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Hyve Group PLC
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FOR IMMEDIATE RELEASE

3 May 2023

RECOMMENDED CASH ACQUISITION
of
HYVE GROUP PLC
by
HERON UK BIDCO LIMITED
(a company controlled by funds advised by Providence Equity Partners L.L.C. and its affiliates)
to be effected by means of a Scheme of Arrangement
under Part 26 of the Companies Act 2006

RESULTS OF COURT MEETING AND GENERAL MEETING

Hyve Group plc ("**Hyve**") is pleased to announce that, at the Court Meeting and General Meeting held earlier today in connection with the recommended cash offer for the entire issued and to be issued ordinary share capital of Hyve by Bidco (the "**Acquisition**"), all of the resolutions proposed were duly passed.

Full details of the resolutions passed are set out in the notices of the Court Meeting and the General Meeting contained in the scheme document dated 5 April 2023 (the "**Scheme Document**"), which, except in relation to access from certain Restricted Jurisdictions, is available on Hyve's website at <https://hyve.group/Investors> and on Bidco's website at <https://www.provequity.com/hyvegroupplc>.

Capitalised terms used but not defined in this announcement have the meanings given to them in the Scheme Document.

VOTING RESULTS OF THE COURT MEETING

The Scheme was approved by the requisite majority on a poll vote at the Court Meeting held at 10.00 a.m. on 3 May 2023. A majority in number of the Scheme Shareholders who voted (and who were entitled to vote), either in person or by proxy, representing over 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders present and voting, voted to approve the Scheme.

The results of the Court Meeting held on 3 May 2023 were as follows:

Results of Court Meeting	Scheme Shares voted		Scheme Shareholders who voted		Number of Scheme Shares voted as a percentage of the Scheme Shares eligible to be voted at the Court Meeting (%) #
	Number	%	Number	%	
FOR	172,138,953	87.15%	104	75.54%	59.02%
AGAINST	25,373,375	12.85%	34	24.46%	8.70%
TOTAL	197,512,328	100%	139	100%	67.72%

The total number of Scheme Shares in issue at the Voting Record Time was 291,640,907

VOTING RESULTS OF THE GENERAL MEETING

The special resolution to provide for the implementation of the Scheme was passed by the requisite majority on a poll

vote at the General Meeting held at 10.15 a.m. on 3 May 2023.

Results of General Meeting	VOTES FOR		VOTES AGAINST		TOTAL VOTES CAST*	% OF ISSUED SHARE CAPITAL VOTED	WITHELD VOTES
	Number	%	Number	%	Number	%	Number
Special Resolution	172,412,640	87.20	25,299,738	12.80	197,712,378	67.79%	1,017,837

* Excludes votes withheld.

SCHEME COURT HEARING

Completion of the Acquisition remains subject to the satisfaction or waiver of the other Conditions set out in the Scheme Document, including the sanction of the Scheme by the Court and the delivery of a copy of the Scheme Court Order to the Registrar of Companies.

The Scheme Court Hearing is scheduled to take place on 18 May 2023.

GENERAL

A copy of the resolution passed at the General Meeting is being submitted to the Financial Conduct Authority and will shortly be available for inspection on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

All references to times in this announcement are to London time, unless otherwise stated. All percentages are rounded to two decimal places.

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Weil, Gotshal & Manges (London) LLP is providing legal advice to Bidco and Providence Equity Partners L.L.C., Willkie Farr & Gallagher (UK) LLP is providing legal advice to Searchlight Capital Partners UK, LLP and Macfarlanes LLP is providing legal advice to Hyve.

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Publication on website

This announcement and the documents required to be published pursuant to Rule 26.1 of the Code will be available free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Hyve's website at <https://hyve.group/Investors> and on Bidco's website at www.provequity.com/hyvegroupplc by no later than 12.00 p.m. on the Business Day following the date of publication of this Announcement.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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