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This announcement is not a prospectus nor an offer of securities for sale in any jurisdiction, including in or into the United States, Canada, Japan or Australia.

Neither this announcement, nor anything contained herein, nor anything contained in the registration document published by the Company on 29 June 2021 (the “**Registration Document**”), shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any shares referred to in this announcement or the Registration Document except solely on the basis of the information contained in a prospectus in its final form (together with any supplementary prospectus, if relevant, the “**Prospectus**”), including the risk factors set out therein, that may be published by Bridgepoint Group plc (previously Atlantic Investments Holdings Limited) (the “**Company**”, and together with its subsidiaries and subsidiary undertakings, the “**Group**” or “**Bridgepoint**”), in due course in connection with a possible offer of ordinary shares in the Company (the “**Ordinary Shares**”) and the possible admission to listing of such Ordinary Shares to the premium listing segment of the Official List of the Financial Conduct Authority (the “**FCA**”) and to trading on the main market for listed securities of the London Stock Exchange plc (the “**London Stock Exchange**”). A copy of any Prospectus will, if published, be available for inspection on the Group’s website at <https://www.bridgepoint.eu/>, subject to certain access restrictions.

**6<sup>th</sup> July 2021**

## **BRIDGEPOINT**

### **Confirmation of Intention to Float on the London Stock Exchange**

Following the announcement by Bridgepoint on 29<sup>th</sup> June 2021 of its expected intention to float, the Company today confirms its intention to undertake an initial public offering (the “**IPO**” or the “**Offer**”). The Company intends to apply for the admission of its Ordinary Shares to the premium listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange (together, “**Admission**”).

### **CONFIRMATION OF OFFER HIGHLIGHTS**

- A premium listing on the Official List of the FCA and admission to trading on the main market for listed securities of the London Stock Exchange.
- The Offer will comprise (i) new Ordinary Shares to be issued by the Company, raising gross proceeds of approximately £300 million to support Bridgepoint’s growth plans, provide greater strategic flexibility, enhance Bridgepoint’s standing as a trusted counterparty, further drive long-term shareholder returns and repay indebtedness and (ii) existing Ordinary Shares to be sold by existing Bridgepoint shareholders.
- The Offer will be a targeted offering to certain institutional investors outside the United States pursuant to Regulation S and to QIBs in the United States pursuant to Rule 144A under the United States Securities Act of 1933, as amended (the “**Securities Act**”).
- Immediately following Admission, the Company is targeting a free float of at least 25% of issued share capital and expects that it would be eligible for inclusion in the FTSE UK indices. It is expected that Ordinary Shares representing up to a further 15% of the Offer will be made available pursuant to an over-allotment option.

- Any additional details in relation to the Offer will be disclosed in the Prospectus, if and when published.
- The Company has engaged J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) and Morgan Stanley & Co. International plc as Joint Global Co-ordinators, with J.P. Morgan Securities plc acting as Sole Sponsor in relation to the transaction, and BNP Paribas, Citigroup Global Markets Limited and Merrill Lynch International as Joint Bookrunners. Moelis & Company UK LLP is acting as Financial Adviser to the Company.

## **ENQUIRIES**

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## IMPORTANT LEGAL INFORMATION

The contents of this announcement, which have been prepared by and are the sole responsibility of the Company, have been approved by J.P. Morgan Securities plc solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended). The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States, Australia, Canada or Japan, or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not contain or constitute a prospectus, nor form part of any offer to sell or issue, or any invitation or solicitation of an offer to buy, Ordinary Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful, including the United States (including its territories or possessions or any State of the United States and the District of Columbia (“**United States**”), Australia, Canada or Japan. The Ordinary Shares referred to herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the laws of any state of the United States. The Ordinary Shares referred to herein may not be offered, sold or otherwise transferred in the United States, except to qualified institutional buyers (“**QIBs**”) as defined in, and in reliance on, Rule 144A under the US Securities Act (“**Rule 144A**”) or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The offer and sale of the Ordinary Shares referred to herein has not and will not be registered under the applicable securities laws of Australia, Canada or Japan. There will be no public offering of securities in the United States, Australia, Canada or Japan.

In the United Kingdom, this announcement is being distributed only to, and is directed only at, persons who: (A) (i) are “investment professionals” specified in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) and/or (ii) fall within Article 49(2)(a) to (d) of the Order (and only where the conditions contained in those Articles have been, or will at the relevant time be, satisfied); and (B) are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018; and (C) persons to whom it may otherwise lawfully be communicated (all such persons being “**relevant persons**”).

In the European Economic Area (the “**EEA**”), this announcement is addressed only to and directed only at, persons in member states who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (“**Qualified Investors**”).

This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (i) in the United Kingdom, relevant persons, and (ii) in any member state of the EEA, Qualified Investors, and will be engaged in only with such persons.

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Group’s current view with respect to future events and are subject to risks relating

to future events and other risks, uncertainties and assumptions relating to the Group's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

In light of these risks, uncertainties and assumptions, the events in the forward-looking statements may not occur or the Company's or the Group's actual results, performance or achievements might be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. BNP Paribas, Citigroup Global Markets Limited, J.P. Morgan Securities plc, Merrill Lynch International, Morgan Stanley & Co. International plc, Moelis & Company, the Company or any member of the Group, or any of such person's affiliates or their respective directors, officers, employees, agents or advisers expressly disclaim any obligation or undertaking to update, review or revise any such forward-looking statement or any other information contained in this announcement, whether as a result of new information, future developments or otherwise, except to the extent required by applicable law.

Any subscription or purchase of Ordinary Shares in the possible IPO should be made solely on the basis of information contained in the Prospectus which may be issued by the Company in connection with the possible IPO. The information in this announcement is subject to change. Before subscribing for or purchasing any Ordinary Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus, if published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. Neither this announcement, nor anything contained in the Registration Document, shall constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to acquire, whether by subscription or purchase, any Ordinary Shares or any other securities, nor shall it (or any part of it), or the fact of its distribution, form the basis of, or be relied on in connection with, or act as any inducement to enter into, any contract or commitment whatsoever.

The date of Admission may be influenced by a variety of factors which include market conditions. The Group may decide not to go ahead with the possible IPO and there is therefore no guarantee that a Prospectus will be published, the Offer will be made or Admission will occur at all or in accordance with the timing in this announcement and you should not base your financial decisions on the Company's intentions in relation to Admission at this stage. Potential investors should not base their financial decision on this announcement. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making investments should consult an authorised person specialising in advising on such investments. Neither this announcement, nor the Registration Document, constitutes a recommendation concerning a possible offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

Nothing contained herein constitutes or should be construed as (i) investment, tax, accounting or legal advice, (ii) a representation that any investment or strategy is suitable or appropriate to your individual circumstances or (iii) a personal recommendation to you.

None of the Banks (as defined below) or any of their respective affiliates or any of their or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to, the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, the Group or its associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available, or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of J.P. Morgan Securities plc, of 25 Bank Street, Canary Wharf, London E14 5JP ("**JPM**" or the "**Sponsor**"), Morgan Stanley & Co. International plc, of 25 Cabot Square, Canary Wharf, London E14 4QA ("**MS**" and, together with JPM, the "**JGCs**"), Merrill Lynch International, of 2 King Edward Street, London EC1A 1HQ ("**BofA Securities**"), and Citigroup Global Markets Limited, of Citigroup

Centre, 33 Canada Square, London E14 5LB (“**Citi**”) is authorised by the Prudential Regulation Authority (the “**PRA**”) and regulated by the FCA and the PRA in the United Kingdom. BNP Paribas of 16, boulevard des Italiens, 75009 Paris, France (“**BNPP**”) is authorised and regulated by the European Central Bank and the *Autorité de Contrôle Prudential et de Résolution*. BNP Paribas London branch is authorised by the PRA with deemed permissions under the UK Temporary Permissions Regime. BNP Paribas London branch is subject to regulation by the FCA and limited regulation by the PRA. Details of the Temporary Permissions Regime, which allows EEA-based firms to operate in the UK for a limited period while seeking full authorisation, are available on the FCA’s website). Moelis & Company UK LLP (“**Moelis & Company**”), of Condor House, 10 St Paul’s Churchyard, London, EC4M 8AL is authorised and regulated by the FCA in the United Kingdom. Each of BNPP, BofA Securities, Citi, JPM, MS and Moelis & Company (together, the “**Banks**”) will be acting exclusively for the Company and no one else in connection with the possible IPO. The Banks will not regard any other person as their client in relation to the possible IPO and will not be responsible to anyone other than Company for providing the protections afforded to their respective clients nor for giving advice in relation to the possible IPO, the contents of this announcement or any transaction, arrangement or other matter referred to herein. In connection with the withdrawal of the UK from the European Union, the Banks may, at their discretion, undertake their obligations in connection with the possible offer of Ordinary Shares by any of their affiliates based in the EEA.

Certain data in this announcement, including financial, statistical, and operating information has been rounded. As a result of the rounding, the totals of data presented in this announcement may vary slightly from the actual arithmetic totals of such data. Percentages in tables may have been rounded and accordingly may not add up to 100%.

In connection with the possible IPO, any of JPM, MS, Citi, BofA Securities and BNPP (the “**Underwriters**” and each an “**Underwriter**”) and any of their affiliates, acting as investors for their own accounts, may take up a portion of the Ordinary Shares in the possible IPO as a principal position, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its own accounts in such Ordinary Shares and other securities of the Company or related investments and other securities of the Company or related investments in connection with the possible IPO or otherwise. Accordingly, references in the Prospectus, once published, to the Ordinary Shares being issued, offered, subscribed for, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing of or dealing by, any Underwriter and any of its affiliates acting as an investor for its own accounts. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Underwriters (or any of their affiliates) may from time to time acquire, hold or dispose of Ordinary Shares. Neither the Underwriters nor any of their affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the possible IPO, JPM, as Stabilising Manager (the “**Stabilising Manager**”), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law and for stabilisation purposes, on behalf of the Underwriters, over allot Ordinary Shares up to a total of 15 per cent of the total number of Ordinary Shares included in the Offer or effect other transactions with a view to supporting the market price of the Ordinary Shares or any options, warrants or rights with respect thereto, or other interest in the Ordinary Shares or other securities of the Company, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over the counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the conditional dealings in the Ordinary Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. Stabilisation transactions aim at supporting the market price of the securities during the stabilisation period. Such stabilisation, if commenced, may be discontinued at any time without prior notice. If such stabilisation occurs, it will be undertaken at the London Stock Exchange. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the

Ordinary Shares above the Offer Price. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over allotments made and/or stabilisation transactions conducted in relation to the possible IPO.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotment and/or from sales of Ordinary Shares effected by it during the stabilising period, the Stabilising Manager has been granted an over-allotment option (the “**Over-allotment Option**”) by the selling shareholders, pursuant to which it may purchase, or procure purchasers for, additional Ordinary Shares (representing, in aggregate, up to 15 per cent of the total number of Ordinary Shares included in the possible IPO) at the Offer Price (the “**Over-allotment Shares**”). The Over-allotment Option may be exercised in whole or in part upon notice by the Stabilising Manager at any time on or before the 30th calendar day after the commencement of conditional dealings in the Ordinary Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will be made available on the same terms and conditions as Ordinary Shares being offered pursuant to the possible IPO, will rank *pari passu* in all respects with all other Ordinary Shares (including with respect to pre-emption rights) and will form a single class with all other Ordinary Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

For the avoidance of doubt, the contents of the Group’s website or any website directly or indirectly linked to the Group’s website, are not incorporated by reference into, and do not form part of, this announcement.

### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures (the “**EEA Product Governance Requirements**”); and (d) Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK Product Governance Requirements**” and together with the EEA Product Governance Requirements, the “**Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that such Ordinary Shares are: (i) compatible with an end target market of retail clients and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II or Chapter 3 of the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), as applicable; and (ii) eligible for distribution through all permitted distribution channels (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors (for the purposes of the Product Governance Requirements) should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the possible IPO. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or Chapters 9A or 10A respectively of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Ordinary Shares and determining appropriate distribution channels.