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If you sell or transfer or have sold or otherwise transferred all of your Existing Ordinary Shares before 1 November 2019 (being the date when the Existing Ordinary Shares were marked 'ex' entitlement to the Open Offer), please immediately forward this document, together with the accompanying Form of Proxy and Application Form along with the accompanying reply-paid envelope (for use within the UK only), but not any accompanying personalised Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately and refer to the information regarding split applications in the Application Form (if relevant).

The total consideration under the Open Offer shall be less than €8 million (or an equivalent pounds sterling amount) in aggregate and so, in accordance with section 85 and schedule 11A of FSMA, the Open Offer does not require the issue of a prospectus for the purposes of the Prospectus Rules. The Placing Shares are only available to qualified investors for the purposes of the Prospectus Directive or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Therefore, neither the Placing nor the Open Offer constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body and has not been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules. It is emphasised that no application is being made for the admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List of the United Kingdom Listing Authority.

The Directors, whose names appear on page 1 of this document, accept responsibility, collectively and individually, for the information contained in this circular (including any expressions of opinion. To the best of the knowledge of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Subject to, inter alia, the passing of the Resolutions at the General Meeting, it is expected that Admission will become effective, and that dealings in the New Ordinary Shares will commence, on or around 20 November 2019. The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.

XEROS TECHNOLOGY GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 08684474)

Placing of 505,000,000 new Ordinary Shares at 1 pence per share

and

Open Offer of a maximum of 199,932,635 new Ordinary Shares at 1 pence per share

and

Notice of General Meeting



as nominated adviser, broker and bookrunner

This document should be read as a whole. However, your attention is drawn to the letter from the Chairman of the Company which is set out in this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

finnCap Group plc ("**finnCap**"), which is authorised and regulated in the UK by the FCA, as nominated adviser, broker and bookrunner, is acting exclusively for the Company and no one else in relation to the Placing and Admission. finnCap is not acting for, and will not be responsible to, any person other than the Company and no one else for providing the protections afforded to clients of finnCap or for advising any other person on the contents of this document or any transaction or arrangement referred to herein. The responsibility of finnCap as nominated adviser under the AIM Rules is owed solely to the London Stock Exchange and not to the Company or its Directors or any other person. finnCap has not authorised the contents of this document and, apart from

the responsibilities and liabilities, if any, which may be imported on finnCap by FSMA or the regulatory regime established thereunder, no liability is accepted by finnCap for the accuracy of any information or opinions contained in or for the omission of any information from this document, for which the Company and the Directors are solely responsible.

Notice of a general meeting of the Company to be held at the offices of Squire Patton Boggs (UK) LLP at 7 Devonshire Square, London EC2M 4YH at 10.00 a.m. on 19 November 2019 is set out at the end of this document. Shareholders will find the Form of Proxy for use at the General Meeting accompanying this document. The Form of Proxy should be completed and returned to the Registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 17 November 2019 (or, in the case of an adjournment of the general meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

A copy of this document will be made available at the Company's website, www.xerostech.com. The contents of the Company's website or any website directly or indirectly linked to the Company's website do not form part of this document.

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

The distribution of this document and the offer of the New Ordinary Shares in certain jurisdictions may be restricted by law. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside of the UK into whose possession this document comes should inform themselves about and observe any such restrictions.

This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for New Ordinary Shares in any jurisdiction. This document must not be distributed to a US person (as such term is defined in the US Securities Act of 1933, as amended (the "**Securities Act**")) or within or into the United States, Canada, Japan, South Africa, or Australia. The New Ordinary Shares have not been and will not be registered under the Securities Act, and may not be offered or sold or subscribed, directly or indirectly, within the United States, Canada, Japan, South Africa, or Australia or to or by any US Person (as such term is defined in Regulation S promulgated under the Securities Act) or any national resident or citizen of Canada, Japan, South Africa, or Australia or any corporation, partnership or other entity created or organised under the laws thereof.

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

CAUTIONARY NOTICE REGARDING FORWARD LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "targets", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. No statement in this document is intended to be a profit forecast and no statement in this document should be interpreted to mean that earnings per share of the Company for the current or future years would necessarily match or exceed the historical published earnings per share of the Company.

By their nature, forward-looking statements involve risks and uncertainties because they relate to future events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this document, those results or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements that the Company makes in this document speak only as of the date of such statement, and none of the Company or the Directors undertake any obligation to update such statements unless required to do so by applicable law. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors:	David Christopher Armfield (<i>Non-Executive Chairman</i>) Mark James Nichols (<i>Chief Executive Officer</i>) Paul Michael Denney (<i>Chief Financial Officer</i>) David Graham Baynes (<i>Non-Executive Director</i>)
All of whose business address is	The Company's registered office
Company Secretary:	Paul Michael Denney
Registered Office:	Xeros Technology Group plc Unit 2, Evolution Advanced Manufacturing Park Whittle Way Catcliffe Rotherham South Yorkshire S60 5BL
Nominated Adviser, Broker and Bookrunner:	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Solicitors to the Company:	Squire Patton Boggs (UK) LLP 7 Devonshire Square London EC2M 4YH
Solicitors to finnCap:	Freeths LLP 1 Vine Street London W1J 0AH
Auditors:	Grant Thornton UK LLP 1 Whitehall Riverside Leeds LS1 4BN
Registrars:	Neville Registrars Limited Neville House Steelpark Road Halesowen B62 8HD

PLACING AND OPEN OFFER STATISTICS

Closing Price per Existing Ordinary Share ⁽¹⁾	5.17 pence
Basis of Open Offer	7 Open Offer Shares for every 9 Existing Ordinary Shares
Issue Price per New Ordinary Share	1 pence
Discount to Closing Price per Existing Ordinary Share	80.66%
Number of Ordinary Shares in issue as at the date of this document	257,056,245
Number of New Ordinary Shares to be issued by the Company pursuant to the Placing	505,000,000
Placing Shares as a percentage of the Enlarged Share Capital immediately following Admission ⁽²⁾	52.5%
Number of New Ordinary Shares to be issued by the Company pursuant to the Open Offer ⁽²⁾	199,932,635
Open Offer Shares as a percentage of the Enlarged Share Capital immediately following Admission ⁽²⁾	20.78%
Total number of New Ordinary Shares to be issued by the Company pursuant to the Placing and Open Offer ⁽²⁾	704,932,635
Total number of New Ordinary Shares as a percentage of the Enlarged Share Capital immediately following Admission ⁽²⁾	73.28%
Number of Ordinary Shares in issue immediately following Admission ⁽²⁾	961,988,880
Estimated Net Proceeds ⁽³⁾	£6.6 million
Ordinary Share ISIN	GB00BJFLLV84
SEDOL	BJFLLV8
Basic Entitlements ISIN	GB00BJRCF956
Excess Entitlements ISIN	GB00BJRCFB75

(The above assumes that there are no further issues of Ordinary Shares between the date of this document and Admission).

Notes:

1. As at 30 October 2019, being the last working day prior to the announcement of the Placing and Open Offer.
2. Assuming successful applications are received for all available Open Offer Shares.
3. Based on the Estimated Expenses and assuming successful applications are received for all available Open Offer Shares.

EXPECTED TIMETABLE OF KEY EVENTS

2019

Announcement of the Placing and Open Offer	31 October
Record Date for entitlements under the Open Offer	6.00pm on 30 October
Ex-entitlement date for the Open Offer	7.00am on 1 November
Posting of this document, the Form of Proxy and, to Qualifying Non-CREST Shareholders only, the Application Form	1 November
Basic Entitlements and Excess Entitlements credited to stock accounts of Qualifying CREST Shareholders	8.00am 4 November
Recommended latest time for requesting withdrawal of Basic Entitlements and Excess Entitlements from CREST	4.30 p.m. 11 November
Latest time and date for depositing Basic Entitlements and Excess Entitlements into CREST	3.00 p.m. 11 November
Latest time and date for splitting of Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. 14 November
Latest time and date for receipt of Forms of Proxy or electronic proxy appointments for use at the General Meeting	10.00 a.m. on 17 November
Latest time and date for receipt of completed Application Forms from Qualifying Non-CREST Shareholders and payment in full under the settlement of relevant CREST instructions (as appropriate)	11.00 a.m. 18 November
General Meeting	10.00 a.m. on 19 November
Announcement of the results of the General Meeting and Open Offer	Before 6.30pm on 19 November
Issue of the New Ordinary Shares	20 November
Admission and commencement of dealings in the New Ordinary Shares	20 November
CREST Members' accounts credited in respect of New Ordinary Shares in uncertificated form	20 November
Expected despatch of definitive share certificates for New Ordinary Shares in certificated form	week commencing 25 November

(Note: each of the above dates is subject to change at the absolute discretion of the Company or finnCap. All events listed in the above timetable following the General Meeting are conditional on, *inter alia*, the passing of the Resolutions at the General Meeting. All of the above times refer to London times).

DEFINITIONS

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

" Admission "	the admission of the New Ordinary Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules
" AIM "	a market operated by the London Stock Exchange
" AIM Rules "	the rules for AIM companies and their nominated advisers issued by the London Stock Exchange
" Application Form "	the personalised application form accompanying this document on which Qualifying Non-CREST Shareholders may apply for Open Offer Shares under the Open Offer
" Basic Entitlement(s) "	the pro rata entitlement of Qualifying Shareholders to subscribe for 7 Open Offer Shares for every 9 Existing Ordinary Shares registered in their name as at the Record Date, on and subject to the terms of the Open Offer
" bona fide market claim "	has the meaning given to it on page 32
" Closing Price "	the closing middle market quotation of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange on 30 October 2019
" Company "	Xeros Technology Group plc (company number: 08684474)
" CREST "	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
" CREST Manual "	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996, as amended)
" CREST Member "	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
" CREST Regulations "	The Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
" CREST Sponsor "	a CREST participant admitted to CREST as a sponsor
" CREST Sponsored Member "	a CREST Member admitted to CREST as a sponsored member
" Directors " or " Board "	the board of directors of the Company
" Enlarged Share Capital "	the issued share capital of the Company immediately following Admission comprising the Existing Ordinary Shares and the New Ordinary Shares
" Estimated Expenses "	the estimated expenses incurred in connection with the Placing and Open Offer, being £436,000

"EU"	the European Union
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Excess Application" or "Excess Shares"	Open Offer Shares which may be applied for by Qualifying Shareholders under the Excess Application Facility
"Excess Application Facility"	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Basic Entitlements in accordance with the terms and conditions of the Open Offer
"Excess Entitlement(s)"	in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement (in addition to the Basic Entitlement) to apply for Excess Shares up to the number of Open Offer Shares credited to his stock account in CREST pursuant to the Excess Application Facility, which may be subject to scaling down according to the Directors' absolute discretion
"Existing Ordinary Shares"	the 257,056,245 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM and being the entire issued ordinary share capital of the Company
"FCA"	the UK's Financial Conduct Authority
"finnCap"	finnCap Ltd, Nominated advisor, Broker and Bookrunner.
"Form of Proxy"	the form of proxy for use in connection with the General Meeting accompanying this document
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"Fundraising"	together the Placing and Open Offer
"General Meeting"	the general meeting of the Company convened for 10.00 a.m. on 19 November 2019 to approve the Resolutions, or any adjournment thereof, notice of which is set out at the end of this document
"Gross Proceeds"	the proceeds from the issue of the New Ordinary Shares, prior to the deduction of the Estimated Expenses, being up to approximately £7.05 million
"Group"	the Company and its subsidiaries Xeros Limited, Xeros Inc., Xeros High Performance Work Wear, Inc. and Xeros Environmental Protection Technology (Shanghai) Co., Ltd.
"ISIN"	International Securities Identification Number
"Issue Price"	1 pence per New Ordinary Share
"Listing Rules"	the listing rules of the FCA made in accordance with section 73A(2) of FSMA
"London Stock Exchange"	London Stock Exchange plc
"Money Laundering Regulations"	the Money Laundering Regulations 2007, the money laundering provisions of the Criminal Justice Act 1993, Part VIII of FSMA (together with the provisions of the Money Laundering Sourcebook of the FCA and the manual of guidance produced by the Joint Money Laundering Steering

	Group in relation to financial sector firms), the Terrorism Act 2000, the Anti Terrorism Crime and Security Act 2001, the Proceeds of Crime Act 2002 and the Terrorism Act 2006
"Net Proceeds"	the proceeds from the issue of the New Ordinary Shares, after the deduction of Estimated Expenses, being up to £6.6 million
"New Ordinary Shares"	the Placing Shares and the Open Offer Shares
"Notice of General Meeting"	the notice of the General Meeting set out at the end of this document
"OEM"	an original equipment manufacturer
"Open Offer"	the invitation to Qualifying Shareholders to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document and in the case of Qualifying Non-CREST Shareholders only, the Application Form
"Open Offer Shares"	199,932,635 New Ordinary Shares for which Qualifying Shareholders are being invited to apply, to be issued pursuant to the terms of the Open Offer
"Ordinary Shares"	ordinary shares of 0.15 pence each in the capital of the Company
"Overseas Shareholders"	shareholders with registered addresses outside the United Kingdom or who are citizens or residents of countries outside the United Kingdom
"Placing"	the proposed placing by finnCap, as agents to the Company, of the Placing Shares at the Issue Price on a non-pre-emptive basis, on the terms and conditions set out in the Placing Agreement
"Placing Agreement"	the agreement between the Company and finnCap dated 31 October 2019 in connection with the Placing
"Placing Shares"	505,000,000 New Ordinary Shares to be allotted and issued to new and existing institutional investors by the Company pursuant to the Placing
"Prospectus Directive"	directive 2003/71/EC on the requirements for a prospectus to be published when securities are offered to the public or admitted to trading
"Prospectus Rules"	the prospectus rules published by the FCA pursuant to section 73A of FSMA
"Qualifying CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares in CREST in uncertificated form at the Record Date
"Qualifying Non-CREST Shareholders"	Qualifying Shareholders holding Ordinary Shares in certificated form at the Record Date
"Qualifying Shareholders"	holders of Ordinary Shares on the register of members of the Company at the Record Date with the exclusion of Shareholders with a registered address or who are resident in any Restricted Jurisdiction
"Record Date"	close of business on 30 October 2019

"Registrar"	Neville Registrars Limited
"Resolutions"	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting at the end of this document
"Restricted Jurisdiction"	each and any of the US, Canada, Japan, South Africa and Australia and any other jurisdiction where the extension or the availability of the Open Offer would breach any applicable law
"RIS"	a regulatory information service as defined by the Listing Rules
"SeaLion"	Jiangsu SeaLion Technology Development Co., Ltd
"Securities Act"	the US Securities Act of 1933
"SEDOL"	Stock Exchange Daily Official List
"Shareholders"	holders of Ordinary Shares
"Takeover Code"	City Code on Takeovers and Mergers published by the Panel
"UK"	United Kingdom
"US" or "United States"	United States of America
"USE"	an unmatched stock event

All references in this document to "£", "pence", "p" or "pounds sterling" are to the lawful currency of the UK, all references to "US\$" or "\$" are to the lawful currency of the United States

PART I
LETTER FROM THE CHAIRMAN OF
XEROS TECHNOLOGY GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with number 08684474)

Directors:

David Armfield
Mark Nichols
Paul Denney
David Baynes

Registered Office:

Xeros Technology Group plc
Unit 2, Evolution
Advanced Manufacturing Park
Whittle Way
Catcliffe
Rotherham
South Yorkshire
S60 5BL

1 November 2019

Dear Shareholder,

PROPOSED PLACING OF 505,000,000 NEW ORDINARY SHARES
AT 1 PENCE EACH AND
OPEN OFFER OF A MAXIMUM OF 199,932,635 NEW ORDINARY SHARES
AT 1 PENCE EACH

1. INTRODUCTION

Further to the announcement of 14 August 2019 in which the Board stated its intention to raise further equity share capital the Company is pleased to confirm today that it has now conditionally raised £5,050,000 before fees and expenses by way of the Placing at the Issue Price with existing and new institutional investors at an Issue Price of 1 pence per Placing Share.

At the same time, the Board has today also set out its intention to raise up to a further £1,999,326.35 before fees and expenses (assuming full take up of the Open Offer) by way of the Open Offer to all Qualifying Shareholders to provide them with the opportunity to participate in the Fundraising at the Issue Price. The Open Issue is being conducted on the basis of 7 Open Offer Shares for every 9 Existing Ordinary Shares held on the Record Date. Qualifying Shareholders subscribing for their full Basic Entitlement under the Open Offer may also apply for additional Open Offer Shares through the Excess Application Facility. The Open Offer is not being underwritten.

The Issue Price represents a discount of 80.66% to the Closing Price, being the latest practical date prior to the publication of this document. The Placing Shares and Open Offer Shares will represent, respectively, approximately 52.5% and 20.78% of the Company's issued ordinary share capital following Admission (assuming the Open Offer Shares are taken-up in full).

The total amount that the Company could therefore raise under the Placing and Open Offer is approximately £7.05 million (before expenses), assuming that the Open Offer is fully subscribed.

For the Placing and Open Offer to proceed, the Company requires Shareholders' approval to authorise the Directors to allot the New Ordinary Shares and disapply pre-emption rights in relation to the issue of the New Ordinary Shares. I am writing to provide you with details of the Placing and Open Offer and to give you notice of the General Meeting to consider and, if thought fit, approve the Resolutions to grant these authorities. The General Meeting is to be held at the offices of Squire Patton Boggs (UK) LLP at 7 Devonshire Square, London EC2M 4YH at 10.00 a.m. on 19 November 2019. The formal notice of General Meeting is set out at the end of this document.

The Net Proceeds are intended to be used to fund the Group's operations (as more particularly described below) through to the end of 2020 and the Directors will seek to raise further funds at the end of 2020, if not sooner. The Directors believe the Group will be generating sufficient cashflows to be break-even by the end of 2021.

2. BACKGROUND ON XEROS

2.1 Products

Xeros Technology Group Plc has a platform technology that is transforming a number of water intensive industrial and commercial processes. The Company has developed and patented a range of products to significantly reduce the volume of water used in a number of applications and to increase the efficiency and effectiveness in either affixing or removing molecules from soft substrates such as fabrics and garments. Xeros' products deliver significant economic and operational benefits as well as enhanced sustainability through lower water, chemical and energy consumption.

Xeros has three proprietary products: XOrb™, XDrum™ and XFiltra™. They are applied in the production of garments and fabrics and their cleaning both in domestic and commercial environments.

XOrb is a patented polymer sphere and is used in the washing or dyeing of soft substrates such as garments and fabrics. It significantly reduces the amount of water used and enables the remaining water to become far more efficient and effective in either affixing or removing molecules, the result being significant improvements in economic, operational, product and sustainability outcomes. Xeros' XOrb products are already being applied in the fields of cleaning, tanning and textiles. Xeros uses nylon based XOrbs in applications to remove molecules from materials and polypropylene to affix molecules into materials.

XDrum is a patented, simple, low cost machine drum design which enables XOrbs to be introduced into and subsequently removed from process cycles in Xeros' chosen markets. The design gives rotating drum machine Original Equipment Manufacturers ('OEMs') in the fields of garment manufacture and cleaning, the ability to make simple and low cost changes in their production lines to incorporate the Company's XOrb technology. XDrams store XOrbs in a storage compartment at the back of the drum prior to being released into the process cycle where they interact with the garments and fabrics using less water, chemistry and energy whilst simultaneously enhancing performance outcomes. When the cycle is finished, the drum rotation is programmed to return the XOrbs back to their storage compartment, ready for the next cycle. The XDrum design is applicable to domestic and commercial washing machines as well as garment dyeing and finishing machines used in the textiles industry. The Group has already signed multiple agreements to develop and license its XDrum and XOrbs products in major commercial and domestic markets.

XFiltra is a patented in-machine filtration design which prevents harmful micro-plastics generated by washing cycles from being released into the aqua-cycle. Its design separates and dries micro-particulate matter from washing machines effluent using centrifugal force. Filtration levels are being achieved to a level in excess of 99%. Plastics released from synthetic clothing during washing cycles is one of the largest sources of primary micro-plastic pollution. Xeros' design solution to address this global problem was featured in the BBC series 'Blue Planet UK' broadcast in March 2019. Though it is in its early stages in terms of commercial deployment, the Directors anticipate the XFiltra design to be incorporated into domestic and commercial size washing machines by OEMs. The Company announced the publication of its first patent application for XFiltra in July 2019.

In order to commercialise its products and protect future revenue streams, the Company has built a comprehensive portfolio of over 40 patent families which are either granted or in application. The patents cover the Company's product designs and the processes within which they are applied. The lifetime for a number of the Company's core patents extends into the mid/end 2030s. The Group also has significant levels of patent defence and litigation insurance should it need to defend

its patent portfolio and is not aware of any infringement of its intellectual property that could materially affect future revenues.

2.2 Addressing Water Stress

By licensing its products, the Company seeks to help address the water stress that is increasingly being experienced in many parts of the world.

The world's water is a finite resource with 97% of the planet's 1.3 billion km³ of water in our oceans. Of the remaining 3%, 2.5% is inaccessible, for example in polar ice caps or as a result of pollution. Only 0.5% of the world's water is accessible by humans with 80% of this water from ground sources which are being rapidly depleted. Problems caused by this over-extraction include significant shortages in a number of the world's major metropolises and in addition, damage to their infrastructure from subsidence. As a result, there are major demand reductions required to balance demand with the availability of supply.

Water stress is only expected to increase as populations grow. Growth in GDP per capita is also increasing demand in developing countries such as China and India who account for approximately 15% and 19% of the world's withdrawal of water respectively. There is an increasing trend for Governments and regulatory bodies to use water pricing to reduce demand with the implication that the value of Xeros' products will continue to increase. For example, in China in 2017 the National Development and Reform Commission and Ministry of Housing and Urban-Rural Development dictated a nationwide implementation of tiered pricing for non-residential water with the result that parts of China have some of the highest industrial water pricing in the world.

The Company has selected markets where its products can have a significant impact in delivering reductions in water consumption of between 50% and 80%. In addition, they can simultaneously deliver reductions in chemistry of up to 50%, reductions in energy of up to 50% and reductions of effluent production of between 50% and 80%. Consequently, the Company radically improves the sustainability as well as creating a new value pool from significant cost reductions. Pressure to reduce water use and thereby cost, and also to increase the sustainability of the garment product supply chain is intensifying and Xeros' various commercial agreements with some of the largest textile supply chain players in the world is testament to the broad interest for adopting Xeros technology.

A further impact on the aqua-cycle is the pollution from micro-particles entering the world's rivers and oceans from washing clothing and fabrics containing synthetic materials. The washing cycle process is one of the largest primary sources of micro-plastic pollution. The Company's filtration technology, XFiltra, has been developed and patented to address this with increasing evidence that the use of micro-plastic filtration in domestic washing machines will become legislated.

2.3 Xeros Strategy and Business Model

The Group's strategy is to generate high margin returns on its water saving products by licensing them to major companies in large-scale markets which have high water intensity and in geographies facing increasing water scarcity and costs.

Following market studies, the Company selected 7 applications in the textile and cleaning markets as being the most suitable within which to commercialise its products based upon the size of their potential economic returns net of the investment needed to realise them. The Company considers that licensing is the best and fastest means to achieve broad product commercialisation via multiple large-scale partners with strong market positions. Xeros now has multiple development and licensing agreements in cleaning and textiles markets with leading companies.

Ahead of its full migration to a licensing model, the Company previously entered directly into a limited number of operational businesses to prove out the market, economic and technical viability of its products. Having now achieved these objectives, the Company expects that by the end of 2019, it will have exited the vast majority of its direct operations with the result that it will have delivered on its plan to become an asset light/IP rich pure-play licensing business.

As a result, the Board expects the previous low margin revenues from the Group's direct business operations to be replaced with higher margin royalty income from licensing agreements. The Company's expectations are that it will receive royalties in the range of low single to high single digit percentage on the net sales value of machines sold by licensees of commercial and domestic machines incorporating its XDrum product. The Company also expects to receive recurring royalties on the use of its XOrb products by commercial customers with royalties correlating with the value of savings created by them. The Company seeks to receive upfront fees prior to entering license agreements for granting rights of access to its technology and also exclusivity. The Company has yet to formulate the licensing rates and mechanism for XFiltra but envisages it will be an absolute amount for every device manufactured incorporating Xeros' patented design.

Having completed much of the technical development, the Company expects by early 2020 to have a low cost organisation with a low tangible asset base, which is representative of a pure-play licensing business.

The Directors believe that the Group is now well placed to further execute and increase its portfolio of joint development agreements and licence agreements with major companies in its chosen markets and geographies in order to provide it with significant high margin revenue. In doing so it will substantially increase the sustainability and reduce the lifecycle cost of textiles and garments.

Further details regarding the Group's progress in this regard are set out in Section 3 below.

3. PROGRESS

The Company's plan to implement its strategy to become a pure-play license business is in three main areas: firstly, signing and executing license agreements with acceptable levels of royalties with selected partners in target markets/geographies; secondly, exiting operational businesses once market and product viability is proven; and lastly, reducing its cost and asset base to that of a pure-play licensing company.

3.1 Licensing Progress

3.1.1 Cleaning Markets

The Group has made the following progress in commercial and domestic cleaning markets:

- Domestic XDrum washing machines in development in India under license by IFB, India's largest domestic washing machine manufacturer, with machines to be available to their consumers in 2021. Royalties are contractually agreed whereby payments to Xeros are made based upon number and value of machines sold.
- Joint Development Agreement in progress with Wuxi Little Swan in China, a wholly owned subsidiary of Midea, one of the world's largest producers of domestic washing machines.
- Commercial XDrum washing machines now being produced under license by SeaLion, China's largest commercial laundry equipment manufacturer with the first machine installed and operational in September 2019 in a premium Shanghai hotel. Royalties are contractually agreed whereby payments to Xeros are made based upon number and value of machines sold together with a percentage of ongoing customer savings.
- Commercial XDrum washing machines in development in India under license by IFB, India's largest commercial laundry equipment manufacturer, with machines to be available for customers in 2020. Royalties are contractually agreed whereby payments to Xeros are made based upon number and value of machines sold together with a percentage of ongoing customer savings.

3.1.2 Textile Markets

The Group has made the following progress in the textile market:

- Commercial garment finishing XDrum machines have successfully completed their first trials under a Joint Development Agreement with Crystal International Group, the world's largest apparel maker by volume.
- Binding Heads of Terms agreed with Ramsons Garment Finishing Equipment PVT Ltd under which it will develop, manufacture and sell garment finishing machines used in the manufacture of denim jeans incorporating XOrb and XDrum products across Ramsons' range of denim processing machines on an exclusive basis across South Asia and Africa. Xeros expects to finalise a full commercial agreement with Ramsons in by the end of 2019 with garment finishing equipment incorporating Xeros' technology to be available in the market before mid-2020.
- Trials programmes in progress with three globally recognised denim brands with a view to the Company securing recommendation for its products for use in their supply chain.

3.1.3 Tanning Market

The Group has made the following progress in the Tanning market:

- Licensing agreement signed in September 2019 with ESTR Limited for the exclusive worldwide rights to Xeros' patents in the field of tanning. ESTR will pay Xeros a royalty on its worldwide income generated from using Xeros patents with contractual minimums payable from 2022.

3.2 Exit of operational businesses

3.2.1 Hydrofinitiy

Following the transfer in Q1 2019 of all the sales and service for its US hospitality industry customers to channel partners, and the sale of the majority of the Group's US customer lease contracts to channel partners in August 2019 (with Xeros receiving royalties for the use of its technologies in future) the Company announced on 10 September 2019 that it had granted the exclusive rights to the servicing of Hydrofinitiy's hospitality laundry customers in the UK to a specialist commercial laundry equipment vendor/service provider. This materially completes the Group's exit from direct involvement in Hydrofinitiy branded activities.

3.2.2 MarKen

Following a number of approaches by third parties to acquire Xeros' high performance workwear cleaning business in the US ("MarKen"), the Board has approved a sales process for this business whilst simultaneously moving to a technology licensing business model across a broad national and segmental coverage in the US. Xeros' technology is being deployed across a broad customer base with the opportunity now to extend the licensing of its technology in the High Performance Workwear market beyond the US.

3.2.3 Qualus

The Company announced on 26 September 2019 that it had completed the sale of the Group's Tanning business (under the Qualus brand) to ESTR Limited, a company formed by Qualus management team for the purpose, and had entered into a license agreement to license its tanning technology to ESTR Limited.

3.3 Cost Reduction

Following the completion of the majority of the development required both to commercialise its products and to protect the Company's intellectual property with patent filings; together with the exit from Xeros' operational businesses, the Company plans to have a cost base with a monthly cash run rate of £0.6m from January 2020. This represents a reduction of 72% from the average monthly run rate in 2018 of £2.2m.

4. CURRENT TRADING AND OUTLOOK

On 19 September 2019 the Company released its interim results for the six months to 30 June 2019, reporting revenue of circa £1.6m (2018: £1.9m) and narrowing operating losses of £9.1m (2018: £13.0m).

Since the interim results trading has continued in line with the Directors' expectations with the focus for the rest of 2019 and beyond firmly upon:

- successful implementation of existing joint development and licence agreements for the Group's products over the next 18 to 24 months, with the expectation that the Company will reach EBITDA cash break-even by the end of 2021;
- development and signature of additional licence agreements to provide wide geographic commercialisation of the Group's products; and
- management of the Group's cash position by completing the migration to a pure-play licensing business model by the end of 2019 thereby significantly reducing the Group's monthly cash burn run rate. Group cash reserves at the end of September 2019 stood at £2.4m.

Following its exit of direct operations, the Company expects to have a staffing level to execute its licensing activities of approximately 60 personnel at the end of 2019. This compares to 148 at the end of December 2018 and 107 at the end of August 2019. The Company foresees further reductions in its cost base as licensees move to become self-sufficient in the engineering and commercial activities necessary to commercialise Xeros' products.

5. REASONS FOR THE PLACING AND OPEN OFFER AND USE OF PROCEEDS

5.1. Reasons for the Placing and Open Offer

The Directors are of the view, given its current cash burn and its current cash resources, that this is the appropriate time for the Company to request shareholder approval in order to raise further funds through the Placing and Open Offer. The Placing and Open Offer will enable the Company to fund the business operations through to the end of 2020.

Shareholders should be aware that, if the Resolutions are not approved at the General Meeting, the Placing and Open Offer will not occur and the Net Proceeds will not be received by the Company. If this were to happen, the Group would only have sufficient working capital to trade through to December 2019 and in the Directors' view would not be in a position to pursue further the commercial activities of the Group and would need to take immediate steps to protect the position of its creditors.

As further detailed in paragraph 11 below, the Company has received, in aggregate, irrevocable undertakings to vote in favour of the Resolutions to be proposed at the General Meeting in respect of 41,763,129 Existing Ordinary Shares, representing, in aggregate, approximately 16.25% of the existing issued ordinary share capital.

5.2. Use of proceeds

As at 30 September 2019, the Company had existing cash resources of £2.4 million, which together with the Gross Proceeds would result in a pro forma cash balance of between approximately £7.0 million and £9.0 million after expenses, depending on the level of acceptances under the Open Offer.

The gross proceeds of the Placing alone will provide the Company with the funding it requires to fund the Group's operations through to the end of 2020 and the Directors will seek to raise further funds at the end of 2020, if not sooner. The Directors believe the Group will be generating sufficient cashflows to break-even by the end of 2021 on a month by month basis, given the expected successful development of the Group's existing portfolio of licence and joint development agreements and its reduction in its cost base.

6. DETAILS OF THE PLACING AND OPEN OFFER

6.1. The Placing

The Company is proposing to raise approximately £5.05 million (before fees and expenses) by way of a conditional, non-pre-emptive placing of 505,000,000 new Ordinary Shares at the Issue Price.

The Issue Price represents a discount of approximately 80.66% from the Closing Price. The Placing Shares will represent approximately 52.5% of the Enlarged Share Capital following Admission. In order to broaden the Company's institutional investor base and to minimise the time and transaction costs of the Placing, the Placing Shares are only being placed by finnCap with a limited number of existing and new institutional investors. The Placing Shares are not being made available to the public.

The Placing Shares will be issued credited as fully paid and will be identical to and rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all future distributions, declared, paid or made in respect of the Ordinary Shares following the date of Admission.

6.2. Directors' participation in the Placing

It is intended that certain of the Directors will subscribe for Placing Shares at the Issue Price, details of which are set out below:

Director	Number of Existing Ordinary Shares held	Number of Placing Shares being acquired	Total number of Ordinary Shares held following the Placing ¹	Percentage of Enlarged Share Capital ¹
David Armfield	Nil	5,000,000	5,000,000	0.66%
Mark Nichols	500,000	5,000,000	5,500,000	0.72%
Paul Denney	500,000	5,000,000	5,500,000	0.72%

6.3. The Placing Agreement

In connection with the Placing, the Company has entered into the Placing Agreement pursuant to which finnCap has agreed, in accordance with its terms, to use reasonable endeavours to procure subscribers for the Issue Shares at the Issue Price. The Placing is not underwritten. In accordance

¹ Excluding Open Offer Shares

with the terms of the Placing Agreement, the Placing is conditional upon, amongst other things, the passing of the Resolutions, the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission occurring on or before 20 November 2019 (or such later date as finnCap may agree).

The Placing Agreement contains certain warranties given by the Company concerning the accuracy of information given in this circular and the announcement made by the Company in respect of the Placing as well as other matters relating to the Group and its business. The Placing Agreement is terminable by finnCap in certain circumstances up until the time of Admission, including, *inter alia*, should there be a breach of a warranty contained in the Placing Agreement or a *force majeure* event takes place or a material adverse change occurs to the business of the Company or the Group. The Company has also agreed to indemnify finnCap against all losses, costs, charges and expenses which finnCap may suffer or incur as a result of, occasioned by or attributable to the carrying out of its duties under the Placing Agreement.

6.4. The Open Offer

Basic Entitlement

Qualifying Shareholders (other than, subject to certain exemptions, those Shareholders in Restricted Jurisdictions) have the opportunity under the Open Offer to subscribe for Open Offer Shares at the Issue Price, payable in full on application and free of expenses, pro rata to their existing shareholdings, on the following basis:

7 Open Offer Shares for every 9 Existing Ordinary Shares

held by them and registered in their names on the Record Date, rounded down to the nearest whole number of Open Offer Shares. Qualifying Shareholders may apply for any whole number of Open Offer Shares up to their Basic Entitlement.

Excess Application

The Open Offer is structured so as to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price pro rata to their holdings of Existing Ordinary Shares. Qualifying Shareholders may also make applications in excess of their pro rata initial entitlement. To the extent that pro rata entitlements to Open Offer Shares are not subscribed for by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such Excess Applications where Qualifying Shareholders have taken up their full Basic Entitlement. Applications for Excess Shares may be allocated in such manner as the Directors may determine, and no assurance can be given that applications by Qualifying Shareholders will be met in full or in part or at all. Excess Applications will be rejected if and to the extent that acceptance would result in a Qualifying Shareholder, together with those acting in concert with him/her/it for the purposes of the Takeover Code, holding 30% or more, or increasing an existing holding of 30% or more, of the Enlarged Share Capital immediately following Admission.

Overseas Shareholders

The attention of Qualifying Shareholders who have registered addresses outside the UK, or who are citizens or residents of countries other than the UK, or who are holding Existing Ordinary Shares for the benefit of such persons (including, without limitation, custodians, nominees, trustees and agents), or who have a contractual or other legal obligation to forward this document or the Application Form to such persons, is drawn to the information which appears in paragraph 8 of Part III of this document.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK (including without limitation any Restricted Jurisdiction), should consult their professional advisers as to whether they require any

governmental or other consents or need to observe any other formalities to enable them to take up their Open Offer.

Settlements and dealings

The Open Offer is not a rights issue. Qualifying CREST Shareholders should note that although the Basic Entitlements and Excess Entitlements will be admitted to CREST and be enabled for settlement, they will not be tradable and applications in respect of the Basic Entitlements and Excess Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders who do not apply to take up their Basic Entitlements will have no rights under the Open Offer or receive any proceeds from it. If valid acceptances are not received in respect of all Basic Entitlements under the Open Offer, unallocated Open Offer Shares may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility and the proceeds retained for the benefit of the Company. Qualifying Shareholders should be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders.

Application has been made for the Basic Entitlements and Excess Entitlements of Qualifying CREST Shareholders to be admitted to CREST. It is expected that such Basic Entitlements and Excess Entitlements will be admitted to CREST on 4 November 2019.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part III of this document and for Qualifying Non-CREST Shareholders on the accompanying Application Form. To be valid, Application Forms or CREST instructions (duly completed) and payment in full for the Open Offer Shares applied for must be received by the Registrar by no later than 11.00 a.m. on 18 November 2019. Application Forms should be returned to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD by no later than 11.00 a.m. on 18 November 2019.

Further information on the Open Offer and the terms and conditions on which it is made, including the procedure for application and payment, are set out in Part III of this document and, where relevant, on the Application Form.

It is expected that Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Basic Entitlements and Excess Entitlements at 8.00am on 4 November 2019.

If the conditions of the Placing Agreement are not fulfilled or (where capable of waiver) waived on or before 8.00 a.m. on 20 November 2019 (or such later time as finnCap may agree), the Open Offer will not become unconditional and application monies will be returned to applicants, without interest, as soon as practicable thereafter.

Effect of the Placing and Open Offer

Following the issue of New Ordinary Shares to be allotted pursuant to the Placing and Open Offer, Shareholders who take up their full Basic Entitlements (and do not take up any Excess Shares under the Excess Application Facility) will suffer a dilution of up to 52.5% to their interests in the Company and Shareholders who do not take up any of their Basic Entitlements will suffer a dilution of up to 73.3% to their interests in the Company.

6.5. Admission of the New Ordinary Shares

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Subject, *inter alia*, to the passing of the Resolutions at the General Meeting it is

expected that Admission will become effective in respect of, and that dealings on AIM will commence in, all of the New Ordinary Shares, on or around 20 November 2019.

It is expected that CREST accounts of the investors in the New Ordinary Shares who hold their Ordinary Shares in CREST will be credited with their New Ordinary Shares on 20 November 2019. In the case of investors in the New Ordinary Shares holding their Ordinary Shares in certificated form, it is expected that certificates will be dispatched the week commencing 25 November 2019. Pending dispatch of the share certificates or the crediting of CREST accounts, the Registrar will certify any instruments of transfer against the register.

7. RELATED PARTY TRANSACTIONS

The following Related Parties (as defined by the AIM Rules) will be participating in the Placing:

	Current Holding	% of existing Ordinary Shares	Subscription	Holding post subscription	% of Enlarged Share Capital
IP2IPO Limited	45,090,693	17.5%	65,000,000	110,090,693	14.45%
Entrepreneurs Fund L.P	19,305,774	7.5%	205,000,000	224,305,774	29.43%
David Armfield	Nil	-	5,000,000	5,000,000	0.66%
Mark Nichols	500,000	0.2%	5,000,000	5,500,000	0.72%
Paul Denney	500,000	0.2%	5,000,000	5,500,000	0.72%

The participation of IP2IPO Limited, Entrepreneurs Fund L.P (or an affiliated entity nominated by it) and the Participating Directors in the Placing constitute related party transactions under the AIM Rules, by virtue of IP2IPO Limited being classified as a substantial shareholder in the Company, the Entrepreneurs Fund L.P (and its affiliates) being classified as a substantial shareholder in the Company post the Fundraising and the Participating Directors being directors of the Company. Therefore:

- (a) the Participating Directors (being independent of IP2IPO Limited and Entrepreneurs Fund L.P.) consider, having consulted with finnCap, (as the Company's nominated adviser), that the terms of the related party transactions in relation to the participation of IP2IPO Limited and Entrepreneurs Fund L.P (or an affiliated entity nominated by it) are fair and reasonable insofar as the Company's Shareholders are concerned; and
- (b) the Independent Director considers, having consulted with finnCap, (as the Company's nominated adviser), that the terms of the related party transactions in relation to the participation of the Participating Directors are fair and reasonable insofar as the Company's Shareholders are concerned.

8. GENERAL MEETING

A notice convening a General Meeting, to be held at the offices of Squire Patton Boggs (UK) LLP at 7 Devonshire Square, London EC2M 4YH at 10.00 a.m. on 19 November 2019, is set out at the end of this document.

At this meeting, as set out in the Notice of General Meeting:

- Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Companies Act 2006 to allot the New Ordinary Shares; and
- Resolution 2 is a special resolution to authorise the Directors under section 570 of the Companies Act 2006, to allot the New Ordinary Shares pursuant to the Placing and Open Offer on a non-pre-emptive basis.

The Directors do not, at present, intend to issue any share capital other than in connection with the Placing and Open Offer and, for the purposes of the share option schemes, the issue of Ordinary Shares to holders of options.

The Resolutions, if passed, will allow the Placing Shares to be issued at a price of 1 pence each (representing a 80.66 per cent discount to the closing middle market price for an Ordinary Share of 5.17 pence for the business day immediately prior to the date of this document) without them first being offered to Shareholders generally in accordance with their statutory pre-emption rights. The Directors have concluded that proceeding with the Placing, alongside the Open Offer, is the most suitable option available to the Company for raising additional funds through the issue of Ordinary Shares and that issuing the Placing Shares at such a discount under the Placing is fair and reasonable so far as all existing Shareholders are concerned. The Issue Price has been set by the Directors following their assessment of market conditions and following discussions with a number of institutional investors.

9. ACTIONS TO BE TAKEN

9.1. In respect of the General Meeting

Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Whether you are going to attend the meeting or not, please complete the Form of Proxy, following the instructions, and return it to the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD as soon as possible, to arrive by 10.00am on 17 November 2019 or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day) at the latest. Returning the form will not stop you from attending the meeting and voting if you wish to do so.

9.2. In respect of the Open Offer

If you do not wish, or are not entitled, to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. Shareholders are nevertheless requested to complete and return the Form of Proxy.

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares or Excess Shares must complete the enclosed Application Form in accordance with the instructions set out in paragraph 4 of Part III of this document and on the accompanying Application Form and return it to the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, so as to arrive no later than 11.00 a.m. on 18 November 2019.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have their Basic Entitlements and Excess Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 5 of Part III of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 5 of Part III of this document by no later than 11.00 a.m. on 18 November 2019.

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

10. IMPORTANCE OF THE VOTE

Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the Placing and Open Offer will not occur and the Net Proceeds will not be received by the Company. If this were to happen, the Group would only have sufficient working capital to continue to trade until 31 December 2019 without taking any mitigating action. The Directors believe that the Company would not be in a position to pursue further the commercial activities of the Group and would need to take immediate steps to protect the position of its creditors.

11. RECOMMENDATION

The Directors consider the Resolutions being proposed at the General Meeting to be in the best interests of the Company and the Shareholders as a whole. Consequently, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of the 1,000,000 Existing Ordinary Shares held, directly or indirectly, by them representing approximately 0.39 per cent. of the total voting rights of the Company.

In addition to the Board's voting intentions referred to above, the Company has further received irrevocable undertakings to vote in favour of the Resolutions from IP2IPO Limited in respect of 40,763,129 Existing Ordinary Shares representing approximately 15.86 per cent. of the total voting rights of the Company.

Yours sincerely,

David Armfield

Chairman

Xeros Technology Group plc

PART II RISK FACTORS

An investment in the Ordinary Shares involves a high degree of risk. Accordingly, prospective investors and Shareholders should carefully consider the risks set out below before making a decision to invest in the Company. The investment offered in this document may not be suitable for all of its recipients. Potential investors and Shareholders are accordingly advised to consult a professional adviser authorised under FSMA, who specialises in advising on the acquisition of shares and other securities, before making any investment decision. A prospective investor and Shareholders should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances and the financial resources available to him or her.

Prospective investors and Shareholders should carefully consider the risks described below before making a decision to invest in the Company. This Part II of this document contains what the Directors believe to be the principal risk factors associated with an investment in the Company. However, the risks listed do not purport to be an exhaustive summary of the risks affecting the Group and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors or which the Directors currently deem immaterial may also have an adverse effect on the Group. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and tax requirements.

If any of the following risks were to materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his or her investment.

This document contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company which are described below and elsewhere in this document. Prospective investors and Shareholders should carefully consider the other information in this document.

There can be no certainty that the Company will be able to successfully implement its strategy.

1 RISKS RELATING TO THE BUSINESS AND OPERATIONS OF THE GROUP

1.1 Risk of the Fundraising not becoming unconditional

The Fundraising is conditional upon, amongst other things, the approval of Shareholders at the General Meeting. If the Resolutions are not passed then the Placing and Open Offer cannot proceed and the Company will not receive the Net Proceeds. If this were to happen, the Group would only have sufficient working capital to trade until approximately 31 December 2019 and it is likely the Company would need to take immediate steps to protect the position of its creditors.

1.2 Future need for access to capital

There is a risk that the amount that the Group anticipates will be needed to fund its business plan until the date on which the Board expects each of the Group's applications reach EBITDA breakeven will be insufficient or that the Group may be unable to raise the amounts required to fund the Group until then (if at all). Costs may be greater than planned, or timings may vary from those targeted, which could have a material adverse effect on the implementation of the Group's strategy and its business, operating results and financial condition.

The Net Proceeds are expected to be sufficient to implement the Board's strategy in the short term. However, if the Group fails to generate sufficient cash through its commercial operations, it may need to raise additional capital in the future, whether from equity or debt sources, to fund expansion, development and/or the ongoing operating costs of the Group. Any additional equity financing may

be dilutive to Shareholders, and debt financing, if available, may involve restrictions in financing and operating activities. In addition, there can be no assurance that the Group will be able to raise additional funds when needed or that such funds will be available on terms favourable to it. If the Group is unable to obtain this financing on terms acceptable to it then it may be forced to curtail its planned development.

1.3 Reorganisation of operations

Whilst the Group has entered into a number of commercialisation and development agreements in each of the applications within its portfolio, it is reliant on these contracts not being terminated in order to achieve the change of business model. There are a number of operational, strategic and financial risks associated with being reliant upon a concentrated number of contracts. In particular, the Group's future growth and prospects will depend on its ability to retain and develop these partnerships, to manage growth and to continue to develop operational, financial and quality control systems on a timely basis, whilst at the same time implementing an extensive cost reduction strategy. Any failure to develop operational, financial and management information and quality control systems in line with the Group's growth could have a material adverse effect on its business, financial condition and results of operations.

The Group is currently loss making and there can be no certainty that the Group will achieve increased or sustained revenues, profitability or positive cash flow from its operating activities within the timeframe expected by the Board or at all. The development of the Group's revenues can be difficult to predict and there is no guarantee that it will generate any material revenues in the foreseeable future. The Group has a limited operating history upon which its performance and prospects can be evaluated.

The successful reorganisation of the business operations is dependent upon a number of factors including the Company's ability to successfully retain and develop its existing agreements with partners, some of whom are global enterprises, for the adoption of the Company's technologies, as well as the successful rationalisation of the cost base to the levels expected by the management.

1.4 Competition risk

Given the potentially disruptive nature of the Group's technology in relation to established markets, the Group may face significant competition and negative commentary from organisations which have greater capital resources than it and/or which have a product offering competitive to that of the Group, to the detriment of the Group. There is no assurance that the Group will be able to compete successfully in the marketplace in which it seeks to operate.

1.5 Dependence on third parties

The majority of products incorporating the Group's technology are in the early to mid-stages of being produced on a fully commercial scale. As a result, the Group is dependent on a limited number of commercial partners to demonstrate the ability to scale up such production. Failure to operate production at an increased capacity may have a material adverse effect on the growth of the Group's business and its financial position.

The Group is dependent on a limited number of key suppliers in relation to the production of its polymers. Should any such key supplier cease to deal with the Group for any reason and/or materially and adversely change the terms upon which it deals with the Group, difficulties may be experienced by the Group in sourcing alternative suppliers on acceptable terms. Any such disruption to the Group's supply arrangements may have a material adverse effect on the growth of the Group's business and its financial position.

1.6 Management of growth

The ability of the Group to implement its strategy requires effective planning and management control systems. The Group's growth plans may place a significant strain on its management and operational, financial and personnel resource. Therefore, the Group's future growth and prospects will depend on its ability to manage this growth.

1.7 Dependence on key executives and personnel and the ability to attract and retain appropriately qualified personnel

The Group's future success is substantially dependent on the continued services and performance of its executive Directors and senior management and its ability to attract and retain suitably skilled and experienced personnel. The Group's future success is also substantially dependent on the knowledge held within the polymer science and engineering teams. The Company cannot give assurances that members of the senior management team, the executive Directors and the polymer science and engineering teams will continue to remain within the Group. Finding and hiring any such replacements could be costly and might require the Company to grant significant equity awards or other incentive compensation, which could adversely impact its financial results.

1.8 Health, safety and environmental risks

The installation and operation of products incorporating the Group's technology will be subject to various health and safety and environmental requirements in the markets for such products. Such requirements govern, among other matters, air emissions, wastewater discharges and solid and hazardous waste management. Many such laws and regulations are becoming increasingly stringent (and may impose strict liability) and the cost of compliance with these requirements can be expected to increase over time. Although the Directors believe that the products incorporating the Group's technology comply with applicable regulations, any failure to comply with such laws and regulations could result in the Group incurring costs and/or liabilities, including as a result of regulatory enforcement, personal injury, property damage and claims and litigation resulting from such events, which could adversely affect the Group's operating results and financial condition.

The Group cannot predict the impact of new or changed health and safety and environmental laws or regulations or other concerns or changes in the ways that such laws or regulations are administered, interpreted or enforced. The requirements to be met, as well as the technology and length of time available to meet those requirements, continue to develop and change. To the extent that any of the requirements impose substantial costs or constrain the Group's ability to expand or change its processes, the Group's business, prospects, operating results and financial condition may suffer as a result.

There is no guarantee that evidence will not emerge that the Group's technology has a damaging effect on biological and environmental systems, which may limit the potential applications of its technologies, require the Group to expend additional funds on safety measures, and potentially have a material adverse effect on the Group's business, financial position or prospects.

1.9 Reduction in government support for environmental-focused technologies

Some government in the markets in which the Group operates or seek to develop its operations offer environmental-focused incentive programs to help manage available resources, including energy and water. The Group's existing and potential commercial partners and/or customers in these markets are potentially able to benefit from attractive incentives to adopt the Group's technology as a result of these incentive programs. In the event that the relevant governments review, reduce or withdraw these programs, the Group's ability to sign up new commercial partners and/or customers who would be able to benefit from such incentives by adopting the Group's technology could be adversely affected and the Group's business, prospects, operating results and financial condition may suffer as a result.

1.10 Insurance

There can be no certainty that the Group's insurance cover is adequate to protect against every eventuality. The occurrence of an event for which the Group did not have adequate insurance cover could have a material adverse effect on the business, operating results and financial condition.

1.11 Product liability

If products incorporating the Group's technology do not perform as required, there is a risk of litigation and reputational damage, as well as product liability and indemnity risks.

1.12 Disaster recovery

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

all, which could have a material adverse effect on the Group's business, financial position or prospects.

1.13 Counterparty risk

There is a risk that parties with whom the Group trades or has other business relationships (including partners, customers, suppliers and other parties) may become insolvent. This may be as a result of general economic conditions or factors specific to that company. In the event that a party with whom the Group trades becomes insolvent, this could have an adverse impact on the revenues and profitability of the Group.

1.14 Corruption

Corruption is perceived as a problem in certain of the jurisdictions in which the Group or its commercial partners operate. Corrupt practices may have an adverse impact on the Group's operations in these jurisdictions. Corruption may also affect the ability of the Group to enforce legal rights. The Company is also subject to the Bribery Act 2010 and in complying with its obligations thereunder, it may be put at a commercial disadvantage as compared to non-UK competitors operating in the same overseas markets.

1.15 Currency and foreign exchange

A portion of the Group's business is and will continue to be carried out in currencies other than pounds sterling. To the extent that there are fluctuations in exchange rates, this may have an impact on the figures consolidated in the Group's accounts, which could have a material impact on the Group's financial position or result of operations, as shown in the Group's accounts going forward.

The Group may engage in foreign currency hedging transactions to mitigate potential foreign currency exposure. The Directors cannot predict the effect of exchange rate fluctuations upon future operating results and there can be no assurance that exchange rate fluctuations will not have a material adverse effect on the business, operating results or financial condition of the Group.

2 RISKS RELATING TO THE COMMERCIALISATION OF THE GROUP'S TECHNOLOGY

2.1 Acceptance of the Group's products

The success of the Group will depend on market acceptance of the benefits of, and attribution of value to, incorporating the Group's technology into various applications and the rate of adoption of the same by large enterprises. There can be no guarantee that this acceptance will be forthcoming, that an acceptable value will be placed upon such technology or that the adoption rate of the Group's technologies will be sustainable.

The development of a market for products incorporating the Group's technology is affected by many factors, some of which are beyond its control, including the emergence of newer, more successful technologies and products. Notwithstanding the technical merits of products which incorporate the Group's technologies, there can be no guarantee that the targeted customer base for a given product will purchase or continue to purchase the product. If market acceptance of products incorporating the Group's applications fails to develop or develops more slowly than anticipated, the Group may be unable to recover losses incurred in the development of its products and technology and may never achieve profitability.

2.2 Commercialisation risk

The Group has, and will continue to enter into, arrangements with third parties in respect of the development, production and commercialisation of products based on its technology. The Group's negotiating position in agreeing terms of either joint development, distribution, service or supply arrangements may be affected by its size of cash resources relative to potential development partners with substantial cash resources and established levels of commercial success. An inability to enter into or renew such arrangements on favourable terms, if at all, or disagreements between the Group and any of its potential partners could lead to delays in the Group's commercialisation strategy and this may have a significant adverse effect on the Group's business, financial condition and results.

The loss of, or changes affecting, the Group's relationships with commercialisation partners could adversely affect the Group's results or operations and the Group may have limited input on the

product strategies adopted by any of its partners. Furthermore, there is a risk that such partners may reprioritise within their product portfolio resulting in the Group achieving licensing royalties below that which the Directors anticipate. In any such arrangement, the Group will be dependent on such partners for its revenue and the sales strategies and product positioning of the Group's partners may have a material and adverse effect on the Group's business, financial condition and results of operations.

The Group is currently dependent on a relatively small number of commercial partners. If any of these companies were to cease to work with the Group, it could potentially have a material adverse impact on the trading, financial condition and prospects of the Group.

3 RISKS RELATING TO THE GROUP'S TECHNOLOGY

3.1 Intellectual property

The Group's success depends in part on its ability to maintain adequate protection of its intellectual property, covering its processes and applications. The intellectual property on which the Group's business is based is a combination of patent applications and proprietary know-how. No assurance can be given that any pending patent applications or any future patent applications will result in granted patents, that any patents will be granted on a timely basis, that the scope of any patent protection will exclude competitors or provide competitive advantages to the Group, that any of the Group's patents will be held valid if challenged, or that third parties will not claim rights in, or ownership of, the patents and other proprietary rights held by the Group.

There can be no assurance that others have not developed or will not develop similar products, duplicate any of the Group's products or design around any patent applications held by the Group. Others may hold or receive patents which contain claims having a scope that covers products developed by the Group (whether or not patents are issued to the Group). In addition, no assurance can be given that others will not independently develop or otherwise acquire substantially equivalent techniques or otherwise gain access to the Company's unpatented proprietary technology or disclose such technology or that the Company can ultimately protect meaningful rights to such unpatented technology.

Once granted, a patent can be challenged both in the relevant patent office and in the courts by third parties. Third parties can bring material and arguments which the patent office granting the patent may not have seen. Therefore, issued patents may be found by a court of law or by the patent office to be invalid or unenforceable or in need of further restriction.

A substantial cost may be incurred if the Group is required to assert its intellectual property rights, including any patents, against third parties. Patent litigation is costly and time consuming and there can be no assurance that the Group will have, or will be able to devote, sufficient resources to pursue such litigation. Potentially unfavourable outcomes in such proceedings could limit the Group's intellectual property rights and activities. There is no assurance that obligations to maintain the Group's or partners' know-how would not be breached or otherwise become known in a manner which provides the Group with no recourse.

There is a risk that certain objections which have been raised, or may be raised in the future, by patent offices in relation to the patent applications which have been filed by the Group, may prevent those patent applications from being granted. If the patent applications are not granted, the consequence is that the techniques and processes described in the patent applications would not be protected and would be in the public domain.

The Group operates its business under the Xeros brand and several product specific sub-brands in respect of which it has acquired a number of related trademarks in various jurisdictions. It is possible that third parties may seek to oppose the Group trademarks in certain jurisdictions and/or infringe the Group's intellectual property rights in these brands. The Group may in the future seek to enter new markets where it will not be able to protect its trademarks or they may be subject to challenge or dispute which may lead to delays or restrictions on the Group's commercialisation strategy and this may have a significant effect on the Group's business, financial condition and results.

Any claims made against the Group's intellectual property rights, even without merit, could be time consuming and expensive to defend and could have a materially detrimental effect on the Group's resources. A third party asserting infringement claims against the Group and its customers could

require the Group to cease the infringing activity and/or require the Group to enter into licensing and royalty arrangements. The third party could also take legal action which could be costly to defend. In addition, the Group may be required to develop alternative non-infringing solutions that may require significant time and substantial unanticipated resources. There can be no assurance that such claims would not have a material adverse effect on the Group's business, financial condition or results.

3.2 Third party intellectual property

Although the Board believes that the Group's current products, products in development and processes do not infringe the intellectual property rights of any third parties, it is impossible to be aware of all third party intellectual property. No assurance can be given that third parties will not in the future claim rights in or ownership of the patents and other proprietary rights from time to time held by the Group. As further detailed above, substantial costs (both financially and in management time) may be incurred if the Group is required to defend its intellectual property.

3.3 Research and development risk

The Company is involved in new product and applications development. Although the Group has now developed a number of commercial and marketable products and applications, some of the Group's technology and intellectual property portfolio is at an early stage of commercial development and there is no guarantee that the Group will continue to be successful in commercialising its products and applications development. The Group may not be able to develop and exploit its technology sufficiently to enable it to develop additional commercial and marketable products. Furthermore, the Group may not be able to develop new applications or identify additional market needs that can be addressed by the Group's technology.

3.4 Risk of competing technology

There is a risk that technological advances in competing technology and/or the lower cost of such technology may impede the commercial exploitation of the Group's technology. This would have a significant adverse effect on the Group's business.

3.5 Risks associated with the commercialisation of products

The Group needs to continue to invest resources in products and services development in order to develop and enhance the Group's existing products and services and introduce new high quality products and services. If the Group is unable to ensure that its customers have a high quality experience with the Group's products and services, then they may become dissatisfied and move to competitors' products and services. In addition, if the Group is unable to predict customer preferences or industry changes, or if the Group is unable to modify its products and services on a timely basis, the Group may lose customers.

The Group's future success will depend on its ability to adapt to changing market needs and circumstances, to adapt its products and services to evolving industry standards and to improve the performance and reliability of the Group's services. Failure to adapt to such changes would harm the Group's business.

Moreover, the Directors believe that its continued success depends on continued investment in its business strategies. Because these endeavours may be inherently risky, no assurance can be given that such endeavours will be successful and in the event they are not, adversely affect the Group's business, operating results or financial condition.

4 GENERAL RISKS

4.1 Investment risks

An investment in the Ordinary Shares is only suitable for financially sophisticated investors who are capable of evaluating the merits and risks of such an investment, or other investors who have been professionally advised with regard to the investment, and who have sufficient resources to be able to bear any losses that may arise therefrom (which may be equal to the whole amount invested). Such an investment should be seen as complementary to existing investments in a wide spread of other financial assets and should not form a major part of an investment portfolio. Investors should not consider investing in the Ordinary Shares unless they already have a diversified investment portfolio.

Prospective investors should be aware that the value of an investment in the Company may go down as well as up and investors may therefore not recover their original investment.

In addition, the price at which investors may dispose of their Ordinary Shares may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. These factors could include the performance of the Company's business, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory or taxation changes, general economic and political conditions and interest and inflation rate variations. The value of the Ordinary Shares may therefore fluctuate and not reflect their underlying asset value.

4.2 Economic conditions, current economic weakness and geopolitical risks

Any economic downturn either globally or locally in any area in which the Group operates may have an adverse effect on the demand for the Group's products. A more prolonged economic downturn may lead to an overall decline in the volume of the Group's sales, restricting the Group's ability to generate a profit.

In addition, although signs of economic recovery have been perceptible in certain countries, the sustainability of a global economic upturn is not yet assured. If economic conditions remain uncertain this might, of itself, have an adverse impact on the Group's operations and business results.

As a UK domiciled business, the Group is exposed to the risks associated with the UK's decision to leave the EU ("**Brexit**"). Brexit could adversely affect the UK (and potentially European and worldwide) economic and market conditions, which could adversely impact the performance of the Group. The Group is continually assessing the potential consequences of Brexit on the Group, however, the macro- and micro- economic effects of an eventual Brexit, and their impact on the Group, are unknown.

The Group operates or is seeking to develop its operations in several geographic regions and countries, some of which are categorised as developing or have unstable political or social climates and, as a result, is exposed to a wide range of political, economic, regulatory, social and tax environments. These environments are subject to changes in a manner that may have a material adverse for the Group, including changes to government policies and regulations governing import and export controls, tariffs, subsidies, income and other forms of taxation (including policies relating to the granting of advance rulings on taxation matters), repatriation of income, royalties, the environment, labour and health and safety. The geopolitical risks associated with operating in a variety of regions and countries, if realised, could affect the Group's operations and could have a material adverse effect on the Group's business, financial condition or results.

4.3 Force majeure

The Group's operations now or in the future may be adversely affected by risks outside the control of the Group including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

4.4 Legal risks

Legal risks include the inability to enforce security arrangements, an absence of adequate protection for intellectual property rights, an inability to enforce foreign judgments relating to contracts entered into by the Group that are governed by laws outside England and Wales, absence of a choice of law, and an inability to refer disputes to arbitration or to have a choice with regard to arbitration rules, venue and language. Mitigation measures for these risks may be limited.

4.5 Securities traded on AIM

AIM securities are not admitted to the Official List. An investment in shares traded on AIM may carry a higher risk than an investment in shares listed on the Official List. AIM has been in existence since June 1995 but its future success and liquidity in the market for the Ordinary Shares cannot be guaranteed.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached rather than for larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision

to invest only after careful consideration and, if appropriate, consultation with an independent financial advisor authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

4.6 Potentially volatile share price and liquidity

The share prices of companies quoted on AIM can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price at which investors may realise their investment in the Company may be influenced by a significant number of factors, some specific to the Company and its operations and some which affect quoted companies generally.

These factors could include the performance of the Company, large purchases or sales of Ordinary Shares, legislative changes and general economic, political or regulatory conditions.

4.7 Dilution of Shareholders' interests as a result of additional equity fundraising

The Group may need to raise additional funds in the future to finance, amongst other things, working capital, expansion of the business, new developments relating to existing operations or acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a pre-emptive basis to existing shareholders, the percentage ownership of the existing shareholders may be reduced. Shareholders may also experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

4.8 Dividends

There is no current intention to pay dividends in the short to medium term. There can be no assurance as to the level of future dividends, if any. The declaration, payment and amount of any future dividends of the Company is subject to the discretion of the Directors, and will depend upon, among other things, the Company's earnings, financial position, cash requirements and availability of profits, as well as the provisions of relevant laws or generally accepted accounting principles.

4.9 The use of Net Proceeds of the Placing is subject to change

The use of Net Proceeds set out in Part I of this document is based on management's current expectations. There are no restrictions on the Company's use of the Net Proceeds. Investors will not have the opportunity to evaluate the economic, financial or other information on which the Company bases its decisions on how to use the Net Proceeds. The failure of the Company's management to apply these funds effectively could harm investor confidence and cause the price of the Ordinary Shares to decline.

5 RISKS RELATING TO THE OPEN OFFER

5.1 Shareholders will experience dilution in their ownership of the Company

Shareholders will experience dilution in their ownership of, and voting interest in, the Company as a result of the Placing. Shareholders will experience greater dilution in their ownership of, and voting interest in, the Company to the extent they do not subscribe in full for their Basic Entitlement under the Open Offer.

5.2 Overseas Shareholders may not be eligible to participate in the Open Offer

Securities laws of certain jurisdictions may restrict the Company's ability to allow participation by Overseas Shareholders in the Open Offer. In particular, holders of Ordinary Shares who are located in the US may not be able to exercise their pre-emption rights unless a registration statement under the Securities Act is effective with respect to such rights or an exemption from the registration requirements is available thereunder. The Open Offer will not be registered under the Securities Act.

Securities laws of certain other jurisdictions may restrict the Company's ability to allow participation by Shareholders in such jurisdictions in any future issue of shares carried out by the Company.

PART III

TERMS AND CONDITIONS OF THE OPEN OFFER

1. INTRODUCTION

As explained in the letter from the Chairman, the Company is proposing to raise up to £7.05 million by the issue of up to 704,932,635 New Ordinary Shares at the Issue Price through the Placing and Open Offer.

505,000,000 New Ordinary Shares are proposed to be issued pursuant to the Placing and up to 199,932,635 New Ordinary Shares are also proposed to be issued pursuant to the Open Offer.

Further details of the Open Offer are set out in this Part III of this document.

The Open Offer is an opportunity for Qualifying Shareholders to apply, for in aggregate, 199,932,635 Open Offer Shares pro rata to their current holdings at the Issue Price.

The Placing and Open Offer are conditional on, amongst other things, the passing of the Resolutions at the General Meeting, the Placing Agreement becoming unconditional and Admission.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares and will together represent approximately 73.28% of the Enlarged Share Capital.

The New Ordinary Shares will be created under the Companies Act 2006.

2. TERMS AND CONDITIONS OF THE OPEN OFFER

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, the Application Form), each Qualifying Shareholder is being given an opportunity to apply for Open Offer Shares at the Issue Price (payable in full and free of all expenses) on the following pro rata basis:

7 Open Offer Shares at 1 pence each for every 9 Existing Ordinary Shares

held and registered in their name at the Record Date and in proportion to any other number of Existing Ordinary Shares then held. Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Shareholders' entitlements. Accordingly, Qualifying Shareholders with fewer than 9 Existing Ordinary Shares will not be entitled to take up any Open Offer Shares. Applications by Qualifying Shareholders will be satisfied in full up to their Basic Entitlement. The total number of Open Offer Shares is fixed and will not be increased.

Qualifying Shareholders may apply to acquire any number of Open Offer Shares subject to the limit on applications under the Excess Application Facility referred to below. The Basic Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of Open Offer Shares shown in Box 4 on the Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Open Offer Shares comprised in the Basic Entitlements standing to the credit of their stock account in CREST.

The Excess Application Facility enables Qualifying Shareholders to apply for any whole number of Ordinary Shares in excess of their Basic Entitlement (i.e., their Excess Entitlement), subject to a maximum equal to the total number of Open Offer Shares available under the Open Offer less the relevant Qualifying Shareholder's Basic Entitlement. Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Basic Entitlement should complete Boxes 7, 8 and 9 on the Application Form. Applications for Excess Shares may be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that applications by Qualifying Shareholders will be met in full or in part or at all.

The Issue Price represents a discount of 80.66% to the Closing Price for an Ordinary Share of 5.17 pence on 30 October 2019 (being the latest practicable date prior to the date of this document).

Holdings of Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of the Open Offer.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore New Ordinary Shares for which application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer, and Qualifying Shareholders who do not apply to take up their entitlements will have no rights nor receive any benefit under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred. Any Open Offer Shares which are not applied for under the Open Offer will not be issued.

The attention of Qualifying Shareholders and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document or an Application Form into a jurisdiction other than the UK is drawn to paragraph 8 of this Part III of this document. In particular, Shareholders in a Restricted Jurisdiction will not be sent this document or the Application Form, and will not have their CREST stock accounts credited with the Basic Entitlements or the Excess Entitlements.

The New Ordinary Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared after the date of their issue.

Application will be made for the Basic Entitlement and the Excess Entitlement to be credited to Qualifying CREST Shareholders' CREST accounts. The Basic Entitlement and the Excess Entitlement are expected to be credited to CREST accounts by 4 November 2019. Application has been made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM at 8.00 a.m. on 20 November 2019.

Neither the Placing nor the Open Offer are underwritten.

The Placing and Open Offer are conditional, amongst other things, upon:

- (a) the passing of the Resolutions at the General Meeting;
- (b) the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission; and
- (c) Admission becoming effective by no later than 8.00 a.m. on 20 November 2019 (or such later time and/or date as finnCap may agree).

If any of the conditions are not satisfied or waived (where capable of waiver), the Placing and Open Offer will be revoked and will not proceed. In such circumstances, application monies will be returned without payment of interest, as soon as practicable thereafter. No temporary documents of title will be issued in respect of the Open Offer Shares held in uncertificated form.

Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to the Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form the week commencing 25 November 2019.

The Existing Ordinary Shares are already CREST-enabled. No further application for admission to CREST is required for the New Ordinary Shares and all of the New Ordinary Shares when issued and fully paid may be held and transferred by means of CREST. Applications will be made for the Basic Entitlement and the Excess Entitlement to be admitted to CREST as participating securities.

Subject to the conditions above being satisfied and save as provided in this Part III of this document, it is expected that:

- (i) the Registrars will instruct Euroclear to credit the appropriate stock accounts of Qualifying CREST Shareholders (other than Shareholders in Restricted Jurisdictions) with such Shareholders' Basic Entitlement and Excess Entitlement with effect on 4 November 2019;
- (ii) New Ordinary Shares in uncertificated form will be credited on 20 November 2019 to the appropriate stock accounts of relevant Qualifying CREST Shareholders who validly take up all or part of their Basic Entitlement and Excess Entitlement; and
- (iii) share certificates for the New Ordinary Shares held in certificated form will be despatched by the week commencing 25 November 2019 to relevant Qualifying Non-CREST Shareholders who validly take up all or part of their Basic Entitlement and Excess Entitlement.

Qualifying Shareholders taking up their Basic Entitlement and Excess Entitlement will be deemed to have given the representations and warranties set out in the subparagraphs with the heading "Effect of Application" in paragraph 4 of this Part III of this document (in the case of Qualifying Non-CREST Shareholders), and paragraph 5 of this Part III of this document (in the case of Qualifying CREST Shareholders) unless, in each case, such requirement is waived by the Company. All Qualifying Shareholders taking up their rights under the Open Offer will be deemed to have given the representations and warranties set out in paragraph 8 of this Part III of this document.

All documents and cheques posted to or by Qualifying Shareholders and/or their transferees or renounees (or their agents, as appropriate) will be posted at their own risk.

The attention of Overseas Shareholders is drawn to paragraph 8 of this Part III of this document which forms part of the terms and conditions of the Open Offer.

References to dates and times in this document should be read as subject to adjustment. The Company will make an appropriate announcement to an RIS giving details of any revised dates or times.

3. ACTION TO BE TAKEN IN CONNECTION WITH THE OPEN OFFER

The action to be taken in respect of the Open Offer depends on whether, at the relevant time, a Qualifying Shareholder has received an Application Form in respect of his entitlement under the Open Offer or has had his Basic Entitlement and Excess Entitlement credited to his CREST stock account in respect of such entitlement.

If you are a Qualifying Non-CREST Shareholder and you are not a Shareholder in a Restricted Jurisdiction, please refer to paragraph 4 and paragraphs 7 and 9 to 12 (inclusive) of this Part III of this document.

If you are a Qualifying CREST Shareholder and you are not a Shareholder in a Restricted Jurisdiction, please refer to paragraph 5 and paragraphs 7 and 9 to 12 (inclusive) of this Part III of this document.

Qualifying Non-CREST Shareholders who wish to deposit their Basic Entitlement and/or Excess Entitlement into CREST, or Qualifying CREST Shareholders who wish to withdraw their Basic Entitlement and/or Excess Entitlement from CREST, should read paragraph 6 of this Part III of this document.

Qualifying CREST Shareholders who are CREST Sponsored Members should refer to their CREST Sponsors, as only their CREST Sponsors will be able to take the necessary actions specified below to apply under the Open Offer in respect of the Basic Entitlement and Excess Entitlement of such members held in CREST.

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

4. ACTION TO BE TAKEN BY QUALIFYING NON-CREST SHAREHOLDERS

General

Qualifying Non-CREST Shareholders will have received an Application Form with this document. The Application Form sent to each such Qualifying Non-CREST Shareholder sets out:

- (a) in Box 3, the number of Existing Ordinary Shares registered in such person's name at the Record Date (on which a Qualifying Non-CREST Shareholder's entitlement to New Ordinary Shares is based);
- (b) in Box 4, the maximum number of Open Offer Shares for which such person is entitled to apply under the Open Offer, taking into account that they will not be entitled to take up any fraction of a New Ordinary Share arising when their Basic Entitlement was calculated; and
- (c) in Box 5, the amount payable in respect of an application for such person's Basic Entitlement.

Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided that they have agreed to take up their Basic Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than their Basic Entitlement should they wish to do so. Qualifying Non-CREST Shareholders wishing to apply for their Excess Shares may do so by completing Boxes 7, 8 and 9 of the Application Form. The total number of Open Offer Shares is fixed and will not be increased in response to any Excess Applications. Applications under the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full. Applications made under the Excess Application Facility shall be allocated in such manner as the Directors may determine, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

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

The latest time and date for receipt of the Application Forms and payment in full will be 11.00 a.m. on 18 November 2019.

The New Ordinary Shares are expected to be issued on 20 November 2019. After such date the New Ordinary Shares will be freely transferable by written instrument of transfer, and will be either in registered (or uncertificated) form, or, if they have been issued in or converted into uncertificated form, in electronic form under the CREST system.

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

Qualifying Shareholders are, however, encouraged to vote at the General Meeting by attending in person or by completing and returning the Form of Proxy.

Bona fide market claims

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Ordinary Shares through the market prior to 11.00 a.m. on 1 November 2019 (being the date upon which the Ordinary Shares were

marked 'ex' entitlement to participate in the Open Offer). Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims made prior to 3.00 p.m. on 14 November 2019.

The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Ordinary Shares prior to the date upon which the Ordinary Shares were marked 'ex' entitlement to participate in the Open Offer (being 11.00 a.m. on 1 November 2019), should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee (a "***bona fide* market claim**").

Qualifying Non-CREST Shareholders who have sold all of their registered holdings prior to 6.00 p.m. on 30 October 2019 should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee (if known). The Application Form should not, however, be forwarded to or transmitted in or into the Restricted Jurisdictions.

Qualifying Non-CREST Shareholders who have sold or otherwise transferred part only of their registered holdings prior to 6.00 p.m. on 30 October 2019 should, if the market claim is to be settled outside CREST, complete Box 10 of the Application Form and immediately deliver to the broker, bank or other agent through whom the sale or transfer was effected (or to the Registrars) the Application Form, together with a letter stating:

- (i) the number of replacement Application Forms required (being one for the Qualifying Non-CREST Shareholder in question and one for each of the purchasers or transferees);
- (ii) the total number of Existing Ordinary Shares to be included in each replacement Application Form (the aggregate of which must equal the aggregate number of Existing Ordinary Shares held by such Qualifying Non-CREST Shareholder prior to the part-transfer or disposal); and
- (iii) the Basic Entitlement to be included in each replacement Application Form (the aggregate of which must equal the number shown in Box 4 of the original Application Form being returned with such letter),

so as to be received by 3.00 p.m. on 14 November 2019, the Registrar will then create new Application Forms, mark the Application Forms "Declaration of sale or transfer duly made" and send them by post to the person submitting the original Application Form.

Application procedures

Qualifying Non-CREST Shareholders who wish to apply to subscribe for all or any of the Open Offer Shares in respect of their Basic Entitlement and Excess Entitlement must return the Application Form in accordance with the instructions thereon.

Completed Application Forms should be posted in the accompanying pre-paid envelope (in the UK only) or delivered by hand (during normal office hours only) to the Registrar (who will act as the Company's receiving agent in relation to the Open Offer) so as to be received by the Registrar by no later than 11.00 a.m. on 18 November 2019, after which time, subject to the limited exceptions set out below, Application Forms will not be valid. Applications delivered by hand will not be checked upon delivery and no receipt will be provided. Qualifying Non-CREST Shareholders should note that applications, once made, will, subject to the very limited withdrawal rights set out in this document, be irrevocable and receipt thereof will not be acknowledged.

If an Application Form is being sent by first-class post in the UK, Qualifying Non-CREST Shareholders are recommended to allow at least four working days for delivery. Completed Application Forms should be returned together with a cheque in sterling made payable to "Neville Registrars Limited re: Clients Account" for the full amount payable on acceptance, by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal

business hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD so as to be received as soon as possible and, in any event, not later than 11.00 a.m. on 18 November 2019.

Payment in sterling

All payments must be made by cheque in sterling made payable to "Neville Registrars Limited re: Clients Account". Third party cheques will not be accepted except building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the building society cheque to such effect. The account name should be the same as that shown on the application. Cheques must be drawn on an account at a bank or building society or a branch of a bank or building society which must be in the UK, the Channel Islands or the Isle of Man and which is either a settlement member of Cheque & Credit Clearing Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by either of those companies. Cheques must bear the appropriate sorting code number in the top right-hand corner. Post-dated cheques will not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted.

The Company reserves the right to have cheques presented for payment on receipt. No interest will be allowed on payments made before they are due and any interest on such payments will be paid to the Company. It is a term of the Open Offer that cheques must be honoured on first presentation and the Company and finnCap may elect to treat as invalid any acceptances in respect of which cheques are not honoured. Return of the Application Form with a cheque will constitute a warranty that the cheque will be honoured on first presentation. If cheques are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in an interest-bearing account retained for the Company until all conditions are met. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable, following the lapse of the Open Offer.

If New Ordinary Shares are allotted to a Qualifying Shareholder and a cheque for that allotment is subsequently not honoured, the Company and finnCap may (in their absolute discretion as to manner, timing and terms) make arrangements for the sale of such shares on behalf of such Qualifying Shareholder and hold the proceeds of sale (net of the Company's reasonable estimate of any loss that it has suffered as a result of the acceptance being treated as invalid and of the expenses of sale including, without limitation, any stamp duty or SDRT payable on the transfer of such shares, and of all amounts payable by such Qualifying Shareholder pursuant to the provisions of this Part III of this document in respect of the acquisition of such shares) on behalf of such Qualifying Shareholder. Neither the Company nor any other person shall be responsible for, or have any liability for, any loss, expenses or damage suffered by any Qualifying Shareholder as a result.

For all enquiries in connection with the Application Forms, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Placing and Open Offer nor give any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes.

Discretion as to validity of acceptances

If payment is not received in full by 11.00 a.m. on 18 November 2019, the offer to subscribe for Open Offer Shares will be deemed to have been declined and will lapse. However, the Company and finnCap may, but shall not be obliged to, treat as valid (a) Application Forms and accompanying remittances that are received through the post not later than 11.00 a.m. on 18 November 2019; and (b) acceptances in respect of which a remittance is received prior to 11.00 a.m. on 18 November 2019 from an authorised person (as defined in section 31(2) of FSMA) specifying the number of New Ordinary Shares to be acquired and undertaking to lodge the relevant Application Form, duly completed, by 11.00 a.m. on 18 November 2019 and such Application Form is lodged by that time.

The Company and finnCap may also (in their absolute discretion) treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions or is not accompanied by a valid power of attorney where required. The Company and finnCap reserve the right to treat as invalid any application or purported application for the Open Offer Shares that appears to the Company or finnCap to have been executed in, despatched from, or that provides an address for delivery of definitive share certificates for Open Offer Shares in a Restricted Jurisdiction.

Effect of Application

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

- (a) represents and warrants to the Company and finnCap that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (b) agrees with the Company and finnCap that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (c) confirms with the Company and finnCap that in making the application he is not relying on any information or representation other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information contained in this document (including information incorporated by reference);
- (d) represents and warrants to the Company and finnCap that he is the Qualifying Shareholder originally entitled to the Basic Entitlement and Excess Entitlement or that he received such entitlements by virtue of a *bona fide* market claim;
- (e) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and the Application Form, subject to the articles of association of the Company;
- (f) represents and warrants to the Company and finnCap that if he has received some or all of his Basic Entitlement and Excess Entitlement from a person other than the Company, he is entitled to apply under this Open Offer in relation to such entitlement by virtue of a *bona fide* market claim;
- (g) represents and warrants to the Company and finnCap that he is not, nor is he applying on behalf of any person who is: (a) located, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, in or of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and, (b) he is not applying with a view to re-offering, reselling, transferring or delivering any of the Open Offer Shares which are the subject of his application to, or for the benefit of, a person who is located, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law, except where proof satisfactory to the Company has been provided to the Company, in respect of (a) and (b) above, that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non-discretionary basis nor a person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;

- (h) represents and warrants to the Company and finnCap that he is not, nor is he applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (i) represents and warrants to the Company and finnCap that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (j) confirms that in making the application he is not relying and has not relied on the Company and finnCap or any person affiliated with the Company and finnCap in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

Money Laundering Regulations

To ensure compliance with the Money Laundering Regulations, the Registrar may require, in its absolute discretion, verification of the identity of the beneficial owner by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). If an application is made by a UK-regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Registrar. In such case, the lodging agent's stamp should be inserted on the Application Form.

The applicant lodging the Application Form with payment, including any person who appears to the Registrar to be acting on behalf of some other person, shall thereby be deemed to agree to provide the Registrar with such information and other evidence as the Registrar may require to satisfy the verification of identity requirements. Submission of an Application Form shall constitute a warranty that the Money Laundering Regulations will not be breached by the acceptance of remittance and an undertaking by the applicant to provide promptly to the Registrar such information as may be specified by the Registrar as being required for the purpose of the Money Laundering Regulations.

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

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays and potential rejection of an application. If, within a reasonable period of time following a request for verification of identity, the Registrar has not received evidence satisfactory to it as aforesaid, the Company and finnCap may, in their absolute discretion, treat the relevant application as invalid, in which event the application monies will be

returned (at the applicant's risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

The verification of identity requirements will not usually apply if:

- (a) the applicant is a regulated UK broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
- (b) the applicant is an organisation required to comply with the EU Money Laundering Directive (No. 91/308/EEC) as amended by Directives 2001/97/EC and 2005/60/EC; or
- (c) the applicant is a company whose securities are listed on a regulated market subject to specified disclosure obligations; or
- (d) the applicant (not being an applicant who delivers his/her application in person) makes payment through an account in the name of such applicant with a credit institution which is subject to the Money Laundering Regulations or with a credit institution situated in a non-EEA state which imposes requirements equivalent to those laid down in that directive; or
- (e) the aggregate subscription price for the relevant New Ordinary Shares is less than €15,000 (approximately £13,000 as at the date of this document).

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

Where the verification of identity requirements apply, please note the following as this will assist in satisfying the requirements. Satisfaction of these requirements may be facilitated in the following ways:

- (i) if payment is made by cheque in sterling drawn on a branch of a bank or building society in the UK and bears a UK bank sort code number in the top right hand corner, the following applies. Cheques, which are recommended to be drawn on the personal account of the individual investor where they have sole or joint title to the funds, should be made payable to "Neville Registrars Limited re: Clients Account". Third party cheques will not be accepted except for building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the building society cheque to such effect. The account name should be the same as that shown on the application; or
- (ii) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in sub-paragraph (b) above or which is subject to anti-money laundering regulations in a country which is a member of the Financial Action Task Force (the non-EU members of which are Argentina, Australia, Brazil, Canada, members of the Gulf Co-operation Council (being Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), Hong Kong, Iceland, Japan, Mexico, Luxembourg, New Zealand, Norway, the Russian Federation, Singapore, South Africa, Switzerland, Turkey and the US), the agent should provide written confirmation that it has that status with the Application Form(s) and written assurances that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Registrar and/or any relevant regulatory or investigatory authority; or
- (iii) if an Application Form is lodged by hand by the applicant in person, he should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and evidence of his current address (for example, a photocard driving licence or utility bill).

To confirm the acceptability of any written assurance referred to in paragraph (ii) above, or in any other case, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes.

Issue of New Ordinary Shares in certificated form

Definitive share certificates in respect of the New Ordinary Shares to be held in certificated form are expected to be despatched by post the week commencing 25 November 2019, at the risk of the person(s) entitled to them, to accepting Qualifying Non-CREST Shareholders or their agents or, in the case of joint holdings, to the first-named Shareholder, in each case at their registered address (unless lodging agent details have been completed on the Application Form).

5. ACTION TO BE TAKEN BY QUALIFYING CREST SHAREHOLDERS

General

Save as provided in paragraph 8 of this Part III of this document in relation to certain Shareholders in Restricted Jurisdictions, each Qualifying CREST Shareholder is expected to receive a credit to his CREST stock account of his Basic Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply to subscribe under the Open Offer.

The CREST stock account to be credited will be an account under the CREST participant ID and CREST member account ID that apply to the Ordinary Shares held at the Record Date by the Qualifying CREST Shareholder in respect of which the Basic Entitlements have been allocated.

If for any reason it is impracticable to credit the stock accounts of Qualifying CREST Shareholders by 8.00am on 4 November 2019 (or such later time as the Company shall decide), Application Forms shall, unless the Company determines otherwise, be sent out in substitution for the Basic Entitlements and Excess Entitlements which have not been so credited and the expected timetable as set out in this document may be adjusted as appropriate. The Company will make an appropriate announcement to a RIS giving details of the revised dates but Qualifying CREST Shareholders may not receive any further written communication.

Qualifying CREST Shareholders who wish to take up all or part of their entitlements in respect of Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. If you are a CREST Sponsored Member, you should consult your CREST Sponsor if you wish to take up your entitlement, as only your CREST Sponsor will be able to take the necessary action to take up your entitlements in respect of Open Offer Shares. If you have any queries on the procedure for acceptances and payment, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Placing and Open Offer nor give any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes.

In accordance with the instructions of this paragraph 5 the CREST instruction must have been settled by 11.00 a.m. on 18 November 2019.

Bona fide market claims

The CREST Basic Entitlements and Excess Entitlements will each constitute a separate security for the purposes of CREST and will have a separate ISIN. Although Basic Entitlements and Excess Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of the Basic Entitlements and Excess Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction.

Transactions identified by the Euroclear's Claims Processing Unit as "cum" the Basic Entitlement and Excess Entitlement will generate an appropriate market claim transaction and the relevant Basic Entitlements and Excess Entitlements will thereafter be transferred accordingly.

Excess Application Facility

Qualifying Shareholders may apply to acquire Open Offer Shares using the Excess Application Facility, should they wish, provided they have agreed to take up their Basic Entitlement in full. The Excess Application Facility enables Qualifying CREST Shareholders to apply for Open Offer Shares in excess of their Basic Entitlement.

An Excess Entitlement may not be sold or otherwise transferred.

Subject as provided in paragraph 8 of this Part III of this document in relation to Shareholders in Restricted Jurisdictions, the CREST accounts of Qualifying CREST Shareholders will be credited with an Excess Entitlement in order for any applications for Excess Shares to be settled through CREST.

Qualifying CREST Shareholders should note that, although the Basic Entitlements and the Excess Entitlements will be admitted to CREST, they will have limited settlement capabilities (for the purposes of market claims only). Neither the Basic Entitlements nor the Excess Entitlements will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Excess Application Facility, Qualifying CREST Shareholders should follow the instructions in the paragraphs below entitled "USE Instructions" and "Content of USE Instruction in respect of Excess Entitlements" and must not return a paper form and cheque.

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

The total number of Open Offer Shares is fixed and will not be increased in response to any applications under the Excess Application Facility. Applications under the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

USE instructions

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

- (a) the crediting of a stock account of the Registrar under the CREST participant ID and CREST member account ID specified below, with a number of Basic Entitlements and/or Excess Entitlements corresponding to the number of Open Offer Shares applied for; and
- (b) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of the Registrar in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in (a) above.

Content of USE instructions in respect of Basic Entitlements

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

- (a) the number of Open Offer Shares for which application is being made (and hence the number of the Basic Entitlements being delivered to the Registrar);
- (b) the ISIN of the Basic Entitlement. This is GB00BJRCF956;
- (c) the CREST participant ID of the CREST Member;
- (d) the CREST Member account ID of the CREST Member from which the Basic Entitlements are to be debited;
- (e) the participant ID of the Registrar in its capacity as a CREST receiving agent. This is 7RA11;
- (f) the CREST Member account ID of the Registrar in its capacity as a CREST receiving agent. This is XRSBASIC;
- (g) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (a) above;
- (g) the intended settlement date. This must be on or before 11.00 a.m. on 18 November 2019; and
- (h) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above. In order to assist prompt settlement of the USE instruction, CREST Members may consider adding the following non-mandatory fields to the USE instruction:

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

CREST Members and, in the case of CREST Sponsored Members, their CREST Sponsors, should note that the last time at which a USE instruction may settle on 18 November 2019 in order to be valid is 11.00 a.m. on that day. After 20 November 2019, the New Ordinary Shares will be registered and freely transferable in electronic form under the CREST system.

If the conditions to the Placing and Open Offer are not fulfilled at or before 8.00 a.m. on 20 November 2019, or such other time and/or date as may be agreed between the Company and finnCap, the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and the Registrar will refund the amount paid by way of a CREST payment, without interest as soon as practicable thereafter. The interest earned on such monies, if any, will be retained for the benefit of the Company.

Content of USE instruction in respect of Excess Entitlements

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

- (a) the number of Open Offer Shares for which application is being made (and hence the number of the Excess Entitlements being delivered to the Registrar);
- (b) the ISIN of the Excess Entitlement. This is GB00BJRCFB75;

- (c) the CREST participant ID of the CREST Member;
- (d) the CREST Member account ID of the CREST Member from which the Excess Entitlements are to be debited;
- (e) the participant ID of the Registrar in its capacity as a CREST receiving agent. This is 7RA11;
- (f) the CREST Member account ID of the Registrar in its capacity as a CREST receiving agent. This is XRSXS;
- (g) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (a) above;
- (i) the intended settlement date. This must be on or before 11.00 a.m. on 18 November 2019; and
- (j) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above. In order to assist prompt settlement of the USE instruction, CREST members may consider adding the following non-mandatory fields to the USE instruction:

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

CREST Members and, in the case of CREST Sponsored Members, their CREST Sponsors, should note that the last time at which a USE instruction may settle on 18 November 2019 in order to be valid is 11.00 a.m. on that day. After 20 November 2019, the New Ordinary Shares will be registered and freely transferable in electronic form under the CREST system.

If the conditions to the Placing and Open Offer are not fulfilled at or before 8.00 a.m. on 20 November 2019, or such other time and/or date as may be agreed between the Company and finnCap, the Open Offer will lapse, the Excess Entitlements admitted to CREST will be disabled and the Registrar will refund the amount paid by way of a CREST payment, without interest as soon as practicable thereafter. The interest earned on such monies, if any, will be retained for the benefit of the Company.

CREST procedures and timings

Qualifying CREST Shareholders who are CREST Members and CREST Sponsors (on behalf of CREST Sponsored Members) should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the Qualifying CREST Shareholder concerned to take (or, if the Qualifying CREST Shareholder is a CREST Sponsored Member, to procure that his CREST Sponsor takes) the action necessary to ensure that a valid acceptance is received as stated above by 11.00 a.m. on 18 November 2019. In this connection, Qualifying CREST Shareholders and (where applicable) CREST Sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Validity of application

A USE Instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 18 November 2019 will constitute a valid application under the Open Offer.

Incorrect or incomplete applications

If a USE instruction includes a CREST payment for an incorrect sum, the Company and finnCap through the Registrar, reserve the right:

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

Effect of application

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

- (a) represents and warrants to the Company and finnCap that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (b) agrees with the Company and finnCap that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (c) confirms with the Company and finnCap that in making the application he is not relying on any information or representation other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information contained in this document (including information incorporated by reference);
- (d) represents and warrants to the Company and finnCap that he is the Qualifying Shareholder originally entitled to the Basic Entitlements and Excess Entitlements or that he received such Basic Entitlements and the Excess Entitlements by virtue of a bona fide market claim;
- (e) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and the Application Form, subject to the articles of association of the Company;
- (f) represents and warrants to the Company and finnCap that if he has received some or all of his Basic Entitlements and Excess Entitlements from a person other than the Company, he is entitled to apply under this Open Offer in relation to such Basic Entitlements and Excess Entitlements by virtue of a bona fide market claim;
- (g) represents and warrants to the Company and finnCap that he is not, nor is he applying on behalf of any person who is: (a) located, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, in or of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and, (b) he is not applying with a view to re-offering, reselling, transferring or delivering

any of the Open Offer Shares which are the subject of his application to, or for the benefit of, a person who is located, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law, except where proof satisfactory to the Company has been provided to the Company, in respect of (a) and (b) above, that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome, nor acting on behalf of any such person on a non-discretionary basis nor a person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;

- (h) represents and warrants to the Company and finnCap that he is not, nor is he applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (i) represents and warrants to the Company and finnCap that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (j) confirms that in making the application he is not relying and has not relied on the Company and finnCap or any person affiliated with the Company and finnCap in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

Discretion as to rejection and validity of acceptances

The Company may:

- (a) reject any acceptance constituted by a USE instruction, which is otherwise valid, in the event of breach of any of the representations, warranties and undertakings set out or referred to in this paragraph 5 of this Part III of this document. Where an acceptance is made as described in this paragraph 5 which is otherwise valid, and the USE instruction concerned fails to settle by 11.00 a.m. on 18 November 2019 (or by such later time and date as the Company may determine), the Company shall be entitled to assume, for the purposes of their right to reject an acceptance as described in this paragraph 5, that there has been a breach of the representations, warranties and undertakings set out or referred to in this paragraph 5 above unless the Company is aware of any reason outside the control of the Qualifying CREST Shareholder or CREST Sponsor (as appropriate) concerned for the failure of the USE instruction to settle;
- (b) treat as valid (and binding on the Qualifying CREST Shareholder concerned) an acceptance which does not comply in all respects with the requirements as to validity set out or referred to in this paragraph 5;
- (c) accept an alternative properly authenticated dematerialised instruction from a Qualifying CREST Shareholder or (where applicable) a CREST Sponsor as constituting a valid

acceptance in substitution for, or in addition to, a USE instruction and subject to such further terms and conditions as the Company may determine;

- (d) treat a properly authenticated dematerialised instruction (in this sub-paragraph (d), the "**first instruction**") as not constituting a valid acceptance if, at the time at which the Registrar receives a properly authenticated dematerialised instruction giving details of the first instruction, either the Company or the Registrar has received actual notice from Euroclear of any of the matters specified in CREST Regulation 35(5)(a) in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (e) accept an alternative instruction or notification from a Qualifying CREST Shareholder or (where applicable) a CREST Sponsor, or extend the time for acceptance and/or settlement of a USE instruction or any alternative instruction or notification if, for reasons or due to circumstances outside the control of any Qualifying CREST Shareholder or (where applicable) CREST Sponsor or Qualifying CREST Shareholder is unable validly to take up all or part of his Basic Entitlement and Excess Entitlement by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of facilities and/or systems operated by the Registrar in connection with CREST.

Money Laundering Regulations

If you hold your Open Offer Shares in CREST and apply to take up all or part of your entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a bank, a broker or another UK financial institution), then, irrespective of the value of the application, the Registrar is required to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. Such Qualifying CREST Shareholders must therefore contact the Registrar before sending any USE instruction or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which constitutes, or which may on its settlement constitute, a valid acceptance as described above constitutes a warranty and undertaking by the applicant to the Company, finnCap and the Registrar to provide promptly to the Registrar any information the Registrar may specify as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Registrar as to identity, the Registrar, having consulted with the Company, may take, or omit to take, such action as it may determine to prevent or delay settlement of the USE instruction. If satisfactory evidence of identity has not been provided within a reasonable time, the Registrar will not permit the USE instruction concerned to proceed to settlement (without prejudice to the right of the Company to take proceedings to recover any loss suffered by it/them as a result of failure by the applicant to provide satisfactory evidence).

Right to allot/issue in certificated form

Despite any other provision of this document, the Company reserves the right to allot and to issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of an interruption, failure or breakdown of CREST (or of any part of CREST) or of a part of the facilities and/or systems operated by the Registrar in connection with CREST.

6. DEPOSIT OF BASIC ENTITLEMENTS AND EXCESS ENTITLEMENTS INTO, AND WITHDRAWAL FROM, CREST

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Basic Entitlements set out in his Application Form and any Excess Entitlements may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim). Similarly, Basic Entitlements and Excess Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures

(including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlements and Excess Entitlements following their deposit into CREST to take all necessary steps in connection with taking up such entitlement prior to 11.00 a.m. on 18 November 2019.

In particular, having regard to normal processing times in CREST and on the part of the Registrar, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as a Basic Entitlement and Excess Entitlement in CREST, is 3.00 p.m. on 11 November 2019, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of a Basic Entitlement and Excess Entitlement from CREST is 4.30 p.m. on 11 November 2019 in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlement and Excess Entitlement following the deposit or withdrawal (whether as shown in an Application Form or held in CREST), to take all necessary steps in connection with applying in respect of the Basic Entitlement and Excess Entitlement prior to 11.00 a.m. on 18 November 2019.

Delivery of an Application Form with the CREST deposit form duly completed, whether in respect of a deposit into the account or the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Registrar by the relevant CREST Member(s) that it is/they are not in breach of the provisions of the notes set out in the Application Form, and a declaration to the Company and the Registrar from the relevant CREST Member(s) that it/they is/are not located in, or citizen(s) or resident(s) of any Restricted Jurisdiction, and that it/they is/are not located in the United States and, where such deposit is made by a beneficiary or a market claim, a representation and warranty that the relevant CREST Member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

7. WITHDRAWAL RIGHTS

Qualifying Shareholders wishing to exercise the withdrawal rights under section 87Q(4) of FSMA after the issue by the Company of a circular or prospectus supplementing this document (if any) must do so by lodging a written notice of withdrawal, which shall not include a notice sent by facsimile or any other form of electronic communication, which must include the full name and address of the person wishing to exercise such statutory withdrawal rights and, if such person is a Qualifying CREST Shareholder the CREST participant ID and the CREST Member account ID of such Qualifying CREST Shareholder with Neville Registrars Limited or by hand (during normal business hours only) to Neville Registrars Limited, so as to be received no later than two working days after the date on which the supplementary circular or prospectus is published. Notice of withdrawal given by any other means or which is deposited with or received by the Registrar after expiry of such period will not constitute a valid withdrawal.

8. OVERSEAS SHAREHOLDERS

The comments set out in this paragraph 8 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

8.1 General

The distribution of this document and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK, may be affected by the laws or regulatory requirements of

the relevant jurisdictions. It is the responsibility of those persons to consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

No action has been or will be taken by the Company, finnCap or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the UK. Receipt of this document and/or an Application Form and/or a credit of a Basic Entitlement and Excess Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

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

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

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

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

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Basic Entitlements and Excess Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Basic Entitlements and Excess in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Basic Entitlements and Excess Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company and finnCap determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Basic Entitlements and Excess Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III of this document and specifically the contents of this paragraph 8.

The Company and finnCap reserve the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company, finnCap or their respective agents to have been executed, effected or despatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any other jurisdiction or if the Company, finnCap or their respective agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or in the case of a credit of Basic Entitlements and Excess Entitlements to a stock account in CREST, to a CREST Member whose registered address would be, in the United States or a Restricted Jurisdiction or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates or make such a credit.

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

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST.

Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Basic Entitlement and Excess Entitlements. No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of a Basic Entitlements and Excess Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

8.2 **United States**

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

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

Subject to certain exceptions, any person who acquires New Ordinary Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the New Ordinary Shares, that they are not, and that at the time of acquiring the New Ordinary Shares they will not be, in the United States or acting on behalf of, or for the

account or benefit of a person on a non-discretionary basis in the United States or any state of the United States.

The Company and finnCap reserve the right to treat as invalid any Application Form that appears to the Company, finnCap or their respective agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of New Ordinary Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the New Ordinary Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

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

8.3 Restricted Jurisdictions

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Basic Entitlements and Excess Entitlements. The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption. No offer or invitation to apply for Open Offer Shares is being made by virtue of this document or the Application Forms into any Restricted Jurisdiction.

8.4 Other overseas territories

Application Forms will be sent to Qualifying Non-CREST Shareholders and Basic Entitlements and Excess Entitlements will be credited to the stock accounts in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and the Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the UK should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares in respect of the Open Offer.

8.5 Representations and warranties relating to Overseas Shareholders

Qualifying Non-CREST Shareholders

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company and finnCap and the Registrar that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant

Open Offer Shares from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories. The Company and/or finnCap and/or the Registrar may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company, finnCap or their respective agents to have been executed, effected or despatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this sub-paragraph.

Qualifying CREST Shareholders

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

Waiver

The provisions of this paragraph 8 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company and finnCap in their absolute discretion. Subject to this, the provisions of this paragraph 8 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 8 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 8 shall apply to them jointly and to each of them.

9. TIMES AND DATES

The Company shall, in agreement with finnCap and after consultation with its financial and legal advisers, be entitled to amend the dates that Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the London Stock Exchange, and make an announcement on an RIS but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer working days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three working days after the date of issue of the supplementary circular (and the dates

and times of principal events due to take place following such date shall be extended accordingly).

10. TAXATION

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the UK, should immediately consult a suitable professional adviser.

11. FURTHER INFORMATION

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

12. GOVERNING LAW AND JURISDICTION

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law.

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form.

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

PART IV

QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

The questions and answers set out in this Part IV are intended to be in general terms only and, as such, you should read Part III of this document for full details of what action to take. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under FSMA if you are in the UK, or, if not, from another appropriately authorised independent financial adviser.

This Part IV deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the UK who hold their Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 8 of Part III of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Basic Entitlement and Excess Entitlement. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read paragraph 5 of Part III of this document for full details of what action you should take.

If you are a CREST Sponsored Member, you should also consult your CREST Sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

1. What is an open offer?

An open offer is a way for companies to raise money. Companies usually do this by giving their existing shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings. In this instance Shareholders will also be offered the opportunity to apply for additional Ordinary Shares in excess of their entitlement to the extent that other Qualifying Shareholders do not take up their entitlement in full. In an open offer the fixed price is normally at a discount to the market price of the existing ordinary shares prior to the announcement of the open offer.

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to an aggregate of 199,932,635 New Ordinary Shares at a price of 1 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in the United States, or a Restricted Jurisdiction, you will be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 7 Open Offer Shares for every 9 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number. The Offer Price of 1 pence per Open Offer Share represents a discount of 80.66% to the Closing Price (being the latest practicable date prior to the date of this document).

The Excess Application Facility allows Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement. Applications made under the Excess Application Facility may be allocated in such manner as the Directors may determine, if applications are received from Qualifying Shareholders for more than the available number of Open Offer Shares, no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Unlike in a rights issue, Application Forms are not negotiable documents and neither they nor Basic Entitlements can themselves be traded. Shareholders will not be able to apply for any New Ordinary Shares which are the subject of the Placing.

2. I hold my Existing Ordinary Shares in certificated form. How do I know I am eligible to participate in the Open Offer?

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located in the United States or any other Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares before 7.00 a.m. on 1 November 2019 (the time when the Existing Ordinary Shares are expected to be marked "ex' entitlement" by the London Stock Exchange).

3. I hold my Existing Ordinary Shares in certificated form. How do I know how many Open Offer Shares I am entitled to take up?

If you hold your Existing Ordinary Shares in certificated form and, subject to certain exceptions, do not have a registered address, and are not located in, the United States or any other Restricted Jurisdiction, you will be sent an Application Form that shows:

- how many Existing Ordinary Shares you held at the close of business on the Record Date;
- how many Open Offer Shares are comprised in your Basic Entitlement; and
- how much you need to pay if you want to take up your right to buy all your entitlement to the Open Offer Shares.

Subject to certain exceptions, if you have a registered address in the United States or any other the Restricted Jurisdiction, you will not receive an Application Form.

If you would like to apply for any of or all of the Open Offer Shares comprised in your Basic Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be returned, along with a cheque drawn in the appropriate form, by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, or by hand (during normal office hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD so as to be received by them by no later than 11.00 a.m. on 18 November 2019, after which time Application Forms will not be valid.

4. I hold my Existing Ordinary Shares in certificated form and am eligible to receive an Application Form. What are my choices in relation to the Open Offer?

(a) If you do not want to take up your Basic Entitlement

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money if the Open Offer Shares you could have taken up are sold, as would happen under a rights issue.

You cannot sell your Application Form or your Basic Entitlement to anyone else. If you do not return your Application Form subscribing for the Open Offer Shares to which you are entitled by 11.00 a.m. on 18 November 2019, the Company has made arrangements under which the

Company has agreed to issue the Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility.

If you do not take up your Basic Entitlement then following the issue of the Open Offer Shares pursuant to the Open Offer, your interest in the Company will be significantly diluted. Even if a Qualifying Shareholder subscribes for the Basic Entitlement under the Open Offer, their proportionate economic interest would be diluted by the issue of Placing Shares pursuant to the Placing.

(b) If you want to take up some but not all of your Basic Entitlement

If you want to take up some, but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Boxes 6 and 8 of your Application Form; for example, if you are entitled to take up 51 shares but you only want to take up 25 shares, then you should write '25' in Boxes 6 and 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '25') by £0.01, which is the price in pounds of each Open Offer Share (giving you an amount of £0.25 in this example). You should write this amount in Box 9, rounding up to the nearest whole pence and this should be the amount your cheque is made out for. You should then return the completed Application Form, together with a cheque for that amount, by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal office hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD so as to be received by them by no later than 11.00 a.m. on 18 November 2019, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four working days for delivery.

All payments must be in pounds sterling and made by cheque made payable to "Neville Registrars Limited re: Clients Account". Cheques must be drawn on a bank or building society or branch of a bank or building society in the UK or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques will not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted (see paragraph 4 of Part III of this document).

Cheques will be presented for payment upon receipt. The Company and finnCap reserve the right to instruct the Registrar to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company and finnCap may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you the week commencing 25 November 2019.

(c) If you want to take up all of your Basic Entitlement

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with

your cheque for the amount (as indicated in Box 5 of your Application Form), by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal office hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD so as to be received by them by no later than 11.00 a.m. on 18 November 2019, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four working days for delivery.

All payments must be in pounds sterling and made by cheque made payable to "Neville Registrars Limited re: Clients Account". Cheques must be drawn on a bank or building society or branch of a bank or building society in the UK or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques will not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque or draft to such effect. The account name should be the same as that shown on the application.

Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you the week commencing 25 November 2019.

(d) If you want to apply for more than your Basic Entitlement

Provided you have agreed to take up your Basic Entitlement in full, you can apply for further Open Offer Shares under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement as at the Record Date. You should write the number of Open Offer Shares comprised in your Basic Entitlement (as indicated in Box 4 of the Application Form) in Box 6 and write the number of Excess Shares for which you would like to apply in Box 7. You should then add the totals in Boxes 6 and 7 and insert the total number of Open Offer Shares for which you would like to apply in Box 8. For example, if you have a Basic Entitlement for 51 Open Offer Shares but you want to apply for 75 Open Offer Shares in total, then you should write '51' in Box 6, '24' in Box 7 and '75' in Box 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '75') by £0.01, which is the price in pounds sterling of each Open Offer Share (giving you an amount of £0.75 in this example). You should write this amount in Box 9. You should then return your Application Form by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal office hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD so as to be received by them by no later than 11.00 a.m. on 18 November 2019, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four working days for delivery.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Excess Shares may be allocated in such manner as the Directors may determine. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up and otherwise successfully apply for using the Excess Application Facility. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you, at your own risk, the week commencing 25 November 2019.

5. I hold my Existing Ordinary Shares in uncertificated form in CREST. What do I need to do in relation to the Open Offer?

CREST Members should follow the instructions set out in Part III of this document. Persons who hold Existing Ordinary Shares through a CREST Member should be informed by the CREST Member through which they hold their Existing Ordinary Shares of (i) the number of Open Offer Shares which they are entitled to acquire under their Basic Entitlement and (ii) how to apply for Open Offer Shares in excess of their Basic Entitlement under the Excess Application Facility provided they choose to take up their Basic Entitlement in full and should contact them should they not receive this information.

6. I acquired my Existing Ordinary Shares prior to the Record Date and hold my Existing Ordinary Shares in certificated form. What do I do if I do not receive an Application Form or I have lost my Application Form?

If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form at 6.00 p.m. on 30 October 2019 and who have converted them to certificated form;
- Qualifying Non-CREST Shareholders who bought Existing Ordinary Shares before 6.00 p.m. on 30 October 2019 but were not registered as the holders of those shares at the close of business at 6.00 p.m. on 30 October 2019; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes.

7. Can I trade my Basic Entitlement?

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although Basic Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims only). Basic Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which an application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Basic Entitlement will have no rights under the Open Offer or receive any proceeds from it. The Open Offer is not underwritten.

8. What if I change my mind?

If you are a Qualifying Non-CREST Shareholder, once you have sent your Application Form and payment to the Registrar, you cannot withdraw your application or change the number of Open Offer Shares for which you have applied, except in the very limited circumstances which are set out in this document.

9. What if the number of Open Offer Shares to which I am entitled is not a whole number:

am I entitled to fractions of Open Offer Shares?

If the number is not a whole number, you will not receive a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

10. I hold my Existing Ordinary Shares in certificated form. What should I do if I have sold some or all of my Existing Ordinary Shares?

If you hold Existing Ordinary Shares in the Company directly and you sell some or all of your Existing Ordinary Shares before 1 November 2019, you should contact the buyer or the person/company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. If you sell any of your Existing Ordinary Shares on or after 1 November 2019, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

11. I hold my Existing Ordinary Shares in certificated form. How do I pay?

Completed Application Forms should be returned with a cheque drawn in the appropriate form. All payments must be in pounds sterling and made by cheque made payable to "Neville Registrars Limited re: Clients Account". Cheques must be drawn on a bank or building society or branch of a bank or building society in the UK or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques will not be accepted, with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque to such effect.

The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted.

12. Will the Existing Ordinary Shares that I hold now be affected by the Open Offer?

If you decide not to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your entitlement, your proportionate ownership and voting interest in the Company will be reduced.

13. I hold my Existing Ordinary Shares in certificated form. Where do I send my Application Form?

You should send your completed Application Form, together with the monies in the appropriate form, by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or by hand (during normal office hours only) to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD. If you post your Application Form by first-class post, you should allow at least four working days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

14. I hold my Existing Ordinary Shares in certificated form. When do I have to decide if I want to apply for Open Offer Shares?

The Registrar must receive the Application Form by no later than 11.00 a.m. on 18 November 2019, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery.

15. How do I transfer my entitlements into the CREST system?

If you are a Qualifying Non-CREST Shareholder, but are a CREST Member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (contained in the Application Form), and ensure it is delivered to the CREST courier and sorting service in accordance with the instructions in the Application Form. CREST Sponsored Members should arrange for their CREST Sponsors to do this.

16. I hold my Existing Ordinary Shares in certificated form. When will I receive my new share certificate?

It is expected that the Registrar will post all new share certificates the week commencing 25 November 2019.

17. If I buy Existing Ordinary Shares after the Record Date, will I be eligible to participate in the Open Offer?

If you bought your Existing Ordinary Shares after the Record Date, you are unlikely to be able to participate in the Open Offer in respect of such Ordinary Shares.

18. Will I be taxed if I take up my entitlements?

Shareholders who are in any doubt as to their tax position should consult an appropriate professional adviser immediately.

19. What should I do if I live outside the UK?

Your ability to apply to acquire Open Offer Shares may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Basic Entitlement and Excess Entitlement. Shareholders with registered addresses or who are located in the United States or any other Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 8 of Part III of this document.

20. Further assistance

Should you require further assistance, please contact the Registrar on 0121 585 1131. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.00 p.m., Monday to Friday, excluding public holidays in England and Wales. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice, and calls may be recorded and monitored for security and training purposes.

PART V ADDITIONAL INFORMATION

1. MIDDLE MARKET QUOTATIONS

The following table sets out the middle market quotations for an existing Ordinary Share, as derived from the Daily Official List of the London Stock Exchange, for the first business day of each of the six months immediately preceding the date of this document and for 30 October 2018 (being the latest practicable date prior to the publication of this document):

Date	Existing Ordinary Share price (pence)
1 May 2019	8.15
3 June 2019	8.24
1 July 2019	6.33
1 August 2019	8.58
2 September 2019	6.93
1 October 2019	6.75
30 October 2019	5.17

2. MATERIAL CONTRACTS

The following are the material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Company within the two years prior to the date of this document.

2.1 finnCap Engagement Letter

The Company and finnCap entered into an engagement letter dated 31 October 2019 pursuant to which finnCap was appointed as nominated adviser and broker to the Company for an annual fee of £75,000 plus VAT. This agreement may be terminated by either party on three months' prior written notice, provided that in the case of termination by the Company, such notice shall not be given so as to expire before an initial period of 12 months.

2.2 Placing Agreement

The Company has entered into the Placing Agreement, details of which are set out in paragraph 6.2 of the letter from the Chairman of the Company in this document.

2.3 Kinetix Engagement Letter

The Company entered into an agreement dated 8 August 2019 with Kinetix Critchleys Corporate Finance LLP ("**Kinetix**"), pursuant to which the Company has agreed to pay Kinetix a fee of 5% of the total investment made in the Company by any investor introduced by Kinetix. Save in a limited number of circumstances where the agreement may be terminated with immediate effect, the

agreement may be terminated by either party on one month's notice, provided that such notice shall not be given so as to expire before the initial term of 12 months.

3. DIRECTORS' SERVICE CONTRACTS

Mark Nichols entered into a service agreement with the Company effective as of 14 September 2015 whereby he was appointed Chief Executive Officer of the Company on a full-time basis. Mark Nichols is paid a salary of £275,400 per annum. The service agreement will continue until terminated on six months' notice by either party and provides, amongst other things, for Mark Nichols' entitlement to participate in the Company's health insurance and pension schemes and, at the discretion of the Board, in the Company's share option incentive and annual bonus.

Paul Denney entered into a service agreement with the Company effective as of 01 October 2016 whereby he was appointed Chief Financial Officer of the Company on a full-time basis. Paul Denney is paid a salary of £193,800 per annum. The service agreement will continue until terminated on six months' notice by either party and provides, amongst other things, for Paul Denney's entitlement to participate in the Company's share incentive, health insurance and, at the discretion of the Board, in the Company's share option incentive and annual bonus.

David Armfield was appointed non-executive Chairman under a letter of appointment dated 12 February 2019. Under his letter of appointment, David Armfield is paid an annual fee of £60,000 and reimbursement of reasonable expenses. The term of the appointment is for an initial term of three years commencing on 5 June 2018 and thereafter shall continue until terminated.

David Baynes was appointed Non-Executive Director on the 12 February 2019. Under his letter of appointment, IP2IPO Ltd is paid an annual fee of £30,000 in respect of such services and David Baynes is reimbursed for reasonable expenses.

4. CONSENTS

The nominated adviser, broker and bookrunner to the Company is finnCap, which is authorised and regulated in the UK by the FCA. finnCap has given and not withdrawn its written consent to the issue of this document with inclusion herein of references to its name in the form and the context in which it appears.

5. INCORPORATION OF INFORMATION BY REFERENCE

In respect of the Company, the following documents are incorporated by reference in this document, and are available from the Company's website at <https://www.xerostech.com>.

- audited consolidated accounts for the 12 month period ended 31 December 2018;
- audited accounts for the period ended 31 December 2017; and
- half-year report for the 6 month period ended 30 June 2019.

Shareholders or other recipients of this document may request copies of the information incorporated by reference from the Company at its registered office at Unit 2, Evolution, Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire S60 5BL, or by telephone at + 44 (0)114 2699 656. Hard copies of the information incorporated by reference will not be sent to Shareholders or other recipients of this document unless requested.

6. DOCUMENTS ON DISPLAY AND AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection on request by a Shareholder, person with information rights, or other person to whom this document is sent at the Company's registered office at Unit 2, Evolution, Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire S60 5BL during normal business hours on any weekday (Saturdays, Sundays and public holidays in the UK excepted) from the date of this document until the conclusion of the General Meeting:

- this document (including the Notice of General Meeting)
- the related announcement
- the articles of association of the Company
- the Placing Agreement
- the irrevocable undertakings received by the Company from Shareholders
- a consent letter from finnCap in respect of the Circular
- audited consolidated accounts of the Company for the 12 month period ended 31 December 2018;
- audited accounts of the Company for the year ended 31 December 2017; and
- half-year report of the Company for the 6 month period ended 30 June 2019.

Copies of the documents set out above are also available on the Company's website at the following address: <https://www.xerostech.com/>.

XEROS TECHNOLOGY GROUP PLC

NOTICE OF GENERAL MEETING

Notice is given that a general meeting of Xeros Technology Group plc ("**Company**") will be held at the offices of Squire Patton Boggs (UK) LLP at 7 Devonshire Square, London EC2M 4YH at 10.00 a.m. on 19 November 2019 for the purposes of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution. Unless the context otherwise requires, words and expressions used in this notice, including in the notes herein, (the "**Notice**") have the meanings given to them in the circular to shareholders dated 1 November 2019, of which this Notice forms part.

ORDINARY RESOLUTION

1. That pursuant to section 551 of the Companies Act 2006 (the "**Act**"), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,057,398.9525 pursuant to the Placing and Open Offer.

In this resolution 1, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

This authority is in addition to all existing authorities under section 551 of the Act.

Unless previously revoked, varied or renewed, this authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2020.

SPECIAL RESOLUTION

2. That, subject to the passing of resolution 1 and pursuant to section 570 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of the New Ordinary Shares in connection with the Placing and Open Offer.

This power is in addition to all existing powers under section 570 of the Act.

By order of the Board

Paul Michael Denney

1 November 2019

Registered office: Unit 2, Evolution Advanced Manufacturing Park, Whittle Way, Catcliffe, Rotherham, South Yorkshire S60 5BL

Registered in England and Wales No. 08684474

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 17 November 2019 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.

Voting on all the Resolutions will be taken by way of a show of hands unless a poll is demanded.

Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 and 4 below and the notes to the proxy form. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting. If a shareholder has appointed a proxy and attends the meeting in person, such proxy appointment will automatically be terminated.

If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 5 below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Registrar on 0121 585 1131 or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 10.00 a.m. on 17 November 2019 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

Any power of attorney or any other authority under which the form of proxy is signed (or duly certified copy of such power or authority) must be included with the form of proxy.

4. CREST Members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using 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 using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Neville Registrars (ID 7RA11) no later than 10.00 a.m. on 17 November 2019 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). 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

Neville Registrars 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 UK & Ireland Limited 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 CREST Sponsored Member or has appointed a voting service provider(s), to procure that his or her 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Certificated Securities Regulations 2001.

Corporate representatives

5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

A corporation's form of proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.

Share capital

6. As at the date of this document, the Company's issued share capital comprised 257,056,245 ordinary shares of 0.15 pence each ("Ordinary Share"). Each Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 257,056,245.