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THIS IS AN ANNOUNCEMENT OF A POSSIBLE OFFER PURSUANT TO 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 AND THERE CAN BE NO CERTAINTY THAT ANY SUCH OFFER WILL ULTIMATELY BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION AS STIPULATED UNDER THE MARKET ABUSE REGULATION NO. 596/2014 (AS INCORPORATED INTO UK LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 AS AMENDED BY VIRTUE OF THE MARKET ABUSE (AMENDMENT) (EU EXIT) REGULATIONS 2019). UPON THE PUBLICATION OF THIS ANNOUNCEMENT VIA A REGULATORY INFORMATION SERVICE, THIS INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN.

4 June 2024

Checkit plc

("Checkit", the "Company" or the "Group")

Possible Offer for Crimson Tide plc ("Crimson Tide")

Checkit, the augmented workflow and smart sensor automation company for frontline workers, announces a formal approach to the board of Crimson Tide (the "**Crimson Tide Board**") regarding a possible all-share offer for Crimson Tide pursuant to which Checkit would acquire the entire issued and to be issued share capital of Crimson Tide (the "**Possible Offer**").

Under the terms of the Possible Offer, each Crimson Tide shareholder would receive:

For each Crimson Tide share: 7 Checkit shares

Based on Checkit's middle market closing price of 26 pence per Checkit share on 3 June 2024 (being the last practicable date prior to publication of this announcement), the terms of the Possible Offer:

- values each Crimson Tide share at 182 pence;
- values the entire issued ordinary share capital of Crimson Tide at approximately £12 million;
- represents a premium of approximately 12 per cent. to the middle market closing price of 162.5 pence per Crimson Tide share on 3 June 2024; and
- means Crimson Tide shareholders would hold approximately 30 per cent. of the enlarged group.

Strategic Rationale for the Possible Offer

The board of directors of Checkit (the "**Checkit Board**") believes that the combination of Crimson Tide and Checkit presents a compelling strategic opportunity to create a scaled workflow software company and furthermore believes that a company of this increased scale would present a more attractive investment opportunity for all shareholders than either business as a standalone entity. The Checkit Board believes that this, along with the significant potential revenue and cost synergies identified by Checkit, could result in the enlarged company attracting a wider pool of investors and consequently being attributed higher valuation multiples by the market than either standalone company could reasonably expect to command. A broader investor base could reasonably be expected to increase liquidity for existing and potential new investors. The Checkit Board therefore believes that the Possible Offer would be in the best interest of both companies' respective shareholders and could enhance value for both sets of shareholders.

The Checkit Board believes that the combination of Crimson Tide's and Checkit's product sets will, in due course, provide an enhanced product offering that will benefit both companies' customers. In addition, the enlarged company could be well positioned to offer staff wider opportunities for training and career progression than either Crimson Tide or Checkit can as standalone entities. The enlarged company would leverage Checkit's enhanced research and development and recognised go-to-market capabilities, making the integration of Crimson Tide's solutions feasible and beneficial, while also expanding the product set available to sell to existing customers. Checkit's significant expertise in IoT sensors may benefit Crimson Tide in its stated aim to expand into this area, providing a technological edge and streamlining the integration process.

The combination of the two companies would present substantial opportunities for cross-selling and upselling Checkit's product suite to Crimson Tide's customer base and vice versa. Crimson Tide's established presence in sectors such as logistics, transportation, healthcare and retail aligns well with Checkit's market focus and growth strategy. In addition to expanding the verticals for the combined business, focus would be directed towards a combined approach to scaling in the US, where Checkit is already well established.

The combination would enhance the enlarged entity's position in workflow software solutions market leveraging the strengths of both organisations for enhanced profitability and competitive advantage whilst being more attractive to existing and potential new investors. The Checkit Board believes that the strategic and financial rationale to the Possible Offer provides significant opportunities for enhanced value for both Crimson Tide and Checkit shareholders.

Background to the Possible Offer

The Checkit Board has for a long time considered there to be compelling strategic and financial reasons for a business combination of Checkit with Crimson Tide and has at various times over the last four years sought to engage in constructive discussions with the Crimson Tide Board, but those discussions have never progressed.

In January 2024, the Checkit Board submitted an indicative non-binding proposal to the Crimson Tide Board regarding an all-share merger on terms similar to those proposed in this announcement. The proposal set out in detail Checkit's views on the strategic rationale behind a combination of the two businesses as well as the proposed terms of an all-share merger. The Crimson Tide Board unequivocally rejected this proposal.

In April 2024, the Checkit Board again contacted the Crimson Tide Board, with a view to establishing whether there was any appetite for an informal discussion regarding a possible combination of the two businesses, however, it was made clear in response to the Checkit Board that there was no willingness on the part of the Crimson Tide Board to enter into any dialogue, even if, as the Checkit Board believes, it might have the benefit of enhancing value for Crimson Tide's shareholders.

The Checkit Board has noted that the Crimson Tide Board has declined to enter into discussions regarding a possible combination given the compelling strategic rationale for the Possible Offer as detailed above. The Checkit Board has therefore decided to announce the terms of the Possible Offer to facilitate direct discussions with shareholders of both Crimson Tide and Checkit, for whom the Checkit Board believes significant benefits would accrue from the proposed business combination. Naturally, the Checkit Board would welcome the opportunity to engage in dialogue with the Crimson Tide Board on the merits of a combination of the two businesses but will be mindful first and foremost of feedback from both sets of shareholders when deciding whether or not to proceed with a firm offer even if it does not receive a unanimous and unqualified recommendation from the directors of Crimson Tide at any point.

Kit Kyte, Chief Executive Officer of Checkit, commented:

"The Checkit Board has long believed that the combination of Checkit and Crimson Tide is an obvious and positive strategic step for both companies. We believe it will position the enlarged entity as a market leader in workflow software solutions, leveraging the strengths of both organisations for enhanced profitability and competitive advantage whilst being more attractive to existing and potential new investors. Most importantly, the Checkit Board believes that the combination of the two businesses has the potential to deliver value for both sets of shareholders.

"Checkit's stable management team and the Checkit Board has a track record of successfully integrating acquired businesses. I look forward to presenting the strategic rationale and benefits of this potential combination to Checkit and Crimson Tide shareholders."

Pre-conditions and Reservations

This announcement does not amount to a firm intention by Checkit to make an offer for Crimson Tide. The Checkit Board emphasises that the Possible Offer is non-binding and as a result, it is emphasised that there can be no certainty that an offer will be made by the Company even if the pre-condition set out below is satisfied or waived.

The preference of the Checkit Board is to implement the Possible Offer based on a recommendation from the Crimson Tide Board but the Checkit Board notes that the Crimson Tide Board has on multiple occasions refused to engage in constructive discussions regarding the Possible Offer. At this time, the announcement by Checkit of a firm intention to make an offer for Crimson Tide under Rule 2.7 of the Code is subject to receipt of a unanimous and unqualified recommendation from the directors of Crimson Tide and the provision of irrevocable undertakings on terms satisfactory to Checkit in favour of the transaction from the directors of Crimson Tide (and their connected persons) who are also shareholders. However, in accordance with Rule 2.5(c)(i) of the Code this pre-condition may be waived in whole or in part by Checkit.

The announcement by Checkit of a firm intention to make an offer for Crimson Tide under Rule 2.7 of the Code is also not subject to the completion of any confirmatory due diligence on Crimson Tide by the Checkit Board nor, as a share exchange

offer, is it subject to Checkit finalising any funding requirements necessary to complete the Possible Offer.

Checkit reserves the right to vary the form of the consideration referred to in this announcement.

In addition, pursuant to Rule 2.5 of the Code, Checkit reserves the right to set aside the terms referred to in this announcement and/or at any time to make an offer on less favourable terms, in the following circumstances:

- 1) with the recommendation or consent of the Crimson Tide Board;
- 2) if a third party announces a firm intention to make an offer for Crimson Tide; or
- 3) if Crimson Tide announces a Rule 9 waiver proposal (for the purposes of Note 1 of the Notes on Dispensations from Rule 9 of the Code) or a reverse takeover.

Checkit reserves the right to reduce the Possible Offer consideration by the amount of any dividend (or other distribution) which is paid or becomes payable by Crimson Tide to its shareholders following the date of this announcement.

In accordance with Rule 2.6(a) of the Code, Checkit is required, by no later than 5.00 p.m. on 2 July 2024, being 28 days after today's date, to either announce a firm intention that it will make an offer for Crimson Tide plc 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 will only be extended with the consent of the Panel on Takeovers and Mergers and Crimson Tide in accordance with Rule 2.6(c) of the Code.

About Crimson Tide

Crimson Tide is the provider of mpro5, the process management app. mpro5 is delivered on all modern devices and enables organisations to digitally transform their business and strengthen their workforce by smart mobile working. mpro5 is hosted in the cloud on Microsoft Azure. Crimson Tide's contracts are provided on a long term, contracted subscription basis and clients can immediately experience a return on their investment.

About Checkit

Checkit is the augmented workflow solution for frontline workers and smart sensor automation, enabling large multinational and complex organisations to operate more safely, efficiently and sustainably - driving them towards achieving intelligent operations.

Checkit has hundreds of customers across the globe, including Global Fortune 500 and public health organisations. Checkit's customers are digitising their manual processes through Checkit's highly customisable workflow software and top-of-the-line Internet of Things (IoT) sensors, increasingly aided by Machine Learning and AI. More than 12 billion sensor readings and millions of completed workflows per year are sent through Checkit's platform enabling customers to become more efficient, ensure safety and deliver complete operational visibility.

Checkit will make further announcements in due course.

The individual responsible for releasing this announcement is Kit Kyte, Chief Executive Officer of Checkit.

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Important Information

Singer Capital Markets Advisory LLP, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Checkit and no-one else in connection with the Possible Offer and will not be responsible to anyone other than Checkit or providing the protections afforded to clients of Checkit or for providing advice in relation to the Possible Offer or any other matter referred to in this announcement.

This announcement is not intended to, and does not, constitute or form part of any offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval in any jurisdiction, 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, including details of how it may be accepted. The release, distribution or publication of this announcement in jurisdictions other than the United Kingdom and the availability of any offer to shareholders of Crimson Tide who are not resident in the United Kingdom may be affected by the laws of relevant jurisdictions. Therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or shareholders of Crimson Tide who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

Rule 2.9

Pursuant to Rule 2.9 of the Code, the Company confirms that it has 108,008,562 ordinary shares of 5 pence in issue with International Securities Identification Number GB00B0C5RG72.

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 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 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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(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 Crimson Tide and by any offeror and Dealing Disclosures must also be made by Crimson Tide, 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.

The defined terms used in this section "Disclosure requirements of the Code" are defined in the Code which can be found on the Takeover Panel's website.

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 Checkit's website at www.checkit.net by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the content of the website referred to in this announcement is not incorporated into and does not form part of this announcement.

Forward Looking Statements

This announcement may contain "forward-looking statements" relating to each of Checkit, Crimson Tide and/or the Enlarged Group and the business sectors in which they operate. Generally, the words "will", "may", "should", "continue", "believes", "expects", "intends", "anticipates", "forecast", "plan" and "project" or similar expressions identify forward-looking statements. Such statements reflect Checkit's current views with respect to future events and are subject to risks, assumptions and uncertainties that could cause the actual results to differ materially from those expressed or implied in the forward-looking statements. Many of these risks, assumptions and uncertainties relate to factors that are beyond Checkit's abilities to control or estimate precisely, such as future market conditions, changes in general economic and business conditions and the behaviour of other market participants. Checkit cannot give any assurance that the forward-looking statements will prove to have been correct. The reader should not, therefore, place undue reliance on these forward-looking statements, which speak only as of the date of this announcement. Checkit does not undertake any obligation to update or revise publicly any of the forward-looking statements set out in this announcement, whether as a result of new information, future events or otherwise, except to the extent legally required.

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