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If you have sold or otherwise transferred, or you sell or otherwise transfer, all of your registered holding of Existing Ordinary Shares held in certificated form prior to the Ex-entitlement Date, please immediately forward this document, but not the accompanying personalised Application Form, to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was or is effected for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred, or you sell or otherwise transfer Existing Ordinary Shares held in uncertificated form prior to the Ex-entitlement Date, a claim transaction will automatically be generated by Euroclear which, on settlement, will transfer the appropriate number of Open Offer Entitlements to the purchaser or transferee through CREST. If you have sold or otherwise transferred, or you sell or otherwise transfer, only part of your registered holding of Existing Ordinary Shares held in certificated form, before the Ex-entitlement Date, please immediately contact your stockbroker, bank or other agent through or by whom the sale or transfer was effected and refer to the instructions regarding split applications set out in the Application Form.

The distribution of this document and, where applicable, Application Form and/or the transfer of Open Offer Entitlements through CREST or otherwise in jurisdictions other than the United Kingdom may be restricted by applicable laws or regulations and, therefore, persons into whose possession these documents come should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that admission to trading on AIM and dealings in the New Ordinary Shares will commence on AIM on or around 8.00 a.m. on 28 November 2018. The New Ordinary Shares will not be admitted to trading on any other investment exchange. The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares in the Company and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

The total consideration under the Open Offer will be less than €8.0 million (or an equivalent amount) in aggregate and will only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. The Open Offer does not constitute an offer to the public requiring the Company to issue an approved prospectus under section 85 of FSMA and, accordingly, this document does not constitute, and is not required to be, a prospectus for the purposes of the Prospectus Rules made by the Financial Conduct Authority (“FCA”) pursuant to sections 73A(1) and (4) of FSMA. This document has not been, and will not be, approved by, or filed with, the FCA. In addition, this document does not constitute an AIM Admission Document drawn up in accordance with the AIM Rules.

The Company and the Directors, whose names and positions are set out on page 7 of this document, accept responsibility, both collectively and individually, for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

IMAGINATIK PLC

(Incorporated in England and Wales with registered number 03936915)

Underwritten Open Offer of 22,961,687 New ordinary Shares at 1.1 pence per New Ordinary Share

Peterhouse Capital Limited (“Peterhouse”), which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company in connection with the Open Offer and is not acting for any other persons in relation to the Open Offer. Peterhouse are retained by the Company in connection with the Open Offer and shall not be responsible to any other party for providing advice or taking any other action in relation to the Open Offer. Persons receiving this document should note that Peterhouse will not be responsible to anyone other than the Company for providing the protections afforded to clients of Peterhouse or for advising any other person on the arrangements described in this document. Peterhouse has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Peterhouse nor does it make any representation or warranty, express or implied, for the accuracy of any information or opinion contained in this document or for the omission of any information. No representation, responsibility or warranty, express or implied, is made by Peterhouse or any of their directors, officers, employees or agents as to the contents of this document in connection with the Open Offer or any other matters referred to in this document. Accordingly, Peterhouse disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this document. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Peterhouse may have under FSMA or the regulatory regime established thereunder.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority (being the FCA acting as competent authority for the purposes of Part VI of FSMA) (“UKLA”). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should consider carefully whether an investment in the Company is suitable for him or her in light of his or her personal circumstances and the financial resources available to him or her. The AIM Rules are less demanding than those of the Official List of the UKLA. It is emphasised that no application is being made for admission of the New Ordinary Shares to the Official List of the UKLA.

This document should be read as a whole and in its entirety. Your attention is drawn to the letter from the Directors which is set out in Part 3 of this document, which contains the unanimous recommendation of the Directors that Shareholders should take up the Open Offer in its entirety. In addition, your attention is drawn to the Risk Factors in Part 4 of this document which contain certain general and specific risks and uncertainties for the Company that should be considered by prospective investors when considering whether or not to make an investment in the Company.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 26 November 2018. The procedure for application and payment for Qualifying Shareholders is set out in Part 5 of this document and, where relevant, in the accompanying Application Form.

This document does not constitute a prospectus for the purposes of section 85 of FSMA and any offer to the public is exempt by virtue of section 86 of FSMA, nor does it constitute an admission document drawn up in accordance with the AIM Rules. The contents of this document have not been approved for issue by any person for the purposes of section 21 of FSMA.

NOTICE TO OVERSEAS PERSONS

The distribution of this document and/or any accompanying documents in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In addition, the transfer of Open Offer Entitlements or Excess Open Offer Entitlements through CREST, in jurisdictions other than the UK, including the Restricted Jurisdictions (as defined below), may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares, the Open Offer Entitlements and the Excess Open Offer Entitlements have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the “US Securities Act”) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. This document and the Application Form do not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the New Ordinary Shares are being offered in reliance on Regulation S under the US Securities Act. The New Ordinary Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, New Zealand, the Republic of South Africa or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, New Zealand, Canada, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a “Restricted Jurisdiction”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any New Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The New Ordinary Shares, the Open Offer Entitlements and the Excess Open Offer Entitlements have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

In addition, Application Forms are not being posted to, and no Open Offer Entitlements or Excess Open Offer Entitlements will be credited to a stock account of, any person in the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to the section entitled “Overseas Shareholders” at paragraph 6 of Part 5 of this document.

PRESENTATION OF FINANCIAL INFORMATION

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom and references to "Euros" and "€" are to a lawful currency of the European Union.

NO INCORPORATION OF WEBSITE INFORMATION

A copy of this document will also be available from the Company's website, www.imaginatik.com. The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Open Offer and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, or its respective associates, directors, officers or advisers.

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this document speak only as of the date of such statement and (other than in accordance with their legal or regulatory obligations) neither the Company, nor any of its respective associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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PART 1

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--|---|
| Open Offer Record Date | 6.00 p.m. on 26 October 2018 |
| Announcement of the Open Offer | 2 November 2018 |
| Date of this document and of the posting of this document, and Application Forms | 2 November 2018 |
| Date Existing Ordinary Shares marked 'ex-entitlement' by the London Stock Exchange | 8.00 a.m. on 2 November 2018 |
| Open Offer Entitlements and Excess Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders | 8.00 a.m. on 5 November 2018 or as soon possible thereafter |
| Recommended latest time and date for requesting withdrawal of Open Offer Entitlements and Excess Open Offer Entitlements from CREST | 4.30 p.m. on 21 November 2018 |
| Latest time and date for depositing Open Offer Entitlements and Excess Open Offer Entitlements into CREST | 3.00 p.m. on 23 November 2018 |
| Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims in relation to Open Offer Entitlements only) | 3.00 p.m. on 23 November 2018 |
| Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of the relevant CREST instructions (as appropriate) | 11.00 a.m. on 26 November 2018 |
| Admission and commencement of dealings in the New Ordinary Shares on AIM expected to commence | 8.00 a.m. on 28 November 2018 |
| Expected time and date on which CREST accounts to be credited with New Ordinary Shares in uncertificated form | On or after 8.00 a.m. on 28 November 2018 |
| Expected date for despatch of definitive share certificates in respect of New Ordinary Shares to be issued in certificated form | By 5 December 2018 |

Notes:

1. Reference to times in this document is to London time unless otherwise stated.
2. Each of the times and dates above are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to the Shareholders by announcement through a Regulatory Information Service.
3. In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part 5 of this document and, where relevant, complete the accompanying Application Form. If Qualifying Shareholders have any queries or questions relating to this document, the completion and return of the Application Form, or the procedure for acceptance and payment, or wish to request another Application Form, they should contact Neville Registrars Limited on 0121 585 1131 or, if phoning from outside the UK, on +44 121 585 1131. Calls may be recorded and monitored randomly for security and training purposes. Neville Registrars Limited cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

OPEN OFFER STATISTICS

| | |
|---|--|
| Number of Existing Ordinary Shares in issue at the date of this document | 48,987,986 |
| Number of Existing Ordinary Shares in issue at the Record Date | 34,442,531 |
| Issue Price per New Ordinary Share | 1.1 pence |
| Open Offer Entitlement | 6 Open Offer Shares for every 9 Existing Ordinary Shares |
| Number of Open Offer Shares* | 22,961,687 |
| Open Offer Shares as a percentage of the Enlarged Issued Share Capital* | 31.91 per cent. |
| Proceeds of the Open Offer | £252,578.56 |
| Enlarged Issued Share Capital* | 71,949,673 |
| ISIN for Open Offer Entitlements | GB00BD3S3T18 |
| ISIN for Excess Open Offer Entitlements | GB00BD3S3S01 |
| ISIN for Existing ordinary Shares and, following Admission, the New Ordinary Shares | GB00BFMDJC60 |

* Assuming take-up in full of the Open Offer by Qualifying Shareholders.

PART 2

DIRECTORS, SECRETARY AND ADVISERS

| | |
|---|--|
| Directors: | Angus Forrest (Chief Executive Officer) Shawn Taylor (Chief Financial Officer) Simon Charles (Non-Executive Director) all of: 27/28 Eastcastle Street London W1W 8DH |
| Secretary and Registered office: | Shawn Taylor 27/28 Eastcastle Street London W1W 8DH |
| Nominated adviser and joint broker to the Company: | WH Ireland Limited 24 Martin Lane London EC4R 0DR |
| Joint broker to the Company: | Peterhouse Capital Limited New Liverpool House 15 Eldon Street London EC2M 7LD |
| Registrars: | Neville Registrars Neville House Steelpark Road Halesowen B62 8HD |

PART 3

LETTER FROM THE DIRECTORS OF

IMAGINATIK PLC

(Incorporated and registered in England and Wales with registered number 03936915)

Directors:

*Simon Charles
Angus Forrest
Shawn Taylor*

Registered Office:

*27/28 Eastcastle Street
London
W1W 8DH*

2 November 2018

To Shareholders and, for information only, to the holders of options under the Share Option Schemes

Dear Shareholder\

Underwritten Open Offer of 22,961,687 New Ordinary Shares at 1.1 pence per New Ordinary Share

1. Introduction

The Company is undertaking an Open Offer to raise £252,578.56. The net proceeds of the Open Offer will be used to fund capital expenditure relating to the Company's business and to provide working capital for the Company.

It is expected that the New Ordinary Shares will be admitted to trading on AIM on 28 November 2018.

The Open Offer price represents a discount of approximately 41.33 per cent. to the closing mid-market price of 1.875 pence per Existing Ordinary Share on 31 October 2018 (being the latest practicable date prior to the publication of this document).

2. Background to, and reasons for the Open Offer

On 26 October 2018 the Company announced a series of measures designed to restore the trading of the Company's shares on AIM, to strengthen the finances of the Company, and to provide a stable and robust basis for the future development of the Company's operations.

The series of measures announced on the 26 October 2018 included a placing of 14,545,455 new ordinary shares of 0.002 pence each (the "Placing") in the capital of the Company, at a price of 1.1p (the "Placing Price"), representing approximately 29.7 per cent of the enlarged issued ordinary share capital of the Company, with Eight Capital Partners Plc ("Eight Capital"), an investment vehicle newly listed on the NEX Exchange Growth Market.

The Company has also issued £90,000 of new, unsecured, convertible loan notes ("CLNs") to Eight Capital. The CLNs have a term of three years and an annual coupon of 7.5 per cent.

Imaginatik is a leading supplier of innovation solutions in North America and Europe, formed in 2000, the business was one of the earliest suppliers of software designed to manage the employee led innovation process. It has approximately 40 customers most of which are leading companies in their industries. The Company's development is carried out in the United Kingdom with sales based in the USA and UK. New management was recruited in June 2018. Its emphasis has been to improve the financial returns; steps have been taken to reduce the overheads, to win new customers and improve the performance.

The funds raised from the Open Offer together with the funds raised as part of the Placing announced on 26 October 2018 will partly be used to repay a loan and to provide additional working capital.

3. Details of the Open Offer

The Company considers it important that Qualifying Shareholders have an opportunity (where it is practicable for them to do so) to participate at the same price as the Placing was undertaken and, accordingly, the Company is making the Open Offer to Qualifying Shareholders. The Company is proposing to raise a maximum of £252,578.56 (before expenses) (assuming full take up of the Open Offer but being less than the €8 million maximum amount permitted without requiring the publication by the Company of a prospectus under the Prospectus Rules) through the issue of 22,961,687 Open Offer Shares.

The Open Offer Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Placing Price of 1.1 pence per Open Offer Share, payable in full on acceptance. Any Open Offer Shares not applied for by Qualifying Shareholders will be available to Qualifying Shareholders under the Excess Application Facility.

Qualifying Shareholders may apply for Open Offer Shares under the Open Offer at the Placing Price on the following basis:

6 Open Offer Shares for every 9 Existing Ordinary Shares held by the Qualifying Shareholder on the Record Date

Entitlements of Qualifying Shareholders to apply for Open Offer Shares will be rounded down to the nearest whole number of Open Offer Shares. Fractional entitlements which would otherwise arise will not be issued to Qualifying Shareholders but will be aggregated and made available under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlements. Not all Shareholders will be Qualifying Shareholders. Shareholders who are located in, or are citizens of, or have a registered office in the Restricted Jurisdictions will not qualify to participate in the Open Offer.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Open Offer Entitlements as shown on the Application Form. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend, in part, on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. The Company may satisfy valid applications for Excess Shares of applicants in whole or in part but reserves the right not to satisfy any excess above any Open Offer Entitlement. The Board may scale back applications made in excess of Open Offer Entitlements on such basis as it reasonably considers to be appropriate.

Application has been made for the Open Offer Entitlements to be admitted to CREST. It is expected that such Open Offer Entitlements will be credited to CREST stock accounts on 5 November 2018. The Open Offer Entitlements will be enabled for settlement in CREST until 11.00 a.m. on 26 November 2018. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of bona fide market claim. The Open Offer Shares must be paid in full on application.

The latest time and date for receipt of completed Application Forms or CREST applications and payment in respect of the Open Offer is 11.00 a.m. on 26 November 2018. The Open Offer is not being made to certain Overseas Shareholders.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Open Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of Qualifying Shareholders who do not apply under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are set out in Part 5 of this document.

The Open Offer is conditional upon Admission (as the case may be). Accordingly, if the conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and the Open Offer Shares will not be issued and all monies received by the Receiving Agent will be returned to the applicants (at the applicant's risk and without interest) as soon as possible, but within 14 days thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

The Open Offer Shares will be issued free of all liens, charges and encumbrances and will, when issued, be fully paid, rank *pari passu* in all respect with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared, paid or made after the date of their issue.

The Open Offer is being fully underwritten by investors introduced of Peterhouse pursuant to the Underwriting Commitment, details of which are set out in paragraph 4 of Part 3 of this document.

4. Underwriting Commitment

On 1 November 2018, Imaginatik and Peterhouse entered into an Underwriting Commitment under which the Peterhouse has agreed severally to procure subscribers for, or, failing which, that Peterhouse shall introduce investors who themselves shall subscribe for (in proportion to their underwriting commitment), New Ordinary Shares to the extent not taken up under the Open Offer in each case at the Issue Price.

In consideration of its services under the Underwriting Commitment, and subject to their obligations under the Underwriting Commitment having become unconditional and the Underwriting Commitment not having been terminated, the Company has agreed to pay Peterhouse a fee of 5 per cent. of the gross proceeds of the offer of New Ordinary Shares, excluding amounts in respect of VAT (if applicable).

Imaginatik shall bear all costs and expenses relating to the Open Offer (whether or not Peterhouse and its investors' obligations under the Underwriting Commitment become unconditional), including (but not limited to) the fees and expenses of its professional advisers, the cost of preparation, advertising, printing and distribution of this document and all other documents connected with the Open Offer, the Registrar's fees, the listing fees of the FCA, any charges by CREST and the fees of the London Stock Exchange.

The Underwriting Commitment is conditional upon certain requirements being satisfied and obligations not being breached including, among others, Admission becoming effective by not later than 8.00 a.m. on 28 November 2018 (or such later time and/or date as the parties to the Underwriting Commitment may agree).

5. Use of proceeds

The proceeds of the Open Offer together with the proceeds of the Placing are expected to be utilised for working capital and repayment of a loan.

6. Effects of the Open Offer

Upon Admission, and assuming full take up of the Open Offer Entitlements, the Enlarged Issued Share Capital is expected to be 71,949,673 Ordinary Shares. On this basis, the New Ordinary Shares will represent approximately 31.91 per cent. of the Company's Enlarged Issued Share Capital.

Following the issue of the New Ordinary Shares pursuant to the Open Offer, assuming full take up of the Open Offer Entitlements, Qualifying Shareholders who do not take up any of their Open Offer entitlements will suffer a dilution of 31.91 per cent. to their interests in the Company.

The Directors have concluded that proceeding with the Open Offer is the most suitable option available to the Company for raising additional funds through the issue of New Ordinary Shares and that issuing the New Ordinary Shares at a discount is fair and reasonable so far as all existing Shareholders are concerned.

7. Action to be taken In respect of the Open Offer

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares and/or Excess Shares must complete the accompanying Application Form in accordance with the instructions set out in **paragraph 4 of Part 5** of this document and on the accompanying Application Form and return it by post, together with the appropriate payment in the envelope provided to the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal business hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, so as to arrive by no later than 11.00 a.m. on 26 November 2018.

If you do not wish to apply for any Open Offer Shares or Excess Shares under the Open Offer, you should not complete or return the Application Form.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in **paragraph 4 of Part 5** of this document. The relevant CREST instructions must have settled in accordance with the instructions of this document by no later than 11.00 a.m. on 26 November 2018.

Qualifying CREST Shareholders who are CREST Sponsored Members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

8. Settlement and dealing

In due course application will be made for the Open Offer Shares to be admitted to trading on AIM and Admission is expected to become effective and that dealings will commence at 8.00 a.m. on 28 November 2018.

The Open Offer Shares will rank, *pari passu*, in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued. It is expected that CREST accounts will be credited with entitlements to the New Ordinary Shares as soon as practicable after 8.00 a.m. on the day of Admission and that share certificates (where applicable) will be despatched as soon as practicable after Admission.

9. Overseas Shareholders

Information for Overseas Shareholders who have registered addresses outside the United Kingdom or who are citizens or residents of countries other than the United Kingdom appears in **paragraph 6 of Part 5** of this document, which sets out the restrictions applicable to such persons. If you are an Overseas Shareholder, it is important that you pay particular attention to that paragraph of this document.

10. Additional information on the Open Offer

The attention of Shareholders is drawn to the information contained in **Parts 4 and 5** of this document, which provides additional information on the Open Offer.

Recommendation

The Directors consider the Open Offer to be in the best interests of the Company and its Shareholders as a whole. As the Company is in a close period the Directors are not able to trade in Imaginatik shares including participation in the Open Offer at this stage, if the Company ceases to be in a close period within the Open Offer timetable it is their intention to participate in the Open Offer.

Yours faithfully

Simon Charles, Non executive Chairman
For on and on behalf of the board of directors, Imaginatik Plc

PART 4

RISK FACTORS

In addition to the other information set out in this document, the risks described below should be carefully considered by investors prior to making any investment decision relating to the Ordinary Shares. The risks set out below are those risks which the Directors consider to be material as at the date of this document, but do not necessarily comprise all those risks associated with an investment in the Ordinary Shares or the Company and are not intended to be presented in any assumed order of priority. There may be additional risks that the Directors do not currently consider to be material or of which the Directors are not aware, which may affect the Company's financial condition, performance, prospects, results and/or the price of the Ordinary Shares.

An investment in the Ordinary Shares involves significant risks and uncertainties and investors may lose a substantial portion, or even all, of the money that they invest in the Company. An investment in the Company is therefore only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear losses (which may equal the whole amount invested) that may result from such an investment. An investment in the Ordinary Shares should constitute part of a diversified investment portfolio. Typical investors are expected to be professionally advised private investors and professional investors. Prospective investors should review carefully and evaluate the risks and other information contained in this document before making a decision to invest in the Ordinary Shares.

1. GENERAL RISKS

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for him in the light of his personal circumstances and the financial resources available to them.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's Ordinary Shares will occur or that the objectives of the Company will be achieved. Investors may not get back the full amount initially invested.

The prices of shares and income derived from them (as to which there can be no assurance) can go down as well as up. Past performance is not necessarily a guide to future performance.

2. OTHER RISKS

Acquiring new clients

Imaginatik's future growth and planned profitability is primarily dependent on securing new clients. Imaginatik cannot be certain that the rate of client acquisition will be sufficient to deliver the projected revenue. It is possible that its market share will not grow as the Directors expect and/or that the Company's sales and marketing efforts are not going to be as successful as planned.

Loss of major existing clients

The Company has a small number of major clients. Accordingly, there is a risk of the loss of major clients that could result in a reduction in revenue and cashflow. The Company endeavours to provide an excellent service to clients at a competitive price in order to mitigate the risk. In the event of the loss of a major client steps would be taken to reduce the Company's cost base.

Volatility of sales

In any given year, the Company's revenue arising from any individual sale or client may be a significant proportion of the Company's annual revenue and therefore the trend of sales from year to year may be affected by the timing of individual transactions.

Management of the Company's growth strategy

There can be no certainty that the Company will be able to implement its strategy. The current management of the Company is relatively new and it continues to review the Company's processes and strategy. The Company's growth plans may place a significant strain on the Company's management, operational, financial and personnel resources. The Company's future growth and prospects will depend on its ability to manage any such growth and to expand and improve operational and financial performance, whilst at the same time maintaining effective cost controls.

The Company's competitors may take actions which adversely affect its financial condition

The Company faces competition from other companies within its industry. There may also be products and competitors that the Company is currently unaware of that could have a detrimental effect on the business performance of the Company. There is no assurance that the Company's current and future competitors will not develop more competitive offerings.

Competitors of the Company may have significantly greater financial, research, development, sales and marketing, operational, and personnel resources than the Company. As a result, the competitors may be able to respond better to changing customer demands. There is no assurance that the Company is able to compete successfully with existing or new competitors, and if not this may have an adverse effect on the Company's business, financial condition, and results.

Dependence on key executives and personnel

The Company's development and prospects are dependent upon recruiting and retaining qualified staff. In particular, the Company's success depends to a significant degree upon the vision, experience, performance, and continued service of its Directors, senior management and other key personnel. Whilst the Company has entered into contractual arrangements with these individuals with the aim of securing the services of each of them, retention of these services cannot be guaranteed and the loss of the services of any of the Directors, senior management or key personnel may have a material adverse effect on the Company and its commercial and financial performance, and damage the value of an investment in the Ordinary Shares.

The Company's disaster recovery plans may not be sufficient

The Company depends on the performance, reliability and availability of its information technology systems. Any damage to or failure of its equipment and/or systems could result in disruptions to the Company's operations. The Company's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover any loss in full or in part (including losses resulting from business interruptions) or damage that it suffers fully or at all, which could have a material adverse effect on the Company's business, financial position or prospects.

Financial risk

There are a number of financial risks which are outside the control of the Company and which can affect revenues and/or costs. The Company does not fully hedge against such risks currently. These include varying international exchange rates, interest rates, world commodity prices, energy prices and supplies, raw materials prices and supplies, inflation and international trends in trade, tariffs and protectionism and changes in the legal and regulatory framework. The Company's operations, business and financial performance are affected by these factors, which are beyond the control of the Company. To the extent that the Company does enter into currency hedging arrangements, these represent a cost to the Company and may themselves limit the Company's upside in certain circumstances.

Tax risk

Any change in the Company's tax status or in taxation legislation in the UK could affect the Company's ability to provide returns to Shareholders. Statements in this document concerning the taxation of investors in shares are based on current law and practice, which is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors.

The nature and amount of tax which members of the Company expect to pay and the reliefs expected to be available to any member of the Company are each dependent upon a number of assumptions,

any one of which may change and which would, if so changed, affect the nature and amount of tax payable and reliefs available. In particular, the nature and amount of tax payable is dependent on the availability of relief under tax treaties and is subject to changes to the tax laws or practice in any of the jurisdictions affecting the Company. Any limitation in the availability of relief under these treaties, any change in the terms of any such treaty or any changes in tax law, interpretation or practice could increase the amount of tax payable by the Company.

3. RISKS RELATING TO OPEN OFFER AND THE ORDINARY SHARES

The price of the Ordinary Shares may fluctuate significantly and investors could lose all or part of their investment

The share price of AIM companies can be highly volatile, which may prevent Shareholders from being able to sell their Ordinary Shares at or above the price they paid for them. The Issue Price may not be indicative of prices that will prevail in the trading market and investors may not be able to resell the Ordinary Shares at or above the price they paid for them. The market price and the realisable value for the Ordinary Shares could fluctuate significantly for various reasons, many of which are outside the Company's control. In addition, the published market price of the Ordinary Shares will be, typically, their middle market price. Due to the potential difference between the middle market price of the Ordinary Shares and the price at which the Ordinary Shares can be sold, there is no guarantee that the realisable value of the Ordinary Shares will be the same as the published market price.

There may not be a liquid secondary market for the Ordinary Shares, the price of which may fluctuate significantly and Shareholders could lose all or part of their investment

The Company is currently traded on AIM which is perceived to involve a higher degree of risk and to be less liquid than the Official List. Shareholders do not have a right for their Ordinary Shares to be redeemed and the Company does not have a fixed winding-up date. Those Shareholders wishing to realise their investment will be required to dispose of their Ordinary Shares on the stock market or vote to wind up the Company. Admission should not be taken as implying that there will be a liquid market for the New Ordinary Shares. There is no guarantee that an active market will arise or be sustained for the Ordinary Shares. If an active trading market is not maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected. Even if an active trading market is maintained, the market price for the Ordinary Shares may fall below their original issue price and Shareholders may not realise their initial investment.

There is no guarantee that dividends will be paid by the Company

Any dividend on the Ordinary Shares will be limited by the Company's performance. As the Company has not yet generated a profit, it has not yet paid any dividends to Shareholders and has a significant amount by way of accrued losses. The Company continues to keep its dividend policy under review and may revise it from time to time as its business develops. Under English law, a company can only pay cash dividends to the extent that it has distributable reserves and cash available for this purpose. In addition, the Company may not pay dividends if the Directors believe this would cause the Company to be inadequately capitalised or if, for any other reason, the Directors conclude it would not be in the best interests of the Company. Any of the foregoing could limit the payment of dividends to Shareholders or, if the Company does pay dividends, the amount of such dividends. It is likely that a reorganisation of the Company's share capital would be required to be undertaken to enable the Company lawfully to pay dividends to Shareholders in the foreseeable future.

Choosing not to participate in the Open Offer will result in dilution of holdings of non-participating Shareholders

For those Qualifying Shareholders who do not participate in the Open Offer, their proportionate ownership and voting interest in the Company will be reduced as a consequence of the Open Offer. In particular, to the extent that Qualifying Shareholders do not take up the offer of Offer Shares under the Open Offer, their proportionate ownership and voting interest in the Company will be further reduced and the percentage that their shareholdings represent of the ordinary share capital of the Company will, following Admission, be reduced accordingly. Subject to certain exceptions, Qualifying Shareholders in the United States and other Restricted Jurisdictions will not be able to participate in

the Open Offer. Qualifying Shareholders should note that their holdings and voting interest in the Company will be reduced, whether or not they elect to participate in the Open Offer, as a result of the Placing.

Future issues of Ordinary Shares may dilute the holdings of Shareholders and may depress the price of the Ordinary Shares

Other than in connection with the Open Offer or pursuant to employee share plans or other similar incentive arrangements or arrangements already announced by the Company via a Regulatory Information Service, the Company has no current plans for issues of Ordinary Shares. However, it is possible that the Company may decide to offer additional Ordinary Shares in the future. Future sales or the availability for sale of substantial amounts of Ordinary Shares in the public market could dilute the holdings of Shareholders, adversely affect the prevailing market price of the Ordinary Shares and impair the Company's ability to raise capital through future offerings of equity securities.

PART 5

TERMS AND CONDITIONS OF THE OPEN OFFER

1. Introduction

As explained in the letter from the Directors set out in **Part 3** of this document, the Company is proposing to raise £252,578.56 (before expenses) through the issue of Open Offer Shares to Qualifying Shareholders at the Issue Price or otherwise to the Underwriter.

The Issue Price represents a discount of 41.33 per cent. to the closing middle market price of 1.875 pence per Existing Ordinary Share on 31 October 2018, being the latest practicable date before the publication of this document.

The purpose of this Part 5 is to set out the terms and conditions of the Open Offer. The 22,961,687 Open Offer Shares will be issued through the Open Offer. Qualifying Shareholders are being offered the right to subscribe for Open Offer Shares in accordance with the terms of the Open Offer. The Open Offer has been underwritten.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is close of business on 26 October 2018. Qualifying Non-CREST Shareholders will have received Application Forms with this document and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST by 5 November 2018.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for Excess Shares.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is 11.00 a.m. on 26 November 2018 with Admission and commencement of dealings in Open Offer Shares expected to take place at 8.00 a.m. on 28 November 2018.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4 of this Part 5, which gives details of the procedure for application and payment for the Open Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Open Offer is an opportunity for Qualifying Shareholders to apply for 22,961,687 Open Offer Shares pro rata (excepting fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlements in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlements as at the Record Date.

Any Qualifying Shareholder who has sold or transferred all or part of his or her registered holding(s) of Ordinary Shares prior to the Ex-entitlement Date is advised to consult his or her stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him or her by the purchasers under the rules of the London Stock Exchange.

2. Details of the Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are hereby invited to apply for Open Offer Shares at the Issue Price, payable in full in cash on application, free of all expenses, on the basis of:

- 6 Open Offer Shares for every 9 Existing Ordinary Shares held by Qualifying Shareholders at the Record Date and so in proportion for any other number of Ordinary Shares then held; and
- further Open Offer Shares in excess of their Open Offer Entitlements through the Excess Application Facility (although such Open Offer Shares will only be allotted to the extent that not all Qualifying Shareholders apply for their Open Offer Entitlements in full).

Entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares, with fractional entitlements being aggregated and made available under the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 3) and your Open Offer Entitlement (in Box 4).

If you are a Qualifying CREST Shareholder, application will be made for your Open Offer Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 5 November 2018. The Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided that they have taken up their Open Offer Entitlements in full, to apply for further Open Offer Shares in excess of their Open Offer Entitlements. Qualifying CREST Shareholders will have their Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST and should refer to **paragraph 4.2** of this **Part 5** for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Please refer to **paragraph 4.2.10** of this **Part 5** for further details of the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply for them under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will be issued by the Company as the Open Offer is underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part 5.

The Open Offer Shares will, when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise *pari passu* in all respects with the

Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

3. Conditions and further terms of the Open Offer

The Open Offer is conditional upon Admission. The principal conditions to the Open Offer are:

Admission becoming effective by no later than 8.00 a.m. on 28 November 2018 (or such later time and date as Peterhouse and the Company may agree, being not later than 8.00 a.m. on 5 December 2018).

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable, but within 14 days, thereafter.

Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form by 5 December 2018.

In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST on 28 November 2018.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur on 28 November 2018, when dealings in the Open Offer Shares are expected to begin.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will notify the London Stock Exchange and make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

4. Procedure for application and payment

If you are in any doubt about the contents of this document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised for the purposes of FSMA who specialises in advising on the acquisition of shares and other securities if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you have an Application Form in respect of your Open Offer Entitlement under the Open Offer or you have your Open Offer Entitlement and Excess CREST Open Offer Entitlement credited to your CREST stock account.

Qualifying Shareholders who hold all their Existing Ordinary Shares in certificated form have been sent an Application Form together with this document. Box 3 of the Application Form shows the number of Existing Ordinary Shares held on the Open Offer Record Date. Box 4 of the Application Form it also shows Qualifying Shareholders the number of Open Offer Shares available under their Open Offer Entitlement that can be allotted in certificated form. Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in **paragraph 4.2** of this **Part 5**.

CREST Sponsored Members should refer to their CREST Sponsor, as only their CREST Sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST.

CREST Members who wish to apply under the Open Offer in respect of their Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST.

4.1 *If you have received an Application Form in respect of your Open Offer Entitlements under the Open Offer*

4.1.1 *General*

Subject to **paragraph 6** of this **Part 5** in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will have received an Application Form enclosed with this document. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 3. It also shows the Open Offer Entitlement allocated to them set out in Box 4. Entitlements to Open Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be aggregated and made available under the Excess Application Facility. Box 5 shows how much they would need to pay if they wish to take up their Open Offer Entitlement in full. Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement at the Record Date. The Excess Shares will be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Qualifying Shareholders with fewer than 9 Existing Ordinary Shares will not be entitled to take up any Open Offer Shares but can apply under the Excess Application Facility.

The instructions and other terms set out in the Application Form are part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

4.1.2 *Bona fide market claims*

Applications to subscribe for Open Offer Shares may only be made on the Application Form which is personal to the Qualifying Non-CREST Shareholder named thereon or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims in relation to purchases of Existing Ordinary Shares through the market up to 3.00 p.m. on 23 November 2018. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his/her holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should consult his/her stockbroker, bank or other agent authorised under FSMA through whom the sale or transfer was effected as soon as possible and refer to the instructions on split applications set out on page 2 of the Application Form, since the invitation to subscribe for Open Offer Shares under the

Open Offer may represent a benefit which can be claimed from them by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent authorised under FSMA through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. The Application Form should not, however, be forwarded to or transmitted in or into the United States or any Restricted Jurisdiction, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph 4.2.2 below.

Qualifying CREST Shareholders claiming Excess Open Offer Entitlements by virtue of a bona fide market claim are advised to contact the Receiving Agent to request a credit of the appropriate number of entitlements to their CREST account.

4.1.3 *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Open Offer Entitlement or in addition to their Open Offer Entitlement under the Excess Application Facility) should complete and sign the accompanying Application Form in accordance with the instructions printed on it. Qualifying Non-CREST Shareholders may only apply for additional Open Offer Shares under the Excess Application Facility if they have agreed to take up their Open Offer Entitlements in full. If applications under the Excess Application Facility are received for more than the total number of Excess Shares available following take up of Open Offer Entitlements, the Excess Shares may be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that any applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all.

Completed Application Forms should be posted or returned to the Receiving Agent by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or returned by hand (during normal business hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, together with a cheque or banker's draft for the full amount payable in respect of the number of Open Offer Shares applied for, so as to be received by the Receiving Agent by no later than 11.00 a.m. on 26 November 2018, after which time Application Forms will not be valid.

Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Non-CREST Shareholders are recommended to allow at least four Business Days for delivery. The Company may at its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- Application Forms and remittances received after 11.00 a.m. on 26 November 2018; or
- applications in respect of which remittances are received before 11.00 a.m. on 26 November 2018 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form(s) in due course but, in any event, within two Business Days.

Multiple applications will not be accepted. All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk.

4.1.4 *Payments*

All payments must be made in pounds sterling and by cheque or banker's draft made payable to "Neville Registrars Limited re: Clients Account" and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque or draft to confirm that the relevant Qualifying Non-CREST Shareholder has title to the underlying funds. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

If cheques or banker's drafts are presented for payment before the conditions of the Open Offer are fulfilled or waived (where capable of waiver), the application monies will be credited to a non-interest bearing account by the Receiving Agent. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable, but within 14 days, following the lapse of the Open Offer.

If Open Offer Shares have already been allotted to a Qualifying Non-Crest Shareholder and such Qualifying Non-Crest Shareholder's cheque or banker's draft is not honoured upon first presentation or such Qualifying Non-Crest Shareholder's application is subsequently otherwise deemed to be invalid, the Receiving Agent shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Registrar, the Receiving Agent, or the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-Crest Shareholders.

4.1.5 *Incorrect sums*

If an Application Form encloses a payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- to reject the application in full and return the cheque or refund the payment to the Qualifying non-CREST Shareholder in question (without interest); or
- in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company; or

- in the case that an excess sum is paid, to treat the application as a valid application for all of the Open Offer Shares referred to in the Application Form, refunding any unutilised sums to the Qualifying non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company.

All monies received by the Receiving Agent in respect of Open Offer Shares will be held in a separate non-interest bearing bank account.

4.1.6 *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Non-CREST Shareholder to apply for Excess Shares. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box 7 of the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares may be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that any applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all.

Qualifying Non-CREST Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form. There is no limit on the amount of New Ordinary Shares that can be applied for by Qualifying Shareholders under the Excess Application Facility, save that the maximum amount of New Ordinary Shares to be allotted under the Excess Application Facility will be limited by the maximum size of the Open Offer being 22,961,687 New Ordinary Shares. The total number of Open Offer Shares is fixed and will not be increased in response to any excess applications. Applications pursuant to the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Open Offer Entitlements in full. Applications for Excess Shares under the Excess Application Facility shall be scaled back *pro rata* to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that applications by Qualifying Non-CREST Shareholders under the Excess Application Facility will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter, but within 14 days, by way of cheque.

Should the Open Offer become unconditional and applications for Open Offer Shares exceed the total number of Open Offer Shares available following take up of Open Offer Entitlements, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares under the Excess Application Facility and from whom payment in full for Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, but within 14 days, without payment of interest and at the applicant's sole risk.

4.1.7 *Effect of application*

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, the applicant:

- 4.1.7.1 represents and warrants to the Company that he/she has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his/her rights, and perform his/her obligations under any contracts resulting therefrom and that

- he/she is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- 4.1.7.2 agrees with the Company that all applications under the Open Offer, and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by, and construed in accordance with, the laws of England;
- 4.1.7.3 confirms to the Company that, in making the application, he/she is not relying on any information or representation other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he/she will be deemed to have had notice of all information in relation to Company contained in this document (including any information incorporated by reference, if applicable);
- 4.1.7.4 acknowledges that no person has been authorised to give any information or make any representation concerning the Company or the New Ordinary Shares (other than as contained in this document) and, if given or made, any such information or representation should not be and is not being relied upon as having been authorised by the Company;
- 4.1.7.5 represents and warrants to the Company that he/she is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or, if he/she has received some or all of his/her Open Offer Entitlements from a person other than the Company, he/she is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- 4.1.7.6 requests that the Open Offer Shares to which he/she will become entitled be issued to him/her on the terms set out in this document and in the Application Form and subject to the articles of association of the Company;
- 4.1.7.7 represents and warrants to the Company that he/she is not, nor is he/she applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he/she is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his/her application in the United States or to, or for the benefit of, a person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he/she is able to accept the invitation by the Company free of any requirement which the Company (in its absolute discretion) regard as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- 4.1.7.8 acknowledges that the offer and sale of the Open Offer Shares to applicants has been made outside of the United States in an “offshore transaction” as defined in, and pursuant to, Regulation S under the US Securities Act;
- 4.1.7.9 represents and warrants to the Company that he/she is not, and nor is he/she applying as, nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and

4.1.7.10 confirms that, in making the application, he/she is not relying, and has not relied, on either the Company or any person affiliated with either of them in connection with any investigation of the accuracy of any information contained in this document or his/her investment decision.

Should you have any enquiries in connection with the procedure for application and completion of the Application Form, you should contact the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, on +44 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

A Qualifying Non-CREST Shareholder who is also a CREST Member may elect to receive the Open Offer Shares to which he/she is entitled in uncertificated form in CREST. Please see **paragraph 4.2.5** below for more information.

4.2 If you have an Open Offer Entitlement and an Excess CREST Open Offer Entitlement credited to your stock account in CREST in respect of your entitlement under the Open Offer

4.2.1 General

Subject as provided in **paragraph 6** of this **Part 5** in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his/her stock account in CREST of his/her Open Offer Entitlement plus Excess CREST Open Offer Entitlements. This is not a cap on the amount of Excess CREST Open Offer Entitlements that a Qualifying CREST Shareholder can take up. If a Qualifying Shareholder wishes to apply for Excess Shares pursuant to the Excess Application Facility, such Qualifying CREST Shareholders should contact the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, on +44 0121 585 1131 to arrange for a further credit of additional Excess CREST Open Offer Entitlements up to the maximum amount of New Ordinary Shares to be issued under the Excess Application Facility. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Excess Open Offer Entitlements will also be rounded down. Any fractional entitlements to New Ordinary Shares arising will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the Participant ID and Member Account ID that apply to the Existing Ordinary Shares held on the Open Offer Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlements and Excess CREST Open Offer Entitlements have been allocated.

If for any reason the Open Offer Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 5.00 p.m. on 28 November 2018, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements and Excess CREST Open Offer Entitlements which should have been credited to his/her stock account in CREST. In these circumstances, the expected timetable as set out in

this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non- CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST Members who wish to take-up some or all of their entitlements to Open Offer Shares and apply for Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD , on +44 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Please note that, for legal reasons, the Shareholder helpline is only able to provide information contained in this document and information relating to the Company's register of members and is unable to give advice on the merits of the Open Offer, as to whether applicants should take up their Open Offer Entitlements or apply for Excess CREST Open Offer Entitlements or to provide legal, business, financial, tax or investment advice. If you are a CREST Sponsored Member you should consult your CREST Sponsor if you wish to apply for Open Offer Shares as only your CREST Sponsor will be able to take the necessary action to make this application in CREST.

4.2.2 *Market claims*

Each of the Open Offer Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or, in the case of Open Offer Entitlements only, by a person entitled by virtue of a bona fide market claim transaction. Qualifying CREST Shareholders claiming Excess Open Offer Entitlements by virtue of a bona fide market claim are advised to contact the Receiving Agent to request a credit of the appropriate number of entitlements to their CREST account.

4.2.3 *Unmatched Stock Event ("USE") instructions*

Qualifying CREST Shareholders who are CREST Members and who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements and their Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST Sponsored Members, procure that their CREST Sponsor sends) a USE instruction to Euroclear which, on its settlement, will have the following effect:

- 4.2.3.1 the crediting of a stock account of the Receiving Agent under the Participant ID and Member Account ID specified below, with a number of Open Offer Entitlements or Excess CREST Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- 4.2.3.2 the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in **paragraph 4.2.3.1** above.

4.2.4 *Content of USE instructions in respect of Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- 4.2.4.1 the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Receiving Agent);

- 4.2.4.2 the ISIN of the Open Offer Entitlements. This is GB00BD3S3T18;
- 4.2.4.3 the CREST Participant ID of the accepting CREST Member;
- 4.2.4.4 the CREST Member Account ID of the accepting CREST Member from which the Open Offer Entitlements are to be debited;
- 4.2.4.5 the Participant ID of the Receiving Agent, in its capacity as a CREST receiving agent. This is 7RA11;
- 4.2.4.6 the Member Account ID of the Receiving Agent, in its capacity as a CREST receiving agent. This is IMTKBS;
- 4.2.4.7 the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in **paragraph 4.2.4.1** above;
- 4.2.4.8 the intended settlement date. This must be on or before 11.00 a.m. on 26 November 2018; and
- 4.2.4.9 the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 26 November 2018.

In order to assist prompt settlement of the USE instruction, CREST Members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- a contact name and telephone number (in the free format shared note field); and
- a priority of at least 80.

CREST Members and, in the case of CREST Sponsored Members, their CREST Sponsors, should note that the last time at which a USE instruction may settle on 26 November 2018 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 28 November 2018 (or such later time and date as the Company and Peterhouse may agree and determine (being no later than 8.00 a.m. on 5 December 2018)), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable but within 14 days thereafter.

4.2.5 *Content of USE instruction in respect of Excess CREST Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- 4.2.5.1 the number of Excess Shares for which application is being made (and hence the number of Excess CREST Open Offer Entitlement(s) being delivered to the Receiving Agent);
- 4.2.5.2 the ISIN of the Excess CREST Open Offer Entitlement is GB00BD3S3S01;
- 4.2.5.3 the CREST Participant ID of the accepting CREST Member;
- 4.2.5.4 the CREST Member Account ID of the accepting CREST Member from which the Excess CREST Open Offer Entitlements are to be debited;
- 4.2.5.5 the Participant ID of the Receiving Agent, in its capacity as a CREST Receiving Agent. This is 7RA11;
- 4.2.5.6 the Member Account ID of the Receiving Agent, in its capacity as a CREST Receiving Agent. This is IMTKXS;
- 4.2.5.7 the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in **paragraph 4.2.5.1** above;
- 4.2.5.8 the intended settlement date. This must be on or before 11.00 a.m. on 26 November 2018; and
- 4.2.5.9 the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 26 November 2018.

In order to assist prompt settlement of the USE instruction, CREST Members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- a contact name and telephone number (in the free format shared note field); and
- a priority of at least 80.

CREST Members and, in the case of CREST Sponsored Members, their CREST Sponsors, should note that the last time at which a USE instruction may settle on 26 November 2018 in order to be valid is 11.00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlements security.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 28 November 2018 (or such later time and date as the Company and Peterhouse may agree and determine (being no later than 8.00 a.m. on 5 December 2018)), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable but within 14 days thereafter.

4.2.6 *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his/her Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST Member. Similarly, Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and entitlement to apply under the Excess Application Facility is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up such entitlements prior to 11.00 a.m. on 26 November 2018. After depositing their Open Offer Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by the Receiving Agent.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 23 November 2018, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 21 November 2018, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility

following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 26 November 2018.

Delivery of an Application Form with the CREST deposit form duly completed, whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Receiving Agent by the relevant CREST Member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing Open Offer Entitlements into CREST" on page 2 of the Application Form, and a declaration to the Company, and the Receiving Agent from the relevant CREST Member(s) that it/they is/are not in the United States or citizen(s) or resident(s) of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST Member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

4.2.7 *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 26 November 2018 will constitute a valid application under the Open Offer.

4.2.8 *CREST procedures and timings*

CREST Members and (where applicable) their CREST Sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST Member concerned to take (or, if the CREST Member is a CREST Sponsored Member, to procure that his CREST Sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 26 November 2018. In this connection, CREST Members and (where applicable) their CREST Sponsors are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action.

4.2.9 *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- to reject the application in full and refund the payment to the CREST Member in question (without interest);
- in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST Member in question (without interest); and
- in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST Member in question (without interest).

4.2.10 *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables Qualifying CREST Shareholders to apply for Excess Shares in excess of their Open Offer Entitlements.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares may be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility/allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that any applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all.

Qualifying CREST Shareholders will receive a credit to their stock accounts in CREST of Excess CREST Open Offer Entitlements. This is not a cap on the amount of Excess CREST Open Offer Entitlements that a Qualifying CREST Shareholder can take up. Qualifying CREST Shareholders should contact the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, on +44 0121 585 1131 should they wish to apply for additional Excess CREST Open Offer Entitlements. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and the relevant Open Offer Entitlement(s) be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his/her Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Qualifying CREST Shareholders claiming Excess Open Offer Entitlements by virtue of a *bona fide* market claim are advised to contact the Receiving Agent to request a credit of the appropriate number of entitlements to their CREST account.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed the total number of Open Offer Shares available following take up of Open Offer Entitlements, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his/her Excess CREST Open Offer Entitlements and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable, but within 14 days, following the completion of the scale back, without payment of interest and at the applicant’s sole risk. Fractions of Open Offer Shares will be made available under Excess Application Facility.

4.2.11 *Effect of a valid application*

A CREST Member who makes, or is treated as making, a valid application in accordance with the above procedures will thereby:

- 4.2.11.1 represent and warrant to the Company that he/she has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his/her rights, and perform his/her obligations, under any contracts resulting therefrom and that

- he/ she is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- 4.2.11.2 agree to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST Member to pay to the Company the amount payable on application);
- 4.2.11.3 agree with the Company that all applications under the Open Offer and contracts resulting therefrom and any non-contractual obligations related thereto shall be governed by, and construed in accordance with, the laws of England;
- 4.2.11.4 confirm to the Company that, in making the application, he/she is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he/she will be deemed to have had notice of all the information in relation to the Company contained in this document (including any information incorporated by reference, if applicable);
- 4.2.11.5 confirm to the Company that no person has been authorised to give any information or make any representation concerning the Company or the Company or the New Ordinary Shares (other than that contained in this document) and if given or made any such information or representation should not be relied upon as having been authorised by the Company and/or Peterhouse;
- 4.2.11.6 represent and warrant to the Company that he/she is the Qualifying Shareholder originally entitled to the Open Offer Entitlements and Excess Open Offer Entitlements or, if he/she has received some or all of his/her Open Offer Entitlements and Excess Open Offer Entitlements from a person other than the Company, that he/she is entitled to apply under the Open Offer in relation to such Open Offer Entitlements and Excess Open Offer Entitlements by virtue of a *bona fide* market claim;
- 4.2.11.7 request that the Open Offer Shares to which he/she will become entitled, be issued to him/her on the terms set out in this document and, in the case of Qualifying Non-CREST Shareholders, also the Application Form, subject to the articles of association of the Company;
- 4.2.11.8 represent and warrant to the Company that he/she is not, nor is he/she applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he/she is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his/her application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he/she is able to accept the invitation by the Company free of any requirement which the Company (in its absolute discretion) regard as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a)

- person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- 4.2.11.9 represent and warrant to the Company that he/she is not, and nor is he/she applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- 4.2.11.10 confirm to the Company that, in making the application, he/she is not relying and has not relied on the Company, or any person affiliated with the Company in connection with any investigation of the accuracy of any information contained in this document or his/her investment decision.
- 4.2.12 *Company's discretion as to the rejection and validity of applications*
The Company may in its sole discretion:
- 4.2.12.1 treat as valid (and binding on the CREST Member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this **Part 5**;
- 4.2.12.2 accept an alternative properly authenticated dematerialised instruction from a CREST Member or (where applicable) a CREST Sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- 4.2.12.3 treat a properly authenticated dematerialised instruction (in this subparagraph the "first instruction") as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- 4.2.12.4 accept an alternative instruction or notification from a CREST Member or CREST Sponsored Member or (where applicable) a CREST Sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST Member or CREST Sponsored Member or (where applicable) CREST Sponsor, the CREST Member or CREST Sponsored Member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.
- 4.2.13 *Lapse of the Open Offer*
In the event that the Open Offer does not become unconditional by 8.00 a.m. on 28 November 2018 or such later time and date as the Company and Peterhouse may determine (being no later than 8.00 a.m. on 5 December 2018), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable, but within 14 days, thereafter.

5. Money Laundering Regulations

5.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the

“verification of identity requirements”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent’s stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “acceptor”), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 5 the “relevant Open Offer Shares”) shall thereby be deemed to agree to provide the Receiving Agent with such information and other evidence as the Receiving Agent may require to satisfy the verification of identity requirements.

If the Receiving Agent determines that the verification of identity requirements apply to any acceptor or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. The Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither the Receiving Agent nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque or banker’s draft was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company and the Receiving Agent from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- 5.1.1 if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no. 91/308/EEC));
- 5.1.2 if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- 5.1.3 if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant’s name; or
- 5.1.4 if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £13,301.41 as at 31 October 2018 (being the latest practicable date prior to publication of this document)).

In the case of **paragraph 5.1.4** above, if the value at the Issue Price of the Open Offer Shares for which you are applying does not exceed fifteen thousand euros (€15,000) (or the sterling equivalent) (and is not one of a series of linked applications, the aggregate value of which exceeds that amount), you will not be required to satisfy the verification of identity requirements described below. However, if such a value exceeds that amount, then failure to provide the necessary evidence of identity may result in your application being treated as invalid or in delaying acceptance of your application. In order to avoid this, all payments should be made by means of a cheque drawn by the person named in the Application Form (or one of such persons). If this is not practicable and you use a cheque drawn by a third party (for example, a building society cheque or banker’s draft), you should:

- 5.1.5 write the name, address and date of birth of the person named on the Application Form (or one of such persons) on the back of the cheque, building society cheque or banker's draft;
- 5.1.6 if a building society cheque or banker's draft is used, ask the building society or bank to:
 - (i) insert on the cheque or banker's draft the full name and account number of the account holder whose building society or bank account is being debited on the cheque or banker's draft; and
 - (ii) add the building society or bank branch stamp;
- 5.1.7 if you are making the application as agent for one or more persons, indicate on the Application Form whether you are a UK or EC regulated person or institution (e.g. a bank or broker) and specify your status. If you are not a UK or EC regulated person or institution, you should contact the Receiving Agent, Neville Registrars Limited.

In other cases, the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- 5.1.8 if payment is made by cheque or banker's draft in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques, should be made payable to "Neville Registrars Limited re: clients account" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque/banker's draft to such effect. The account name should be the same as that shown on the Application Form; or
- 5.1.9 if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in **paragraph 5.1.8** above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Gibraltar, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, the Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact the Receiving Agent.

To confirm the acceptability of any written assurance referred to above, or in any other case, the acceptor should contact the Receiving Agent, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, on +44 0121 585 1131 should they wish to apply for additional Excess CREST Open Offer Entitlements. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of €15,000 (approximately £13,301.41 as at 31 October 2018 (being the latest practicable date prior to publication of this document)) or more and is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 26 November 2018, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Receiving Agent may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that

application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

5.2 Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST

If you hold your Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlements and Excess CREST Open Offer Entitlements as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Receiving Agent is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which on its settlement constitutes a valid application (as described above) constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may, in its absolute discretion, take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

6. Overseas Shareholders

The comments set out in this **paragraph 6** are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of this document and the making of the Open Offer to persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom may be affected by the laws or regulatory requirements of the relevant jurisdictions. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

It is also the responsibility of all persons (including, without limitation, custodians, nominees, agents and trustees) outside the United Kingdom wishing to take up their entitlements under the Open Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

No public offer of New Ordinary Shares is being made by virtue of this document or the Application Form in or into any jurisdiction outside the United Kingdom in which such offer would be unlawful. No action has been or will be taken by the Company, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the United Kingdom. Receipt of this document and/or an

Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information purposes only and should not be copied or redistributed.

Application Forms will not be sent to, and Open Offer Entitlements and Excess CREST Open Offer Entitlements will not be credited to stock accounts in CREST of, persons with registered addresses in the United States or a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information purposes only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for Open Offer Shares under the Open Offer to satisfy himself or herself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company, nor any of its respective representatives is making any representation or warranty to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/ or an Application Form and/or transfers Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this **Part 5** and specifically the contents of this **paragraph 6**.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that

the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates for the Open Offer Shares or in the case of a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, to a CREST Member whose registered address would be, in the United States or a Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or make such a credit.

Notwithstanding any other provision of this document or the relevant Application Form, the Company reserves the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or banker's drafts or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction.

Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information purposes only and should not be copied or redistributed.

6.2 **United States**

The Open Offer Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States unless an exemption from the registration requirements of the Securities Act is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any Open Offer Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to, and no Open Offer Shares will be credited to a stock account in CREST of, any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring Open Offer Shares and wishing to hold such Open Offer Shares in registered form must provide an address for registration of the Open Offer Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires Open Offer Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the Open Offer Shares, that they are not, and that at the time of acquiring the Open Offer Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a non-discretionary basis in the United States or any state of the United States. The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of Open Offer Shares, or which does not make the warranty set out in the Application Form to the effect that the person

completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any Open Offer Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any Open Offer Shares may be transferred. In addition, the Company reserves the right to reject any USE instruction sent by or on behalf of any CREST Member with a registered address in the United States in respect of the Open Offer Shares. In addition, until 45 days after the commencement of the Open Offer, an offer, sale or transfer of the Open Offer Shares within the United States by a dealer (whether or not participating in the Open Offer) may violate the registration requirements of the Securities Act.

6.3 *Restricted Jurisdictions*

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements or Excess CREST Open Offer Entitlements. The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer of Open Offer Shares is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 *Other overseas territories*

Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to the stock accounts in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and the Application Form.

Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares in respect of the Open Offer.

6.5 *Representations and warranties relating to Overseas Shareholders*

6.5.1 *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company and the Registrar that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above

territories. The Company and/or the Registrar may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or a Restricted Jurisdiction for delivery of the share certificates for the Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this **paragraph 6.5.1**.

6.5.2 *Qualifying CREST Shareholders*

A CREST Member or CREST Sponsored Member who makes a valid acceptance in accordance with the procedures set out in this **Part 5** represents and warrants to the Company, and the Receiving Agent that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he or she is not within the United States or any Restricted Jurisdiction; (ii) he or she is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) he or she is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) he or she is not acquiring any Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories.

6.6 *Waiver*

The provisions of this **paragraph 6** and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion. Subject to this, the provisions of this **paragraph 6** supersede any terms of the Open Offer inconsistent herewith. References in this **paragraph 6** to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this **paragraph 6** shall apply to them jointly and to each of them.

7. **Admission, settlement and dealings**

The result of the Open Offer is expected to be announced on 27 November 2018. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 28 November 2018.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 26 November 2018 (the latest date for applications under the Open Offer).

If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. On 28 November 2018, the Registrar will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission (expected to be 8.00 a.m. on 28 November 2018). The stock accounts to be credited will be accounts under the same CREST Participant IDs and CREST Member Account IDs in respect of which the USE instruction was given.

Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for (including excess Open Offer Shares successfully applied for under the Excess Application Facility) are expected to be despatched by post by 5 December 2018. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the share register of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk.

For more information as to the procedure for application, Qualifying Non CREST Shareholders are referred to **paragraph 4.1** above and their respective Application Form.

8. Times and dates

The Company shall, after consultation with its financial and legal advisers, be entitled to amend the date that Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify AIM (as appropriate), and make an announcement on a Regulatory Information Service approved by the Board but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

9. UK taxation

The following information is given in summary form only and is intended to apply only as a general guide to certain UK tax considerations and do not purport to be a complete analysis of all potential UK tax consequences of the Open Offer. The information is based on UK tax legislation and, where relevant, current HM Revenue & Customs practice, at the date of this document. Such legislation and practice is liable to change (in some cases with retrospective effect). The information relates to the tax position of Qualifying Shareholders holding Open Offer Shares who (i) are resident (and, in the case of individuals, domiciled) in (and only in) the United Kingdom for United Kingdom tax purposes, (ii) hold their Open Offer Shares as an investment (other than under a self-invested personal pension plan or an Individual Savings Account), and (iii) are the absolute beneficial owners of the Open Offer Shares.

The statements below do not constitute advice to any Qualifying Shareholder or potential investor on his or her tax position. The tax positions of certain types of Qualifying Shareholders (such as charities, persons holding their Open Offer Shares in the course of a trade, persons who have or could be treated for tax purposes as having acquired their Open Offer Shares by reason of their employment, persons who hold the shares as trustees persons who are exempt from tax, collective investment schemes and insurance companies, and others) are not considered. This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for Qualifying Shareholders holding Open Offer Shares. The Qualifying Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below. Any Qualifying Shareholder or potential investor should obtain advice from his or her own investment and/or taxation adviser before subscribing for Open Offer Shares.

9.1 Inheritance tax relief

The Open Offer Shares may potentially be treated as unquoted shares for UK inheritance tax ("IHT") purposes. Individuals and trustees subject to IHT may be entitled to business property

relief of up to 100 per cent. after a holding period of two years, providing that all relevant conditions for the relief are satisfied at the appropriate time.

9.2 **Taxation of dividends**

9.2.1 *Income tax*

Under current United Kingdom taxation legislation, no withholding tax will be deducted from dividends paid by the Company.

Individual Qualifying Shareholders resident in the UK receiving dividends from the Company may be liable to income tax on such dividends, subject to any applicable reliefs and exemptions. In the tax year ending 5 April 2019, no income tax is payable in respect of the first £2,000 of dividend income received from all sources in the tax year (although such income would still count towards the basic, higher and additional rate thresholds). For dividends received above £2,000 in the tax year, the dividend income would be taxable at 7.5 per cent., 32.5 per cent. and 38.1 per cent. for basic rate, higher rate and additional rate taxpayers, respectively. Dividends that fall within the individual's personal allowance do not count towards the dividend allowance.

9.2.2 *Corporation tax*

With certain exceptions for traders in securities, a holder of Open Offer Shares that is a company resident (for United Kingdom taxation purposes) in the United Kingdom and receives a dividend paid by the Company, should usually not be subject to corporation tax on the dividend received.

9.3 **Taxation of chargeable gains**

9.3.1 Under the published practice of HM Revenue & Customs to date, the subscription by a Qualifying Shareholder for Open Offer Shares in respect of his or her Open Offer Entitlement is expected to be likely to be treated as a reorganisation of share capital for the purposes of the UK taxation of chargeable gains. To the extent that it is so treated, a Qualifying Shareholder would not be treated as disposing of the Existing Ordinary Shares already held by him or her in the Company and the Open Offer Shares would be treated as acquired at the same time as the Existing Ordinary Shares held by that Qualifying Shareholder in respect of which the Open Offer Shares were offered, and the cost of acquisition of the Open Offer Shares would be pooled with the allowable costs on the relevant Existing Ordinary Shares for the purposes of determining the amount of any chargeable gains arising on a subsequent disposal. It is understood that any subscription by a Qualifying Shareholder for Excess Shares under the Open Offer pursuant to the Excess Application Facility may be treated as a new acquisition outside the scope of the rules on reorganisations of share capital. As a matter of UK tax law, the acquisition of Open Offer Shares may not, strictly speaking, constitute a reorganisation of share capital, and there is no guarantee that the HM Revenue & Customs practice mentioned above will be followed, particularly where an Open Offer is not made to all Shareholders.

9.3.2 Subject to the availability of reliefs, exemptions or allowable losses, for a UK resident individual Qualifying Shareholder who is subject to income tax at the basic rate and liable to capital gains tax on the disposal or part disposal of their Ordinary Shares, the applicable rate would be 10 per cent. to the extent that the gain, when added to the Qualifying Shareholder's other taxable income for the relevant tax year, does not exceed the upper limit of the income tax basic rate band. To the extent that the gain exceeds this band, or if an individual Qualifying Shareholder is subject to income tax at either the higher or the additional rate, the applicable rate of UK capital gains tax on the disposal of the Ordinary Shares will be 20 per cent. No indexation allowance will be available to a Qualifying Shareholder who is an individual in respect of a disposal of Ordinary Shares. However, the capital gains tax annual exemption, which is £11,700 for individuals in the tax year 2018/19, will be available to offset any chargeable gain, to the extent that it has not already been utilised.

9.3.3 Subject to the availability of reliefs, exemptions or allowable losses (including but not limited to the UK substantial shareholding exemption), for Qualifying Shareholders within the charge to UK corporation tax, any gain on the disposal or part disposal of Ordinary Shares will form part of the Qualifying Shareholder's profits chargeable to corporation tax. The current rate of corporation tax is 19 per cent. Indexation relief for corporation tax purposes was withdrawn from 1 January 2018, however, indexation relief may be available to Qualifying Shareholders to reduce chargeable gains arising on the disposal of Ordinary Shares acquired before 1 January 2018. An Ordinary Shareholder in doubt about the impact of this on his tax position should consult his tax adviser immediately.

9.4 **Stamp Duty and Stamp Duty Reserve Tax**

No United Kingdom ad valorem stamp duty should be payable on the issue by the Company of the Open Offer Shares. No ad valorem stamp duty or stamp duty reserve tax should be payable on transactions in shares traded on AIM where the shares are not also listed on a recognised stock exchange.

Qualifying Shareholders and/or potential investors who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the UK, should immediately consult a suitable professional adviser. Any person who is in any doubt as to his or her tax position or who may be subject to tax in any jurisdiction other than the United Kingdom should consult his or her own professional adviser.

10. **Further information**

Your attention is drawn to the further information set out in this document and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Application Forms, to the terms, conditions and other information printed on the accompanying Application Form.

11. **Governing law and jurisdiction**

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligations related thereto shall be governed by, and construed in accordance with, English law. The courts of England are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form.

By taking up Open Offer Shares, whether by way of their Open Offer Entitlement or through the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART 6

DEFINITIONS

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

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| “Admission” | the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules |
| “AIM Rules” | the AIM Rules for Companies, published by the London Stock Exchange plc |
| “Application Form” | the personalised application form accompanying this document (where appropriate) pursuant to which Qualifying Non-CREST Shareholders (other than certain Overseas Shareholders) may apply to subscribe for Open Offer Shares under the Open Offer |
| “Board” or “Directors” | the board of directors of the Company |
| “Company” or “Imaginatik” | Imaginatik Plc, a company incorporated in England and Wales with registered number 03936915 |
| “CREST” or “CREST system” | the relevant system (as defined in the CREST regulations) for the paperless settlement of trades and the holding of uncertificated securities operated by Euroclear |
| “CREST Manual” | the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, CCSS Operations Manual and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) |
| “CREST Member” | a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations) |
| “CREST Participant” | a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations) |
| “CREST Payment” | has the meaning given thereto in the CREST Manual |
| “CREST regulations” | the Uncertificated Securities Regulations 2001 (SI2001/3755) |
| “CREST Sponsor” | a CREST Participant admitted to CREST as a CREST Sponsor |
| “CREST Sponsored Member” | a CREST Member admitted to CREST as a sponsored member |
| “Enlarged Share Capital” | the issued ordinary share capital of the Company immediately following the implementation of the Open Offer and Admission |
| “Euroclear” | Euroclear UK & Ireland Limited, the operator of CREST |
| “Excess Application Facility” | the arrangement pursuant to which Qualifying Shareholders may apply for any number of Open Offer Shares in excess of their Open Offer Entitlement provided that they have agreed to take up their Open Offer Entitlement in full in accordance with the terms and conditions of the Open Offer |
| “Excess CREST Open Offer” | in respect of each Qualifying CREST Shareholder, the |

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| Entitlement | entitlement (in addition to his/her Open Offer Entitlement) to apply for Open Offer Shares pursuant to the Excess Application Facility, which is conditional on him/her taking up his/her Open Offer Entitlement in full and which may be subject to scaling back in accordance with the provisions of this document |
| “Excess Shares” | Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility |
| “Ex-entitlement Date” | the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 8.00 a.m. on 2 November 2018 |
| “Existing Ordinary Shares” | the 48,987,986 existing Ordinary Shares in issue as at 1 November 2018 (being the latest practicable date prior to publication of this document) |
| “FCA” | the Financial Conduct Authority |
| “FSMA” | the Financial Services and Markets Act 2000 |
| “Issue Price” | the price at which the New Ordinary Shares are to be issued and allotted pursuant to the Open Offer, being 1.1 pence per New Ordinary Share |
| “London Stock Exchange” | London Stock Exchange plc |
| “Member Account ID” | the identification code or number attached to any member account in CREST |
| “Money Laundering Regulations” | the Money Laundering Regulations 2007 (SI 2007/2157) (as amended), the money laundering provisions of the Criminal Justice Act 1993, the Proceeds of Crime Act 2002 and the Criminal Finances Act 2017 |
| “New Ordinary Shares” | the up to 22,961,687 new Ordinary Shares to be issued pursuant to the Open Offer |
| “Official List” | the Official List of the FCA |
| “Open Offer” | the conditional invitation made by the Company to Qualifying Shareholders to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in Part 5 of this document and, in the case of Qualifying Non-CREST Shareholders, in the Application Form accompanying this document |
| “Open Offer Entitlement” | the <i>pro rata</i> basic entitlement of a Qualifying Shareholder, pursuant to the Open Offer, to apply to subscribe for 6 Open Offer Shares for every 9 Existing Ordinary Shares registered in its name as at the Open Offer Record Date |
| “Open Offer Record Date” or “Record Date” | the record date in relation to the Open Offer, being 6.00 p.m. on 26 October 2018 |
| “Open Offer Shares” | the 22,961,687 New Ordinary Shares to be issued by the Company to Qualifying Shareholders in connection with the Open Offer |
| “Ordinary Shares” | ordinary shares of 0.002 pence each in the capital of the |

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| | Company |
| “Overseas Shareholders” | Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside of the UK |
| “Participant ID” | the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant |
| “Placing” | the placing of 14,545,455 Ordinary Shares at a price of 1.1 pence as announced by the Company on 26 October 2018 |
| “Placing Shares” | the 14,545,455 Ordinary Shares issued as part of the Placing |
| “Prospectus Rules” | the prospectus rules made by the FCA in exercise of its functions as competent authority pursuant to Part VI of FSMA, as amended from time to time |
| “Qualifying CREST Shareholders” | Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Open Offer Record Date are held in uncertificated form |
| “Qualifying Non-CREST Shareholders” | Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Open Offer Record Date are held in certificated form |
| “Qualifying Shareholders” | Shareholders on the register of members of the Company on the Open Offer Record Date with the exclusion (subject to exemptions) of persons with a registered address or located or resident in a Restricted Jurisdiction |
| “Receiving Agent” or “Registrar” | Neville Registrars Limited |
| “Regulatory Information Service” | a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA’s website |
| “Restricted Jurisdiction” | any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for the Company if information or documentation concerning the proposals set out in this document is sent or made available to Shareholders in that jurisdiction including, without limitation, the United States of America, Canada, Australia, New Zealand, Japan and the Republic of South Africa |
| “Shareholders” | holders of Ordinary Shares |
| “uncertificated” or “in uncertificated form” | recorded on the relevant register of Ordinary Shares as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST |
| “United Kingdom” or “UK” | the United Kingdom of Great Britain and Northern Ireland |
| “United States” or “US” | the United States of America, each state thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction |
| “USE Instruction” or “USE” | an unmatched stock event instruction which, on its settlement, will have the effect of crediting a stock account of the Receiving Agent under the Participant ID and Member Account ID specified in paragraph 4.2 of Part 5 of this |

document, with a number of Open Offer Entitlements or Excess CREST open Offer Entitlements corresponding to the number of Open Offer Shares applied for

“US Securities Act”

the US Securities Act of 1933, as amended from time to time and the rules and regulations promulgated thereunder

**“£”, “pounds sterling”, “pence”
or “p”**

are references to the lawful currency of the United Kingdom

“€” or “Euros”

are references to the lawful currency of the European Union