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If you were a Shareholder and have sold or otherwise transferred all your Shares, please send this document (but not any accompanying personalised Form of Proxy or Tender Form) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, neither this document nor any accompanying document(s) should be forwarded or transmitted to or in any jurisdiction outside the United Kingdom where to do so may violate any legal or regulatory requirement. If you are an existing holder of Shares and you have sold or transferred part only of your registered holding of Shares, please contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

The availability of the Tender Offer to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should read paragraph 8 (“**Overseas Shareholders**”) in Part 3 (*Terms and Conditions of the Tender Offer*) of this document and should inform themselves about, and observe, any applicable legal or regulatory requirements.

**This document does not constitute or form part of any offer to purchase, or invitation to sell, Shares in any jurisdiction in which such offer or invitation is unlawful. Without prejudice to the foregoing generality, the Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality (including, without limitation, facsimile transmission, email, other electronic transmission or telephone) of interstate or foreign commerce or any facility of a national, state or other securities exchange, of a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality, facility or otherwise from within a Restricted Jurisdiction.**

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# Strategic Equity Capital plc

*(Incorporated in England & Wales under the Companies Act 1985 with registered number 05448627)  
(An investment company under section 833 of the Companies Act 2006)*

## **Tender Offer for up to 10 per cent. of the Shares in issue Implementation of a New Buyback Policy and Share Buyback Programme and Notice of General Meeting**

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Liberum Capital Limited (“**Liberum**”), which is authorised and regulated in the United Kingdom by the FCA, is acting solely for Strategic Equity Capital plc and for no one else, including any recipient of this document, in connection with the Tender Offer and the other matters referred to in this document and will not be responsible to anyone other than Strategic Equity Capital plc for providing the protections afforded to clients of Liberum or for affording advice in relation to the Tender Offer or any other matter referred to in this document.

Notice of a General Meeting to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 11.00 a.m. on 23 March 2022 is set out at the end of this document. Shareholders are requested to complete and return the Form of Proxy accompanying this document for use at the General Meeting. To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible and, in any event, so as to arrive by no later than 11.00 a.m. on 21 March 2022.

The Tender Offer will close at 1.00 p.m. on 18 March 2022 and will only be available to Shareholders on the Register at 6.00 p.m. on 18 March 2022. Shareholders wishing to tender Shares held in certificated form for purchase in the Tender Offer should ensure that their completed Tender Forms, together with their share certificate(s) and/or other documents of title in respect of the Shares tendered, are returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, so as to be received by not later than 1.00 p.m. on 18 March 2022. Shareholders wishing to tender Shares held in uncertificated form (i.e. in CREST) for purchase in the Tender Offer should arrange for the Shares tendered to be transferred into escrow by not later than 1.00 p.m. on 18 March 2022 as described in paragraph 5.3.1 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document.

**If you do not wish to tender any of your Shares do not complete or return a Tender Form or transfer any Shares to escrow.**

The distribution of this document, together with accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession such 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 such jurisdiction.

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## EXPECTED TIMETABLE

	2022
Publication of this document and Tender Offer opens	28 February
Latest time and date for receipt of Tender Forms and submission of TTE Instructions from Shareholders	1.00 p.m. on 18 March
Record Date	6.00 p.m. on 18 March
Announcement of result of Tender Offer	21 March
Latest time and date for receipt of Forms of Proxy from Shareholders	11.00 a.m. on 21 March
Calculation Date	22 March
General Meeting	11.00 a.m. on 23 March
Results of General Meeting announced	23 March
Tender Price announced	By close of business on 23 March
CREST Settlement Date: payments through CREST made and CREST accounts settled	24 March
Balancing share certificates and cheques despatched to certificated Shareholders	Week commencing 4 April

### Notes:

1. Each of the times and dates referred to in the expected timetable above and elsewhere in this document may be extended or brought forward at the discretion of the Company. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.
2. All times referred to in this document are, unless otherwise stated, references to London time.

## PART 1 – LETTER FROM THE CHAIRMAN

# Strategic Equity Capital plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05448627)  
(An investment company under section 833 of the Companies Act 2006)*

### *Directors*

Richard Hills *(Non-executive Director and Chairman)*  
Richard Locke *(Non-executive Director and Deputy Chairman)*  
William Barlow *(Non-executive Director)*  
Annie Coleman *(Non-executive Director)*  
Josephine Dixon *(Non-executive Director)*

### *Registered Office*

1 Finsbury Circus  
London EC2M 7SH

28 February 2022

Dear Shareholders

### **Tender Offer by Liberum Capital Limited to purchase up to 10 per cent. of the Shares in issue, adoption of the New Buyback Policy, implementation of the Share Buyback Programme and Notice convening a General Meeting**

#### **1. Introduction**

On 9 February 2022, the Board announced a series of proposals that it believes will enhance shareholder value creation and allow the continuation of the Company as a successful standalone vehicle, affording investors continued access to the investment team of Gresham House Asset Management Limited (the “**Investment Manager**”) and the Company’s differentiated investment proposition.

The purpose of this document is to provide more information about the Tender Offer, the New Buyback Policy and the Share Buyback Programme, being the first three elements of this package of proposals, and to explain to Shareholders why the Board recommends you vote in favour of the Resolution to be proposed at the General Meeting in order to implement the Tender Offer.

This document also contains the terms and conditions of the Tender Offer, together with details of how Shareholders can tender Shares for purchase, should they wish to do so.

**If you do not wish to sell any of your Shares in the Tender Offer, do not complete and return the Tender Form or send a TTE instruction (as applicable). The Directors will not be tendering any of their Shares in the Tender Offer.**

#### **2. Reasons for the Tender Offer, New Buyback Policy and the Share Buyback Programme**

The decision to proceed with the Tender Offer and the implementation of the New Buyback Policy and Share Buyback Programme was taken following the receipt of a proposal from Odyssean Investment Trust plc (“**Odyssean**”) concerning a proposed combination of Odyssean and the Company. Following due consideration of the proposal from Odyssean, alternative proposals developed in conjunction with the Investment Manager, and following the Company’s discussions with its major Shareholders, a decision was taken to implement the proposals contained in this Circular.

At the Company’s annual general meeting in November 2021 a significant majority of Shareholders voted in favour of the continuation of the Company and the Board believes therefore that many Shareholders wish to continue their investment in the Company and to retain their access to the Investment Manager and the Company’s differentiated investment proposition.

The Company has implemented a strategy to maximise engagement opportunities and is now focused on investments that have a market capitalisation in the region of £100 million to £300 million at the point of entry. The Board believes that this strategy provides the potential for outperformance over the long term, with investors continuing to have access to Ken Wotton’s investment track record as well as the substantial public and private equity resources at the Investment Manager.

Ken Wotton (Managing Director, Public Equity at Gresham House) has been Lead Manager of the Company since September 2020. Working closely with the wider Public Equity Team at the Investment Manager, Ken's strong leadership has produced very encouraging results. The Board is pleased to note that NAV total return performance has been 39.1 per cent. since Ken became lead manager, whilst also recognising that the investment strategy involves taking a long-term approach.

In addition the Board notes that Adam Khanbhai, an investment director at the Investment Manager, has resigned from Gresham House and will no longer be involved in the investment management of the Company. Ken Wotton is the Lead Manager of the Company and the wider Gresham investment team and investment committee resource supporting the management of the Company remains unchanged.

Despite the above measures, the Board remains mindful of Shareholders' frustrations that the discount to NAV remains wide and is seeking to address this through the implementation of the proposals described in this document.

In addition to the proposals, the Board is focused on the delivery of a comprehensive marketing plan, with the objective of delivering new buying interest in the Shares. It is proposed that the new marketing plan will be led by the Investment Manager in conjunction with Liberum and will replace the previous marketing and distribution arrangements with Aberdeen Standard Investments. While the implementation of the new marketing plan is still at an early stage, the Board believes it will be significantly enhanced by the adoption of the proposals set out in this document.

#### *Tender Offer*

The Tender Offer will replace the contingent tender offer announced by the Company on 28 May 2021 that was due to take place in November 2022 and will provide those Shareholders who wish to participate with an opportunity to realise up to 10 per cent. of their shareholding in the Company. Shareholders tendering in excess of 10 per cent. of their shareholding may be able to realise those Shares through the Tender Offer to the extent that other Shareholders do not tender any of their Shares or tender less than their Basic Entitlement. The Tender Price per Share will be equal to the prevailing unaudited Net Asset Value per Share on the Calculation Date and with the costs and expenses of the Tender Offer borne by the tendering Shareholders.

The Tender Offer is conditional on the Resolution being passed at the General Meeting.

#### *Share Buyback Programme for calendar year 2022*

Pursuant to the Share Buyback Programme the Company will commit up to a further 9 per cent. of current NAV (the exact amount is subject to the expected realisations of investments in portfolio companies) to buy back Shares up to a target discount level of not less than 5 per cent. to NAV per Share over the rest of the 2022 calendar year. The Board may, subject to normal market conditions, seek to limit the discount to NAV at which the Shares trade through the prudent use of this authority to repurchase Shares in the market. Any buy back of Shares pursuant to the Share Buyback Programme will be at the absolute discretion of the Board.

At the Company's annual general meeting held on 10 November 2021 the Company obtained Shareholder authority to make market purchases of up to 9,488,197 Shares (being 14.99 per cent. of the Company's issued ordinary share capital as at 28 September 2021) (the "**Share Buyback Authority**"). The Share Buyback Authority shall continue in force until the earlier of (i) the date on which the maximum number of Shares authorised to be purchased have been purchased by the Company; (ii) the date of the Company's next annual general meeting; and (iii) 10 February 2023, provided that if the Company has agreed, before the Share Buyback Authority expires, to purchase Shares where the purchase will or may be executed after the Share Buyback Authority expires (whether wholly or in part), the Company may complete such purchase as if the Share Buyback Authority has not expired.

As at 25 February 2022, being the latest practicable date prior to the publication of this Circular, the Company has not utilised any of the Share Buyback Authority, meaning that the Share Buyback Authority remains exercisable in full. Accordingly, the Company is proposing to buy back Shares under the Share Buyback Programme pursuant to the Share Buyback Authority until the date of the Company's next annual general meeting at which the Company will seek to renew its buyback authority in order to continue the Share Buyback Programme.

On this basis, no additional Shareholder authority is being sought at the General Meeting in order to implement the Share Buyback Programme.

#### *New Buyback Policy*

Following completion of the Tender Offer, the Board proposes to alter its approach to discount control by making available 50 per cent. of the capital proceeds from realised profitable transactions in each financial year to fund buybacks of Shares, up to a discount of 5 per cent. to NAV per Share (the “**New Buyback Policy**”). If the proceeds of realisation cannot be used to purchase Shares at a discount to NAV per Share of greater than 5 per cent. over an appropriate time period it is intended that any remaining proceeds will be redeployed by the Investment Manager into investments that are in line with the Company’s investment policy to reduce the potential impact of uninvested cash on investment performance.

The adoption of the New Buyback Policy does not require any resolution to be put to, and approved by, Shareholders, rather it will be implemented through the adoption of a Board resolution. The Company will, however, require sufficient buyback authority to implement that policy and buyback authorities sought by the Company going forward will cater for this.

### **3. Commitments from the Investment Manager and Gresham House plc**

On 9 February 2022, the Company entered into a commitment agreement (the “**Commitment Agreement**”) with Gresham House plc (“**Gresham House**”) and the Investment Manager, pursuant to which the following terms were agreed:

#### ***Balance Sheet Commitment***

Gresham House will, by no later than 30 June 2023 (or such later time as the Board may agree), invest £5 million (inclusive of taxes, fees and commission) from its own cash resources into the purchase of Shares (the “**Balance Sheet Commitment**”). Liberum (or any other broker appointed to the Company from time to time) shall be irrevocably authorised and instructed by Gresham House to buy Shares for its account using the Balance Sheet Commitment, which will be satisfied through the investment by Gresham House in each quarter commencing on 1 April 2022 of an amount equal to (as nearly as practicable) £1 million, unless otherwise agreed between the Board and Gresham House. The price at which Liberum (or any broker appointed to the Company from time to time) shall be authorised to buy Shares pursuant to the Balance Sheet Commitment shall not be greater than the price which is equal to a 5 per cent. discount to the latest published Net Asset Value per Share. The authority and instruction for each quarter shall only be exercised once the Reinvestment Commitment (described below) has been satisfied in full in the relevant quarter.

In the event that the Balance Sheet Commitment investment for any quarter is not invested it shall be added to the amount which Liberum (or any other broker to the Company from time to time) is authorised to purchase so that Gresham House shall only be discharged from the Balance Sheet Commitment on the earlier of (i) the date on which it has completed its investment of £5 million in the Shares and (ii) 1 November 2025.

#### ***Reinvestment Commitment***

The Investment Manager will invest in each Qualifying Quarter (defined below) an amount (including any relevant fees and commission) equal to 50 per cent. of the management fee paid to it (excluding any value added tax) in respect of the quarter preceding the relevant Qualifying Quarter into the purchase of Shares (the “**Reinvestment Commitment**”).

For the purposes of the Reinvestment Commitment, a “**Qualifying Quarter**” shall be the quarter period commencing after a quarter period during which the Shares have traded at an average discount to the published Net Asset Value per Share (on a cum income basis) of greater than 5 per cent. over that quarter period. For these purposes the quarter periods shall commence on 1 April 2022. Liberum (or any other broker appointed to the Company from time to time) shall be irrevocably authorised and instructed to buy Shares for the Investment Manager’s account pursuant to the Reinvestment Commitment, provided always that the price at which Liberum (or any other broker appointed to the Company from time to time) may buy Shares pursuant to this authority shall not be greater than the price which is equal to a 5 per cent. discount to the latest published Net Asset Value per Share.

The Balance Sheet Commitment and the Reinvestment Commitment are conditional on the approval of the Resolution, which will give effect to the Tender Offer, and shall terminate in the event that the Investment Management Agreement is terminated.

#### **4. The Tender Offer**

The key characteristics of the Tender Offer are as follows:

- the Tender Offer will be restricted to 10 per cent. of the Shares in issue (excluding any Shares held in treasury) on the Record Date;
- each Shareholder (other than Restricted Shareholders) will be able to tender up to 10 per cent. of its holding (rounded down to the nearest whole number of Shares) with such tenders being satisfied in full;
- each Shareholder (other than Restricted Shareholders) will also be able to tender Shares in excess of its basic 10 per cent. entitlement, but such excess tenders will only be satisfied on a *pro rata* basis to the extent that other Shareholders tender less than (or none of) their basic 10 per cent. entitlement;
- the Tender Price per Share will be equal to the prevailing unaudited Net Asset Value per Share on the Calculation Date and with the costs and expenses of the Tender Offer borne by the tendering Shareholders.

Further details as to the calculation of the Tender Price are set out in paragraph 4 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document.

The Tender Offer will be implemented by means of on-market purchases by Liberum, which will, as principal, purchase the Shares tendered (subject to the overall limit of the Tender Offer) at the Tender Price and, following completion of those purchases and in accordance with the Repurchase Agreement, sell them on to the Company at the Tender Price by way of an on-market transaction (all of these transactions will be carried out on the London Stock Exchange's Main Market). The Shares that the Company purchases from Liberum will be cancelled and the number of Shares in issue carrying voting rights reduced accordingly. The Company will fund that purchase from its existing cash resources.

The Tender Offer is conditional on the Resolution being passed at the General Meeting. It is also subject to certain conditions, which are set out in paragraph 3.1 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document. In addition, the Tender Offer may be terminated in certain circumstances as set out in paragraph 3.2 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document.

Your attention is drawn to the letter from Liberum in Part 2 (*Letter from Liberum Capital Limited*) of this document and to Part 3 (*Terms and Conditions of the Tender Offer*) of this document, which constitute the terms and conditions of the Tender Offer.

The fixed costs relating to the Tender Offer are expected to be approximately £244,000 including VAT. The foregoing figure does not include portfolio realisation costs or stamp duty. The costs of the Tender Offer will be borne by the tendering Shareholders and will be reflected in the Tender Price.

#### **5. 2025 Realisation Opportunity**

Shareholders will have noted from the Company's announcement on 9 February 2022 that in the context of these proposals the Board is proposing to defer the continuation resolutions that would otherwise be proposed at the Company's annual general meetings in 2022, 2023 and 2024 in favour of the implementation of a 100 per cent. realisation opportunity for Shareholders in 2025.

Further details regarding this realisation opportunity will be published by the Company closer to the time of implementation and the required Shareholder authorities sought in due course.

#### **6. Overseas Shareholders and Restricted Shareholders**

The making of the Tender Offer to persons outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders with registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read paragraph 8 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document.

The Tender Offer is not being made to Shareholders who are resident in, or citizens of, Restricted Jurisdictions. Restricted Shareholders are being excluded from the Tender Offer in order to avoid offending applicable local laws relating to the implementation of the Tender Offer. Accordingly, copies of the Tender Form are not being and must not be mailed or otherwise distributed in or into Restricted Jurisdictions.

It is the responsibility of all Overseas Shareholders to satisfy themselves as to the observance of any legal requirements in their jurisdiction, including, without limitation, any relevant requirements in relation to the ability of such persons to complete and return a Tender Form.

## **7. Taxation**

The attention of Shareholders is drawn to Part 4 (*UK Taxation*) of this document, which sets out a general guide to certain aspects of current UK law and HM Revenue & Customs published practice. Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the United Kingdom should consult an appropriate independent professional adviser.

## **8. General Meeting**

A General Meeting of the Company has been convened for 11.00 a.m. on 23 March 2022.

A special resolution will be put to Shareholders at the General Meeting that the Company be authorised to make market purchases of up to 6,329,685 Shares pursuant to the Tender Offer (the "**Resolution**").

A special resolution requires a majority of at least 75 per cent. of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

All Shareholders are entitled to attend and vote at the General Meeting. In accordance with the Company's articles of association ("**Articles**"), all Shareholders entitled to vote and be present in person or by proxy at the General Meeting shall upon a poll have one vote in respect of each Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two or more Shareholders to be present in person or by proxy (or, if a corporation, by representative).

The formal notice convening the General Meeting is set out on pages 31 to 33 of this document.

## **9. Action to be taken**

### ***General Meeting***

Shareholders will find enclosed with this document a personalised Form of Proxy for use at the General Meeting.

Whether or not you wish to tender your Shares under the Tender Offer and regardless of whether you intend to be present at the General Meeting, Shareholders are asked to complete and return the Form of Proxy in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible and in any event by no later than 11.00 a.m. on 21 March 2022. The return of a Form of Proxy will not prevent Shareholders from attending the General Meeting and voting in person should they so wish.

### ***Tender Offer***

Only Shareholders whose names appear on the Register as at 6.00 p.m. on 18 March 2022 are able to participate in the Tender Offer in respect of the Shares held as at that date.

Shareholders should refer to paragraph 5 of Part 3 (Terms and Conditions of the Tender Offer) of this Circular for further information on the options available. Shareholders who hold their Shares in certificated form should note that they should return their share certificate(s) and/or other document(s) of title in respect of the Shares tendered with their Tender Form. A Tender Form submitted without the related share certificate representing the amount of shares to be tendered will be treated as invalid.

**If you do not wish to sell any of your Shares in the Tender Offer, do not complete and return the Tender Form or submit a TTE Instruction (as applicable).**



**The extent to which Shareholders participate in the Tender Offer is a matter for each Shareholder to decide, and will be influenced by their own individual financial and tax circumstances and investment objectives. Shareholders should seek advice from an appropriately qualified independent financial adviser, authorised under FSMA if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom. All Shareholders are strongly advised to consult their professional advisers regarding their own tax position.**

#### **10. Irrevocable undertaking**

Pursuant to the terms of the Commitment Agreement referred to in the announcement released by the Company on 9 February 2022, the Investment Manager and Gresham House have each irrevocably undertaken to vote the 1,073,248 Shares held by them in favour of the Resolution (being a resolution required in order to give effect to the Tender Offer which forms part of the series of proposals developed in conjunction with the Investment Manager) in respect of the Shares held by them.

As at 25 February 2022, being the latest practicable date prior to the publication of this document, Gresham House and the Investment Manager held and/or had discretionary management in respect of (such that they were able to procure the exercise of voting rights attaching to), and/or were otherwise able to control the exercise of all rights (including voting rights) attaching to, 3,400,748 Shares in aggregate (representing approximately 5.37 per cent, of the issued share capital (excluding Shares held in treasury) of the Company as at the date of this document).

#### **11. Recommendation**

The Board considers that the terms of the Tender Offer and Share Buyback Programme as set out in this document and the Resolution to be proposed at the General Meeting are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting.

Those Directors who hold Shares (being Richard Hills, Richard Locke, William Barlow and Josephine Dixon), intend to vote in favour, or procure the vote in favour, of the Resolution at the General Meeting in respect of their own beneficial holdings of Shares, which in aggregate amount to 135,000 Shares (representing approximately 0.21 per cent, of the issued share capital (excluding Shares held in treasury) of the Company as at the date of this document).

The Directors make no recommendation to Shareholders as to whether or not they should tender all or any of their Shares in the Tender Offer. Whether or not Shareholders decide to tender their Shares will depend, amongst other factors, on their view of the Company's prospects and their own individual circumstances, including their own tax position.

The Directors will not be tendering any of their Shares in the Tender Offer.

Yours faithfully

**Richard Hills**  
*(Chairman)*

## PART 2 – LETTER FROM LIBERUM CAPITAL LIMITED

Ropemaker Place  
25 Ropemaker Street  
London EC2Y 9LY

28 February 2022

Dear Shareholders

### **Tender offer for up to 10 per cent. of the issued share capital of the Company**

As explained in the letter from the Chairman in Part 1 (*Letter from the Chairman*) of this Circular, Shareholders are being given the opportunity to tender some or all of their Shares for purchase in the Tender Offer. The purpose of this letter is to set out the principal terms and conditions of the Tender Offer.

Liberum hereby invites Shareholders to tender Shares for purchase by Liberum for cash at the Tender Price. This letter is not, however, a recommendation to Shareholders to tender all or any of their Shares.

The Tender Price will be equal to the prevailing unaudited Net Asset Value per Share on the Calculation Date adjusted for the costs and expenses of the Tender Offer.

Successful tenders will be determined as follows:

- All Shareholders tendering up to their Basic Entitlement will have their tender satisfied in full.
- Shareholders tendering in excess of their Basic Entitlement will have the Excess Tender fulfilled if there are remaining Shares. In the event that the remaining Shares are less than the sum of the Excess Tenders, such Shares shall be apportioned to Shareholders *pro rata* to their Excess Tenders.

The Tender Offer is being made on the terms and subject to the conditions set out in Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

The Company will purchase all the Shares purchased by Liberum under the Tender Offer for the Tender Price pursuant to the terms of the Repurchase Agreement.

The Tender Offer will be implemented only if the requisite approval of Shareholders is obtained in respect of the Resolution to be proposed at the General Meeting to authorise the Company to make market purchases of Shares pursuant to the Tender Offer.

### **Procedure for tendering Shares**

Shareholders who wish to tender Shares and hold their Shares in certificated form should complete the Tender Form in accordance with the instructions set out therein, and return the completed Tender Form to the Receiving Agent at Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH so as to be received as soon as possible and, in any event, by not later than 1.00 p.m. on 18 March 2022. Shareholders should at the same time return the share certificate(s) and/or other document(s) of title in respect of any Shares tendered which are in certificated form.

Shareholders who wish to tender Shares and who hold their Shares in uncertificated form (that is, in CREST) should submit the appropriate TTE Instruction in CREST as set out in paragraph 5.3 of Part 3 (*Terms and Conditions of the Tender Offer*) of this document so as to be received as soon as possible and, in any event by no later than 1.00 p.m. on 18 March 2022.

Only those Shareholders who hold their Shares in certificated form should complete and return a Tender Form. Those Shareholders who hold their Shares in uncertificated form do not need to complete or return a Tender Form.

**Shareholders should note that, once tendered, Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.**

Further details of the procedure for tendering Shares are set out in Part 3 of this Circular and, in the case of Shares held in certificated form, on the Tender Form.

### **Validity of Tender Forms or TTE Instructions**

Tender Forms or TTE Instructions which are received by the Receiving Agent after 1.00 p.m. on 18 March 2022 or which at that time are incorrectly completed or not accompanied by all relevant documents or instructions may be rejected and returned to relevant Shareholders or their appointed agents, together with any accompanying share certificate(s) and/or other document(s) of title.

Liberum reserves the right to treat as valid Tender Forms or TTE Instructions which are not entirely in order and which are not accompanied (in the case of Shares held in certificated form) by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof and shall be entitled (in its sole discretion) to accept late Tender Forms or TTE Instructions.

### **Overseas Shareholders**

The making of the Tender Offer to persons outside the United Kingdom may be prohibited or affected by the relevant laws of the overseas jurisdiction. Shareholders with registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read paragraph 8 of Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

### **Conditions**

The Tender Offer is conditional on the terms specified in paragraph 3.1 of Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

### **Termination of Tender Offer**

The Tender Offer may be terminated in the circumstances described in paragraph 3.2 of Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

### **Calculation of Tender Price**

The Tender Price will be calculated as described in paragraph 4 of Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

### **Settlement**

Subject to the Tender Offer becoming unconditional and the acquisition of the Shares pursuant to the Tender Offer by Liberum, payment of the Tender Price due to Shareholders whose tenders under the Tender Offer have been accepted will be made by Sterling cheque or by CREST payment, as appropriate, on 24 March 2022 or as soon as practicable thereafter, as described in paragraph 7 of Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

Your attention is drawn to the information contained in the rest of this document, including, in particular, the terms and conditions of the Tender Offer in Part 3 (*Terms and Conditions of the Tender Offer*) of this Circular.

Yours faithfully,

Liberum Capital Limited

## PART 3 – TERMS AND CONDITIONS OF THE TENDER OFFER

### 1 Introduction

- 1.1 All Shareholders (other than Restricted Shareholders and certain Overseas Shareholders) on the Register at the Record Date may tender Shares for purchase by Liberum (acting as principal) on the terms and subject to the conditions set out in this document and, in the case of Shares held in certificated form, in the Tender Form. **Shareholders are not obliged to tender any Shares and Shareholders who do not wish to participate in the Tender Offer need take no action.**
- 1.2 Shares purchased by Liberum pursuant to the Tender Offer will be purchased by Liberum as principal and such purchases will be market purchases in accordance with rules of the London Stock Exchange and the FCA. Immediately following completion of the Tender Offer, Liberum shall sell such Shares to the Company, at a price per Share equal to the Tender Price, pursuant to the Repurchase Agreement. Purchases of Shares by the Company pursuant to the Repurchase Agreement will also be market purchases in accordance with rules of the London Stock Exchange and the FCA. All of the Shares purchased by the Company pursuant to the Repurchase Agreement in connection with the Tender Offer will be cancelled.
- 1.3 Unless terminated in accordance with the provisions of this Part 3, or extended or brought forward at the discretion of the Company, the Tender Offer will close for Shareholders at 1.00 p.m. on 18 March 2022. A Tender Form and/or TTE Instruction once submitted shall be irrevocable. Any tendered Shares will be placed in escrow and will not be able to be traded unless and until the Tender Offer is terminated or lapses in accordance with these terms and conditions.

### 2 Terms of the Tender Offer

- 2.1 Pursuant to the Tender Offer and subject to the terms and conditions set out in this Part 3 of this document and, in the case of Shares held in certificated form, the Tender Form, upon the Tender Offer becoming unconditional and unless the Tender Offer has been and remains suspended or has lapsed or has been terminated in accordance with paragraph 3.2 of this Part 3, each Shareholder (other than Restricted Shareholders and certain Overseas Shareholders) on the Register at the Record Date:
- 2.1.1 will be entitled to sell to Liberum up to 10 per cent. of the number of Shares registered in its name on the Register at the Record Date (such entitlement being rounded down to the nearest whole number of Shares) at the Tender Price; and
- 2.1.2 will be entitled to tender to Liberum any whole number of Shares registered in its name on the Register at the Record Date in excess of its Basic Entitlement at the Tender Price;
- provided that the maximum number of Shares purchased by Liberum pursuant to the Tender Offer will not exceed 10 per cent. of the issued share capital of the Company on the Record Date.
- 2.2 If a Shareholder validly tenders a number of Shares less than or equal to their Basic Entitlement, such tender will be satisfied in full (subject to the Tender Offer not having lapsed or been terminated in accordance with paragraph 3.2 of this Part 3) (a “**Satisfied Tender**”). If any Shareholder validly tenders a number of Shares in excess of its Basic Entitlement (an “**Excess Tender**”) such Excess Tender will be (subject to the Tender Offer not having lapsed or been terminated in accordance with paragraph 3 of this Part 3):
- 2.2.1 satisfied in full if (a) the aggregate number of Shares which are the subject of all Excess Tenders is less than or equal to (b) the maximum number of Shares to be purchased pursuant to the Tender Offer after deducting the aggregate number of Shares which are the subject of all Satisfied Tenders; or
- 2.2.2 scaled back by the ratio of (a) the maximum number of Shares to be purchased pursuant to the Tender Offer after deducting the aggregate number of Shares which are the subject of all Satisfied Tenders to (b) the aggregate number of Shares which are the subject of all Excess Tenders, with such ratio being calculated to 4 decimal places and the number of Shares resulting from such scaling back being rounded down to the nearest whole number.

- 2.3 The Tender Offer will close at 1.00 p.m. on 18 March 2022 and no tenders received after that time will be accepted unless otherwise approved by Liberum (with the consent of the Company). The results of the Tender Offer and, if applicable, the extent to which Excess Tenders will be scaled back, are expected to be announced through a Regulatory Information Service on or around 21 March 2022.
- 2.4 All tenders of Shares held in certificated form must be made on the personalised Tender Form, duly completed in accordance with the instructions set out in paragraph 5.2 of this Part 3 and in the Tender Form (which together constitute part of the terms of the Tender Offer) and such tenders will be valid only when the procedures contained in this document and in the Tender Form are complied with. All tenders of Shares held in uncertificated form must be made by the input and settlement of an appropriate TTE Instruction in CREST in accordance with the instructions set out in paragraph 5.3.1 of this Part 3 and the relevant procedures in the CREST Manual (which together constitute part of the terms of the Tender Offer) and such tenders will be valid only when the procedures contained in this document and in the relevant parts of the CREST Manual are complied with. Tender Forms once duly completed (for Shares held in certificated form) and submitted to the Receiving Agent and TTE Instructions which have settled (for Shares held in uncertificated form) will become irrevocable and cannot be withdrawn.
- 2.5 All Shares successfully tendered pursuant to the Tender Offer will be purchased by Liberum, as principal:
- 2.5.1 at the Tender Price;
- 2.5.2 free of all commissions and dealing charges;
- 2.5.3 with full title guarantee;
- 2.5.4 free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature; and
- 2.5.5 together with all rights attaching thereto, on or after 18 March 2022, including the right to receive all other distributions declared or made by reference to a record date falling after that date. The consideration for each tendered Share purchased by Liberum pursuant to the Tender Offer will be paid in pounds sterling in accordance with the settlement procedures set out in paragraph 7 of this Part 3.
- 2.6 If only part of a holding of Shares is sold pursuant to the Tender Offer (whether pursuant to scaling back tenders in excess of the Basic Entitlement or otherwise), the relevant Shareholder will be entitled to receive the following:
- 2.6.1 where the Shares are held in certificated form, a certificate in respect of the balance of the unsold Shares; and
- 2.6.2 where the Shares are held in uncertificated form, the transfer by the Receiving Agent by TFE Instruction to the original available balance of those unsold Shares or the credit of the balance of the Shares by the Receiving Agent by an ARAN message.
- 2.7 If any tendered Shares are not purchased because of an invalid tender, the lapse or termination of the Tender Offer or otherwise:
- 2.7.1 where the Shares are held in certificated form, the relevant Tender Form and share certificate(s) and/or document(s) of title will be returned by post to the person or agent whose name and address (outside the Restricted Jurisdictions) is set out in Box 1 or Box 5 in the Tender Form or, if none is set out, to the tendering Shareholder; and
- 2.7.2 where the Shares are held in uncertificated form, the Receiving Agent will provide instructions to Euroclear to transfer all Shares held in escrow by TFE Instruction to the original available balance to which those Shares relate;
- within 10 Business Days of the tender having been determined to be invalid or the Tender Offer lapsing or having been terminated.

- 2.8 All documents and remittances sent by or to Shareholders and all instructions made by or on behalf of Shareholders in CREST relating to the Tender Offer will be sent or made (as the case may be) at the risk of the relevant Shareholder. In particular, the failure of any person to receive a copy of this document or, where applicable, the Tender Form shall not invalidate any aspect of the Tender Offer.
- 2.9 All questions as to the number of Shares tendered and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any tender of Shares pursuant to the Tender Offer will be determined by Liberum, in its sole discretion, which determination shall be final and binding on all parties except as otherwise required under applicable law. Liberum reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance or payment for which may, in the opinion of Liberum, be unlawful. Liberum also reserves the absolute right to waive any of the terms or conditions of the Tender Offer (other than the conditions referred to in paragraph 3.1 of this Part 3) and any defect or irregularity in the tender of any particular Shares or any particular holder thereof. Unless Liberum determines otherwise, no tender of Shares will be deemed to be validly made until all defects or irregularities have been cured or waived. In the event of a waiver, the consideration pursuant to the Tender Offer will not be despatched (in respect of Shares held in certificated form) or made by way of CREST payment (in respect of Shares held in uncertificated form) to the relevant Shareholder until after (in the case of Shares held in certificated form) the Tender Form is complete in all respects and the share certificate(s) and/or other document(s) of title satisfactory to Liberum have been received or (in the case of Shares in uncertificated form) the relevant TTE Instruction has settled. None of the Receiving Agent, Liberum, the Company or any other person is or will be obliged to give notice of any defects or irregularities in any tender and none of them will incur any liability for failure to give any such notice.
- 2.10 The terms of the Tender Offer (including the times and dates referred to in this document) shall have effect subject to such non-material modifications as the Company and Liberum may from time to time agree. Any such modification will be announced as soon as practicable through a Regulatory Information Service.
- 2.11 For the avoidance of doubt, entitlements pursuant to the Tender Offer will apply to each registered Shareholder and, accordingly, a registered Shareholder who holds Shares for multiple beneficial owners may decide the allocation of such entitlements between such beneficiaries at its own discretion.

### **3 Conditions and Termination of the Tender Offer**

- 3.1 The Tender Offer is conditional on the following (together, the “**Conditions**”):
- 3.1.1 the passing of the Resolution at the General Meeting;
- 3.1.2 Liberum being satisfied that the Company has sufficient cash and distributable profits (for the purposes of the Act) to effect the purchase of all of the Shares as are to be repurchased by it pursuant to the Repurchase Agreement;
- 3.1.3 the Repurchase Agreement having become unconditional in all respects (save in respect of any condition relating to the Tender Offer becoming unconditional);
- 3.1.4 Liberum being satisfied that, at all times up to immediately prior to the announcement of the result of the Tender Offer, the Company has complied with its obligations, and is not in breach of any of the representations and warranties given by it, pursuant to the Repurchase Agreement; and
- 3.1.5 the Tender Offer not having been terminated in accordance with paragraph 3.2 of this Part 3 prior to the fulfilment of the conditions referred to in paragraphs 3.1.1 to 3.1.4 (inclusive) above.

Liberum will not purchase (or enter into any commitment or contract to purchase) any Shares pursuant to the Tender Offer unless all of the Conditions have been satisfied. The purchase by Liberum of Shares pursuant to the Tender Offer will only occur once all of the Conditions have been satisfied. The Conditions, other than that contained in paragraph 3.1.4, may not be waived by Liberum. If any of the Conditions is not satisfied (or waived) by 7.00 a.m. on 25 March 2022 (or such later time and date as the Company and Liberum may agree), the Tender Offer will lapse.

- 3.2 The Board reserves the right to compel Liberum to terminate the Tender Offer at any time prior to announcement of the results of the Tender Offer if it concludes that (i) the implementation of the Tender Offer or the subsequent purchase by the Company of the Shares purchased by Liberum pursuant to the Tender Offer is no longer in the best interests of the Company and Shareholders as a whole, (ii) the costs of the Tender Offer have become prohibitive, or (iii) the purchase of Shares by Liberum pursuant to the Tender Offer or the subsequent purchase by the Company of such Shares may have adverse fiscal or other consequences (whether by reason of any change in legislation, practice, circumstances or otherwise) for the Company or Shareholders as a whole which were previously unexpected. If the Tender Offer is terminated, the Company will make an announcement through a Regulatory Information Service that such is the case.

#### **4 Calculation of the Tender Price**

The Tender Price will be calculated as follows:

- 4.1 The Company will calculate its unaudited NAV as at the Calculation Date, which, for the purpose of the Tender Offer, shall mean the value of all the Company's assets as at the Calculation Date less the value of all the Company's liabilities as at the Calculation Date (but excluding the costs and expenses of the Tender Offer).
- 4.2 The resulting NAV, calculated in accordance with paragraph 4.1 above, will then be divided by the total number of Shares in issue or deemed to be in issue on the Calculation Date (excluding Shares held in treasury) and expressed in pence Sterling to four decimal places with 0.00005 pence being rounded downwards, such calculation resulting in the "**Tender NAV per Share**".
- 4.3 The Directors will, in their sole discretion, and having received advice from the Investment Manager, calculate the expected costs and expenses of the Tender Offer as at close of business on the Calculation Date (including stamp duty and commission payable to Liberum on the purchase of the Tendered Shares). Such costs will then be divided by the number of Shares validly tendered under the Tender Offer and expressed in pence Sterling to four decimal places with 0.00005 pence being rounded upwards (the "**Tender Costs per Tendered Share**").
- 4.4 The Tender Price will be the amount equivalent to the Tender NAV per Share, calculated on the basis of paragraphs 4.1 and 4.2 above, less the Tender Costs per Tendered Share as calculated on the basis of paragraph 4.3 above, and expressed in pence Sterling to four decimal places with 0.00005 pence being rounded downwards.
- 4.5 Except as otherwise stated, all assets and liabilities will be taken into account in accordance with the Company's normal accounting policies.
- 4.6 Both the Tender NAV per Share and the Tender Price will be calculated by the Company in accordance with this paragraph 4 and neither will be subject to review by an independent auditor.
- 4.7 The Company will announce the Tender NAV per Share and the Tender Price through a Regulatory Information Service on or around 23 March 2022.

#### **5 Procedure for tendering Shares**

##### **5.1 Overview**

There are different procedures for tendering Shares depending on whether the Shares are held in certificated or uncertificated form (i.e. in CREST).

Shareholders who wish to tender Shares held in certificated form must complete and return the personalised Tender Form in accordance with the instructions in paragraph 5.2 of this Part 3 and in the Tender Form. A Shareholder who wishes to tender Shares held in certificated form but under different designations must complete and return a separate Tender Form for each designation (further copies of the Tender Form may be obtained on request from Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, or by telephone from the Shareholder Helpline referred to below). The relevant share certificate(s) and/or other documents of title should also be returned with the relevant Tender Form.

Shareholders who wish to tender Shares held in uncertificated form must send a TTE Instruction in accordance with the procedure set out in paragraph 5.3.1 of this Part 3. A Shareholder who wishes to tender Shares held in uncertificated form but under different member account IDs must send a separate TTE Instruction for Shares under each member account ID.

A tender will only be valid when the procedures contained in this paragraph 5 and, where the tendered Shares are held in certificated form, in the Tender Form are complied with.

**Shareholders who are in any doubt as to how to complete the Tender Form or as to the procedure for tendering Shares should telephone the Shareholder Helpline on 0370 707 1285 or, if calling from outside the United Kingdom, on +44 370 707 1285. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls may be recorded and randomly monitored for security and training purposes. For legal reasons, the Receiving Agent will not be able to give advice on the merits of the Tender Offer or provide legal, financial, investment or tax advice and, accordingly, if Shareholders require such advice, they should consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA immediately or, if they are in a jurisdiction outside the United Kingdom, another appropriately authorised independent financial adviser. Shareholders who are CREST sponsored members should consult their CREST sponsor before taking any action.**

## **5.2 Shares held in Certificated Form (i.e. not in CREST)**

To participate in the Tender Offer, a Shareholder holding Shares in certificated form must complete and return the Tender Form in accordance with the instructions in this paragraph 5.2 and in the Tender Form.

Completed Tender Forms, together with the relevant share certificate(s) and/or other document(s) of title, should be either sent by post in the accompanying reply-paid envelope (for use in the UK only) to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to be received by not later than 1.00 p.m. on 18 March 2022. Tenders received after that time will be accepted only at the sole discretion of Liberum (with the consent of the Company).

A reply-paid envelope for use in the UK only is enclosed with this document. Any Tender Form received in an envelope postmarked from any of the Restricted Jurisdictions or otherwise appearing to the Receiving Agent to have been sent from any of the Restricted Jurisdictions will be rejected as an invalid tender. Further provisions relating to Overseas Shareholders are contained in paragraph 8 of this Part 3.

Duly completed Tender Forms sent by any of the means set out above and received signed and complete in all respects by the prescribed time will be treated as tenders of Shares in accordance with the terms and conditions of the Tender Offer. No acknowledgement of receipt of documents will be given.

The completed Tender Form should be accompanied by the relevant share certificate(s) and/or other document(s) of title. If the share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with a stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed and returned in accordance with the instructions above to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to be received by the Receiving Agent by not later than 1.00 p.m. on 18 March 2022 together with any share certificate(s) and/or other document(s) of title that may be available, accompanied by a note stating that the (remaining) share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, so as to be received by not later than 1.00 p.m. on 18 March 2022.

Shareholders who have lost their share certificate(s) and/or other document(s) of title should complete a letter of indemnity, which can be obtained by writing to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZZ, or contacting the Shareholder Helpline, and return it with the Tender Form in accordance with the instructions above to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to be received by the Receiving Agent by not later than 1.00 p.m. on 18 March 2022. A fee may be payable by the Shareholder in respect of each letter of indemnity.



Where a letter of indemnity in respect of any unavailable share certificate(s) and/or other document(s) of title and such certificate(s) and/or other document(s) are subsequently found or obtained, such certificate(s) and/or other document(s) should be sent by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH.

By signing and returning the Tender Form, Shareholders will be deemed to have appointed the Receiving Agent as their agent in respect of the purchase of Shares by Liberum pursuant to the Tender Offer. Accordingly,

- (i) the Receiving Agent will effect such procedures as are required to transfer their Shares to Liberum pursuant to the Tender Offer; and
- (ii) Liberum will remit to the Receiving Agent on behalf of Shareholders whose Shares are so purchased the cash consideration with instructions that such consideration be remitted in accordance with the instructions set out in the Tender Form.

### **5.3 Shares Held in Uncertificated Form (i.e. in CREST)**

#### **5.3.1 Completion of TTE Instruction**

To participate in the Tender Offer, a Shareholder holding Shares in uncertificated form must take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Shares they wish to tender pursuant to the Tender Offer to the escrow account, specifying Computershare Investor Services PLC (in its capacity as a CREST receiving agent under its participant ID and member account ID referred to below) as the escrow agent, as soon as possible and in any event so that the transfer to escrow settles by not later than 1.00 p.m. on 18 March 2022.

A Shareholder who is a CREST sponsored member should refer to their CREST sponsor before taking any action. Their CREST sponsor will be able to confirm details of such Shareholder's participant ID and the member account ID under which their Shares are held. In addition, only such Shareholder's CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to the Shares which they wish to tender.

To tender Shares held in uncertificated form, a Shareholder must send (or, if they are a CREST sponsored member, procure that their CREST sponsor sends) a TTE Instruction to Euroclear in relation to such Shares, which must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain, in addition to other information that is required for the TTE Instruction to settle in CREST, the following details:

- (a) the ISIN number of the Shares (this is GB00B0BDCB21);
- (b) the number of Shares to be transferred to an escrow balance;
- (c) the Shareholder's participant ID;
- (d) the Shareholder's member account ID;
- (e) the participant ID of the escrow agent, Computershare Investor Services PLC, in its capacity as a CREST receiving agent (this is 8RA23);
- (f) the member account ID of the escrow agent (this is STRCAN01);
- (g) the corporate action number for the Tender Offer (this is allocated by CREST and can be found by viewing the relevant corporate action details in CREST);
- (h) the intended settlement date for the transfer to escrow (this should be as soon as possible and in any event not later than 1.00 p.m. on 18 March 2022);
- (i) input with standard delivery instruction of priority 90; and
- (j) a contact name and telephone number in the event of queries (this should be inserted in the shared note field).

After settlement of the TTE Instruction, a Shareholder will not be able to access the Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by the Receiving Agent as the Shareholder's escrow agent until completion, lapse or termination of the Tender Offer. If the Tender Offer becomes unconditional by 7.00 a.m. on 25 March 2022 (or such later time and date as the Company and Liberum may agree), the Receiving Agent will transfer the Shares which are accepted for purchase by Liberum pursuant to the Tender Offer to itself as the agent of Liberum, returning any Shares not successfully tendered to the Shareholders concerned.

Shareholders are recommended to refer to the CREST Manual for further information on the CREST procedures outlined in this paragraph 5.3.1.

Shareholders 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 connection with a TTE Instruction and its settlement (in particular, settlement cannot take place on weekends, bank holidays or other times at which the CREST system is non-operational and TTE Instructions should be input accordingly). Shareholders should therefore ensure that all necessary action is taken by them (or by their CREST sponsor) to enable a TTE Instruction relating to their Shares to settle prior to 1.00 p.m. on 18 March 2022. In this connection, Shareholders are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

An announcement through a Regulatory Information System will be made if any of the details contained in this paragraph 5.3.1 are altered.

The input and settlement of a TTE Instruction in accordance with this paragraph 5.3.1 shall constitute an offer to Liberum to sell to it the number of Shares transferred to the escrow account referred to above.

By inputting a TTE Instruction in accordance with this paragraph 5.3.1, Shareholders will be deemed to have appointed the Receiving Agent as their agent in respect of the purchase of Shares by Liberum pursuant to the Tender Offer. Accordingly,

- (i) the Receiving Agent will effect such procedures as are required to transfer their Shares to Liberum pursuant to the Tender Offer; and
- (ii) Liberum will remit to the Receiving Agent on behalf of Shareholders whose Shares are so purchased the cash consideration with instructions that such consideration be remitted in accordance with the CREST payment arrangements.

#### **5.3.2 *Deposits of Shares into, and Withdrawals of Shares from, CREST***

Normal CREST procedures (including timings) apply in relation to any Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Shares or otherwise). Shareholders who are proposing to convert any such Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of the share certificates and/or other documents of title or transfers to an escrow balance as described in paragraphs 5.2 and 5.3.1 respectively of this Part 3) prior to 1.00 p.m. on 18 March 2022.

### **5.4 *Validity of Tenders***

#### **5.4.1 *Shares Held in Certificated Form***

Liberum reserves the right to treat as valid only Tender Forms which are received entirely in order by 1.00 p.m. on 18 March 2022 and which are accompanied by the relevant share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Liberum in lieu thereof, in respect of the entire number of Shares tendered.

#### 5.4.2 *Shares Held in Uncertificated Form*

A Tender Form which is received in respect of Shares held in uncertificated form will not constitute a valid tender and will be disregarded. Shareholders holding Shares in uncertificated form who wish to tender such Shares should note that a TTE Instruction will be a valid tender as at 18 March 2022 only if it has settled on or before 1.00 p.m. on that date.

The decision of Liberum as to which Shares have been validly tendered shall be conclusive and binding on Shareholders who participate in the Tender Offer.

### 5.5 **General**

5.5.1 Notwithstanding the receipt of a valid Tender Form or settlement of a TTE Instruction, as applicable, the Tender Offer may lapse or be terminated in accordance with paragraph 3 of this Part 3.

5.5.2 The decision of Liberum as to which Shares have been validly tendered shall be conclusive and binding on all Shareholders.

5.5.3 Once tendered, Shares may not be sold, transferred, charged or otherwise disposed of.

## 6 **Tender Representations and Warranties**

### 6.1 **Shareholders tendering Shares Held in Certificated Form**

Each Shareholder by whom, or on whose behalf, a Tender Form is completed and returned (including a Tender Form which is treated by Liberum as valid) irrevocably undertakes, represents, warrants and agrees to and with Liberum (so as to bind such Shareholder and their personal representatives, heirs, successors and assigns) that:

6.1.1 the execution of the Tender Form shall constitute an offer to sell to Liberum such number of Shares as is inserted, or deemed to be inserted, in either Box 2A (being the Basic Entitlement), Box 2B (being an amount less than the Basic Entitlement) or Box 2C (being an amount in excess of the Basic Entitlement) in the Tender Form (or deemed to be tendered in accordance with sub-paragraph 6.1.2 or 6.1.3 below), in each case on and subject to the terms and conditions set out or referred to in this document and the Tender Form;

6.1.2 if none of Box 2A, Box 2B or Box 2C in the Tender Form has been completed, or if Liberum determines (in its absolute discretion) that Box 2 in the Tender Form has not been validly completed (for example, if all of Box 2A, Box 2B and Box 2C have been completed) and provided that the Tender Form is otherwise in order, such Shareholder will be deemed to have tendered all of the Shares that are evidenced by the share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Liberum in lieu thereof, accompanying the Tender Form or, if less, the number of Shares registered in their name in the Register at the Record Date;

6.1.3 if the Receiving Agent has not received the share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Liberum in lieu thereof, in respect of the tendered Shares by 1.00 p.m. on 18 March 2022, Liberum may deem (in its absolute discretion) that such Shareholder has only tendered the number of Shares in respect of which share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Liberum in lieu thereof, have been received;

6.1.4 the completion and return of the Tender Form shall, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Liberum or the Receiving Agent as such Shareholder's attorney and/or agent (the "**Attorney**"), and an irrevocable instruction and authority to the Attorney to:

- (a) complete and execute any and all instrument(s) of transfer and/or other document(s) and take any and all actions which, in the Attorney's absolute discretion, are necessary or expedient in relation to the Shares referred to in sub-paragraph 6.1.1 above in favour of Liberum or such other person or persons as Liberum may direct; and

- (b) deliver such instrument(s) and/or other document(s) at the discretion of the Attorney, together with the share certificate(s) and/or other document(s) of title relating to such Shares, for registration within six months of the Tender Offer becoming unconditional and to take any and all other actions which, in the Attorney's opinion, are necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Liberum, its nominee(s) or such other person(s) as Liberum may direct such of the Shares as are successfully tendered;
- 6.1.5 if the appointment of attorney and/or agent provision under sub-paragraph 6.1.4 above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Liberum the benefit or authority expressed to be given therein, such Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Liberum to secure the full benefits of sub-paragraph 6.1.4 above;
- 6.1.6 such Shareholder will deliver to the Receiving Agent their share certificate(s) and/or other document(s) of title in respect of the Shares referred to in sub-paragraph 6.1.1 above, or an indemnity acceptable to Liberum in lieu thereof or will procure the delivery of such certificate(s), other document(s) and/or indemnity to the Receiving Agent as soon as possible thereafter and, in any event, by not later than 1.00 p.m. on 18 March 2022;
- 6.1.7 without prejudice to the generality of sub-paragraph 6.3.6 of this Part 3:
- (a) such Shareholder has not received or sent copies or originals of this document, the Tender Form or any related documents in, into or from a Restricted Jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails, any means or instrumentality (including, without limitation, facsimile transmission, email, other electronic transmission and telephone) of interstate or foreign commerce or any facility of a national, state or other securities exchange of a Restricted Jurisdiction;
  - (b) neither this document nor the Tender Form has been mailed or otherwise sent in, into or from a Restricted Jurisdiction;
  - (c) such Shareholder is accepting the Tender Offer from outside any Restricted Jurisdiction;
  - (d) the despatch of a cheque to such Shareholder in accordance with paragraph 7.1.1 of this Part 3 will discharge fully Liberum's obligation to pay such Shareholder the consideration to which they are entitled under the Tender Offer;
  - (e) the Tender Form takes effect as a deed on execution;
  - (f) the instructions, terms and other provisions in the Tender Form shall be deemed to be incorporated into this Part 3 and, accordingly, form part of the terms and conditions of the Tender Offer; and
  - (g) the Tender Offer will be governed by and construed in accordance with English law and the execution of the Tender Form constitutes such Shareholder's submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form.

A reference in this paragraph 6.1 to a "**Shareholder**" includes a reference to the person or persons executing the Tender Form and, in the event of more than one person executing a Tender Form, the provisions of this paragraph 6.1 will apply to them jointly and to each of them.

## **6.2 Shareholders tendering Shares Held in Uncertificated Form**

Each Shareholder by whom, or on whose behalf, a TTE Instruction which is treated by Liberum as valid, irrevocably undertakes, represents, warrants and agrees to and with Liberum (so as to bind such Shareholder and their personal representatives, heirs, successors and assigns) that:

- 6.2.1 the input of the TTE Instruction shall constitute an offer to sell to Liberum such number of Shares as are specified in the TTE Instruction or deemed to be tendered, in each case on

and subject to the terms and conditions set out or referred to in this document and the TTE Instruction;

- 6.2.2 the input of the TTE Instruction, shall, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Liberum or the Receiving Agent as such Shareholder's agent (the "**Agent**"), and an irrevocable instruction and authority to the Agent to:
- (a) complete and execute any and all instrument(s) of transfer and/or other document(s) and take any and all actions (including inputting instructions into Euroclear) which, in the Agent's absolute discretion, are necessary or expedient in relation to the Shares referred to in sub-paragraph 6.2.1 above in favour of Liberum or such other person or persons as Liberum may direct; and
  - (b) deliver such instrument(s) and/or other document(s) at the discretion of the Agent or input any instructions into Euroclear relating to such Shares for registration within six months of the Tender Offer becoming unconditional and to take any and all other actions which, in the Agent's opinion, are necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Liberum, its nominee(s) or such other person(s) as Liberum may direct such of the Shares as are successfully tendered;
- 6.2.3 if the appointment of agent provision under sub-paragraph 6.2.2 above shall be unenforceable or invalid or shall not operate so as to afford any director or officer of Liberum the benefit or authority expressed to be given therein, such Shareholder shall with all practicable speed do all such acts and things and execute all such documents that may be required to enable Liberum to secure the full benefits of sub-paragraph 6.2.2 above;
- 6.2.4 if, for any reason, any Shares in respect of which a TTE Instruction has been made are prior to 1.00 p.m. on 18 March 2022, converted into certificated form, the electronic tender in respect of such Shares shall cease to be valid and such Shareholder shall then comply with the procedures for tendering Shares held in certificated form as set out in paragraph 5.2 of this Part 3 in respect of the Shares so converted, if they wish to make a valid tender of such Shares pursuant to the Tender Offer;
- 6.2.5 without prejudice to the generality of sub-paragraph 6.3.6 of this Part 3:
- (a) such Shareholder has not received or sent copies or originals of this document or any related documents in, into or from a Restricted Jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails, any means or instrumentality (including, without limitation, facsimile transmission, email, other electronic transmission and telephone) of interstate or foreign commerce or any facility of a national, state or other securities exchange, of a Restricted Jurisdiction at the time of the input of and settlement of the relevant TTE Instruction;
  - (b) the TTE Instruction has not been sent from a Restricted Jurisdiction; and
  - (c) such Shareholder is accepting the Tender Offer from outside any Restricted Jurisdiction;
- 6.2.6 the creation of a payment obligation in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements in accordance with paragraph 7.1.2 of this Part 3 will, to the extent of the obligations so created, discharge fully Liberum's obligation to pay such Shareholder the consideration to which they are entitled pursuant to the Tender Offer; and
- 6.2.7 the Tender Offer will be governed by and construed in accordance with English law and the input of the TTE Instruction constitutes such Shareholder's submission to the jurisdiction of the courts of England and Wales in relation to all matters arising out or in connection with the Tender Offer.

### **6.3 All Shareholders tendering Shares**

Each Shareholder by whom, or on whose behalf, a Tender Form is completed and returned (including a Tender Form which is treated by Liberum as valid) or a TTE Instruction which is treated by Liberum as valid, irrevocably undertakes, represents, warrants and agrees to and with Liberum (so as to bind such Shareholder and their personal representatives, heirs, successors and assigns) that:

- 6.3.1 in consideration of Liberum agreeing to process their tender, such Shareholder will not revoke their tender;
- 6.3.2 such Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which the offer referred to in sub-paragraph 6.1.1 (in the case of Shares held in certificated form) or sub-paragraph 6.2.1 (in the case of Shares held in uncertificated form) is accepted (together with all rights attaching thereto) and, when the same are purchased by Liberum, Liberum as principal will purchase such Shares as are successfully tendered with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto, on or after 18 March 2022, including the right to receive all dividends and other distributions declared or made by reference to a record date falling after that date;
- 6.3.3 such Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Liberum and/or the Receiving Agent or any of their respective directors or officers or any person nominated by Liberum or the Receiving Agent or any of their respective directors or officers in the proper exercise of their powers and/or authorities in accordance with the terms and conditions of the Tender Offer;
- 6.3.4 all powers of attorney and authorities on the terms conferred by or referred to in this Part 3 or, in the case of Shares held in certificated form, in the Tender Form, are given by way of security for the performance of the obligations of such Shareholder and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971;
- 6.3.5 such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Liberum to be desirable, in each case in order to complete the purchase of such Shares as are successfully tendered and/or to perfect any of the authorities expressed to be given in accordance with the terms and conditions of the Tender Offer;
- 6.3.6 such Shareholder has observed the laws of all relevant jurisdictions, obtained any requisite consents and complied with all applicable formalities, and that the invitation pursuant to the Tender Offer may be made to them, under the laws of the relevant jurisdictions, and has not taken or omitted to take any action which would otherwise result in Liberum or the Company acting in breach of any applicable legal or regulatory requirement in respect of the purchase by Liberum of the Shares successfully tendered by them in accordance with the Tender Offer; and
- 6.3.7 such Shareholder consents to the assignment by Liberum of all such benefit as Liberum may have in any covenants, representations and warranties in respect of the Shares which are successfully tendered pursuant to the Tender Offer.

## **7 Settlement of Consideration**

- 7.1 Payment of the consideration to which any Shareholder is entitled pursuant to a valid tender accepted by Liberum will be made in pounds sterling as follows:

### *7.1.1 Shares Held in Certificated Form*

Where an accepted tender relates to Shares held in certificated form:

- (a) a cheque drawn on a branch of a UK clearing bank for the consideration due will be despatched by the Receiving Agent (on behalf of Liberum) in the week commencing 4 April 2022 or as soon as practicable thereafter by first class post to the person or agent whose name and address (not being an address in a Restricted Jurisdiction) is set out in Box 1 or Box 5 of the Tender Form or, if none is set out, to the registered address of the tendering Shareholder or, in the case of joint holders, the address of the first named; and

- (b) notwithstanding sub-paragraph 7.1.1(a) above, payment of the consideration due will be made only after timely receipt by the Receiving Agent of a properly completed Tender Form and the share certificate(s) and/or other document(s) of title, or an indemnity acceptable to Liberum in lieu thereof, in respect of the Shares successfully tendered.

#### 7.1.2 *Shares Held in Uncertificated Form*

Where an accepted tender relates to Shares held in uncertificated form:

- (a) the consideration due will be paid on 24 March 2022 by the Receiving Agent (on behalf of Liberum) procuring the creation of a CREST payment obligation in favour of the tendering Shareholder's payment bank in accordance with the CREST payment arrangements; and
- (b) notwithstanding sub-paragraph 7.1.2(a) above, payment of the consideration due will be made only after the relevant TTE Instruction has settled.

- 7.2 Under no circumstances will interest be paid on the consideration to which any Shareholder is entitled pursuant to a valid tender accepted by Liberum regardless of any delay in making payment of such consideration.

### **8 Overseas Shareholders**

- 8.1 The making of the Tender Offer in, or to persons resident in, jurisdictions outside the United Kingdom or to persons who are citizens, residents or nationals of countries other than the United Kingdom may be affected by the laws of the relevant jurisdiction. Shareholders who are not resident in the United Kingdom, or who are citizens, residents or nationals of countries outside the United Kingdom, should inform themselves about and observe any applicable legal requirements. It is the responsibility of any Overseas Shareholder wishing to take up the Tender 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 transfer or other taxes or other requisite payments due in such jurisdiction. Any Overseas Shareholder will be responsible for payment of any such transfer or other taxes or other requisite payments by whomsoever payable and the Company, Computershare Investor Services PLC, Liberum and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder on an after-tax basis for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of this document or the Tender Form in any territory outside the United Kingdom.

- 8.2 In particular, the Tender Offer is not being made, directly or indirectly, in, into or from, or by use of the mail or by any means or instrumentality (including, without limitation, facsimile transmission, email, other electronic transmission and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of a Restricted Jurisdiction and the Tender Offer cannot be accepted by any such use, means, instrumentality, facility or otherwise from within a Restricted Jurisdiction. Accordingly, copies of this document, the Tender Form and any related documents are not being, and must not be, mailed or otherwise distributed or sent in, into or from a Restricted Jurisdiction, including to Shareholders with registered addresses in a Restricted Jurisdiction or to persons who are custodians, nominees or trustees holding Shares for persons in a Restricted Jurisdiction. Persons receiving such documents (including without limitation custodians, nominees or trustees) should not distribute, send or mail them in, into or from a Restricted Jurisdiction or use such mail or any such means, instrumentality, facility or otherwise in connection with the Tender Offer, and doing so will render invalid any related purported acceptance of the Tender Offer. Persons wishing to accept the Tender Offer should not use such mail or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to acceptance of the Tender Offer. Envelopes containing Tender Forms should not be postmarked in or otherwise despatched from a Restricted Jurisdiction. All accepting Shareholders must provide addresses outside a Restricted Jurisdiction for the remittance of cash or the return of documents lodged pursuant to the Tender Offer.

- 8.3 A Shareholder will be deemed not to have accepted the Tender Offer if:
- 8.3.1 such Shareholder is unable to make the representations and warranties set out in sub-paragraphs 6.1.7 and 6.3.6 (in respect of Shares held in certificated form) or sub-paragraphs 6.2.5 and 6.3.6 (in respect of Shares held in uncertificated form) of this Part 3;
  - 8.3.2 in respect of Shares held in certificated form, such Shareholder inserts in the Tender Form the name and address of a person or agent in a Restricted Jurisdiction to whom they wish the consideration to which they are entitled pursuant to the Tender Offer to be sent; or
  - 8.3.3 the Tender Form received from such Shareholder is in an envelope postmarked in, or which otherwise appears to the Receiving Agent or Liberum to have been sent from a Restricted Jurisdiction.

Liberum reserves the right, in its absolute discretion, to investigate, in relation to any acceptance, whether the representations and warranties referred to in sub-paragraph 8.3.1 above given by, or on behalf of, any Shareholder are correct and, if such investigation is undertaken and as a result Liberum determines (for any reason) that such representations and warranties are not correct, such acceptance shall not be valid.

- 8.4 If, in connection with making the Tender Offer, notwithstanding the restrictions described in this paragraph 8, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, a Tender Form or any related documents in, into or from a Restricted Jurisdiction or uses the mails, any means or instrumentality (including, without limitation, facsimile transmission, email, other electronic transmission and telephone) of interstate or foreign commerce or any facility of a national, state or other securities exchange of any Restricted Jurisdiction in connection with such forwarding, such persons should:
- 8.4.1 inform the recipient of such fact;
  - 8.4.2 explain to the recipient that such action may invalidate any purported acceptance by the recipient; and
  - 8.4.3 draw the attention of the recipient to this paragraph 8.
- 8.5 The provisions of this paragraph 8 and any other terms of the Tender Offer relating to persons resident in jurisdictions outside the United Kingdom or to persons who are citizens, residents or nationals of countries other than the United Kingdom may be waived, varied or modified as regards specific Shareholders or on a general basis by Liberum in its absolute discretion but only if Liberum is satisfied that such waiver, variance or modification will not constitute or give rise to a breach of applicable securities or other law.
- 8.6 The provisions of this paragraph 8 supersede any terms of the Tender Offer inconsistent herewith.
- 8.7 **Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. Any Overseas Shareholder in any doubt about their position should consult their professional adviser in the relevant jurisdiction.**

## 9 Miscellaneous

- 9.1 Except as contained in this document, no person has been authorised to give any information or make any representations with respect to the Company or the Tender Offer and, if given or made, such other information or representations should not be relied on as having been authorised by the Company or Liberum.
- 9.2 Neither the Company nor Liberum shall have any liability to any person as a result of exercising, or not exercising, any discretion conferred on them or either of them in accordance with the terms and conditions of the Tender Offer.
- 9.3 The provisions of the Contracts (Rights of Third Parties) Act 1999 do not apply to this document or the Tender Form.



## PART 4 – UK TAXATION

The information set out in this Part 4 does not constitute tax advice and is intended only as a general guide to current United Kingdom law and HM Revenue & Customs (“HMRC”) published practice (which are both subject to change at any time, possibly with retrospective effect). Such information relates only to certain limited aspects of the United Kingdom taxation treatment of Shareholders who are resident in the UK for UK tax purposes, who are the beneficial owners of their Shares and who hold their Shares as investments (and not as assets to be realised in the course of a trade, profession or vocation). The statements below may not apply to certain classes of Shareholders such as dealers in securities, collective investment schemes, Shareholders who are exempt from taxation and Shareholders who acquired their Shares by virtue of any office or employment. Nor is the position of any Shareholders who are involved in arrangements to avoid tax or obtain a tax advantage considered. Special rules may apply to such Shareholders. Shareholders in any doubt as to their taxation position should consult an appropriate professional adviser without delay.

### 1 Taxation of Chargeable Gains

A Shareholder who sells Shares to Liberum pursuant to the Tender Offer should be treated, for the purposes of UK taxation, as though the Shareholder has sold them in the normal way through the market to a third party. Accordingly, any such Shareholder who is UK resident for tax purposes may, depending on that Shareholder’s particular circumstances, be subject to UK capital gains tax (or, in the case of a corporate Shareholder, UK corporation tax on chargeable gains) in respect of any gain arising on such sale.

Shareholders who are not resident in the UK for tax purposes will not normally be liable to UK taxation on chargeable gains arising from the sale of their Shares unless those Shares are held through a UK branch or agency or, in the case of a corporate Shareholder, a UK permanent establishment, although they may be subject to foreign taxation depending on their personal circumstances.

Individual Shareholders who are only temporarily not resident in the UK for tax purposes may, depending on their personal circumstances, become liable to capital gains tax under tax anti-avoidance legislation.

**Shareholders who are subject to tax in a jurisdiction other than the UK or who are in any doubt as to the potential tax consequences of selling their Shares are strongly recommended to consult their own professional advisers before making any such sales.**

### 2 Transactions in Securities

The UK tax code contains provisions which permit HMRC to counteract tax advantages arising from certain transactions in securities by (among other things) treating some or all of the proceeds of capital disposals as distributions of income. Generally speaking, however, these provisions should not apply where it can be shown that the transactions in question were entered into for genuine commercial reasons and did not involve as one of their main objects or purposes the obtaining of a tax advantage. Application has not been made to HMRC for clearance as to these matters.

### 3 Stamp Duty and Stamp Duty Reserve Tax (“SDRT”)

The sale of Shares pursuant to the Tender Offer will not give rise to any liability to stamp duty or SDRT for selling Shareholders.

Stamp duty or stamp duty reserve tax at the rate of 0.5 per cent. of the aggregate Tender Price of the Shares purchased by the Company pursuant to the Repurchase Agreement (rounded up to the nearest £5 in the case of stamp duty only), will be payable by the Company on its purchase of such Shares from Liberum.

**If you are in any doubt as to your taxation position you should consult an appropriate professional adviser without delay. The information relating to taxation set out above is a general guide and is not exhaustive. It is based on law and practice currently in force in the UK and is subject to changes therein possibly with retrospective effect.**

## PART 5 – ADDITIONAL INFORMATION

### 1 The City Code on Takeovers and Mergers (“Takeover Code”)

Shareholders should note the following important information relating to certain provisions of the Takeover Code.

Under Rule 9 of the Takeover Code (“**Rule 9**”), any person or group of persons deemed to be acting in concert who acquires an interest in shares which carry 30 per cent. or more of the voting rights of a company to which the Takeover Code applies is normally required by the Panel on Takeovers and Mergers (the “Panel”) to make a general offer to shareholders of that company to acquire their shares or request a dispensation from the Panel. Rule 9 also provides that any person or group of persons deemed to be acting in concert who is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights will be unable, without the Panel’s consent, to acquire, either individually or together, any further voting rights in the company without being required to make a general offer to shareholders of that company to acquire their shares. An offer under Rule 9 must be in cash and at the highest price paid by the person required to make the offer or any person acting in concert with him for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Under Rule 37.1 of the Takeover Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 (although a person who is neither a director, nor an investment manager of an investment trust nor acting (or presumed to be acting) in concert with a director or investment manager will not normally incur an obligation to make an offer under Rule 9). However, this exception will not apply when a shareholder not acting in concert with a director or investment manager of an investment trust has acquired an interest in shares at a time when he had reason to believe that such purchase of its own shares by the company would take place.

Therefore, in respect of the Tender Offer, a Shareholder not acting in concert with the Directors or the Investment Manager may incur an obligation under Rule 9 to make a general offer to Shareholders to acquire their Shares if, as a result of the purchase by the Company of its own Shares from other Shareholders, that Shareholder comes to hold or acquire an interest in 30 per cent. or more of the Shares following the Tender Offer and that Shareholder has purchased Shares or an interest in Shares on or after 9 February 2022, being the date when that Shareholder had reason to believe that the Company would purchase its own Shares pursuant to the Tender Offer.

As at 24 February 2022, City of London Investment Management Company Limited (“**City of London**”) held 17,138,317 Shares, representing approximately 27.08 per cent. of the ordinary share capital of the Company (excluding Shares held in treasury). In the event that the Tender Offer becomes wholly unconditional and assuming that (i) the maximum number of Shares that can be tendered under the Tender Offer are validly tendered by all other Shareholders and (ii) City of London does not participate in the Tender Offer, it is expected that City of London’s interest in Shares will exceed 30 per cent. and increase up to approximately 30.08 per cent. of the issued ordinary share capital of the Company following completion of the Tender Offer (excluding Shares held in treasury).

The Company has consulted with the Panel in relation to the Tender Offer. The Panel has confirmed on an ex parte basis to the Company that City of London should be treated as an “innocent bystander” in relation to any increase in its holdings of Shares as a result of an on-market share buyback, and the Panel has further confirmed that it will not require City of London to make a mandatory offer under Rule 9 of the Code on the grounds that its interest in the ordinary share capital of the Company will increase only as a result of the purchase by the Company of its own shares pursuant to the Tender Offer.

### 2 Repurchase Agreement

By a repurchase agreement between the Company and Liberum dated 28 February 2022, the Company has agreed to purchase, and Liberum has agreed to sell to the Company, as an on-market purchase and at a price per Share equal to the Tender Price, all of the Shares purchased by Liberum pursuant to the Tender Offer, such purchase and sale to be completed immediately following the purchase of those Shares by Liberum.

Under the Repurchase Agreement, which is conditional on the Tender Offer becoming unconditional in all respects and not lapsing or terminating in accordance with its terms, the Company shall pay an amount equal to the aggregate amount paid by Liberum for the successfully tendered Shares purchased by Liberum pursuant to and in accordance with the terms of the Tender Offer to a non-interest bearing account with the Receiving Agent held to the order of the Company on the Business Day immediately preceding the date on which the Shares are purchased pursuant to the Tender Offer by Liberum.

The Repurchase Agreement contains representations and warranties from the Company in favour of Liberum and incorporates an indemnity in favour of Liberum in respect of any liability which it may suffer in relation to its performance pursuant to the Tender Offer.

The Repurchase Agreement also contains certain representations, warranties and undertakings from Liberum in favour of the Company concerning its authority to enter into the agreement and to make the purchase of Shares pursuant to the Tender Offer.

### **3 General**

- 3.1 Apart from the responsibilities and liabilities, if any, which may be imposed on Liberum by FSMA or the regulatory regime established under FSMA, Liberum accepts no responsibility whatsoever for the contents of this document or for any other statement made or purported to be made by it or on its behalf in connection with the Company or the Tender Offer. Liberum accordingly disclaims all and any liability whether arising in tort or contract or otherwise (save as referred to earlier in this paragraph) which it might otherwise have in respect of this document or any such statement. Liberum has given and not withdrawn its written consent to the issue of this document with the inclusion of its letter and with the references to its name in the form and context in which they are included.
- 3.2 Assuming the Tender Offer is subscribed in full, the costs in connection with the Tender Offer are estimated to be approximately £244,000 (inclusive of VAT, but excluding portfolio realisation costs and stamp duty). All costs in relation to the Tender Offer will be borne by Shareholders participating in the Tender Offer. Shareholders should note that if the Board and Liberum reasonably consider the fixed costs of the Tender Offer to be excessive relative to the number of Shares tendered, the Tender Offer may not proceed.

### **4 Documents Available for Inspection**

Copies of this document will be available for inspection at the offices of Stephenson Harwood LLP at 1 Finsbury Circus, London EC2M 7SH during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this document until the completion, lapse or termination of the Tender Offer.

## PART 6 – DEFINITIONS

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

<b>“Act”</b>	the Companies Act 2006, as amended
<b>“ARAN message”</b>	a registrar’s adjustment message (as defined in the CREST Manual)
<b>“Articles”</b>	the Company’s articles of association for the time being in force
<b>“Balance Sheet Commitment”</b>	has the meaning given to it in paragraph 3 of Part 1 ( <i>Letter from the Chairman</i> ) of this Circular
<b>“Basic Entitlement”</b>	10 per cent. of the Shares registered in that Shareholder’s name as at the Record Date, rounded down to the nearest whole number
<b>“Board” or “Directors”</b>	the board of directors of the Company, including any duly constituted committee thereof
<b>“Business Day”</b>	any day other than a Saturday, Sunday or public holiday in England and Wales on which clearing banks are open for general banking business
<b>“certificated” or “in certificated form”</b>	not in uncertificated form
<b>“Circular”</b>	this document
<b>“Commitment Agreement”</b>	the commitment agreement entered into between the Company, the Investment Manager and Gresham House on 9 February 2022 in connection with the proposals described in this document
<b>“Company”</b>	Strategic Equity Capital plc
<b>“Company Secretary”</b>	Juniper Partners Limited
<b>“CREST”</b>	the facilities and procedures for the time being of the relevant system of which Euroclear has been approved as operator pursuant to the Uncertificated Securities Regulations 2001
<b>“CREST Manual”</b>	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Services Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms
<b>“Excess Tender”</b>	a Shareholder validly tendering more than its Basic Entitlement
<b>“FCA”</b>	Financial Conduct Authority
<b>“Form of Proxy”</b>	the personalised form of proxy accompanying this document for use at the General Meeting
<b>“FSMA”</b>	Financial Services and Markets Act 2000 (as amended)
<b>“General Meeting”</b>	the general meeting of the Company convened for at 11.00 a.m. on 23 March 2022

<b>“Gresham House”</b>	Gresham House plc
<b>“Investment Management Agreement”</b>	the investment management agreement dated 14 May 2020 entered into between the Company, the Investment Manager and Aberdeen Standard Gresham House Investment Management Limited
<b>“Investment Manager”</b>	Gresham House Asset Management Limited
<b>“Liberum”</b>	Liberum Capital Limited
<b>“NAV”</b>	in relation to the Company, the net asset value of the Company calculated in accordance with the Company’s normal accounting policies, or, in relation to a Share, the net asset value of the Company as so calculated divided by the number of Shares in issue on the relevant date of calculation (excluding any Shares held in treasury)
<b>“New Buyback Policy”</b>	the new buyback policy to be adopted by the Company as described in paragraph 2 of Part 1 ( <i>Letter from the Chairman</i> ) of this Circular
<b>“Overseas Shareholders”</b>	a Shareholder who is resident in, or a citizen of, a jurisdiction outside the United Kingdom
<b>“Qualifying Quarter”</b>	has the meaning given to it in paragraph 3 of Part 1 ( <i>Letter from the Chairman</i> ) of this Circular
<b>“Receiving Agent”</b>	Computershare Investor Services PLC
<b>“Record Date”</b>	6.00 p.m. on 18 March 2022
<b>“Reinvestment Commitment”</b>	has the meaning given to it in paragraph 3 of Part 1 ( <i>Letter from the Chairman</i> ) of this Circular
<b>“Register”</b>	the register of Shareholders
<b>“Regulatory Information Service”</b>	a regulatory information service approved by the FCA and on the list of regulatory information services maintained by the FCA
<b>“Repurchase Agreement”</b>	the repurchase agreement dated 28 February 2022 and entered into between the Company and Liberum, the terms of which are summarised in paragraph 2 of Part 5 ( <i>Additional Information</i> ) of this Circular
<b>“Resolution”</b>	the special resolution to be proposed at the General Meeting in connection with the Tender Offer
<b>“Restricted Jurisdiction”</b>	any of the following jurisdictions: Australia; Canada; Japan; New Zealand; the Republic of South Africa; or the United States
<b>“Shareholders”</b>	holders of Shares
<b>“Shares”</b>	shares of 10p nominal value each in the capital of the Company
<b>“Share Buyback Authority”</b>	the authority obtained at the Company’s annual general meeting held on 10 November 2021 for the Company to make market purchases of up to 9,488,197 Shares (being 14.99 per cent. of the Company’s issued ordinary share capital as at 28 September 2021)

<b>“Share Buyback Programme”</b>	the share buyback programme to be implemented by the Company, as described in paragraph 2 of Part 1 ( <i>Letter from the Chairman</i> ) of this Circular
<b>“Tender Form”</b>	the tender form issued by the Company for use by Shareholders in connection with the Tender Offer
<b>“Tender Offer”</b>	the invitation by Liberum to Shareholders (other than Restricted Shareholders) to tender, in aggregate, up to 10 per cent. of the Shares in issue on the Record Date (excluding any Shares held in treasury)
<b>“Tender Price”</b>	the price which shall be paid for a validly tendered Share calculated in accordance with paragraph 4 of Part 3 ( <i>Terms and Conditions of the Tender Offer</i> ) of this Circular
<b>“uncertificated form” or “in uncertificated form”</b>	recorded in the Register as being held in uncertificated form in CREST and title to which may be transferred by means of CREST
<b>“United Kingdom” or “UK”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“United States” or “US”</b>	the United States of America, its jurisdictions and possession, any state of the United States and the District of Columbia

## NOTICE OF GENERAL MEETING

# Strategic Equity Capital plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05448627)  
(An investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that a General Meeting of Strategic Equity Capital plc (the “**Company**”) will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 11.00 a.m. on 23 March 2022 to consider and, if thought fit, approve the following special resolution:

### SPECIAL RESOLUTION

1. **THAT**, without prejudice to, and in addition to, and not in substitution for, any existing authorities, the Company be and is hereby authorised for the purpose of section 701 of the Companies Act 2006 (the “**Companies Act**”) to make market purchases (within the meaning of section 693 of the Companies Act) of its issued ordinary shares of 10 pence each (the “**Shares**”) provided that:
  - (i) the maximum aggregate number of Shares hereby authorised to be purchased is 6,329,685 Shares, which is equal to 10 per cent. of the Company’s issued Share capital as at 25 February 2022 (being the latest practicable date prior to the publication of this notice), excluding any Shares held in treasury;
  - (ii) the price which shall be paid for a Share shall be the Tender Price (as defined in the circular to shareholders dated 28 February 2022 of which this notice forms part (the “**Circular**”)), which shall be both the maximum and minimum price for the purposes of section 701 of the Companies Act;
  - (iii) unless previously renewed, revoked or varied the authority hereby conferred shall expire at midnight on the earlier of (a) the date on which the maximum number of Shares authorised to be purchased pursuant to this Resolution have been purchased by the Company; and (b) 30 June 2022, save that the Company may before such expiry make a contract or contracts to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares in pursuance of any such contract or contracts; and
  - (iv) subject to the provisions of the Companies Act, any of the Shares so acquired shall be cancelled.

Terms defined in the Circular shall have the same meaning in this Notice, save where the context otherwise requires.

By order of the Board

**Juniper Partners Limited**  
*Company Secretary*

28 February 2022

*Registered Office*  
1 Finsbury Circus  
London EC2M 7SH

**Notes:**

- 1 The Company specifies that only those Shareholders registered on the register of members of the Company as at 6.00 p.m. on 18 March 2022 (or in the event that the meeting is adjourned, only those Shareholders registered on the register of members of the Company as at 6.00 p.m. on the day which is 48 hours prior to the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the General Meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 2 A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the meeting. A proxy need not be a member of the Company. If multiple proxies are appointed they must not be appointed in respect of the same Shares. To be effective, the enclosed Form of Proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 48 hours before the time of the meeting.

The appointment of a proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every share of which he/she is the holder.

The termination of the authority of a person to act as proxy must be notified to the Company in writing. In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority shall be determined by the order in which the names of the holders stand in the register.

Any question relevant to the business of the General Meeting may be asked at the meeting by anyone permitted to speak at the meeting. You may alternatively submit your question in advance by letter addressed to the Company Secretary at the registered office or by email to [cosec@junipartners.com](mailto:cosec@junipartners.com).
- 3 A person to whom this notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
- 4 The statements of the rights of members in relation to the appointment of proxies in Note 2 above do not apply to a Nominated Person. The rights described in that Note can only be exercised by registered members of the Company.
- 5 As at 25 February 2022 (being the last business day prior to the publication of this notice) the Company's issued share capital amounted to 63,296,844 Shares (excluding 6,562,047 Shares held in treasury) carrying one vote each and the total number of voting rights was 63,296,844.
- 6 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Shares.
- 7 In accordance with Section 319A of the Companies Act, the Company must cause any question relating to the business being dealt with at the meeting put by a member attending the meeting to be answered. No such answer need be given if:
  - (a) to do so would:
    - (i) interfere unduly with the preparation for the meeting, or
    - (ii) involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question; or
  - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 8 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, in order to be valid, must be transmitted so as to be received by the Company's agent ID 3RA50 by the latest time for receipt of proxy appointments specified in Note 2 above.



For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

- 9 Defined terms in this notice of General Meeting and the Resolutions have the same meanings as given to them in the circular published by the Company dated 28 February 2022 save where the context requires otherwise.
- 10 A copy of the notice of this meeting is available on the Company's website: <https://greshamhouse.com/strategic-equity/public-equity/strategic-equity-capital-plc/>.