

Hena Holdings Ltd

23 June 2026

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

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

23 June 2026

MANDATORY FINAL CASH OFFER

for

Integrated Diagnostics Holdings plc

by

Hena Holdings Ltd

**(a company wholly owned by Dr Hend El Sherbini and Dr Moamena
Abdul Wahab Kamel)**

1. Introduction

Hena Holdings Ltd ("**Bidco**"), a company wholly owned by Dr Hend El Sherbini (the Chief Executive Officer of Integrated Diagnostics Holdings plc ("**IDH**")) and her mother Dr Moamena Abdul Wahab Kamel, is today announcing a mandatory final cash offer to be made by Bidco for IDH Shares not already held by Bidco (the "**Offer**").

As at 22 June 2026, Bidco held 162,445,383 IDH Shares (representing approximately 27.94% of the existing issued share capital of IDH. Bidco has today unconditionally acquired 126,000,000 IDH Shares representing a 21.67% stake from Actis IDH Limited (the "**Seller**"), an entity which is controlled by funds managed by Elliott Investment Management L.P. ("**Elliott**") (the "**Elliott Transaction**"), at a price of \$0.50 USD (50 cents) per IDH Share. The Elliott Transaction has settled on the date of this Announcement.

As a result of the Elliott Transaction, Bidco holds 288,445,383 IDH Shares, representing approximately 49.62% of the existing issued share capital of IDH.

Under Rule 9 of the City Code on Takeovers and Mergers (the "**Code**"), Bidco is therefore required to make a mandatory cash offer for the IDH Shares not already owned by Bidco at a price of \$0.50 USD per IDH Share. Bidco confirms that the offer price of \$0.50 USD per IDH Share is final and neither it nor any other person acting in concert with it will increase, or acquire or make an offer for IDH Shares at a price in excess of the offer price of \$0.50 USD per IDH Share.

2. The Offer

Under the terms of the Offer, which will be subject only to the Acceptance Condition and certain further terms set out in Appendix I to this Announcement and subject to the full terms and conditions to be set out in full in the Offer Document, and, in respect of IDH Shares held in certificated form, the Form of Acceptance, IDH Shareholders shall be entitled to receive:

for each IDH Share \$0.50 USD (50 cents) in cash

The Offer values the entire issued and to be issued ordinary share capital of IDH at approximately USD 290.7 million and represents a discount of approximately 11.2% per cent. to the Closing Price per IDH Share of 56.3 cents on 22 June 2026 (being the last Business Day prior to the date of this Announcement).

Bidco confirms that the offer price of \$0.50 USD (50 cents) per IDH Share is final and neither it nor any other person acting in concert with it will increase, or acquire or make an offer for IDH Shares at a price in excess of the offer price of \$0.50 USD per IDH Share.

The Offer is only subject to the Acceptance Condition under Rule 9.3 of the Code pursuant to which valid acceptances of the Offer must be received (and not, where permitted, withdrawn) by no later than 1.00 p.m. (London time) on the Unconditional Date (or such later time(s) and/or date(s) as Bidco may, in accordance with the Code, and where applicable with the consent of the Panel, decide) in respect of such number of IDH Shares which, when aggregated with the IDH Shares acquired or agreed to be acquired by Bidco (or any person acting in concert with it) on or before

such date, results in Bidco and any person acting in concert with Bidco holding shares carrying more than 50 per cent. of the voting rights then normally exercisable at a general meeting.

The IDH Shares will be acquired pursuant to the Offer fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and other third party rights or interests together with all rights attaching thereto including, without limitation, the right to receive all dividends and other distributions (if any) announced, declared, made or paid thereafter.

Bidco will reduce the Offer Price by the amount of any dividend (or other distribution) or any return of capital which is announced, declared, paid or becomes payable by IDH to IDH Shareholders following the date of this announcement and prior to the Unconditional Date.

The Offer Document and Form of Acceptance containing further details of the Offer will be despatched to IDH Shareholders as soon as reasonably practicable and in any event within 28 days of the date of this Announcement. Bidco may seek the consent of the Independent Directors of IDH to despatch the Offer Document and Form of Acceptance to IDH Shareholders within 14 days of this Announcement.

3. Background to and reasons for the Offer

Through the Elliott Transaction, Bidco has acquired the Seller's IDH Shares representing a 21.67% stake at a price that is attractive to it. The purchase price of \$0.50 USD per IDH Share represents an opportunity for Bidco to continue to be invested in IDH where it has had an involvement with companies that form part of the IDH Group since 1979. Bidco, as a long-term holding company, is committed to supporting IDH as it delivers in its medium term strategic ambitions.

As a result of the Elliott Transaction, Bidco is required to make a mandatory cash offer for the remaining IDH Shares under Rule 9 of the Code. Bidco is required to make the Offer at a price of \$0.50 USD per IDH Share, being the price per IDH Share paid pursuant to the Elliott Transaction and not less than the highest price paid by Bidco (or any person acting in concert with it) for any interest in the IDH Shares during the 12 months prior to the date of this Announcement. IDH Shareholders

therefore will be given an opportunity to exit their investment in IDH, in full or in part, by way of the Offer.

Bidco confirms that the offer price of \$0.50 USD (50 cents) per IDH Share is final and neither it nor any other person acting in concert with it will increase, or acquire or make an offer for IDH Shares at a price in excess of the offer price of \$0.50 USD per IDH Share.

Further details on Bidco's intentions in relation to IDH, its management, employees, location and business are set out in paragraph 5 below.

4. Information about Bidco, Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel

Bidco is a private company limited by shares incorporated in the British Virgin Islands. It is wholly owned by Dr Hend El Sherbini (the Chief Executive Officer of IDH) and her mother Dr Moamena Abdul Wahab Kamel. Bidco was incorporated to hold shares in IDH. It is not a trading business and does not own shares in any company other than IDH.

The sole registered director of Bidco is Woodbourne Corporation (BVI) Limited and the registered agent of Bidco is Rawlinson & Hunter Limited. Further details in relation to Bidco will be contained in the Offer Document.

In 1979 Dr Moamena Abdul Wahab Kamel founded the MK Lab which was later renamed Al Mokhtabar in 2004. IDH was established by Abraaj in 2008, with Abraaj guiding IDH through multiple acquisitions including, in 2012, the acquisition of Al Mokhtabar. IDH has been listed on the Main Market of the London Stock Exchange since 2015.

Dr Hend El Sherbini has been IDH's Chief Executive Officer since 2012 and prior to that served as the Chief Executive Officer of Al Mokhtabar between 2004 and 2012. Through Bidco, Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel have together been the largest shareholder of IDH since the IPO in 2015. For this reason, Dr Hend El Sherbini has not participated in any meeting of the independent committee of the Board of IDH at which the Offer has been discussed and will not participate in any future meetings of the independent committee of the Board of IDH at which the Offer may be discussed in the future. Sherif El Zeiny has provided some advice to Dr Hend El Sherbini and Bidco

in connection with the Offer and for this reason he also has not participated (and will not participate) in any such meetings. As further detailed in paragraph 5 below, Richard Henry Phillips (who was appointed to the Board as a representative of the Seller) has today stepped down from the Board and will not participate in any future meetings of the Board of IDH.

5. Bidco's intentions regarding IDH's business, management and employees

The primary motivation of Bidco in executing the Elliott Transaction is to secure the acquisition of 126,000,000 IDH Shares at a price of \$0.50 USD per IDH Share. The Offer is a mandatory consequence of that acquisition and is not motivated by a desire to seek changes at the Board of IDH, nor to pursue a delisting from the London Stock Exchange.

Bidco does not intend to make any changes to IDH's business (including research and development) or broader strategic plans, or locations and places of business (including its headquarters and headquarters functions), as a result of the Offer and there is no intention to redeploy any of IDH's fixed assets.

Bidco does not intend to effect any material change with regard to: (i) the headcount of IDH's employees and managers and (ii) the conditions of employment or balance of skills and functions of the management or employees of IDH.

Bidco intends that, following completion of the Offer, the existing contractual and employment rights of IDH's management and employees will be respected in accordance with applicable law. IDH does not operate a pension scheme.

If the Offer becomes unconditional, yet the level of acceptances from the free-float shareholders is relatively modest (such that Bidco's holding is not approaching 75%), then Bidco does not intend to exercise its rights as shareholder to seek to procure that IDH makes an application to cancel trading in IDH Shares on the London Stock Exchange or the listing of IDH Shares on the Official List. In such circumstances, Bidco intends to continue to maintain a Board that has independent non-executive

Directors and to maintain a corporate governance regime that is appropriate for a company which is listed on the Equity Shares (Transition Segment) of the Official List of the FCA. IDH Shareholders should note, however, that as a result of the Elliott Transaction Richard Henry Phillips (who was appointed to the Board as a representative of the Seller) has today stepped down from the Board, and Bidco intends to replace him with a non-executive director of its own, Christopher James Mckenzie Coles, who as a nominee of Bidco, would also not be considered to be independent under the UK Corporate Governance Code.

If, however, the Offer becomes unconditional and Bidco receives valid acceptances, that together with IDH Shares otherwise held by Bidco, would lead to its holding 75% or more of the issued share capital of IDH, then it is the intention of Bidco to exercise its rights as shareholder to procure that IDH will make an application to cancel trading in IDH Shares on the London Stock Exchange and the listing of IDH Shares on the Official List. In such circumstances, a separate delisting resolution would not be required to be put to IDH Shareholders. It is anticipated that the application for cancellation of admission to trading on the London Stock Exchange and listing on the Official List in such circumstances will take effect no earlier than the date that is 20 Business Days after Bidco has acquired or agreed to acquire sufficient IDH Shares such that (together with the IDH Shares already held by Bidco) it would hold 75% of the voting rights attaching to the IDH Shares. The cancellation of the listing would significantly reduce the liquidity and marketability of the IDH Shares not assented to the Offer at the time.

In the event of a delisting, Bidco does not intend to maintain the existing Board structure and in these circumstances, Bidco would intend to reduce certain corporate and support functions relating to IDH's status as a listed company that would require limited reductions in headcount and for some or all of the non-executive directors of IDH to resign from his or her office as a director of IDH.

Finally, if Bidco has received acceptances under the Offer in respect of, or otherwise has acquired, 90% or more of the IDH Shares to which the Offer relates, Bidco will exercise its rights pursuant to the provisions of Article 117 of the Companies Jersey Law (1991) to acquire compulsorily the remaining IDH Shares in respect of which the Offer has not been accepted.

Bidco intends that, following completion of the Offer, it will continue to make purchases of IDH Shares on the market where the opportunity to do so at prices that Bidco considers to be attractive arises, subject to compliance with the Code and all other applicable laws and regulations.

No statements in this paragraph 5 constitute post-offer undertakings for the purpose of Rule 19.5 of the Code.

6. Information about IDH

IDH is a leading consumer healthcare diagnostics company in the Middle East and Africa with operations in Egypt, Jordan, Nigeria, Saudi Arabia, and Sudan and is proudly woman-led.

A long track record for quality and safety has earned the IDH Group a trusted reputation, as well as internationally-recognised accreditations for its portfolio of over 3,000 diagnostics tests. Additionally, IDH accredits its laboratories through stringent international bodies such as College of American Pathologists, the International Organization for Standardization, the Joint Commission International, the Jordanian Accreditation System, and the Healthcare Accreditation Council.

From its base of over 628 branches, IDH will continue to add laboratories through a hub, spoke and spike business model that provides a scalable platform for efficient expansion.

IDH aims to be a leading healthcare provider in every community and region that it serves, becoming every doctor and patient's first choice for quality, accurate diagnostic testing and cost effective services.

7. Financing of the Offer and the Elliott Transaction

The Elliott Transaction and the Offer has been financed by (i) a loan made by RNAFIII Cooperatief U.A. and RMBV2 (together, "**RMBV**") to Bidco in the amount of up to USD 60 million (the "**RMBV Loan**"); and (ii) equity subscriptions to be made by Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel in an amount of not less than USD 43 million and not more than USD 150 million.

The Elliott Transaction was financed by (i) a USD 20 million drawdown from the RMBV Loan; and (ii) equity subscriptions made by Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel in an amount of USD 43 million.

Full acceptance of the Offer would require the payment by Bidco of a further maximum amount of approximately USD 146.4 million which will be provided by (i) further drawdowns of the remaining RMBV Loan of up to USD 40 million; and (ii) further equity subscriptions to be made by Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel in an amount of not more than USD107 million.

Dr Hend El Sherbini and Dr Moamena Abdul Wahab Kamel have entered into a funding commitment letter with respect to their commitments, which are also the subject of a First Demand Guarantee issued by UBS Europe SE, Luxembourg Branch.

Canaccord Genuity Limited, in its capacity as financial adviser to Bidco, is satisfied that resources available to Bidco are sufficient to enable it to satisfy in full the cash consideration payable to IDH Shareholders under the terms of the Offer.

8. Offer-related Arrangements

No offer-related arrangements have been entered into between Bidco and IDH.

9. Disclosure of Interests in Relevant Securities

In this paragraph 9, "**Relevant Securities**" means IDH Shares and securities convertible into, or rights to subscribe for IDH Shares.

As at the close of business on 22 June 2026 (being the last Business Day prior to the publication of this Announcement), Bidco held 162,445,383 IDH Shares (representing approximately 27.94% of the existing issued share capital of IDH. In addition, Bidco has today unconditionally acquired 126,000,000 IDH Shares representing a 21.67% stake] from the Seller pursuant to the Elliott Transaction, at a price of \$0.50 USD per IDH Share. The Elliott Transaction settled on the date of this Announcement.

As a result of the Elliott Transaction, Bidco holds 288,445,383 IDH Shares, representing approximately 49.62% of the existing issued share capital of IDH.

As at the close of business on 22 June 2026 (being the last Business Day prior to the publication of this Announcement) and other than as set out above, none of Bidco, Dr Hend El Sherbini, Dr Moamena Abdul Wahab Kamel, or any person acting in concert with Bidco, has:

- a) an interest in, or right to subscribe for, any Relevant Securities;
- b) any short position (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of Relevant Securities;
- c) procured an irrevocable commitment or letter of intent to accept the terms of the Offer in respect of Relevant Securities;
- d) borrowed or lent (including, for these purposes, entering into any financial collateral arrangements of the kind referred to in Note 3 on Rule 4.6 of the Code) any Relevant Securities; or
- e) any outstanding irrevocable commitment or letter of intent with respect to Relevant Securities.

Furthermore, save as disclosed in this Announcement, no arrangement exists with Bidco in relation to Relevant Securities. For these purposes, an "**arrangement**" includes any indemnity or option arrangement, any agreement or any understanding, formal or informal, of whatever nature, relating to Relevant Securities which may be an inducement to deal or refrain from dealing in such securities.

10. Overseas IDH Shareholders

The availability of the Offer to IDH Shareholders who are not resident in the UK may be affected by the laws and/or regulations of their relevant jurisdiction. Therefore, such persons should inform themselves about and observe any applicable legal or regulatory requirements in their jurisdiction. Further details in relation to overseas IDH Shareholders will be set out in the Offer Document. If you are in any doubt, you should consult your professional adviser in the relevant jurisdiction without delay.

11. General

The Offer will be made subject only to the Acceptance Condition and certain further terms set out in Appendix I to this Announcement and to the full terms and conditions be set out in the Offer Document. The sources of certain information and bases of calculation of certain information contained in this Announcement are set out in Appendix II to this Announcement. Certain terms and expressions used in this Announcement are defined in Appendix III to this Announcement.

The Offer is to be effected by means of a takeover offer within the meaning of Article 116 (1) of the Jersey Companies Law.

The Offer is governed by the laws of England and Wales and is subject to the jurisdiction of the English courts and to the Acceptance Condition and certain further terms set out in Appendix I and to the terms and conditions be set out in full in the Offer Document. The Offer will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.

Canaccord Genuity Limited has given and not withdrawn its consent to the inclusion in this Announcement of the references to their names in the form and context in which they appear.

12. Documents available on website

Copies of the following documents will be made available promptly on Bidco's website at www.henaholdingsmandatoryoffer.com, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, and in any event by no later than 12 noon (London time) on the Business Day following the date of this Announcement:

- this Announcement; and
- the documents relating to the financing of the Offer referred to in paragraph 7 above.

Neither the contents of the website referred to in this Announcement nor the contents of any website accessible from hyperlinks on such website are incorporated into, nor form part of, this Announcement.

Enquiries:

Canaccord Genuity Limited (Financial Adviser to Bidco) Stuart Andrews Harry Rees	+44 20 7523 8000
---	------------------

Baker & McKenzie LLP is retained as legal adviser to Bidco and to Dr Hend El Sherbini.

Important Notices

Canaccord Genuity Limited, which is authorised and regulated by the FCA in the United Kingdom ("Canaccord"), is acting exclusively as financial adviser to Bidco and no one else in connection with the Offer and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Canaccord nor for providing advice in relation to the Offer or any other matters referred to in this announcement. Neither Canaccord 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 Canaccord in connection with this announcement, any statement contained herein or otherwise.

This Announcement is for information purposes only and is not intended to, and does not, constitute, or form any 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 the Offer or otherwise. The Offer will be made and implemented solely pursuant to the terms of the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. IDH Shareholders should carefully read the Offer Document (and, if they hold their IDH Shares in certificated form, the Form of Acceptance) in its entirety before making a decision with respect to the Offer.

IDH and Bidco will prepare the Offer Document to be distributed to IDH Shareholders. Bidco urges IDH Shareholders to read the Offer Document when it becomes available because it will contain important information relating to the Offer.

This Announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the UK Listing Rules, the Market Abuse Regulation and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas Shareholders

The release, publication or distribution of this Announcement in or into certain jurisdictions other than the United Kingdom may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable requirements.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Offer by any such use, means, instrumentality or form within a Restricted Jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Offer (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from Restricted Jurisdictions where to do so would violate the laws in those jurisdictions. The Offer may not be made available directly or indirectly in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

The availability of the Offer to IDH Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements. Any failure to comply with such requirements may constitute a violation of the securities laws of any such jurisdiction. IDH Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

The Offer will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the Financial Conduct Authority.

Further details in relation to Overseas Shareholders will be contained in the Offer Document.

Additional Information for US Investors

*The Offer relates to the shares of a Jersey company and is being made by means of a contractual takeover offer under the Code and under the laws of England and Wales. The Offer will be made in the United States pursuant to all applicable laws and regulations, including, to the extent applicable, Section 14(e) and Regulation 14E under the US Securities and Exchange Act of 1934 (the "**US Exchange Act**") and otherwise in accordance with the requirements of the Code. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law. The Offer is being made in the United States by Bidco and no one else.*

Furthermore, the payment and settlement procedure with respect to the Offer will comply with the relevant United Kingdom rules, which differ from US payment and settlement procedures, particularly with regard to the date of payment of consideration.

The financial information included in this Announcement and that may be included in the Offer documentation has been or will have been prepared in accordance with International Financial Reporting Standards and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved of the Offer, or determined if this Announcement is accurate or complete. Any representation to the contrary is a criminal offence in the US.

The receipt of cash pursuant to the Offer by a US holder of IDH Shares as consideration for the transfer of its IDH Shares pursuant to the Offer will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each IDH Shareholder is urged to consult his

or her independent professional adviser immediately regarding the tax consequences of the Offer applicable to him or her.

It may be difficult for US holders of IDH Shares to enforce their rights and claims arising out of the US federal securities laws, since Bidco and IDH are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders of IDH Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to the jurisdiction and judgement of a US court.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and the nominees or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, shares in IDH outside of the US, other than pursuant to the Offer, until the date on which the Offer closes, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Forward Looking Statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Offer, and other information published by, Bidco and IDH contain statements about Bidco and IDH that are or may be deemed to be "forward looking statements" which are prospective in nature. All statements included in this Announcement other than statements of historical facts may be forward looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "targets", "goals", "plans", "believes", "hopes", "expects", "aims", "intends", "continues", "will", "may", "could", "should", "would", "scheduled", "risks", "seeks", "outlook", "anticipates", "estimates", "projects" or words or terms of similar substance or the negative thereof. Forward-looking statements include

any statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's or IDH's operations and potential synergies resulting from the Offer; and (iii) the effects of government regulation on Bidco's or IDH's business. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected in or implied by any forward looking statements, including: increased competition, the loss of or damage to one or more key customer relationships, changes to customer ordering patterns, delays in obtaining customer approvals for engineering or price level changes, the failure of one or more key suppliers, the outcome of business or industry restructuring, the outcome of any litigation, changes in economic conditions, currency fluctuations, changes in interest and tax rates, changes in raw material or energy market prices, changes in laws, regulations or regulatory policies, developments in legal or public policy doctrines, technological developments, the failure to retain key management, or the timing and success of future acquisition opportunities or major investment projects. Due to such uncertainties and risks, readers are cautioned not to place any reliance on such forward-looking statements, which speak only as of the date of this Announcement. Bidco and IDH disclaim any obligation to update any forward looking or other statements, except as required by applicable law.

No forward-looking or other statements have been reviewed by the auditors of IDH or Bidco. All subsequent oral or written forward-looking statements attributable to IDH or Bidco or any of their respective members, directors, officers, advisers or employees or any person acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

No Profit Forecasts, Estimates or Quantified Benefits Statements

No statement in this Announcement is intended, or is to be construed, as a profit forecast, profit estimate or quantified benefits statement for any

period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for IDH for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for IDH.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested (directly or indirectly) in 1 per cent. 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 3.30 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 Takeover Code, any person who is, or as a result of dealing becomes, interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a public Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror during an offer period. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, or 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 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 normally 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 Panel's website at <http://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.

Electronic Communications

Please be aware that addresses, electronic addresses and certain information provided by IDH Shareholders, persons with information rights and other relevant persons for the receipt of communications from IDH may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.

Publication on Website and Availability of Hard Copies

A copy of this Announcement and the documents required to be published by Rule 26 of the Code will be made available, free of charge and subject to certain restrictions relating to persons in Restricted Jurisdictions, on Bidco's website at www.henaholdingsmandatoryoffer.com, by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, neither the contents of such website] nor the content of any other website accessible from hyperlinks

on such website are incorporated into, nor form part of, this Announcement.

In accordance with Rule 30.3 of the Code, IDH Shareholders, persons with information rights and participants in IDH Share Plans may request a hard copy of this Announcement by contacting the Investor Relations Director of IDH, on +(441) 5348-4700. Such persons may also request that all future documents, announcements and information in relation to the Offer should be sent to them in hard copy form. If you have received this Announcement in electronic form, hard copies of this Announcement will not be provided unless such a request is made.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

APPENDIX I

THE ACCEPTANCE CONDITION AND CERTAIN FURTHER TERMS OF THE OFFER

Part A: Condition of the Offer

Acceptances

The Offer is only subject to the Acceptance Condition under Rule 9.3 of the Code pursuant to which valid acceptances of the Offer must be received (and not validly withdrawn in accordance with the rules and requirements of the Code and the terms of the Offer) by no later than 1.00 p.m. (London time) on the Unconditional Date (or such later time(s) and/or date(s) as Bidco may, in accordance with the Code, and where applicable with the consent of the Panel, decide) in respect of such number of IDH Shares which, when aggregated with the IDH Shares acquired or agreed to be acquired by Bidco or any person acting in concert with Bidco on or before such date, results in Bidco and any person acting in concert with Bidco holding shares carrying more than 50 per cent. of the voting rights then

normally exercisable at a general meeting including for this purpose any such voting rights attaching to IDH Shares that are unconditionally allotted or issued before the Offer becomes or is declared unconditional whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise.

For the purposes of this Condition:

(i) IDH Shares that have been unconditionally allotted but not issued before the Offer becomes or is declared unconditional, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise, shall be deemed to carry the voting rights that they will carry upon issue;

(ii) valid acceptances shall be deemed to have been received in respect of IDH Shares which are treated for the purposes of Article 117 of the Companies Jersey Law (1991) as having been acquired or contracted to be acquired by Bidco, whether by virtue of acceptance of the Offer or otherwise; and

(iii) all percentages of voting rights and share capital are to be calculated by reference to the percentage held and in issue excluding any and all shares held in treasury by IDH from time to time.

Part B: Certain further terms of the Offer

1. The Offer shall lapse unless the Acceptance Condition has been fulfilled by the earlier of the Unconditional Date and the Long-Stop Date (subject to the rules of the Code and, where applicable, the consent of the Panel). The Acceptance Condition is not subject to Rule 13.5(a) of the Code. The Acceptance Condition cannot be waived.

2. Save as may otherwise be required by the Panel, the Offer will not proceed, will lapse or will be withdrawn if on the Long-Stop Date sufficient acceptances have not been received so as to enable the Acceptance Condition to be satisfied.

3. The IDH Shares which will be acquired pursuant to the Offer will be acquired by Bidco pursuant to the Offer fully paid with full title guarantee and free from all liens, charges, encumbrances, equitable interests, pre-emption rights and other interests and rights of whatsoever nature and together with all rights now or hereafter attaching thereto,

including the right to receive and retain in full all dividends and other distributions (if any) declared, paid or made after the date of this announcement.

4. Bidco will reduce the Offer Price by the amount of any dividend (or other distribution) or any return of capital which is announced, declared, paid or becomes payable by IDH to IDH Shareholders following the date of this announcement and prior to the Unconditional Date.

5. The Offer will be made on the terms and will be subject to the Acceptance Condition and terms which are set out in this Appendix I, those terms which will be set out in the Offer Document and (in respect of IDH Shares in certificated form) the Form of Acceptance and such further terms as may be required to comply with the Code and applicable law.

6. In deciding whether or not to accept the Offer in respect of their IDH Shares, IDH Shareholders should rely on the information contained in, and follow the procedures described in, the Offer Document and (if they hold their IDH Shares in certificated form) the Form of Acceptance which will be posted to IDH Shareholders (other than to any IDH Shareholders with addresses in any Restricted Jurisdiction) as soon as reasonably practicable and in any event within 28 days of the date of this announcement. Bidco may seek the consent of the Independent Directors of IDH to despatch the Offer Document and Form of Acceptance to IDH Shareholders within 14 days of this announcement.

7. The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

8. The Offer will not be made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, without limitation, facsimile transmission, internet, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any Restricted Jurisdiction.

9. The Offer will be governed by the laws of England and Wales and be subject to the jurisdiction of the English courts and to the Acceptance Condition and further terms set out in this Appendix I and to the full terms

and conditions to be set out in the Offer Document. The Offer will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange, the FCA, the UK Listing Rules and the Registry - Jersey Financial Services Commission.

APPENDIX II

SOURCES OF INFORMATION AND BASES OF CALCULATION

- (i) The value placed by the Offer on the existing issued ordinary share capital of IDH is based on 581,326,272 IDH Shares in issue on 22 June 2026, being the last practicable date prior to publication of this Announcement.
- (ii) Unless otherwise stated, all prices and Closing Prices for IDH Shares are closing middle market quotations derived from Bloomberg.
- (iii) Certain figures included in this Announcement have been subject to rounding adjustments.

APPENDIX III

DEFINITIONS

The following definitions apply throughout this Announcement unless the context requires otherwise:

"Acceleration Statement"	a statement in which Bidco, in accordance with Rule 31.5 of the Takeover Code, brings forward the latest date by which the Acceptance Condition to the Offer must be satisfied;
"Acceptance Condition"	the condition to the implementation of the Offer under Rule 9.3 of the Code, and as set out in Part A of Appendix I to this Announcement and to be set out in the Offer Document;

"Announcement"	this announcement;
"Bidco"	Hena Holdings Ltd, a British Virgin Islands company with registration number 1419091 and its registered address at Rawlinson & Hunter Ltd, Woodbourne Hall, P.O. Box 3162, Tortola, Road Town;
"Board"	the board of directors of IDH;
"Business Day"	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open for general business in the City of London;
"Closing Price"	the closing middle market price;
"Code" or "Takeover Code"	the City Code on Takeovers and Mergers;
"Dealing Disclosure"	has the same meaning as in Rule 8 of the Code;
"Disclosure Guidance and Transparency Rules"	the disclosure requirements and the disclosure guidance published by the FCA which apply to all persons to whom the FCA is obliged to apply the provisions of the Market Abuse Regulation relating to disclosure under article 22 of that Regulation;
"EU"	the European Union;
"Elliott"	Elliott Investment Management L.P.;

"Elliott Transaction"	Bidco's acquisition of 126,000,000 IDH Shares from the Seller;
"FCA" or "Financial Conduct Authority"	the Financial Conduct Authority of the United Kingdom, acting in its capacity as the competent authority for the purposes of FSMA, or its successor from time to time;
"Form of Acceptance"	the form of acceptance and authority relating to the Offer to be despatched to IDH Shareholders with the Offer Document;
"FSMA"	the Financial Services and Markets Act 2000;
"IFRS"	International Financial Reporting Standards;
"Independent Directors"	the directors of IDH other than Dr Hend El Sherbini and Sherif El Zeiny;
"IDH"	Integrated Diagnostics Holdings plc (registration number JE 115712) with its registered office at IFC 5, St Helier, Jersey, JE1 1ST;
"IDH Shareholders" or "Shareholders"	the holders of IDH Shares;
"IDH Shares"	the existing unconditionally allotted or issued and fully paid ordinary shares with a par value of USD 0.25 each in the capital of IDH and any further such ordinary shares which are unconditionally allotted or issued before the before the Offer becomes or is declared

	unconditional, and IDH Share shall be construed accordingly;
"London Stock Exchange"	London Stock Exchange Group plc;
"Long-Stop Date"	Day 60 or such later date (if any) as Bidco may, with the consent of IDH or with the consent of the Panel, specify;
"Main Market"	the main market for listed securities;
"Market Abuse Regulations"	the EU Market Abuse Regulation as onshored into UK law by the European Union (Withdrawal) Act 2018 and amended by the Market Abuse (Amendment) (EU Exit) Regulations 2019;
"Offer"	the mandatory final cash offer to be made by Bidco to acquire the whole of the issued and to be issued share capital of IDH not otherwise held by Bidco on the terms to be set out in the Offer Document and (in the case of IDH Shares held in certificated form) Form of Acceptance, including, where the context so requires, any subsequent revision, variation, extension or renewal of such offer;
"Offer Document"	the document to be sent to IDH Shareholders on behalf of Bidco which will contain, amongst other things, the terms and conditions of the Offer;
"Offer Price"	50 United States cents per IDH Share;

"Official List"	the official list maintained by the FCA pursuant to Part 6 of FSMA;
"Opening Position Disclosure"	has the same meaning as in Rule 8 of the Code;
"Overseas Shareholders"	IDH Shareholders (or nominees of, or custodians or trustees for IDH Shareholders) ordinarily resident in, or nationals or citizens of, jurisdictions outside the United Kingdom;
"Panel"	the Panel on Takeovers and Mergers;
"RMBV"	RNAF III Cooperatief U.A., a wholly owned subsidiary of RNAFIII C.V., an Egypt and North Africa private equity fund advised and managed by RNAF III GP B.V. and RMBV2, an exempted company incorporated in the Cayman Islands with limited liability;
"RMBV Loan"	has the meaning given to it in paragraph 7 of this Announcement;
"Registry - Jersey Financial Services Commission"	the registry of companies in Jersey;
"Regulatory Information Service"	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements;
"Relevant Securities"	has the meaning given to it in paragraph 9 of this Announcement;

"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if the Offer is extended or made available in that jurisdiction or if information concerning the Offer is sent, published or made available in that jurisdiction or where to do so would result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which Bidco or IDH regards as unduly onerous;
"Seller"	Actis IDH Limited;
"UK Listing Rules"	the rules and regulations made by the FCA under FSMA and contained in the publication of the same name (as amended from time to time);
"US Exchange Act"	the US Securities Exchange Act of 1934, as amended;
"Unconditional Date"	Day 60 or such earlier date as Bidco may specify in any Acceleration Statement unless, where permitted, it has set aside that statement;
"United Kingdom" or "UK"	the United Kingdom of Great Britain and Northern Ireland;
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction and any political sub-division thereof;

For the purposes of this Announcement, "**subsidiary**", "**subsidiary undertaking**", "**undertaking**" and "**associated undertaking**" have the respective meanings given thereto by the Companies Act 2006.

All references to "**pounds**", "**pounds Sterling**", "**Sterling**", "**£**", "**pence**", "**penny**" and "**p**" are to the lawful currency of the United Kingdom.

All references to "**US\$**", "**\$**", "**US Dollars**" and "**cents**" are to the lawful currency of the United States.

All the times referred to in this Announcement are London times unless otherwise stated.

References to the singular include the plural and vice versa.

A reference to "**includes**" shall mean "**includes without limitation**" and references to "**including**" and any similar term shall be construed accordingly.

All references to statutes, enactments, statutory provisions, subordinate legislation, EU Directives or EU Regulations shall be construed as including references to those statutes, enactments, statutory provisions, subordinate legislation, EU Directives or EU Regulations as extended, modified, amended, replaced, consolidated or re-enacted from time to time and all statutory instruments, regulations, orders and any subordinate legislation from time to time made thereunder or deriving validity therefrom.