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3 February 2026

To: CAB Payments Holdings plc shareholders and persons with information rights

### **POSSIBLE OFFER FOR CAB PAYMENTS HOLDINGS PLC**

On 2 February 2026, CAB Payments Holdings plc (the **Company**) announced that it had received an unsolicited and non-binding proposal from Helios Investors V, L.P., Helios Investors V (Mauritius) L.P. (together, **Helios Fund V**) and Helios Fairfax Partners Corporation (**HFP**) with the support of Helios Investors III, L.P. and Helios Investors III (A), L.P. (together, **Helios Fund III** and together with Helios Fund V and HFP, the **Helios Consortium**) regarding a possible offer to acquire the entire issued and to be issued share capital of the Company (excluding the shares already owned or controlled by Helios Fund III) (the **Possible Offer**), which was rejected by the independent directors of the Company having concluded unanimously that it was highly opportunistic and fundamentally undervalued the Company and its future prospects (the **Announcement**). The Announcement followed an announcement by the Helios Consortium regarding the Possible Offer (the **Helios Announcement**).

As required by the City Code on Takeovers and Mergers (the **Code**), please find enclosed with this letter copies of the Announcement and the Helios Announcement, which can also be found on the Company's website at <https://cabpayments.com>. For the avoidance of doubt, the contents of the Company's website are not incorporated into, and do not form part of, this letter.

Although the Announcement has put the Company into what is known as an "offer period" under the Code, there can be no certainty that an offer will be made for the Company.

### **Shareholders are advised to take no action at this time.**

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to the Helios Consortium during the offer period as required under Section 4 of Appendix 4 of the Code.

We would like to remind all persons with a direct or indirect interest of 1% or more in the relevant securities of the Company of their disclosure obligations under Rule 8 of the Code (as further referred to below).

Further announcements will be made in due course.

Yours faithfully,

**Ann Cairns**  
Chair  
CAB Payments Holdings plc

## **The Code**

*The Company is subject to the Code. Details of the Code can be found on the Takeover Panel's website at: [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk). This letter is being sent in accordance with Rule 2.11 of the Code.*

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1% 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) the offeree company 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 10<sup>th</sup> business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company 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 Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company 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) the offeree company and (ii) any securities exchange offeror(s), 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.*

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

*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](http://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.*