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 SUCH JURISDICTION.

FOR IMMEDIATE RELEASE

6 November 2026

RECOMMENDED ACQUISITION

OF

DIANOMI PLC

BY

TABOOLA EUROPE LIMITED

(a wholly-owned subsidiary of Taboola.com Ltd)

to be effected by means of a scheme of arrangement under Part 26 of the UK Companies Act 2006

Results of Scheme Court Meeting and General Meeting

and

Update on Conditions and Timetable

On 18 September 2026, the boards of Taboola.com Ltd ("**Taboola**") and Dianomi plc ("**Dianomi**") announced that they had reached an agreement on the terms of a recommended acquisition pursuant to which Taboola Europe Limited, a wholly-owned subsidiary of Taboola ("**Bidco**"), will acquire the entire issued and to be issued ordinary share capital of Dianomi (the "**Acquisition**"). It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (although Bidco reserves the right, subject to Panel consent and, where relevant, the terms of the Co-operation Agreement, to elect to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme).

Full details of the Scheme are set out in the scheme document published on 14 October 2026, which also included the notices convening the Scheme Court Meeting and General Meeting (the "**Scheme Document**").

Capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings as set out in the Scheme Document. All references to times in this announcement are to London time unless otherwise stated.

Results of the Scheme Court Meeting and the General Meeting

Dianomi is pleased to announce that at the Scheme Court Meeting and the General Meeting held earlier today in connection with the Acquisition:

- the requisite majority in number of eligible Scheme Shareholders who voted and were entitled to vote (in person or by proxy) at the Scheme Court Meeting, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders at the Scheme Court Meeting, voted in favour of the resolution to approve the Scheme at the Scheme Court Meeting; and

- the requisite majority of eligible Dianomi Shareholders voted in favour of the Resolution at the General Meeting to approve the implementation of the Scheme, including the amendments to Dianomi's articles of association in connection with the Scheme.

The resolutions were accordingly passed. Full details of the resolutions are set out in the notices of the Scheme Court Meeting and the General Meeting contained in Parts Ten and Eleven of the Scheme Document, copies of which are available at https://www.dianomi.com/for-investors/.

The total number of Dianomi Shares in issue at 6.00 p.m. on 4 November 2026, being the Scheme Voting Record Time, was 30,027,971, with no shares held in treasury. Consequently, the total number of voting rights in Dianomi at the Scheme Voting Record Time was 30,027,971.

Voting results of the Scheme Court Meeting

The table below sets out the results of the poll to approve the Scheme at the Scheme Court Meeting. Each Scheme Shareholder, present in person or by proxy, was entitled to one vote per Scheme Share held at the Scheme Voting Record Time.

	Scheme Shares Voted		*Scheme Shareholders who voted***		*Number of Scheme Shares voted as a percentage of the issued ordinary share capital entitled to vote at the Scheme Court Meeting*
	Number	%*	Number	%*	%*
*For****	17,601,918	99.9997	17	94.4444	58.6184
Against	50	0.0003	1	5.5556	0.0002
Total	**17,601,968**	**100**	**17**	**100**	**58.6186**

Notes:

** All percentages rounded to four decimal places.*

*** Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" a resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purpose of determining the percentage of Scheme Shareholders who voted. One Scheme Shareholder voted both "for" and "against" the resolution, so the total number of Scheme Shareholders who voted varies from the actual arithmetic total of the number of Scheme Shareholders who voted "for" and "against". Seventeen Scheme Shareholders voted in total.*

****Any proxy appointments which gave discretion to the Chair have been included in the vote "For" total.*

Voting results of the General Meeting

The table below sets out the results of the poll conducted at the General Meeting. Each Dianomi Shareholder entered on the register of members of Dianomi at the Scheme Voting Record Time, present in person or by proxy and eligible to vote on the Resolution, was entitled to one vote per Dianomi Share.

	*Votes For***		*Votes Against*		*Total Votes*	*Withheld Votes****
	Number	%*	Number	%*	Number	Number
Resolution	26,561,609	99.99999	2	0.00001	26,561,611	50

Notes:

** All percentages rounded to five decimal places.*

*** Any proxy appointments which gave discretion to the Chair have been included in the vote "For" total.*

**** A withheld vote is not a vote in law and, accordingly, is not counted in the calculation of the proportion of votes "For" and "Against" the resolution concerned.*

Rule 2.10(c) Disclosure – Update on Irrevocable Undertakings

As disclosed in the announcement dated 18 September 2026, Taboola and Bidco received irrevocable undertakings to vote, or procure the voting, in favour of the Scheme at the Scheme Court Meeting and vote, or procure the voting, in favour of the Resolutions proposed at the General Meeting from Scobie Dickinson Ward in respect of 8,590,395 Dianomi Shares. Due to an administrative error, Scobie Dickinson Ward's vote in favour of the resolutions at the Scheme Court Meeting was not received in sufficient time before the deadline, and therefore is not included in the results set out above. Scobie Dickinson Ward's vote in favour of the resolutions at the General Meeting was received and is included in the results set out above. This disclosure is made pursuant to Rule 2.10(c) of the Takeover Code.

Update on Conditions and Timetable

The outcome of today's Scheme Court Meeting and General Meeting means that Conditions 2(a) and 2(b) (as set out in Part Three of the Scheme Document) have been satisfied.

The Scheme remains subject to the satisfaction or, where applicable, waiver of the remaining Conditions and to the further terms set out in the Scheme Document, including the Court sanctioning the Scheme at the Scheme Court Hearing and the delivery of a copy of the Scheme Court Order to the Registrar of Companies of England and Wales.

The expected timetable of principal events for the implementation of the Scheme remains as set out in the announcement made by Dianomi in relation to the Scheme on 2 November 2026 (and as set out below for completeness).

Dianomi and Taboola are pleased to confirm that, subject to the satisfaction or, where applicable, waiver of the other Conditions (other than those Conditions relating to the Longstop Date and to the sanction of the Scheme by the Court (Conditions 1 and 2(c) of the Scheme Document)), the Scheme Court Hearing has been scheduled for 12 November 2026. Accordingly, subject to the satisfaction or, where applicable, waiver of the remaining Conditions, the Scheme is expected to become Effective on 16 November 2026 and the cancellation of admission to trading of, and dealings in, Dianomi Shares on AIM is expected to occur at 7.00 a.m. on 17 November 2026.

The following timetable sets out the updated expected dates for implementation of the Scheme:

Event	***Time and/or date***
Scheme Court Hearing	12 November 2026
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Dianomi Shares	13 November 2026
Scheme Record Time	6.00 p.m. on 13 November 2026
Dealings in Dianomi Shares suspended	7.30 a.m. on 16 November 2026
Expected Effective Date of the Scheme	16 November 2026
Cancellation of admission to trading of, and dealings in, Dianomi Shares on AIM	7.00 a.m. on 17 November 2026
Latest date for despatch of cheques and crediting of CREST for Cash Consideration due under the Scheme	by no later than 30 November 2026

Latest date for despatch of certificates in respect of Contingent Consideration Units due under the Scheme	by no later than 30 November 2026
Longstop Date*	31 December 2026

Note:

** This is the latest date by which the Scheme may become Effective, or such later date, if any, (a) as Bidco and Dianomi may agree in writing, or (b) (in a competitive situation) as may be specified by Bidco with the consent of the Panel, and in each case that (if so required) the Court may allow.*

The times and dates given in the expected timetable of principal events are indicative only and based on Dianomi's and Bidco's current expectations and may be subject to change. If any of the dates and/or times set out in the expected timetable change, Dianomi will notify Dianomi Shareholders of the revised dates and/or times by announcement through a Regulatory Information Service and the announcement(s) will also be made available on Dianomi's website at https://www.dianomi.com/for-investors/ and on Taboola's investor relations website at https://investors.taboola.com/.

Further announcements will be made by Dianomi if and when the Court sanctions the Scheme, and if and when the Scheme becomes Effective.

Enquiries:

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Davis Polk & Wardwell London LLP are retained as legal advisers to Taboola and Bidco. K&L Gates LLP are retained as legal advisers to Dianomi.

Important notices

Panmure Liberum Limited ("**Panmure Liberum**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as financial adviser exclusively for Dianomi and no one else in connection with the matters set out in this Announcement and will not be responsible to any person other than Dianomi for providing the protections afforded to clients of Panmure Liberum, nor for providing advice in relation to the content of this Announcement or any matter referred to herein. Neither Panmure Liberum nor any of its subsidiaries, branches or 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 Panmure Liberum in connection with this Announcement, any statement contained herein or otherwise.

RBC Europe Limited (trading as RBC Capital Markets) which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the United Kingdom, is acting for Taboola and Bidco and no one else in connection with the matters referred to in this Announcement and will not be responsible to anyone other than Taboola and Bidco for providing the protections afforded to clients of RBC Capital Markets or for providing advice in connection with matters referred to in this Announcement. Neither RBC Europe Limited nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, tort, in delict, under statute or otherwise) to any person who is not a client of RBC Europe Limited in connection with this Announcement or any matter referred to herein.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Dianomi in any jurisdiction in contravention of applicable law. The Acquisition will be made solely by means of the Scheme Document (or if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer document), which contains the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote or decision in respect of the Scheme (or the Takeover Offer, if applicable) or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the offer document).

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.

This announcement does not constitute a prospectus, prospectus equivalent document or an exempted document.

The statements contained in this announcement are not to be construed as legal, business, financial or tax advice. Dianomi Shareholders are urged to consult with their own legal, tax and financial advisers in connection with making a decision regarding this Acquisition.

Notice to overseas shareholders

General

The release, publication or distribution of this announcement in or into or from jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement does not constitute, or form part of, an offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities, or the solicitation of any vote or approval pursuant to the Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful. This announcement has been prepared for the purposes of complying with English law, the AIM Rules, the Rules of the

London Stock Exchange and the Code, 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 of England.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition shall 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 Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other 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 Acquisition will not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in, into or from within any Restricted Jurisdiction.

It is the responsibility of any person into whose possession this announcement comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection with the Acquisition, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

Notices to US investors in Dianomi

The Acquisition relates to the shares of a company incorporated in England and Wales admitted to trading on AIM and is proposed to be effected by means of a scheme of arrangement under English law. Neither the US proxy solicitation rules nor (unless implemented by means of an offer) the tender offer rules under the US Exchange Act will apply to the Acquisition. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable to the United Kingdom and under the Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Neither the SEC, nor any securities commission of any state of the United States, has approved the Acquisition, passed upon the fairness of the Acquisition or passed upon the adequacy or accuracy of this announcement. Any representation to the contrary is a criminal offence in the United States. Financial information relating to Dianomi included in this announcement has been or will have been prepared in accordance with accounting standards applicable in the United Kingdom that 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 United States.

Any Contingent Consideration Units or Loan Notes issued under the Scheme have not been and will not be registered under the US Securities Act, or under any laws of any securities regulatory authority of any state of the United States, and may not be offered or sold in the United States absent registration or pursuant to an exemption from the registration requirements of the US Securities Act. This announcement shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of Contingent Consideration Units or Loan Notes (if any) in the United States. The Contingent Consideration Units are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof. The Loan Notes (if any) issued to CCU Holders in exchange for such Contingent Consideration Units issued pursuant to the Scheme are expected to be issued in reliance upon the exemption from the registration requirements under the US Securities Act provided by Section 3(a)(9) thereof.

The receipt of cash and/or Contingent Consideration Units (if any) and/or Loan Notes (if any) by a beneficial owner of Dianomi Shares pursuant to the Acquisition as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable Acquisition for United States federal income tax purposes and may also be a taxable Acquisition under other applicable tax laws, including any applicable United States state and local, as well as non-US, tax laws. Each Dianomi Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or to its beneficial owners) of the Acquisition.

Dianomi and Bidco are organised under the laws of England and Wales and Taboola is organised under the laws of Israel. Some of the officers and directors of Dianomi, Taboola and Bidco are residents of countries other than the United States and the majority of the assets of Dianomi are located outside of the United States and a significant amount of Taboola's assets are located outside the United States. As a result, it may not be possible to effect service

of process within the United States upon Dianomi, Taboola, Bidco or any of their respective officers or directors, or to enforce outside the United States judgments obtained against Dianomi, Taboola, Bidco or any of their respective officers or directors in US courts, including, without limitation, judgments based upon the civil liability provisions of the US federal securities laws or the laws of any state or territory within the United States.

Forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition and the Scheme, and any other information published by Dianomi, Taboola and Bidco contain statements which are, or may be deemed to be, "forward-looking statements". Such forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which the Taboola Group or the Enlarged Group will operate in the future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward-looking statements contained in this announcement relate to the Taboola Group's or the Enlarged Group's future prospects, developments and business strategies, the expected timing and scope of the Acquisition and other statements other than historical facts. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects", "intends", "may", "will" or "should" or their negatives or other variations or comparable terminology.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward-looking statements should therefore be construed in the light of such factors. Specifically, any statements of cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, any cost savings and synergies referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

None of Taboola, Bidco or Dianomi, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given these risks and uncertainties, Dianomi Shareholders and potential investors should not place any reliance on forward-looking statements. The forward-looking statements speak only at the date of this announcement. All subsequent oral or written forward-looking statements attributable to any member of the Taboola Group or Dianomi Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above. Dianomi, Taboola and Bidco expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast or profit estimate or quantified financial benefit statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Dianomi or Taboola, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Dianomi or Taboola, as appropriate, or to mean that the Enlarged Group's earnings in the first 12 months following the Acquisition, or in any subsequent period, would necessarily match or be greater than those of Dianomi or Taboola for the relevant preceding financial period or any other period.

Disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in one 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 Code, any person who is, or becomes, interested in one per cent. 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 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 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 of the Code).

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 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.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement and the documents required to be published under Rule 26 of the Code will be made available, subject to certain restrictions relating to persons resident in or located in Restricted Jurisdictions, on Dianomi's website at https://www.dianomi.com/for-investors/ and on Taboola's investor relations website at https://investors.taboola.com/ promptly and in any event by no later than 12 noon (London time) on the first Business Day following the date of this announcement. For the avoidance of doubt, the contents of those websites are not incorporated into, and do not form part of, this announcement.

Electronic communications

Please be aware that addresses, electronic addresses and certain other information provided by Dianomi Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from Dianomi may be provided to Taboola and Bidco during the Offer Period as requested under Section 4 of Appendix 4 of the Code.

The contents of the websites referred to in this announcement are not incorporated into and do not form part of this announcement.

Rounding

Certain figures included in this announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different places may vary slightly and figures shown as totals in certain

places may not be an arithmetic aggregation of the figures that precede them.

General

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

The Acquisition will be subject to English law, the jurisdiction of the Court, and the applicable requirements of the Code, the Panel, the London Stock Exchange, the AIM Rules, the FCA and the Registrar of Companies.