

NS Statement re Possible Offer

STATEMENT RE CAB PAYMENTS HOLDINGS PLC

Released 07:00:10 16 March 2026

RNS Number : 6753W
StoneX Group Inc.
16 March 2026

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THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.4 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND DOES NOT CONSTITUTE AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CODE. THERE CAN BE NO CERTAINTY THAT ANY OFFER WILL BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

16th March 2026

StoneX Group Inc. ("StoneX")

Statement re CAB Payments Holdings plc ("CAB Payments")

StoneX announces that it has made an approach to the Board of CAB Payments in relation to a potential acquisition of the entire issued and to be issued share capital of CAB Payments.

After careful consideration, StoneX submitted an all cash proposal to the Board of CAB Payments at a price of 95 pence per share (the "Proposal"), which represents:

- a 32% premium to the undisturbed closing share price of 72 pence as of 30th January 2026 (being the last business day before the Helios Consortium's possible offer announcement); and
- a 11% premium to the Helios Consortium's firm offer of 85 pence ⁽¹⁾ (\$1.15) per share as announced on 2nd March 2026.

StoneX believes that its Proposal would provide a compelling opportunity for CAB Payments' shareholders to monetise their holdings in CAB Payments for cash at an attractive valuation which is also at a significant premium to its recent and undisturbed share price and the Helios Consortium's firm offer.

StoneX sees a high degree of complementarity between CAB Payments and StoneX's Payments business, with the potential combination of both creating a leading, global specialist in Emerging Markets payments. StoneX is therefore confident that it is the best long-term owner and custodian of CAB Payments, with the potential combination unlocking incremental opportunities for key stakeholders.

StoneX looks forward to engaging constructively with the Board of CAB Payments and the Helios Consortium to finalise the terms of a recommended transaction to be put forward to CAB Payments' shareholders.

Other Matters

The release by StoneX of an announcement of a firm intention to make an offer for CAB Payments under Rule 2.7 of the Code is subject to the satisfaction or waiver of a number of pre-conditions, including:

- Satisfactory completion of StoneX's customary due diligence;
- the unanimous and unconditional recommendation of our Proposal by the Board of CAB Payments to its shareholders; and
- Receipt of hard irrevocable undertakings from each CAB Payments director, the Helios Consortium and Eurocomm Holding Limited, committing to support our Proposal

StoneX reserves the right to waive, in its absolute discretion, in whole or in part, any such pre-conditions.

This announcement does not constitute an announcement of a firm intention to make an offer under the Code. There can be no certainty that any offer for CAB Payments will be made even if the pre-conditions referred to above, or any other pre-conditions, are satisfied or waived.

Pursuant to Rule 2.5(a)(i) of the Code, StoneX reserves the right to vary the form of consideration as set out above and / or introduce other forms of consideration in substitution for all or part of the cash consideration. StoneX also reserves the right to make the offer on less favourable terms than those described in the Proposal:

- with the recommendation or consent of the Board of CAB Payments;
- following the announcement by CAB Payments of a Rule 9 waiver proposal or a reverse takeover (as defined in the Code); or
- if a third party, excluding the Helios Consortium, announces a firm intention to make an offer for CAB Payments on less favourable terms than our Proposal.

Separately, if CAB Payments announces, declares, makes or pays any dividend or any other distribution or return of value to shareholders after the date of this announcement, StoneX reserves the right to make an equivalent adjustment to the terms of its Proposal.

In accordance with Rule 2.6(d) of the Code, the Panel will announce the deadline by which StoneX is required either: (i) to announce a firm intention to make an offer for CAB Payments in accordance with Rule 2.7 of the Code; or (ii) to announce that it does not intend to make an offer for CAB Payments, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies.

A further announcement will be made if and when appropriate.

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About StoneX

StoneX Group Inc., through its subsidiaries, operates a global financial services network that connects companies, organizations, traders, and investors to the global market ecosystem through a unique blend of digital platforms, end-to-end clearing and execution services, high touch service and deep expertise. StoneX strives to be the one trusted partner to its clients, providing its network, product, and services to allow them to pursue trading opportunities, manage their market risks, make investments, and improve their business performance. A Fortune-500 company headquartered in New York City and listed on the Nasdaq Global Select Market (NASDAQ:SNEX), StoneX Group Inc. and its approximately 5,400 employees serve more than 80,000 commercial, institutional, and global payments clients, and more than 400,000 retail accounts, from more than 80 offices spread across five continents.

Important notices:

This announcement is not intended to and does not constitute or form any part of any offer to buy or the solicitation of an offer to subscribe for, sell or otherwise dispose of, or an invitation to purchase, otherwise acquire or subscribe for any securities or the solicitation of any vote in any jurisdiction whether pursuant to this announcement or otherwise. Any offer (if made) will be made solely by certain offer documentation which will contain the full terms and conditions of any offer (if made), including details of how it may be accepted.

The release, publication or distribution of this announcement in whole or in part in, into or from certain jurisdictions may be restricted by law and therefore persons in such jurisdictions or into whose possession this announcement comes should inform themselves about and observe such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

This announcement has been prepared in accordance with English law and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

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Website publication:

In accordance with Rule 26.1 of the Code, a copy of this announcement will be published on StoneX's website at www.stonex.com promptly and by no later than 12 noon (London time) on the business day following this announcement (subject to certain restrictions relating to persons resident in restricted jurisdictions). The content of this website is not incorporated in, and does not form part of, this announcement.

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 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (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 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, 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 pm (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, 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 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.

Notice to US CAB Payments shareholders

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, StoneX or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, CAB Payments shares outside the United States, other than pursuant to an offer, before or during the period in which such offer, if made, remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website, www.londonstockexchange.com.

(1) Based on a USD / GBP exchange rate of 0.7412 as of 27th February 2026 (the exchange rate listed in CAB Payments' announcement on 2nd March 2026)

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