

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:	TClarke 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>	TClarke 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>	24 April 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:	Ordinary 10p			
	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:	N/A
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 in TClarke plc's ordinary shares of 10p each held by the directors of TClarke plc:

Director	Number of Ordinary Shares	% of issued share capital
Mark Lawrence	661,882	1.252%
Trevor Mitchell	473,560	0.896%
Mike Crowder	580,707	1.099%
Iain McCusker	2,000	0.004%
Peter Maskell	41,500	0.079%
Aysegul Sabanci	2,000	0.004%
Jonathan Hook	20,000	0.038%

b) Rights to subscribe for Interests in TClarke plc's ordinary shares of 10p each held by the directors of TClarke plc:

Director	Type	Number of Options	Date of Grant	Vesting Date	Expiry Date	Exercise price
Trevor Mitchell	TClarke Equity Incentive Plan	251,042	28.04.2021	28.04.2024	28.04.2031	Nil
Mark Lawrence	TClarke Equity Incentive Plan	337,411	28.04.2021	28.04.2024	28.04.2031	Nil
Mike Crowder	TClarke Equity Incentive Plan	287,827	28.04.2021	28.04.2024	28.04.2031	Nil
Trevor Mitchell	TClarke 2021 Long Term Incentive Plan	226,027	16.03.2022	16.03.2025	16.03.2032	Nil

Mark Lawrence	TClarke 2021 Long Term Incentive Plan	301,370	16.03.2022	16.03.2025	16.03.2032	Nil
Mike Crowder	TClarke 2021 Long Term Incentive Plan	256,849	16.03.2022	16.03.2025	16.03.2032	Nil
Trevor Mitchell	TClarke 2021 Long Term Incentive Plan	253,382	27.03.2023	27.03.2026	27.03.2033	Nil
Mark Lawrence	TClarke 2021 Long Term Incentive Plan	337,843	27.03.2023	27.03.2026	27.03.2033	Nil
Mike Crowder	TClarke 2021 Long Term Incentive Plan	287,934	27.03.2023	27.03.2026	27.03.2033	Nil
Trevor Mitchell	TClarke 2021 Long Term Incentive Plan	287,668	27.03.2024	27.03.2027	27.03.2034	Nil
Mark Lawrence	TClarke 2021 Long Term Incentive Plan	383,478	27.03.2024	27.03.2027	27.03.2034	Nil
Mike Crowder	TClarke 2021 Long Term Incentive Plan	326,877	27.03.2024	27.03.2027	27.03.2034	Nil

c) Interests in TClarke plc's ordinary shares of 10p each held by other concert parties of TClarke plc:

Registered holder	Number of Ordinary Shares	% of issued share capital
Apex Financial Services (Trust Company) Limited, in its capacity as trustee of the TClarke Employee Share Ownership Trust	437,831	0.828%

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:	25 April 2024
Contact name:	Trevor Mitchell, Chief Financial Officer
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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.