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FOR IMMEDIATE RELEASE

16 September 2026

INCREASED CASH OFFER
for
HARWORTH GROUP PLC ("HARWORTH")
by
PEEL PEPPER (UK) LIMITED (BIDCO), A COMPANY INDIRECTLY WHOLLY-OWNED BY PEEL HOLDINGS GROUP LIMITED

INCREASED CASH OFFER AND PUBLICATION OF RESPONSE TO THE DEFENCE DOCUMENT

BidCo today announces an increased cash offer of 177.5 pence for each Harworth Share (the "Revised Offer") and the publication of a presentation setting out BidCo's observations on the Defence Document (as defined below) to assist shareholders in assessing the Revised Offer (the "Response Presentation").

1. Introduction

On 26 August 2026, BidCo published an offer document (the "**Original Offer Document**") for the entire issued and to be issued share capital of Harworth (the "**Offer**") and an investor presentation setting out the strategic and financial rationale for the Offer (the "**Investor Presentation**").

On 9 September 2026, Harworth published a circular in response to the Original Offer Document (the "**Defence Document**"), in response to which BidCo published an announcement on the same day.

BidCo today announces the Revised Offer and the publication of the Response Presentation to assist shareholders in assessing the Revised Offer.

Further details of the Revised Offer will be set out in a revised offer document (the "**Revised Offer Document**"), which will be prepared and distributed to Harworth Shareholders.

Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the Original Offer Document.

2. BidCo's Revised Offer and Response Presentation

BidCo is today increasing its Offer to Harworth Shareholders to 177.5 pence. The Revised Offer provides shareholders with an attractive and certain cash solution (subject to completion) at a fair valuation and significant 40% premium, against the alternative of an investment in Harworth, which has an increasingly uncertain outlook, and an unsuitable public company structure from which to deliver the strategic change that BidCo believes is required.

Harworth's Defence Document only confirms the issues faced by the Company and the uncertainty of its outlook. In BidCo's view, as set out below and in the Response Presentation published today, Harworth is facing significant operational and structural challenges, including declining NAV, higher leverage, a capital constrained balance sheet, worsening cashflow, lower sales volumes, and a new strategy that lacks credibility in that context.

- **Net asset value declined 4.3% in 6 months** with diluted EPRA NDV per share **now 208.8 pence** including dilution from share options;

- **NAV is facing significant negative pressures going forwards:** Gilt yields have worsened by c.30bps since 30 June 2026; UK industrial market yields are widening; and interest and administrative costs will continue to pressure NAV even with the programme to achieve cost savings;

- **Cash flow profile continues to deteriorate:** rising debt levels, significantly lower sales volumes and elevated uncertainty on future disposals leads BidCo to believe that Harworth is capital constrained with limited ability to invest;

- **Cost savings quantified by Harworth only reverse two years of cost growth to 2023 levels;** and administrative expenses and interest will remain significantly higher than rental income**;**

- **Harworth is silent on the short- to medium-term outlook** and silent on when and how it will reach its existing £1bn EPRA NDV target, instead announcing a new strategy and a new "low double-digit total accounting return" target in the longer-term, which lacks credibility;

- **In BidCo's view, the newly announced strategy raises a number of concerns:**

    - fully exiting residential land into a challenging market may require significant discounts, leading to further NAV reductions;

    - new development targets are unrealistic based on Harworth's track record and capital availability;

    - the data centre strategy is deficient in detail, inconsistent, and any potential cash flows may not be realised until the mid-to-late 2030s;

- **BidCo's prior questions to Harworth have not been adequately addressed in the Defence Document;**

- **BidCo's Revised Offer of 177.5 pence per share in cash at a 40% premium to the 3-month volume weighted average share price provides Shareholders with full liquidity for their entire shareholding and certainty of value in cash at completion:**

    - Revised Offer premium of 40% is materially ahead of the transaction precedents quoted by Harworth on a 3-month volume-weighted average share price premium basis;

- Market has declined by 10% since BidCo made the Offer; and
- NAV discount comparison made by Harworth is irrelevant given the declining NAV and persistent and structural share price discount, which means shareholders may face a share price below the Revised Offer if it does not proceed.

3. Revised Offer

Under the terms of the Revised Offer, which are subject to the further terms and conditions which shall be set out in further detail in the Revised Offer Document and, in respect of Harworth Shares held in certificated form, the second form of acceptance which will accompany the Revised Offer Document (the "**Second Form of Acceptance**"), BidCo is offering to acquire the Harworth Shares from Harworth Shareholders at a price of:

177.5 pence in cash for each Harworth Share

The Revised Offer values the entire issued and to be issued ordinary share capital of Harworth at approximately £599.77 million and represents a premium of approximately:

- 23.6 per cent. to the Closing Price of 143.6 pence per Harworth Share on 5 August 2026 (being the last Business Day before the date of the commencement of the Offer Period);
- 40.9 per cent. to the volume-weighted average price of 126.0 pence per Harworth Share for the one-month period ended 5 August 2026 (being the last Business Day before the date of the commencement of the Offer Period); and
- 40.0 per cent. to the volume-weighted average price of 126.8 pence per Harworth Share for the three-month period ended 5 August 2026 (being the last Business Day before the date of the commencement of the Offer Period).

The Revised Offer represents a 2.9 per cent. increase on the cash Offer announced on 6 August 2026.

4. Financing of the Revised Offer

BidCo's own cash resources will be used to fund the Revised Offer in full. No external financing arrangements have been entered into in connection with the Revised Offer. Rothschild & Co is satisfied that the necessary financial resources are available to BidCo to enable it to satisfy, in full, the consideration payable by BidCo under the terms of the Revised Offer.

5. Conditions to and further terms of the Revised Offer

Save as set out in this announcement, the Revised Offer is subject to the same terms and conditions as set out in Appendix 1 (*Conditions and Further Terms of the Offer*) of the Original Offer Document. The Revised Offer is a revision to the Offer and should be construed accordingly.

6. Intentions of BidCo and disclosures

BidCo confirms that the Revised Offer does not change its intentions as regards the business of Harworth, including as to its employees, management and pension schemes and locations, as detailed in paragraph 7 of Part 1 of the Original Offer Document (*Intentions of BidCo with regard to Harworth's business, management, employees, pensions, fixed assets, headquarters and locations*).

7. How to accept the Revised Offer

The Second Form of Acceptance will also be sent to Harworth Shareholders together with the Revised Offer Document. However, Harworth Shareholders who have already validly accepted the Original Offer will automatically be deemed to have accepted the terms of the Revised Offer by virtue of their prior acceptance. Such Harworth Shareholders therefore will not need to take any further action, and do not need to complete or return the Second Form of Acceptance or submit a further Electronic Acceptance.

The Revised Offer will extend to all issued Harworth Shares not otherwise held by BidCo or other wholly-owned subsidiaries of Peel Holdings and to any further Harworth Shares which are unconditionally allotted or issued and fully paid before the Revised Offer closes.

Harworth Shareholders who have not yet accepted the Revised Offer are urged to do so as soon as possible, and in any event, by no later than 1.00 p.m. (London time) on 25 October 2026 (or such later time(s) and/or date(s) as BidCo may, in accordance with the Takeover Code or with the consent of the Panel, decide).

If you hold your Harworth Shares, or any of them, in certificated form (that is, NOT in CREST), to accept the Revised Offer in respect of those Harworth Shares you should complete, sign and return (i) the first form of acceptance accompanying the Original Offer Document dated 26 August 2026, or (ii) the Second Form of Acceptance which will accompany the Revised Offer Document to be posted in due course.

If you hold your Harworth Shares, or any of them, in uncertificated form (that is, in CREST), to accept the Offer in respect of those Harworth Shares you should follow the procedure for Electronic Acceptance through CREST so that the TTE instruction settles as soon as possible.

Further copies of the Original Offer Document, the Revised Offer Document and the Second Form of Acceptance may be obtained from the Receiving Agent, MUFG Corporate Markets, Corporate Actions, at Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, or by telephone on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. until 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

8. Revised Offer Document

The Original Offer Document contains the terms and conditions to the Original Offer. The Revised Offer Document containing updates to those terms and conditions to reflect the Revised Offer and any material updates since the publication of the Original Offer Document will be sent to Harworth Shareholders as soon as reasonably practicable.

A copy of this announcement, the Response to the Defence Document, and the Revised Offer Document will be made available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on BidCo's website at *www.peel.co.uk/investor-notice/details* during the course of the Revised Offer.

9. Delisting, Cancellation and Compulsory Acquisition

If BidCo receives acceptances under the Revised Offer in respect of, and/or otherwise acquires or agrees to acquire, Harworth Shares carrying 75 per cent. or more of the voting rights of Harworth, BidCo intends to procure that Harworth applies to the FCA for the cancellation of the listing of Harworth Shares on the Official List and to the London Stock Exchange for the cancellation of admission to trading of Harworth Shares on the Main Market. Any such cancellation would significantly reduce the liquidity and marketability of any Harworth Shares not assented to the Revised Offer. It is anticipated that any cancellation would take effect no earlier than 20 Business Days after BidCo has acquired or agreed to acquire Harworth Shares carrying 75 per cent. or more of the voting rights of Harworth.

If BidCo receives acceptances under the Revised Offer in respect of, and/or otherwise acquires, 90 per cent. or more of the Harworth Shares to which the Revised Offer relates and assuming the other requirements of sections 974 to 991 of the 2006 Act are met, BidCo intends to exercise its rights to acquire compulsorily the remaining Harworth Shares.

10. General

This announcement should be read in conjunction with the full text of BidCo's firm offer announcement published on 6 August 2026, the Original Offer Document, the Investor Presentation, the Response Presentation and the Revised Offer Document, copies of which are (or will be) available (subject to certain restrictions relating to persons in Restricted Jurisdictions) on BidCo's website at *www.peel.co.uk/investor-notice/details*. The contents of BidCo's website are not incorporated into, and do not form part of, this announcement.

Rothschild & Co has given and not withdrawn its written consent to the issue of this announcement with the inclusion of the references to its name in the form and context in which they appear.

The sources of information and bases of calculation of certain information contained in this announcement are set out in the Appendix to this announcement

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General

*N.M. Rothschild & Sons Limited ("**Rothschild & Co**") is acting exclusively as financial adviser to BidCo and for no one else in connection with the matters referred to in this announcement and will not be responsible to anyone other than BidCo for providing the protections afforded to its clients nor for providing advice in relation to this announcement. Neither Rothschild & Co nor any of its subsidiaries or 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 Rothschild & Co in connection with this announcement or any matter referred to herein.*

This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any Revised Offer or invitation or the solicitation of any Revised Offer to sell or purchase any securities or the solicitation of any Revised Offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Revised Offer or otherwise. The Revised Offer will be made solely by the Revised Offer Document (together with, in the case of Harworth Shares in certificated form, the Second Form of Acceptance), which will contain the full terms and conditions of the Revised Offer, including details of how the Revised Offer may be accepted. Harworth Shareholders should carefully read the Revised Offer Document (and, if they hold their Harworth Shares in certificated form, the Second Form of Acceptance) in its entirety before making a decision with respect to the Revised Offer.

This announcement has been prepared for the purpose of complying with the applicable requirements of the Takeover Code, the Panel, the London Stock Exchange, the FCA and the Listing Rules, and 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 England and Wales.

The release, publication or distribution of this announcement in or into certain jurisdictions other than the United Kingdom may be restricted by law and therefore any persons into whose possession this announcement comes should inform themselves of, and observe, such restrictions. Further details in relation to overseas Harworth Shareholders will be contained in the Revised Offer Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Revised Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The release, publication or distribution of this announcement in, and the availability of the Revised Offer to persons who are residents, citizens or nationals of, jurisdictions other than the United Kingdom may be restricted by laws and/or regulations of those jurisdictions. Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves about and observe any applicable requirements in their jurisdiction. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction.

In particular, copies of this announcement and any formal documentation relating to the Revised Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Unless otherwise permitted by applicable law and regulation, the Revised Offer may not be made, directly or indirectly, in or into, or by the use of mails or any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Revised Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

This announcement is not an offer of securities for sale in any Restricted Jurisdiction or in any other jurisdiction in which such an offer is unlawful.

The person responsible for arranging the release of this announcement on behalf of BidCo is Christopher Eves, director of BidCo.

Dealing and Opening Position Disclosure Requirements

Under Rule 8.3(a) of the Takeover 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) Harworth 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 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no 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 Harworth 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 Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of Harworth or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of Harworth 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) Harworth 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 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 of the Takeover Code.

Opening Position Disclosures must also be made by Harworth and by any offeror and Dealing Disclosures must also be made by Harworth, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the Takeover Code).

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 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.

Publication on website

In accordance with Rule 26.1 of the Takeover Code, a copy of this announcement will be available on the website of BidCo at www.peel.co.uk/investor-notice/details promptly and by no later than 12 noon (London time) on the business day following this announcement. The content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

APPENDIX 1

BASES OF CALCULATION AND SOURCES OF INFORMATION

In this announcement, unless otherwise stated or the context otherwise requires, bases for calculation and sources of information are used as described below:

1. Diluted EPRA NDV per share of 208.8 pence reflects reported figure from Harworth's 1H 2026 results including dilutive effect of 9.3m outstanding share options and shares held in trust under employee share schemes

2. The statement that "*cost savings quantified by Harworth only reverse two years of cost growth to 2023 levels*" is based on an implied administrative expense for 2028 reflecting reported administrative expenses of £36.3 million (FY25) less identified annualised run-rate savings of £7.4 million as stated by Harworth in its cost savings announcement dated 15 September 2026

3. The statement that "*the Market has declined by 10% since BidCo made the Offer*" reflects the percentage decline in the FTSE EPRA Nareit UK Index (Ticker: 187604, as sourced from FactSet), reflecting the movement in the index from 6 August 2026 (the date of BidCo's firm Offer announcement) to 14 September 2026, with the index rebased to 100 as at 5 August 2026.

4. The value of the Revised Offer, of £599.77 million (rounded to two decimal places) is calculated on the basis of the issued and to be issued share capital of Harworth of 337,900,485 Harworth Shares.

5. Unless otherwise stated, all volume-weighted average prices have been derived from Bloomberg and have been rounded to the nearest single decimal place

6. Certain figures included in this announcement have been subject to rounding adjustments

7. Save where otherwise stated, all information, statistics and statements referred to above are sourced from Harworth Group plc's own public disclosures, comprising: (i) Harworth Group plc's "Half Year Results" announcement for the six months ended 30 June 2026, released via RNS on 9 September 2026; (ii) Harworth Group plc's Response Document, published on 9 September 2026; (iii) Harworth Group plc's "Programme to achieve cost savings" announcement, released via RNS on 15 September 2026; and (iv) Harworth Group plc's prior periodic financial statements and results announcements, including its interim and full year results announcements and Annual Reports and Financial Statements for prior periods, in each case as released via RNS and published on Harworth's investor relations website