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

**Expected Timetable of Principal Events**

An expected timetable of principal events is attached as an Appendix to this announcement.

Except as otherwise defined herein, capitalised terms used but not defined in this announcement have the same meanings as given to them in the Scheme Document. All times shown in this announcement are Irish times unless otherwise stated.

**Enquiries**


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|---|---|
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***Statements Required by the Takeover Rules***

*The ICG Directors accept responsibility for the information contained in this Announcement relating to ICG, the ICG Group and the ICG Directors and members of their immediate families, related trusts and persons connected with them, except for the recommendation and related opinions of the Independent ICG Board. The Independent ICG Board accepts responsibility for the recommendation and related opinions of the Independent ICG Board contained in this Announcement. To the best of the knowledge and belief of the ICG Directors and the Independent ICG Directors (who, in each case, have taken all reasonable care to ensure such is the case), the information contained in this Announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*PJT Partners, which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively as financial adviser to ICG and no one else in connection with the matters described herein and will not be responsible to anyone other than ICG for providing the protections afforded to clients of PJT Partners nor for providing advice in connection with the matters described herein. Neither PJT Partners nor any of its subsidiaries, branches or affiliates nor any of their respective directors, officers, employees, agents or representatives 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 PJT Partners in connection with this Announcement, the Acquisition, any statement contained herein or otherwise.*

***Disclosure requirements of the Takeover Rules***

*Under Rule 8.3(b) of the Irish Takeover Rules, any person 'interested' (directly or indirectly) in 1% or more of any class of 'relevant securities' of ICG must disclose all 'dealings' in such 'relevant securities' during the 'offer period'. The disclosure of a 'dealing' in 'relevant securities' by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (Irish time) on the business day following the date of the relevant transaction. This requirement will continue until the 'offer period' ends. If two or more persons cooperate on the basis of any agreement either express or tacit, either oral or written, to acquire an 'interest' in 'relevant securities' of the offeree company, they will be deemed to be a single person for the purpose of Rule 8.3 of the Irish Takeover Rules. A dealing disclosure must contain the details specified in Rule 8.6(b) of the Irish Takeover Rules, including details of the dealing concerned and of the person's interests and short positions in any 'relevant securities' of ICG.*

*All 'dealings' in 'relevant securities' of ICG by a bidder, or by any party Acting in Concert with a bidder, must also be disclosed by no later than 12 noon (Irish time) on the 'business' day following the date of the relevant transaction. If two or more persons co-operate on the basis of an agreement, either express or tacit, either oral or written, to acquire for one or more of them an interest in relevant securities, they will be deemed to be a single person for these purposes.*

*Disclosure tables, giving details of the companies in whose 'relevant securities' 'opening positions' and 'dealings' should be disclosed, can be found on the Irish Takeover Panel's website at www.irishtakeoverpanel.ie.*

*'Interests' in securities arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an 'interest' by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.*

*Terms in quotation marks in this section are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing or opening position under Rule 8, please consult the Irish Takeover Panel's website at www.irishtakeoverpanel.ie or contact the Irish Takeover Panel on telephone number +353 1 678 9020.*

***No Offer or Solicitation***

*This announcement is for information purposes only and is not intended to, and does not, constitute or form any part of any offer or invitation, or the solicitation of an offer, to purchase or otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or, if applicable, the Takeover Offer Documents), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any decision in respect of, or other response to, the Acquisition, should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the Takeover Offer Documents).*

***General***

*The laws of certain jurisdictions may affect the availability of the Acquisition to persons who are not resident in Ireland or the United Kingdom. Persons who are not resident in Ireland or the United Kingdom, or who are subject to laws of any jurisdiction other than Ireland or the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with any applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders will be contained in the Scheme Document.*

*This announcement has been prepared for the purpose of complying with the laws of Ireland and the Irish Takeover Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside of Ireland.*

*The Acquisition will not be made available, directly or indirectly, in any Restricted Jurisdiction, and the Acquisition will not be capable of acceptance from within a Restricted Jurisdiction.*

*The release, publication or distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, BidCo, ManagementCo, and ICG disclaim any responsibility or liability for the violations of any such restrictions by any person.*

## APPENDIX

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following timetable is based on ICG and BidCo's current expected dates for the implementation of the Acquisition and the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to ICG Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on ICG's website at (www.icg.ie).

| **Event** | **Time** | **Date** |
|---|---|---|
| Publication of this Scheme Document | | 5 August 2026 |
| Voting Record Time (1) | 6.00 p.m. | 24 August 2026 |
| Latest time for receipt of Forms of Proxy for the First Scheme Meeting (YELLOW Form) (2) (3) | 10.00 a.m. | 26 August 2026 |
| Latest time for receipt of Forms of Proxy for the Second Scheme Meeting (ORANGE Form) | 10.10 a.m. | 26 August 2026 |
| Latest time for receipt of Forms of Proxy for the Extraordinary General Meeting (PINK Form) (2) (3) | 10.20 a.m. | 26 August 2026 |
| First Scheme Meeting | 10.00 a.m. | 28 August 2026 |
| Second Scheme Meeting | 10.10 a.m. | 28 August 2026 |
| Extraordinary General Meeting (4) | 10.20 a.m. | 28 August 2026 |

**Notes:**

1. The Voting Record Time in respect of the Scheme Meetings is 6.00 p.m. on 24 August 2026 or if the Scheme Meetings are adjourned by 14 days or more, 6.00 p.m. on the day immediately preceding the day which is 72 hours before the time appointed for the adjourned meetings. Holdings as of the Voting Record Time determine entitlement to attend, speak, ask questions and in respect of the number of ICG Shares registered in a holder's name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the Register of Members after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meetings or any adjournment thereof.

   The Voting Record Time in respect of the EGM is 6.00 p.m. on 24 August 2026 or if the EGM adjourned by 14 days or more, 6.00 p.m. on the day immediately preceding the day which is 72 hours before the time appointed for the adjourned meeting. Holdings as of the Voting Record Time determine entitlement to attend, speak, ask questions and in respect of the number of ICG Shares registered in a holder's name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the Register of Members after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

2. **All such persons who are eligible to exercise voting rights in connection with the Resolutions proposed for consideration at the Scheme Meetings and EGM are recommended to consult with their stockbroker or other intermediary at the earliest opportunity given that earlier deadlines for actions than those set out in the "Expected Timetable of Principal Events" will be applied by relevant service providers.**

3. **Different deadlines and procedures for voting may apply in certain cases. This is particularly relevant if you hold your interest in ICG Shares via the Euroclear System, or in ICG CDIs via the CREST system. The relevant voting deadlines are expected to be confirmed by Euroclear Bank and EUI (or Broadridge), and notified by, or on behalf of each of them to EB Participants and CDI Holders respectively. The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Euroclear Bank will, wherever practical, seek a voting instruction deadline of one hour prior to the Company's proxy appointment deadline. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline.**

4. The EGM will commence at 10.20 a.m., or, if later, immediately after the conclusion or adjournment of the Second Scheme Meeting.

The following sequence of dates are provided by way of indicative guidance only, are subject to change and will depend, amongst other things, on the date on which certain Conditions to the Scheme are satisfied or, if capable of waiver, waived and on the date on which the High Court sanctions the Scheme.

ICG will give notice of all of these dates, when known, by issuing an announcement through a Regulatory Information Service, with such announcement being made available at ICG's website at (www.icg.ie). Further updates or changes to other times or dates indicated below shall, at ICG's discretion, be notified in the same way. Please also see note (5) below.

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|---|---|
| Scheme Court Hearing (application for the High Court to sanction the Scheme) and issuance of the Court Order | *As soon as practicable after the Scheme Meetings and EGM, which is expected to be during October 2026 ("**D**")* |
| Expected last day of dealings | *D + 4 Business Days* |

| | |
|---|---|
| Scheme Record Time | *6.00 p.m. (Irish time) on the Business Day immediately prior to the Effective Date* |
| **Effective Date and Effective Time of the Scheme** | *D + 4 Business Days* |
| Cancellation of listings of ICG Units | *D + 5 Business Days* |
| Distribution of Consideration paid under Scheme (despatch of cheques or SEPA payments (in the case of shareholders holding in book-entry form) and electronic transfer to Euroclear Bank (in the case of dematerialised shareholders) (6) | *Within 14 days of the Effective Date* |
| End Date (7) | *31 December 2026, or such later date as BidCo and ICG may, with (if required) the consent of the Panel, agree and (if required) the High Court may allow* |

**Notes**:

5. These dates are indicative only and will depend on, among other things, the date upon which: (i) the Conditions of the Scheme are satisfied or (if capable of waiver) waived; and (ii) the sanction of the Scheme by the High Court and the delivery of a copy of the Court Order to the Registrar of Companies. The Acquisition is currently expected to be declared effective in the fourth quarter of 2026. All times shown in this Scheme Document are Irish times unless otherwise stated.

6. Each of ICG, BidCo and ManagementCo has assumed certain obligations with respect to the mechanics for completion of the Scheme, details of which are set out in the Transaction Agreement (see paragraph 8 of Part III (Information required under Section 452 of the Act—recommended Acquisition for cash of ICG) of this Scheme Document).

7. This is the latest date by which the Scheme may become effective. However, the End Date may be extended to such later date as ICG and BidCo may agree in writing (with the Panel's consent and as the High Court may approve (should such approval(s) be required)).