

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares prior to the Ex-entitlement Date, please immediately forward this document as soon as possible to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. **In particular, such documents should not be forwarded to, or transmitted in or into, the United States, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations.** If you have sold or otherwise transferred part only of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

**This document should be read as a whole and in conjunction with the Notice of General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company to Shareholders which is set out in this document and which recommends you vote in favour of the Resolutions.**

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



*(Incorporated and registered in England and Wales with registered no. 08010067)*

**Placing and Open Offer of 40,000,000 New Ordinary Shares at a price  
of 35 pence per New Ordinary Share**

**Acquisition of Valley Wholesale Carpets (2004) Limited  
and  
Notice of General Meeting**

*Zeus Capital*

**Nominated Adviser and Joint Broker**



**Joint Broker**

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Your attention is drawn to the section headed Risk Factors in Part II of this document which contains details of certain factors which should be taken into account when considering whether to purchase Ordinary Shares.

The Firm Placing is conditional, *inter alia*, on Admission taking place by 8.00 a.m. on 11 January 2022 (or such later date as the Company, Zeus Capital and Ravenscroft may agree, being not later than the Long Stop Date). The New Ordinary Shares and the Existing Ordinary Shares will, upon Admission, rank *pari passu* in all respects and will rank in full for all dividends and other distributions declared paid or made in respect of the Ordinary Shares after Admission.

The notice convening the General Meeting is set out on pages 66 to 70 of this document. You will not receive a hard copy form. You will need to log into your Signal Shares account, or register if you have not previously done so, to register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group. Proxy votes must be submitted no later than 10.00 a.m. on 6 January 2022.

If you need help with voting online, please contact Link Group, on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk)

Zeus Capital, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company as nominated adviser and joint broker in connection with the Placing and Open Offer and will not be responsible to any other person for providing the protections afforded to customers of Zeus Capital or advising any other person in connection with the Placing and Open Offer. Zeus Capital's responsibilities as the Company's nominated adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers will be owed solely to the London Stock Exchange and not to the Company, the Directors or to any other person in respect of such person's decision to acquire New Ordinary Shares in reliance on any part of this document. Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus Capital by the FSMA or the regulatory regime established under it, Zeus Capital does not accept any responsibility whatsoever for the contents of this document, and no

representation or warranty, express or implied, is made by Zeus Capital with respect to the accuracy or completeness of this document or any part of it.

Ravenscroft, which is licensed and regulated in Guernsey by the Guernsey Financial Services Commission, is acting as joint broker to the Company in connection with the proposed Placing and Open Offer. Ravenscroft will not be offering advice and will not otherwise be responsible to anyone other than the Company for providing the protections afforded to clients of Ravenscroft or for providing advice in relation to the contents of this document or any other matter.

The Open Offer closes at 11.00 a.m. on 5 January 2022. If you are a Qualifying Shareholder and want to apply for Open Offer Shares under the Open Offer you should follow the procedure set out in Part III of this document and, where relevant, complete and return the Application Form which will be posted on 17 December 2021.

This document does not constitute an offer to sell, or the solicitation of an offer to buy or subscribe for, securities in any jurisdiction in which such offer or solicitation is unlawful and, in particular, is not for publication or distribution in or into the United States of America, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been and will not be registered under the United States Securities Act 1933 (as amended) nor under the applicable securities laws of any states of the United States of America or any province or territory of Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not be offered or sold directly or indirectly in or into the United States of America, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland, Japan or to any national, resident or citizen of the United States of America, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions. The New Ordinary Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States of America regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States of America.

Copies of this document will be available free of charge to the public during normal business hours on any day (except Saturdays, Sundays and public holidays) at the registered offices of the Company and the offices of Zeus Capital at 10 Old Burlington Street, London W1S 3AG for one month from Admission. This document is also available on the Company's website, <https://www.likewiseplc.com/>

## IMPORTANT NOTICE

**This document is being sent to all Shareholders for information purposes only, to enable them to exercise their rights as shareholders at the General Meeting.**

This document does not constitute a prospectus, neither does it constitute an admission document in accordance with the AIM Rules. This document does not constitute an offer to sell or the solicitation of an offer to buy any security.

### **Notice to overseas persons**

The distribution of this document (and/or any of its accompanying documents) in, into or within jurisdictions other than the United Kingdom may be restricted by law or regulation and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of the relevant jurisdiction. By accepting this document, you agree to be bound by the foregoing instructions and limitations. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of the relevant jurisdiction.

The Placing Shares and/or the Open Offer Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan. Accordingly, subject to certain exceptions, the Placing Shares and/or the Open Offer Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

### **Cautionary note regarding forward-looking statements**

Certain statements in this document are or may constitute “forward looking statements”, including statements about current beliefs and expectations. In particular, the words “expect”, “anticipate”, “estimate”, “may”, “should”, “could”, “plans”, “intends”, “will”, “would”, “target” and “believe” and similar expressions (or in each case their negative and other variations or comparable terminology) can be used to identify forward looking statements. They appear in a number of places throughout this document and include, but are not limited to, statements regarding intentions, beliefs or current expectations concerning, among other things, the Group’s results of operations, financial position, liquidity, prospects, growth, strategies and expectations of the industry in which the Group operates.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not guarantees of future performance and the development of the markets and the industry in which the Group operates may differ materially from those described in, or suggested by, the forward-looking statements contained in this document. In addition, even if the development of the markets and the industry in which the Group operates are consistent with the forward-looking statements contained in this document, those developments may not be indicative of developments in subsequent periods. A number of factors could cause developments to differ materially from those expressed or implied by the forward-looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in the Group’s business strategy, political and economic uncertainty and other factors discussed in Part I and Part II of this document.

Any forward-looking statements in this document reflect the current views of the Directors with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations and growth strategy. Investors should specifically consider the factors identified in this document which could cause results to differ before making an investment decision. Subject to the requirements of applicable law or regulation, the Group undertakes no obligation publicly to release

the result of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Any forward-looking statement in this document based on past or current trends and/or activities of the Group should not be taken as a representation or assurance that such trends or activities will continue in the future. No statement in this document is intended to be a profit forecast or to imply that the earnings of the Group for the current year or future years will match or exceed the historical or published earnings of the Group.

#### **Basis on which information is presented**

In this document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom. Unless otherwise indicated, the financial information contained in this document has been expressed in pounds sterling. The Group presents its financial statements in sterling.

All dates and times referred to in this document are, unless otherwise stated, references to the date in London and to London time, respectively.

#### **References to defined terms**

Certain terms used in this document are defined and explained in the section of this document headed "Definitions".

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## KEY STATISTICS PLACING AND OPEN OFFER STATISTICS

Number of Existing Ordinary Shares	192,374,194
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### **Firm Placing**

Issue Price	35 pence
Number of Firm Placing Shares to be issued	34,285,715
Percentage of Enlarged Share Capital represented by Firm Placing Shares	14.4 per cent.
Gross proceeds of the Firm Placing	£12.0 million

### **Clawback Placing and Open Offer**

Number of Clawback Placing Shares and Open Offer Shares	5,714,285
Issue Price	35 pence
Entitlement of Qualifying Shareholders under the Open Offer	one Open Offer Share for every 33.66548395 Existing Ordinary Shares
Percentage of Enlarged Share Capital represented by the Clawback Placing Shares and Open Offer Shares	2.4 per cent.
Gross proceeds of the Clawback Placing and Open Offer	£2.0 million
Consideration Shares	5,000,000
Percentage of Enlarged Share Capital represented by the Consideration Shares	2.1 per cent.
Enlarged number of Ordinary Shares in issue at Admission	237,374,194
Gross proceeds of the Placing and the Open Offer	£14.0 million
Net proceeds of the Placing and the Open Offer <sup>1</sup>	£13.3 million
Estimated market capitalisation of the Company at Admission at the Issue Price	£83.1 million

TIDM	LIKE
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ISIN	GB00BHNWH003
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SEDOL	BMYX990
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LEI	2138007L822RL2CXMV34
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ISIN of the Basic Entitlement Shares	GB00BMFCLQ79
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ISIN of the Excess Shares	GB00BMFCLR86
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#### *Notes*

1. Net proceeds have been calculated based on the total costs associated with the Placing, the Open Offer and the Acquisition.

## COMPANY OFFICERS, REGISTERED OFFICE AND ADVISERS

<b>Directors</b>	<b>Paramjit Paul (“Paul”) Singh Bassi</b> <i>(Independent Non-Executive Chairman)</i> <b>Anthony (“Tony”) John Brewer</b> <i>(Chief Executive Officer)</i> <b>Roy Povey</b> <i>(Chief Financial Officer)</i> <b>Andrew James William Simpson</b> <i>(Non-Executive Director)</i> <b>Michael Alan Steventon</b> <i>(Independent Non-Executive Director)</i>
<b>Company secretary</b>	<b>Roy Povey</b>
<b>Registered office</b>	<b>Likewise Group PLC</b> Unit 4 Radial Park Solihull Parkway Birmingham Business Park Solihull B37 7YN
<b>Website</b>	<a href="http://www.likewiseplc.com">www.likewiseplc.com</a>
<b>Nominated Adviser and Joint Broker</b>	<b>Zeus Capital Limited</b> 82 King Street and 10 Old Burlington Street Manchester London M2 4WQ W1S AG
<b>Joint Broker</b>	<b>Ravenscroft Consultancy &amp; Listing Services Limited</b> PO Box 222 20, New Street St Peter Port Guernsey GY1 4JG
<b>Legal advisers to the Company</b>	<b>Gateley PLC</b> One Eleven Edmund Street Birmingham B3 2HJ
<b>Legal advisers to the Nominated Adviser and Joint Brokers</b>	<b>DWF Law LLP</b> 1 Scott Place 2 Hardman Street Manchester United Kingdom M3 3AA
<b>Auditors and Reporting Accountant</b>	<b>Crowe U.K. LLP</b> 55 Ludgate Hill London EC4M 7JW
<b>Registrars</b>	<b>Link Group</b> 10 <sup>th</sup> Floor Central Square 29 Wellington Street Leeds LS1 4DL

**Receiving Agent**

**Link Group  
Corporate Actions**

10<sup>th</sup> Floor  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

**Bankers**

**Barclays PLC**

6<sup>th</sup> Floor  
1 Snowhill  
Birmingham  
B4 6GN

**HSBC UK Bank PLC**

6 Broad Street  
Worcester  
WR1 2EJ

**National Westminster Bank PLC**

2<sup>nd</sup> Floor  
8 Market Place  
Huddersfield  
HD1 2AN

**Financial public relations**

**Novella Communications**

South Wing  
Somerset House  
Strand  
London  
WC2R 1LA



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for the Open Offer	13 December 2021
Announcement of the Acquisition, the Placing and the Open Offer	7.00 a.m. on 15 December 2021
Dispatch of the Circular and to certain Qualifying Non-CREST Shareholders, the Application Form	17 December 2021
Expected Ex-entitlement Date for the Open Offer	17 December 2021
Basic Entitlements and Excess CREST Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	20 December 2021
Recommended latest time and date for requesting withdrawal of Basic Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 29 December 2021
Latest time for depositing Basic Entitlements and Excess CREST Open Offer Entitlements into CREST	3.00 p.m. on 30 December 2021
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 31 December 2021
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 5 January 2022
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 6 January 2022
General Meeting	10.00 a.m. on 10 January 2022
Announcement of result of General Meeting	10 January 2022
Admission and commencement of dealings in the Placing Shares and Open Offer Shares	11 January 2022
CREST members' accounts credited in respect of Placing Shares and Open Offer Shares in uncertificated form	11 January 2022
Dispatch of definitive share certificates for the Placing Shares and Open Offer Shares (if required)	by 18 January 2022

### Notes

1. The ability to participate in the Open Offer is subject to certain restrictions relating to Qualifying Shareholders with registered addresses or who are located or resident in countries outside the UK (particularly the Excluded Overseas Shareholders), details of which are set out in paragraph 6 of Part III of this document. Subject to certain exceptions Application Forms will not be dispatched to, and Open Offer Entitlements will not be credited to the stock accounts in CREST of, Shareholders with registered addresses in any of the Restricted Jurisdictions.
2. Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company (with the agreement of the Joint Brokers), in which event details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement to a Regulatory Information Service.
3. References to times in this document are to London times unless otherwise stated.
4. Different deadlines and procedures for applications may apply in certain cases. For example, if you hold your Existing Ordinary Shares through a CREST member or other nominee, that person may set an earlier date for application and payment than the dates noted above.
5. If you require assistance, please contact Link Group on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## DEFINITIONS

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

<b>“Acquisition”</b>	the conditional acquisition by the Company of the entire issued share capital of Valley Wholesale Carpets
<b>“Acquisition Agreement”</b>	the share purchase agreement dated 14 December 2021 between the Valley Wholesale Carpets Vendors and the Company pursuant to which Likewise agreed to acquire the entire issued share capital of Valley Wholesale Carpets from the Valley Wholesale Carpets Vendors
<b>“Acquisition Completion”</b>	completion of the terms of the Acquisition Agreement
<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Admission”</b>	admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules for Companies
<b>“Aggregate Limit”</b>	the principle that no Qualifying Shareholder may receive in excess of such number of Open Offer Shares as would result in their aggregate interest in Ordinary Shares exceeding 29.9 per cent. of the Enlarged Share Capital, such principle being a term of the Open Offer
<b>“AIM”</b>	the market of that name operated by the London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies and/or the AIM Rules for Nominated Advisers (as the context may require)
<b>“AIM Rules for Companies”</b>	the rules of AIM as set out in the publication entitled “AIM Rules for Companies” published by the London Stock Exchange from time to time
<b>“AIM Rules for Nominated Advisers”</b>	the rules of AIM as set out in the publication entitled “AIM Rules for Nominated Advisers” published by the London Stock Exchange from time to time
<b>“Application Form”</b>	the application form accompanying this document to be used by Qualifying Non-CREST Shareholders under the Open Offer (including under the Excess Application Facility)
<b>“Basic Entitlement”</b>	the number of Open Offer Shares which a Qualifying Shareholder is entitled to subscribe for on the basis of one Open Offer Share for every 33.66548395 Existing Ordinary Shares held by that Qualifying Shareholder as at the Record Date
<b>“Basic Entitlement Shares”</b>	the Open Offer Shares which comprise a Qualifying Shareholder’s Basic Entitlement
<b>“Board” or “Directors”</b>	the board of directors of the Company, whose names are listed on page 7 of this document
<b>“Business Day”</b>	a day on which banks in the City of London are open for business (excluding Saturdays, Sundays and public holidays in England)
<b>“Cash Consideration”</b>	the cash consideration of £24.0 million payable to the Valley Wholesale Carpets Vendors pursuant to the Acquisition Agreement

<b>“certificated” or “in certificated form”</b>	the description of an Ordinary Share or other security which is not in uncertificated form (that is not in CREST)
<b>“Circular” or “this document”</b>	this circular of the Company giving (amongst other things) details of the Placing and the Open Offer and incorporating the Notice of General Meeting
<b>“Clawback Placing”</b>	the conditional placing, subject to clawback, by Zeus Capital and Ravenscroft (on behalf of the Company) of the Open Offer Shares at the Issue Price
<b>“Clawback Placing Shares”</b>	up to 5,714,285 New Ordinary Shares which have been placed pursuant to the Placing and Open Offer Agreement, subject to clawback to satisfy valid applications by Qualifying Shareholders under the Open Offer
<b>“Closing Price”</b>	the closing middle market quotation of an Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
<b>“Company” or “Likewise”</b>	Likewise Group plc, a public limited company incorporated in England and Wales under registered number 08010067
<b>“Consideration”</b>	the consideration of £30.0 million consisting of the Cash Consideration, the Deferred Consideration and the Share Consideration, which is to be satisfied by the Company pursuant to the Acquisition Agreement
<b>“Consideration Shares”</b>	the 5.0 million New Ordinary Shares issued to the Valley Wholesale Carpets Vendors to satisfy the Share Consideration
<b>“CREST”</b>	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations)
<b>“CREST Manual”</b>	the compendium of documents entitled “CREST Manual” by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8), the CREST CCSS Operating Manual and the CREST Glossary of Terms
<b>“CREST member”</b>	a person who has been admitted to CREST as a system-member (as defined in the CREST Manual)
<b>“CREST member account ID”</b>	the identification code or number attached to a member account in CREST
<b>“CREST participant”</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations)
<b>“CREST participant ID”</b>	shall have the meaning given in the CREST Manual issued by Euroclear
<b>“CREST payment”</b>	shall have the meaning given in the CREST Manual issued by Euroclear

<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time)
<b>“CREST sponsor”</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>“CREST sponsored member”</b>	a CREST member admitted to CREST as a sponsored member
<b>“CSOP Scheme”</b>	a company share option plan as defined in section 521 of ITEPA 2003 and which meets the requirements of Schedule 4 to ITEPA 2003
<b>“CSOP Options”</b>	the options to be granted under the CSOP and which meet the requirements of Schedule 4 to ITEPA 2003
<b>“Daily Official List”</b>	the AIM section of the London Stock Exchange Daily Official List
<b>“Deferred Consideration”</b>	the deferred cash consideration of £1.0 million payable to the Valley Wholesale Carpets Vendors on the first anniversary of Acquisition Completion pursuant to the Acquisition Agreement
<b>“EBITDA”</b>	earnings before interest, tax, depreciation and amortisation
<b>“EMI Options”</b>	the share options granted under the EMI Scheme and which are “qualifying options” under the provisions of Schedule 5 of ITEPA 2003
<b>“EMI Scheme”</b>	the Likewise Group Enterprise Management Incentives Options Scheme 2019 (as amended)
<b>“Enlarged Group”</b>	the Group following Acquisition Completion, including the Valley Wholesale Carpets Group
<b>“Enlarged Share Capital”</b>	the entire issued share capital of the Company following completion of the Placing and the Open Offer on Admission, assuming no other Ordinary Shares are issued between the date of this document and Admission
<b>“EU”</b>	the European Union
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited
<b>“Excess Application Facility”</b>	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer
<b>“Excess CREST Open Offer Entitlement(s)”</b>	in respect of each Qualifying CREST Shareholder, his entitlement (in addition to his Open Offer Entitlement) to apply for Open Offer Shares in accordance with the Excess Application Facility, which is conditional on him taking up his Basic Entitlement in full
<b>“Excess Shares”</b>	Open Offer Shares applied for by Qualifying Shareholders in accordance with the Excess Application Facility
<b>“Excluded Overseas Shareholders”</b>	other than as agreed by the Company and the Joint Brokers or as permitted by applicable law, Shareholders who are located in or have registered offices in a Restricted Jurisdiction
<b>“Ex-entitlement Date”</b>	the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 17 December 2021

<b>“Existing Issued Share Capital”</b>	the entire issued share capital of the Company as at the Latest Practicable Date, comprising the Existing Ordinary Shares
<b>“Existing Ordinary Shares”</b>	the 192,374,194 Ordinary Shares in issue at the date of this document being the entire issued share capital of the Company prior to the Placing and the Open Offer
<b>“Firm Placing”</b>	the conditional firm placing by Zeus Capital and Ravenscroft (on behalf of the Company) of the Firm Placing Shares at the Issue Price
<b>“Firm Placing Shares”</b>	34,285,715 New Ordinary Shares conditionally placed for cash with investors pursuant to the Placing in accordance with the terms of the Placing and Open Offer Agreement and whose allotment and issue is conditional (amongst other things) on the passing of the Placing and Open Offer Resolutions
<b>“Forms of Proxy”</b>	a form of proxy to enable the Shareholders to vote at the General Meeting
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“FY21”</b>	the financial year ending 31 December 2021
<b>“General Meeting”</b>	the general meeting of the Company to be held at 10.00 a.m. on 10 January 2022, notice of which is set out at the end of this document
<b>“Good Leaver”</b>	a leaver by reason of death, injury, critical illness, disability, retirement, or their employer company or business ceasing to be a member of the Group
<b>“Group”</b>	Likewise, its subsidiaries and subsidiary undertakings
<b>“Issue Price”</b>	35 pence per New Ordinary Share
<b>“ITEPA 2003”</b>	the Income Tax (Earnings and Pensions) Act 2003
<b>“Joint Brokers”</b>	Zeus Capital and Ravenscroft
<b>“Latest Practicable Date”</b>	means 16 December 2021, being the latest practicable date prior to the publication of this document
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Long Stop Date”</b>	28 February 2022
<b>“Management Options”</b>	non tax-advantaged share options granted under the EMI Scheme and which are not “qualifying options” under the provisions of Schedule 5 of the ITEPA 2003
<b>“Money Laundering Regulations”</b>	the Money Laundering Regulations (SI 2007 No. 2157), as amended, and the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017
<b>“New Ordinary Shares”</b>	the new Ordinary Shares to be issued pursuant to the Placing, the Open Offer and the Acquisition
<b>“Notice of General Meeting”</b>	the notice of General Meeting, set out at the end of this document

<b>“Open Offer”</b>	the conditional invitation by the Company to Qualifying Shareholders to subscribe for 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 the Qualifying Non-CREST Shareholders only, the Application Form
<b>“Open Offer Shares”</b>	up to 5,714,285 New Ordinary Shares to be offered to Qualifying Shareholders pursuant to the Open Offer
<b>“Ordinary Shares”</b>	ordinary shares of £0.01 each in the capital of the Company
<b>“Overseas Shareholder”</b>	a Shareholder who has a registered address outside the United Kingdom, or who is a citizen or resident of, or is incorporated or registered in, a country other than the United Kingdom, or who is holding Ordinary Shares for the benefit of such a person (including, without limitation and subject to certain exceptions, custodians, nominees, trustees and agents)
<b>“Placing”</b>	together, the Firm Placing and the Clawback Placing
<b>“Placing and Open Offer Agreement”</b>	the conditional agreement dated 14 December 2021 relating to the Placing and the Open Offer, between the Company (1), Zeus Capital (2) and Ravenscroft (3)
<b>“Placing and Open Offer Resolutions”</b>	the resolutions numbered 1 and 2 to be proposed at the General Meeting as set out in the Notice of General Meeting
<b>“Placing Shares”</b>	together, the Firm Placing Shares and the Clawback Placing Shares
<b>“Proposals”</b>	the Placing, the Open Offer, the Acquisition, Admission, the Share Premium Reduction and the Share Option Plans
<b>“Qualifying CREST Shareholders”</b>	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in uncertificated form
<b>“Qualifying Non-CREST Shareholders”</b>	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form
<b>“Qualifying Shareholders”</b>	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date with the exception (subject to certain exceptions) of Excluded Overseas Shareholders
<b>“Ravenscroft”</b>	Ravenscroft Consultancy & Listing Services Limited, a company incorporated in Guernsey with company number 67129, licensed and regulated by the Guernsey Financial Services Commission
<b>“Ravenscroft CI”</b>	Ravenscroft (CI) Limited, an affiliate of Ravenscroft
<b>“Receiving Agent”, “Registrars”, “Link” or “Link Group”</b>	Link Group, a trading name of Link Market Services Limited, a company incorporated in England and Wales with registered number 02605568 and having its registered office at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL
<b>“Record Date”</b>	6.00 p.m. on 13 December 2021
<b>“Regulations”</b>	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended

<b>“Regulatory Information Service”</b> Or <b>“RNS”</b>	has the meaning given in the AIM Rules for Companies
<b>“Remuneration Committee”</b>	the remuneration committee of the Board, as constituted from time to time
<b>“Resolutions”</b>	together, the Placing and Open Offer Resolutions, the Share Premium Reduction Resolution and the Share Option Resolutions
<b>“Restricted Jurisdictions”</b>	each of Australia, New Zealand, Canada, Japan, the Republic of South Africa, the Republic of Ireland and the United States and <b>“Restricted Jurisdiction”</b> means any one of them
<b>“RIDDER”</b>	the Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013
<b>“SAYE Scheme”</b>	the Likewise Group Share Save Scheme 2019 (as amended)
<b>“Share Consideration”</b>	£5.0 million of the Consideration to be satisfied by the issue of the Consideration Shares in accordance with the terms of the Acquisition Agreement
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time, each individually a <b>“Shareholder”</b>
<b>“Share Option Plans”</b>	together, the CSOP Scheme and the EMI Scheme
<b>“Share Option Resolutions”</b>	the resolutions numbered 4, 5 and 6 to be proposed at the General Meeting as set out in the Notice of General Meeting
<b>“Share Premium Reduction”</b>	the proposed reduction of the share premium account of the Company by £22.0 million details of which are set out in this document;
<b>“Share Premium Reduction Resolution”</b>	the resolution numbered 3 to be proposed at the General Meeting as set out in the Notice of General Meeting
<b>“UK”</b> or <b>“United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“uncertificated”</b> or <b>“uncertificated form”</b>	recorded on the relevant register or other record of the Ordinary Shares or other security concerned as being held in uncertificated form in CREST and, title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>“USE instruction”</b>	has the meaning given in the CREST Manual
<b>“Valley Wholesale Carpets”</b>	Valley Wholesale Carpets (2004) Limited
<b>“Valley Wholesale Carpets Group”</b>	Valley Wholesale Carpets, its subsidiaries and subsidiary undertakings
<b>“Valley Wholesale Carpets Vendors”</b>	Stephen Mitchell and Kate Mitchell
<b>“Zeus Capital”</b>	Zeus Capital Limited, a company incorporated in England and Wales with company number 04417845, authorised and regulated by the Financial Conduct Authority

## PART I

### LETTER FROM THE CHAIRMAN OF THE COMPANY

# Likewise Group plc

*(Incorporated and registered in England and Wales with registered no. 08010067)*

*Directors:*

Paul Bassi (*Independent Non-Executive Chairman*)  
Tony Brewer (*Chief Executive Officer*)  
Roy Povey (*Chief Financial Officer*)  
Andrew Simpson (*Non-Executive Director*)  
Michael Steventon (*Independent Non-Executive Director*)

*Registered Office*  
Unit 4 Radial Park  
Solihull Parkway  
Birmingham Business Park  
Solihull  
B37 7YN

17 December 2021

Dear Shareholder

**Firm Placing of 34,285,715 New Ordinary Shares at a price of  
35 pence per New Ordinary Share  
Clawback Placing and Open Offer of up to 5,714,285 New Ordinary Shares at a price of  
35 pence per New Ordinary Share**

**Acquisition of Valley Wholesale Carpets (2004) Limited  
Share Premium Reduction  
Share Option Plans  
and  
Notice of General Meeting**

## 1. Introduction

The Company announced on 15 December 2021 that it had conditionally raised gross proceeds of £14.0 million (before expenses) pursuant to the Placing through the issue of 34,285,715 Firm Placing Shares and up to 5,714,285 Clawback Placing Shares at the Issue Price on a non-pre-emptive basis. The Placing Shares have been conditionally placed with certain existing and new institutional and other professional investors.

To enable other Shareholders not able to participate in the Placing an opportunity to subscribe for additional Ordinary Shares, the Company is proposing to conditionally raise up to approximately £2.0 million (before expenses) by way of the Open Offer. To the extent that the Open Offer is not subscribed in full by holders of Existing Ordinary Shares, Clawback Placing Shares will be issued such that gross proceeds of the Open Offer and Clawback placing raised are £2.0 million (in addition to gross proceeds raised pursuant to the Firm Placing). The Open Offer is made to Qualifying Shareholders of at the Issue Price on the basis of:

**one Open Offer Share for every 33.66548395 Existing Ordinary Shares held on the Record Date**

The net proceeds from the Placing Shares and Open Offer Shares will be used, primarily, to part fund the Acquisition, further details of which are set out below under the heading "Details of the Acquisition".

The Issue Price represents a discount of c.24 per cent. to the Closing Price of 46 pence per Ordinary Share on 14 December 2021, being the last Closing Price before the announcement of the proposed Placing and Open Offer.

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will occur on or around 11 January 2022.

The Company also announced that it was seeking the approval of the Shareholders for the Share Premium Reduction.



It is intended that, subject to the approval of the court and meeting other legal requirements, the proposed Share Premium Reduction will create distributable reserves in the Company to enable dividends to be paid in the future. Pursuant to section 645 of the Act, the Share Premium Reduction needs to be approved by the Shareholders at a general meeting of the Company.

Further, the Company announced that it was seeking the approval of the Shareholders to implement the Share Option Plans. It is intended that the Share Option Plans will allow the Company to incentivise new senior hires or to recognise significant progression in roles and responsibilities of current employees.

The Proposals are conditional, *inter alia*, on the passing of the Resolutions and Admission. The Firm Placing is not, however, conditional on the Clawback Placing and Open Offer proceeding or on any minimum take-up under the Clawback Placing and Open Offer.

**The purpose of this document is to set out the background to, and the reasons for, the Placing, the Open Offer, the Share Premium Reduction and the Share Option Plans. It explains why the Directors consider the Placing, the Open Offer, the Share Premium Reduction and the Share Option Plans to be in the best interests of the Company and its Shareholders as a whole. It also recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors have irrevocably undertaken to do themselves in respect of their own beneficial shareholdings.**

Shareholder approval will be sought in respect of the Placing, the Open Offer, the allotment of the Consideration Shares, the Share Premium Reduction and the Share Option Plans at the General Meeting, which is convened to be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7YN at 10.00 a.m. on 10 January 2022.

**None of the Placing, the Open Offer, or the Acquisition can proceed unless the Placing and Open Offer Resolutions are passed at the General Meeting. The Share Premium Reduction cannot proceed unless the Share Premium Reduction Resolution is passed at the General Meeting. The Share Option Plans will not proceed unless the Share Option Resolutions are passed at the General Meeting.**

Your attention is drawn to:

- (i) the Risk Factors set out in Part II of this document;
- (ii) Part III of this document which sets out the actions to be taken by Qualifying Shareholders seeking to participate in the Open Offer; and
- (iii) the Notice of General Meeting contained in Part VI of this document and paragraphs 24 and 25 of this letter which explain the purpose of the General Meeting and action to be taken by you in order to vote at that General Meeting.

## **2. Overview of Likewise**

Likewise is a distributor of residential and commercial floorings, mats and rugs to retailers and contractors through its seven distribution centres in Glasgow, Newcastle, Leeds, Manchester, Birmingham, Sudbury and Peckham.

With the support of manufacturing partners across the globe, an extensive product offering has been developed and with strong relationships with UK customers, Likewise has in three years established a business with over 2,600 customers and currently employs c.260 employees. The Group is currently listed on AIM with a market capitalisation of c.£87 million as at the Latest Practicable Date.

The senior management team, led by Chief Executive Tony Brewer, has extensive experience in the industry and has a wide network of both manufacturers and suppliers who they work with to provide a wide choice of products at competitive prices. To deliver its strategy, Likewise intends to utilise the expertise and industry knowledge of the Board and senior management team to deliver organic growth, operational leverage and where desirable, to execute strategic acquisitions.

To continue its growth and improve its profile, the Group intends to raise gross proceeds of £14.0 million through the Placing and Open Offer, which will be used to part finance the Acquisition and meet the expenses related to the Acquisition, the Placing and the Open Offer.

### 3. Information on Valley Wholesale Carpets

Valley Wholesale Carpets, founded in 1982, is a distributor and wholesaler of carpets to independent retailers across the UK. It has a strong presence in the South East of England and the Midlands, with two principal distribution centres in Erith and Derby.

Valley Wholesale Carpets delivered an increase in revenue of 32 per cent. in the year ended 30 September 2021 to £47.3 million from £35.9 million in 2020. This increase was achieved by maximising its established market position during a particularly positive period of home improvement, which was supported by the prolonged COVID-19 pandemic. Valley Wholesale Carpets also delivered adjusted EBITDA of c.£5.7 million in the same period, up c.89 per cent. from c.£3.0 million in 2020. It is expected that profitability will return to more normalised levels seen in 2019 and 2020.

Valley Wholesale Carpets employs around 130 people in the distribution of carpets across the UK. Key product lines supplied include carpet, residential vinyl and underlay for carpet. It also has a diverse customer base, with the largest customer accounting for less than one per cent. of revenue and maintains strong client relationships with independent UK retailers with hundreds of thousands of sample books in independent flooring retailers.

### 4. Strategic rationale for the Acquisition, the Placing and Open Offer

The Directors are focused on delivering organic growth as well as acquisitions that are strategic and value enhancing, with a focus on increasing scale, advancing the commercial and operational reach of the Group into new regions and consolidating the Group's overall market position through expanding the customer base and optimising the distribution network.

The Board believes that the Acquisition delivers significant growth opportunities, compelling financial returns and strategic opportunities for the Group, which are wholly aligned with its strategy. These opportunities include:

- **Building market share:** the Acquisition will increase Likewise's share of the UK flooring market to approximately 5.6 per cent. of the £1.9 billion UK industry, boosting Likewise's position as one of the leaders in the UK market.
- **Geographic expansion and strengthened logistics network:** the Acquisition will increase Likewise's presence, particularly in the South East of England and the Midlands, providing an opportunity to optimise the Group's UK logistics network.
- **Increased product portfolio:** the combination of Valley Wholesale Carpets and Likewise will increase the product portfolio of the Enlarged Group.
- **Earnings enhancing:** the Acquisition is expected to be immediately earnings enhancing and is expected to deliver approximately 25 per cent. earnings enhancement during the first full year of ownership.
- **Access to new customers:** the Acquisition will provide a stronger customer network for the Group to build upon, as Valley Wholesale Carpets brings new and complementary customers.
- **Dividend:** the expected cash generation of the Enlarged Group promotes the ability of the Company to pay dividends.

### 5. Details of the Acquisition

On 14 December 2020, the Company entered into the conditional Acquisition Agreement pursuant to which the Company agreed to acquire the entire issued share capital of Valley Wholesale Carpets for maximum consideration of £30.0 million, including the acquisition of approximately £10.0 million of cash within Valley Wholesale Carpets. The Consideration represents 5.2x Valley Wholesale Carpets' unaudited adjusted EBITDA of c.£5.7 million for the year ended 30 September 2021.

The Consideration comprises £24.0 million of Cash Consideration to be paid on or shortly after Acquisition Completion, £1.0 million of Deferred Consideration in cash to be paid on the first anniversary of Acquisition Completion, and the issue of the Consideration Shares, being 5.0 million Ordinary Shares. If the Consideration Shares are valued at less than £5.0 million on the second anniversary of Completion then, subject to the terms and conditions of the Acquisition Agreement, any shortfall will be settled by the Company in cash.

Following the Acquisition, the Valley Wholesale Carpets Vendors will have an interest in 5.0 million Ordinary Shares representing 2.1 per cent. of the Enlarged Share Capital.

The Acquisition Agreement contains certain warranties and indemnities (including a tax covenant) given by the Valley Wholesale Carpets Vendors, in relation to Valley Wholesale Carpets, subject to certain limitations. The Valley Wholesale Carpets Vendors have provided an indemnity that there will be not less than £9.0 million of cash in Valley Wholesale Carpets at Acquisition Completion. Claims under the general warranties must be brought within 18 months of Acquisition Completion and claims under the tax warranties and covenant must be brought within seven years of Acquisition Completion.

Post a one-month transition period following Acquisition Completion, none of the Valley Wholesale Carpets Vendors are expected to continue their involvement with or engagement in the Valley Wholesale Carpets Group's business. To supplement the Enlarged Group's South East operations, a new senior hire is expected to be made, who will begin working for the Enlarged Group during Q1 2022. The Valley Wholesale Carpets Vendors are subject to restrictive covenants, including non-compete covenants for a two-year period after Acquisition Completion pursuant to the terms of the Acquisition Agreement. It is intended that the current operating management team of Valley Wholesale Carpets will continue in the Valley Wholesale Carpets Group's business under the leadership of the Board.

Acquisition Completion is conditional on Admission. If Admission does not occur on or before the Long Stop Date, the Company has the option to either extend the Long Stop Date or terminate the Acquisition Agreement.

During the period from 14 December 2021 to Acquisition Completion, the Valley Wholesale Carpets Vendors have agreed to operate and manage the Valley Wholesale Carpets Group in the ordinary course and they are required to seek the Company's prior written consent before carrying out, or not carrying out, certain acts which may give rise to any liability for, or otherwise impact, the business of the Valley Wholesale Carpets Group in accordance with the terms and conditions of the Acquisition Agreement.

The Remuneration Committee of the Company has recommended that, in recognition of delivering this earnings enhancing Acquisition, upon the successful completion of the Acquisition, the Company's executive and senior management will be awarded cash bonuses in aggregate of £700,000. Tony Brewer and Roy Povey will receive £300,000 and £150,000 respectively and, as Directors of the Company, these bonuses constitute related party transactions under Rule 13 of the AIM Rules. The independent Directors, being Paul Bassi, Andrew Simpson and Mike Steventon, having consulted with Zeus Capital, are of the opinion that these bonuses are fair and reasonable.

## **6. Further considerations**

As set out in the "Recommendation" section below, the Directors believe the Proposals are in the best interests of the Company and its Shareholders as a whole. In making this statement, the Directors have spent time, and have taken appropriate advice, in considering the Proposals and the method by which the Company will seek to raise the net proceeds of the Placing.

The Directors have concluded that the Placing and Open Offer, is the most appropriate structure to raise funding for the Company for the following reasons:

- the Firm Placing enables the Company to attract a number of new investors to its shareholder register, which the Directors believe may improve liquidity going forward, and also to provide an element of funding certainty, should it be required; and
- the Clawback Placing and Open Offer of £2.0 million enables all Qualifying Shareholders to participate in the fundraising on the same terms as institutional and certain other new investors but without the time and costs associated with a fully pre-emptive offer while ensuring that the requisite funds are

raised for the Company. A fully pre-emptive offer, either via a rights issue or an open offer above €8 million, would require the Company to produce a prospectus which would take significant time and cost.

The Issue Price represents a discount of c.24 per cent. to the Closing Price of 46 pence per Ordinary Share on 14 December 2021, being the last Closing Price before the announcement of the proposed Placing and Open Offer. Upon completion of the Placing and Open Offer, the Firm Placing Shares, the Clawback Placing Shares, the Open Offer Shares and the Consideration Shares will represent approximately 19.0 per cent. of the Enlarged Share Capital.

The Directors confirm that the Issue Price, and therefore potential dilution for Shareholders, has been a consideration in setting the amount raised as part of the fundraising exercise and the decision to undertake an Open Offer. The Issue Price was established as part of a book building process undertaken by the Joint Brokers.

## **7. Use of proceeds**

The Directors intend to use the proceeds of the Placing and the Open Offer to:

- part fund the Cash Consideration; and
- meet the expenses related to the Acquisition, the Placing and the Open Offer.

## **8. Current trading and outlook**

Likewise Scotland and Likewise North East have grown rapidly in their respective geographical areas. Likewise North has performed particularly well from its distribution centre in Leeds which is also the hub for Likewise Residential Products nationally. Likewise Matting has continued to develop its product portfolio in independent and national retailers. A&A in Manchester has continued to trade strongly and has extended its geographical reach from the North West of England to now include parts of the Midlands. The Board intends to continue this expansion.

Likewise has continued to increase its market presence through product launches and placing an increasing number of point of sale displays into independent flooring retailers whilst also providing a comprehensive product offering for flooring contractors. The Group has continued to enhance its IT infrastructure and logistics network, having launched a Paperless Delivery Device during the autumn of 2021. The Business-to-Business website will also be live before the end of 2021.

Revenues have grown substantially and the Group is currently delivering run-rate revenues of c.£65 million and whilst management anticipate that FY21 revenues will be slightly below current market expectations, importantly, management continues to believe the Group remains on track to deliver FY21 profits in line with market expectations.

## **9. Details of the Placing and the Open Offer**

### **Structure**

The Directors have given careful consideration as to the structure of the proposed fundraising and have concluded that the Firm Placing, Clawback Placing and the Open Offer are the most suitable options available to the Company and its Shareholders at this time.

### **Principal terms of the Firm Placing and Clawback Placing**

The Company is proposing to issue 34,285,715 Firm Placing Shares and up to 5,714,285 Clawback Placing Shares pursuant to the Firm Placing and the Clawback Placing at the Issue Price of 35 pence per Ordinary Share. In accordance with the terms of the Placing and Open Offer Agreement, the Joint Brokers have, as agents for the Company, conditionally placed with institutional and other investors, the Firm Placing Shares and the Clawback Placing Shares at the Issue Price. The Placing will raise gross proceeds of approximately £14.0 million for the Company.

The final number of Clawback Placing Shares will be announced as soon as practicable after the close of the Open Offer.

None of the Firm Placing, the Clawback Placing or the Open Offer are being underwritten in whole or in part.

The Firm Placing Shares are not subject to clawback and do not form part of the Open Offer. The Clawback Placing Shares allocated pursuant to the Placing are subject to clawback to satisfy valid applications under the Open Offer.

Under the Placing and Open Offer Agreement, the Company has agreed to pay to the Joint Brokers a fixed sum together with commissions based on the aggregate value of the Firm Placing Shares, Clawback Placing Shares and the Open Offer Shares placed at and/or subscribed for at the Issue Price and the costs and expenses of the Placing together with any applicable VAT.

### ***Principal terms of the Open Offer***

The Open Offer provides an opportunity for all Qualifying Shareholders to participate in the fundraising by both subscribing for their respective Basic Entitlements and by subscribing for Excess Shares under the Excess Application Facility, subject to availability and subject to the Aggregate Limit.

Pursuant to the Open Offer, Qualifying Shareholders will be given the opportunity to subscribe for one Open Offer Share for every 33.66548395 Existing Ordinary Shares held on the Record Date.

If fully subscribed, the Open Offer will raise gross proceeds of up to approximately £2.0 million.

The Issue Price represents a c.24 per cent. discount to the Closing Price of 46 pence per Ordinary Share on 14 December 2021, being the day before the announcement of the proposed Placing and Open Offer. The Board wishes to extend the opportunity to participate in the fundraising to long-term Shareholders in the Company who are not able to participate in the Placing to thank them for their continued support.

### ***Basic Entitlement***

Qualifying Shareholders are invited, on and subject to the terms and conditions of the Open Offer, to apply for any number of Open Offer Shares (subject to the limit on the number of Excess Shares that can be applied for using the Excess Application Facility and subject to the relevant Qualifying Shareholder's Aggregate Limit) at the Issue Price. Qualifying Shareholders have a Basic Entitlement of:

**one Open Offer Share for every 33.66548395 Existing Ordinary Shares**

registered in the name of the relevant Qualifying Shareholder on the Record Date.

Basic Entitlements under the Open Offer will be rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be disregarded in calculating Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility.

### ***Allocations under the Open Offer***

In the event that valid acceptances are not received in respect of all Qualifying Shareholders' Basic Entitlement, unallocated Open Offer Shares will be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility, subject always to the relevant Qualifying Shareholder's Aggregate Limit.

### ***Excess Application Facility***

Subject to availability and assuming that a Qualifying Shareholder has accepted their Basic Entitlement in full, the Excess Application Facility enables a Qualifying Shareholder to apply for any whole number of Excess Shares in addition to their Basic Entitlement up to an amount equal to the total number of Open Offer Shares available under the Open Offer, less an amount equal to a Qualifying Shareholder's Basic Entitlement, subject always to the Aggregate Limit.

Qualifying Non-CREST Shareholders who wish to subscribe for more than their Basic Entitlement should complete the relevant sections on the Application Form and should refer to paragraph 4.1 of Part III of this

document for further information. Qualifying CREST Shareholders will have Excess CREST Open Offer Entitlements credited to their stock account in CREST and should refer to paragraph 4.2 of Part III of this document for information on how to apply for Excess Shares pursuant to the Excess Application Facility.

Excess Applications may be allocated in such manner as the Directors determine, in their absolute discretion, and no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full or in part or at all.

### ***Application procedure under the Open Offer***

Qualifying Shareholders may apply for any whole number of Open Offer Shares subject to the limit on applications under the Excess Application Facility referred to above and subject to the Aggregate Limit. The Basic Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of Basic Entitlements as shown in Box 7 on their Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Basic Entitlements standing to the credit of their stock account in CREST.

Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their Basic Entitlements.

Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Basic Entitlement and also in respect of their Excess CREST Open Offer Entitlement as soon as practicable after 8.00 a.m. on 20 December 2021.

Applications will be made for the Basic Entitlements and Excess CREST Open Offer Entitlements to be admitted to CREST. The Basic Entitlements and Excess CREST Open Offer Entitlements will also be enabled for settlement in CREST as soon as practicable after 8.00 a.m. on 20 December 2021. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that their Application Form is not a negotiable document and cannot be traded.

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.

## **10. Conditionality**

The Placing and the Open Offer are conditional, among other things, upon the following:

- the passing, without amendment, of the Placing and Open Offer Resolutions at the General Meeting;
- Admission occurring by no later than 8.00 a.m. on 11 January 2022 (or such later time and/or date as may be agreed between the Company and the Joint Brokers, being no later than 8.00 a.m. on the Long Stop Date);
- the Placing and Open Offer Agreement becoming unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms; and
- the Acquisition being unconditional in all respects, subject only to Admission.

If the conditions set out above are not satisfied or waived (where capable of waiver), the Placing and the Open Offer will lapse; and:

- the Placing Shares will not be issued and all monies received from investors in respect of the Placing Shares will be returned to them (at the investors' risk and without interest) as soon as possible thereafter;
- the Acquisition will not be completed and the Acquisition Agreement will be terminated; and

- any Basic Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will, after that time and date, be disabled and application monies under the Open Offer will be refunded to the applicants, by cheque (at the applicant's risk) in the case of Qualifying Non-CREST Shareholders and by way of a CREST payment in the case of Qualifying CREST Shareholders, without interest, as soon as practicable thereafter.

The Acquisition is conditional upon Admission and is expected to complete three Business Days after Admission.

The Share Premium Reduction is conditional upon the passing, without amendment, of the Share Premium Reduction Resolution. If this condition is not satisfied, the Share Premium Reduction cannot complete which may have a negative impact on the distributable reserves of the Company and the ability of the Directors to recommend dividends going forward.

The adoption of the CSOP Scheme and grant of CSOP Options and the new Management Options are conditional on the passing of the Share Option Resolutions.

### **11. Application for Admission**

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. Admission is expected to take place, and dealings on AIM are expected to commence, at 8.00 a.m. on 11 January 2022 (or such later time and/or date as may be agreed between the Company and the Joint Brokers, being no later than 8.00 a.m. on the Long Stop Date). No temporary document of title will be issued.

The New Ordinary Shares will, following Admission, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of this document and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the Existing Ordinary Shares after Admission (as the case may be).

### **12. Share Premium Reduction**

The annual accounts of the Company for the accounting period ended 31 December 2020 show the share premium account to be £13,389,295. A recent set of management accounts of the Company for the period ended 31 October 2021 show the share premium account to be £22,992,193.

The Board has recommended the Share Premium Reduction to create reserves in the Company which may be utilised by the Board to fund future distributions.

As referred to above, the Share Premium Reduction requires the approval of Shareholders at the General Meeting. If the Share Premium Reduction is approved by the Shareholders, the reduction will then need approval from the High Court of Justice, Business and Property Courts of England and Wales, Companies Court before it will become effective.

Once effective, the amount by which the share premium account is reduced will be credited to a distributable equity reserve of the Company.

### **13. Share Option Plans**

As at the date of this document, EMI Options and options under the Company's other share incentive plans have been granted and are outstanding over an aggregate of 19,469,930 Ordinary Shares, representing approximately 10.1 per cent. of the Existing Ordinary Shares.

In order to provide further flexibility to incentivise relevant individuals (but not Directors) within the Enlarged Group, the Directors are seeking the approval of Shareholders (in resolutions numbered 4, 5 and 6 of the Notice of General Meeting, which are ordinary resolutions) to:

1. adopt a new CSOP Scheme, the detailed terms of which are to be finalised by the Directors;
2. approve the grant of CSOP Options; and
3. approve the grant of Management Options under the EMI Scheme.

The CSOP Options are intended to comply with the provisions of Schedule 4 to ITEPA 2003 and be subject to the statutory limits set out therein. The Management Options will not qualify as EMI Options but will be granted on the same terms as existing EMI Options granted under the EMI Scheme. The CSOP Options and the Management Options will all be subject to the earnings per share (“**EPS**”) and total shareholder return (“**TSR**”) performance conditions, which are intended to be consistent with those included in the EMI Options previously granted under the EMI Scheme (the “**Performance Conditions**”). Those Performance Conditions will be tested over a minimum period of 3 years following the date of grant (the “**Performance Period**”).

The options will be exercisable upon the occurrence of certain corporate events (including a general offer or takeover), or at any time after the Performance Period has expired and the Performance Conditions have been measured until the 10<sup>th</sup> anniversary of the date of grant. If the options become exercisable before the end of the Performance Period, the number of shares available will be calculated by assuming that the EPS and TSR metrics at the date of that event will remain the same for the rest of the Performance Period.

Each CSOP Option and Management Option will lapse on the optionholder ceasing to be employed in the Group, unless they are a Good Leaver or die in service. If the optionholder is a Good Leaver before the Performance Period ends, they may retain their option and exercise it once the Performance Period has ended. If the optionholder dies in service, their option will lapse no later than 12 months after the date of death. In either case, the number of shares available will be determined against the Performance Conditions but reduced to take into account the fact that only part of the Performance Period will have elapsed.

The Directors confirm that on a given date, the total number of Ordinary Shares issued or transferred from treasury (or capable of issue or transfer from treasury) in respect of awards granted under all of the Group’s share incentive plans, including the above, when added to all other options, awards or rights granted in the preceding ten-year period, will not exceed 12.5 per cent. of the ordinary share capital of the Company in issue at that time.

Whilst the Directors also intend to circulate a further round of invitations to all eligible employees under the SAYE Scheme, options granted under those invitations (when taken together with the proposed Management Options, CSOP Options and existing options granted to employees over the Company’s shares) will not result in the 12.5 per cent. cap being exceeded. The Company intends to remain as close as possible to 10 per cent., with the absolute 12.5 per cent. cap allowing the Company to retain the flexibility in order to incentivise new senior hires or to recognise significant progression in roles and responsibilities of current employees.

#### **14. Important notice**

**Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying Shareholders should be aware that in the Open Offer, unlike with a rights issue, any Open Offer Shares not applied for by Qualifying Shareholders under their Basic Entitlements will not be sold in the market on behalf of, or placed for the benefit of, Qualifying Shareholders who do not apply under the Open Offer but may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility and that the net proceeds will be retained for the benefit of the Company.**

**The Firm Placing, the Clawback Placing and the Open Offer are separate and distinct transactions involving the issue of new Ordinary Shares.**

**Qualifying Shareholders are being invited to participate in the Open Offer and (subject to certain exceptions) will have received an Application Form with this document. However, Qualifying Shareholders are not entitled to participate in the Placing unless expressly invited by the Company and the Joint Brokers to do so.**

**In issuing this document and structuring the Firm Placing, the Clawback Placing and Open Offer in this manner, the Company is relying on the exemption from issuing a prospectus in section 85(5) and paragraph 9 of Schedule 11A of FSMA and on paragraphs 43 and 60 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended).**



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

#### **15. Effect of the Firm Placing, the Clawback Placing, the Open Offer and the Consideration Shares**

Upon completion of the Firm Placing, the Clawback Placing and the Open Offer, and the issue of the Consideration Shares, the Firm Placing Shares, the Clawback Placing Shares, the Open Offer Shares and the Consideration Shares will together represent approximately 19.0 per cent. of the Enlarged Share Capital.

#### **16. Risk factors**

The attention of Shareholders is drawn to the risk factors set out in Part II of this document.

#### **17. The Placing and Open Offer Agreement**

Pursuant to the terms of the Placing and Open Offer Agreement, the Joint Brokers, have, as agents for the Company in respect of the Placing, agreed to use their reasonable endeavours to procure subscribers for the Firm Placing Shares and the Clawback Placing Shares at the Issue Price. The Placing and Open Offer Agreement is conditional upon, among other things, the conditions set out above (please see 'Conditionality' in paragraph 10 of this Part I) and each of the warranties or undertakings given to the Joint Brokers prior to Admission being true and accurate when given and not having become untrue, inaccurate or misleading in any material respect prior to Admission.

The Placing and Open Offer Agreement contains customary warranties given by the Company in favour of the Joint Brokers in relation to, amongst other things, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify the Joint Brokers (and its affiliates) in relation to certain liabilities that they may incur in respect of the Placing and the Open Offer.

Zeus Capital has have the right to terminate the Placing and Open Offer Agreement in certain circumstances prior to Admission. In particular, in the event of breach of the warranties in any material respect or a material adverse change in the business, financial or trading position of the Group.

#### **18. Action to be taken in respect of the Open Offer**

##### ***Qualifying Non-CREST Shareholders (i.e. holders of Existing Ordinary Shares who hold their Existing Ordinary Shares in certificated form)***

If you are a Qualifying Non-CREST Shareholder you will receive an Application Form which gives details of your Basic Entitlement under the Open Offer (as shown by the number of Basic Entitlements set out in Box 7 of the Application Form). If you wish to apply for Open Offer Shares, you should complete the Application Form in accordance with the procedure for application set out in paragraph 4.1 of Part III of this document and on the Application Form itself.

Qualifying Non-CREST Shareholders who wish to subscribe for more than their Basic Entitlement should complete Boxes 3, 4 and 5 on the Application Form. Completed Application Forms, accompanied by full payment in accordance with the instructions in paragraph 4.1 of Part III of this document, should be posted using the accompanying reply-paid envelope (if posted from the UK only) or returned by post or by hand (during normal business hours only) to Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, in either case, as soon as possible and in any event so as to be received by no later than 11.00 a.m. on 5 January 2022. If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form.

**Qualifying CREST Shareholders (i.e. holders of Existing Ordinary Shares who hold their Existing Ordinary Shares in uncertificated form)**

If you are a Qualifying CREST Shareholder you will not be sent an Application Form. You will receive a credit to your appropriate stock account in CREST in respect of your Basic Entitlement under the Open Offer and also an Excess CREST Open Offer Entitlement for use in connection with the Excess Application Facility. You should refer to the procedure for application set out in paragraph 4.2 of Part III of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 4.2 of Part III of this document by no later than 11.00 a.m. on 5 January 2022.

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.

If you are in any doubt as to the action you should take, you should immediately seek your own personal financial advice from an appropriately qualified independent professional adviser.

**19. Overseas Shareholders**

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Ordinary Shares for the benefit of such persons (including, without limitation, subject to certain exceptions, custodians, nominees, trustees and agents), or who have a contractual or other legal obligation to forward this document and an Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part III (Terms and Conditions of the Open Offer) 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, the United States or any other 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 entitlements to the Open Offer.

**20. Taxation**

Your attention is drawn to the taxation section contained in Part V of this document.

This information is intended only as a general guide to the current UK tax position. Shareholders who are in any doubt as to their tax position, or who are subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser immediately.

**21. Irrevocable voting commitments from certain Directors and Shareholders**

Paul Bassi, Tony Brewer, Roy Povey and Andrew Simpson, being Directors, and certain members of senior management, who in aggregate hold 88,556,600 Existing Ordinary Shares, representing approximately 46.0 per cent. of the Existing Ordinary Shares, have irrevocably undertaken to vote (and where such Existing Ordinary Shares are registered in the name of any other persons have irrevocably undertaken to use reasonable endeavours to procure that those persons will vote) in favour of the Resolutions at the General Meeting.

All of the Directors who hold Existing Ordinary Shares, and certain members of senior management, have irrevocably undertaken not to subscribe for any Open Offer Shares. Accordingly, Excess Shares will be available for other Qualifying Shareholders under the Excess Application Facility.

**22. Related party transactions**

Tony Brewer, Roy Povey, Andrew Simpson and Mike Steventon (each of whom is a Director and therefore a related party of the Company for the purposes of the AIM Rules) has conditionally subscribed for an aggregate of 800,000 Firm Placing Shares as set in paragraph 23 of this Part I. Therefore, the participation of each of these parties in the Firm Placing constitutes a related party transaction under Rule 13 of the AIM Rules.

In the case of the above transaction, Paul Bassi is deemed to be independent. Having consulted with the Company's nominated adviser, Zeus Capital, each of the aforementioned Directors' participation in the Firm Placing is considered, by the relevant independent Director, to be fair and reasonable insofar as Shareholders are concerned.

As described in paragraph 5 of this Part I, the proposed cash bonuses to Tony Brewer and Roy Povey constitute related party transactions under Rule 13 of the AIM Rules. Paul Bassi, Andrew Simpson and Mike Steventon are deemed to be independent with regards to these awards. Having consulted with the Company's nominated adviser, Zeus Capital, these bonuses are considered by the independent Directors to be fair and reasonable insofar as Shareholders are concerned.

### 23. Directors' interests

The interests (all of which are beneficial unless stated otherwise) of the Directors and their immediate families and of persons connected with them (within the meaning of section 252 of the Act) in the Existing Issued Share Capital (but excluding any interests of the Directors under any Likewise option schemes) and the existence of which is known to, or could with reasonable due diligence be ascertained by, any Director as at the Latest Practicable Date and as they are so expected to be upon Admission (assuming full take-up under the Open Offer) are as follows:

	<i>As at the Latest Practicable Date</i>		<i>Immediately following Admission</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of Existing Issued Share Capital</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
<b>Directors</b>				
Paul Bassi	5,000,000	2.6	5,000,000	2.1
Tony Brewer <sup>1</sup>	29,332,500	15.2	29,632,500	12.5
Roy Povey	900,000	0.5	957,143	0.4
Andrew Simpson	19,400,000	10.1	19,700,000	8.3
Mike Steventon	–	–	142,857	0.1

(1) Tony Brewer is the Trustee of the Brewer Settlement Trust who holds the beneficial interest of part of the Ordinary Shares.

### 24. General Meeting

The General Meeting, notice of which is set out at the end of this document, is to be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7YN, at 10.00 a.m. on 10 January 2022. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions in order to approve the allotment of the New Ordinary Shares, the Share Premium Reduction and the Share Option Plans.

A summary and explanation of the Resolutions is set out below. Please note that this is not the full text of the Resolutions and you should read this section in conjunction with the Resolutions contained in the Notice of General Meeting in Part VI of this document.

#### **Resolution 1: Authority to allot shares**

This ordinary resolution will grant the Directors authority to allot the New Ordinary Shares for the purposes of the Placing, the Open Offer and the Acquisition. The authority given by this resolution will expire on conclusion and completion of the Placing, the Open Offer and the Acquisition.

#### **Resolution 2: Disapplication of pre-emption rights**

Conditional on the passing of resolution 1, this resolution 2 disapplies the statutory pre-emption rights in respect of the allotment of the New Ordinary Shares to be allotted pursuant to resolution 1 in connection with the Placing, the Open Offer and the Acquisition. The authority given by this resolution is supplemental to the disapplication of pre-emption rights on the general authority to allot shares granted by the Shareholders at a general meeting on 17 August 2021.

#### **Resolution 3: Authority to reduce the share premium account**

This special resolution will authorise the Share Premium Reduction.

#### **Resolution 4: Authority to adopt a CSOP Scheme**

This ordinary resolution will authorise the adoption of a CSOP Scheme.

### **Resolution 5: Authority to grant CSOP Options**

This ordinary resolution will authorise the Directors to grant CSOP Options.

### **Resolution 6: Authority to grant Management Options under the EMI Scheme**

This ordinary resolution will authorise the Directors to grant Management Options under the EMI Scheme.

## **25. Action to be taken**

**The Company strongly encourages all Shareholders to submit Forms of Proxy appointing the Chairman of the General Meeting as proxy.**

You will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically using the link [www.signalshares.com](http://www.signalshares.com). You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code. This is detailed on your share certificate or available from our Registrar, Link Group. Proxy votes must be submitted no later than 10.00 a.m. on 6 January 2022.

If you need help with voting online, please contact our Registrar, Link Group, on Tel: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or email Link at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

Further details for Shareholders on how to vote can be found in the Notice of General Meeting and the Form of Proxy.

## **26. Recommendation**

**The Directors consider that the Firm Placing, the Clawback Placing, the Open Offer, the Share Premium Reduction, the Share Option Plans and the passing of the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all of the Resolutions, as they intend to do in respect of their beneficial holdings, amounting, in aggregate, to 54,632,500 Existing Ordinary Shares, representing approximately 28.4 per cent. of the Existing Issued Share Capital.**

**The Firm Placing, the Clawback Placing and the Open Offer are conditional, *inter alia*, upon the passing of the Placing and Open Offer Resolutions. Shareholders should be aware that if the Placing and Open Offer Resolutions are not approved, the Firm Placing, the Clawback Placing, the Open Offer and the Acquisition will not proceed.**

**The Share Premium Reduction is conditional upon the passing of the Share Premium Reduction Resolution. Shareholders should be aware that if the Share Premium Reduction Resolution is not approved, the Share Premium Reduction will not proceed which may have a negative impact on the distributable reserves of the Company and consequently the ability of the Directors to recommend any dividend.**

**The Share Option Plans are conditional upon the passing of the Share Option Resolutions. Shareholders should be aware that if the Share Option Resolutions are not approved, the Share Option Plans will not proceed which may have a negative impact on the ability of the Enlarged Group to recruit and retain key management personnel.**

Yours faithfully



**Paul Bassi**

*Chairman, for and on behalf of the Board*

**Likewise Group plc**

## **PART II**

### **RISK FACTORS**

**Potential investors should carefully consider the risks described below before making a decision to invest in the Company. This Part II contains what the Directors believe to be certain of the principal risk factors associated with an investment in the Company. It should be noted that this list is not exhaustive and that other risk factors will apply to an investment in the Company. If any of the following risks actually occur, the Group's business, financial condition and/or results or future operations could be materially adversely affected. In such circumstances, the trading price of the Ordinary Shares could decline and an investor may lose all or part of their investment. There can be no certainty that the Group will be able to implement successfully the strategy set out in this document or documents referred to in this document. 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.**

This document contains forward looking statements that involve risks and uncertainties. The Group'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 Group and subject to Acquisition Completion the Enlarged Group, which are described below and elsewhere in this document. Prospective investors should carefully consider the other information in this document. The risks listed below do not necessarily comprise all the risks associated with an investment in the Company.

An investment in the Company may not be suitable for all recipients of this document. Investors are accordingly advised to consult an independent financial adviser duly authorised under FSMA and who specialises in advising upon the acquisition of shares and other securities before making a decision to invest.

The Group's principal activity is the distribution of residential and commercial floorcoverings and matting. As with any business in this sector, there are risks and uncertainties relevant to the Group's business. Certain of these risk factors affect the majority of businesses, some are common to businesses in this sector and others are more specific to the Group.

#### **RISK FACTORS RELATING TO THE ACQUISITION**

##### **The Acquisition may not complete**

Completion of the Acquisition is conditional on Admission and so the Acquisition may not complete if the condition is not fulfilled or waived.

##### **The Enlarged Group may not be able fully to realise the benefits of the Acquisition**

The Enlarged Group's success will partially depend upon the Company's ability following the Acquisition to operate Valley Wholesale Carpets as part of the Enlarged Group without significant disruption to either part of the Enlarged Group. The Directors will be focused on managing Valley Wholesale Carpets in the immediate aftermath of the Acquisition, which may divert management's attention from the ordinary operations of the business, raise unexpected issues and may take longer or prove more costly than anticipated. Although the Directors believe that such disruption is unlikely, issues may come to light during the course of operating the Enlarged Group that may have an adverse effect on the financial condition and results of operations of the Enlarged Group. If the Company and Valley Wholesale Carpets are unable to operate together successfully then this could have a negative impact on the results of the operations and/or financial condition of the Enlarged Group.

The Enlarged Group's success will partially depend on there being no adverse change in the businesses of Likewise and Valley Wholesale Carpets between the date of this document and Acquisition Completion.

##### **The costs of the Acquisition may exceed expectations**

The Group's transaction-related costs may exceed expectations. The Enlarged Group will also incur a number of costs in relation to the Acquisition, including post-Acquisition Completion costs, in order to

successfully combine the operations of the Group and Valley Wholesale Carpets. In addition, the Group will incur legal, accounting and other fees and costs relating to the Acquisition, some of which are payable by the Group whether or not Acquisition Completion occurs.

### **The Acquisition will have a dilutive effect on the proportionate shareholdings**

As a result of the issue of the New Ordinary Shares, the Shareholders will experience dilution of their holdings and voting interest in the Company in comparison to their holdings and voting interest in the Company prior to the Firm Placing, the Clawback Placing, the Open Offer and the Acquisition.

### **The protections for the Company in the Acquisition Agreement may be inadequate**

Whilst legal, tax and financial due diligence has been conducted on the Valley Wholesale Carpets Group, there can be no guarantee that the Acquisition does not involve or include any hidden liabilities, issues or defects and that the warranties and indemnities obtained under the Acquisition Agreement will provide an adequate remedy for the Group to seek compensation for any loss or liability arising therefrom.

### **Failure to prevent a major accident or incident**

The Enlarged Group operates warehouses and distribution centres which pose certain health and safety risks to the employees. Failure to manage the inherent risks associated with the warehouses and distribution centres may result in a major accident, or incident resulting in injury or loss of life to employees, subcontractors and/or clients' employees. These circumstances could result in civil and/or criminal legal actions being taken against the Enlarged Group, significant fines being incurred by the Enlarged Group, significant adverse publicity and may have a negative impact on the Enlarged Group's reputation. Therefore, failure to prevent a major accident or incident could materially adversely affect the Group's business, reputation and financial condition. Valley Wholesale Carpets has had several RIDDOR related incidents in the past four years and the Enlarged Group cannot guarantee that measures taken to ensure health and safety will be sufficient to prevent future accidents, claims being made against or fines incurred by the Enlarged Group which negatively impact the business, reputation and financial condition of the Enlarged Group.

### **The working capital position of the Group is believed to be sufficient for its short-term requirements. The Enlarged Group may need additional capital in the longer term to grow and develop its business. However, this additional capital may not be available**

The Group is not able to provide any confirmation about its long-term working capital requirements. Therefore, the Enlarged Group may need to seek additional capital over and above that raised in the Firm Placing and the Clawback Placing and the Open Offer and the finances made available through the Group's existing banking facilities, whether from further equity issues, the issue of debt instruments or additional bank borrowings to finance its investments or other business purposes in the longer term. No assurance can be given as to the availability of such additional capital at any future time or, if available, whether it would be available on acceptable terms.

Although the Directors believe that the Group's financial facilities are on reasonable terms, there can be no guarantee that future financing will be available on terms that the Enlarged Group considers acceptable. The Enlarged Group may also have difficulty in repaying, renewing, extending or refinancing its existing financing facilities or the terms of any new facilities entered into by the Enlarged Group in the future could be more onerous than the terms of the Group's existing financing facilities. In addition, a higher level of indebtedness increases the risk that the Enlarged Group may default on its obligations, be unable to fund its operations or be unable to pay dividends to Shareholders. If the Enlarged Group seeks to raise additional capital or refinance its existing debt facilities and is not successful in doing so, this may have a material adverse effect on the Enlarged Group's business, financial condition and prospects and/or operating results.

### **There is no assurance that the Enlarged Group's growth strategies will be successful**

The Enlarged Group has set out a strategy for growth and there can be no certainty that the Enlarged Group will be able to implement successfully its growth strategy. The ability of the Enlarged Group to implement those strategies in a competitive market will require effective management planning and operational controls and there is a risk that the Enlarged Group may be unable to deliver effectively its growth strategy.

### **Reputation with customer base**

The Enlarged Group relies on its customer base to continue to purchase flooring from both Likewise and Valley Wholesale Carpets in order to maintain the success of the Enlarged Group. There is a risk that circumstances outside the Enlarged Group's control may lead to reputational issues which may affect the future performance of the Enlarged Group. Similarly, the Enlarged Group's reputation is key to maintaining its existing customers and attracting new customers. Any reputational issues could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

### **Market and competition**

Both Likewise and Valley Wholesale Carpets have a very diversified customer base, but they both operate in a competitive marketplace and there can be no guarantee that existing clients will continue to use their services or that new clients can be won. Competitive pressures may reduce the margins available to both Likewise and Valley Wholesale Carpets, thus impacting their future profitability. In addition, a significant shift in market dynamics could lead to customers and/or suppliers facing difficulties which could have a material adverse effect on the business, results of operations, financial condition and prospects of the Enlarged Group.

### **Impact of product availability and cost inflation on the Enlarged Group**

A significant proportion of the products sold by the Enlarged Group are imported from outside the UK, predominantly from Western Europe. While the Enlarged Group has not experienced significant cost pressures to date, the terms of the United Kingdom's departure from the EU may impact the Enlarged Group's ability to procure these products in a timely and cost-effective manner, whether from EU countries or from outside the EU. Disruption to the UK's import capacity, particularly at ports, could also affect the availability of products sold by the Enlarged Group. Any impact on product availability and/or cost inflation could have a material adverse effect on the Enlarged Group's business, results of operations, financial condition or prospects.

### **Restructuring, decommissioning and/or the need for unexpected maintenance or improvements at its distribution centres may require the Enlarged Group to incur significant costs**

Should the Enlarged Group's facilities require restructuring, decommissioning or unexpected maintenance or improvements, the ability of the Enlarged Group to generate revenue may be adversely affected and/or the Enlarged Group may incur significant costs in remedying such damage or carrying out such restructuring, decommissioning, maintenance or improvements, which could have a material adverse effect on the Enlarged Group's business, financial condition and/or results of operations.

### **The Enlarged Group's ability to raise further equity or debt finance is subject to the impact of general economic conditions on, and the volatility of, the Company's share price**

Market conditions may affect the ultimate value of the Company's share price, regardless of operating performance. The Enlarged Group could be affected by unforeseen events outside its control, including natural disasters, terrorist attacks and political unrest and/or government legislation or policy, variations in operating results, announcements of technological innovations or new products and services by the Enlarged Group or its competitors, changes in financial estimates and recommendations by securities analysts, the share price performance of other companies that investors may deem comparable to the Company, news reports relating to trends in the Enlarged Group's markets and other factors outside the Enlarged Group's control. Market perception of companies in this sector may change, which could impact on the value of investors' holdings and on the ability of the Enlarged Group to raise funds by the issue of new Ordinary Shares. Further, general economic conditions may affect exchange rates, interest rates and inflation rates. Movements in these rates may have an impact on the Enlarged Group's cost of raising and maintaining debt financing should it seek to do so in the future. Prospective investors should be aware that the value of the Ordinary Shares could go down as well as up and investors may therefore not recover their original investment, especially as the market in the Ordinary Shares may have limited liquidity.

### **The Enlarged Group depends on the performance and retention of the Directors and its executive management team**

The Enlarged Group's success depends on the continued services of the Directors and the Enlarged Group's executive management team, who have extensive experience and knowledge of the Enlarged Group, its business and strategy and on the establishment and operation of appropriate central finance and administrative functions. The Enlarged Group has a relatively small senior management team and the loss of any key individual or the inability to attract appropriate personnel could have a negative impact on the ability of the Enlarged Group to implement effectively its strategy. Service agreements do not prevent employees from terminating their employment at any time and whilst key individuals' service agreements contain restrictive covenants designed to prevent them from competing against the Enlarged Group for a period, there can be no certainty that they will be enforceable.

### **The Enlarged Group's insurance policies may be inadequate to cover the cost of claims made against the Enlarged Group**

Whilst the Enlarged Group maintains commercial insurance at a level the Board believe is appropriate against certain risks commonly insured in the industry, there is no guarantee that it will be able to obtain the desired levels of cover on acceptable terms in the future. Furthermore, the nature of these risks are such that liabilities could exceed policy limits or that certain risks could be excluded from the Enlarged Group's insurance coverage. There are also risks against which the Enlarged Group cannot insure or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting the Enlarged Group's earnings and competitive position in the future and, potentially, its financial position.

The Enlarged Group's operations could suffer losses which may not be fully compensated by insurance. In addition, certain types of risks may be, or may become, either uninsurable or not economically insurable, or may not be currently or in the future covered by the Enlarged Group's insurance policies. Any of the foregoing could have a material adverse effect on the Enlarged Group's operating results, business prospects and financial condition.

### **Disruption to operations or systems**

While the Board intends to run the two business and their operations and systems separately, the Enlarged Group depends on the performance, reliability and availability of both information technology systems. Any damage to, or failure of, either or both systems could result in disruption to the Enlarged Group's operations. The Directors believe that operating two well established systems reduces this risk due to there being few changes or upgrades to either system, but there is a risk that the Enlarged 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 or damage that it suffers fully or at all, which could have a materially adverse effect on the Enlarged Group's business, financial condition and/or results of operations.

### **Regulatory risk**

Adverse developments in the political, legal, economic and regulatory environments of the geographies which the Enlarged Group may operate in may materially and adversely affect the financial position and business prospects of the Enlarged Group. Political and economic uncertainties include, but are not limited to, expropriation, acts of nationalisation, changes in interest rates, changes in the retail prices index, and changes in taxation and changes in law. Whilst the Enlarged Group strives to take effective measures such as prudent financial management, deploying robust policies and efficient operating procedures, there is no assurance that adverse political, economic, legal and regulatory factors will not materially and adversely affect the Enlarged Group. There may be a change in the regulatory environment which may materially adversely affect the Enlarged Group's ability to implement successfully the strategy set out in this document.

### **Exposure to exchange rate fluctuations**

The Enlarged Group has limited exposure to exchange rate fluctuations as the majority of its transactions are in GBP. However, it does make purchases in foreign currencies, particularly the US\$ and the Euro. Changes in foreign currency exchange rates may affect the price of the Enlarged Group's materials



purchased in foreign currencies, as the exchange rate utilised is on receipt of goods, not purchase order. The Directors believe that Enlarged Group's lack of transactions in foreign currencies reduces the Enlarged Group's exposure to this risk.

### **The ongoing COVID-19 pandemic could have a material adverse effect on the Enlarged Group's results and financial condition**

The outbreak of COVID-19 has had a negative impact on economic conditions globally and there are concerns for a prolonged tightening of global financial conditions. The COVID-19 outbreak could result in protracted volatility in international markets and/or result in a global recession as a consequence of disruptions to travel and retail segments, tourism and manufacturing supply chains. Accepting that stock markets have recovered since March 2020 when the initial COVID-19 outbreak caused stock markets worldwide to lose significant value and economic activity worldwide to deteriorate, any future new strain of COVID-19 could have similar adverse effects again.

Although the Group and the Valley Wholesale Carpets Group have and continue to take measures to mitigate the broader public health risks associated with COVID-19 to its business and employees, including through self-isolation of employees where possible in line with the recommendations of relevant health authorities, the full extent of the COVID-19 outbreak and the adverse impact this may have on the Enlarged Group's workforce is unknown.

Given the fast-moving nature of the outbreak and ongoing as well as potential government restrictions, there can be no assurances that there will be no adverse effects on the Enlarged Group's results of operations and financial condition.

## **GENERAL RISK FACTORS**

### **Quotation on AIM, liquidity and possible price volatility**

Following Admission, the market price of the Ordinary Shares may be subject to significant fluctuations in response to many factors, including variations in the results of the Enlarged Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, general economic conditions, legislative changes in the Enlarged Group's sector and other events and factors outside of the Enlarged Group's control.

In addition, stock market prices may be volatile and may go down as well as up. 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 Enlarged Group and others which are extraneous. These factors could include the performance of the Enlarged Group's business, changes in the amount of distributions or dividends, changes in the Enlarged Group's operating expenses, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Enlarged Group encounters competition, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, legislative or regulatory or taxation changes and general economic conditions. On any disposal of their Ordinary Shares, investors may realise less than the original amount invested.

The Ordinary Shares will not be listed on the Official List of the UK Listing Authority and although the Ordinary Shares will be traded on AIM, this should not be taken as implying that there will always be a liquid market in the Ordinary Shares. In addition, the market for shares in smaller public companies is less liquid than for larger public companies. Therefore, an investment in the Ordinary Shares may be difficult to realise and the price of the Ordinary Shares may be subject to greater fluctuations than might otherwise be the case. An investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List of the UK Listing Authority. In addition, there can be no guarantee that the Ordinary Shares will continue to trade on AIM in the future or on any other exchange. If such trading were to cease, certain investors may decide to sell their Ordinary Shares, which could have an adverse impact on their price. Additionally, if in the future the Company decides to obtain a listing on another exchange in addition or as an alternative to AIM, the level of liquidity of the Ordinary Shares traded on AIM could decline.

### **Legislation and tax status**

This document has been prepared on the basis of current legislation, regulation, rules and practices and the Directors' interpretation thereof. Such interpretation may not be correct and it is always possible that

legislation, rules and practice may change. Any change in legislation or regulation and, in particular, in tax status or tax residence of the Enlarged Group or in tax legislation or practice may have an adverse effect on the returns available on an investment in the Company.

### **Economic, political, judicial, administrative, taxation or other regulatory matters**

In addition to the impact of the downturn of the world's economies, the Enlarged Group may be adversely affected by other changes in economic, political, judicial, administrative, taxation or other regulatory or other unforeseen matters.

### **Taxation**

The tax rules and their interpretation relating to an investment in the Company may change during its life. Representations in this document concerning the taxation of the Enlarged Group and its investors are based upon current UK tax law and practice which is, in principle, subject to change.

### **Dividends**

The Company's ability to pay dividends will depend on the level of distributions, if any, received from its operating subsidiaries. The Company's subsidiaries may, from time to time, be subject to restrictions on their ability to make distributions to the Company, including foreign exchange limitations and regulatory, fiscal and other restrictions. The Company's ability to pay dividends will also depend upon the availability of distributable reserves which, in turn, will be impacted by the carrying value of its "Investments in Subsidiaries". There can be no assurance that such restrictions will not have a material adverse effect on the Company's ability to pay dividends. The Share Premium Reduction is being proposed with a view to creating distributable reserves in the Company. This does not, however, guarantee that a dividend will be paid. The Directors may recommend a final or an interim dividend with reference to the distributable reserves of the Company at that time only. The recommendation of the Directors to declare an interim dividend does not guarantee that a final dividend will also be recommended and declared for that accounting period.

## PART III

### TERMS AND CONDITIONS OF THE OPEN OFFER

#### 1. INTRODUCTION

As explained in the letter set out in Part I: “Letter from the Chairman” of this document, the Company is proposing to issue up to 5,714,285 New Ordinary Shares at the Issue Price pursuant to the Open Offer, raising (assuming it is fully subscribed) approximately £2.0 million (net of expenses incurred in relation to the Open Offer).

Upon completion of the Open Offer, assuming it is fully subscribed, the Open Offer Shares will represent approximately 2.4 per cent. of the Enlarged Share Capital. The Existing Ordinary Shares will represent approximately 81.0 per cent. of the Enlarged Share Capital.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Shareholders is close of business on 13 December 2021. The Application Form accompanies this document. Basic Entitlements are expected to be credited to stock accounts of Qualifying non-CREST Shareholders in CREST as soon as possible after 8.00 a.m. on 20 December 2021.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for further Open Offer Shares. Further details in relation to the Excess Application Facility are set out in Part I “Letter from the Chairman” in this document and, for Qualifying non-CREST Shareholders, the Application Form.

The latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 5 January 2022.

This document and, for Qualifying non-CREST Shareholders only, the Application Forms contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4.1 of this Part III: “Terms and Conditions of the Open Offer” which gives details of the procedure for application and payment for the Open Offer Shares and any additional shares applied for pursuant to the Excess Application Facility.

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

The Company is proposing to issue up to 5,714,285 Open Offer Shares at the Issue Price subject to the Placing and Open Offer Resolutions being passed at the General Meeting and Admission. Application will be made for the New Ordinary Shares to be admitted to trading on AIM.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 5,714,285 Open Offer Shares *pro rata* to their current holdings at the Issue Price in accordance with the terms of the Open Offer. **Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Basic Entitlement to the extent that other Qualifying Shareholders do not take up their Basic Entitlement in full.**

The Clawback Shares have been placed subject to clawback on receipt of valid acceptances by Qualifying Shareholders under the Open Offer but they have not been underwritten. The Open Offer is not conditional upon the level of applications made to subscribe under the Open Offer or upon any minimum level of proceeds being raised. For the purposes of section 578 of the Act, the Open Offer is being made on the basis that the Open Offer Shares subscribed for will be allotted in any event. Accordingly, even if the Open Offer is not fully subscribed, Open Offer Shares will be issued to Qualifying Shareholders who have applied (subject to the terms and conditions set out in this document).

Any Qualifying Shareholder who has sold or transferred all or part of his/her registered holding(s) of Ordinary Shares prior to the Ex-entitlement Date is advised to consult his or her stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for

Open Offer Shares under the Open Offer may be a benefit which may be claimed from him/her by the purchasers under the rules of the London Stock Exchange.

## **2. THE OPEN OFFER**

Subject to the terms and conditions set out below (and, in the case of non-CREST Qualifying Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to apply for any number of Open Offer Shares at the Issue Price *pro rata* to their holdings, which represents a discount of approximately 24 per cent. to the Closing Price per Ordinary Share of 46 pence on 14 December 2021, being the last Closing Price before the announcement of the Acquisition.

Qualifying Shareholders will have a Basic Entitlement of 1 Open Offer Share for every 33.66548395 Existing Ordinary Shares. Fractions of Open Offer Shares will not be allotted to Shareholders in the Open Offer and will be disregarded in calculating Basic Entitlements under the Open Offer which will be rounded down to the nearest whole number of Open Offer Shares and aggregated and made available in the Excess Application Facility. Qualifying Shareholders with fewer than 34 Existing Ordinary Shares will not be able to apply for Open Offer Shares under a Basic Entitlement. Qualifying Shareholders may apply to acquire less than their Basic Entitlement should they so wish.

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

If you are a Qualifying non-CREST Shareholder, the Application Form will show the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 6). The Basic Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of Open Offer Shares shown in Box 7 on the Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Basic Entitlements standing to the credit of their stock account in CREST.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Basic Entitlement in full, to apply for further Open Offer Shares in excess of their Basic Entitlement up to an amount equal to the total number of Open Offer Shares available under the Open Offer, less an amount equal to a Qualifying Shareholder's Basic Entitlement, subject always to the Aggregate Limit. Further details in relation to the Excess Application Facility are set out in Part I "Letter from the Chairman" and, for Qualifying Shareholders, the Application Form. Qualifying Shareholders with nil basic entitlement will still be eligible to apply for Open Offer Shares under the Excess Application Facility.

Shareholders holding fewer than 34 Ordinary Shares at the Record Date, and therefore a zero Basic Entitlement, can still apply for Open Offer Shares under the Excess Application Facility.

Qualifying CREST Shareholders will have Basic Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraph 4.2 of this Part III: "Terms and Conditions of the Open Offer" for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures. Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Basic Entitlement should complete Boxes 3, 4 and 5 on the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Board will use their discretion as to whether to accept all applications in full, or that such applications will be scaled back *pro rata* to the excess shares applied for under the Excess Facility and no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full or in part or at all.

Please refer to paragraphs 4.1(d) and 4.2(j) of this Part III "Terms and Conditions of the Open Offer" for further details of the Excess Application Facility.

**Following the issue of the Open Offer Shares to be allotted pursuant to the Open Offer, a Qualifying Shareholder who holds 1,000 Existing Ordinary Shares who does not take up any of his entitlement under the Open Offer *pro rata* to his current holding, will suffer a dilution of approximately 19.0 per cent. of his interest in the Company.**

**Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess CREST Open Offer Entitlements will be credited to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under their Basic Entitlements will be issued to Qualifying Shareholders who have made an application for Open Offer Shares in excess of their Basic Entitlement under the Excess Application Facility, with the proceeds retained for the benefit of the Company. The Clawback Placing Shares have been conditionally placed by the Joint Brokers and shall be issued only to the extent that valid applications by Qualifying Shareholders for the Open Offer Shares have not been fully subscribed. If valid applications are received by Qualifying Shareholders for the total 5,714,285 Open Offer Shares, no Clawback Placing Shares will be issued. The Open Offer Shares have not been underwritten in whole or in part.**

Application will be made for the Basic Entitlements and Excess CREST Open Offer Entitlements to be credited to Qualifying Shareholders' CREST accounts. The Basic Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts as soon as possible after 8.00 a.m. on 20 December 2021.

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

The Open Offer Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares of the Company. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

### **3. CONDITIONS AND FURTHER TERMS OF THE OPEN OFFER**

The Open Offer is conditional upon, amongst other things, the approval of the Placing and Open Offer Resolutions at the General Meeting and upon the Placing and Open Offer Agreement becoming unconditional in all respects and Admission becoming effective by not later than 8.00 a.m. on 11 January 2022 (or such later time and/or date as the Company, Zeus Capital and Ravenscroft may determine, not being later than 8.00 a.m. on the Long Stop Date).

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Revocation of applications for Open Offer Shares cannot occur after dealings have commenced.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who validly elect to hold their Open Offer Shares in certificated form by 18 January 2022. In respect of those Qualifying Shareholders who will validly elect to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST as soon as possible after 8.00 a.m. on 11 January 2022.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur on 11 January 2022, when dealings in the Open Offer Shares are expected to begin.

All monies received by the Receiving Agent in respect of Open Offer Shares will be credited to a non-interest-bearing account by the Receiving Agent open solely for the Open Offer.

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

#### **4. PROCEDURE FOR APPLICATION AND PAYMENT**

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

Qualifying Shareholders who hold all their Existing Ordinary Shares in certificated form will receive the Application Form. The Application Form will show the number of Existing Ordinary Shares at the Record Date. It will also show Qualifying Shareholders the number of Open Offer Shares available under their Basic Entitlement that can be allotted in certificated form. Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Basic Entitlements into, and withdraw them from, CREST.

Further information on deposit and withdrawal from CREST is set out in paragraph 4.2 of this Part III: "Terms and Conditions of the Open Offer".

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Basic Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Basic Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

**Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST. Qualifying Shareholders are, however, encouraged to vote at the General Meeting by appointing the Chairman to vote as their proxy.**

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

###### **(a) General**

Subject as provided in paragraph 6 of Part III: "Terms and Conditions of the Open Offer" in relation to Overseas Shareholders, Qualifying non-CREST Shareholders will receive an Application Form. The Application Form will show the number of Existing Ordinary Shares registered in their name on the Record Date in Box 6. It also shows the Basic Entitlement allocated to them set out in Box 7. Entitlements to Open Offer Shares are rounded down to the nearest whole number and fractional Basic Entitlements have therefore also been rounded down. Box 8 shows how much they would need to pay if they wish to take up their Basic Entitlements in full. Qualifying non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Basic Entitlement in full, Qualifying non-CREST Shareholders may apply for more than the amount of their Basic Entitlement up to their Aggregate Limit should they wish to do so. If the total number of Open Offer Shares applied for by all Qualifying Shareholders exceeds applications under the Excess Application Facility, the Board will use their discretion as to whether to accept all applications in full, or to scale back *pro rata* to the number of excess Open Offer Shares applied for by Qualifying non-CREST Shareholders under the Excess Application Facility.

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

(b) ***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 Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 31 December 2021. 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 Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should consult his 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. Qualifying non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted in or into the United States or any Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

(c) ***Application procedures***

Qualifying non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Basic Entitlement or in addition to their Basic Entitlement under the Excess Application Facility) should complete the Application Form in accordance with the instructions printed on it. Qualifying non-CREST Shareholders may only apply for additional Open Offer Shares under the Excess Application Facility if they have agreed to take up their Basic Entitlements in full. If the total number of Open Offer Shares applied for by all Qualifying Shareholders exceeds applications under the Excess Application Facility, the Board will use their discretion as to whether to accept all applications in full, or to scale back *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility.

Completed Application Forms should be posted in the pre-paid envelope accompanying the Application Form or returned by post or by hand (during normal business hours only) to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11.00 a.m. on 5 January 2022, after which time Application Forms will not be valid. Qualifying Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery. Application Forms delivered by hand will not be checked upon delivery and no receipt will be provided.

All payments must be in pounds sterling and made by cheque or banker's draft made payable to Link Market Services Limited re: Likewise Group plc - Open Offer 2021 A/C and crossed “A/C Payee Only”. Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque or draft to confirm that the relevant Qualifying Shareholder has title to the underlying funds. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted.

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

If cheques or banker's drafts are presented for payment before the conditions of the Firm Placing, Clawback Placing and Open Offer are fulfilled, the application monies will be credited to a non-interest-bearing account by the Receiving Agent. If the Firm Placing, Clawback Placing and Open Offer do 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 Firm Placing, Clawback Placing and Open Offer.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 5 January 2022; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 5 January 2022 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

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

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

(d) ***The Excess Application facility***

Provided they choose to take up their Basic Entitlement in full, the Excess Application Facility enables a Qualifying Shareholder to apply for Open Offer Shares in excess of their Basic Entitlement up to an amount equal to the total number of Open Offer Shares available under the Open Offer less an amount equal to a Qualifying Non-CREST Shareholder's Basic Entitlement, subject always to the Aggregate Limit.

The total number of Open Offer Shares is fixed and will not be increased in response to any Excess Applications. Excess Applications will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full, or where fractional entitlements have been aggregated and made available under the Excess Application Facility and where such Excess Application is not in excess of the relevant Qualifying Non-CREST Shareholder's Aggregate Limit.

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 Board will use their



discretion as to whether to accept all applications in full, or to scale back such applications *pro rata* to existing shareholdings and no assurance can be given that the applications by Qualifying Non-CREST Shareholders will be met in full or in part or at all.

Qualifying Shareholders who wish to apply for Open Offer Shares in excess of their Basic Entitlement must complete the Application Form in accordance with the instructions set out on the Application Form.

Should the Firm Placing and Clawback Placing and Open Offer become unconditional and applications for Open Offer Shares exceed 5,714,285 Open Offer Shares and the Board agree to scale back applications, each Qualifying Shareholder who has made a valid application for excess Open Offer Shares under the Excess Application Facility and from whom payment in full for excess Open Offer Shares has been received will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for but not allocated to the relevant Qualifying Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk.

(e) **Effect of application**

By completing and delivering an Application Form the applicant:

- (i) represents and warrants to the Company, Zeus Capital and Ravenscroft 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;
- (ii) agrees with the Company, Zeus Capital and Ravenscroft that all applications under the Open Offer and contracts resulting therefrom shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company, Zeus Capital and Ravenscroft that in making the application he is not relying on any information or representation in relation to Likewise other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information in relation to Likewise contained in this document;
- (iv) represents and warrants to the Company, Zeus Capital and Ravenscroft that he is a Qualifying Shareholder originally entitled to the Basic Entitlements or that he received such Basic Entitlements by virtue of a *bona fide* market claim;
- (v) represents and warrants to the Company, Zeus Capital and Ravenscroft that if he has received some or all of his Basic Entitlements from a person other than Likewise he is entitled to apply under the Open Offer in relation to such Basic Entitlements by virtue of a *bona fide* market claim;
- (vi) represents and warrants to the Company, Zeus Capital and Ravenscroft that no person has been authorised to give any information or to make any representation concerning the Group or the Open Offer Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be, and has not been, relied upon as having been authorised by the Company or the Joint Brokers;
- (vii) 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;
- (viii) represents and warrants to the Company, Zeus Capital and Ravenscroft 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 any Restricted Jurisdiction or any 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 person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any 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(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;

- (ix) represents and warrants to the Company, Zeus Capital and Ravenscroft 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 to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (x) confirms that in making the application he is not relying and has not relied on Zeus Capital, Ravenscroft or any person affiliated with Zeus Capital or Ravenscroft in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL or you can contact the Receiving Agent on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

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

**A Qualifying non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST. Please see paragraph 4.2(f) below for more information.**

#### **4.2 If you have Basic Entitlements and Excess CREST Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer**

##### **(a) General**

Subject as provided in paragraph 6 of Part III: “Terms and Conditions of the Open Offer” in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Basic Entitlements equal to the maximum number of Open Offer Shares for which he is entitled to apply to acquire under the Open Offer and also an Excess CREST Open Offer Entitlement. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Basic Entitlements have therefore also been rounded down.

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

If for any reason the Basic Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 3.00 p.m. on 20 December 2021, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Basic Entitlements and Excess CREST Open Offer Entitlements which should have been credited to his stock account in CREST. In these circumstances the expected timetable

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

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice. Please note the Receiving Agent cannot provide financial, legal or tax advice on the merits of the Open Offer or as to whether applicants should take up their Basic Entitlements or to apply for Excess CREST Open Offer Entitlements. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) **Market claims**

Each of the Basic Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Basic Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Basic Entitlements and Excess CREST Open Offer 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 CREST Claims Processing Unit as “cum” the Basic Entitlement and Excess CREST Open Offer Entitlements will generate an appropriate market claim transaction and the relevant Basic Entitlement(s) and Excess CREST Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) **Unmatched Stock Event (“USE”) instructions**

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

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

(d) **Content of USE instruction 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:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Basic Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Basic Entitlement. This is GB00BMFCLQ79;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;

- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 21517LIK;
- (vii) 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 New Ordinary Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 January 2022; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 January 2022.

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

- (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 5 January 2022 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 11 January 2022 (or such later date as the Company and the Joint Broker may agree, being no later than 8.00 a.m. on the Long Stop Date), the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) ***Content of USE Instruction in respect of Excess CREST Open Offer Entitlements***

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

- (i) the number of Open Offer Shares for which application is being made (and hence being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BMFCLR86;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 7RA33
- (vi) the member account ID of the Registrar in its capacity as a CREST receiving agent. This is 21517LIK;
- (vii) 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 (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 January 2022; and

- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 January 2022.

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

- (i) a contract 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 5 January 2022 in order to be valid is 11.00 a.m. on that day.

In the event that the Firm Placing, the Clawback Placing and the Open Offer do not become unconditional by 8.00 a.m. on 11 January 2022 (or such later date as the Company and the Joint Brokers may agree, being no later than 8.00 a.m. on the Long Stop Date), the Firm Placing, the Clawback Placing and the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) ***Deposit of Basic Entitlements into, and withdrawal from, CREST***

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

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 5 January 2022. After depositing their Basic Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by the Receiving Agent.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Basic Entitlements and Excess CREST Open Offer Entitlements in CREST is 3.00 p.m. on 30 December 2021 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Basic Entitlements and Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 29 December 2021 in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Basic Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 5 January 2022.

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

(g) **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 5 January 2022 will constitute a valid application under the Open Offer.

(h) **CREST procedures and timings**

**CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 5 January 2022. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.**

(i) **Incorrect or incomplete applications**

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

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) 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
- (iii) 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).

(j) **The Excess Application Facility**

Provided they choose 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 Entitlements.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Board will have discretion to scale back such applications *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility.

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

Should a transaction be identified by the CREST Claims Processing Unit as "cum" the Basic Entitlement and the relevant Basic Entitlement(s) be transferred, the Excess CREST Open Offer

Entitlements will not transfer with the Basic Entitlement(s) 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 CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Firm Placing, the Clawback Placing and the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 5,714,285 Open Offer Shares and the Board agree to scale back applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant's sole risk. Fractions of Open Offer Shares will not be issued under the Excess Application Facility and fractions of Open Offer Shares will be rounded down to the nearest whole number.

(k) **Effect of valid application**

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

- (i) represents and warrants 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;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms that in making the application he is not relying on any information or representation in relation to Likewise other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to Likewise contained in this document;
- (v) represents and warrants that he is the Qualifying Shareholder originally entitled to the Basic Entitlements or that he has received such Basic Entitlements by virtue of a *bona fide* market claim;
- (vi) represents and warrants that if he has received some or all of his Basic Entitlements from a person other than Likewise, he is entitled to apply under the Open Offer in relation to such Basic Entitlement by virtue of a *bona fide* market claim;
- (vii) requests that the New Ordinary Shares to which he will become entitled be issued to him on the terms set out in this document, subject to the memorandum of association and articles of association of the Company;
- (viii) represents and warrants that he is not, nor is he applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any 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 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 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;

- (ix) represents and warrants 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 to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (x) confirms that in making the application he is not relying and has not relied on Zeus Capital or Ravenscroft or any person affiliated with Zeus Capital or Ravenscroft in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

(l) ***Company's discretion as to the rejection and validity of applications***

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III: "Terms and Conditions of the Open Offer";
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Registrar receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

(m) ***Lapse of the Open Offer***

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 11 January 2022 (or such later date as the Company and the Joint Brokers may agree, being no later than 8.00 a.m. on the Long Stop Date), the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.



## 5. MONEY LAUNDERING REGULATIONS

### 5.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the “verification of identity requirements”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements Link Group as Receiving Agent may also need any and all verified identity documents as previously provided to said UK regulated broker or intermediary. In such case, the lodging agent’s stamp should be inserted on the Application Form.

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

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

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

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

The verification of identity requirements will not usually apply:

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

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

- (a) if payment is made by cheque or banker’s draft in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques should be made payable to “Link Market Services Limited re: Likewise Group Plc - Open Offer 2021 A/C” in respect of an application by a Qualifying Shareholder

and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque/banker's draft to such effect. The account name should be the same as that shown on the Application Form; or

- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Gibraltar, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Registrar. If the agent is not such an organisation, it should contact the Registrar at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL or you can contact the Receiving Agent on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

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

If, within a reasonable period of time following a request for verification of identity, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Registrar may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

## 5.2 **Basic Entitlements and Excess CREST Open Offer Entitlements in CREST**

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

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Registrar such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares

represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

## 6. OVERSEAS SHAREHOLDERS

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

### 6.1 General

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

No action has been or will be taken by the Company, Zeus Capital, Ravenscroft, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the United Kingdom.

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

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

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

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

None of the Company, Zeus Capital, Ravenscroft, nor any of their respective representatives or affiliates, is making any warranty or 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 or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Basic Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company, Zeus Capital and Ravenscroft 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 or Excess CREST Open Offer 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: "Terms and Conditions of the Open Offer" and specifically the contents of this paragraph 6.

Subject to paragraphs 6.2 to 6.8 below, any person (including, without limitation, custodians, agents, nominees and trustees for any such person) outside the UK wishing to apply for Open Offer Shares must satisfy himself as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and pay any issue, transfer or other taxes due in such territories.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or 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 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 or Excess CREST Open Offer Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in the United States or a Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or make such a credit.

The attention of Overseas Shareholders is drawn to paragraph 6.2 below. Notwithstanding any other provision of this document or the relevant Application Form, the Company reserves the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

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

Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Basic 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, transferred, 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 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 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.

## 6.2 **United States**

The New Ordinary Shares have not been and will not be registered under the US Securities Act of 1933 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 US Securities Act of 1933 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 US Securities Act of 1933 as amended, 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 nondiscretionary basis in the United States or any state of the United States. The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of 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 New Ordinary 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, Zeus Capital and Ravenscroft 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 New Ordinary Shares.

In addition, until 45 days after the commencement of the Open Offer, an offer, sale or transfer of the Open Offer Shares within the United States by a dealer (whether or not participating in the Open Offer) may violate the registration requirements of the US Securities Act of 1933 as amended.

## 6.3 **Restricted Jurisdictions**

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Basic Entitlements or Excess CREST Open Offer Entitlements.

The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

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

#### 6.4 **Other overseas territories**

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

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

#### 6.5 **Representations and warranties relating to Overseas Shareholders**

##### (a) **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, Zeus Capital, Ravenscroft and the Registrar that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories. The Company and/or the Registrar may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or 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 United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this sub-paragraph (a).

##### (b) **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: "Terms and Conditions of the Open Offer" represents and warrants to the Company, Zeus Capital and Ravenscroft that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he or she is not within the United States or any Restricted Jurisdiction; (ii) he or she is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) he or she is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as

otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) he or she is not acquiring any Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories.

## **6.6 Waiver**

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

## **7. NO WITHDRAWAL RIGHTS**

An application under the Open Offer once made is irrevocable and cannot be withdrawn or changed.

## **8. OPEN OFFER ADMISSION, SETTLEMENT AND DEALINGS**

The result of the Open Offer is expected to be announced by 10 January 2022. Application will be made to AIM for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares (and the Firm Placing Shares and the Clawback Placing Shares), will commence at 8.00 a.m. on 11 January 2022.

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

Basic Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 5 January 2022 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. On 17 December 2021, the Receiving Agent will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission (expected to be 11 January 2022). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Basic Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

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

For Qualifying Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied (including excess Open Offer Shares successfully applied for under the Excess Application Facility) for are expected to be dispatched by post by 18 January 2022. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the UK share register of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure

for application, Qualifying Shareholders are referred to paragraph 4.1 above and their respective Application Form.

The result of the Open Offer will be announced and made public through an announcement on a Regulatory Information Service as soon as reasonably practicable after the results are known.

## **9. TIMES AND DATES**

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

## **10. FURTHER INFORMATION**

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

## **11. GOVERNING LAW AND JURISDICTION**

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual 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, whether by way of their Basic Entitlement or through the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and 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: "Questions and Answers about the Open Offer" are intended to be in general terms only and, as such, you should read Part III: "Terms and Conditions of the Open Offer" 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, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under the FSMA if you are in the United Kingdom, 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 United Kingdom who hold their Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part III: "Terms and Conditions of the Open Offer" 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 Entitlements. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part III "Terms and Conditions of the Open Offer" 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 Receiving Agent on +44 (0)371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax 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 shares in excess of their entitlement to the extent that other Qualifying Shareholders do not take up their entitlement in full. 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 Likewise to Qualifying Shareholders to apply to acquire up to an aggregate of 5,714,285 Open Offer Shares at a price of 35 pence per share. If you hold 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 1 Open Offer Share for every 33.66548395 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.

Open Offer Shares are being offered to Qualifying Shareholders at a discount to the share price on the last trading day before the details of the Placing was announced on 15 December 2021. The Issue Price represents a discount of approximately 24 per cent. to the closing mid-market price per Ordinary Share of 46 pence on 14 December 2021, being the last Closing Price before the announcement of the Placing.

The Excess Application Facility allows Qualifying Shareholders to apply for Open Offer Shares in excess of their Basic Entitlements. Applications made under the Excess Application Facility will be scaled back *pro rata* to existing shareholdings should the Board agree to do so and that applications are received from Qualifying Shareholders for more than the available number of Open Offer Shares. No assurance can be

given that applications by Qualifying Shareholders under the Excess Application Facility 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 the 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 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 on or after 8.00 a.m. on 17 December 2021 (the time when the Existing Ordinary Shares are expected to be marked “ex-entitlement” by the London Stock Exchange plc).

## **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 Restricted Jurisdiction, you will be sent an Application Form that shows:

- how many Existing Ordinary Shares you held at 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 of the Restricted Jurisdictions, 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 posted, along with a cheque or banker’s draft drawn in the appropriate form, in the pre-paid envelope that will accompany the Application Form or returned by post or by hand (during normal office hours only), to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11.00 a.m. on 5 January 2022, 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 when 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 5 January 2022, 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 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 the Placing Shares, Clawback Shares and Open Offer Shares pursuant to

the Placing, Clawback Placing and Open Offer (assuming all Open Offer Shares are subscribed for in full).

**(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 2 and 4 of your Application Form; for example, if you are entitled to take up 500 shares but you only want to take up 250 shares, then you should write '250' in Boxes 2 and 4. 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, '250') by £0.35, which is the price in pounds of each Open Offer Share (giving you an amount of £87.50 in this example). You should write this amount in Box 5, rounding up to the nearest whole pence and this should be the amount your cheque or banker's draft is made out for. You should then return the completed Application Form, together with a cheque or banker's draft for that amount, in the pre-paid envelope that accompanies the Application Form or return by post or by hand (during normal office hours only), to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11.00 a.m. on 5 January 2022, after which time Application Forms will not be valid.

All payments must be in pounds sterling and made by cheque or banker's draft made payable to Link Market Services Limited re: Likewise Group plc – Open Offer 2021 A/C and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque or draft to confirm that the relevant Qualifying Shareholder has title to the underlying funds. 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 or banker's drafts 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 5 of Part III of this document).

Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity. 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 may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

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 by no later than 18 January 2022.

**(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 or banker's draft for the amount (as indicated in Box 5 of your Application Form), payable to Link Market Services Limited re: Likewise Group plc – Open Offer 2021 A/C and crossed "A/C Payee Only", in the pre-paid envelope that will accompany the Application Form or return by post or by hand (during normal office hours only), to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by the Receiving Agent by no later than 11.00 a.m. on 5 January 2022 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 Business Days for delivery.

All payments must be in pounds sterling and made by cheque or banker's draft made payable Link Market Services Limited re: Likewise Group plc – Open Offer 2021 A/C and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the back of 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 or banker's drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) may 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 by no later than 18 January 2022.

(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. You should write the number of Open Offer Shares comprised in your Basic Entitlement (as indicated in Box 7 of the Application Form) in Box 2 and write the number of additional Open Offer Shares for which you would like to apply in Box 3. You should then add the totals in Boxes 2 and 3 and insert the total number of Open Offer Shares for which you would like to apply in Box 4.

For example, if you have a Basic Entitlement for 500 Open Offer Shares but you want to apply for 750 Open Offer Shares in total, then you should write '500' in Box 2, '250' in Box 3 and '750' in Box 4. 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, '750') by £0.35, which is the price in pounds sterling of each Open Offer Share (giving you an amount of £262.50 in this example). You should write this amount in Box 5, rounding up to the nearest whole pence. You should then return your Application Form by post or by hand (during normal business hours) to the Receiving Agent, Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to be received by the Receiving Agent by no later than 11.00 a.m. on 5 January 2022. Within the United Kingdom only, you can use the reply-paid envelope which will be enclosed with the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, and the Board agree to do so, such applications will be scaled back *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility. It should be noted that applications under the Excess Application Facility may not be satisfied in full. 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, by no later than 18 January 2022.

**5. I HOLD MY EXISTING 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: "Terms and Conditions of the Open Offer" 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 Entitlements 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 SHARES IN CERTIFICATED FORM. WHAT 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 Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying Shareholders who held their Existing Ordinary Shares in uncertificated form on 13 December 2021 and who have converted them to certificated form;
- Qualifying Shareholders who bought Existing Ordinary Shares before 17 December 2021 but were not registered as the holders of those shares at the close of business on 13 December 2021; 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 Link Group on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Difference charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

## **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 the Basic Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims only), the 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 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 Shares have not been placed subject to clawback nor have they been 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 Receiving Agent, 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. Fractions will be made available in the Excess Application Facility.

## **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 shares in Likewise Group plc directly and you sell some or all of your Existing Ordinary Shares before 17 December 2021, 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 13 December 2021 and before 17 December 2021, 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 or banker's draft drawn in the appropriate form. All payments must be in pounds sterling and made by cheque or banker's draft made payable to Link Market Services Limited re: Likewise Group plc – Open Offer 2021 A/C and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the back of 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 or banker's drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) may 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 Likewise 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 in the pre-paid envelope that accompanies the Application Form or return by post or by hand (during normal office hours only), together with the monies in the appropriate form, to: Link Group, Corporate Actions, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL (who will act as receiving agent in relation to the Open Offer). If you post your Application Form by first-class post, you should allow at least four Business 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 SHARES IN CERTIFICATED FORM. WHEN DO I HAVE TO DECIDE IF I WANT TO APPLY FOR OPEN OFFER SHARES?**

The Receiving Agent must receive the Application Form by no later than 11.00 a.m. on 5 January 2022, 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 Business 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 CCSS 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 Link Group will post all new share certificates by 18 January 2022.

**17. IF I BUY ORDINARY SHARES AFTER THE RECORD DATE, WILL I BE ELIGIBLE TO PARTICIPATE IN THE OPEN OFFER?**

If you bought your Ordinary Shares on or after the ex-entitlement date, you are unlikely to be able to participate in the Open Offer in respect of such Ordinary Shares.

## **18. WHAT SHOULD I DO IF I LIVE OUTSIDE THE UNITED KINGDOM?**

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. Shareholders with registered addresses or who are located in the United States or any Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part III: "Terms and Conditions of the Open Offer" of this document.

## **19. FURTHER ASSISTANCE**

Should you require further assistance please contact the Receiving Agent on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

## **PART V**

### **TAXATION**

The following information is given in summary form and as a general guide only and is based on current UK tax legislation as applied in England and, where relevant, current HM Revenue & Customs published practice, at the date of this document. Such legislation and practice is liable to change (in some cases with retrospective effect). The information relates to the tax position of holders of New Ordinary Shares in the capital of the Company who are resident and domiciled in (and only in) the United Kingdom for tax purposes.

The statements below do not constitute advice to any Shareholder or potential investor on his or her personal tax position, and may not apply to certain classes of investor (such as persons carrying on a trade in the United Kingdom or holding the shares as trustees, or United Kingdom insurance companies or persons holding shares in connection with their employment). This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of New Ordinary Shares. Any Shareholder or potential investor should obtain advice from his or her own investment or taxation adviser before subscribing for New Ordinary Shares.

#### **Inheritance tax relief**

The Company's shares should be treated as unquoted shares for UK inheritance tax (IHT) purposes (on the basis that they will be traded on AIM and not listed on a recognised stock exchange). Individuals and trustees subject to IHT may be entitled to business property relief of up to 100 per cent. after a holding period of two years, providing all the relevant conditions for the relief are satisfied at the appropriate time.

#### **Taxation of dividends**

##### ***Income tax***

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

Individual shareholders resident in the UK receiving dividends from the Company may be liable to income tax on such dividends, subject to any applicable reliefs and exemptions. In the tax year 2021/2022, no income tax is payable in respect of the first £2,000 of dividend income received from all sources in the tax year (although such income would form part of the shareholder's total income for income tax purposes and will represent the highest part of that income). For dividends received above £2,000 in a tax year, the dividend income would be taxable at 7.5 per cent., 32.5 per cent. and 38.1 per cent. for basic rate, higher rate and additional rate taxpayers, respectively. From April 2022, the rates will increase to 8.75 per cent., 33.75 per cent. and 39.25 per cent. for basic rate, higher rate and additional rate taxpayers, respectively. In determining whether and, if so, to what extent the relevant dividend income falls above or below the threshold for the higher rate of income tax or, as the case may be, the additional rate of income tax, the shareholder's total taxable dividend income for the tax year in question (including the exempt amount of £2,000) will, as noted above, be treated as the highest part of the Shareholder's total income for income tax purposes.

##### ***Corporation tax***

With certain exceptions for traders in securities, a holder of New Ordinary Shares that is a company resident (for taxation purposes) in the United Kingdom and receives a dividend paid by the Company, should generally not be subject to tax in respect of the dividend.

##### ***Taxation of chargeable gains***

- (a) As a matter of UK tax law, the acquisition of Open Offer Shares by a Qualifying Shareholder pursuant to the Open Offer may not, strictly speaking, constitute a reorganisation of share capital for the purposes of the UK taxation of chargeable gains. The published practice of HMRC to date has been to treat any subscription of shares by an existing shareholder which is equal to, or less than, the shareholder's minimum entitlement pursuant to the terms of an open offer as a reorganisation, but it is not certain that HMRC will apply this practice in circumstances where an open offer is not made to all shareholders. As Shareholders with registered addresses, or who are located, in a Restricted



Jurisdictions are not eligible to participate in the Open Offer, the Open Offer is not made to all Shareholders. HMRC's treatment of the Open Offer cannot be guaranteed and specific confirmation has not been requested in relation to the Open Offer.

To the extent that the acquisition of the Open Offer Shares is regarded as a reorganisation, a Shareholder should not be treated as disposing of the shares already held by him in the Company; the shares issued should be treated as acquired at the same time as the Existing Ordinary Shares held by that Shareholder in respect of which the new shares were offered, and the cost of acquisition of the new shares should be pooled with the expenditure allowable on the relevant Existing Ordinary Shares for the purposes of determining the amount of any chargeable gain arising on a subsequent disposal.

If, or to the extent that, the acquisition of Open Offer Shares is not regarded as a reorganisation of the Company's share capital, the Open Offer Shares will, for UK tax purposes, be treated as a new acquisition outside the scope of the rules on reorganisations of share capital and the price paid for those Open Offer Shares will constitute their base cost. For both corporate and individual Qualifying Shareholders, the Open Offer Shares should be pooled with the Qualifying Shareholder's Existing Holdings and the share identification rules will apply on a future disposal.

- (b) A UK resident individual basic rate shareholder who disposes of, or who is deemed to dispose of, their shares in the Company may be liable to capital gains tax in relation thereto at a flat rate of 10 per cent. (in the tax year 2021/2022), of any chargeable gain thereby realised (after taking into account any applicable reliefs and exemptions). To the extent that any chargeable gains or part thereof, aggregated with taxable income arising in a tax year, exceed the upper limit of the basic rate income tax band, capital gains tax will be charged at 20 per cent. (in the tax year 2021/2022). In computing the gain, the Shareholder should be entitled to deduct from proceeds the cost to him of the shares (together with incidental costs of acquisition and disposal). Each individual Shareholder has an annual exemption, such that capital gains tax is chargeable only on gains arising from all sources during the tax year in excess of this figure. The annual exemption is £12,300 for the tax year 2021/2022.
- (c) A UK resident corporate shareholder disposing of its shares in the Company may be liable to corporation tax on chargeable gains in relation thereto at the usual rates of corporation tax applicable to it (currently 19 per cent. but rising to up to 25 per cent. based on profits from April 2023). In computing the chargeable gain liable to corporation tax, the Shareholder should be entitled to deduct from the disposal proceeds, the cost to it of the shares, together with incidental costs of acquisition, as increased by indexation allowance, and disposal costs.

### **Stamp Duty and Stamp Duty Reserve Tax**

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

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

## NOTICE OF GENERAL MEETING

### Likewise Group plc

*(Incorporated and registered in England and Wales with registered no. 08010067)*

**Notice is hereby given that a General Meeting of Likewise Group plc (the “Company”) will be held at Unit 4 Radial Park, Birmingham Business Park, Solihull, B37 7YN at 10.00 a.m. on 10 January 2022, for the purposes of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution, Resolutions 2 and 3 will be proposed as special resolutions and Resolutions 4, 5 and 6 will be proposed as ordinary resolutions.**

#### ORDINARY RESOLUTION

1. **THAT**, subject to and conditional upon the passing of resolutions 2 and 3 below and in addition to all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised under section 551 Companies Act 2006 (the **Act**) to exercise all or any of the powers of the Company to allot up to:
  - 1.1 34,285,715 ordinary shares of £0.01 each (the **Firm Placing Shares**) pursuant to the subscription for those shares (the **Firm Placing**) by new and existing shareholders invited to participate in the Placing;
  - 1.2 5,714,285 ordinary shares of £0.01 each (the **Clawback Placing and Open Offer Shares**) pursuant to the subscription for those shares (the **Clawback Placing and Open Offer**) by new and existing shareholders participating in the Clawback Placing and Open Offer;
  - 1.3 5,000,000 ordinary shares of £0.01 each (the **Consideration Shares**) to be issued as consideration for the proposed acquisition by the Company of Valley Wholesale Carpets (2004) Limited (the **Acquisition**)

**PROVIDED THAT** this authority shall expire at the conclusion and completion of the Placing, the Open Offer and the Acquisition which is expected to occur on or around 14 January 2022 and in any event not later than 28 February 2022.

#### SPECIAL RESOLUTIONS

2. **THAT**, subject to and conditional upon the passing of the resolution 1 above and in addition to all existing and unexercised authorities and powers, the directors of the Company be empowered under section 570 of the Act to allot equity securities (as defined in section 560 of the Act) under the authority conferred on them by resolution 1 above as if section 561 of the Act did not apply to any such allotment **PROVIDED THAT** this authority and power shall be limited to the allotment of:
  - 2.1 the Firm Placing Shares;
  - 2.2 the Clawback Placing and Open Offer Shares; and
  - 2.3 the Consideration Shares,(each defined in and pursuant to resolution 1).
3. **THAT** the amount standing to the credit of the share premium account of the Company be reduced by £22,000,000 and that the Company should pay to the Company’s distributable equity reserve the sum of £22,000,000.

#### ORDINARY RESOLUTIONS

4. **THAT** the Company adopt a new CSOP Scheme and the Directors be authorised to settle the detailed terms of such plan.

5. **THAT** subject to the passing of resolution 4 above, the Directors be authorised to grant options under the CSOP Scheme referred to in resolution 4.
6. **THAT** the Directors be authorised to grant Management Options under the Company's existing EMI Scheme.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'Roy Povey', written over a horizontal line.

**Roy Povey**  
*Company Secretary*

**17 December 2021**

**Registered Office:**

Unit 4 Radial Park, Birmingham Business Park, Solihull, B37 7YN

#### NOTES:

The following notes explain your general rights as a member and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

#### Entitlement to Attend and Vote

1. To be entitled to attend and vote at the General Meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 6 January 2022 (or, if the General Meeting is adjourned, close of business on the date which is two business days before the adjourned General Meeting) shall be entitled to attend and vote at the General Meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

#### Website Giving Information Regarding the General Meeting

2. Information regarding the General Meeting, including the information required by Section 311A of the Act, is available from [www.likewiseplc.com](http://www.likewiseplc.com).

#### Attending in Person

3. If you wish to attend the General Meeting in person, please bring some form of identification.

#### Appointment of Proxies

4. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting. You can appoint a proxy only using the procedures set out in these notes and the notes to the proxy form.
5. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.
7. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. 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 General Meeting.

#### Appointment of Proxy Using Hard Copy Proxy Form

8. A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or via postal address at to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

#### Appointment of a Proxy Online

9. You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

#### Appointment of Proxies Through Crest

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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 made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by 10.00 a.m. on 6 January 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

### **Appointment of Proxy by Joint Members**

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

### **Changing Proxy Instructions**

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Group as per the communication methods shown in note 9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of Proxy Appointments**

13. 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 Link Group, at the address shown in note 9. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. 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. The revocation notice must be received by Link Group no later than 48 hours before the General Meeting. 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. Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate Representatives**

14. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

### **Issued Shares and Total Voting Rights**

15. As at the date of this notice, the Company's issued share capital comprised 192,374,194 Ordinary Shares of £0.01 each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company on the date of this notice is 192,374,194. The website referred to in note 2 will include information on the number of shares and voting rights.

### **Questions at the General Meeting**

16. Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the General Meeting unless:
  - answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

**Website Publication of Audit Concerns**

17. Under Section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

**Documents on Display**

18. Copies of the letters of appointment of the Directors of the Company and a copy of the Articles of Association of the Company will be available for inspection at the registered office of the Company from the date of this notice until the end of the General Meeting.

