

OFFER TO PURCHASE

BY

The Quarto Group Inc.

11,276,774 of its shares of common stock, par value \$0.10 per share of common stock (“common share”),
at a Cash Purchase Price of £1.50 per common share.

THE OFFER WILL EXPIRE AT 1:00 P.M., LONDON TIME, ON 15 February, 2024, UNLESS THE OFFER IS EXTENDED OR TERMINATED (SUCH DATE AND TIME, AS THEY MAY BE EXTENDED, THE “EXPIRATION DATE”). THE OFFER IS SUBJECT TO THE SATISFACTION OR WAIVER OF CERTAIN CONDITIONS AS SET FORTH UNDER THE HEADING “THE OFFER-CONDITIONS OF THE OFFER.”

The Quarto Group Inc., a Delaware corporation (“**Quarto**,” the “**Company**,” “**we**,” “**us**” or “**our**”), is offering to purchase up to £16,915,161 in aggregate purchase price of our issued and outstanding common shares of common stock, par value \$0.10 per common share, at £1.50 per common share, upon the terms and subject to the conditions described in this Offer to Purchase (together with any amendments or supplements thereto, the “**Offer to Purchase**”), in the related Tender Form (together with any amendments or supplements thereto, the “**Tender Form**”) and in other related materials as may be amended or supplemented from time to time (collectively, with this Offer to Purchase and Tender Form, the “**Offer**”).

The common share price (the “**Purchase Price**”) is £1.50 per common share. All common shares purchased in the Offer will be purchased at the Purchase Price.

Upon the terms and subject to the conditions of the Offer, if, based on the Purchase Price, common shares having an aggregate value of £16,915,161 or less are properly tendered, we will purchase all common shares properly tendered at the Purchase Price prior to the Expiration Date (as defined below). Lion Rock Group and Andrea Giunti Lombardo have made an irrevocable undertaking to not participate in the Offer. All common shares acquired, if any, in the Offer will be acquired at the Purchase Price. Only common shares properly tendered at the Purchase Price will be purchased. Common shares not purchased in the Offer will be returned to the tendering common shareholders promptly after the Expiration Date.

As of 28 November 2023, we had 40,889,100 issued and outstanding common shares. Assuming that the Offer is fully subscribed, with a Purchase Price of £1.50 per common share, the number of common shares to be purchased pursuant to the Offer is 11,276,774.

OUR BOARD OF DIRECTORS (THE “BOARD OF DIRECTORS” OR THE “BOARD”) HAS AUTHORIZED US TO MAKE THE OFFER. HOWEVER, NONE OF THE COMPANY, THE MEMBERS OF OUR BOARD OF DIRECTORS, AND THE RECEIVING AGENT, LINK MARKET SERVICES TRUSTEES LIMITED (THE “RECEIVING AGENT”) FOR THE OFFER, MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER YOU SHOULD TENDER OR REFRAIN FROM TENDERING YOUR COMMON SHARES. NEITHER WE NOR ANY MEMBER OF OUR BOARD OF DIRECTORS OR THE RECEIVING AGENT HAS AUTHORIZED ANY PERSON TO MAKE ANY RECOMMENDATION WITH RESPECT TO THE OFFER. YOU MUST MAKE YOUR OWN DECISION AS TO WHETHER TO TENDER YOUR COMMON SHARES AND, IF SO, HOW MANY COMMON SHARES TO TENDER AT THE PURCHASE PRICE. WE RECOMMEND THAT YOU CONSULT YOUR OWN FINANCIAL, LEGAL AND TAX ADVISORS, AND READ CAREFULLY AND EVALUATE THE INFORMATION IN THIS OFFER TO PURCHASE AND IN THE TENDER FORM, INCLUDING OUR REASONS FOR MAKING THE OFFER, BEFORE TAKING ANY ACTION WITH RESPECT TO THE OFFER. SEE SECTION 2.

THE OFFER HAS NOT BEEN APPROVED BY THE SEC OR ANY STATE SECURITIES COMMISSION NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE FAIRNESS OR MERITS OF THE OFFER OR UPON THE ACCURACY OF THE INFORMATION CONTAINED IN THIS OFFER TO PURCHASE AND ANY RELATED DOCUMENTS, AND ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND MAY BE A CRIMINAL OFFENSE.

If you have questions or need assistance, you should contact the Receiving Agent at its respective address and telephone number set forth on Schedule I of this Offer to Purchase. If you require additional copies of this Offer to Purchase, the Tender Form or other related materials, you should contact the Receiving Agent.

Offer to Purchase dated 15 February 2024

IMPORTANT INFORMATION RELATED TO THE OFFER TO PURCHASE

If you want to tender all or part of your common shares, you must do one of the following before the Offer expires at 1:00 P.M., London time, on 15 February 2024 (unless the Offer is extended):

- if you hold certificates or common shares registered in your own name, complete and sign a Tender Form according to its instructions, and deliver it, together with any required signature guarantees, any certificates for your common shares and any other documents required by the Tender Form, to the Receiving Agent for the Offer, at the address appearing on Schedule I of this Offer to Purchase;
- if you are a holder of dematerialized depository interests representing underlying common shares that can be settled electronically though and held in CREST, as issued by the Receiving Agent in its capacity as depository or its nominees who hold the underlying securities on trust ("**Depository Interests**"), you should send a transfer to escrow instruction (as defined by the CREST manual issued by Euroclear UK and International Limited) ("**TTE Instruction**") and follow the procedures set out in this Offer to Purchase.

If your common shares or Depository Interests are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and request that the nominee tender your common shares or Depository Interests for you. Beneficial owners should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadlines for participation in the Offer. Accordingly, beneficial owners wishing to participate in the Offer should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the times by which such owner must take action in order to participate in the Offer.

We are not soliciting any common shares in the Offer in any jurisdiction where it would be illegal to do so, provided that we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). Validly tendered common shares will be accepted from all holders wherever located. We may, at our discretion, take any actions necessary for us to make the Offer to holders of common shares in any such jurisdiction in compliance with applicable laws. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on our behalf by or one or more registered brokers or dealers, which are licensed under the laws of such jurisdiction.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS – (ALSO AVAILABLE IN SCHEDULE II)

1. Announcement of the Tender Offer by the Company: 18 Jan 2024
2. Posting of the Circular and Tender Form by the Company: 18 Jan 2024
3. **(SHAREHOLDERS' ACTION) Latest time and date for receipt of Tender Forms and TTE Instructions from shareholders at 1 p.m.: 15 Feb 2024**
4. Closing and Record Date of Tender Offer at 1 p.m.: 15 Feb 2024
5. **Tender Offer Results Announcement Date: 16 Feb 2024**
6. **(SHAREHOLDERS' ACTION) Latest date for receipt of w9 form for U.S. holders, and applicable w8 form & Section 302 Certification of Treatment Of Tender Payment form for non-U.S. holders: 1 Mar 2024**
7. The company to finalize tender and tax amounts with Receiving Agent: 8 Mar 2024
8. CREST accounts credited for uncertified common shares: 15 Mar 2024
9. Dispatch of cheques for certified common shares: 15 Mar 2024

Notes:

- i) Certificated Shareholders are encouraged to submit the w9 form or w8 form & Section 302 Certification form with the Tender Form in one go, with the latest receipt date for the Tender Form being 15 Feb 2024.

- ii) For non-U.S. holders who are tendering but not selling their full holding (i.e. Part B in the Section 302 Certification), please submit your Section 302 Certification with new shareholding level calculation only after the Tender Offer results have been announced.

You may contact the Receiving Agent or your broker, dealer, commercial bank, trust company or other nominee for assistance. The contact information for the Receiving Agent is set forth on Schedule I of this Offer to Purchase.

THE STATEMENTS MADE IN THIS OFFER TO PURCHASE ARE MADE AS OF THE DATE ON THE COVER PAGE, AND THE STATEMENTS INCORPORATED BY REFERENCE ARE MADE AS OF THE DATE OF THE DOCUMENTS INCORPORATED BY REFERENCE. THE DELIVERY OF THIS OFFER TO PURCHASE AND THE RELATED TENDER FORM SHALL NOT UNDER ANY CIRCUMSTANCES CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN OR INCORPORATED BY REFERENCE IS CORRECT AS OF A LATER DATE OR THAT THERE HAS NOT BEEN ANY CHANGE IN SUCH INFORMATION OR IN OUR AFFAIRS SINCE SUCH DATES, EXCEPT THAT WE WILL, TO THE EXTENT REQUIRED BY RULE 13E-4 UNDER THE EXCHANGE ACT.

TABLE OF CONTENTS

	Page
Important Information Related To The Offer To Purchase.....	1
Expected Timetable Of Principal Events – (Also Available In Schedule II).....	1
Tender Offer Results Announcement Date: 16 Feb 2024	1
Table Of Contents	3
Summary Term Sheet Of The Offer To Purchase.....	5
Cautionary Notice Regarding Forward-Looking Statements.....	9
Introduction To The Offer	9
The Offer	10
1. Number of Common Shares; Price.	10
2. Purpose of the Offer; Certain Effects of the Offer; Plans and Proposals	10
Purpose of the Offer	10
Certain Effects of the Offer	10
Plans and Proposals	11
3. Procedures for Tendering Shares.....	11
Proper Tender of Shares and/or Depository Interests	11
Letter of Indemnity for Lost Share Certificates	12
Return of Unpurchased Common Shares.....	13
Determination of Validity; Rejection of Common Shares; Waiver of Defects; No Obligation to Give Notice of Defects	13
4. Purchase of Common Shares and Payment of Purchase Price.....	14
5. [Reserved].....	14
6. Conditions of the Offer.....	14
7. Price Range of Common Stock; Dividends	16
Fiscal Year 2021 (year ended December 31, 2021).....	16
Fiscal Year 2022 (year ended December 31, 2022).....	16
8. Source and Amount of Funds	16
9. Certain Information Concerning Us	16
General	16
10. Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares	17

	Single Total Figure of Remuneration (Audited).....	17
	Employment Agreements with Named Executive Officers	18
	Stock Options	18
11.	Certain Legal Matters; Regulatory Approvals	18
12.	Certain United States Federal Income Tax Consequences	19
	Non-Tendering Common shareholders.....	20
	Tender of Common Shares by U.S. Holders Pursuant to the Offer	21
	Tender of Common Shares by Non-U.S. Holders Pursuant to the Offer	22
	FATCA	24
	Backup Withholding and Information Reporting	24
13.	Extension of the Offer; Termination; Amendment	24
14.	Fees and Expenses	25
15.	Miscellaneous	26
	Schedule I Directors And Executive Officers Of The Quarto Group Inc.	27
	Schedule II	28

SUMMARY TERM SHEET OF THE OFFER TO PURCHASE

We are providing this summary term sheet for your convenience. The information contained in this summary term sheet is a summary only and is not meant to be a substitute for the more detailed description and information contained in the remainder of this Offer to Purchase, the accompanying Tender Form and other related materials as may be amended or supplemented from time to time. **To understand the Offer fully and for a more complete description of the terms of the Offer, we urge you to read carefully this Offer to Purchase, the Tender Form and the other related materials that constitute part of the Offer in their entirety.** We have included references to the sections of this Offer to Purchase where you will find a more complete description of the topics in this summary.

Who is offering to purchase my shares?

The issuer of the common shares, The Quarto Group Inc., a Delaware corporation, is offering to purchase your common shares. See Section 1.

What is the Company offering to purchase?

We are offering to purchase up to £16,915,161 of common shares based on the Purchase Price. See Section 1.

As detailed in the shareholder circular dated 30 November 2023, Lion Rock Group and Andrea Giunti Lombardo have each entered into an irrevocable undertaking to not participate in the Offer.

What is the purpose of the Offer?

We believe that the repurchase of common shares pursuant to the Offer will allow us to return value to our common shareholders and that doing so for this purpose is a prudent use of our financial resources. The Offer is also consistent with our current operational model and strategic direction, including our plans to return excess capital to our common shareholders.

The Offer also provides our common shareholders with an efficient way to sell their common shares without incurring brokerage fees or commissions associated with open market sales; however, common shareholders who hold common shares through nominees are urged to consult their nominees to determine whether transaction costs may apply.

If we complete the Offer, common shareholders who do not participate in the Offer and who otherwise do not sell their common shares will automatically increase their relative percentage ownership interest in the Company and its future operations at no additional cost to them. These common shareholders will also bear the attendant risks and rewards associated with owning the equity securities of the Company. See Section 2.

How many common shares will we purchase in the Offer?

Upon the terms and subject to the conditions of the Offer, we will purchase up to £16,915,161 of common shares based on the Purchase Price in the Offer or a lower amount depending on the number of common shares properly tendered pursuant to the Offer.

The Offer is not conditioned on any minimum number of common shares being tendered; however, the Offer is subject to certain other conditions. See Section 6.

What will be the purchase price for the common shares and what will be the form of payment?

The Purchase Price will be £1.50 per common share.

Following the Expiration Date, we will pay the Purchase Price in cash to all holders of common shares who have properly tendered their common shares that have been accepted for payment. See Section 1.

How will we fund the purchase of the common shares?

The maximum value of common shares purchased in the Offer will be £16,915,161. We expect that the maximum aggregate cost of this purchase to be approximately £16,915,161 (not including fees and expenses applicable to the offer). We expect to use our existing cash reserve to fund the purchase of the common shares. See Section 8.

How long do I have to tender my common shares?

You may tender your common shares until the Offer expires. The Offer will expire at 1:00 P.M., London time, 15 February 2024, unless we extend or terminate the Offer. The term Expiration Date refers to the specific time and date on which the Offer expires. See

Section 1. We may choose to extend the Offer at any time and for any reason, subject to applicable laws. We cannot assure you, however, that we will extend the Offer or, if we extend it, for how long. See Section 1 and Section 13.

Beneficial owners holding their common shares through a broker, dealer, commercial bank, trust company or other nominee should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadlines for you to instruct it to accept the Offer on your behalf. Accordingly, beneficial owners wishing to participate in the Offer should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the times by which such owner must take action in order to participate in the Offer. We urge you to contact the broker, dealer, commercial bank, trust company or other nominee that holds your common shares to find out its deadline. See Section 3.

Can the Offer be extended, amended or terminated, and if so, under what circumstances?

Yes. We can extend or amend the Offer in our sole discretion at any time, subject to applicable laws. If we extend the Expiration Date for the Offer, we will delay the acceptance of any common shares that have been tendered. See Section 13. We can also terminate the Offer under certain circumstances, as provided in this Offer to Purchase, and subject to applicable law. See Section 6.

How will I be notified if you extend the Offer or amend the terms of the Offer?

If we extend the Offer, we will issue a statement to the common shareholders no later than 16 February 2024, London time.

Are there any conditions to the Offer?

The Offer is not conditional on any minimum number of common shares being tendered.

How do I tender my common shares?

If you want to tender all or part of your common shares, you must do one of the following by the Expiration Date:

- if your common shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and request that the nominee tender your common shares for you. Beneficial owners should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadlines for participation in the Offer. Accordingly, beneficial owners wishing to participate in the Offer should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the times by which such owner must take action in order to participate in the Offer;
- if you hold certificates registered in your own name, complete and sign a Tender Form according to its instructions, and deliver it, together with any required signature guarantees, the certificates for your common shares and any other documents required by the Tender Form, Link Market Services Trustees Limited, the Receiving Agent for the Offer, at the address appearing on Schedule I of this Offer to Purchase;
- if you are a holder of Depository Interests, send a TTE Instructions through CREST. Such Depository Interest holders should comply with those procedures set out in Section 3.

We are not soliciting any common shares in the Offer in any jurisdiction where it would be illegal to do so, provided that we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the Exchange Act. Validly tendered common shares will be accepted from all holders wherever located. We may, at our discretion, take any actions necessary for us to make the Offer to holders of common shares in any such jurisdiction in compliance with applicable laws. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on our behalf by one or more registered brokers or dealers, which are licensed under the laws of such jurisdiction.

You may contact the Receiving Agent or your broker, dealer, commercial bank, trust company or other nominee for assistance. The contact information for the Receiving Agent is set forth on Schedule I of this Offer to Purchase. See Section 3 and the Instructions to the Tender Form.

If you are in any doubt as to the action you should take, it is recommended that you seek your own personal financial advice from your stockbroker, bank manager, lawyer, accountant or other independent professional financial adviser immediately.

May I tender only a portion of the common shares that I hold?

Yes. You do not have to tender all or any minimum number of the common shares that you own to participate in the Offer.

Has the Company or its Board of Directors adopted a position on the Offer?

Our Board of Directors has authorized The Quarto Group Inc. to make the Offer. You must make your own decision as to whether to tender your common shares and, if so, how many common shares to tender. We recommend that you carefully read the information in this Offer to Purchase, the Tender Form and the other related materials that constitute part of the Offer, including our reasons for making the Offer, before taking any action with respect to the Offer. See Section 2. In addition, you should discuss whether to tender your common shares with your own broker or other financial, legal or tax advisors.

If I decide not to tender, how will the Offer affect my common shares?

Common shareholders who decide not to tender will own a greater percentage interest in the outstanding common shares following the consummation of the Offer. See Section 2.

When and how will you pay me for the common shares I tender?

If your common shares are accepted for purchase in the Offer, we will pay the Purchase Price to you, in cash promptly after the Expiration Date. We will announce the preliminary results of the Offer on the next business day following the Expiration Date. We do not expect, however, to begin paying for tendered common shares until after the Expiration Date. We will pay for the common shares accepted for purchase by depositing the aggregate purchase price with the Receiving Agent promptly after the Expiration Date. The Receiving Agent will act as your agent and will transmit to you the payment for all of your common shares accepted for payment. See Section 1 and Section 4.

Will I have to pay brokerage commissions if I tender my common shares?

If you are a registered common shareholder and you tender your common shares directly to the Receiving Agent, you will not incur any brokerage commissions. If you hold common shares through a broker, dealer, commercial bank, trust company or other nominee, we urge you to consult your broker, dealer, commercial bank, trust company or other nominee to determine whether any transaction costs are applicable. See the Introduction and Section 3.

What are the U.S. federal income tax consequences if I tender my common shares?

Generally, if you are a U.S. Holder (as defined in Section 12), your receipt of cash from us in exchange for the common shares you tender will be a taxable transaction for U.S. federal income tax purposes. The cash you receive for your tendered common shares will generally be treated for U.S. federal income tax purposes either as consideration received in respect of a sale or exchange of the common shares purchased by us or as a distribution from us in respect of common shares. See Section 12 for a more detailed discussion of certain U.S. federal income tax consequences of tendering some or all of your common shares pursuant to the Offer. We urge you to consult your own tax advisor as to the particular tax consequences to you of the Offer.

If you are a Non-U.S. Holder (as defined in Section 12), because it is unclear whether the cash you receive in connection with the Offer will be treated (i) as proceeds of a sale or exchange or (ii) as a distribution, the Receiving Agent or other applicable withholding agent may treat such payment as a dividend distribution for withholding purposes. Accordingly, if you are a Non-U.S. Holder, you may be subject to withholding on payments to you at a rate of 30% of the gross proceeds paid, unless you establish an entitlement to a reduced or zero rate of withholding by timely completing, under penalties of perjury, and delivering to the Receiving Agent an IRS Form W-8BEN, IRS Form W-8BEN-E, S302 Certification or other applicable IRS Form(s) (such Forms are available at www.irs.gov). See Section 12 for a more detailed discussion of certain U.S. federal income tax consequences of tendering some or all of your common shares pursuant to the Offer. Non-U.S. Holders are urged to consult their own tax advisors regarding the application of U.S. federal income tax withholding and backup withholding, including eligibility for a withholding tax reduction or exemption and the refund procedure.

For the avoidance of doubt, any previously submitted taxation forms prior to the date of this document, cannot be relied upon for this event and will not be utilised. New taxation forms should be provided to the Receiving Agent, alongside your Tender instruction, be this physically or electronically by CREST. The forms should be completed at a Registered Shareholder level, which is to confirm, the registered name or entity name present upon the relevant register operated by the Registrar, Link Group.

Does the Company or any of its affiliates intend to repurchase any common shares other than pursuant to the Offer during or after the Offer?

Rule 13e-4(f) under the Exchange Act prohibits us and our affiliates from purchasing any common shares, other than in the Offer, until at least ten (10) business days have elapsed after the Expiration Date. Accordingly, any additional purchases outside the Offer may not be consummated until at least ten (10) business days have elapsed after the Expiration Date. To our knowledge, none of our

affiliates intend to tender any common shares in the Offer and we have entered into contractual arrangements prohibiting our largest holders from participating in the Offer.

Whom should I contact with questions about the Offer?

The Receiving Agent can help answer your questions. The Receiving Agent is Link Market Services Trustees Limited. Their contact information is set forth below.

The Receiving Agent for the Offer is:

Link Market Services Trustees Limited

Corporate Actions

Central Square

29 Wellington Street

Leeds

LS1 4DL

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 am – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Tender Offer nor give any financial, legal or tax advice.

Is the Company planning to facilitate any other activities that involve the purchase and sale of shares following the Offer?

In addition to the Offer, the Company will consider implementing a matched bargain facility which would facilitate shareholders buying and selling common shares on a matched bargain basis following the De-listing and conclusion of the Offer. In determining whether to put a matched bargain facility in place, the Company shall consider expected (and communicated) Shareholder demand for such a facility as well as the makeup of the share register once it has been analysed following the De-listing and the conclusion of the Offer, and the cost to the Company, the shareholders and holders Depository Interests. Shareholders and holders of Depository Interests should be aware that the implementation of a matched bargain facility is only under consideration at this stage and there can be no guarantee that the Company will conclude that putting such a matched bargain facility in place is beneficial for shareholders and holders of Depository Interests. Further details will be communicated to the Company's shareholders and holders of Depository Interests at the relevant time.

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This Offer to Purchase contains “forward-looking statements.” Forward-looking statements can be identified by words such as “believe,” “estimate,” “expect,” “intend,” “plan,” “project,” “may,” “will,” “might,” “should,” “could,” “would,” “seek,” “pursue,” and “anticipate” or the negative or other variation of these or similar words or may include discussions of strategy or risks and uncertainties.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Therefore, we caution you against relying on any of these forward-looking statements.

INTRODUCTION TO THE OFFER

To the holders of our common shares:

We are offering to purchase up to £16,915,161 in aggregate purchase price of our common shares at a price calculated as described herein that is a price of £1.50 per common share to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in this Offer to Purchase, in the related Tender Form and in other related materials as may be amended or supplemented from time to time.

Upon the terms and subject to the conditions of the Offer, purchase price is £1.50 per common share that would allow us to purchase the maximum number of common shares for an aggregate purchase price not exceeding £16,915,161, or all common shares properly tendered in the event that less than £16,915,161 in aggregate purchase price of common shares is properly tendered.

Upon the terms and subject to the conditions of the Offer, if £16,915,161 in aggregate purchase price of common shares or less is properly tendered, we will purchase all common shares properly tendered at the Purchase Price prior to the Expiration Date. Common shares not purchased in the Offer, including common shares tendered at prices in excess of the Purchase Price, will be returned to the tendering common shareholders promptly after the Expiration Date. See Section 1.

THE OFFER IS NOT CONDITIONED ON ANY MINIMUM NUMBER OF COMMON SHARES BEING TENDERED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 6.

We will pay all reasonable out-of-pocket fees and expenses incurred in connection with the Offer by the Receiving Agent. See Section 13.

As of November 28, 2023, we had 40,889,100 issued and outstanding common shares. If the Offer is fully subscribed we would have approximately 29,612,326 common shares outstanding immediately following the purchase of common shares tendered in the Offer. The actual number of common shares outstanding immediately following completion of the Offer will depend on the number of common shares tendered and purchased in the Offer, as well as the aggregate purchase price paid for such common shares.

We are not soliciting any common shares in the Offer in any jurisdiction where it would be illegal to do so, provided that we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the Exchange Act. Validly tendered common shares will be accepted from all holders wherever located. We may, at our discretion, take any actions necessary for us to make the Offer to holders of common shares in any such jurisdiction in compliance with applicable laws. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on our behalf by or one or more registered brokers or dealers, which are licensed under the laws of such jurisdiction.

The address of the Company’s principal executive office is 1 Triptych Place, Second Floor, London, SE1 9SH, United Kingdom and the telephone number of the Company’s principal executive office is +44 (0)2077 009 000.

THE OFFER

1. Number of Common Shares; Price.

Upon the terms and subject to the conditions of the Offer, we will purchase £16,915,161 in aggregate purchase price of common shares, or all common shares properly tendered. Upon the terms and subject to the conditions of the Offer, if £16,915,161 in aggregate purchase price of common shares or less is properly tendered at the Purchase Price prior to the Expiration Date, we will purchase all common shares properly tendered.

The term “**Expiration Date**” means 1:00 P.M., London time, on 15 February 2024 unless and until we, in our sole discretion, shall have extended the period of time during which the Offer will remain open, in which event the term “Expiration Date” shall refer to the latest time and date at which the Offer, as so extended by us, shall expire or unless we terminate the Offer. The term Expiration Date refers to the specific time and date on which the Offer expires. See Section 13 for a description of our right to extend, delay, terminate or amend the Offer.

In accordance with Instruction 3 of the Tender Form, common shareholders desiring to tender common shares must specify that they are willing to sell their common shares to us at the Purchase Price. Holders of common shares in uncertificated form and/or Depository Interests must submit a TTE Instruction through CREST. The Purchase Price is £1.50 per common share.

Subject to the conditions of the Offer, we will pay the Purchase Price, in cash, for all common shares purchased in the Offer, less any applicable withholding taxes and without interest, promptly after the Expiration Date. We will not purchase any common shares at a price in excess of the Purchase Price.

If you specify that you are willing to sell your common shares to us at the Purchase Price, your common shares will be deemed to be tendered at £1.50 per common share.

We will only purchase common shares properly tendered at the Purchase Price.

The Offer cannot be oversubscribed and so long as there is no oversubscription, all applications are expected to be accepted in full.

This Offer to Purchase and the Tender Form (in respect of certificated shareholders only) will be mailed to record holders of the common shares and will be furnished to brokers, dealers, commercial banks, trust companies and other nominees and similar persons whose names, or whose nominees' names, appear on our common shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of common shares.

2. Purpose of the Offer; Certain Effects of the Offer; Plans and Proposals

Purpose of the Offer

We believe that the repurchase of common shares pursuant to the Offer will allow us to return value to our common shareholders and that doing so for this purpose is a prudent use of our financial resources. The Offer is also consistent with our current operational model and strategic direction, including our plans to return excess capital to our common shareholders. The Offer provides a mechanism for completing a sizeable repurchase of common shares more rapidly than would be possible through open market repurchases. The Offer also provides our common shareholders who are the registered owners of their common shares with an efficient way to sell their common shares without incurring brokerage fees or commissions associated with open market sales. Where common shares are tendered by the registered owner of those common shares directly to the Receiving Agent, the sale of those common shares in the Offer will permit the tendering common shareholder to avoid the usual transaction costs associated with open market transactions.

However, common shareholders who hold common shares through nominees are urged to consult their nominees to determine whether transaction costs may apply.

Certain Effects of the Offer

Common shareholders who do not tender their common shares in the Offer and common shareholders who otherwise retain an equity interest in the Company as a result of a partial tender of common shares will continue to be owners of the Company. If we complete the Offer, those common shareholders who do not tender their common shares in the Offer and who otherwise do not sell their common shares will realize an automatic increase in their relative ownership interest in the Company and also will bear the attendant risks associated with owning our equity securities. Common shareholders may be able to sell non-tendered common shares in the future at a net price significantly higher or lower than the Purchase Price pursuant to the Offer. We can give no assurance as to the price at which a common shareholder may be able to sell its common shares in the future.

The Offer will reduce the number of our common shareholders. The Company's executive officers and directors have informed us that they do not intend to tender common shares in the Offer. As a result, the Offer will increase the proportional holdings of our executive officers and our directors. After expiration or termination of the Offer, our directors and executive officers may sell their common shares subject to applicable law and applicable policies and practices of the Company, from time to time in open market transactions at prices that may be more or less favorable than the Purchase Price to be paid to holders of our common shares pursuant to the Offer. See Section 10.

Each outstanding common share is entitled to one vote with respect to each matter to be voted on at the Company's annual meeting or special meetings, and holders of common shares vote together as a single class with respect to all matters submitted to a vote of common shareholders. The completion of the Offer will not result in a change of control of the Company.

Common shares we acquire pursuant to the Offer will be retained as treasury common shares by us (unless and until our Board of Directors determines to retire or reissue such common shares). We have no current plans or intent for the reissuance of common shares purchased pursuant to the Offer but reserve the right to do so without notice.

The accounting for the purchase of common shares pursuant to the Offer will result in a reduction of our common shareholders' equity in an amount equal to the aggregate purchase price of the common shares we purchase plus the fees and estimated excise taxes due related to the Offer and a corresponding reduction in total cash.

Plans and Proposals

While we have no definitive plans or proposals regarding any of the foregoing as of the date of this Offer to Purchase (except as in the documents incorporated by reference herein or as disclosed in this Offer to Purchase, including this Section 2), our management continually assesses and reassesses options for returning value to our common shareholders, including through dividends, possible acquisitions, divestitures, joint ventures, restructurings, and other extraordinary corporate transactions and other matters. We reserve the right to change our plans and intentions at any time after the date of this Offer to Purchase, subject to our obligation to update this Offer to Purchase to reflect material changes in the information contained herein. Common shareholders tendering common shares in the Offer may run the risk of foregoing the benefit of any appreciation in the market price of the common shares resulting from such potential future events.

3. Procedures for Tendering Shares

Proper Tender of Shares and/or Depository Interests

Certificated Form

To tender your common shares held in certificated form you must complete the Tender Form. The completed Tender Form should be sent by post to the Receiving Agent at its address set forth on Schedule I of this Offer to Purchase. The certificates for such common shares, together with a properly completed and duly executed Tender Form, must be received no later than 1 P.M. on the Expiration Date. Beneficial owners should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadlines for participation in the Offer on their behalf. Accordingly, beneficial owners wishing to participate in the Offer should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the times by which such owner must take action in order to participate in the Offer.

Depository Interests and/or Uncertificated Form (In CREST)

If you hold common shares in uncertificated form (that is, in CREST) or you are the holder of Depository Interests you may tender such common shares and/or Depository Interests by submitting a TTE Instruction in accordance with the procedure set out below and, if those common shares and/or Depository Interests are held under different member account IDs, you should send a separate TTE Instruction for each member account ID.

To tender common shares in uncertificated form and/or Depository Interests you should not submit a Tender Form but you should take (or procure the taking of) the action set out below to transfer (by means of a TTE Instruction) the number of shares which you wish to tender under the Offer to the appropriate escrow account, specifying the Receiving Agent (in its capacity as a CREST participant under the relevant participant ID(s) and member account ID(s) referred to below), as the escrow agent (the "**Escrow Agent**"), as soon as possible and in any event so that the TTE Instruction settles by no later than 1 P.M. on the Expiration Date. Please note that settlement cannot take place on weekends or bank holidays (or other times at which the CREST system is non-operational) and you should therefore ensure you time the input of any TTE Instructions accordingly.

The Input and settlement of a TTE Instruction in accordance with this section shall constitute an offer to sell the number of common shares and/or Depository Interests at the Purchase Price, by transferring such common shares and/or Depository Interests to the relevant escrow account as detailed below (an “**Electronic Tender**”). Such instructions shall be considered irrevocable.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your Participant ID and the Member account ID under which your common shares and/or Depository Interests are held. In addition, only your CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to your common shares and/or Depository Interests.

Acceptance of the Offer (in CREST)

If you wish to accept the Offer for your entire holding or only part of your holding and your common shares and/or Depository Interests are held in uncertificated form, you should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear in respect of the number of common shares and/or Depository Interests you wish to tender, which must be properly authenticated in accordance with Euroclear’s specifications and which must contain, in addition to the other information that is required for a TTE Instruction to settle in CREST, the following details:

- the number of common shares and/or Depository Interests to be transferred to an escrow balance;
- your Member account ID;
- your Participant ID;
- the Participant ID of the escrow agent, in its capacity as a CREST receiving agent. This is: RA10;
- the Member account ID of the escrow agent. This is: 22275;
- the ISIN number for the Offer. This is: US74772E1001;
- the standard TTE Instruction of priority 80;
- a contact name and telephone number to be inserted in the shared note field;
- the Corporate Action Number of the Tender Offer, which is allocated by CREST and which will be available on screen from Euroclear; and
- the intended settlement date for the transfer to escrow. This should be as soon as possible and in any event no later than 1.00pm (UK GMT) on the 15th February 2024.

After settlement of a TTE Instruction, you will not be able to access the associated Depository Interests within CREST for any transaction or charging purposes until completion or lapsing of the Offer. If the Offer becomes unconditional and the relevant tender is accepted, the Escrow Agent will transfer the common shares to the Company for cancellation or to be held in treasury.

Withdrawals of Electronic Tenders are not permitted once submitted.

Shareholders holding their common shares through a broker, dealer, commercial bank, trust company or other nominee must contact the nominee in order to tender their common shares. Common shareholders who hold common shares through nominees are urged to consult their nominees to determine whether transaction costs may apply if common shareholders tender common shares through the nominees and not directly to the Receiving Agent.

All deliveries in connection with the Offer, including a Tender Form and certificates for common shares, must be made to the Receiving Agent and not to us. ANY DOCUMENTS DELIVERED TO US WILL NOT BE FORWARDED TO THE RECEIVING AGENT AND WILL NOT BE DEEMED TO BE PROPERLY TENDERED.

A Non-U.S. Holder must furnish to the Receiving Agent a properly executed IRS Form W-8BEN, IRS Form W-8BEN-E, IRS Form W8IMY (for DI CREST members), and Form S302 Certification (or applicable successor form). For avoidance of doubt, any previously submitted taxation forms prior to the date of this document, cannot be relied upon for this event and will not be utilised. Kindly note that the neither the Receiving Agent nor Quarto Group are able to assist with the completion of such tax forms, and cannot offer tax advice. Shareholders are therefore urged to seek assistance from a relevant US taxation expert prior to completion of the above forms. Please consult your own tax advisor with respect to how such Forms should be completed in light of your own personal circumstances.

Letter of Indemnity for Lost Share Certificates

If your share certificate(s) and/or other document(s) of title is/are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent, not later than 1 February 2024, together with any share certificate(s) and/or documents(s) of title that

you may have available with a note of explanation stating that you have lost one or more of your share certificate(s) and/or other document(s) of title. In respect of those common shares for which your share certificate(s) is/are lost, you should complete a letter of indemnity, which can be obtained by contacting the Receiving Agent by telephone on the helpline number below. This indemnity should be returned as described above so as to be received not later than 1.00pm on the 15th February 2024. Do not wait to receive your letter of indemnity before submitting your Tender Form. The Directors reserve the right to accept a tender of common shares in respect of which neither share certificate(s) nor a letter of indemnity have been received. Where you have returned a letter of indemnity in respect of unavailable share certificate(s) and you subsequently find or obtain the relevant share certificate(s), you should immediately send the share certificate(s) by post or (during normal business hours only) by hand to the Receiving Agent, as described above. If a shareholder does not deliver their share certificate(s) by 1.00 P.M. on 15 February 2024, the Company may deem (in its absolute discretion) that such shareholder has only tendered the number of common shares in respect of which share certificate(s) have been received.

Return of Unpurchased Common Shares

If any properly tendered common shares are not purchased pursuant to the Offer before the Expiration Date upon the terms and subject to the conditions of the Offer, or if less than all common shares evidenced by a common shareholder's certificate(s) are tendered, the common shares will be credited to the appropriate account maintained by the tendering common shareholder, in each case without expense to the common shareholder.

Determination of Validity; Rejection of Common Shares; Waiver of Defects; No Obligation to Give Notice of Defects

All questions as to the number of common shares to be accepted, the Purchase Price to be paid for common shares to be accepted and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of common shares will be determined by us, in our sole discretion, and our determination will be final and binding on all parties absent a finding to the contrary by a court of competent jurisdiction. We reserve the absolute right to reject any or all tenders of any common shares that we determine are not in proper form or the acceptance for payment of or payment for which may, in the opinion of our counsel, be unlawful. We also reserve the absolute right to waive any of the conditions of the Offer on or prior to the Expiration Date, or any defect or irregularity in any tender with respect to any particular common shares or any particular common shareholder (whether or not we waive similar defects or irregularities in the case of other common shareholders), and our interpretation of the terms of the Offer will be final and binding on all parties absent a finding to the contrary by a court of competent jurisdiction. In the event a condition is waived with respect to any particular common shareholder, the same condition will be waived with respect to all common shareholders. No tender of common shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering common shareholder or waived by us. We will not be liable for failure to waive any condition of the Offer, or any defect or irregularity in any tender of common shares. None of the Company, the Receiving Agent or any other person will be obligated to give notice of any defects or irregularities in tenders, nor will any of the foregoing incur any liability for failure to give any such notification.

Any certificates delivered to us will not be forwarded to the Receiving Agent and will not be deemed to be properly tendered.

U.S. Tax Forms and Certificates

Regardless of how you participate in the Offer, in order to have properly tendered any common shares pursuant to the Offer, you must return to the Receiving Agent properly completed and executed copies of: (i) an IRS Form W-9 and a Form s302, if you are a U.S. person; or (ii) one or more IRS Forms W-8BEN, IRS Forms W-8BEN-E, IRS Form W8IMY (for DI CREST members) or other applicable IRS Forms W-8 and a Form s302. For these purposes, a "U.S. person" is any beneficial owner of Common Shares being tendered pursuant hereto that is (a) an individual citizen or resident alien of the United States as determined for U.S. federal income tax purposes; (b) a corporation (including an entity taxable as a corporation) created or organized in or under the laws of the United States or any state in the United States or the District of Columbia or otherwise classified as a U.S. domestic corporation for U.S. federal income tax purposes; (c) an estate the income of which is subject to United States federal income tax regardless of its source; (d) a trust if: (i) a court within the United States is able to exercise primary jurisdiction over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (ii) that has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person; or a partnership, limited liability company or other entity classified as a partnership for United States federal income tax purposes that is created or organized in or under the laws of the United States or any state in the United States or the District of Columbia. An IRS Form W-9, W-8BEN and a Form s302 is attached hereto. Other IRS Forms are available at www.irs.gov.

For the avoidance of doubt, any previously submitted taxation forms prior to the date of this document, cannot be relied upon for this event and will not be utilised. New taxation forms should be provided to the Receiving Agent, alongside your Tender instruction, be this physically or electronically by CREST. The forms should be completed at a Registered Shareholder level, which is to confirm, the registered name or entity name present upon the relevant register operated by the Registrar, Link Group.

Kindly note that neither the Receiving Agent nor Quarto Group are able to assist with the completion of such tax forms, and cannot offer tax advice. Shareholders are therefore urged to seek assistance from a relevant US taxation expert prior to completion of the above forms. Please consult your own tax advisor with respect to how such Forms should be completed in light of your own personal circumstances.

4. Purchase of Common Shares and Payment of Purchase Price

Upon the terms and subject to the conditions of the Offer, promptly following the Expiration Date, we will:

- pay up to £16,915,161 in aggregate purchase price of common shares (or such greater number as we may elect to purchase, subject to applicable law).

For purposes of the Offer, we will be deemed to have accepted for payment (and therefore be deemed to have purchased) common shares that are properly tendered at the Purchase Price only when, as and if we give oral or written notice to the Receiving Agent of our acceptance of the common shares for payment pursuant to the Offer.

Upon the terms and subject to the conditions of the Offer, we will accept for payment and pay the Purchase Price per Common share for all of the common shares accepted for payment in accordance with the Offer promptly after the Expiration Date. In all cases, payment for common shares properly tendered and accepted for payment in accordance with the Offer will be made promptly but only after:

- timely receipt by the Receiving Agent of a properly completed and duly executed Tender Form and any other documents required; or
- timely settlement of a TTE Instruction in accordance with the procedures set out in Section 3.

We will pay for common shares purchased pursuant to the Offer by depositing the aggregate purchase price for the common shares with the Receiving Agent, which will act as agent for tendering common shareholders for the purpose of receiving payment from us and transmitting payment to the tendering common shareholders.

Under no circumstances will interest be paid on the Purchase Price for the common shares, regardless of any delay in making payment. In addition, if certain events occur, we may not be obligated to purchase common shares pursuant to the Offer. See Section 6.

We will pay all common share transfer taxes, if any, payable on the transfer to us of common shares purchased pursuant to the Offer; provided, however, that if payment of the Purchase Price is to be made to, or (in the circumstances permitted by the Offer) if unpurchased common shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Tender Form, the amount of all common share transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to that person are the responsibility of the common shareholder and evidence satisfactory to us of the payment of the common share transfer taxes, or exemption from payment of the common share transfer taxes, may need to be submitted. See Instruction 6 of the Tender Form.

5. [Reserved]

6. Conditions of the Offer

Notwithstanding any other provision of the Offer, we will not be required to accept for payment, purchase or pay for any common shares tendered, and we may terminate or amend the Offer or may postpone the acceptance for payment of or the payment for common shares tendered, subject to Rule 13e-4(f)(5) under the Exchange Act, which requires that we must pay the consideration offered or return the common shares tendered promptly after termination or withdrawal of the Offer, if, at any time on or after the commencement of the Offer and prior to the Expiration Date, any of the following events have occurred (or are determined by us to have occurred) that, in our reasonable judgment and regardless of the circumstances giving rise to the event or events (other than any deliberate action or inaction by the Company), makes it inadvisable to proceed with the Offer or with acceptance for payment or payment for the common shares in the Offer:

- there has been any action threatened, pending or taken, including any settlement, or any approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, invoked, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the Offer or us or any of our subsidiaries, including any settlement, by any court, government or governmental, regulatory or administrative authority, agency or tribunal, domestic, foreign or supranational, that, in our reasonable judgment, seeks to or could directly or indirectly:

- make illegal, or delay or otherwise restrain, prohibit or otherwise materially affect the consummation of the Offer, the acquisition of some or all of the common shares pursuant to the Offer;
- make the acceptance for payment of, or payment for, some or all of the common shares illegal or otherwise restrict or prohibit consummation of the Offer;
- delay or restrict our ability, or render us unable, to accept for payment or pay for some or all of the common shares to be purchased pursuant to the Offer;
- materially and adversely affect our or our subsidiaries' business, condition (financial or otherwise), income, operations or prospects, taken as a whole, or otherwise materially impair our ability to purchase some or all of the common shares pursuant to the Offer;
- there has occurred any of the following:
 - any general suspension of trading in securities on any United States national securities exchange or in the over-the-counter market;
 - the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States, whether or not mandatory;
 - the commencement of a war, armed hostilities or other similar national or international calamity, including, but not limited to, an act of terrorism, directly or indirectly involving the United States, on or after November 10, 2023 that is reasonably likely to materially and adversely affect the Company's business or the common shares or the Company's ability to complete the Offer;
 - any material escalation of any war or armed hostilities which had commenced prior to the expiration date;
 - any limitation, whether or not mandatory, by any governmental, regulatory or administrative agency or authority on, or any event that, in our reasonable judgment, could materially affect, the extension of credit by banks or other lending institutions in the United States;
 - any change in the general political, market, economic or financial conditions, domestically or internationally, that is reasonably likely to materially and adversely affect our business or the trading in the common shares;
 - in the case of any of the foregoing existing at the time of the commencement of the Offer, a material acceleration or worsening thereof; or
 - a tender or exchange offer for any or all of the common shares (other than the Offer), or any material merger, acquisition, business combination or other similar transaction with or involving us or any subsidiary, has been proposed, announced or made by any person or has been publicly disclosed;
- we learn that:
 - any change in law or in the official interpretation or administration of law, or relevant position or policy of a governmental authority with respect to any laws, applicable to the Offer;
 - any person, entity or group has filed a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, reflecting an intent to acquire us or any of the common shares, or has made a public announcement reflecting an intent to acquire us or any of our subsidiaries or any of our or their respective assets or securities;
 - any change or changes have occurred or are threatened in our or our subsidiaries' business, condition (financial or otherwise), properties, assets, income, operations or prospects that, in our reasonable judgment, has or could have a material adverse effect on us or any of our subsidiaries or that could materially adversely affect the benefits of the Offer to us; or
 - any approval, permit, authorization, favorable review or consent of any governmental entity required to be obtained in connection with the Offer shall not have been obtained on terms satisfactory to us in our reasonable discretion.

If any of the conditions referred to above is not satisfied, we may:

- terminate the Offer and return all tendered common shares to the tendering common shareholders;
- extend the Offer and retain all of the tendered common shares until the expiration of the Offer as so extended; or
- waive the condition and, subject to any requirement to extend the period of time during which the Offer is open, purchase all of the common shares properly tendered prior to the Expiration Date.

Each of the conditions referred to above is for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any such condition (other than any deliberate action or inaction by the Company) and may be waived, in whole or in part, prior to the Expiration Date.

Our failure to exercise any of the foregoing rights will not be deemed a waiver of any right, and each such right will be deemed an ongoing right that may be asserted by us until the Offer shall have expired or been terminated. If any event referred to above has occurred that causes a condition not to be satisfied, and if we decide to waive such condition and continue with the Offer, or to terminate the Offer, we will promptly disclose such decision. However, once the Offer has expired, then all of the conditions to the Offer must have been satisfied or waived. In certain circumstances, if we waive any of the conditions described above, we may be required to extend the Expiration Date. See Section 13.

7. Price Range of Common Stock; Dividends

The subsections set forth, for the fiscal years indicated, the high and low composite of common stock prices and the cash dividends declared:

Fiscal Year 2021 (year ended December 31, 2021)

During the year the market price of the shares of common stock ranged between 58.5p and 116.5p. The mid-market price on December 31, 2021 was 112.5p.

No dividends were declared in this year.

Fiscal Year 2022 (year ended December 31, 2022)

During the year the market price of the shares of common stock ranged between 105.8p and 178p. The mid-market price on December 31, 2022 was 118p.

No dividends were declared in this year.

Common shareholders are urged to obtain current market quotations for the common shares.

8. Source and Amount of Funds

Assuming the Offer is fully subscribed we expect that the aggregate cost of this purchase to be approximately £16,915,161 (not including fees and expenses applicable to the offer). We plan to fund any purchase of common shares pursuant to the Offer, including the related fees and expenses, through our existing cash reserve on our balance sheet. The Offer is not conditional on the Company entering into any financing arrangements or obtaining any financing, and we currently do not have any alternative financing plans.

9. Certain Information Concerning Us

General

We create a wide variety of books and intellectual property products, with a mission to inspire life's experiences. Produced in many formats for adults, children and the whole family, our products are visually appealing, information rich and stimulating.

We encompass a diverse portfolio of imprints and businesses that are creatively independent and expert in developing long-lasting content across specific niches of interest.

We sell and distribute products globally in over 50 countries and 40 languages, through a variety of sales channels, partnerships and routes to market.

The group was founded in London in 1976. Our principal executive offices are located at 1 Triptych Place, Second Floor, London, SE1 9SH, United Kingdom. The telephone number for the Company's principal executive offices is +44 (0)2077 009 000.

10. Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares

Our directors and executive officers are entitled to participate in the Offer on the same basis as all other common shareholders. However, all our directors and executive officers have advised us that they do not intend to tender any of their common shares. Assuming the completion of the Offer, the relative ownership interest of our directors and executive officers in the Company will increase. Our directors and executive officers may, subject to applicable law and applicable policies of the Company, sell their common shares from time to time in open-market and/or other transactions at prices that may be more or less favorable than the Purchase Price to be paid to our common shareholders pursuant to the Offer.

A list of our directors and executive officers as of December 31, 2022, is attached to this Offer to Purchase as Schedule I.

Directors' Shareholdings

The following tables set forth information with respect to the ownership of our common shares as of December 31, 2022 by:

- each of our named executive officers; and
- each of our non-executive directors.

Except as otherwise noted, the address of each person listed in the tables below is 1 Triptych Place, Second Floor, London, SE1 9SH, United Kingdom.

The share interests of the Directors who held office during the year ended December 31, 2022 and of their connected persons in the share capital of the Company are shown below:

	Number of Share Options of Common Stock		Number of US\$0.10 shares of common stock	
	December 1, 2022	December 1, 2021	December 1, 2022	December 1, 2021
Executive Directors				
C.K. Lau	\$ —	\$ —	\$ 20,473,006	\$ 16,859,569
Alison Goff	—	—	—	—

During the year the market price of the shares of common stock ranged between 108.5p and 178p. The mid-market price on 31 December 2022 was 118p.

	Number of US\$0.10 shares of common stock	
	December 1, 2022	December 1, 2021
Non-Executive Directors		
Andy Cumming	\$ —	\$ —
Mei Lan Lam	\$ —	\$ —
Jane Moriarty	\$ —	\$ —
Andrea Giunti Lombardo	\$ 9,134,320	\$ 8,177,820
Ken Fund	\$ 24,000	\$ 24,000

No Director receives, or has an entitlement to receive, shares in the Company as part of his or her remuneration. A 50% appreciation in the Company's share price would have no impact on a Director's remuneration.

Single Total Figure of Remuneration (Audited)

The table below sets out a single figure for the total remuneration received (or receivable) by each Director for the year ended December 31, 2022 and the prior year. These amounts are shown in the reporting currency, although the payments that were settled through the UK were paid in Sterling. The exchange rates used in 2022 and 2021 were 1.2375 and 1.3741, respectively.

Director	Year	Fees	Benefits	Bonus incentives	Pension	office	Total remuneration	remuneration
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Executive Directors*								
Alison Goff	2022	349	7	—	—	27	—	383
								383
								—

	2021	—	—	—	—	—	—	—	—	—
C.K. Lau	2022	—	—	—	—	—	—	—	—	—
	2021	—	—	—	—	—	—	—	—	—
Ken Fund	2022	—	8	—	—	14	144	166	22	—
	2021	318	18	—	281	20	29	666	356	281

Director	Year	Fees	Benefits	Bonus incentives	Pension	office	Total remuneration	remuneration		
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Non—Executive Directors*										
Andy Cumming	2022	89	—	12	—	—	—	101	89	12
	2021	99	—	—	—	—	—	99	99	—
Mei Lan Lam	2022	—	—	—	—	—	—	—	—	—
	2021	—	—	—	—	—	—	—	—	—
Jane Moriarty	2022	62	—	12	—	—	—	74	62	12
	2021	69	—	—	—	—	—	69	69	—
Ken Fund	2022	85	—	—	—	—	—	85	85	—
	2021	3	—	—	—	—	—	3	3	—
Andrea Lombardo Giunti	2022	43	—	—	—	—	—	43	43	—
	2021	49	—	—	—	—	—	49	49	—

* For period as a Director/Non-Executive Director.

Benefits comprise private medical insurance contributions.

Annual bonus for performance over the relevant financial year.

Ken Fund joined as Group CEO on 2 January 2022 and was appointed to the Board from 1 June 2022. Remuneration shown refers to all of 2022.

Ken Fund became a Non-Executive Director in December 2021. Reference to Benefits (viz. healthcare), Pension, and Payment for loss of office payments made in 2022 relate to residual payments made in relation to early termination of Ken Fund's role as Group COO in 2021. The incentive award payment made in 2022 relates to a long-term retention award granted in 2020.

In 2022 Ken Fund received \$40,000 non-executive director's fee plus \$45,000 in consulting fees in relation to the disposal of SmartLab.

Employment Agreements with Named Executive Officers

During the year 2022, C.K. Lau, appointed on May 17, 2018, received \$nil, in accordance with his service contract.

During the year 2022, Alison Goff, appointed to the Board on June 1, 2022, received \$349,387 from January 2022 in accordance with her service contract.

Stock Options

Share options were granted to Ken Fund on April 19, 2016 (49,692 shares) and April 28, 2017 (25,496 shares). In both cases the options did not vest. No other Director has been granted share options and there are no current share option schemes.

11. Certain Legal Matters; Regulatory Approvals

We are not aware of any license or regulatory permit that is reasonably likely to be material to our business that might be adversely affected by our acquisition of common shares as contemplated in the Offer or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic, foreign or supranational, that would be required for our acquisition or ownership of common shares as contemplated by the Offer. Should any approval or other action be required, we presently contemplate that we will seek that approval or other action, but we have no current intention to delay the purchase of common shares tendered pursuant to the Offer pending the outcome of any such matter, subject to our right to decline to purchase common shares if any of the conditions in Section 6 have occurred or are deemed by us to have occurred or have not been waived. We cannot predict whether we would be required to delay the acceptance for payment of or payment for common shares tendered pursuant to the Offer pending the outcome of any such matter. We cannot assure you that any approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or that the failure to obtain the approval or other action might not

result in adverse consequences to our business and financial condition. If certain types of adverse actions are taken with respect to the matters discussed above, or certain approvals, consents, licenses or permits identified above are not obtained, we can decline to accept for payment or pay for any common shares tendered. See Section 6.

12. Certain United States Federal Income Tax Consequences

The following discussion is a summary of certain U.S. federal income tax consequences of participating in the Offer for “U.S. Holders” or “Non-U.S. Holders” (each as defined below). This discussion is based upon the provisions of the Internal Revenue Code of 1986, as amended (the “**Code**”), Treasury regulations (whether final, temporary, or proposed) promulgated thereunder, administrative rulings and judicial decisions, all as of the date hereof, which are subject to change, potentially with retroactive effect. Except as provided herein, this summary does not discuss the potential effects, whether adverse or beneficial, of any proposed legislation that, if enacted, could be applied on a retroactive or prospective basis. This discussion is not binding on the United States Internal Revenue Service (“**IRS**”). We have not sought any ruling from the IRS or legal opinion from legal counsel with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS or U.S. courts will agree with such statements and conclusions. This summary is not binding on the IRS, and the IRS is not precluded from taking a position that is different from, or contrary to, the positions taken in this summary. In addition, because the authorities on which this summary is based are subject to various interpretations, the IRS and the U.S. courts could disagree with one or more of the conclusions described in this summary.

This discussion is for general information purposes only and does not purport to be a complete analysis or listing of all potential U.S. federal income tax considerations that may apply to a shareholder’s particular facts or circumstances or to shareholders (including, without limitation, specific tax consequences to a Non-U.S. Holder under an applicable income tax treaty) that may be subject to special tax rules, including, without limitation:

- insurance companies;
- tax-exempt organizations;
- underwriters, broker-dealers, brokers, dealers or traders in securities or currencies;
- traders in securities that make mark-to-market elections with respect to their securities holdings;
- banks or other financial institutions;
- real estate investment trusts;
- regulated investment companies;
- retirement plans or individual retirement accounts or other tax-deferred accounts;
- persons that hold common shares other than as a capital asset within the meaning of Section 1221 of the Code;
- persons subject to the alternative minimum tax;
- “controlled foreign corporations,” “passive foreign investment companies,” and corporations that accumulate earnings to avoid U.S. federal income tax (and shareholders therein);
- “qualified foreign pension funds” as defined in Section 897(1)(2) of the Code and entities all of the interests of which are held by qualified foreign pension funds;
- grantor trusts;
- U.S. Holders whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- Non-U.S. Holders that are corporations organized outside the United States that are nonetheless treated as U.S. domestic corporations or surrogate foreign corporations for U.S. federal income tax purposes;
- “S” corporations, partnerships or other pass-through entities and investors in such entities;
- employee benefit plans;
- U.S. expatriates or former citizens or residents of the United States;

- U.S. Holders who hold the common shares in connection with a trade or business, permanent establishment, or fixed base outside the United States;
- personal holding companies;
- persons that hold or have held (directly, indirectly or constructively) more than 5% of our common shares;
- persons that hold common shares as part of a hedge, straddle, conversion, constructive sale or other integrated transaction;
- persons for whom the sale of common shares pursuant to the Offer would constitute a “wash sale” for U.S. federal income tax purposes;
- directors, employees, former employees or other persons who received our common shares pursuant to the exercise of any employee stock option or otherwise as compensation; or
- persons subject to special tax accounting rules with respect to the common shares.

Accordingly, this summary is not intended to be, and should not be construed as, legal or U.S. federal income tax advice with respect to any particular U.S. Holder or Non-U.S. Holder. In addition, this discussion does not address any tax consequences arising from the U.S. federal net investment income tax, the U.S. federal alternative minimum tax, the U.S. federal estate and gift tax, U.S. state and local taxes, non-U.S. taxes, or the sale of common shares acquired pursuant to any employee benefit plans or otherwise as compensation for services. Each shareholder considering participation in the Offer should consult its own tax advisor regarding the U.S. federal income, U.S. federal alternative minimum, U.S. federal net investment income, U.S. federal estate and gift, U.S. state and local, and non-U.S. tax consequences relating to participating in the Offer. This summary assumes that common shareholders hold the common shares as “capital assets” for U.S. federal income tax purposes within the meaning of Section 1221 of the Code (generally, property held for investment). In addition, except as specifically set forth below, this summary does not discuss applicable income tax reporting requirements.

This summary also does not address the tax consequences of transactions effectuated before, after, or concurrently with the Offer (whether or not any such transactions are consummated in connection with the Offer), including, without limitation, any transaction in which common shares are involved, or the tax consequences to holders of any other interest in the Company, including options or similar rights to acquire common shares.

In addition, this discussion does not address the tax treatment of partnerships or other entities or arrangements that are pass-through entities for U.S. federal income tax purposes or persons that hold common shares through partnerships or other pass-through entities or arrangements. Accordingly, partnerships or other pass-through entities or arrangements that hold common shares and partners in or owners of such partnerships or pass-through entities or arrangements should consult their tax advisors.

As used herein, the term “**U.S. Holder**” means a beneficial owner of common shares that is for U.S. federal income tax purposes:

- an individual who is a citizen or resident of the United States;
- a corporation, or any other entity taxable as a corporation for U.S. federal income tax purposes, created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;
- an estate, the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust that (1) is subject to the primary supervision of a court within the U.S. and the control of one or more U.S. persons for all substantial decisions or (2) has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

As used herein, a “**Non-U.S. Holder**” is a beneficial holder of common shares (other than a partnership or any other entity or arrangement that is treated as a pass-through entity for U.S. federal income tax purposes) that is not a U.S. Holder.

Shareholders considering participating in the Offer are urged to consult their own tax advisors regarding the particular tax consequences to them of participating in the Offer, including the applicability and effects of U.S. federal estate or gift tax rules or the laws of any U.S. state or local or any non-U.S. or other taxing jurisdiction or any applicable tax treaty.

Non-Tendering Common shareholders

The Offer generally should not result in any direct U.S. federal income tax consequences to common shareholders that do not tender any common shares in the Offer.

Tender of Common Shares by U.S. Holders Pursuant to the Offer

Characterization of the Purchase—Distribution vs. Sale Treatment. The exchange of common shares for cash pursuant to the Offer will be a taxable transaction for U.S. federal income tax purposes. A U.S. Holder that participates in the Offer will, depending on such U.S. Holder's particular circumstances, be treated as either as recognizing gain or loss from the disposition of the common shares or as receiving a distribution from us as described in more detail below.

Under the stock redemption rules of Section 302 of the Code, a U.S. Holder will recognize gain or loss on an exchange of common shares for cash pursuant to the Offer if the exchange: (a) results in a "complete termination" of all such U.S. Holder's equity interest in the Company, (b) results in a "substantially disproportionate" redemption with respect to such U.S. Holder, or (c) is "not essentially equivalent to a dividend" with respect to the U.S. Holder (together, the "**Section 302 tests**").

In applying the Section 302 tests, a U.S. Holder must take into account stock that such U.S. Holder actually owns as well as stock the U.S. Holder constructively owns, directly or indirectly, under certain attribution rules set forth in Section 318 of the Code, pursuant to which the U.S. Holder will be treated as owning common shares owned by certain family members (except that in the case of a "complete termination" a U.S. Holder may waive, under certain circumstances, attribution from family members) and related entities and common shares that the U.S. Holder has the right to acquire by exercise of an option or conversion of certain convertible securities. U.S. Holders should consult their own tax advisors with respect to the operation of these constructive ownership rules.

An exchange of common shares for cash generally will result in a "complete termination" with respect to a U.S. Holder if either (a) all of the common shares actually and constructively owned by the U.S. Holder are exchanged for cash pursuant to the Offer or (b) all of the common shares actually owned by the U.S. Holder are exchanged for cash pursuant to the Offer and the U.S. Holder is eligible to waive, and effectively waives, the attribution of all common shares constructively owned by the U.S. Holder in accordance with the procedures described in Section 302(c)(2) of the Code. Generally, a U.S. Holder can only waive attribution of common shares owned by certain family members. A U.S. Holder may also satisfy the "complete termination" test if, in the same transaction, some of its common shares are exchanged for cash pursuant to the Offer and all of the remainder of its common shares are sold or otherwise transferred to a third party so that after the transaction the U.S. Holder no longer owns (actually or constructively) any common shares. U.S. Holders wishing to satisfy the "complete termination" test through waiver of attribution in accordance with the procedures described in Section 302(c)(2) of the Code should consult their own tax advisors concerning the mechanics and desirability of such a waiver.

An exchange of common shares for cash will generally be a "substantially disproportionate" redemption with respect to a U.S. Holder if, among other things, (i) the percentage of voting stock owned (directly and by attribution) by such U.S. Holder in the Company immediately after the exchange (and other exchanges made pursuant to the Offer) is less than 80% of the same percentage owned (directly and by attribution) by such U.S. Holder in the Company immediately before the exchange (and other exchanges made pursuant to the Offer), (ii) the percentage of the then-outstanding common stock (voting or nonvoting) owned (directly and by attribution) by such U.S. Holder in the Company immediately after the exchange (and other exchanges made pursuant to the Offer) is less than 80% of the same percentage owned (directly and by attribution) by such U.S. Holder in the Company immediately before the exchange (and other exchanges made pursuant to the Offer), and (iii) such U.S. Holder owns (directly and by attribution) less than 50% of our total combined voting power. U.S. Holders are urged to consult their tax advisors regarding the application of the "substantially disproportionate" test in their particular circumstances.

If an exchange of common shares for cash fails to satisfy the "complete termination" and "substantially disproportionate" tests, the U.S. Holder nonetheless may satisfy the "not essentially equivalent to a dividend" test. An exchange of common shares for cash will generally satisfy the "not essentially equivalent to a dividend" test if it results in a "meaningful reduction" of the U.S. Holder's equity interest in the Company given the U.S. Holder's particular facts and circumstances. U.S. Holders are urged to consult their own tax advisors regarding the application of the Section 302 tests in their particular circumstances.

We cannot predict whether any particular U.S. Holder will be subject to sale or exchange treatment, on the one hand, or distribution treatment, on the other hand. Contemporaneous dispositions or acquisitions of common shares (pursuant to the Offer or otherwise, including market sales and purchases) by a U.S. Holder or related individuals or entities may be deemed to be part of a single integrated transaction and may be taken into account in determining whether the Section 302 tests have been satisfied. A tendering U.S. Holder may choose to submit a "conditional tender" under the procedures described in Section 5, which allows the U.S. Holder to tender common shares subject to the condition that a specified minimum number of the U.S. Holder's common shares must be purchased by us if any such common shares so tendered are purchased. Further, if other common shareholders sell a greater percentage of their common shares pursuant to the Offer than a particular U.S. Holder, the U.S. Holder's proportionate interest in the Company may increase immediately following the Offer even if that U.S. Holder sells common shares for cash pursuant to the Offer and does not (actually or constructively) acquire any other common stock of the Company, and such increase would cause the U.S. Holder not to meet any of the Section 302 tests.

Sale or Exchange Treatment. If a U.S. Holder is treated under the Section 302 tests as recognizing gain or loss from the “sale or exchange” of the common shares for cash, such gain or loss will be equal to the difference, if any, between the amount of cash received (without reduction for any applicable withholding taxes, as discussed below) and such U.S. Holder’s tax basis in the common shares exchanged therefor. Generally, a U.S. Holder’s tax basis in the common shares will be equal to the cost of the common shares to the U.S. Holder reduced (but not below zero) by any previous returns of capital. Any gain or loss will be capital gain or loss and will be long-term capital gain or loss if the holding period of the common shares exceeds one (1) year as of the date of the exchange. Long-term capital gain is currently subject to a preferential tax rate of tax for non-corporate U.S. Holders (including individuals). The deductibility of capital losses is subject to limitations. A U.S. Holder must calculate gain or loss separately for each block of common shares (generally, common shares acquired at the same cost in a single transaction). A U.S. Holder may be able to designate which blocks of common shares it wishes to tender in the Offer and the order in which different blocks will be purchased in the event that less than all of its common shares are accepted for purchase. U.S. Holders that own separate blocks of common shares should consult their own tax advisor with respect to these rules.

Distribution Treatment. If a U.S. Holder is not treated under the Section 302 tests as recognizing gain or loss from the “sale or exchange” of common shares for cash pursuant to the Offer, the entire amount of cash received by such U.S. Holder pursuant to the Offer will be treated as a distribution by the Company with respect to the U.S. Holder’s common shares. The amount of any distribution will be treated as a dividend to the extent of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles) allocable to such common shares. Distributions in excess of our current and accumulated earnings and profits will be treated first as a non-taxable return of capital, thereby reducing the U.S. Holder’s adjusted tax basis (but not below zero) in the common shares and thereafter as either long-term or short-term capital gain, as applicable. Any remaining tax basis in the common shares tendered will be transferred to any remaining common shares held by such U.S. Holder (and may be lost if the U.S. Holder does not retain any common shares after the Offer).

To the extent that cash received in exchange for common shares is treated as a dividend to a corporate U.S. Holder, (i) it generally will be eligible for a dividends-received deduction (subject to certain requirements and limitations) and (ii) it may be subject to the “extraordinary dividend” provisions of Section 1059 of the Code. Generally, an “extraordinary dividend” is a dividend with respect to a common share that is equal to or in excess of 10% of a common shareholder’s adjusted tax basis (or fair market value upon the common shareholder’s election) in such common share. In addition, extraordinary dividends include dividends received within a one-year period that, in the aggregate, exceed 20% of the common shareholder’s adjusted tax basis (or fair market value upon the common shareholder’s election). Corporate U.S. Holders should consult their own tax advisors concerning the availability of the dividends-received deduction and the application of the “extraordinary dividend” provisions of the Code in their particular circumstances.

The determination of whether a corporation has current or accumulated earnings or profits is complex and the legal standards to be applied are subject to uncertainties and ambiguities. Additionally, whether a corporation has current earnings and profits can be determined only at the end of the taxable year. Accordingly, if the sale of common shares pursuant to the Offer is treated as a distribution rather than a sale or exchange under Section 302 of the Code, the extent to which such sale will be treated as a dividend is unclear.

Tender of Common Shares by Non-U.S. Holders Pursuant to the Offer

Sale or Exchange Treatment. Subject to the discussion below under “—*Withholding for Non-U.S. Holders*,” if a Non-U.S. Holder’s sale of common shares for cash pursuant to the Offer is treated as a “sale or exchange” under the Section 302 tests described above under “*Tender of Common Shares by U.S. Holders Pursuant to the Offer—Characterization of the Purchase—Distribution vs. Sale Treatment*,” any gain realized by such Non-U.S. Holder on the sale generally will not be subject to U.S. federal income tax unless: (i) that gain is effectively connected with the conduct of a trade or business in the United States (and, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment) of the Non-U.S. Holder, (ii) the Non-U.S. Holder is a non-resident alien individual who is physically present in the United States for 183 days or more in the taxable year of that disposition, and certain other conditions are met, or (iii) we are or have been a “United States real property holding corporation” within the meaning of Section 897 of the Code (a “USRPHC”) at any time during the shorter of the five-year period ending on the date of exchange or the period that the Non-U.S. Holder held our common shares and certain other conditions are met; provided that as long as our shares of common stock are regularly traded on an established securities market as determined under applicable Treasury Regulations (the “**Regularly Traded Exception**”), a Non-U.S. Holder would not be subject to taxation on the gain on the sale of shares of common stock under this rule unless the Non-U.S. Holder has owned: (i) more than 5% of our shares of common stock at any time during such 5-year or shorter period; or (ii) aggregate equity securities issued by us with a fair market value on the date acquired in excess of 5% of the fair market value of our shares of common stock on such date (in any case, a “**5% Shareholder**”). In determining whether a Non-U.S. Holder is a 5% Shareholder, certain attribution rules apply in determining ownership for this purpose. We believe that we are not currently, and do not anticipate becoming in the future, a USRPHC for U.S. federal income tax purposes. However, we can provide no assurances that we are not currently, or will not become, a USRPHC, or if we are or become a USRPHC, that our shares of common stock will meet the Regularly Traded Exception at the time of the Offer. Non-U.S. Holders should consult with their own tax advisors regarding the consequences of the Offer to them if we are a USRPHC. If we are a USRPHC, a Non-U.S. Holder will be taxed as if any gain or

loss were effectively connected with the conduct of a trade or business as described below with respect to item (i) above in the event that (i) such holder is a 5% Shareholder, or (ii) the Regularly Traded Exception is not satisfied during the relevant period.

A Non-U.S. Holder described in clause (i) of the preceding paragraph will generally be required to pay U.S. federal income tax on the net gain derived from the disposition in the same manner as if such Non-U.S. Holder were a U.S. Holder, and if such Non-U.S. Holder is a foreign corporation, an additional branch profits tax at a rate equal to 30% (or such lower rate as may be specified by an applicable income tax treaty) may apply to any effectively connected earnings and profits, subject to certain adjustments. A Non-U.S. Holder described in clause (ii) of the preceding paragraph will generally be subject to U.S. federal income tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) on the gain derived from the disposition, which may be offset by U.S. source capital losses even though the Non-U.S. Holder is not considered a resident of the United States, provided the Non-U.S. Holder has timely filed U.S. federal income tax returns with respect to such losses.

Distribution Treatment. If a Non-U.S. Holder is not treated under the Section 302 tests as recognizing gain or loss on a “sale or exchange” of common shares for cash, the entire amount of cash received by such Non-U.S. Holder pursuant to the Offer (including any amount withheld, as discussed below) will be treated as a distribution by us with respect to the Non-U.S. Holder’s common shares. The treatment for U.S. federal income tax purposes of such distribution as a dividend, non-taxable return of capital, or gain from the sale or exchange of common shares will be determined in the manner described above under “*Tender of Common Shares by U.S. Holders Pursuant to the Offer — Distribution Treatment.*”

Except as described in the following paragraphs, to the extent that amounts received by the Non-U.S. Holder are treated as dividends, such dividends will be subject to U.S. federal withholding tax at a rate of 30% (or a lower rate specified in an applicable income tax treaty). As discussed below under “*—Withholding for Non-U.S. Holders,*” all payments made pursuant to the Offer to Non-U.S. Holders may be presumed to be dividends for withholding purposes. A Non-U.S. Holder who wishes to claim the benefit of a reduced rate of U.S. withholding tax under an applicable treaty for dividends that are not effectively connected with the conduct of a U.S. trade or business must furnish to the Receiving Agent a properly executed IRS Form W-8BEN, IRS Form W-8BEN-E, Form S302 Certification (or applicable successor form) certifying, under penalties of perjury, that such Non-U.S. Holder is not a U.S. person and such holder’s qualification for the reduced rate. Special certification and other requirements apply to certain Non-U.S. Holders that hold common shares through certain non-U.S. intermediaries or are pass-through entities rather than corporations or individuals. If a Non-U.S. Holder is eligible for a reduced rate of U.S. withholding tax pursuant to an applicable income tax treaty, such Non-U.S. Holder may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Non-U.S. Holders are urged to consult their tax advisors regarding their entitlement to, and the procedure for obtaining, benefits under an applicable income tax treaty.

Any amounts treated as dividends that are effectively connected with the conduct of a trade or business by the Non-U.S. Holder within the United States (and, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment) generally are not subject to U.S. federal withholding tax. Instead, unless an applicable income tax treaty provides otherwise, the Non-U.S. Holder generally will be subject to U.S. federal income tax on those dividends in the same manner applicable to U.S. Holders, described above. In addition, a Non-U.S. Holder that is a foreign corporation may be subject to a branch profits tax at a 30% rate (or a lower rate if so specified by an applicable income tax treaty) on any effectively connected earnings and profits, subject to certain adjustments. To claim the exemption from withholding for income that is effectively connected with a U.S. trade or business, the Non-U.S. Holder must furnish to the applicable withholding agent a properly executed IRS Form W-8ECI (or applicable successor form) certifying, under penalties of perjury, that such Non-U.S. Holder is not a U.S. person and the dividends are effectively connected with the Non-U.S. Holder’s conduct of a trade or business within the United States and includible in the Non-U.S. Holder’s gross income. If we are a USRPHC (as defined above), and we do not qualify for the Regularly Traded Exception (as defined above), distributions which constitute a return of capital will be subject to withholding tax unless an application for a withholding certificate is filed to reduce or eliminate such withholding.

Withholding For Non-U.S. Holders. Because, as described above, it is unclear and fact-dependent whether the cash received by a particular Non-U.S. Holder in connection with the Offer will be treated (i) as proceeds of a sale or exchange or (ii) as a distribution, the Receiving Agent or other applicable withholding agent may treat any such payment as a dividend distribution for withholding purposes. Accordingly, payments to Non-U.S. Holders may be subject to withholding at a rate of 30% of the gross proceeds paid, unless the Non-U.S. Holder establishes an entitlement to a reduced or zero rate of withholding by timely completing, under penalties of perjury, the applicable IRS Form W-8 as discussed above. To the extent Non-U.S. Holders tender common shares held in a United States brokerage account or otherwise through a United States broker, dealer, commercial bank, trust company, or other nominee, such Non-U.S. Holders should consult such United States broker or other nominee and their own tax advisors to determine the particular withholding procedures that will be applicable to them.

A Non-U.S. Holder may be eligible to obtain a refund of all or a portion of any U.S. federal tax withheld if such common shareholder meets the “complete termination,” “substantially disproportionate” or “not essentially equivalent to a dividend” tests described above under “*Tender of Common Shares by U.S. Holders Pursuant to the Offer—Characterization of the Purchase—Distribution vs. Sale*

Treatment” or if the common shareholder is entitled to a reduced or zero rate of withholding pursuant to any applicable income tax treaty and a higher rate was withheld.

Non-U.S. Holders are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of participation in the Offer, including the application of U.S. federal income tax withholding rules, eligibility for a reduction of or an exemption from withholding tax, and the procedure for obtaining any available refund, as well as the applicability and effect of state, local, foreign and other tax laws.

FATCA

Under Sections 1471 through 1474 of the Code, commonly referred to as “FATCA,” and related administrative guidance, a U.S. federal withholding tax of 30% generally will be imposed on dividends that are paid to “foreign financial institutions” and “non-financial foreign entities” (as specifically defined under these rules), whether such institutions or entities hold common shares as beneficial owners or intermediaries, unless specified requirements are met or an exemption applies. Because, as discussed above, the Receiving Agent or other applicable withholding agent may treat amounts paid to Non-U.S. Holders in the Offer as dividends for U.S. federal income tax purposes, such amounts may also be subject to withholding under FATCA if such requirements are not met. In such case, any withholding under FATCA may be credited against, and therefore reduce, any 30% withholding tax on dividend distributions as discussed above. Non-U.S. Holders should consult with their own tax advisors regarding the possible implications of these rules on their disposition of common shares pursuant to the Offer.

Backup Withholding and Information Reporting

Payments made to common shareholders in the Offer may be reported to the IRS. In addition, under the U.S. federal income tax laws, backup withholding at the statutory rate (currently 24%) may apply to the amount paid to certain common shareholders (who are not “exempt” recipients) pursuant to the Offer. To prevent such backup U.S. federal income tax withholding, each common shareholder who is a U.S. Holder and who does not otherwise establish an exemption from backup withholding must notify the Receiving Agent or other applicable withholding agent of the common shareholder’s taxpayer identification number (employer identification number or social security number) and provide to the Receiving Agent or applicable withholding agent certain other information by completing, under penalties of perjury, an IRS Form W-9, a copy of which is included in the Tender Form.

Certain “exempt” recipients (including, among others, most corporations and certain Non-U.S. Holders) are not subject to these backup withholding requirements. For a Non-U.S. Holder to qualify for such exemption, such Non-U.S. Holder must submit to the applicable withholding agent a statement (generally, an IRS Form W-8BEN or W-8BEN-E or other applicable IRS Form W-8), signed under penalties of perjury, attesting to such Non-U.S. Holder’s non-U.S. status. A copy of IRS Form W-8BEN and IRS Form W-8BEN-E is included in the Tender Form. A copy of any other appropriate IRS Form W-8 may be obtained from the IRS website (www.irs.gov). A disregarded domestic entity that has a foreign owner must use the appropriate IRS Form W-8, and not the IRS Form W-9. Backup withholding generally will not apply to amounts paid to Non-U.S. Holders that are subject to the U.S. federal withholding tax discussed above under “*Tender of Common Shares by Non-U.S. Holders Pursuant to the Offer— Withholding for Non-U.S. Holders.*”

Backup withholding is not an additional tax. Taxpayers may use amounts withheld as a credit against their U.S. federal income tax liability or may claim a refund of such amounts if they timely provide certain required information to the IRS.

Common shareholders should consult their own tax advisors regarding the application of backup withholding to their particular circumstances and the availability of, and procedure for obtaining, an exemption from backup withholding.

The above discussion is not intended to constitute a complete analysis of all tax consequences relating to participating in the Offer. You should consult your own tax advisor concerning the tax consequences applicable in your particular situation.

THE TAX DISCUSSION SET FORTH ABOVE IS INCLUDED FOR GENERAL INFORMATION ONLY AND IS NOT TAX ADVICE. YOU ARE URGED TO CONSULT YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL, FOREIGN AND OTHER TAX LAWS AND TREATIES.

13. Extension of the Offer; Termination; Amendment

We expressly reserve the right to extend the period of time the Offer is open and delay acceptance of, and payment for, any common shares by giving oral or written notice of such extension to the Receiving Agent and making a public announcement of such extension. During any such extension, all common shares previously tendered will remain subject to the Offer.

We also expressly reserve the right, in our sole discretion, not to accept for payment and not to pay for any common shares not previously accepted for payment or paid for, subject to applicable law, to postpone payment for common shares or terminate the Offer

upon the occurrence of any of the conditions specified in Section 6 by giving oral or written notice of the termination or postponement to the Receiving Agent and making a public announcement of the termination or postponement. Our reservation of the right to delay payment for common shares that we have accepted for payment is limited by Exchange Act Rule 13e-4(f)(5), which requires that we must pay the consideration offered or return the common shares tendered promptly after termination or withdrawal of the Offer.

Subject to compliance with applicable law, we further reserve the right, in our reasonable discretion, and regardless of whether any of the events set forth in Section 6 have occurred or are deemed by us to have occurred, to amend the Offer in any respect, including, without limitation, by changing the per common share purchase price range or by increasing or decreasing the number of common shares sought in the Offer. Amendments to the Offer may be made at any time and from time to time by public announcement of the amendment. In the case of an extension, the amendment shall be issued no later than 9:00 a.m., London time, on the next business day after the last previously scheduled or announced Expiration Date. Any public announcement made pursuant to the Offer will be disseminated promptly to common shareholders in a manner reasonably designed to inform common shareholders of the change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we will have no obligation to publish, advertise or otherwise communicate any public announcement other than by issuing a press release to the PR Newswire or comparable service.

If we materially change the terms of the Offer or the information concerning the Offer, or if we waive a material condition of the Offer, we will extend the Offer to the extent required by Exchange Act Rule 13I(e)(3) and 13e-4(f)(1). This rule and related releases and interpretations of the SEC provide that the minimum period during which an Offer must remain open following material changes in the terms of the Offer or information concerning the Offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of the terms or information. If:

- we increase or decrease the price range to be paid for common shares or increase or decrease the number of common shares sought in the Offer (but, in the event of an increase, only if we increase the number of common shares sought by more than 2% of the outstanding common shares), and
- the Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth (10th) business day from, and including, the date that notice of such an increase or decrease is first published, sent or given to security holders in the manner specified in this Section 13, then, in each case, the Offer will be extended until the expiration of the period of at least ten (10) business days from, and including, the date of such notice. For purposes of the Offer, a “**business day**” means any day other than a Saturday, Sunday or Federal holiday and consists of the time period from 12:01 A.M. through 12:00 Midnight, at the end of the day, London time.

14. Fees and Expenses

We have retained Linked Market Services Trustees Limited to act as Receiving Agent in connection with the Offer. The Receiving Agent may contact holders of common shares by mail, telephone and email and may request brokers, dealers, commercial banks, trust companies and other nominee common shareholders to forward materials relating to the Offer to beneficial owners. The Receiving Agent will receive reasonable and customary compensation for their respective services, will be reimbursed by us for reasonable out-of-pocket expenses and will be indemnified against certain liabilities in connection with the Offer.

We will not pay any fees or commissions to brokers, dealers, commercial banks, trust companies or other nominees for soliciting tenders of common shares pursuant to the Offer. Common shareholders holding common shares through brokers, dealers, commercial banks, trust companies or other nominees are urged to consult the brokers, dealers, commercial banks, trust companies or other nominees to determine whether transaction costs may apply if common shareholders tender common shares through the brokers, dealers, commercial banks, trust companies or other nominees and not directly to the Receiving Agent. We will, however, upon request, reimburse brokers, dealers, commercial banks, trust companies or other nominees for customary mailing and handling expenses incurred by them in forwarding this Offer to Purchase, the Tender Form and related materials to the beneficial owners of common shares held by them as a nominee or in a fiduciary capacity. No broker, dealer, commercial bank, trust company or other nominee has been authorized to act as our agent or the agent of the Receiving Agent for purposes of the Offer. We will pay or cause to be paid all common share transfer taxes, if any, on our purchase of common shares except as otherwise provided in Section 4 hereof and Instruction 6 in the Tender Form.

None of the Receiving Agent assumes any responsibility for the accuracy or completeness of the information concerning the Company, its affiliates or the Offer contained or referred to in this Offer to Purchase or for any failure by the Company or its affiliates to disclose events that may have occurred and may affect the significance or accuracy of such information.

None of the Receiving Agent makes any recommendation to you as to whether you should tender or refrain from tendering common shares or as to any price at which you may tender common shares. The Receiving Agent has not provided any legal, accounting, regulatory or tax advice to us or with respect to the Offer.

15. Miscellaneous

We are not aware of any jurisdiction where the making of the Offer is not in compliance with applicable law. If we become aware of any jurisdiction where the making of the Offer or the acceptance of common shares pursuant to the Offer is not in compliance with any applicable law, we will make a good faith effort to comply with the applicable law. If, after a good faith effort, we cannot comply with the applicable law, the Offer will not be made to, nor will tenders be accepted from or on behalf of, the holders of common shares residing in that jurisdiction, provided that we will comply with the requirements of Rule 13e-4(f)(8) promulgated under the Exchange Act. In any jurisdiction where the securities or blue sky laws require the Offer to be made by a licensed broker or dealer, the Offer is being made on our behalf by or one of more registered brokers or dealers, which are licensed under the laws of such jurisdiction.

You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to make any recommendation on our behalf as to whether you should tender or refrain from tendering your common shares in the Offer or regarding the price or prices at which you should tender your common shares. We have not authorized anyone to provide you with information or to make any representation on our behalf in connection with the Offer other than those contained in this Offer to Purchase and the related Tender Form. If given or made, you should not rely on that information or representation as having been authorized by us, any member of our Board of Directors or the Receiving Agent.

The Quarto Group Inc.

18 January 2024

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF THE QUARTO GROUP INC.

The following table sets forth the names and positions of the directors and executive officers of The Quarto Group Inc. The address of each of our directors and executive officers is care of The Quarto Group Inc., 1 Triptych Place, Second Floor, London, SE1 9SH (telephone number: +44 (0)2077 009 000).

<u>Name</u>	<u>Position(s)</u>
Andy Cumming	Independent Non-Executive Chairman
Chuk Kin Lau	Executive Director
Ken Fund	Non-Executive Director
Mei Lan Lam	Non-Executive Director
Jane Moriarty	Independent Non-Executive Director
Andrea Giunti Lombardo	Non-Executive Director
Alison Goff	Chief Executive Officer and Executive Director

The Tender Form and certificates for common shares, and any other required documents should be sent or delivered by each common shareholder or the common shareholder's broker, dealer, commercial bank, trust company or nominee to the Receiving Agent at one of its addresses set forth below. To confirm delivery of common shares, common shareholders are directed to contact the Receiving Agent. Common shareholders submitting certificates representing common shares to be tendered must deliver such certificates together with the Tender Form and any other required documents by mail or overnight courier. Facsimile copies of Common share certificates will not be accepted.

The Receiving Agent for the Offer is:

Link Market Services Trustees Limited

Corporate Actions

Central Square

29 Wellington Street

Leeds

LS1 4DL

DELIVERY OF THE TENDER FORM TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY TO THE RECEIVING AGENT.

Any questions or requests for assistance may be directed to the Receiving Agent at the telephone number and address set forth below. Requests for additional copies of this Offer to Purchase, this Tender Form, or related documents may be directed to the Receiving Agent at its telephone number or address set forth below. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

The Receiving Agent can be called on (+44) 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am and 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Alternatively, please email the Receiving Agent directly at shareholderenquiries@linkgroup.co.uk.

Link Market Services Trustees Limited
Corporate Actions
Central Square
29 Wellington Street
Leeds
LS1 4DL

SCHEDULE II

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the times (London Time) and dates in the table below is indicative only and may be subject to change.

1. Announcement of the Tender Offer by the Company: 18 Jan 2024
2. Posting of the Circular and Tender Form by the Company: 18 Jan 2024
3. **(SHAREHOLDERS' ACTION) Latest time and date for receipt of Tender Forms and TTE Instructions from shareholders at 1 p.m.: 15 Feb 2024**
4. Closing and Record Date of Tender Offer at 1 p.m.: 15 Feb 2024
5. Tender Offer Results Announcement Date: 16 Feb 2024
6. **(SHAREHOLDERS' ACTION) Latest date for receipt of w9 form for U.S. holders, and applicable w8 form & Section 302 Certification of Treatment Of Tender Payment form for non-U.S. holders: 1 Mar 2024**
7. The company to finalize tender and tax amounts with Receiving Agent: 8 Mar 2024
10. CREST accounts credited for uncertified common shares: 15 Mar 2024
11. Dispatch of cheques for certified common shares: 15 Mar 2024

Notes:

- i) Certificated Shareholders are encouraged to submit the w9 form or w8 form & Section 302 Certification form with the Tender Form in one go, with the latest receipt date for the Tender Form being 15 Feb 2024.
- ii) For non-U.S. holders who are tendering but not selling their full holding (i.e. Part B in the Section 302 Certification), please submit your Section 302 Certification with new shareholding level calculation only after the Tender Offer results have been announced.