

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom, or if you are taking advice in another jurisdiction, from an appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in B.P. Marsh prior to the date on which the shares are marked 'ex-entitlement' you should deliver this document (but not the enclosed personalised Form of Proxy) and, if relevant, the Application Form, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications which will be set out in the Application Form (if relevant).

This document is not a prospectus for the purposes of the Prospectus Rules and has not been approved by the UK Financial Conduct Authority (in its capacity as the UK Listing Authority or otherwise) pursuant to sections 85 and 87 of FSMA. In issuing this document 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). Applications in respect of the Open Offer from persons not falling within such exemptions will be rejected and the Open Offer contained in this document is not capable of acceptance by such persons. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings will commence in the New Ordinary Shares by 8.00 a.m. on 9 July 2018.

AIM is a market designed primarily for emerging and smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the UK Listing Authority have examined or approved the contents of this document. This document does not constitute a recommendation regarding securities of the Company.



(Incorporated and registered in England and Wales with registered number 05674962)

**Placing of 7,335,504 New Ordinary Shares at 252 pence per share
Open Offer of up to 595,238 New Ordinary Shares at 252 pence per share
and
Notice of General Meeting**

Panmure Gordon
AND COMPANY

Nominated Adviser, Financial Adviser and Broker

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below, to the section headed "Risk Factors" in Part III of this document and to the section headed "Questions and Answers about the Open Offer" in Part V of this document.

Notice of a General Meeting of the Company to be held at the offices of the Company at 4 Matthew Parker Street, London, England SW1H 9NP on 5 July 2018 at 3.00p.m., is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU by not later than 3.00p.m. on 3 July 2018. Completion and posting of the Form of Proxy will not prevent a shareholder from attending and voting in person at the General Meeting.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 4 July 2018. The procedure for application and payment for Qualifying Shareholders is set out in Part II of this document, and, where relevant, will be set out in the Application Form to be sent to Qualifying Non-CREST Shareholders.

The New Ordinary Shares to be issued will, following their issue, rank *pari passu* with the Existing Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

The New Ordinary Shares have not been, nor will be, registered under the US 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 or Japan. Shareholders outside the UK and any person (including, without limitation, custodians, nominees and trustees) who has a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

Panmure Gordon (UK) Limited, which is authorised and regulated in the United Kingdom by the FCA, is acting as: (i) nominated adviser, financial adviser and broker to the Company in connection with the Placing and Admission; and (ii) as agent for B.P. Marsh Management Limited, in relation to the Placing, and is not acting for any other persons in relation to the Placing and Admission. Panmure Gordon (UK) Limited is acting exclusively for the Company and B.P. Marsh Management Limited and for no one else in relation to the matters described in this document and is not advising any other person and accordingly will not be responsible to anyone other than the Company for providing the protections afforded to clients of Panmure Gordon (UK) Limited, or for providing advice in relation to the contents of this document or any matter referred to in it. The responsibilities of Panmure Gordon (UK) Limited as the Company's nominated adviser and broker under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person, in respect of his/her decision to acquire shares in the capital of the Company in reliance on any part of this document, or otherwise.

No liability is accepted by Panmure Gordon (UK) Limited nor does it make any representation or warranty, express or implied, in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Placing, the Open Offer and Admission and accordingly Panmure Gordon (UK) Limited disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document or any such statement, to the maximum extent permitted by law and the regulations to which it is subject. Panmure Gordon (UK) Limited has not authorised the contents, or any part, of this document. Panmure Gordon (UK) Limited may, in accordance with applicable legal and regulatory provisions, engage in transactions in relation to the Ordinary Shares (including the Placing Shares and the Open Offer Shares) and/or related instruments for its own account for the purposes of hedging any underwriting exposure or otherwise. Except as required by applicable law or regulation, Panmure Gordon (UK) Limited does not propose to make any public disclosure in relation to any such transactions.

This document does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Shares or other securities in the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Canada, Australia, New Zealand, the Republic of South Africa or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

This document contains (or may contain) certain forward-looking statements with respect to the Company, the Group and certain of its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", or other words of similar meaning. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market related risks such as changes in interest rates and foreign exchange rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under International Financial Reporting Standards ("**IFRS**") applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as at the date they are made. Except as required by the FCA, the London Stock Exchange or applicable law, the Company, Panmure Gordon (UK) Limited and their respective directors, officers, employees, agents, managers, members and partners expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

CONTENTS

DIRECTORS AND ADVISERS	4
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	5
TIMETABLE IN RELATION TO THE 2018 FINAL DIVIDEND	6
PLACING AND OPEN OFFER STATISTICS	7
DEFINITIONS	8
PART I – LETTER FROM THE CHAIRMAN OF B.P. MARSH & PARTNERS PLC	13
PART II – TERMS AND CONDITIONS OF THE OPEN OFFER	26
PART III – RISK FACTORS	48
PART IV – TAXATION	55
PART V – QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER	57
PART VI – NOTICE OF GENERAL MEETING	63

DIRECTORS AND ADVISERS

Directors	Mr. Brian Marsh OBE (<i>Executive Chairman</i>) Ms. Alice Foulk (<i>Managing Director</i>) Mr. Daniel Topping (<i>Chief Investment Officer</i>) Ms. Camilla Kenyon (<i>Executive Director</i>) Mr. Jonathan Newman (<i>Group Finance Director</i>) Mr. Campbell Scoones (<i>Non-Executive Director</i>) Mr. Pankaj Lakhani (<i>Non-Executive Director</i>) Mr. Nicholas Walker (<i>Non-Executive Director</i>)
Company Secretary	Ms. Sinead O'Haire (<i>Group Company Secretary and Chief Legal Officer</i>)
Registered Office	4 Matthew Parker Street London England SW1H 9NP
Nominated Adviser and Broker	Panmure Gordon (UK) Limited One New Change London EC4M 9AF
Solicitors to the Company	Addleshaw Goddard LLP Milton Gate 60 Chiswell Street London EC1Y 4AG
Solicitors to the Nominated Adviser	Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU
Registrar	Link Asset Services The Registry 34 Beckenham Road Beckenham BR3 4TU
Receiving Agents	Link Asset Services Corporate Actions The Registry 34 Beckenham Road Beckenham BR3 4TU

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlement to participate in the Open Offer	5.00 p.m. on 11 June 2018
Announcement of the Placing and the Open Offer	on 12 June 2018
Despatch of the Circular, the Form of Proxy and, to certain Qualifying Non-CREST Shareholders, the Application Form	on 13 June 2018
Ex-entitlement Date for the Open Offer	7.00 a.m. on 13 June 2018
Basic Entitlements and Excess CREST Open Offer Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	on 14 June 2018
Admission of Ordinary Shares issued under the 2018 JSOP and under the 2018 SIP Allocation to trading on AIM	8.00 a.m. on 19 June 2018
Recommended latest time and date for requesting withdrawal of Basic Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 28 June 2018
Latest time for depositing Basic Entitlements and Excess CREST Open Offer Entitlements into CREST	3.00 p.m. on 29 June 2018
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 2 July 2018
Latest time and date for receipt of Forms of Proxy for the General Meeting	3.00 p.m. on 3 July 2018
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 4 July 2018
General Meeting	3.00 p.m. on 5 July 2018
Announcement of the result of the General Meeting and Open Offer	on 6 July 2018
Admission of the New Ordinary Shares to trading on AIM	8.00 a.m. on 9 July 2018
New Ordinary Shares in uncertificated form expected to be credited to accounts in CREST (uncertificated holders only)	As soon as practicable after 8.00 a.m. on 9 July 2018
Expected date of despatch of definitive share certificates for the New Ordinary Shares in certificated form (certificated holders only)	on 16 July 2018
Annual General Meeting of the Company	on 18 July 2018

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 II of this document. Subject to certain exceptions, Application Forms will not be despatched 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 Panmure Gordon (UK) Limited), 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 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) Assumes that the Resolutions that are set out in the Notice of General Meeting are passed.
- (6) If you require assistance please contact Link Asset Services 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. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

TIMETABLE IN RELATION TO THE 2018 FINAL DIVIDEND

SUBJECT TO THE BELOW, the New Placing Shares and the Open Offer Shares will, subject to Shareholder approval at the Company's forthcoming annual general meeting, be entitled to receive the 2018 Final Dividend. The Company's intended timetable for the 2018 Final Dividend is as follows:

Date on which the Ordinary Shares quoted ex the 2018 Final Dividend	12 July 2018
Record date for entitlement to participate in the 2018 Final Dividend	13 July 2018
2018 Final Dividend payout date	31 July 2018

Notes:

- (1) Each of the times and dates set out in the above timetable in relation to the 2018 Final Dividend and mentioned in this document is subject to change by the Company, 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.

Shareholders should note, however, that if, in the unlikely event, Admission does not occur at 8.00 a.m. on 9 July 2018, being the expected date of Admission, and is subsequently delayed beyond the date on which the Ordinary Shares are quoted ex the 2018 Final Dividend being 12 July 2018, the New Placing and Open Offer Shares issued will be issued "ex-dividend" and **the holders of the New Ordinary Shares would, therefore, not be entitled to receive the 2018 Final Dividend.**

PLACING AND OPEN OFFER STATISTICS

Market price per Existing Ordinary Share ¹	284 pence
Issue Price per New Ordinary Share	252 pence
Discount to the market price of an Existing Ordinary Share ²	11.3 per cent.
Number of Ordinary Shares in issue as at the Latest Practicable Date	29,226,040
Number of Ordinary Shares to be issued by the Company pursuant to the 2018 JSOP and the 2018 SIP Allocation	1,487,605
Number of New Ordinary Shares to be issued by the Company pursuant to the Placing	6,169,194
Gross proceeds of the Placing receivable by the Company	approximately £15.5 million
Entitlement of Qualifying Shareholders under the Open Offer	1 Open Offer Share for every 21 Existing Ordinary Shares held
Maximum number of New Ordinary Shares to be issued by the Company pursuant to the Open Offer	595,238
Estimated gross proceeds of the Open Offer receivable by the Company	£1.5 million
Number of Ordinary Shares in issue immediately following completion of the Placing and the Open Offer ³	37,478,077
Approximate market capitalisation at Admission at the Issue Price ³	£94.4 million
New Ordinary Shares as a percentage of the Enlarged Share Capital ³	approximately 18 per cent.
ISIN – Ordinary Shares	GB00B0XLRJ79
ISIN – Open Offer Basic Entitlements	GB00BD24ZC73
ISIN – Open Offer Excess Entitlements	GB00BD24ZD80
SEDOL	BOXLRJ7
LEI	2138008G8EPE3HAHEM13

Notes:

- 1 Closing Price on AIM on the Latest Practicable Date.
- 2 Being the percentage discount which the Issue Price represents to the Closing Price on the Latest Practicable Date.
- 3 Assumes the maximum possible number of New Ordinary Shares under the Open Offer are allotted, that 1,461,302 new Ordinary Shares have been awarded to the EBT under the 2018 JSOP, and that 26,303 new Ordinary Shares have been issued to the B.P. Marsh SIP Trustee as part of the 2018 SIP Allocation between the date of publication of this document and Admission.

DEFINITIONS

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

Act	the Companies Act 2006 (as amended);
Admission	admission of the New Ordinary Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
AIM	the AIM market operated by the London Stock Exchange;
AIM Rules	the AIM Rules for Companies and/or the AIM Rules for Nominated Advisers (as the context may require);
AIM Rules for Companies	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;
AIM Rules for Nominated Advisers	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;
Application Form	the application form accompanying this document to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer;
Basic Entitlement	the Open Offer Shares which a Qualifying Shareholder is entitled to subscribe for under the Open Offer calculated on the basis of 1 Open Offer Share for every 21 Existing Ordinary Shares held by that Qualifying Shareholder as at the Record Date, such entitlement being calculated by reference to, <i>inter alia</i> , the non-take up undertaking from Brian Marsh under the Brian Marsh Subscription Commitment;
Board	the board of directors of the Company for the time being who are providing recommendations in relation to the Placing and the Open Offer in this document (with the exception of Brian Marsh, who has abstained from providing a recommendation on account of his personal participation in the Placing and, potentially, the Open Offer);
Business Day	any day (excluding Saturdays and Sundays) on which banks are open in London for normal banking business and the London Stock Exchange is open for trading;
B.P. Marsh SIP	the B.P. Marsh & Partners Plc Share Incentive Plan, being the statutory "schedule 2" share incentive plan of the Company established by the Group on 29 March 2016;
B.P. Marsh SIP Trustee	means B.P. Marsh & Co. Trustee Company Limited, a company incorporated in England and Wales with registered number 04205559 and having its registered office at 4 Matthew Parker Street, London, England, SW1H 9NP established to hold Ordinary Shares allocated to the B.P. Marsh SIP;
Brian Marsh Subscription Commitment	the undertakings in respect of taking up under the Open Offer by Brian Marsh as further described in paragraph 6.3 of Part I and again in paragraph 2 of Part II of this document;
certificated or in certificated form	the description of a share or other security which is not in uncertificated form (that is not in CREST);
Circular or this document	this document dated 13 June 2018;

Closing Price	the closing middle market quotation of an Ordinary Share as derived from the Daily Official List of the London Stock Exchange;
Company or B.P. Marsh	B.P. Marsh & Partners Plc, a company incorporated in England and Wales with registered number 05674962 and having its registered office at 4 Matthew Parker Street, London, England SW1H 9NP;
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
CREST Manual	the compendium of documents entitled "CREST Manual" issued 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 CCSS Operations Manual and the CREST Glossary of Terms;
CREST member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations);
CREST participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations);
CREST Proxy Instruction	the appropriate CREST message made to appoint a proxy, properly authenticated in accordance with Euroclear's specifications;
CREST Regulations	the Uncertificated Securities Regulations 2001 (as amended);
CREST sponsor	a CREST participant admitted to CREST as a CREST sponsor;
CREST sponsored member	a CREST member admitted to CREST as a sponsored member;
Directors	the board of directors of the Company for the time being (inclusive of Brian Marsh);
EBT	the B.P. Marsh Employees Share Trust, being the employee benefit trust established to acquire and hold 5.00 per cent. of the Existing Issued Share Capital to provide benefits to employees and former employees of the Company in the form of options over, or interests in, Ordinary Shares;
Enlarged Share Capital	the issued share capital of the Company immediately following Admission, assuming (save for the purposes of calculating the 29.9 per cent. Aggregate Limit) the maximum number of Open Offer Shares are allotted and, for the avoidance of doubt, including any new Ordinary Shares allotted under the 2018 JSOP and any new Ordinary Shares allotted pursuant to the 2018 SIP Allocation before Admission;
EU	the European Union;
Euroclear	Euroclear UK & Ireland Limited;
Excess Applications	applications pursuant to the Excess Application Facility;
Excess Application Facility	the mechanism whereby a Qualifying Shareholder, who has taken up his Basic Entitlement in full, can apply for Excess Shares 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 29.9 per cent. Aggregate Limit, as more fully set out in Part II of this document and subject to the terms of the Brian Marsh Subscription Commitment;

Excess CREST Open Offer Entitlements	in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement to apply for Open Offer Shares in addition to his Basic Entitlement credited to his stock account in CREST, pursuant to the Excess Application Facility, which may be subject to scaling back in accordance with the provisions of this document;
Excess Shares	Open Offer Shares which are not taken up by Qualifying Shareholders pursuant to their Basic Entitlement and which are offered to Qualifying Shareholders under the Excess Application Facility;
Excluded Overseas Shareholders	other than as agreed by the Company and Panmure Gordon or as permitted by applicable law, Shareholders who are located or have registered addresses in a Restricted Jurisdiction;
Existing Issued Share Capital	the issued share capital of the Company as at the Latest Practicable Date;
Existing Ordinary Shares	the 29,226,040 Ordinary Shares in issue as at the Record Date;
FCA	the UK Financial Conduct Authority;
Form of Proxy	the form of proxy accompanying this document relating to the General Meeting;
FSMA	the UK Financial Services and Markets Act 2000 (as amended);
General Meeting or GM	the general meeting of the Company, notice of which is set out in Part VI of this document, and including any adjournment(s) thereof;
Group	the Company and/or its subsidiary undertakings at the date of this document (as defined in sections 1159 and 1160 of the Act);
Issue Price	252 pence per New Ordinary Share;
Investor or PSC	PSC UK Pty Limited, a company incorporated in Australia with registered number 154 179 754 and having its registered office at C/- PSC Insurance, Level 4, 96 Wellington Parade, East Melbourne, VIC 3002, Australia;
Latest Practicable Date	means 5.00 p.m. on 11 June, being the latest practicable date prior to publication of this document and any announcement relating to the Placing and Open Offer;
Link Asset Services	Link Asset Services, 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 The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
London Stock Exchange	London Stock Exchange plc;
Money Laundering Regulations	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended);
New Ordinary Shares	the New Placing Shares and the Open Offer Shares to be issued by the Company pursuant to the Placing and the Open Offer;
New Placing Shares	6,169,194 new Ordinary Shares to be issued by the Company pursuant to the Placing;
Notice of General Meeting	the notice of General Meeting, set out in Part VI of this document;

Open Offer	the conditional invitation by the Company to Qualifying Shareholders to apply 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, subject to the terms of the Brian Marsh Subscription Commitment;
Open Offer Entitlements	an entitlement to subscribe for Open Offer Shares, allocated to a Qualifying Shareholder under the Open Offer (and, for the avoidance of doubt, references to Open Offer Entitlements include Basic Entitlements and Excess CREST Open Offer Entitlements);
Open Offer Shares	the 595,238 new Ordinary Shares to be offered to Qualifying Shareholders under the Open Offer;
Overseas Shareholders	Shareholders with registered addresses outside the UK or who are citizens of, incorporated in, registered in or otherwise resident in, countries outside the UK;
Ordinary Shares	ordinary shares of 10 pence each in the capital of the Company;
Participant ID	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant;
Panmure Gordon or Panmure Gordon (UK) Limited	Panmure Gordon (UK) Limited, a company incorporated in England with company number 04915201 and having its registered office at One New Change, London, EC4M 9AF, and who at the date of this document is appointed as: (i) the nominated adviser, financial adviser and broker to the Company; and (ii) as agent for B.P. Marsh Management Limited;
Placing Shares	the 6,169,194 New Placing Shares to be issued by the Company to the Investor and the 1,166,310 Sale Shares to be transferred to the Investor under the Placing;
Placing	the placing of the Placing Shares to the Investor pursuant to the Placing and Open Offer Agreement;
Placing and Open Offer Agreement	the conditional agreement dated 12 June 2018 between the Company, B.P. Marsh Management Limited and Panmure Gordon (UK) Limited relating to the Placing and Open Offer, details of which are set out in paragraph 7 of Part I of this document;
Prospectus Rules	the Prospectus Rules published by the FCA;
Qualifying CREST Shareholders	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are in uncertificated form;
Qualifying Non-CREST Shareholders	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form;
Qualifying Shareholders	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, subject to the terms of the Brian Marsh Subscription Commitment;
Record Date	5.00 p.m. on 11 June 2018;
Registrars or Receiving Agent	Link Asset Services;

Regulatory Information Service or RNS	has the meaning given in the AIM Rules for Companies;
Resolutions	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting;
Restricted Jurisdictions	the United States and each of Canada, Australia, New Zealand, the Republic of South Africa and Japan;
Sale Shares	the 1,166,310 Ordinary Shares held by B.P. Marsh Management Limited (a company wholly owned by Brian Marsh) to be transferred to the Investor under the Placing;
Shareholders	holders of Ordinary Shares;
Takeover Code	the City Code on Takeovers and Mergers of the United Kingdom (as amended);
uncertificated	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;
UK or United Kingdom	the United Kingdom of England, Scotland, Wales and Northern Ireland;
US or United States	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
US Securities Act	the US Securities Act of 1933 (as amended);
USE	unmatched stock event;
£ or sterling	pounds sterling, the legal currency of the United Kingdom;
A\$	Australian dollar;
29.9 per cent. Aggregate Limit	the restriction on the number of Open Offer Shares that each Qualifying Shareholder (other than Brian Marsh in respect of any application for Excess Shares up to an amount of £500,000 pursuant to the Brian Marsh Subscription Commitment) may receive under the Open Offer on the basis that no Qualifying Shareholder shall be entitled to receive in excess of such number of Open Offer Shares as would bring its aggregate interest in the Company to more than 29.9 per cent. of the Enlarged Share Capital;
2014 JSOP	the Jointly Owned Share Plan for eligible employees and senior executives which was initiated in November 2014 and subsequently matured in November 2017;
2018 Final Dividend	the final cash dividend of 4.76 pence per Ordinary Share in respect of the 12 month period ended 31 January 2018;
2018 JSOP	the joint share ownership plan of the Company approved by resolution of the remuneration committee of the Company and announced by the Company on 13 June 2018; and
2018 SIP Allocation	means the transfer from treasury of 21,009 Ordinary Shares for nil consideration to the B.P. Marsh SIP Trustee and the issue and allotment of 26,303 new Ordinary Shares to the B.P. Marsh SIP Trustee.

PART I

LETTER FROM THE CHAIRMAN OF B.P. MARSH & PARTNERS PLC



Incorporated and registered in England and Wales with registered number 05674962

Directors:

Mr. Brian Marsh OBE (*Executive Chairman*)
Ms. Alice Foulk (*Managing Director*)
Mr. Daniel Topping (*Chief Investment Officer*)
Ms. Camilla Kenyon (*Executive Director*)
Mr. Jonathan Newman (*Group Finance Director*)
Mr. Campbell Scoones (*Non-Executive Director*)
Mr. Pankaj Lakhani (*Non-Executive Director*)
Mr. Nicholas Walker (*Non-Executive Director*)

Registered office:

4 Matthew Parker Street
London
England
SW1H 9NP

13 June 2018

Dear Shareholder,

**Placing of 7,335,504 New Ordinary Shares and Open Offer of up to
595,238 New Ordinary Shares at 252 pence per New Ordinary Share
and
Notice of General Meeting**

1 Introduction

The Company announced yesterday that it proposes to undertake a Placing to raise approximately £15.5 million (before fees and expenses) together with an Open Offer to raise up to approximately £1.5 million (before fees and expenses), in each case through the issue of New Placing Shares at the Issue Price. All the New Placing Shares will be placed with the Investor, an entity in the PSC Insurance Group.

Additionally, the Placing will also include the transfer by B.P. Marsh Management Limited (a company wholly owned by Brian Marsh) of 1,166,310 Sale Shares to the Investor, who has agreed to acquire the Sale Shares at the Issue Price.

The Issue Price represents a discount of approximately 11.3 per cent. to the Closing Price on the Latest Practicable Date and a discount of approximately 2.7 per cent. to the 60 trading day volume weighted average Closing Price for the 60 days ending on the Latest Practicable Date. 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 9 July 2018. The Placing and the Open Offer are conditional, *inter alia*, on the passing of the Resolutions at the General Meeting. The Resolutions are contained in the Notice of General Meeting at Part VI of this document. The Placing Shares are not subject to clawback and are not part of the Open Offer.

The purpose of this letter is to set out the background to, and the reasons for, the Placing and the Open Offer. It explains why the Directors consider the Placing and the Open Offer to be in the best interests of the Company and its Shareholders as a whole. The Board recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors who are interested in the Ordinary Shares have irrevocably undertaken to do themselves (and where such Ordinary Shares are registered in the name of any of these immediate family members and/or persons connected with them, have irrevocably undertaken to use reasonable endeavours to procure that those persons do so) in respect of their own beneficial shareholdings.

Shareholder approval is being sought in connection with the Placing and the Open Offer at the General Meeting which is convened for 3.00 p.m. on 5 July 2018 at the offices of the Company at 4 Matthew Parker Street, London, England SW1H 9NP.

Your attention is drawn to:

- (a) paragraph 4 of Part II of this document which sets out the actions to be taken by Qualifying Shareholders seeking to participate in the Open Offer;
- (b) the section headed "Questions and Answers about the Open Offer" in Part V of this document; and
- (c) the Notice of General Meeting contained in Part VI of this document and paragraphs 9 and 10 of this letter which explain the purpose of the General Meeting and action to be taken by you in relation to the Notice of General Meeting.

2 Overview of the Group

The Company is a specialist venture capital/private equity investor in early stage financial services intermediary businesses, including insurance intermediaries, financial advisors, wealth and fund managers and specialist advisory and consultancy firms. It considers investment opportunities based in the United Kingdom, Europe, North America and Internationally.

The Group invests amounts of up to £5 million in the first round. Investment structure is flexible and investment stage ranges from start up to more developed. The Group initially only takes minority equity positions and does not seek to impose exit pressures, preferring to be able to take a long-term view where required and work alongside management to a mutually beneficial exit route that maximises value.

The Group has invested in 48 businesses since it was founded in 1990 and its management team has a wealth of experience and a well-developed network within the financial services sector. The Group aims to be the capital provider of choice for the financial services intermediary sector and to deliver long-term capital growth, alongside a sustainable distribution policy to its investors.

3 Background to and reasons for the Placing and the Open Offer and use of proceeds

The Investor, an entity in the PSC Insurance Group based in Australia, New Zealand and the United Kingdom, wishes to expand its business interests in the United Kingdom by making a substantial investment in the Company. Additionally Brian Marsh, the Executive Chairman of the Group, who (along with certain of his connected persons, being B.P. Marsh Management Limited and the Marsh Christian Trust, as further referred to below) currently holds in excess of 60.7 per cent. of the Ordinary Shares, wishes to diversify his personal holdings by transferring beneficial interests representing approximately 4.0 per cent. of the Existing Issued Share Capital (held through B.P. Marsh Management Limited, a company wholly owned by Brian Marsh) to a suitable, supportive third party investor.

The Directors believe that the Placing is the most appropriate method:

- to issue the New Placing Shares in the Company to the Investor; and
- for Brian Marsh to transfer the Sale Shares to the Investor.

In addition, in order to provide existing Shareholders with an opportunity to participate in the proposed issue of New Ordinary Shares, the Company is (subject to the Brian Marsh Subscription Commitment, referred to below at paragraph 6.3) providing all Qualifying Shareholders with the opportunity to subscribe for an aggregate of up to 595,238 Open Offer Shares, to raise up to approximately £1.5 million (before fees and expenses) for the Company, on the basis of 1 Open Offer Share for every 21 Existing Ordinary Shares held on the Record Date, at the Issue Price. Shareholders subscribing for their full entitlement under the Open Offer may also request additional Open Offer Shares through the Excess Application Facility.

Immediately following the Placing and Open Offer, the Investor will hold approximately 19.6 per cent. of the Enlarged Share Capital (assuming full take up under the Open Offer). The Investor will, as a result of the Placing become a substantial shareholder in the Company. More information about the PSC Insurance Group is set out below in paragraph 4 of this Part I.

The Directors intend to use the net proceeds of the Placing and Open Offer received by the Company to grow the Company's existing portfolio as well as to continue investing in early stage financial services intermediary businesses with the aim of becoming the capital provider of choice for the sector.

4 Information on PSC and their rationale for investing in the Company

The PSC Insurance Group (“**PSC Group**”) operates a diversified insurance intermediary Group with operations and investments in Australia, New Zealand and the United Kingdom. The PSC Group is listed on the Australian Stock Exchange (ASX), with a market capitalisation of approximately A\$731m. PSC Group’s principal businesses within the general insurance intermediary and services market comprise:

- insurance broking;
- underwriting agencies;
- an authorised representative network business in Australia;
- wholesale insurance broking in the United Kingdom; and
- reinsurance broking in the United Kingdom.

PSC Group’s structure comprises a portfolio of operating businesses and investments ranging from early stage to mature businesses. The PSC Group has an experienced team of insurance practitioners, with broad skill sets, at both board and executive level. These are utilised across the different businesses to leverage efficiencies and opportunities.

The PSC Group also operates complementary businesses including life insurance broking, online direct general insurance broking and third party claims management. The PSC Group does not take underwriting risks but however maintains relationships with many insurers in Australia, New Zealand and the United Kingdom.

The PSC Group conducts its business through a number of separate licensed subsidiaries in Australia and the United Kingdom.

The PSC Group has a diverse client base. It predominantly services the insurance needs of SMEs. These clients have access to the full range of business services offered by the PSC Group. The PSC Group also services other insurance brokers through its United Kingdom broking and underwriting agency operations and services insurance carriers by way of their reinsurance operations.

The PSC Group and B.P. Marsh are complementary listed businesses operating in the insurance intermediary sector and the investment is considered by both businesses to be an excellent strategic and cultural fit. Both businesses have successful investment track records in the insurance intermediary space, without taking underwriting risk.

Following the investment, B.P. Marsh and the PSC Group will consider themselves partners, with added strength and exciting possibilities for joint working in the UK and internationally.

5 Current trading and outlook

Yesterday, the Company announced its audited Group final results for the year to 31 January 2018. A copy of the final results is available on the Company’s website at www.bpmarsh.co.uk/regulatory-news/. Shareholders should read those results in full before making any application for Open Offer Shares. The Company is due to publish its annual report and accounts for the year ending 31 January 2018 on or around 26 June 2018, a copy of which will be sent to the Shareholders and will also be made available on the same website.

The highlights of the final results for the year to 31 January 2018 are:

- an increase in the equity value of the Group’s investment portfolio of 31.3 per cent. (£18.9 million) over the year to 31 January 2018;
- net asset value of £98.9 million (31 January 2017: £79.7 million), a 24.1 per cent. increase (net of dividends);
- a net asset value increase to 339 pence per Ordinary Share (31 January 2017: 273 pence);
- a total return to Shareholders in the year of 25.5 per cent. (2017: 13.9 per cent.);
- consolidated profit after tax of £20.2 million (31 January 2017: £9.8 million);
- average net asset value annual compound growth rate of 12.0 per cent. since 1990;
- 2018 Final Dividend of 4.76 pence per share declared (31 January 2017: 3.76 pence), a 27 per cent. increase;
- cash and treasury funds balance of £5.4 million at year end;
- four new investments – two in Lloyd’s brokers and the other two in USA-based Mark Edward Partners LLC and XPT Group LLC;

- disposal of interests in Besso Insurance Group Ltd and Trireme Insurance Group Ltd;
- a further investment into LEBC Holdings Ltd of £7.1 million; and
- the provision of follow-on funding to Nexus Underwriting Management Ltd of £4.0 million.

The Group is growing strongly, delivering consistent year on year returns to shareholders and is well- positioned to deal with any uncertainty arising from the UK's exit from the EU by April 2019. The Directors look forward to the year ahead with confidence.

6 Details of the Placing and the Open Offer

6.1 Structure

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

Through the Placing:

- 6,169,194 New Placing Shares will be issued to the Investor at 252 pence per New Placing Share to raise gross proceeds of approximately £15.5 million; and
- 1,166,310 Sale Shares will be transferred at a price of 252 pence per Sale Share by B.P. Marsh Management Limited (a company wholly owned by Brian Marsh) to the Investor.

Up to 595,238 New Ordinary Shares will be issued to Qualifying Shareholders through the Open Offer at 252 pence per New Ordinary Share to raise gross proceeds of up to approximately £1.5 million (assuming full take up under the Open Offer).

6.2 Principal terms of the Placing

The Company is proposing to issue the New Placing Shares to the Investor pursuant to the Placing. In accordance with the terms of the Placing and Open Offer Agreement, Panmure Gordon has, as broker for the Company, conditionally placed, with the Investor, the New Placing Shares at the Issue Price to raise gross proceeds for the Company of approximately £15.5 million. Panmure Gordon has also, as agent for B.P. Marsh Management Limited, also conditionally placed, with the Investor, the Sale Shares at the Issue Price.

No Placing Shares will be issued/transferred to any person other than the Investor. Panmure Gordon will not be conducting a bookbuilding exercise in respect of the Placing and New Placing Shares will not be issued to/placed under the Placing with any other person other than the Investor.

The Placing is not being underwritten.

The Placing Shares are not subject to clawback and are not part of the Open Offer.

The Investor will, immediately following Admission, and assuming full take up of entitlements under the Open Offer, hold approximately 19.6 per cent. of the Enlarged Share Capital and, therefore, may have the ability to, directly or indirectly, exercise a significant influence on the business of the Group. As a substantial shareholder in the Company, the Investor has undertaken, for as long as it holds at least 15 per cent. of the Enlarged Share Capital to:

- conduct all transactions, agreements, relationships and arrangements with any member of the Group on an arm's length basis and on normal commercial terms;
- not take any action that would have the effect of preventing, or that might reasonably be expected to prevent, any member of the Group from complying with its obligations under any applicable laws;
- not exercise any of the voting rights or any other powers of control in such a manner so as to procure any amendment to the Company's articles of association;
- not exercise any of the voting rights in favour of any resolution to cancel the admission of the Ordinary Shares to trading on AIM, unless such resolution is also recommended by the independent Directors of the Company; and

- (e) exercise any voting rights against any resolution to give the Directors authority to allot shares in the Company, or to disapply any pre-emption rights which holders of Ordinary Shares have, unless such resolutions are recommended by the independent Directors of the Company to the Shareholders or unless such disapplication is at the Company's annual general meeting.

6.3 **Principal terms of the Open Offer**

The Directors consider it important that Qualifying Shareholders have the opportunity to participate in the fundraising, and the Directors have concluded that the Open Offer is the most suitable option available to the Company and its Shareholders.

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

To allow the remaining Qualifying Shareholders the opportunity to subscribe for more Ordinary Shares in the Company, in respect of their Basic Entitlements, and to reduce the dilutive impact of the Placing, Brian Marsh has irrevocably undertaken not to subscribe for any entitlements under the Open Offer (and has undertaken to procure that B.P. Marsh Management Limited, a company wholly owned by Brian Marsh, shall do the same), except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders, up to a financial limit of £500,000 (the "**Brian Marsh Subscription Commitment**"). The entitlements which might otherwise have been available to Brian Marsh and B.P. Marsh Management Limited under the Open Offer will, therefore be available for subscription by the remaining Qualifying Shareholders as part of their Basic Entitlements.

Pursuant to the Open Offer, Qualifying Shareholders will be given the opportunity to subscribe for 1 Open Offer Shares for every 21 Existing Ordinary Shares held on the Record Date.

The Open Offer will raise gross proceeds of up to approximately £1.5 million.

The Issue Price represents a discount of approximately 11.3 per cent. to the Closing Price on the Latest Practicable Date, and a discount of approximately 2.7 per cent. to the 60 trading day volume weighted average Closing Price for the 60 trading days ending on the Latest Practicable Date.

The Placing and the Open Offer are separate and distinct transactions involving the issue of New Ordinary Shares. However the Open Offer is conditional on the Placing and will not be implemented independently if for any reason the Placing lapses.

6.4 **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) at the Issue Price. Qualifying Shareholders have a Basic Entitlement of:

1 Open Offer Share for every 21 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.

The aggregate number of Open Offer Shares available for subscription pursuant to the Open Offer will not exceed 595,238 New Ordinary Shares.

6.5 **Allocations under the Open Offer**

In the event that valid acceptances are not received in respect of all of the Open Offer Shares under the Open Offer, unallocated Open Offer Shares will be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility provided always that no Qualifying Shareholder shall be entitled to receive in excess of such number of Open Offer Shares as would bring their aggregate interest in the Company to more than the 29.9 per cent. Aggregate Limit.

6.6 **2018 Final Dividend**

The Company, as part of its February 2018 Trading Update, announced the 2018 Final Dividend which, subject to Shareholder approval of the dividend at the Company's forthcoming annual general meeting, is expected to be paid on 31 July 2018 to Shareholders whose names are on the register on 13 July 2018. The New Ordinary Shares issued as part of the Placing and Open Offer will be issued "cum-dividend" and the holders of the New Ordinary Shares will therefore be entitled to receive the 2018 Final Dividend.

Shareholders should note, however, that if, in the unlikely event, Admission does not occur at 8.00 a.m. on 9 July 2018, being the expected date of Admission, and is subsequently delayed beyond the date on which the Ordinary Shares are quoted ex the 2018 Final Dividend (being 12 July 2018), the New Ordinary Shares issued as part of the Placing and Open Offer will be issued "ex-dividend" and the holders of the New Ordinary Shares would therefore not be entitled to receive the 2018 Final Dividend.

6.7 **Excess Application Facility**

Subject to availability and assuming that Qualifying Shareholders have accepted their Basic Entitlement in full, the Excess Application Facility allows Qualifying Shareholders 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 29.9 per cent. Aggregate Limit.

Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Basic Entitlement should complete the relevant sections on the Application Form and should refer to paragraph 4.1(c) of Part II 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(c) of Part II 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 (in consultation with Panmure Gordon) may 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.

To allow the remaining Qualifying Shareholders the opportunity to subscribe for more Ordinary Shares in the Company, in respect of their Basic Entitlements, and to reduce the dilutive impact of the Placing, Brian Marsh has irrevocably undertaken not to subscribe for any entitlements under the Open Offer (and has undertaken to procure that B.P. Marsh Management Limited, a company wholly owned by Brian Marsh, shall do the same), except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders up to a financial limit of £500,000. The entitlements which might otherwise have been available to Brian Marsh and B.P. Marsh Management Limited under the Open Offer will, therefore be available for subscription by the remaining Qualifying Shareholders as part of their Basic Entitlements.

6.8 **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. 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 9 July 2018.

Application 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 9 July 2018. 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 II of this document and, where relevant, on the Application Form.

6.9 **Conditionality**

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

- the passing (without amendment) at the General Meeting of the Resolutions and the Resolutions becoming unconditional;
- the London Stock Exchange agreeing to admit (subject only to allotment, where relevant) the New Placing Shares and the Open Offer Shares to trading on AIM;
- Admission taking place by not later than 8.00 a.m. on 9 July 2018 (or such later date as Panmure Gordon may agree as the date for Admission, but in any event not later than 8.00 a.m. on 13 July 2018); and
- 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 prior 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;
- the New Placing Shares will not be issued and all monies received from the Investor in respect of the New Placing Shares will be returned to the Investor (at the Investor's risk and without interest) as soon as possible thereafter;
- the Sale Shares will not be transferred to the Investor and all monies received from the Investor in respect of the Sale Shares will be returned to the Investor (at the Investor's risk and without interest) as soon as possible thereafter; 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 Placing and the Open Offer are separate and distinct transactions involving the issue of Ordinary Shares. However the Open Offer is conditional on the Placing and will not be implemented independently if for any reason the Placing lapses.

6.10 **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 9 July 2018 (or such later time and/or date as may be agreed between the Company and Panmure Gordon, being no later than 8.00 a.m. on 13 July 2018). No temporary document of title will be issued.

The New Ordinary Shares will be issued free of all liens, charges and encumbrances and 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 (**including, subject to Shareholder approval at the Company's forthcoming annual general meeting and subject to Admission not being delayed beyond 12 July 2018, the 2018 Final Dividend**) declared, made or paid on or in respect of the Ordinary Shares after Admission.

6.11 *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 Placing and the Open Offer are separate and distinct transactions involving the issue of New Ordinary Shares. However the Open Offer is conditional on the Placing and will not be implemented independently if for any reason the Placing lapses.

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 Panmure Gordon to do so.

In issuing this document and structuring the Placing and the 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 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.

7 **Effect of the Placing and the Open Offer**

Upon completion of the Placing and the Open Offer, the New Ordinary Shares will represent approximately 18 per cent. of the Enlarged Share Capital (assuming the Open Offer is subscribed in full).

8 **The Placing and Open Offer Agreement**

Pursuant to the terms of the Placing and Open Offer Agreement, Panmure Gordon, as broker for the Company and as agent for B.P. Marsh Management Limited, has agreed to use its reasonable endeavours to procure that:

- (a) the Investor subscribes for the New Placing Shares at the Issue Price; and
- (b) the Investor purchases the Sale 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 6.9 of this Part I) and none of the warranties or undertakings given to Panmure Gordon prior to Admission being or becoming untrue, inaccurate or misleading.

The Placing and Open Offer Agreement contains customary warranties given by the Company in favour of Panmure Gordon in relation to, among other things, the accuracy of the information in this document and other matters relating to the Group and its business.

The Placing and Open Offer Agreement also contains warranties given by B.P. Marsh Management Limited in favour of Panmure Gordon in relation to, among other things, the accuracy of the information furnished by it for use in this document and its capacity and authority to sell the Sale Shares pursuant to the Placing with full title guarantee.

In addition, the Company has agreed to indemnify Panmure Gordon (and its affiliates) in relation to certain liabilities which they may incur in respect of the Placing and the Open Offer.

Panmure Gordon has 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 or a material adverse change or if the Placing and Open Offer Agreement does not become unconditional.

9 General Meeting

The General Meeting of the Company, notice of which is set out at the end of this document, is to be held at 3.00 p.m. on 5 July 2018 at the offices of the Company at 4 Matthew Parker Street, London, England SW1H 9NP. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolutions required in connection with the implementation of the Placing and the Open Offer.

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.

For the avoidance of doubt, none of the Resolutions shall be required or shall apply in respect of the placing of the Sale Shares as such shares are already in existence at the date of this document.

9.1 **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 and the Open Offer. The authority given by this Resolution will expire 90 days after the date of the passing of the Resolution. This authority will be in addition to any such authority proposed to be given to the Directors at the annual general meeting of the Company.

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

Conditional on the passing of Resolution 1, Resolution 2 disapplies the statutory pre-emption rights in respect of the allotment of the New Ordinary Shares (as equity securities for cash) to be allotted pursuant to Resolution 1 in connection with the Placing and the Open Offer. The authority given by this Resolution will expire 90 days after the date of the passing of the Resolution. This authority will be in addition to any such authority proposed to be given to the Directors at the annual general meeting of the Company.

10 Action to be taken in relation to the General Meeting

You will find enclosed a personalised Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it as soon as possible and in any case so as to be received by the Company's registrars at Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 3.00 p.m. on 3 July 2018. If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Link Asset Services (CREST Participant ID: RA10) so that it is received by no later than 3.00 p.m. on 3 July 2018. The return of the Form of Proxy or transmission of a CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

11 Action to be taken in respect of the Open Offer

11.1 **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 under the Open Offer, you should complete the Application Form in accordance with the procedure for application set out in paragraph 4.1 of Part II of this document and on the Application Form itself.

Qualifying Shareholders who wish to subscribe for more than their Basic Entitlement should complete Boxes 2, 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 II of this document, should be posted, along with a cheque or banker's draft drawn in the appropriate form, using the accompanying reply-paid envelope (if posted from the UK only) or otherwise returned by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, 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 4 July 2018. 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.

11.2 **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 II of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 4.2 of Part II of this document by no later than 11.00 a.m. on 4 July 2018.

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

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.

12 **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 or (if applicable) an Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part II (*Overseas Shareholders*) of this document. It is the responsibility of any person receiving a copy of this document, the Open Offer Entitlements and/or the Application Form outside of the United Kingdom to satisfy himself/herself as to the full observance of the laws and regulatory requirements of the relevant territory in which that person is located and/or of which it is a citizen, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such territory.

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. Persons (including, without limitation, subject to certain exceptions, custodians, nominees, trustees and agents) receiving this document, the Open Offer Entitlements and/or the Application Form should not, in connection with the Placing and Open Offer, distribute or send them into any jurisdiction when to do so would, or might, contravene local securities laws or regulations. Any person who does forward this document into any such jurisdictions should draw the recipient's attention to the contents of paragraph 6 of Part II (*Overseas Shareholders*) of this document regarding Overseas Shareholders.

While the Investor is an entity incorporated under the laws of Australia, Australian securities law will not prevent the Investor from investing in the Company either through subscription for the New Placing Shares or through the acquisition of the Sale Shares.

13 **Taxation**

Your attention is drawn to the taxation section contained in Part IV 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.

14 **Intentions of Brian Marsh and certain members of the Board in relation to the Placing and Open Offer**

The Directors (other than Brian Marsh) who in aggregate hold 234,554 Existing Ordinary Shares, representing approximately 0.8 per cent. of the Existing Issued Share Capital, are fully supportive of the Placing and Open Offer and have irrevocably undertaken to vote (and where such Existing Ordinary Shares are registered in the name of any of their immediate family members and/or persons connected with them, have irrevocably undertaken to use reasonable endeavours to procure that those persons will vote) in favour of the Resolutions at the General Meeting.

The Directors (other than Brian Marsh) who are Qualifying Shareholders intend to participate (where possible in full) in the Open Offer in respect of their respective Basic Entitlements, which amount to 11,166 Open Offer Shares in aggregate, and, to the extent possible, may also apply for additional Open Offer Shares through the Excess Application Facility.

Brian Marsh, the Company's majority shareholder, who (together with B.P. Marsh Management Limited, a company wholly owned by Brian Marsh) in aggregate holds 16,731,581 Existing Ordinary Shares, representing approximately 57.3 per cent. of the Existing Issued Share Capital, is fully supportive of the Placing and Open Offer and has irrevocably undertaken to vote (and, where such Existing Ordinary Shares are registered in the name of B.P. Marsh Management Limited, has undertaken to procure that B.P. Marsh Management Limited will vote) in favour of the Resolutions at the General Meeting.

To allow the remaining Qualifying Shareholders the opportunity to subscribe for more Ordinary Shares in the Company, in respect of their Basic Entitlements, and to reduce the dilutive impact of the Placing, Brian Marsh has irrevocably undertaken not to subscribe for any entitlements under the Open Offer (and has undertaken to procure that B.P. Marsh Management Limited shall do the same), except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders up to a financial limit of £500,000. The entitlements which might otherwise have been available to Brian Marsh and B.P. Marsh Management Limited under the Open Offer will, therefore be available for subscription by the remaining Qualifying Shareholders as part of their Basic Entitlements.

15 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 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 per the table below.

The Directors (other than Brian Marsh) have indicated their intention to subscribe in full for their respective Basic Entitlements, where possible, under the Open Offer. The table below summarises the individual beneficial shareholding positions of each of the Directors before and after the Placing and Open Offer.

Name	At the Latest Practicable Date		Number of Ordinary Shares subscribed for under the Open Offer ¹	On Admission	
	Number of Ordinary Shares	Percentage of Existing Issued Share Capital		Number of Ordinary Shares	Percentage of Enlarged Share Capital ³
Mr. Brian Marsh (along with certain of his connected persons) ²	17,729,581	60.71%	0	16,563,271	44.19%
Ms. Alice Foulk	16,184	0.06%	770	16,954	0.05%
Mr. Daniel Topping	78,462	0.27%	3,736	82,198	0.22%
Mr. Jonathan Newman	16,256	0.06%	774	17,030	0.05%
Ms. Camilla Kenyon	18,044	0.06%	859	18,903	0.05%
Mr. Campbell Scoones	51,000	0.17%	2,428	53,428	0.14%
Mr. Pankaj Lakhani	35,000	0.12%	1,666	36,666	0.10%
Mr. Nicholas Walker ⁴	19,608	0.07%	933	20,541	0.05%

Notes:

- 1 Assuming full take up of only the Basic Entitlements under the Open Offer by all eligible Directors, with the exception of Brian Marsh and certain of his connected persons.
- 2 Aggregate interest of Brian Marsh and B.P. Marsh Management Limited (a company wholly owned by Brian Marsh) and the Marsh Christian Trust (a charitable trust founded by Brian Marsh and the trustee board of which Brian Marsh is the Chairman). The direct interests of Brian Marsh, B.P. Marsh Management Limited and the Marsh Christian Trust are as follows:

Name	As at the Latest Practicable Date		On Admission ³	
	Number of Ordinary Shares	Percentage of Existing Issued Share Capital	Number of Ordinary Shares	Percentage of Enlarged Share Capital ³
Mr. Brian Marsh (direct interest)	15,565,271	53.30%	15,565,271	41.53%
B.P. Marsh Management Limited	1,166,310	3.99%	nil	nil
Marsh Christian Trust	998,000	3.42%	998,000	2.66%

- 3 Assuming full take up of the Open Offer by Qualifying Shareholders (with the exception of Brian Marsh and B.P Marsh Management Limited, who have each confirmed that they will not take up any Ordinary Shares which may otherwise have been offered to them as part of the Open Offer and will not subscribe for any Open Offer Shares, in order to maximise the number of Open Offer Shares available under the Open Offer to Qualifying Shareholders, except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders up to a financial limit of £500,000, and assuming that the Marsh Christian Trust does not subscribe for any Open Offer Shares), but excluding any interests of the Directors in any Ordinary Shares which are issued and allotted to the EBT under the 2018 JSOP prior to Admission and/or in any Ordinary Shares issued and allotted to the B.P. Marsh SIP Trustee prior to Admission.
- 4 Mr. Nicholas Walker's beneficial interests include 9,804 Ordinary Shares owned by his wife, Annabel Walker.

16 Dilutive impact of Placing and Open Offer

The proposed issue of the New Placing Shares and the Open Offer Shares pursuant to the Fundraising will dilute existing shareholdings of Shareholders. Qualifying Shareholders will be able to mitigate the extent of this dilution by applying for Open Offer Shares in the Open Offer.

The maximum dilution which a Shareholder will be subject to if he/she does not participate in the Open Offer, as a result of completion of the Placing and Open Offer (assuming the Open Offer is taken up in full and assuming and assuming 1,461,302 new Ordinary Shares are allotted under the 2018 JSOP and 26,303 new Ordinary Shares are allotted pursuant to the 2018 SIP Allocation prior to Admission) is approximately 18 per cent.

To allow the remaining Qualifying Shareholders the opportunity to subscribe for more Ordinary Shares in the Company, in respect of their Basic Entitlements, and to reduce the dilutive impact of the Placing, Brian Marsh has irrevocably undertaken not to subscribe for any entitlements under the Open Offer (and has undertaken to procure that B.P. Marsh Management Limited, a company wholly owned by Brian Marsh, shall do the same), except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders up to a financial limit of £500,000. The entitlements which might otherwise have been available to Brian Marsh and B.P. Marsh Management Limited under the Open Offer will, therefore be available for subscription by the remaining Qualifying Shareholders as part of their Basic Entitlement.

17 The 2018 JSOP and 2018 SIP Allocation

17.1 2018 JSOP

The Company has established the 2018 JSOP for eligible Group employees and senior executives. The purpose of the 2018 JSOP is to provide eligible employees of the Group with a joint beneficial ownership in and an opportunity to benefit from any possible appreciation in the value of shares in the Company subject to a carrying cost. The 2018 JSOP will replace the 2014 JSOP, which matured in November 2017.

To implement the 2018 JSOP, the Group has established the EBT which, after close of trading on 12 June 2018, subscribed through its trustee, RBC cees Trustee Limited, for 1,461,302 new Ordinary Shares representing 5.00 per cent. of the Existing Issued Share Capital in the Company at a subscription price of £2.81, being the mid-market closing price on 12 June 2018.

The terms of the 2018 JSOP provide, *inter alia*, that if jointly owned shares become vested and are sold, the proceeds of sale will be divided between the joint owners so that the Group employee receives an amount equal to any growth in the market value of the jointly owned Ordinary Shares above the initial market value (i.e. the mid-market closing price on the day before awards are made), plus a "carrying cost" (equivalent to simple interest at 3.75 per cent. per annum on the initial market value accruing over the three years from the date of award).

The EBT retains the initial market value of the jointly owned shares plus the carrying cost, so participating employees will only receive any benefit if and insofar as the share price increases above this level.

Vesting of the 2018 JSOP awards will be over a period of three years from the award date.

The establishment of the 2018 JSOP has been approved by resolution of the remuneration committee of the board of directors of the Company.

17.2 2018 SIP Allocation

As further announced by the Company earlier today, as an update to the B.P. Marsh SIP, the Company issued and allotted 26,303 new Ordinary Shares to the B.P. Marsh SIP Trustee as part of the 2018 SIP Allocation, representing 0.09 per cent. of the Existing Issued Share Capital, at a subscription price of £2.81 per share, being the mid-market closing price on 12 June 2018. The Ordinary Shares held by the B.P. Marsh SIP Trustee were granted to eligible employees and senior executives.

17.3 Effect of the 2018 JSOP and the 2018 SIP Allocation on participating Directors' and officers' interests

The shareholdings of participating Directors and officers following the awards under the 2018 JSOP and following the 2018 SIP Allocation are as follows:

<i>Name</i>	<i>Interests in jointly owned Ordinary Shares issued under JSOP</i>	<i>Partnership shares purchased under the B.P. Marsh SIP¹</i>	<i>Free and matching share awards under the B.P. Marsh SIP¹</i>	<i>Other interests in Ordinary Shares²</i>	<i>Total number of Ordinary Shares</i>
Alice Foulk	167,465	640	2,562	16,184	186,851
Camilla Kenyon	167,465	640	2,562	18,044	188,711
Daniel Topping	167,465	640	2,562	78,462	249,129
Jonathan Newman	167,465	640	2,562	16,256	186,923
Sinead O'Haire	167,465	640	2,562	28,109	198,776

Notes:

1 Refers only to awards made pursuant to the 2018 SIP Allocation.

2 All other interests in Ordinary Shares held by a Director or officer (as the case maybe) including, for the avoidance of doubt, any awards made pursuant to share incentive plans established by the Company in previous years.

18 Recommendation

The Directors believe that the Placing and the Open Offer are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board recommends that you vote in favour of the Resolutions as each of the Directors who are interested in the Ordinary Shares have irrevocably undertaken to do (and where such Ordinary Shares are registered in the name of any of their immediate family members and/or persons connected with them, have irrevocably undertaken to use reasonable endeavours to procure that those persons do so) in respect of their beneficial holdings of the Existing Issued Share Capital. Whilst I am fully supportive of the Placing and Open Offer, I have abstained from joining in the formal recommendation of the Board to Shareholders, on the basis of my personal participation in the Placing and Open Offer.

The Company is in receipt of irrevocable undertakings from the Directors to vote in favour of the Resolutions representing approximately 58.1 per cent. of the Existing Issued Share Capital.

Yours faithfully,

Brian Marsh OBE
Chairman
 B.P. Marsh & Partners Plc

PART II

TERMS AND CONDITIONS OF THE OPEN OFFER

1 Introduction

As explained in Part I of this document, the Company proposes to issue up to 595,238 Open Offer Shares at the Issue Price in order to raise approximately £1.5 million (before fees and expenses) by way of the Open Offer (assuming that the Open Offer is subscribed in full).

The Open Offer is an opportunity for Qualifying Shareholders to apply to subscribe for Open Offer Shares 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 Entitlements to the extent that other Qualifying Shareholders do not take up their Basic Entitlement in full.

The Open Offer has not been underwritten. There may be no more than 595,238 Open Offer Shares issued under the Open Offer.

The Open Offer Shares to be issued pursuant to the Open Offer will, following Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the Ordinary Shares after Admission. Additionally, the Company, as part of its February 2018 Trading Update, announced the 2018 Final Dividend which, subject to Shareholder approval at the Company's forthcoming annual general meeting, will be paid on 31 July 2018 to Shareholders whose names are on the register on 13 July 2018.

Subject to the below, the Open Offer Shares to be issued pursuant to the Open Offer will be issued "cum-dividend" and the holders of the Open Offer Shares will therefore be entitled to receive the 2018 Final Dividend. **Shareholders should note, however, that if, in the unlikely event, Admission does not occur at 8.00 a.m. on 9 July 2018, being the expected date of Admission, and is subsequently delayed beyond the date on which the Ordinary Shares are quoted ex the 2018 Final Dividend (being 12 July 2018), the Open Offer Shares issued as part of the Open Offer will be issued "ex-dividend" and the holders of the Open Offer Shares would therefore not be entitled to receive the 2018 Final Dividend.**

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to 7.00 a.m. on 13 June 2018, when the Existing Ordinary Shares are marked "ex" the entitlement to the Open Offer, 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 purchaser(s) under the rules of the London Stock Exchange.

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 and the Application Form).

A summary of the arrangements relating to the Open Offer is set out below. This document and, for Qualifying Non-CREST Shareholders, the Application Form contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4 of this Part II which gives details of the procedure for application and payment for the Open Offer Shares. The attention of Overseas Shareholders is drawn to paragraph 6 of this Part II.

2 The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity 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) at the Issue Price (payable in full on application and free of all expenses) and will have a Basic Entitlement of:

1 Open Offer Share for every 21 Existing Ordinary Shares

registered in the name of each Qualifying Shareholder on the Record Date. Valid applications by Qualifying Shareholders will be satisfied in full up to their Basic Entitlements.

Basic Entitlements 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. Qualifying Shareholders with fewer than 21 Existing Ordinary Shares will not be able to apply for Open Offer Shares. Qualifying Shareholders may apply to acquire less than their Basic Entitlement should they so wish.

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 29.9 per cent. Aggregate Limit.

To allow the remaining Qualifying Shareholders the opportunity to subscribe for more Ordinary Shares in the Company, in respect of their Basic Entitlements, and to reduce the dilutive impact of the Placing, Brian Marsh has irrevocably undertaken not to subscribe for any entitlements under the Open Offer (and has undertaken to procure that B.P. Marsh Management Limited, a company wholly owned by Brian Marsh, shall do the same), except that Brian Marsh has agreed to subscribe for any residual Excess Shares that are not taken up under the Excess Application Facility by the remaining Qualifying Shareholders up to a financial limit of £500,000 (the "**Brian Marsh Subscription Commitment**"). The entitlements which might otherwise have been available to Brian Marsh and B.P. Marsh Management Limited under the Open Offer will, therefore be available for subscription by the remaining Qualifying Shareholders as part of their Basic Entitlements.

Please refer to paragraphs 4.1(c) and 4.2(c) of this Part II for further details of the Excess Application Facility.

Please note that holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating Basic Entitlements, as will holdings under different designations and in different accounts.

Qualifying CREST Shareholders will have their Basic Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraphs 4.2(a) to 4.2(l) of this Part II and also to the CREST Manual for further information on the relevant CREST procedures.

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. 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.

The Excess Application Facility enables Qualifying Shareholders who have taken up their Basic Entitlement in full 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 29.9 per cent. Aggregate Limit. Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Basic Entitlement should complete Boxes 2, 3, 4 and 5 on the Application Form. Excess Applications may be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full or in part or at all.

The aggregate number of Open Offer Shares available for subscription pursuant to the Open Offer (including under the Excess Application Facility) is 595,238 Open Offer Shares.

Qualifying Shareholders should note that the Open Offer is not a rights issue. 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 and Excess CREST Open Offer Entitlements will be credited 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 raised by Euroclear's Claims Processing Unit. 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. Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer.

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to 7.00 a.m. on 13 June 2018 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 purchaser(s) under the rules of the London Stock Exchange.

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 New Ordinary Shares, when issued and fully paid, may be held and transferred by means of CREST.

Application will be made for the Basic Entitlements and Excess CREST Open Offer Entitlements to be admitted to CREST. The conditions for such admission having already been met, the Basic Entitlements and Excess CREST Open Offer Entitlements are expected to be admitted to CREST with effect from 9 July 2018.

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

3 Conditions and further terms of the Open Offer

The Open Offer is conditional, *inter alia*, upon the following:

- the passing, without amendment, of the Resolutions at the General Meeting;
- Admission becoming effective by not later than 8.00 a.m. on 9 July 2018 (or such later time and/or date as may be agreed between the Company and Panmure Gordon, being no later than 8.00 a.m. on 13 July 2018); and
- 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 implementation of the Placing.

Accordingly, if any of these conditions are not satisfied or waived (where capable of waiver) by 8.00 a.m. on 9 July 2018 (or such later time and/or date as may be agreed between the Company and Panmure Gordon, being no later than 8.00 a.m. on 13 July 2018), 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 begun.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form on or before 16 July 2018. In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST on 9 July 2018.

Application will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur on 9 July 2018, 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 held in a separate non-interest bearing bank account opened 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 Qualifying Shareholders in respect of the Open Offer depends on whether, at the relevant time, a Qualifying Shareholder has an Application Form in respect of his Basic Entitlement or a Qualifying Shareholder has Basic Entitlements and Excess CREST Open Offer Entitlements credited to his CREST stock account in respect of such entitlement.

Qualifying Shareholders who hold their Existing Ordinary Shares in certificated form (that is, not in CREST) will be allotted Open Offer Shares in certificated form. Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in uncertificated form (that is, in CREST) 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(g) of this Part II.

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 take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. Qualifying Shareholders are, however, encouraged to vote at the General Meeting by attending in person or by completing and returning the Form of Proxy enclosed with this document.

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

(a) *General*

Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 6. It also shows the number of Open Offer Shares which represents their Basic Entitlement under the Open Offer, as shown by the total number of Basic Entitlements allocated to them set out in Box 7. Box 8 shows how much they would need to pay if they wish to take up their Basic Entitlement in full. Qualifying Non-CREST Shareholders wishing to take up their Basic Entitlement in full should complete Boxes 2, 4 and 5.

Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Non-CREST Shareholders' Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility. Any Qualifying Non-CREST Shareholders with fewer than 21 Existing Ordinary Shares will not receive a Basic Entitlement. Any Qualifying Non-CREST Shareholder with fewer than 21 Existing Ordinary Shares will not be able to apply for Excess Shares pursuant to the Excess Application Facility (see paragraph 4.1(c) of this Part II). Qualifying Non-CREST Shareholders may apply for less than their Basic Entitlement should they wish to do so. Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares representing less than their Basic Entitlement may do so by completing Boxes 2, 4 and 5 of the Application Form. Subject to availability, and assuming that Qualifying Shareholders have accepted their Basic Entitlement in full, Qualifying Non-CREST Shareholders may also apply for any whole number of Excess 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 29.9 per cent. Aggregate Limit, by completing Boxes 2, 3, 4 and 5 of the Application Form (see paragraph 4.1(c) of this Part II). Qualifying Non-CREST Shareholders may hold such an Application Form by virtue of a *bona fide* market claim (see paragraph 4.1(b) of this Part II).

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer 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 2 July 2018. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his 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 purchaser. 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 either the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the Receiving Agent in accordance with the instructions set out in the accompanying Application Form. Subject to certain exceptions, the Application Form should not, however, be forwarded to or transmitted in or into a 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 procedures set out in paragraph 4.2(b) of this Part II.

(c) *Excess Application Facility*

Subject to availability and to the below, and assuming that Qualifying Non-CREST Shareholders have accepted their Basic Entitlement in full, Qualifying Non-CREST Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares, 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 29.9 per cent. Aggregate Limit, may do so by completing Boxes 2, 3, 4 and 5 of the Application Form. 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 29.9 per cent. Aggregate Limit. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Non-CREST Shareholders will be met in full or in part or at all.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

Fractions of Excess Shares will not be issued under the Excess Application Facility and fractions of Excess Shares will be rounded down to the nearest whole number.

The Excess Application Facility is subject to the terms of the Brian Marsh Subscription Commitment.

(d) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire all or any of the Open Offer Shares to which they are entitled should complete the Application Form in accordance with the instructions printed on it. Completed Application Forms should be posted, along with a cheque or banker's draft drawn in the appropriate form, using the accompanying reply-paid envelope (if posted from the UK only) or otherwise returned by post or by hand (during normal office hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU (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 4 July 2018, after which time Application Forms will not be valid (subject to certain exceptions described below). Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying 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.

Completed Application Forms should be returned with a cheque or banker's draft drawn in sterling on a bank or building society in the UK which is either a 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 facilities provided by any of those companies or committees. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only". 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 by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted.

Cheques and banker's drafts will be presented for payment on receipt and it is a term of the Open Offer that cheques and banker's drafts will be honoured on first presentation. The Company may elect to treat as valid or invalid any applications made by Qualifying Non-CREST Shareholders in respect of which cheques are not so honoured. If cheques or banker's drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate non-interest bearing bank account until all conditions are met. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

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) with the prior consent of Panmure Gordon to accept either:

- (i) Application Forms received after 11.00 a.m. on 4 July 2018; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 4 July 2018 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 and issued to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque or banker's draft is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, the Receiving Agent shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Receiving Agent, Panmure Gordon 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 Shareholder as a result.

(e) *Effect of application*

By completing and delivering an Application Form, the applicant:

- (i) represents and warrants to the Company and Panmure Gordon 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; agrees with the Company and Panmure Gordon that all applications under the Open Offer and any contracts or non-contractual obligations resulting therefrom shall be governed by and construed in accordance with the laws of England;

- (ii) confirms to the Company and Panmure Gordon that in making the application he is not relying on any information or representation in relation to the Group other than those 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 herein 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 the Group contained in this document;
- (iii) confirms to the Company and Panmure Gordon that in making the application he is not relying and has not relied on Panmure Gordon or any other person affiliated with Panmure Gordon in connection with any investigation of the accuracy of any information contained in this document or his investment decision;
- (iv) confirms to the Company and Panmure Gordon 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 Panmure Gordon;
- (v) represents and warrants to the Company and Panmure Gordon that he is the Qualifying Shareholder originally entitled to the Basic Entitlements or that he received such Basic Entitlements by virtue of a *bona fide* market claim;
- (vi) represents and warrants to the Company and Panmure Gordon that if he has received some or all of his Basic Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Basic Entitlements by virtue of a *bona fide* market claim;
- (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, subject to the Articles of Association of the Company;
- (viii) represents and warrants to the Company and Panmure Gordon that he is not, nor is he applying on behalf of any 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 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 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 any person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (ix) confirms that the Open Offer Shares have not been offered to the applicant by the Company, Panmure Gordon or any of their affiliates, by means of any: (a) "directed selling efforts" as defined in Regulation S under the US Securities Act; or (b) "general solicitation" or "general advertising" as defined in Regulation D under the US Securities Act;
- (x) acknowledges and agrees that, pursuant to the General Data Protection Regulation as implemented in the United Kingdom by the Data Protection Act 2018 ("**GDPR**") the Company and/or the Registrars and/or Panmure Gordon, may hold personal data (as defined in the GDPR) relating to past and present Shareholders. Personal data may be retained on record for a period exceeding six years after it is no longer used. The Company, the Registrars and/or Panmure Gordon will only process such information for the purposes set out below (collectively, the "**Purposes**"), being to: (a) process his personal data to the extent and in such manner as is necessary for the performance of their obligations under the contractual arrangements between them, including as required by or in connection with his holding of Ordinary Shares, including processing personal data in connection with credit and money laundering checks on him; (b) communicate with him as necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares; (c) provide personal data to such third parties as the Company, the Registrars and/or Panmure Gordon may consider necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares or as the GDPR may require, including to third parties outside the European Economic Area; (d) without limitation, provide such personal data to their respective affiliates for

processing, notwithstanding that any such party may be outside the European Economic Area; and (e) process his personal data for the Company's, the Registrars' and/or Panmure Gordon's internal administration;

- (xi) by becoming registered as a holder of Open Offer Shares, he acknowledges and agrees that the processing by the Company and/or the Registrars and/or Panmure Gordon of any personal data relating to him in the manner described above is undertaken for the purposes of: (a) performance of the contractual arrangements between them; and (b) to comply with applicable legal obligations. In providing the Company and/or the Registrars and/or Panmure Gordon with information, he hereby represents and warrants to each of them that he has notified any data subject of the processing of their personal data (including the details set out above) by the Company, the Registrars and/or Panmure Gordon and their respective affiliates and group companies, in relation to the holding of, and using, their personal data for the Purposes. Any individual whose personal information is held or processed by a data controller: (a) has the right to ask for a copy of their personal information held; (b) to ask for any inaccuracies to be corrected or for their personal information to be erased; (c) object to the ways in which their information is used, and ask for their information to stop being used or otherwise restricted; and (d) ask for their personal information to be sent to them or to a third party (as permitted by law). A data subject seeking to enforce these rights should contact the relevant data controller. Individuals also have the right to complain to the UK Information Commissioner's Office about how their personal information has been handled; and
- (xii) represents and warrants to the Company and Panmure Gordon 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 section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986.

All enquiries in connection with the procedure for application and completion of the Application Form, please contact Link Asset Services 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. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. Qualifying Non-CREST Shareholders are, however, encouraged to vote at the General Meeting by attending in person or by completing and returning the Form of Proxy enclosed with this document.

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 this Part II in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST in respect of his Basic Entitlement and also in respect of his Excess CREST Open Offer Entitlement (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 29.9 per cent. Aggregate Limit) (see paragraph 4.2(c) of this Part II for further details). Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Shareholders' Basic Entitlement and will be aggregated and made available under the Excess Application Facility. Any Qualifying CREST Shareholders with fewer than 21 Existing Ordinary Shares will not receive a Basic Entitlement. Any Qualifying Non-CREST Shareholder with fewer than 21 Existing Ordinary Shares will not be able to apply for Excess Shares pursuant to the Excess Application Facility (see paragraph 4.2(c) of this Part II).

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 Excess CREST Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited, by 3.00 p.m. on 14 June 2018, or such later time and/or date as may be agreed between the Company and Panmure Gordon, 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 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 Link Asset Services 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. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

(b) *Bona fide market claims*

Each of the Basic Entitlements and the Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST and will have a separate ISIN. Although Basic Entitlements and the Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Basic Entitlements and the 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 the Excess CREST Open Offer Entitlement 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) *Excess Application Facility*

Subject to availability and to the below, and assuming that Qualifying CREST Shareholders have accepted their Basic Entitlement in full, Qualifying CREST Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should they wish. The Excess Application Facility enables Qualifying CREST Shareholders to apply for Excess 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 CREST Shareholder’s Basic Entitlement, subject always to the 29.9 per cent. Aggregate Limit.

An Excess CREST Open Offer Entitlement may not be sold or otherwise transferred.

Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with an Excess CREST Open Offer Entitlement in order for any applications for Excess Shares to be settled through CREST.

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

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions in paragraph 4.2(f) below and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Basic Entitlement and the relevant Basic Entitlement be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Basic Entitlement claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide*

market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that a separate USE instruction must be sent to Euroclear in respect of any application under the Excess CREST Open Offer Entitlement.

Fractions of Excess Shares will not be issued under the Excess Application Facility and fractions of Excess Shares will be rounded down to the nearest whole number.

The total number of Open Offer Shares is fixed and will not be increased in response to any applications under the Excess Application Facility. Applications under the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full or where fractional entitlements have been aggregated and made available under the Excess Application Facility, subject always to the 29.9 per cent. Aggregate Limit. Applications under the Excess Application Facility shall be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that the applications by Qualifying Shareholders will be met in full or in part or at all.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's sole risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

The Excess Application Facility is subject to the terms of the Brian Marsh Subscription Commitment.

(d) *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 Entitlement and 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 and/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 paragraph 4.2(d)(i) above.

(e) *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 GB00BD24ZC73;
- (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 Link Asset Services in its capacity as Receiving Agent. This is 7RA33;
- (vi) the member account ID of Link Asset Services in its capacity as Receiving Agent. This is 29671BPM;
- (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 paragraph 4.2(e)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 28 June; 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 4 July 2018.

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

- (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 4 July 2018 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 9 July 2018 (or such later time and/or date as may be agreed between the Company and Panmure Gordon, being no later than 8.00 a.m. on 13 July 2018), the Open Offer will lapse, the Basic Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) *Content of USE instruction in respect of Excess CREST Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear 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 the application is being made (and hence the number of the Excess CREST Open Offer Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BD24ZD80;
- (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 Link Asset Services in its capacity as Receiving Agent. This is 7RA33;
- (vi) the member account ID of Link Asset Services in its capacity as Receiving Agent. This is 29671BPM;
- (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 paragraph 4.2(f)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 4 July 2018; 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 the 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 4 July 2018.

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

- (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 4 July 2018 in order to be valid is 11.00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlement security.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 9 July 2018 (or such later time and/or date as may be agreed between the Company and Panmure Gordon, being no later than 8.00 a.m. on 13 July 2018), the Open Offer will lapse, the Basic Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

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

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Basic Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim). Similarly, Basic Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer can be applied for through 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 4 July 2018. After depositing their Basic Entitlement into their CREST account, CREST holders will, shortly after that, receive a credit for their Excess CREST Open Offer Entitlement.

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 or Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 29 June 2018 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Basic Entitlements or Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 28 June 2018, in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlements and the Excess CREST Open Offer Entitlements 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 or in respect of the Excess CREST Open Offer Entitlements, as the case may be, prior to 11.00 a.m. on 4 July 2018. CREST holders inputting the withdrawal of their Basic Entitlement from their CREST account must ensure that they withdraw both their Basic Entitlement and the Excess CREST Open Offer Entitlement.

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 is/they 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 3 of the Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that it is/they are not citizen(s) or resident(s) of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(h) *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 4 July 2018 will constitute a valid application under the Open Offer.

(i) *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 4 July 2018. In this connection CREST members and (where applicable) their CREST sponsors are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(j) *Incorrect or incomplete applications*

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

- (i) to reject the application in full and refund the payment to the CREST member in question, without payment of 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 payment of 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 payment of interest.

(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 to the Company and Panmure Gordon 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 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 with the Company and Panmure Gordon that all applications under the Open Offer and any contracts or non-contractual obligations resulting therefrom shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company and Panmure Gordon that in making the application he is not relying on any information or representation in relation to the Group other than those 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 herein 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 the Group contained in this document;
- (v) confirms to the Company and Panmure Gordon that in making the application he is not relying and has not relied on Panmure Gordon or any other person affiliated with Panmure Gordon in connection with any investigation of the accuracy of any information contained in this document or his investment decision;
- (vi) confirms to the Company and Panmure Gordon 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 Panmure Gordon;

- (vii) represents and warrants to the Company and Panmure Gordon that he is the Qualifying Shareholder originally entitled to the Basic Entitlements and Excess CREST Open Offer Entitlements or that he has received such Basic Entitlements and Excess CREST Open Offer Entitlements by virtue of a *bona fide* market claim;
- (viii) represents and warrants to the Company and Panmure Gordon that if he has received some or all of his Basic Entitlements and Excess CREST Open Offer Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Basic Entitlements and Excess CREST Open Offer Entitlements by virtue of a *bona fide* market claim;
- (ix) 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 subject to the Articles of Association of the Company;
- (x) represents and warrants to the Company and Panmure Gordon that he is not, nor is he applying on behalf of any 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 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 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 any person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (xi) confirms that the Open Offer Shares have not been offered to the applicant by the Company, Panmure Gordon or any of their affiliates, by means of any: (a) "directed selling efforts" as defined in Regulation S under the US Securities Act; or (b) "general solicitation" or "general advertising" as defined in Regulation D under the US Securities Act;
- (xii) acknowledges and agrees that, pursuant to the General Data Protection Regulation as implemented in the United Kingdom by the Data Protection Act 2018 ("**GDPR**") the Company and/or the Registrars and/or Panmure Gordon, may hold personal data (as defined in the GDPR) relating to past and present Shareholders. Personal data may be retained on record for a period exceeding six years after it is no longer used. The Company, the Registrars and/or Panmure Gordon will only process such information for the purposes set out below (collectively, the "**Purposes**"), being to: (a) process his personal data to the extent and in such manner as is necessary for the performance of their obligations under the contractual arrangements between them, including as required by or in connection with his holding of Ordinary Shares in CREST, including processing personal data in connection with credit and money laundering checks on him; (b) communicate with him as necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares in CREST; (c) provide personal data to such third parties as the Company, the Registrars and/or Panmure Gordon may consider necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares or as the GDPR may require, including to third parties outside the European Economic Area; (d) without limitation, provide such personal data to their respective affiliates for processing, notwithstanding that any such party may be outside the European Economic Area; and (e) process his personal data for the Company's, the Registrars' and/or Panmure Gordon's internal administration;
- (xiii) by becoming registered as a holder of Open Offer Shares, he acknowledges and agrees that the processing by the Company and/or the Registrars and/or Panmure Gordon of any personal data relating to him in the manner described above is undertaken for the purposes of: (a) performance of the contractual arrangements between them; and (b) to comply with applicable legal obligations. In providing the Company and/or the Registrars and/or Panmure Gordon with information, he hereby represents and warrants to each of them that he has notified any data subject of the processing of their personal data (including the details set out above) by the Company, the Registrars and/or Panmure Gordon and their respective affiliates and group companies, in relation to the holding of, and using, their personal data for the Purposes. Any individual whose personal information is held or processed by a data controller: (a) has the right to ask for a copy of their personal information held; (b) to ask for any inaccuracies to be corrected or for their personal information to be erased; (c) object

to the ways in which their information is used, and ask for their information to stop being used or otherwise restricted; and (d) ask for their personal information to be sent to them or to a third party (as permitted by law). A data subject seeking to enforce these rights should contact the relevant data controller. Individuals also have the right to complain to the UK Information Commissioner's Office about how their personal information has been handled; and

- (xiv) represents and warrants to the Company and Panmure Gordon 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 section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986.

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

The Company may in its sole discretion but with the prior consent of Panmure Gordon:

- (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 II;
- (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 Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (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 Registrar in connection with CREST.

5 Money Laundering Regulations

5.1 Holders of Application Forms

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

The person lodging the Application Form with payment and in accordance with the other terms as described above (the "acceptor"), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 5, the "relevant Open Offer Shares") and 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 and address 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 Receiving Agent, the Company and Panmure Gordon from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

- (a) 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)); or
 - (ii) if the acceptor is a regulated UK broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
 - (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 as at the Latest Practicable Date).
- (b) In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:
- (i) if payment is made by cheque or banker's draft in sterling drawn on a branch in the UK 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: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only" in each case. Third party cheques may not be accepted with the exception of building society cheques or bankers' drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque/bankers' draft to such effect. The account name should be the same as that shown on the Application Form; or
 - (ii) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in paragraph 5.1(a)(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, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, the Republic of Korea, the Republic of South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form, written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact the Receiving Agent at Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
 - (iii) To confirm the acceptability of any written assurance referred to in paragraph 5.1(b)(ii) above, or in any other case, the acceptor please contact Link Asset Services 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. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

- (iv) If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of €15,000 (approximately £13,000 as at the Latest Practicable Date) 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 should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and separate evidence of his address.
- (v) If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 4 July 2018, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Receiving Agent may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the applicant (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 all or some of your Basic Entitlements and Excess CREST Open Offer Entitlements as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Receiving Agent is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE instruction or other instruction so that appropriate measures may be taken.

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

6 **Overseas Shareholders**

The making of the Open Offer to persons resident in, or who are citizens of, or who have a registered address in, countries other than the UK may be affected by the law or regulatory requirements of the relevant jurisdiction. 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 Application Form 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 UK or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK may be affected by the laws or regulatory requirements of the relevant jurisdictions. 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 or Panmure Gordon or any other person to permit a public offering or distribution of this document (or any other offering or publicity materials or application forms) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the UK.

Receipt of this document and/or an Application Form and/or a credit of 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 neither Basic Entitlements nor Excess CREST Open Offer Entitlements will be credited to stock accounts in CREST of, Excluded Overseas Shareholders or their agents or intermediaries, except where the Company is satisfied, at its sole and absolute discretion, that such action would not result in the contravention of any registration or other legal requirement in the relevant 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 UK may treat the same as constituting an invitation or offer to him, nor should he 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 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 for any such person) outside the UK wishing to apply for Open Offer Shares under the Open Offer to satisfy himself 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 or Panmure Gordon (nor any of their respective representatives) is making any representation to any offeree or purchaser of 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 custodian, agent, nominee or trustee, he must not seek to apply for Open Offer Shares unless the Company and Panmure Gordon 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 II 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 by an Excluded Overseas Shareholder or on behalf of such a person by their agent or intermediary 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 a Restricted Jurisdiction or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates or make such a credit.

The attention of Overseas Shareholders is drawn to paragraphs 6.2 to 6.8 below.

Notwithstanding any other provision of this document or the Application Form, the Company reserves the right to permit any Qualifying Shareholder who is an Excluded Overseas Shareholder to apply for Open Offer Shares 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 bankers' drafts or where such an Overseas Shareholder is a Qualifying CREST Shareholder, through CREST.

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exceptions, Excluded Overseas Shareholders 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, 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 any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of a Basic Entitlement or an Excess CREST Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 **United States**

Subject to certain exceptions, this document is intended for use only in connection with offers of Open Offer Shares outside the United States and neither this document nor any Application Form is to be sent or given to any person within the United States. The Open Offer Shares offered hereby are not being registered under the US Securities Act, for the purposes of sales outside of the United States.

This document may not be transmitted in or into the United States and may not be used to make offers or sales to US holders of Existing Ordinary Shares.

Subject to certain exceptions, the Open Offer Shares will be distributed, offered or sold, as the case may be, outside the United States in offshore transactions within the meaning of, and in accordance with, Regulation S under the US Securities Act.

Each person to which the Open Offer Shares are distributed, offered or sold outside the United States will be deemed by its subscription for the Open Offer Shares to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing the Open Offer Shares, as the case may be, that:

- (i) it is acquiring the Open Offer Shares from the Company in an "offshore transaction" as defined in Regulation S under the US Securities Act; and
- (ii) the Open Offer Shares have not been offered to it by the Company or Panmure Gordon or any of their affiliates by means of any "directed selling efforts" as defined in Regulation S under the US Securities Act.

Each subscriber acknowledges that the Company and Panmure Gordon will rely upon the truth and accuracy of the foregoing representations and agreements, and agrees that if any of the representations and agreements deemed to have been made by such subscriber by its subscription for the Open Offer Shares are no longer accurate, it shall promptly notify the Company and Panmure Gordon. If such subscriber is subscribing for the Open Offer Shares as a fiduciary or agent for one or more investor accounts, each subscriber represents that it has sole investment discretion with respect to each such account and full power to make the foregoing representations and agreements on behalf of each such account.

Each subscriber acknowledges that it will not resell the Open Offer Shares without registration or an available exemption or safe harbour from registration under the US Securities Act.

6.3 **Canada**

This document is not, and is not to be construed as, a prospectus, an advertisement or a public offering of these securities in Canada. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon this document or the merits of the Open Offer Shares, and any representation to the contrary is an offence.

In addition, the relevant exemptions are not being obtained from the appropriate provincial authorities in Canada. Accordingly, the Open Offer Shares are not being offered for subscription by persons resident in Canada or any territory or possessions thereof. Application Forms from any Canadian Person who appears to be or whom the Company has reason to believe to be so resident or the agent of any person so resident will be deemed to be invalid. No Application Form will be sent to and no Basic Entitlements or Excess CREST Open Offer Entitlements will be credited to a stock account in CREST of any Shareholder in the Company whose registered address is in Canada. If any Application Form is received by any Shareholder in the Company whose registered address is elsewhere but who is, in fact, a Canadian Person or the agent of a Canadian Person so resident, he should not apply under the Open Offer.

For the purposes of this paragraph 6.3, "Canadian Person" means a citizen or resident of Canada, including the estate of any such person or any corporation, partnership or other entity created or organised under the laws of Canada or any political sub-division thereof.

6.4 **Australia**

Neither this document nor the Application Form has been lodged with, or registered by, the Australian Securities and Investments Commission. A person may not: (i) directly or indirectly offer for subscription or purchase or issue an invitation to subscribe for or buy or sell, the Open Offer Shares; or (ii) distribute any draft or definitive document in relation to any such offer, invitation or sale, in Australia or to any resident of Australia (including corporations and other entities organised under the laws of Australia but not including a permanent establishment of such a corporation or entity located outside Australia). Accordingly, no Application Form will be issued to, and no Basic Entitlements or Excess CREST Open Offer Entitlements will be credited to a CREST stock account of, Shareholders in the Company with registered addresses in, or to residents of, Australia. For the avoidance of doubt, the Investor, (which is an entity incorporated in, and with a significant presence in, Australia), will not be participating in the Open Offer.

6.5 **Other 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 Form into any Restricted Jurisdiction.

6.6 **Other overseas territories**

Application Forms will be sent to Qualifying Non-CREST Shareholders and Basic Entitlements or 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 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. Such Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the UK should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares.

6.7 **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, Panmure Gordon and the Receiving

Agent 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 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 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 Receiving Agent may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it:
 - (A) appears to the Company or its agents to have been executed, effected or despatched from 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
 - (B) provides an address in a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates); or
 - (C) purports to exclude the representation and warranty required by this sub-paragraph 6.7(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 II represents and warrants to the Company and Panmure Gordon 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) neither it nor its client is within any Restricted Jurisdiction; (ii) neither it nor its client is in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) it is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) neither it nor its client is 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.

6.8 **Waiver**

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company, in its absolute discretion with the prior consent of Panmure Gordon. 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 **Admission, settlement and dealings**

The result of the Open Offer is expected to be announced on 6 July 2018. Application will be made to AIM for admission to trading of the New Ordinary Shares. It is expected that, subject to the Placing and the Open Offer becoming unconditional in all respects (save for Admission), Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 9 July 2018.

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 New Ordinary 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 4 July 2018 (being the latest practicable date for applications under the Open Offer). If the conditions to the Open Offer described above are satisfied, the Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for the Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. 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 on 9 July 2018). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE instruction was given.

Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with 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 Registrar in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for are expected to be despatched by post on 16 July 2018. No temporary documents of title will be issued and, pending the issue of definitive certificates transfers will be certified against the register of members of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 4.1 of this Part II, and the 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 its discretion, and after consultation with its financial and legal advisers, be entitled to amend the dates on which Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall make an announcement on a Regulatory Information Service.

10 Taxation

Certain statements regarding United Kingdom taxation in respect of the Open Offer Shares and the Open Offer are set out in Part IV of this document. Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable professional adviser.

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, the laws of England. The courts of England are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form including, without limitation, disputes relating to any non-contractual obligations arising out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and, where applicable, the Application Form Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

12 Further Information

Your attention is drawn to the further information set out in this document and also to the terms, conditions and other information printed on any Application Form.

PART III

RISK FACTORS

Potential investors should carefully consider the risks described below before making a decision to invest in the Company. This Part III 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 Company's business, financial condition and/or results or future operations could be materially adversely affected. In such circumstances, the trading price of the New Ordinary Shares could decline and an investor may lose all or part of their investment. There can be no certainty that the Company 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 Company.

This document contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company which are described below and elsewhere in this document. Prospective investors 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 provision of consultancy services to, as well as making and trading investments in, financial services businesses, and specifically insurance intermediaries. 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 the financial services and insurance sector and others are more specific to the Group.

1 Principal risks and uncertainties relating to the Group

1.1 Price risk

The Group is exposed to private equity securities price risk. The Group's investee companies are themselves subject to market risks and it is not possible to guarantee that any of these investee companies will perform to the Group's expectations. The Group manages the risk by ensuring that there is a director appointed to the board of each of its investee companies. In this capacity, the appointed director can advise the Group's board of investee companies' activities and prompt action can be taken to protect the value of the investment.

1.2 Credit risk

The Group is exposed to the risk of default on the loans it has made available to investee companies. The Group manages the risk by ensuring that there is a director appointed to the board of each of its investee companies. In this capacity, the appointed director can advise the Group's board of investee companies' activities and prompt action can be taken to protect the value of the loan. As such the directors believe the credit risk to the Group is adequately managed.

1.3 Liquidity risk

The Group is likely to commit to investments of a long-term and illiquid nature in companies whose shares are not quoted or dealt on any recognised investment exchange. Such investments are likely to involve a high degree of risk and the timing of cash distributions to investors is uncertain and unpredictable. Unquoted investments can take several years to mature. Consequently, while long-term performance of the underlying investments may be strong, performance in the short term may be poor.

The directors assess and review the Group's liquidity position and funding requirements on a regular basis and this is an agenda item for the Group's board meetings. While the Directors consider that, following the Placing and Open Offer, the Group will have sufficient liquidity to manage its commitments, there can be no assurance

that further funding will not be required by the Group to meet its commitments and to implement its business plan. Any additional equity financing may be dilutive to Shareholders, and debt financing, if available, may involve restrictions in financing and operating activities.

1.4 ***New investment risk***

The Group has an active New Business department which continues to receive a strong pipeline of new investment opportunities. In addition, there is often potential for further investment within the Group's existing portfolio. An inherent risk of realising any investment is the loss of a performing asset and a potential lack of new investments to replace the lost income and capital growth. Prior to reinvestment, returns on cash can be significantly lower, which may reduce underlying profitability on a short-term basis until funds are reinvested.

1.5 ***Concentration risk***

The Group only invests in financial services businesses, and specifically insurance intermediaries and is therefore subject to the risk of loss in value of its investment portfolio in the event of a downturn in this market. Though its investments are concentrated, the Group has a wealth of experience in this specific sector and seeks to manage concentration risk by making investments across a variety of geographic areas, development stages of business and classes of product.

1.6 ***Litigation risk***

Legal proceedings, with or without merit, may arise from time to time in the course of the Group's business. The Directors cannot preclude litigation being brought against any member of the Group (whether with or without merit) and any litigation brought against any member of the Group could be expensive, time consuming and have an adverse effect on the financial condition, results or operations of the Group. The Group's business may be adversely affected if the Group and/or its employees or agents are found not to have met the appropriate standard of care or exercised their discretion or authority in a prudent or appropriate manner in accordance with accepted standards. The Directors regularly review the level and scope of the Group's D&O liability insurance cover to ensure that it is sufficient to mitigate these risks.

1.7 ***Currency exchange rate fluctuations and overseas activities***

Although the Group's investments are predominantly within the UK it also makes investments and derives income outside the UK. As such, some of the Group's income and assets are subject to movement in foreign currencies.

Foreign revenues are also subject to special risks that may disrupt markets, including the risk of war, terrorism, civil disturbances, embargo, and government activities. Revenue generating activities in certain foreign countries may require prior governmental approval in the form of an export licence and otherwise be subject to tariffs and import/export restrictions. There can be no assurance that the Group will not experience difficulties in connection with future foreign revenues and, in particular, adverse effects from foreign currency fluctuations.

Conducting business in most countries will require the Group to become familiar with and to comply with foreign laws, rules, regulations and customs. The Group has growing experience conducting foreign business and the Group cannot assure investors that it will be successful. Moreover, the Group's failure to comply with foreign laws, rules and regulations of which the Group is not aware may harm the development of the Group's business. Further, risks are inherent in international operations, including the following:

- (a) customer agreements may be difficult to enforce and receivables difficult to collect through a foreign country's legal system;
- (b) foreign customers may have longer payment cycles;
- (c) foreign countries may tax foreign income and tax rates in certain foreign countries may exceed those of the United Kingdom and foreign earnings may be subject to withholding requirements or the imposition of tariffs, exchange controls or other restrictions;
- (d) intellectual property rights may be more difficult to enforce in foreign countries; and
- (e) general economic conditions in the countries in which the Group seeks to trade could have an adverse effect on the Group earnings from operations in those countries.

The Group engages in short term currency hedges from time to time (but not always) when a need is identified for currency in a certain denomination. The Group, in contracting to forward contracts, may lose out on more advantageous deals closer to the date of the transaction.

1.8 **Interest rate risk**

The Group had no interest bearing liabilities but had interest bearing assets. Interest bearing assets are loans made available to investee companies to aid their expansion and are normally subject to a minimum interest rate to protect the Group from a period of low interest rates.

1.9 **General economic conditions and volatility**

Market conditions may affect the ultimate value of the Ordinary Shares regardless of operating performance. The 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, 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 Group's markets, and other factors outside the Group's control. Further general economic conditions may affect exchange rates, interest rates and inflation rates. Movements in these rates may have an impact on the Company'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.

1.10 **Risk of legal and regulatory changes**

This is the risk that the Group or one of its component parts breaches legal, regulatory or tax requirements of other jurisdictions in which it has a presence. The Group's strategy has been formulated in the light of the current regulatory and legal environment and anticipated future changes. The regulatory and legal environment may change and any such change may have adverse consequences for the Group and its business.

The financial services industry is heavily regulated in most jurisdictions. The majority of the companies owned by the Group are subject to the regulatory system in the jurisdictions in which they operate. These companies, and any future acquisitions by the Group, may not be able to maintain the necessary licences, permits and permissions, authorisations or accreditations in jurisdictions in which they currently engage in business or may only be able to do so only at significant cost.

In the United Kingdom, the Group is subject to regulation by the FCA through its quotation on AIM but its business, as currently operated, is not required to be regulated by the FCA. If the nature of the business or the ambit of the FCA rules were to change the Group might need to obtain approval from the FCA, without which the Group would not be able to provide those services which require FCA approval. Obtaining such approval would also have a cost consequence for the Group. The FCA has substantial powers of intervention in relation to the companies and the markets which it regulates, with the ability to remove, restrict or modify the authorisations and licences required to conduct business.

Regulators in other jurisdictions where the Group operates have broadly similar powers to those of the FCA and US state regulatory authorities.

In addition, the relevant members of the Group may not be able to comply fully with, or obtain appropriate exemptions from, any amendments to a regulatory regime. Failure to comply with or to obtain appropriate exemptions under any applicable laws could result in restrictions on the Group's ability to conduct business in one or more of the jurisdictions in which it operates and could result in the imposition of fines and other sanctions, each of which could have a material adverse effect on its reputation, financial condition and/or operating results.

Failure to comply with applicable regulations and solvency requirements could result in an impediment to business development and/or a variety of sanctions. The Directors are responsible for ensuring that best practice is applied to ensure regulatory compliance.

The Group operates in several tax jurisdictions around the world. Tax risk is the risk associated with changes in tax law or in the interpretation of tax law. It also includes the risk of changes in tax rates and the risk

of failure to comply with procedures required by tax authorities. Failure to manage tax risks could lead to an additional tax charge. It could also lead to a financial penalty for failure to comply with required tax procedures or other aspects of tax law. If, as a result of a particular tax risk materialising, the tax costs associated with particular transactions are greater than anticipated, it could affect the profitability of those transactions.

The extent and complexity of the legal and regulatory environment in which the Group operates and the products and services the Group offers mean that many aspects of the business involve substantial risks of liability. Any litigation brought against the Group or any companies within it in future could have a material adverse effect on the Group.

In addition, litigation may have a material adverse effect upon the Group's business in that legal decisions between third parties may expand apparent scope of legal liabilities, which in turn could increase the amount of claims which have to be paid by the Group, thereby reducing profits. The Group's owned companies are also exposed to potential tort claims including claims for punitive or exemplary damages that could have a materially adverse effect on profitability.

The Group's Governance Function contains the control and assurance functions (Compliance, Risk Management and Internal Audit) which ensure that such functions are closely aligned. The Group ensures that there is regular liaison with local management and recruitment of local expertise where needed. The Group actively manages relationships with all local regulators where the Group has a presence.

1.11 ***Brexit***

As a UK domiciled business, the Group is exposed to the risks associated with the UK's decision to leave the European Union ("**Brexit**"). The Group is continually assessing the potential impact of Brexit on the Group and its underlying investments, however it is the Group's intention to continue to invest into the international financial services market, a policy which has historically had little or no direct impact from the UK's membership of the European Union.

2 **Risks relating to the Ordinary Shares**

2.1 ***The market of the Ordinary Shares may fluctuate significantly***

The market price of the Ordinary Shares may, in addition to being affected by the Company's actual or forecast operating results, fluctuate significantly as a result of factors beyond the Company's control, including among others:

- (a) changes in securities analysts' recommendations or the failure to meet the expectations of securities analysts;
- (b) changes in the performance of the financial services and insurance industries as a whole; and
- (c) fluctuations in stock market prices and volumes, and general market volatility.

Any or all of these events could result in a material decline in the market price of the Ordinary Shares, regardless of the actual performance of the Group. Shareholders should be aware that the value of the Ordinary Shares may go down as well as up and may not reflect the underlying asset values or prospects of the Company.

2.2 ***Future issues of Ordinary Shares will result in immediate dilution***

The Group may require additional capital in the future which may not be available to it. If available, future financings to provide this capital may dilute Shareholders' proportionate ownership in the Company. The Company may raise capital in the future through public or private equity financings or by raising debt securities convertible into Ordinary Shares, or rights to acquire these securities. Any such issues may exclude the pre-emption rights pertaining to the then outstanding shares. If the Company raises significant amounts of capital by these or other means, it could cause dilution for the Company's existing Shareholders. Moreover, the further issue of Ordinary Shares could have a negative impact on and/or increase the volatility of the market price of the Ordinary Shares.

Furthermore, the issue of additional Ordinary Shares may be on more favourable terms than the fundraising.

The Company may also issue further Ordinary Shares, or create further options over Ordinary Shares, as part of its employee remuneration policy, which could in aggregate create a dilution in the value of the Ordinary Shares and the proportion of the Company's share capital in which investors are interested.

In addition, the issue of additional Ordinary Shares by the Company, or the possibility of such issue or exercise, may cause the market price of the Ordinary Shares to decline and may make it more difficult for Shareholders to sell Ordinary Shares at a desirable time or price.

The proposed issue of the New Placing Shares and the Open Offer Shares will also dilute existing shareholdings of Shareholders. Qualifying Shareholders will be able to mitigate the extent of this dilution by applying for Open Offer Shares in the Open Offer.

2.3 *Future sale of Ordinary Shares*

The Company is unable to predict when and if substantial numbers of Ordinary Shares will be sold in the open market. Any such sales, or the perception that such sales might occur, could result in a material fall in the market price of the Ordinary Shares. The ability of an investor to sell Ordinary Shares will also depend on there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Group and he/she may lose all of his/her investment.

2.4 *Risk relating to Open Offer entitlements*

If a Shareholder does not take up his Open Offer Entitlement, his interest in the Company will be diluted. Shareholders' proportionate ownership and voting interest in the Company will be reduced pursuant to the Fundraising. In addition, to the extent that Shareholders do not take up their Open Offer Entitlement, their proportionate ownership and voting interest in the Company will be further reduced.

2.5 *Investment in publicly quoted securities*

The New Ordinary Shares will be traded on AIM and no application is being made for the admission of the Ordinary Shares to the Official List. Investment in securities traded on AIM is perceived to involve a higher degree of risk and be less liquid than investment in companies whose securities are listed on the "Official List" in the UK and traded on the London Stock Exchange's main market for listed securities. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached rather than for larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

An investment in Ordinary Shares traded on AIM may be difficult to realise. Although AIM has been in existence since June 1995, Admission to AIM does not guarantee that there will be a liquid market for New Ordinary Shares. An active public market for New Ordinary Shares may not develop or be sustained after Admission and the market price of the Ordinary Shares may fall below the Issue Price. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

2.6 *Potentially volatile share price and liquidity*

An investment in a share which is traded on AIM, such as the Ordinary Shares, may be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend on there being a willing buyer for them at an acceptable price. The Ordinary Shares may be illiquid and, accordingly, an investor may find it difficult to sell Ordinary Shares, either at all or at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Group and he/she may lose all of his/her investment.

The share price of companies quoted on AIM can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price at which investors may realise their investment in the Company may be influenced by a significant number of factors, some specific to the Company and its operations and some which affect quoted companies generally. These factors could include the performance of the Company, large purchases or sales of Ordinary Shares, legislative changes and general, economic, political or regulatory conditions.

2.7 ***No guarantee that the Ordinary Shares will continue to be traded on AIM***

The Company cannot assure investors that the Ordinary Shares will always continue to be traded on AIM or on any other exchange. If such trading were to cease, certain investors may decide to sell their shares, which could have an adverse impact on the price of the Ordinary Shares. 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 could decline.

2.8 ***Timetable for 2018 Final Dividend***

In the unlikely event, Admission does not occur at 8.00 a.m. on 9 July 2018, being the expected date of Admission, and is subsequently delayed beyond the date on which the Ordinary Shares are quoted ex the 2018 Final Dividend (being 12 July 2018), the New Ordinary Shares issued as part of the Placing and Open Offer will be issued "ex-dividend" and the holders of the New Ordinary Shares would therefore not be entitled to receive the 2018 Final Dividend.

2.9 ***US Securities legislation***

The New Ordinary Shares have not been, nor will they be, registered under the US Securities Act and there are restrictions on transfer under the US Securities Act. The New Ordinary Shares are being offered and sold outside the United States in transactions exempt from the registration requirements of the US Securities Act in reliance on Regulation S under the US Securities Act. The New Ordinary Shares may not be offered, sold or delivered in or into the United States unless the transfer is registered under the US Securities Act, or an exemption from the registration requirements of Section 5 of the US Securities Act provided by section 4(2) under the US Securities Act or another applicable exemption is available.

Only the Company is entitled to register the Ordinary Shares under the US Securities Act and the Company has no obligation to do so. The Company can give no assurances that an exemption from registration under the US Securities Act will be available to any subscribers for or purchasers of Ordinary Shares.

3 **Industry specific risks**

3.1 ***Business Development and Growth***

There is a potential risk that the Group fails to identify and harness new business opportunities, and/or its profitability is impaired following the establishment/acquisition of new business.

The Group operates in a competitive environment and faces competition from current and potential competitors. The Group may not be able to compete effectively with such competitors, particularly those with far greater capital resources.

The Group has made numerous investments in recent years and the Directors expect to continue to make such investments. There is no guarantee, however, that there will be any potential investments in the future which meet the Group's criteria.

The acquisition of financial services and insurance intermediaries, businesses or investment portfolios may require the approval of the relevant regulator, in respect of, not only the Group, but also of its controllers and potentially the Group's directors and officers. There is no guarantee that the relevant regulators will provide such approval or that the conditions on which the regulators will grant such approval will be acceptable.

No assurance can be given that the Group will be able to manage future acquisitions profitably or to integrate such acquisitions successfully without substantial costs, delays or other problems.

3.2 ***Ineffective Cash Flow Management***

This is the risk that the Group fails to implement adequate controls over cash flow and liquidity leading to financial shortfalls.

The Group must actively manage its cash flow to ensure that operating cash flow requirements, debt repayments (together with interest payable) and claims payments can be met and the Group's distribution policy sustained. The Group undergoes a thorough annual budgeting process, which includes a monthly Group

cash flow projection, against which actual movements are regularly monitored through, for example, the weekly circulation of the cash balances in each of the Group's entities. If cash flows are not managed, this will adversely affect the Group's ability to make acquisitions, and sustain its distribution policy.

The Group assesses and reviews its liquidity position and funding requirements on a regular basis and this is an agenda item for board meetings.

3.3 ***Forward-looking statements***

This document includes forward-looking statements concerning the Group. Forward-looking statements are based on current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about the Group. Subject to the Company's continuing obligations under the AIM Rules and applicable laws and regulations, the Group undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

3.4 ***Cyber risk***

This risk has arisen from rapid technological advances, particularly in the area of social media.

Cyber-attacks or information security failures can take many forms, and include (but are not restricted to):

- generally, breaches of the Group's information security policy;
- more specifically, breaches of applicable data protection legislation;
- organised crime entities;
- phishing;
- viruses, worms, malware, hacks;
- denial of service attacks;
- data corruption;

Cyber-attacks or information security failures could have a significant adverse impact on the reputation of the Group and its relationships with its customers and other stakeholders.

PART IV

TAXATION

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

1 Taxation of dividends (including the 2018 Final Dividend)

1.1 *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 (including following the declaration of the 2018 Final Dividend) from the Company may be liable to income tax on such dividends, subject to any applicable reliefs and exemptions. In the tax year ending 5 April 2019, no income tax is payable in respect of the first £2,000 of dividend income received from all sources in the tax year (although such income would still count towards the basic, higher and additional rate thresholds). For dividends received in excess of £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.

1.2 *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 (including following the declaration of the 2018 Final Dividend) paid by the Company, should generally not be subject to tax in respect of the dividend.

2 Taxation of chargeable gains

- (a) Under current HM Revenue & Customs practice, the subscription by a Shareholder for shares under the Open Offer up to his minimum entitlement is expected to be treated as a reorganisation of share capital for the purposes of the UK taxation of chargeable gains. To the extent that it is so treated, a 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. Any subscription by a shareholder for shares under the Open Offer in excess of his minimum entitlement should be treated as a new acquisition outside the scope of the rules on reorganisations of share capital. As a matter of UK tax law, the acquisition of Open Offer Shares may not, strictly speaking, constitute a reorganisation of share capital, and there is no guarantee that the HM Revenue & Customs practice mentioned above will be followed, particularly where an open offer is not made to all shareholders.
- (b) A UK resident individual 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 either 10 or 20 per cent. (in the tax year ending 5 April 2019), 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 ending 5 April 2019). 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).

- (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.). 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.

3 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.

PART V

QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

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

This Part V 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 Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part II 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 II 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 call the Shareholder helpline on +44 371 664 0321 (for calls from within the UK and from outside the UK) between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note the Shareholder helpline will be open between 9.00 a.m. to 5.30 p.m. on any Business Day. Please note that, for legal reasons, the Shareholder helpline is only able to provide information contained in this document and information relating to the Company's register of members and is unable to give advice on the merits of the Open Offer or to provide legal, business, financial, tax or investment advice.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his/her or its own appropriate professional advisers for advice.

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 particular 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 entitlements in full.

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to an aggregate of 595,238 Open Offer Shares at a price of 252 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in the United States, or any other 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 21 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

The Excess Application Facility allows Qualifying Shareholders to apply for Open Offer Shares in excess of their Basic Entitlements, subject always to the 29.9 per cent. 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, such applications may be allocated in such manner as the Directors may (in consultation with Panmure Gordon) determine, in their absolute discretion, and no assurance can be given that any applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all.

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 other Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares before 7.00 a.m. on 13 June 2018 (the time when the Existing Ordinary Shares are expected to be marked "ex-entitlement" by the London Stock Exchange).

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

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

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

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

If you would like to apply for any of or all of the Open Offer Shares comprised in your Basic Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be posted, along with a cheque or banker's draft drawn in the appropriate form, using the accompanying reply-paid envelope (if posted from the UK only) or otherwise returned by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by the Receiving Agent by no later than 11.00 a.m. on 4 July 2018, after which time Application Forms will no longer 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?

4.1 *If you do not want to participate in the Open Offer*

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 4 July 2018, the Company has made arrangements under which the Company has agreed to issue the Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility. If you do not take up your Basic Entitlement then following the issue of the Open Offer Shares pursuant to the Open Offer, your interest in the Company will be significantly diluted. Even if a Qualifying Shareholder subscribes for the basic entitlement under the Open Offer, their economic interest would be proportionately diluted by the issue of New Ordinary Shares pursuant to the Placing.

4.2 *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, 4 and 5 of your Application Form. For example, if you are entitled to take up 50 shares but you only want to take up 25 shares, then you should write '25' in Box 2 and '25' 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, '25') by 252 pence, which is the price of each Open Offer Share (giving you an amount of £63 in this example). You should write this amount in Box 5, rounding down 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 (ensuring that all joint holders sign (if applicable), together with a cheque or banker's draft for that amount, using the accompanying reply-paid envelope (if posted from the UK only) or otherwise by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to

be received by the Receiving Agent by no later than 11.00 a.m. on 4 July 2018, 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.

Completed Application Forms should be returned with a cheque or banker's draft drawn in sterling on a bank or building society in the UK which is either a 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 facilities provided by any of those companies or committees. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only". 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 by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted. Post-dated cheques 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 despatched to you at your own risk by no later than 16 July 2018.

4.3 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, 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 4 of your Application Form. For example, if you are entitled to take up 50 shares and want to take up all 50 shares, then you should write '50' in Box 2 and '50' in Box 4. The amount you need to pay for the Open Offer Shares is set out in Box 8. You should write this amount in Box 5 and this should be the amount your cheque or banker's draft is made out for. You should then return the completed 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 8 of your Application Form), payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only", using the accompanying reply-paid envelope (if posted from the UK only) or otherwise by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by the Receiving Agent by no later than 11.00 a.m. on 4 July 2018, 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.

Completed Application Forms should be returned with a cheque or banker's draft drawn in sterling on a bank or building society in the UK which is either a 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 facilities provided by any of those companies or committees. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only". 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 by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted. Post-dated cheques 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 despatched to you at your own risk by no later than 16 July 2018.

4.4 ***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 50 Open Offer Shares but you want to apply for 75 Open Offer Shares in total, then you should write '50' in Box 2, '25' in Box 3 and '75' 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, '75') by 252 pence, which is the price of each Open Offer Share (giving you an amount of £189 in this example). You should write this amount in Box 5, rounding down to the nearest whole pence. You should then return your Application Form (ensuring that all joint holders sign (if applicable) using the accompanying reply-paid envelope (if posted from the UK only) or otherwise by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received by the Receiving Agent by no later than 11.00 a.m. on 4 July 2018. 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, such applications may be allocated in such manner as the Directors may determine, in their absolute discretion, and no assurance can be given that any applications under the Excess Application Facility by Qualifying Shareholders will be met in full or in part or at all.

Completed Application Forms should be returned with a cheque or banker's draft drawn in sterling on a bank or building society in the UK which is either a 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 facilities provided by any of those companies or committees. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only". 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 by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted. Post-dated cheques 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 despatched to you at your own risk by no later than 16 July 2018.

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

CREST members should follow the instructions set out in Part II 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 Ordinary 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 Qualifying Non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- (a) Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 11 June 2018 and who have converted them to certificated form;
- (b) Qualifying Non-CREST Shareholders who bought Existing Ordinary Shares before 11 June 2018 but were not registered as the holders of those shares at 5.00 p.m. on 11 June 2018; and
- (c) certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact the Receiving Agent, Link Asset Services, on the Shareholder helpline 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 Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

7 Can I trade my Basic Entitlement?

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although 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.

9 What if the number of Open Offer Shares to which I am entitled is not a whole number; am I entitled to fractions of Open Offer Shares?

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

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

If you hold shares in the Company directly and you sell some or all of your Existing Ordinary Shares before 11 June 2018, 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 11 June 2018, 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 sterling on a bank or building society in the UK which is either a 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 facilities provided by any of those companies or committees. Such cheques or banker's drafts must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to "Link Market Services Limited Re: B.P. Marsh & Partners Plc – 2018 Open Offer A/C" and crossed "A/C Payee Only". 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 by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted. Post-dated cheques will not be accepted.

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

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

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

You should send your completed Application Form by post or by hand (during normal business hours only), together with the monies in the appropriate form, to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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 Ordinary 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 4 July 2018, 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 the CREST Courier and Sorting Service in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this.

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

It is expected that the Receiving Agent will post all new share certificates by 16 July 2018.

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 after the Record 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 II of this document.

19 What should I do if I need further assistance?

Should you require further assistance please call the Receiving Agent, Link Asset Services, 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 Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

PART VI

NOTICE OF GENERAL MEETING



(Incorporated and registered in England and Wales with registered number 05059407)

NOTICE IS HEREBY GIVEN that a General Meeting of B.P. Marsh & Partners plc (the "**Company**") will be held at the offices of the Company at 4 Matthew Parker Street, London, England SW1H 9NP at 3.00 p.m. on 5 July 2018 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), in addition to all existing authorities to the extent unused, to exercise all the powers of the Company to allot ordinary shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £676,443.20 pursuant to the Placing and Open Offer (each as defined in the circular dated 13 June 2018, of which this notice forms part) on, and subject to, such terms as the directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire 90 days after the date of the passing of this resolution, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares to be allotted in the Company after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement notwithstanding the expiry of the authority given by this resolution.

SPECIAL RESOLUTION

2. That, subject to the passing of resolution 1, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot, pursuant to the Placing and Open Offer, equity securities (as defined in section 560 of the 2006 Act) of the Company for cash, and pursuant to the authority conferred by resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotment. This power, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire 90 days after passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 13 June 2018

By order of the Directors
Ms. Sinead O'Haire
Company Secretary

Notes:

1. Resolution 1 is proposed as an Ordinary Resolution. This means that for the Resolution to be passed, more than half of the votes cast on such Resolution must be in favour of such Resolution. Resolution 2 is proposed as a Special Resolution. This means that for such Resolution to be passed, at least three-quarters of the votes cast on such Resolution must be in favour of such Resolution.
2. A form of proxy is enclosed. To be valid, the Form of Proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, must be received by post or (during normal business hours) by hand at the offices of the Company's Registrars and should be returned as soon as possible and in any event so as to be received by the Company's Registrars, Link Asset Services at PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU by not later than 3.00 p.m. on 3 July 2018. If preferred, a member may return the Form of Proxy to Link Asset Services in an envelope addressed to Freepost PXS, 34 Beckenham Road, Beckenham, BR3 9ZA. Delivery using this service can take up to 5 business days. The Form of Proxy is for use only in respect of the shareholder account specified and should not be amended or submitted in respect of a different account.
3. A member entitled to attend and vote at the meeting has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the General Meeting. A member wishing to appoint a person other than the Chairman should insert the name of his/her chosen proxy holder in the space provided in the Form of Proxy. If the proxy is being appointed in relation to less than a member's full voting entitlement, the number of shares in relation to which they are authorised to act as the member's proxy must be entered. If left blank, a member's proxy will be deemed to be authorised in respect of his/her voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
4. To appoint more than one proxy a member may photocopy the Form of Proxy and should indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as such member's proxy (which, in aggregate, should not exceed the number of shares held by the member). The relevant member should also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
5. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney. Any power of attorney or other authority under which the proxy is signed (or a duly certified copy thereof) must be included with the Form of Proxy.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at the close of business on 3 July 2018 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, the close of business on the day two days (excluding non-working days) before the date of the adjourned meeting shall apply for the purpose of determining the entitlement of members to attend and vote at the adjourned meeting.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 5 July 2018 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Link Asset Services Limited (CREST Participant ID: RA10), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. 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.
11. The completion and return of a Form of Proxy will not preclude a member from attending the General Meeting and voting in person. If a member attends the General Meeting in person, his/her proxy appointment will automatically be terminated.