

EVERCORE

The Board of Directors
Gresham House plc
80 Cheapside
London
EC2V 6EE
United Kingdom

4 August 2023

Dear Sir/Madam,

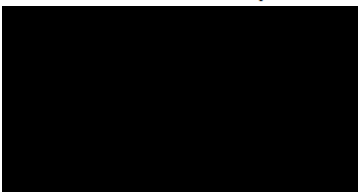
Recommended final cash offer for Gresham House plc by Seed Bidco Limited, which is a company controlled by funds advised by Searchlight Capital Partners UK, L.P. and its affiliates (the “Acquisition”).

We refer to the letters listed below to be sent to Gresham House Share Plan Participants (as defined in the scheme document to be sent to the shareholders of Gresham House plc on or around 4 August 2023 in connection with the Acquisition) on or around 4 August 2023 in accordance with Rule 15 of the City Code on Takeovers and Mergers (the “**Rule 15 Letters**”), near final drafts of which are attached and initialled by us for identification purposes:

- Gresham House – Rule 15 Proposal – BSM
- Gresham House – Rule 15 Proposal – PSP (JT)
- Gresham House – Rule 15 Proposal – PSP (Mobeus)
- Gresham House – Rule 15 Proposal – PSP (ReSI)
- Gresham House – Rule 15 Proposal – PSP (SE Individual)
- Gresham House – Rule 15 Proposal – PSP (SE Team)
- Gresham House – Rule 15 Proposal – PSP
- Gresham House – Rule 15 Proposal – SAYE

In accordance with Rule 23.2 of the City Code on Takeovers and Mergers, we have given and not withdrawn our consent to the inclusion of and references to our name in the Rule 15 letters in each case in the form and context in which it appears.

Yours faithfully,



Edward Banks
For and on behalf of Evercore Partners International LLP