

Learning Technologies Group plc

(Incorporated in England and Wales with registered number 07176993)

Registered office:
3 New Street Square
London
EC4A 3BF

Directors:

- Andrew Brode
- Jonathan Satchell
- Kath Kearney-Croft
- Piers Lea
- Leslie-Ann Reed
- Aimie Chapple
- Simon Boddie

Company Secretary:
Claire Walsh

20 December 2024

Dear Employees and Employee Representatives,

Recommended offer for Learning Technologies Group plc (LTG) by Leopard UK Bidco Limited (a newly formed company owned by funds managed by GASC APF, L.P. and certain of its managed funds (including Atlantic Park), accounts and affiliates (Bidco)

On 4 December 2024, the board of Bidco and the Independent Directors of LTG announced that they had reached agreement on the terms and conditions of a recommended acquisition by Bidco of the entire issued, and to be issued, ordinary share capital of LTG, which is intended to be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (**Acquisition**).

The scheme document in respect of the Acquisition (**Scheme Document**) was sent to LTG Shareholders today.

The Scheme Document contains, amongst other things, a letter from the Senior Independent Director of LTG, the full terms and conditions of the Scheme including the Alternative Offers, a statutory explanatory statement, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of the actions to be taken by LTG Shareholders.

In accordance with Rule 24.1(b)(i) of the UK City Code on Takeovers and Mergers, an electronic version of the Scheme Document is available to download from LTG's website at <https://ltgplc.com/offer-microsite/>.

Terms defined in the Scheme Document shall have the same meaning when used in this letter unless otherwise stated.

Should you wish to contact anyone within LTG in relation to the Scheme Document, please contact the Company Secretary at claire.walsh@ltgplc.com.

Yours faithfully


Andrew Brode
Chair