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**FOR IMMEDIATE RELEASE**

**20 JANUARY 2021**

**Recommended acquisition of Cpl Resources plc by Outsourcing Talent Ireland Limited, a wholly-owned subsidiary of OUTSOURCING Inc.**

**Court Approval**

The board of directors of Cpl Resources plc ("**Cpl**") announces that the High Court has today approved the Scheme.

The Scheme shall become effective on delivery to the Registrar of Companies of the Court Order and registration of the Court Order by the Registrar of Companies. This is expected to occur on 21 January 2021. Accordingly, the Scheme is expected to take effect on 21 January 2021.

Trading of Cpl Shares on Euronext Growth and AIM will be suspended from 7:30 a.m. on 21 January 2021 and cancellation of Cpl Shares to trading on Euronext Growth and AIM will, subject to the Scheme becoming effective on 21 January 2021, take effect from 7:00 a.m. on 22 January 2021.

Except as otherwise defined herein, capitalised terms used but not defined in this announcement ("**Announcement**") have the same meanings as given to them in the scheme document published on 25 November 2020.

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**Statements required by the Takeover Rules**

The Cpl Directors accept responsibility for the information contained in this Announcement. To the best of the knowledge and belief of the Cpl Directors (who have taken all reasonable care to ensure such is the case), the information contained in this Announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Rothschild & Co, which is authorised and regulated by the UK Financial Conduct Authority, is acting as financial adviser to Cpl and no one else in connection with the Acquisition and will not be responsible to anyone other than Cpl for providing the protections afforded to clients of Rothschild & Co, nor for providing advice in connection with the Acquisition or the other matters referred to herein. Neither Rothschild & Co nor any of its affiliates 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 Rothschild & Co in connection with the Acquisition, this Announcement, any statement contained herein or otherwise.

Davy, which is authorised and regulated by the Central Bank of Ireland, is acting exclusively for Cpl and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than Cpl for providing the protections afforded to clients of Davy, or for providing advice in connection with the matters referred to in this Announcement.

### **Disclosure requirements of the Takeover Rules**

Under the provisions of Rule 8.3 of the Irish Takeover Rules, if any person is, or becomes, "**interested**" (directly or indirectly) in, 1% or more of any class of "**relevant securities**" of Cpl, all "**dealings**" in any "**relevant securities**" of Cpl (including by means of an option in respect of, or a derivative referenced to, any such "**relevant securities**") must be publicly disclosed by not later than 3:30 pm (Irish time) on the "**business day**" in Dublin following the date of the relevant transaction. This requirement will continue until the date on which the "**offer period**" ends. If two or more persons co-operate on the basis of any agreement, either express or tacit, either oral or written, to acquire an "**interest**" in "**relevant securities**" of Cpl, they will be deemed to be a single person for the purpose of Rule 8.3 of the Takeover Rules.

Under the provisions of Rule 8.1 of the Irish Takeover Rules, all "**dealings**" in "**relevant securities**" of Cpl by OUTSOURCING Inc. or Outsourcing Talent Ireland Limited, or by any party acting in concert (as defined in the Irish Takeover Panel Act 1997 (as amended)) with either of them, must also be disclosed by no later than 12 noon (Irish time) on the business day in Dublin following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose "**relevant securities**" "**dealings**" should be disclosed, can be found on the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie).

"**Interests in securities**" arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an "**interest**" by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are in any doubt as to whether or not you are required to disclose a dealing under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie) or contact the Irish Takeover Panel on telephone number +353 1 678 9020.

### **General**

The laws of the relevant jurisdictions may affect the availability of the Acquisition to persons who are not resident in Ireland or the United Kingdom. Persons who are not resident in Ireland or the United Kingdom, or who are subject to laws of any jurisdiction other than Ireland or the United Kingdom, should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the

companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person.

The release, publication or distribution of this Announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this Announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any restricted jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, OUTSOURCING Inc., Outsourcing Talent Ireland Limited and Cpl disclaim any responsibility or liability for the violations of any such restrictions by any person.

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