

Bytes Technology Group plc
(Incorporated in England and Wales)
(Registered number: 12935776)
LEI: 213800LA4DZLFBAC9O33
Share code: BY1
ISIN: GB00BMH18Q19
("BTG" or the Company")

16 May 2024

Outcome of investigation and notice of results

The Board of Bytes Technology Group plc provides the following update on its investigation into the circumstances related to the resignation on 21 February 2024 of BTG's former CEO, Neil Murphy, and his previously undisclosed share transactions (the "Investigation").

Investigation outcome

Further to the announcement on 18 March 2024, the Investigation overseen by a committee of the Board, with advice from PwC and Travers Smith, has now been completed. The conclusions from the Investigation have been reviewed by the Board. In summary, the Investigation has found no evidence that Mr Murphy's share dealing involved any other parties, nor any evidence of a wider pattern of misconduct by Mr Murphy impacting or implicating any of BTG's staff, customers or suppliers. Mr Murphy has expressed profound regret for his failure to comply with regulations and the impact of his actions on both BTG and his former colleagues.

The Company has reached a settlement with Mr Murphy whereby he has agreed to (i) forfeit his entitlements under the Company's Performance Share Plan and Deferred Bonus Plan in their entirety, meaning that no further amounts will be received by Mr Murphy under these schemes, and (ii) repay his after-tax bonuses since IPO to the Company, through BTG's clawback provisions. Further details are set out in the Companies Act 2006, Section 430(2B) statement published on the Company's website at www.bytesplc.com.

The Investigation also carefully considered the Company's procedures for monitoring and reporting the shareholdings of directors, PDMRs and their PCAs, and has undertaken a detailed review and reconciliation of the shareholdings of current and former PDMRs. This exercise identified minor discrepancies as noted in the Appendix, which will be correctly disclosed in the forthcoming Directors' Remuneration Report for the year ended 29 February 2024, with restatement of the prior period comparators where necessary. Following this review, the opportunity has been taken to implement additional measures to strengthen these processes across the Company.

Notice of results

The Company expects to release its preliminary results for the financial year ended 29 February 2024 on 23 May 2024.

Bytes Technology Group plc

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About Bytes Technology Group plc

BTG is one of the UK and Ireland's leading providers of IT software offerings and solutions, with a focus on cloud and security products. The Company enables effective and cost-efficient technology sourcing, adoption and management across software services, including in the areas of security, cloud and AI solutions. It aims to deliver the latest technology to a diverse and embedded non-consumer customer base and has a long track record of delivering strong financial performance.

The Company has a primary listing on the Main Market of the London Stock Exchange and a secondary listing on the Johannesburg Stock Exchange.

Appendix to the Investigation outcome

As noted above, the following discrepancies have been identified in respect of the shareholdings of former and current directors disclosed in the FY23 Directors' Remuneration Report, which will require correction in the forthcoming Directors' Remuneration Report for the year ended 29 February 2024.

1. An additional 150 ordinary shares in the capital of the Company have been identified on the Company's South African share register as being held in the name of Mr Murphy. This is the product of a small historical shareholding in the Company's former parent, Altron Limited, resulting in these shares being issued to Mr Murphy at the time of Bytes' demerger from Altron in December 2020. Neither the Company nor Mr Murphy were previously aware of the existence of this holding.
2. One ordinary share was issued to Mr Murphy as a matter of administrative formality on incorporation of the Company prior to IPO. This share was correctly disclosed at the time of IPO, but has been inadvertently omitted from subsequent disclosures.
3. The disclosed shareholdings of current director Patrick De Smedt and former director Alison Vincent have each been overstated by a single ordinary share. These directors subscribed for shares at the time of IPO, and due to a discrepancy in the treatment of roundings, were each allotted one ordinary share less than the disclosed amounts.

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