**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.**

**THIS IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE") AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY OFFER MIGHT BE MADE.**

**FOR IMMEDIATE RELEASE**

**11 September 2026**

# Statement regarding a possible cash offer for SThree plc by Circle8 Group Inc.

Circle8 Group, Inc. (Nasdaq: CIRC) ("Circle8" or the "Company") notes the announcements by SThree plc ("SThree") (LSE: STEM) on 9 September 2026 regarding a potential transaction involving Circle8 and SThree and confirms that it has submitted a proposal to acquire the entire issued and to be issued share capital of SThree in a possible cash offer by Circle8 for SThree.

Although the process remains at an early stage, Circle8 believes a combination of the two companies represents a compelling strategic opportunity to significantly increase the combined group's international scale and accelerate Circle8's ambition to build a leading global IT and technology platform.

The proposed transaction is currently structured to be financed as an all cash offer, without issuing additional Circle8 common stock. As a result, existing Circle8 shareholders would not be diluted by the transaction.

Circle8's objective is clear: to create significantly greater global scale and long-term shareholder value without dilution to its existing shareholders.

## Compelling Strategic Rationale

Circle8 has built significant scale across Europe, with a growing presence in North America, and has established a strong position across IT and technology.

**Circle8's ambition now is global.**

SThree brings recognized specialist brands, an established international presence and significant positions across technology, engineering and science. SThree generated approximately £1.3 billion in gross revenue during its financial year ended 30 November 2025. The gross revenues of the combined entities could approach $3 billion.

Circle8 believes that bringing the two businesses together would create a significantly larger global IT, technology and STEM platform, combining international scale, specialist expertise and strong positions across major technology markets.

The combination could significantly expand Circle8's geographic reach and international client base, strengthen its technology capabilities and create additional opportunities across AI, cybersecurity, cloud, software engineering, technology consulting, solutions and managed services.

Circle8 believes the combination would represent a transformational step in taking the technology platform it has built in Europe to truly global scale. Circle8 intends to remain financially disciplined in its approach. Any transaction must create meaningful long-term value for shareholders and support the Company's strategy of building a larger, stronger and more valuable global technology group.

**Continued Commercial Momentum**

Circle8's underlying business continues to strengthen.

Circle8 believes its current Nasdaq valuation significantly undervalues the scale of the business, its position in the European IT and technology market, its continued commercial momentum and its long-term growth potential.

The Company believes that its continued commercial performance, combined with its global growth strategy, provides a strong foundation for the next phase of Circle8's development.

**Guus Franke, Chairman and Chief Executive Officer of Circle8 Group, commented:**

*"Our mission is clear: to build one of the world's leading global IT and technology platforms.*

*Circle8 has already established significant scale in Europe. Our ambition now is global, and we believe bringing Circle8 and SThree together could represent a transformational step toward achieving that ambition.*

*For our shareholders, one point is particularly important: this transaction is structured so that existing Circle8 shareholders would not be diluted. We intend to create significantly greater scale and long-term value without issuing additional Circle8 common stock to finance the transaction.*

*We also strongly believe that Circle8 is significantly undervalued on Nasdaq today. Our underlying business continues to strengthen as evidenced by our recent announcements about important new clients and contracts.*

*This is not about becoming bigger for the sake of size. It is about taking the technology platform we have built in Europe and creating a substantially larger and stronger global IT and technology company while protecting the ownership interests of the shareholders who are with us today."*

There can be no certainty that any offer will be made, nor as to the terms on which any offer might be made. A further announcement will be made as and when appropriate.

As stated in the announcement by SThree, in accordance with Rule 2.6(a) of the Code, Circle8 is required, by not later than 5.00 p.m. on 7 October 2026, to either announce a firm intention to make an offer for SThree in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline can be extended with the consent of the Takeover Panel in accordance with Rule 2.6(c) of the Code.

## ENQUIRIES


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## ABOUT CIRCLE8 GROUP

Circle8 Group, Inc. (Nasdaq: CIRC) is an international technology and business transformation platform operating across North America and Europe.

Through its portfolio of specialized operating companies, Circle8 combines technology consulting, technology solutions, managed services and specialist technology services into an integrated international platform. The Company serves more than 500 enterprise and government clients and supports organizations in designing, building, securing and operating mission-critical technology environments.

Circle8 generated more than $1.2 billion in gross revenue during 2025 and is supported by more than 16,000 professionals across the Group. Circle8 is building a scalable international platform focused on higher-value technology services, disciplined acquisitions and long-term shareholder value.

## IMPORTANT INFORMATION

Blackwood Capital Group (UK) Limited ("Blackwood Capital Group"), which is authorized and regulated by the Financial Industry Regulatory Authority, is acting exclusively as financial advisor to Circle8 and for no one else in connection with the matters set out in this announcement, and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than Circle8 for providing the protections afforded to clients of Blackwood Capital Group, nor for providing advice in relation to this possible offer or any other matter referred to in this announcement. Neither Blackwood Capital Group nor any of its affiliates (nor their respective directors, officers, employees or agents) owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Blackwood Capital Group in connection with this announcement, any statement contained herein or otherwise.

## 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 3.30pm (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 Takeover 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 (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.

## PUBLICATION ON A WEBSITE

In accordance with Rule 26.1 of the Code, a copy of this announcement will be made available (subject to certain restrictions relating to persons resident in restricted jurisdictions) on Circle8's website at https://www.circle8group.com/press by no later than 12 noon (London time) on the business day following the date of this announcement. The content of any website referred to in this announcement is not incorporated into and does not form part of this announcement.