

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy and (if relevant) the Open Offer Application Form as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The total consideration under the Open Offer and the Staff Offer combined will be less than €8 million (or an equivalent amount) in aggregate and the Placing Shares will only be available to qualified investors for the purposes of the Prospectus Regulation Rules. Therefore, in accordance with sections 85 and 86 of FSMA, this document is not, and is not required to be, a prospectus for the purposes of the Prospectus Regulation Rules and has not been prepared in accordance with the Prospectus Regulation Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the FCA, pursuant to sections 85 and 87 of FSMA, the London Stock Exchange or any other authority or regulatory body. This document has not been approved for the purposes of section 21 FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Directors (whose names and functions appear on page 6 of this document) and the Company (whose registered office appears on page 6 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.



THE INCE GROUP PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 03744673)

**Placing of 26,666,667 New Ordinary Shares
Open Offer of 4,444,444 New Ordinary Shares
and Staff Offer of 4,444,444 New Ordinary Shares
each at a price of 45 pence per New Ordinary Share**

New Companies Act Authorities

Extension of the Company's Share Scheme

and

Notice of General Meeting

Nominated Adviser and Broker

Arden Partners plc

Sole Broker and Nominated Adviser

The Existing Ordinary Shares are admitted to trading on AIM. Conditional upon completion of the Placing and the Offers, application will be made to the London Stock Exchange for the Placing Shares and the Offer Shares to be admitted to trading on AIM. It is expected that the Placing Shares and the Offer Shares will be admitted to AIM and will commence trading at 8.00 a.m. on 4 February 2020.

The Placing Shares and the Offer Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

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

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which contains, amongst other things, the Directors' unanimous recommendation that shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 31 January 2020. The procedure for acceptance and payment under the Open Offer is set out in Part III of this document and, where relevant, in the Open Offer Application Form.

Arden Partners plc (**Arden**), which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company in connection with the proposed Placing and Open Offer and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of Arden or for advising any other person in respect of the proposed Placing and Open Offer or any transaction, matter or arrangement referred to in this document. Arden's responsibilities as the Company's nominated adviser and broker under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of its decision to acquire shares in the Company in reliance on any part of this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on Arden by FSMA or the regulatory regime established thereunder, Arden does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the New Ordinary Shares, the Fundraising, Admission or any other matter referred to in this document. Arden accordingly disclaims all and any liability whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

Notice of a General Meeting of The Ince Group plc, to be held at the offices of Ince Gordon Dadds LLP at Aldgate Tower, 2 Leaman Street, London E1 8QN at 11.00 a.m. on 3 February 2020, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Computershare Investor Services PLC, by not later than 11.00 a.m. on 30 January 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the issuer's agent (ID 3RA50) by no later than 11.00 a.m. on 30 January 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Qualifying non-CREST Shareholders will find an Open Offer Application Form accompanying this document.

Qualifying CREST Shareholders (none of whom will receive an Open Offer Application Form) will receive a credit to their stock accounts in CREST in respect of the Open Offer Entitlements which will be enabled for settlement on 17 January 2020.

Applications under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim arising out of a sale or transfer of Existing Ordinary Shares prior to the date on which the Existing Ordinary Shares were marked "ex-entitlement" by the London Stock Exchange. If the Open Offer Entitlements are for any reason not enabled by 3.00 p.m. on 17 January 2020 or such later time as the Company may decide on 17 January 2020, an Open Offer Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement credited to its stock account in CREST. Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

Applications for Excess Shares pursuant to the Excess Application Facility may be made by Qualifying Shareholders provided that their Open Offer Entitlement has been taken up in full but are subject to being scaled back in accordance with the terms and conditions of the Open Offer as set out in Part III of this document.

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

A copy of this document is available, subject to certain restrictions relating to persons resident in certain overseas jurisdictions, on the Company's website www.theincegroup.com.

This document is dated 16 January 2020.

IMPORTANT INFORMATION

FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will”, or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors’ current intentions, beliefs or expectations concerning, among other things, the Group’s results of operations, financial condition, liquidity, prospects, growth, strategies and the Group’s markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors’ current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group’s operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, none of the Company, Arden nor their respective directors undertakes any obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors’ expectations or to reflect events or circumstances after the date of this document.

NOTICE TO OVERSEAS PERSONS

The distribution of this document and/or any accompanying documents in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In addition, the transfer of Open Offer Entitlements or Excess CREST Open Offer Entitlements through CREST, in jurisdictions other than the UK, including the Restricted Jurisdictions (as defined below), may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

The New Ordinary Shares, the Open Offer Entitlements and the Excess CREST Open Offer Entitlements have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the **US Securities Act**) and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document and the Open Offer Application Form do not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. The New Ordinary Shares will not qualify for distribution under the relevant securities laws of the United States, Canada, Australia, New Zealand, the Republic of South Africa or Japan, nor has any prospectus in relation to the New Ordinary Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Canada, Australia, New Zealand, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a **Restricted Jurisdiction**) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The New Ordinary Shares, the Open Offer Application Forms, the Open Offer Entitlements and the Excess CREST Open Offer Entitlements have not been approved or disapproved by the US Securities and Exchange

Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

In addition, Open Offer Application Forms are not being posted to and no Open Offer Entitlements or Excess CREST Open Offer Entitlements will be credited to a stock account of any person in the United States, Canada, Australia, New Zealand, Japan or the Republic of South Africa. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to the section entitled "Overseas Shareholders" at paragraph 6 of Part III of this document.

NO INCORPORATION OF WEBSITE INFORMATION

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

INTERPRETATION

Certain terms used in this document are defined under the heading "Definitions" on page 9 of this document.

All times referred to in this document, the Form of Proxy and the Open Offer Application Form are, unless otherwise stated, references to London time.

All references to legislation in this document, the Form of Proxy and the Open Offer Application Form are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender and vice versa.

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DIRECTORS, SECRETARY AND ADVISERS

Directors

Anthony Edwards (*Non-executive Chairman*)
Adrian Biles (*Chief Executive Officer*)
Christopher Yates (*Chief Financial Officer*)
David Furst (*Non-executive Director*)
Simon Howard (*Non-executive Director*)
Peter Rogan (*Non-executive Director*)

All of whose business address is at the Company's registered office

Registered Office of the Company

Aldgate Tower
2 Leman Street
London E1 8QN

Company website

www.theincegroup.com

Nominated Adviser and Broker

Arden Partners plc
125 Old Broad Street
London EC2N 1AR

Legal advisers to the Company

Ince Gordon Dadds LLP
Aldgate Tower
2 Leman Street
London E1 8QN

Legal advisers to the Nominated Adviser

Stephenson Harwood LLP
1 Finsbury Circus
London EC2M 7SH

Registrars and Receiving Agent

Computershare Investor Services PLC
The Pavillions
Bridgwater Road
Bristol BS13 8AE

FUNDRAISING STATISTICS

Issue Price	45 pence
Number of Existing Ordinary Shares	37,326,730
Number of Placing Shares being issued by the Company pursuant to the Placing	26,666,667
Placing Shares as a percentage of the Enlarged Share Capital ⁽¹⁾	36.6 per cent.
Gross proceeds of the Placing	£12 million
Open Offer basic entitlement	1 Open Offer Share for every 8.398 Existing Ordinary Shares
Maximum number of Ordinary Shares being offered pursuant to the Open Offer	4,444,444
Maximum number of Ordinary Shares being offered pursuant to the Staff Offer	4,444,444
Maximum number of New Ordinary Shares in issue immediately following completion of the Fundraising ⁽¹⁾	72,882,285
New Ordinary Shares as a percentage of the Enlarged Share Capital ⁽¹⁾	48.8 per cent.
Maximum gross proceeds of the Open Offer ⁽¹⁾	£2 million
Maximum gross proceeds of the Staff Offer ⁽¹⁾	£2 million
Estimated expenses of the Fundraising ⁽¹⁾	£1.1 million
Estimated net proceeds of the Fundraising receivable by the Company ⁽¹⁾	£14.9 million
Ordinary Share ISIN	GB00BZBY3Y09
Open Offer Entitlements ISIN	GB00BJVL8K09
Excess CREST Open Offer Entitlements ISIN	GB00BJVL8L16

(1) Assuming take-up in full of the Open Offer by Qualifying Shareholders and of the Staff Offer by Qualifying Staff.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for entitlement under the Open Offer and the Staff Offer	14 January 2020
Announcement of the Fundraising	15 January 2020
Announcement of the results of the Placing	15 January 2020
Ex-entitlement date of the Open Offer	16 January 2020
Publication of this document, the Form of Proxy and, to Qualifying Non-Crest Shareholders, the Open Offer Application Form	16 January 2020
Publication to Qualifying Staff of the Staff Offer Circular and the Staff Offer Application Form	16 January 2020
Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	17 January 2020
Latest recommended time and date for requested withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST	4.30 p.m. on 27 January 2020
Latest time and date for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST	3.00 p.m. on 28 January 2020
Latest time and date for splitting of Open Offer Application Forms under the Open Offer (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 29 January 2020
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	11.00 a.m. on 30 January 2020
Latest time and date for receipt of Open Offer Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 31 January 2020
Latest time and date for receipt of Staff Offer Application Forms and payment in full under the Staff Offer	11.00 a.m. on 31 January 2020
General Meeting	11.00 a.m. on 3 February 2020
Results of the General Meeting announced	3 February 2020
Results of the Open Offer and Staff Offer announced	3 February 2020
Admission of the Placing Shares and Offer Shares to trading on AIM and commencement of dealings	8.00 a.m. on 4 February 2020
Expected date for CREST accounts to be credited in respect of Placing Shares and Offer Shares in uncertificated form	4 February 2020
Where applicable, expected date for despatch of definitive share certificates for New Ordinary Shares in certificated form	18 February 2020

Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company and Arden. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.

DEFINITIONS

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

Admission	admission of the Placing Shares and the Offer Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
AIM	the AIM Market operated by the London Stock Exchange
AIM Rules	the AIM Rules for Companies published by the London Stock Exchange from time to time
AIM Rules for Nominated Advisers	the AIM rules for nominated advisers published by the London Stock Exchange from time to time
Arden	Arden Partners plc, the Company's nominated adviser and broker
Articles	the articles of association of the Company
Business Day	a day (other than a Saturday, a Sunday or a public holiday) on which clearing banks are open for all normal banking business in the city of London
certificated form or in certificated form	an Ordinary Share held in certificated form (namely, not in CREST)
Company or Ince	The Ince Group plc, a public limited liability company incorporated and registered in England and Wales with registration number 03744673
Company's Share Scheme	the Company's unapproved share scheme 2017, details of which are included at paragraph 7.4 of Part 6 of the Company's Admission Document dated 13 July 2017, a copy of which is available at www.theincegroup.com
Concert Party	has the meaning set out in paragraph 5.1 of Part I of this document
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended)
Directors or Board	the directors of the Company whose names are set out on page 14 of this document, or any duly authorised committee thereof
Enlarged Share Capital	the Company's issued ordinary share capital as enlarged by the allotment and issue of the New Ordinary Shares (assuming take up of the Open Offer Shares and the Staff Offer Shares in full)
Euroclear	Euroclear UK & Ireland Limited, the operator of CREST
Excess Application Facility	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer

Excess CREST Open Offer Entitlements	in respect of each Qualifying CREST Shareholder, which has taken up its Open Offer Entitlement in full, the entitlement to apply for Open Offer Shares in addition to its Open Offer Entitlement pursuant to the Excess Application Facility, which may be subject to scaling back in accordance with the terms and conditions of the Open Offer set out in Part III of this document
Excess Shares	Open Offer Shares applied for by Qualifying Shareholders under the Excess Application facility
Ex-entitlement Date	the time and date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 16 January 2020
Existing Ordinary Shares or Existing Share Capital	the 37,326,730 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
FCA	the UK Financial Conduct Authority
Form of Proxy	the form of proxy for use in connection with the General Meeting which accompanies this document
FSMA	the Financial Services and Markets Act 2000 (as amended)
Fundraising	the Placing, the Open Offer and the Staff Offer
Fundraising Resolutions	Resolutions 1 and 3
General Authority	the general authority which it is proposed be granted to the Directors to allot new Ordinary Shares and equity securities for cash on a non pre-emptive basis under the Companies Act 2006 which is more particularly described in paragraph 12 of Part I of this document
General Meeting	the general meeting of the Company to be held at the offices of Ince Gordon Dadds at Aldgate Tower, 2 Leaman Street, London E1 8QN at 11.00 a.m. on 3 February 2020, notice of which is set out at the end of this document
Group	the Company, its subsidiaries and its subsidiary undertakings
Group Banking Arrangements	the Group’s senior working capital facility and term loan with Barclays Bank plc pursuant to a senior facilities agreement between the Company and other members of the Group and Barclays Bank plc dated 31 December 2019 (as amended)
Ince Gordon Dadds	Ince Gordon Dadds LLP, a limited liability partnership incorporated and registered in England and Wales with registration number OC383616
Ince Network Firms	those businesses providing legal services which are owned or controlled by the Group, including but without limitation, Ince Gordon Dadds
Independent Directors	has the meaning set out in paragraph 4 of Part I of this document
Issue Price	45 pence per New Ordinary Share

Licensed Body	a body having a licence issued by the SRA pursuant to the LSA enabling it to carry on reserved legal and other activities
London Stock Exchange	London Stock Exchange plc
LSA	The Legal Services Act 2007
Money Laundering Regulations	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended)
New Ordinary Shares	the Placing Shares, the Open Offer Shares and the Staff Offer Shares
Notice of General Meeting	the notice convening the General Meeting which is set out at the end of this document
Offers	the Open Offer and/or the Staff Offer
Offer Shares	the Open Offer Shares and/or the Staff Offer Shares as the case may be
Official List	The Official List maintained by the FCA in accordance with Part VI of FSMA
Open Offer	the conditional invitation by the Company to Qualifying Shareholders to apply to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document and, in the case of Qualifying Non-CREST Shareholders, in the Open Offer Application Form
Open Offer Application Form	the application form accompanying this document to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer
Open Offer Entitlement	the individual entitlements of Qualifying Shareholders to subscribe for Open Offer Shares allocated to Qualifying Shareholders pursuant to the Open Offer
Open Offer Shares	the up to 4,444,444 new Ordinary Shares to be issued by the Company pursuant to the Open Offer
Ordinary Shares	ordinary shares of £0.01 each in the capital of the Company
Overseas Person	any person whose usual residential address is in a Restricted Jurisdiction
Overseas Shareholders	Shareholders with a registered address in a Restricted Jurisdiction
Placees	subscribers for the Placing Shares
Placing	the conditional placing of the Placing Shares by Arden, as agent on behalf of the Company, pursuant to the Placing Agreement
Placing Agreement	the placing and offer agreement dated 15 January 2020 and made between Arden and the Company, further details of which are set out in paragraph 9 of Part I of this document
Placing Shares	26,666,667 new Ordinary Shares to be issued pursuant to the Placing

Prospectus Regulation Rules	the Prospectus Regulation Rules contained in the Prospectus Regulation Rules Instrument published by the FCA (FCA 2019/80), implementing the EU Prospectus Regulation 2017/1129
Qualifying CREST Shareholders	Qualifying Shareholders holding Existing Ordinary Shares in uncertificated form
Qualifying Non-CREST Shareholders	Qualifying Shareholders holding Existing Ordinary Shares in certificated form
Qualifying Shareholders	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date but excluding any Overseas Shareholder
Qualifying Staff	Staff members at the Record Date but excluding any Overseas Person
Record Date	14 January 2020
Registrars or Receiving Agent	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
Regulatory Information Service	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
Resolutions	the resolutions set out in the Notice of General Meeting
Restricted Jurisdiction	the United States, Canada, Australia, New Zealand, the Republic of South Africa, Japan or any other jurisdiction where the Open Offer or the Staff Offer (as applicable) would constitute a breach of local securities laws or regulations
Shareholders	holders of Ordinary Shares
SRA	the Solicitors Regulation Authority, the regulatory body for solicitors in England and Wales
Staff	the partners, consultants and employees of the Group (excluding the Directors)
Staff Offer	the conditional invitation by the Company to Qualifying Staff to apply to subscribe for the Staff Offer Shares at the Issue Price on the terms and subject to the conditions set out in the Staff Offer Circular and in the Staff Offer Application Form
Staff Offer Application Form	the application form accompanying the Staff Offer Circular to be used by Qualifying Staff in connection with the Staff Offer
Staff Offer Circular	the circular from the Company to the Qualifying Staff on or around the date of this document which sets out details of the Staff Offer
Staff Offer Shares	the up to 4,444,444 new Ordinary Shares to be issued by the Company pursuant to the Staff Offer
UK	the United Kingdom of Great Britain and Northern Ireland

US or United States

the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction

uncertificated or in uncertificated form

an Ordinary Share recorded as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

£, pounds sterling, pence or p

are references to the lawful currency of the United Kingdom

PART I

LETTER FROM THE CHAIRMAN OF THE INCE GROUP PLC

THE INCE GROUP PLC

*(Incorporated under the Companies Act 2006 and registered in England and Wales
with registered number 03744673)*

Directors:

Anthony Edwards (*Non-executive Chairman*)
Adrian Biles (*Chief Executive Officer*)
Christopher Yates (*Chief Financial Officer*)
David Furst (*Non-executive Director*)
Simon Howard (*Non-executive Director*)
Peter Rogan (*Non-executive Director*)

Registered Office:

Aldgate Tower, 2 Leman Street,
London, E1 8QN

16 January 2020

To Qualifying Shareholders

Dear Shareholder

Placing of 26,666,667 new Ordinary Shares
Open Offer of 4,444,444 new Ordinary Shares
Staff Offer of 4,444,444 new Ordinary Shares
New Companies Act Authorities
Extension of the Company's Share Scheme
Notice of General Meeting

1. INTRODUCTION AND SUMMARY

As announced on 15 January 2020, the Company proposes to raise, subject to the satisfaction of certain conditions, up to £16 million (before expenses) pursuant to the Fundraising, which comprises the following:

- a Placing pursuant to which 26,666,667 Placing Shares have been conditionally subscribed for at the Issue Price of 45 pence per share to raise £12 million (before expenses);
- an Open Offer pursuant to which Qualifying Shareholders will be given the opportunity to subscribe for up to 4,444,444 Open Offer Shares at the Issue Price, to raise up to approximately £2 million (before expenses), on the basis of 1 Open Offer Share for every 8.398 Existing Ordinary Shares held on the Record Date. Shareholders subscribing for their full entitlement under the Open Offer may also apply for additional Open Offer Shares through the Excess Application Facility; and
- a Staff Offer pursuant to which Qualifying Staff will be given the opportunity to subscribe for up to 4,444,444 Staff Offer Shares at the Issue Price, to raise up to approximately £2 million (before expenses). Staff members may subscribe for all or some of the Staff Offer Shares and excess applications will be allocated at the discretion of the Board.

The Issue Price of 45 pence per New Ordinary Share represents a discount of 49.4 per cent. to the closing middle market price of 89 pence per Ordinary Share on 14 January 2020, being the last practicable date prior to the announcement of the Fundraising.

Assuming the Offer Shares are taken up in full, the New Ordinary Shares will represent approximately 48.8 per cent. of the Enlarged Share Capital on Admission.

The total amount that the Company could raise under the Fundraising is £16 million (before expenses), assuming that the Offers are fully subscribed.

None of the Placing, the Open Offer and/or the Staff Offer is being underwritten.

In view of the potential increase in the number of Ordinary Shares in issue in consequence of the Fundraising, Shareholders are also being asked to grant the Directors general authority to allot new Ordinary Shares and equity securities for cash on a non pre-emptive basis under the Companies Act 2006 at a level commensurate with the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only and within the limits recommended by the Investment Association Guidelines.

In keeping with the imperative to keep the Group's staff and executive management motivated and committed to the Group, Shareholders are also being asked to approve an increase in the number of options over Ordinary Shares available for grant to the partners, consultants and employees of the Group under the Company's Share Scheme to a level which is commensurate with the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only and but which adheres to the 10 per cent. overall limit recommended by the Investor Association Principles of Remuneration

The Fundraising, the grant of the General Authority and the extension of the Company's Share Scheme are conditional, *inter alia*, upon Shareholders approving the relevant Resolutions at a general meeting of the Company to be held at the offices of Ince Gordon Dadds at Aldgate Tower, 2 Leaman Street, London E1 8QN at 11.00 a.m. on 3 February 2020.

The Resolutions are contained in the Notice of General Meeting at the end of this document.

Admission is expected to occur no later than 8.00 a.m. on 4 February 2020 or such later time and/or date as Arden and the Company may agree (being in any event no later than 8.00 a.m. on 18 February 2020).

The purpose of this document is, amongst other things, to provide you with more information about the background to and reasons for the Fundraising, the grant of the General Authority and the extension of the Company's Share Scheme; to explain why the Board considers the Fundraising, the grant of the General Authority and the extension of the Company's Share Scheme, to be in the best interests of the Company and its Shareholders as a whole; and to explain why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. INFORMATION ON INCE

Ince is the ultimate holding company of a business services group which includes Ince Gordon Dadds, an acquisitive law firm. The Group has 13 offices in the UK and 9 offices in overseas jurisdictions and currently has some 157 partners and 704 other staff worldwide.

The Group's journey began in 2012 with the acquisition of Bristol law firm, Michael Kelly & Co. This was swiftly followed by investment in the long-established solicitors' practice of Gordon Dadds in 2013; the transformative acquisition of Davenport Lyons in 2014; and a £20 million placing, reverse takeover and re-admission of the Company's share capital to AIM in August 2017.

At the end of 2018 a further step change occurred with the acquisition by the Group of the members' interests and most of the assets of UK-based Ince & Co LLP. Ince & Co was a long-established London-headquartered international practice with a network of affiliated offices across Asia, the Middle East and Europe. It had developed a market-leading reputation in the shipping, aviation, insurance and energy sectors and at the time of its acquisition by the Group it had annual world-wide fee income of approximately £65 million.

The acquisition of Ince & Co UK was followed at the end of the first quarter of 2019 by the establishment of new network arrangements with the affiliated international firms of Ince & Co in Hong Kong, Singapore, Dubai, Germany and Greece which enabled the Group to consolidate the revenues generated by such offices for the first time in its results for the six months to 30 September 2019.

Other significant strategic developments in 2019 included:

- the acquisition of Rampart Corporate Advisors Limited, a well respected firm of solicitors based in Gibraltar. Ramparts is qualified to provide legal advice on English, Gibraltar and European law and

provides specialist advice in e-gaming, financial services and fintech, distributed ledger technology and cryptocurrency;

- the hiring of a team of 3 partners and over 20 staff in Hong Kong, to expand the corporate and capital markets offering of the Group's Hong Kong office;
- the re-branding of most of the Group's legal practices, including its international offices, as 'Ince';
- the opening of an office in the Lloyds building for the London office insurance practice;
- the opening of a new Mayfair office for the Group's private client and family law practice and the re-branding of such practice as 'Gordon Dadds';
- strategic senior appointments to deepen and extend the Group's management capacity and service lines including:
 - Mark Tantam, formerly a vice chairman of Deloitte UK, as Global Head of Consulting
 - Alexander Janes, formerly global managing partner of US firm Orrick, Herrington & Sutcliffe, as Head of Europe, Middle East and Asia
- the hiring of a disputes resolution partner and a corporate partner in the Group's Dubai office.

3. REASONS FOR THE FUNDRAISING

The initial cash cost of acquiring Ince & Co UK, including the branch offices in Beijing and Shanghai and of entering into new network arrangements with the Ince & Co affiliated firms in Hong Kong, Singapore, Dubai, Germany and Greece, was approximately £17 million including expenses. This was financed out of existing resources, an equity issue which raised a net amount of £10 million and the use of part of the Group Banking Arrangements of £12.5 million.

Since the payment of that consideration, the Company has paid a further £8 million of deferred consideration and expenses in connection with the Ince acquisition (including the payment in the six months to 30 September 2019 of £5.4 million of funds credited and accruals related to the acquisition) and new network arrangements, an additional £1.6 million deferred consideration in respect of other transactions, has financed £11 million of additional debtors and work in progress, made the acquisition in Gibraltar, rebranded the legal businesses in the UK, opened two new offices and effected the other developments referred to in paragraph 2 of this Part I above solely out of cashflows of the Group and existing working capital facilities.

As a result of this, the Group's facilities are nearly fully utilised, which in turn is inhibiting the Group's plans for further development of its business. The Directors therefore wish to relieve such pressure by way of the Fundraising which they consider is required to enable the Group to continue with the development of its business. In particular the Group wishes to continue with its programme of partner recruitment, especially in the overseas offices to bolster and enhance their existing practices. Opportunities to make lateral and team hires are coming to the Group so creating a momentum which requires working capital to maintain.

The net proceeds of the Placing of approximately £10.9 million and the proceeds of the Offers will be used to pay down the existing Group Banking Arrangements (leaving the Group's working capital facility in place to accommodate peaks in working capital needs) and for general working capital purposes, as expansion requires. This will leave the Group again with a strong balance sheet which is naturally desirable and will be particularly appealing to laterals considering joining the Group.

4. DIRECTORS' PARTICIPATION IN THE FUNDRAISING

As part of the Fundraising, the following Directors have committed to subscribe for Placing Shares at the Issue Price pursuant to the Placing:

<i>Director</i>	<i>Current beneficial shareholding</i>	<i>Subscription commitment (£)</i>	<i>Number of Placing Shares</i>	<i>Resultant beneficial shareholding upon Admission</i>	<i>% of Enlarged Share Capital (assuming that the Offers are taken up in full)</i>
Adrian Biles	7,610,664	1,500,000	3,333,333	10,943,997	15.0%
Christopher Yates	576,097	50,000	111,111	687,208	0.9%
Anthony Edwards	33,377	20,000	44,444	77,821	0.1%

Adrian Biles, Christopher Yates and Anthony Edwards (**Participating Directors**) have conditionally agreed to subscribe for 3,488,888 Placing Shares which (assuming the Offers are taken up in full) will comprise approximately 4.8 per cent. of the Enlarged Share Capital. In view of the size of the subscription and the fact that they are directors and Adrian Biles is a 'substantial shareholder' in the Company under the AIM Rules, this participation is considered to constitute a related party transaction under Rule 13 of the AIM Rules. The Directors other than the Participating Directors (for these purposes the **Independent Directors**) consider that, having consulted with Arden, the terms of the participation of the Participating Directors in the Open Offer are fair and reasonable in so far as Shareholders are concerned.

The Participating Directors have each agreed not to dispose of any interests in the New Ordinary Shares they acquire pursuant to the Placing before the first anniversary of Admission and that until the second anniversary of Admission they will only dispose of their interests in the New Ordinary Shares on an orderly market basis through the Company's broker for the time being.

5. IMPLICATIONS OF THE FUNDRAISING FOR THE PURPOSES OF THE TAKEOVER CODE, THE LSA AND THE FSMA

5.1 *The Takeover Code*

Certain Shareholders (including Adrian Biles and Christopher Yates) were deemed by the UK Panel on Takeovers and Mergers (**the Panel**) to be a concert party for the purposes of the Company's IPO and re-admission to AIM in August 2017 (**Concert Party**) because they have long-standing business interests in common. The Concert Party currently holds 11,711,925 Ordinary Shares, representing 31.37 per cent. of the Existing Ordinary Shares.

Pursuant to Rule 9 of the Takeover Code any person who together with persons acting in concert with him is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of a company but does not hold shares carrying more than 50 per cent. of such voting rights and such person, and/or any such person acting in concert with him, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which he is interested, such person or persons acting in concert with him will normally be required to make a general offer to all remaining shareholders to acquire their shares.

Should the Concert Party or any individual member of the Concert Party acquire any interest in New Ordinary Shares such that they become interested in 30 per cent. or more of the voting rights of the Company, the Panel may regard this as giving rise to an obligation upon the Concert Party or such individual member of the Concert Party (as the case may be) to make an offer for the entire issued share capital of the Company at a price no less than the highest price paid by the Concert Party or such individual member of the Concert Party in the previous 12 months.

5.2 *The LSA*

Under the Legal Services Act 2007, there are restrictions on the holding of "restricted interests" in Licensed Body law firms. A "restricted interest" for these purposes includes an interest of 10 per cent. or more in the issued share capital of the Licensed Body and includes an interest in the ultimate parent company of the Licensed Body.

As Ince Gordon Dadds is a Licensed Body the restrictions apply to the Company and any holders of 10 per cent. or more of the issued share capital of the Company. The consent of the SRA will be required should any person who is a 'non-deemed approved lawyer' wish to acquire a holding of 10 per cent. or more in the Company pursuant to the Fundraising. It is a criminal offence under the LSA for any non-deemed approved lawyer to acquire a restricted interest without first notifying and obtaining the consent of the SRA.

Your attention is drawn to the Risk Factor headed "Restrictions on holding 10 per cent. or more" in Part II of this document.

5.3 **FSMA**

Under the Financial Services and Markets Act 2000 (FSMA), prior FCA permission is required before a person acquires an interest of 10 per cent. or more or increases their interest above 20, 30 and 50 per cent. in a firm which is authorised or regulated by the FCA.

The Group has subsidiaries and associates who are so authorised and/or regulated and it would therefore be a criminal offence for any person to increase their holding above 10, 20, 30 or 50 per cent. of the issued shares in the Company without first obtaining the consent of the FCA.

The FCA requires to be notified in the event that any person decreases their interest below 20, 30 and 50 per cent. in a firm which is authorised or regulated by the FCA.

Your attention is drawn to the Risk Factor headed "Restrictions on holding 10 per cent. or more" in Part II of this document.

5.4 **Consequences for the purposes of the Fundraising**

It is clearly imperative in the context of the Fundraising that:

- 5.4.1 the members of the Concert Party do not acquire further Ordinary Shares either collectively or individually which would trigger a mandatory offer for the entire issued share capital of the Company for the purposes of Rule 9 of the Takeover Code; and
- 5.4.2 no investor in the Fundraising acquires a holding of 10 per cent. or more of the Company's issued ordinary share capital (ie, a restricted interest for the purposes of the LSA or a qualifying holding for the purposes of FSMA).

No such issue will occur in consequence of the Placing. The Directors do not believe that any such issue is likely to arise as a consequence of the Offers. However to avoid any such issue arising in the context of the Offers the Directors have reserved their right under the terms of the Offers to reject or reduce any investor participation to the extent necessary or desirable in the interests of the Company. They intend to exercise such right as required to avoid any issues arising under the Takeover Code and/or the LSA and/or FSMA to the detriment of the Company and its Shareholders.

Adrian Biles is the holder of more than 10 per cent. of the Existing Ordinary Shares and is approved as a person holding a restricted interest by the SRA and the FCA. No further approvals are required from the SRA or the FCA for the purpose of his proposed investment in the Company outlined in paragraph 4 of this Part I.

The Directors are satisfied that the proposed investments by Adrian Biles and Christopher Yates (both of whom are members of the Concert Party) outlined in paragraph 4 of this Part I will not give rise to any issues under the Takeover Code as identified under paragraph 5.1 of this Part I.

6. **CURRENT TRADING AND PROSPECTS**

The Company's results for the six months ended 30 September 2019 were released on 28 November 2019. A copy of these results can be found at www.theincegroup.com.

Since 30 September 2019, the Group has continued to progress the integration of Ince & Co into the practice and systems of the Group. Mark Tantam, former vice-chair of Deloitte UK and Alexander Janes, former global managing partner of Orrick, Herrington & Sutcliffe have joined as Global Head of Consulting and

Head of Europe, Middle East and Africa respectively. With the benefit of their input the Group has rolled out a new management and leadership model for the Group which is intended to create a client-focused programme for growth across all business areas in which it currently operates. The Group has also made two strategic lateral hires in its Dubai office as referred to in paragraph 2 of this Part 1.

The Group continues to perform in line with market expectations.

7. FINANCIAL INFORMATION

Audited accounts for the Company for the two years ended 31 March 2019 and 31 March 2018 are available on the Company's website at www.theincegroup.com.

8. DETAILS OF THE PLACING

The Company has conditionally raised £12 million (before expenses) by the Placing of 26,666,667 new Ordinary Shares at the Issue Price by Arden, as agent for the Company, with the Placees.

The Placing is conditional, *inter alia*, upon:

- (a) the passing of the Fundraising Resolutions at the General Meeting;
- (b) the Placing Agreement becoming or being declared unconditional in all respects and not having been terminated in accordance with its terms prior to Admission; and
- (c) Admission becoming effective by no later than 8.00 a.m. on 4 February 2020 or such later time and/or date (being no later than 8.00 a.m. on 18 February 2020) as Arden and the Company may agree.

If any of the conditions to the Placing are not satisfied:

- the Placing Shares will not be issued and all monies received will be returned to the Placees at their own risk and without interest as soon as possible thereafter; and
- the Offers will be withdrawn, the Offer Shares will not be issued and all monies received will be returned to the subscribers under the Offers at their own risk and without interest as soon as possible thereafter.

The Placing Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue. The Placing Shares will therefore rank for payment of the Company's interim dividend for its financial year ending 31 March 2020 of 2p per Ordinary Share which is payable on 16 April 2020 to Shareholders on the register on 6 March 2020.

The Placing Shares have not been made available to the public and have not been offered or sold in any jurisdiction where it would be unlawful to do so.

9. THE PLACING AGREEMENT

Pursuant to the terms of the Placing Agreement, Arden, as agent for the Company, has conditionally agreed to use reasonable endeavours to procure subscribers for the Placing Shares. Arden has conditionally placed the Placing Shares with certain institutional and other investors at the Issue Price. The Placing Agreement is conditional upon, *inter alia*:

- the Fundraising Resolutions being duly passed at the General Meeting
- Admission becoming effective on or before 8.00 a.m. on 4 February 2020 (or such later time and/or date as Arden may agree, but in any event by no later than 8.00 a.m. on 18 February 2020)

The Placing Agreement contains customary warranties from the Company in favour of Arden in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Arden in relation to certain liabilities that it may incur in respect of the Fundraising.

Under the Placing Agreement Arden has also agreed to provide certain services to the Company in relation to the Open Offer.

Arden has the right to terminate the Placing Agreement in certain circumstances prior to Admission, including, in the event that any of the warranties in the Placing Agreement were untrue or inaccurate, or were misleading when given or in the event of a material adverse change affecting the business, financial trading position or prospects of the Company or the Group as a whole, whether or not arising in the ordinary course of business and whether or not foreseeable at the date of the Placing Agreement.

The Placing Agreement also provides for the Company to pay all costs, charges and expenses of, or incidental to, the Fundraising and Admission including all legal and other professional fees and expenses.

10. THE OPEN OFFER

The Company considers it important that Shareholders have an opportunity (where it is practicable for them to do so) to participate in the Fundraising and accordingly the Company is making the Open Offer to Qualifying Shareholders. The Company is proposing to raise up to £2 million (before expenses) (assuming full take up of the Open Offer) through the issue of up to 4,444,444 Open Offer Shares.

The Open Offer Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Issue Price of 45 pence per Open Offer Share, payable in full on acceptance. Any Open Offer Shares not subscribed for by Qualifying Shareholders will be available for subscription under the Excess Application Facility.

A Qualifying Shareholder may apply for Open Offer Shares under the Open Offer at the Issue Price on the following basis:

1 Open Offer Share for every 8.398 Existing Ordinary Shares held by the Qualifying Shareholder on the Record Date

Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Fractional entitlements which would otherwise arise will not be issued to Qualifying Shareholders but will be made available under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Ordinary Shares in excess of their Open Offer Entitlement.

Valid applications by Qualifying Shareholders will be satisfied in full up to their Open Offer Entitlements. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. Applications made under the Excess Application Facility will be scaled back at the Company's discretion if applications are received from Qualifying Shareholders for more than the available number of Excess Shares. To the extent that the Open Offer is over-subscribed and the Staff Offer is under-subscribed the Directors also reserve the right to draw upon New Ordinary Shares reserved for allocation under the Staff Offer to satisfy excess applications under the Open Offer and vice versa.

Application has been made for the Open Offer Entitlements of Qualifying CREST Shareholders to be admitted to CREST. It is expected that such Open Offer Entitlements will be credited to CREST on 17 January 2020. The Open Offer Entitlements will be enabled for settlement in CREST until 11.00 a.m. on 31 January 2020. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of *bona fide* market claims.

The Open Offer Shares must be paid for in full on application. The latest time and date for receipt of completed Open Offer Application Forms or CREST applications and payment in respect of the Open Offer is 11.00 a.m. on 31 January 2020. The Open Offer is not being made to Overseas Shareholders, as set out in paragraph 6 of Part III of this document.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Open Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. The Open Offer Application Form is not a document of title and cannot be traded or otherwise transferred.

The Open Offer will be conditional upon the Fundraising Resolutions being duly passed at the General Meeting. The Open Offer is also conditional on the Placing Agreement becoming or being declared unconditional in all respects and not being terminated before Admission. Accordingly, if the conditions as set out in the Placing Agreement (which include the passing of the Fundraising Resolutions) are not satisfied or waived (where capable of waiver) or if Arden otherwise exercises its right to terminate the Placing Agreement, the Open Offer will not proceed and the Open Offer Shares will not be issued and all monies received by the Receiving Agent will be returned to the applicants (at the applicant's risk and without interest) as soon as possible thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

The Open Offer Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, the Placing Shares and the Staff Offer Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue. The Open Offer Shares will therefore rank for payment of the Company's interim dividend for its financial year ending 31 March 2020 of 2p per Ordinary Share which is payable on 16 April 2020 to Shareholders on the register on 6 March 2020.

Qualifying Shareholders who subscribe for Open Offer Shares pursuant to the Open Offer and who are also Qualifying Staff will also be entitled to participate in the Staff Offer in accordance with its terms.

Not all Shareholders will be Qualifying Shareholders. Shareholders who are located in, or are citizens of, or have a registered office in certain overseas jurisdictions will not qualify to participate in the Open Offer. The attention of Shareholders who do not have a registered address in the UK is drawn to paragraph 6 of Part III of this document.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part III of this document and (for Qualifying Non-CREST Shareholders) in the accompanying Open Offer Application Form.

11. STAFF INCENTIVISATION

11.1 *The Staff Offer*

The Company is proposing to raise up to approximately £2 million (before expenses) (assuming full take up of the Staff Offer) through the issue of up to 4,444,444 Staff Offer Shares at the Issue Price of 45 pence per Staff Offer Share.

The Board considers that the Group's partners, consultants and employees are its most important assets. This being the case Staff participation in the equity of the Company is fundamental to securing Staff buy-in to the Group's strategy and direction and as a means of ensuring the long-term engagement/employment of Staff members which is vital to enabling the Group to meet its strategic and financial objectives. That being the case it is proposed to afford Qualifying Staff (many of whom are not already Shareholders or holders of options under the Company's Share Scheme) the opportunity to participate in the Fundraising by way of the Staff Offer.

The Staff Offer is a non-pre-emptive issue and so will be conditional upon the Fundraising Resolutions being duly passed at the General Meeting. The Staff Offer is also conditional on the Placing Agreement becoming or being declared unconditional in all respects and not being terminated before Admission. Accordingly, if either the conditions set out in the Placing Agreement (which include the passing of the Fundraising Resolutions) are not satisfied or waived (where capable of waiver) or if Arden otherwise exercises its right to terminate the Placing Agreement, the Staff Offer will not proceed and the Staff Offer Shares will not be issued and all monies received in respect of the Staff Offer will be returned to the applicants (at the applicant's risk and without interest) as soon as possible thereafter.

Subject thereto, Qualifying Staff will be given the opportunity to apply for some or all of the Staff Offer Shares. In the event of over-subscription, the Board will exercise its discretion in the allocation of the Staff Offer Shares amongst accepting Staff members. To the extent that the Staff Offer is over-subscribed and the Open Offer is under-subscribed the Directors reserve the right to draw upon New Ordinary Shares reserved for allocation under the Open Offer to satisfy excess applications under the Staff Offer and vice versa.

The Staff Offer Shares will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, the Placing Shares and the Open Offer Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue. The Staff Offer Shares will therefore rank for payment of the Company's interim dividend for its financial year ending 31 March 2020 of 2p per Ordinary Share which is payable on 16 April 2020 to Shareholders on the register on 6 March 2020.

Qualifying Staff who subscribe for Staff Offer Shares pursuant to the Staff Offer and who are also Qualifying Shareholders will also be entitled to participate in the Open Offer in accordance with its terms.

The detailed terms and conditions of the Staff Offer are contained in the Staff Offer Circular and Staff Offer Application Form which will be published and distributed to Qualifying Staff by the Company on or around the date of this document.

11.2 **Extension of the Company's Share Scheme**

At the time of its IPO in August 2017, the Directors set up the Company's Share Scheme and sought and received approval to grant options under the Company's Share Scheme over 10 per cent. of the Company's then issued share capital. Shareholders granted their approval to increase the maximum number of Ordinary Shares which may be granted under the Company's Share Scheme (including pursuant to options which have already been granted under such Scheme) to an amount equal to 10 per cent. of the issued ordinary share capital of the Company at completion of the Company's successful placing to raise £11.5 million in January last year.

Given the prospective increase in the Company's issued share capital as a result of the Fundraising and given the importance to the Group's prospects of incentivising and retaining key members of Staff as referred to above, the Board is seeking Shareholders' approval to increase the maximum number of Ordinary Shares which may be granted under the Company's Share Scheme (including pursuant to options which have already been granted under such Scheme) to an amount equal to 10 per cent. of the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only.

The extension of the number of options which may be granted under the Company's Share Scheme is conditional upon the passing of Resolutions 2 and 4 at the General Meeting.

12. **GENERAL AUTHORITY TO ALLOT AND DISAPPLY STATUTORY PRE-EMPTION RIGHTS**

In view of the proposed increase in the Company's issued ordinary share capital for the purposes of the Fundraising, it is also proposed to seek Shareholders' approval to grant the Directors' general authority to allot and issue Ordinary Shares, including for cash on a non-pre-emptive basis, under the Companies Act 2006 at a level which is commensurate with the enlarged Ordinary Share capital of the Company on completion of the Placing but also within the guidelines published by the Investment Association.

Accordingly Shareholder approval will be sought at the General Meeting pursuant to the Fundraising Resolutions to increase the Directors' general authority to allot Ordinary Shares for the purposes of Section 551 of the Companies Act 2006 to an amount equivalent to one third in nominal amount of the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only (**Section 551 Authority**) and to empower the Directors to allot and issue equity securities for cash for the purposes of the Section 551 Authority as if Section 561 of the Companies Act 2006 does not apply to such allotment, such power being limited to an amount equivalent to five per cent. of the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only.

The Directors have no present intention of exercising this authority but if approved at the General Meeting such authority would give the Directors flexibility to issue new Ordinary Shares if a business opportunity arises which is consistent with the Company's strategic objectives or would otherwise be in the best interests of the Company. The authority, if approved, would be in substitution for the authority granted at the 2019 Annual General Meeting of the Company on 28 August 2019 and would expire at the conclusion of the next annual general meeting of the Company or at the expiry of 15 months following the passing of the Fundraising Resolutions whichever is sooner, unless previously renewed, varied or revoked.

13. PROSPECTIVE BOARD CHANGE

Christopher Yates the Group Financial Officer has indicated his wish to step down from that position as soon as an appropriate successor can be appointed, allowing for an orderly handover. A further announcement will be made in due course.

14. SETTLEMENT AND DEALINGS

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM.

It is expected that Admission in respect of the Placing Shares and the Offer Shares will become effective at 8.00 a.m. on 4 February 2020.

Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

Share certificates are expected to be despatched for Open Offer Shares to be issued in certificated form to Qualifying Non-CREST Shareholders by 18 February 2020.

15. THE GENERAL MEETING

Set out at the end of this document is a notice convening the General Meeting to be held at 11.00 a.m. on 3 February 2020 at the offices of Ince Gordon Dadds at Aldgate Tower, 2 Leaman Street, London E1 8QN at 11.00 a.m., at which the Resolutions will be proposed for the purposes of implementing the Fundraising, granting the General Authority and extending the Company's Share Scheme as follows:

- **Resolution 1** – an ordinary resolution to grant the Directors authority to allot (i) the Placing Shares pursuant to the Placing, (ii) the Offer Shares pursuant to the Offers and (iii) an additional £213,311 in nominal amount of Ordinary Shares for the purposes of the General Authority (which equates to one third of the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only) (such Resolution being conditional upon the passing of Resolution 3)
- **Resolution 2** – an ordinary resolution to grant the Directors authority to allot an additional £27,016.67 in nominal amount of Ordinary Shares pursuant to the Company's Share Scheme (such Resolution being conditional upon the passing of Resolutions 1, 3 and 4)
- **Resolution 3** – a special resolution to disapply statutory pre-emption rights in respect of the allotment of (i) the Placing Shares pursuant to the Placing, (ii) the Offer Shares pursuant to the Offers and (iii) an additional £31,997 in nominal amount of new equity securities for the purposes of the General Authority (which equates to five per cent. of the Existing Share Capital as enlarged by the issue and allotment of the Placing Shares only) (such Resolution being conditional upon the passing of Resolution 1)
- **Resolution 4** – a special resolution to disapply statutory pre-emption rights in respect of the allotment of an additional £27,016.67 in nominal amount of Ordinary Shares pursuant to the Company's Share Scheme (such Resolution being conditional upon the passing of Resolutions 1, 2 and 3)

Resolutions 1 and 2 are being proposed as ordinary resolutions and require approval by a simple majority of those votes cast (by persons present in person or by proxy) at the General Meeting for the resolutions to be passed. Resolutions 3 and 4 are being proposed as special resolutions and require approval by not less than three-quarters of the votes cast (by persons present in person or by proxy) at the General Meeting for the resolutions to be passed.

16. ACTION TO BE TAKEN

In respect of the General Meeting

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 30 January 2020 (or, if the General

Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by the issuer's agent (ID:3RA50) by no later than 11.00 a.m. on 30 January 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

In respect of the Open Offer

Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares or Excess Shares must:

- complete the enclosed Open Offer Application Form in accordance with the instructions set out in paragraph 3.1 of Part III of this document and in the accompanying Open Offer Application Form and return it to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to arrive no later than 11.00 a.m. on 31 January 2020; and
- make payment for the Open Offer Shares and any Excess Shares for which they apply in accordance with the instructions set out in paragraph 3.1(d) of Part III of this document so as to be received no later than 11.00 a.m. on 31 January 2020.

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

If you are a Qualifying CREST Shareholder, no Open Offer Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 3.2 of Part III of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 3.2(d) of Part III of this document by no later than 11.00 a.m. on 31 January 2020.

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

17. OVERSEAS SHAREHOLDERS

Information for Shareholders who have registered addresses outside the United Kingdom or who are citizens or residents of countries other than the United Kingdom is set out in paragraph 6 of Part III of this document, which sets out the restrictions applicable to such persons.

18. RISK FACTORS

Your attention is drawn to the risk factors in Part II of this document which are important and which should be read in full.

19. TAX

Your attention is drawn to the information on taxation in Part IV of this document.

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

20. RECOMMENDATION

The Directors consider the Fundraising, the grant of the General Authority and the extension of the Company's Share Scheme to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting. The Directors confirm that they intend to vote in favour of the Resolutions in respect of their beneficial holdings amounting, in aggregate, to 8,306,320 Existing Ordinary Shares, representing approximately 22.25 per cent. of the Existing Ordinary Shares.

Yours faithfully

Anthony Edwards

Chairman

PART II

RISK FACTORS

Investors are referred to the risks set out below. An investment in the Company is subject to a number of risks and may not be suitable for everyone. An investment in the Company is only suitable for investors who are capable of evaluating, or who have been advised of the risks and merits of, such investments and who have sufficient resources to bear any loss which might result from such investment. No assurance can be given that investors will realise a profit or avoid a loss on their investment. The risks described below do not purport to be exhaustive and are not set out in any order of priority. Additional risks and uncertainties which are not presently known to or are currently deemed immaterial by the Directors may also have an adverse effect on the Group's business, financial condition or results as a result of which its prospects could suffer and investors could lose all or part of their investment.

Investors should review this document carefully and in its entirety and are recommended to obtain independent financial advice from an adviser authorised under FSMA (or another appropriately authorised independent professional adviser) who specialises in advising upon investments before making any investment in ordinary shares in the capital of the Company. If any of the following risks occur, the Group's business, financial position and/or operating results could be materially and adversely affected.

In addition to the other relevant information set out in this document, the Directors consider that the following specific risk factors, which are not set out in any particular order of priority, should be taken into account when evaluating whether to make an investment in the Company:

1. RELATING TO THE FUNDRAISING

Dilution of ownership in Ordinary Shares

The Company will issue a substantial number of new Ordinary Shares pursuant to the Fundraising. Shareholders will suffer a reduction in their proportionate ownership and voting interest in the ordinary share capital of the Company immediately following Admission as a result of the Placing, the Open Offer and the Staff Offer and will suffer further dilution in the future if new share capital is issued by the Group.

Influence of the Concert Party

If the New Ordinary Shares available pursuant to the Fundraising are subscribed in full, the Concert Party will hold approximately 20.8 per cent. of the Enlarged Share Capital. This concentration of share ownership may adversely affect the market value of the New Ordinary Shares because investors may believe that there are disadvantages in owning a company in which one group of shareholders has an interest at this level. If the Concert Party acts collectively for so long as they hold (together) interests in the Group in excess of 25 per cent. they would have the ability to determine the outcome of matters requiring Shareholder approval by special resolution (75 per cent. majority). In addition, the interests of the Concert Party could be different to the interests of the Group or Shareholders as a whole. This could also have the effect of delaying or preventing an acquisition or change of control of the Group.

2. PARTICULAR RISKS ASSOCIATED WITH THE BUSINESSES OF THE GROUP

Professional liability and uninsured risks

The principal operating businesses in the Group are Ince Gordon Dadds and the other Ince Network Firms all of whom operate as legal service providers, a business regulated in the UK by the SRA and in the case of those Ince Network Firms outside the UK (**Overseas Firms**) by their local regulators. Such businesses are at risk of claims for negligence and breach of regulatory duties. As well as putting the Group at risk of financial damage such claims may also carry a reputational risk which may effect the Group as a whole.

The Ince Network Firms carry professional indemnity insurance cover to reduce or mitigate against any financial claims but such professional indemnity cover is subject to conditions and is capped financially. It will not therefore cover all or the whole of any financial risk attached to such claims. It will not compensate the Group for any damage suffered to its reputation nor will it cover the Group for claims relating to fraud or

breach of a regulatory duty, fines from the regulator, legal defence expenses and any time spent by members of the relevant practices in dealing with or defending any such claims (which could be substantial).

Claims against the Ince Network Firms or members of their respective staff for negligence or breach of regulatory duty may have a significantly detrimental effect on the businesses and operations of such firms particularly if (in the case of a claim for breach of a regulatory duty) a solicitor for one of those firms is suspended or struck off by a regulator. Any such claims are therefore likely to have a detrimental effect on the value or share price of the Ordinary Shares.

Personnel

The principal assets of any law firm are its people and particularly those partners and consultants at a senior level with responsibility for delivering high quality advice, cultivating and maintaining client contacts and driving business into the firm. Such individuals are in high demand in the legal marketplace and failure by the Group to motivate and incentivise such individuals may mean that the Group loses them to a competitor firm with little or no prospect of replacing them with a suitable alternative candidate. Although the contracts of engagement of such individuals with the Ince Network Firms contain restrictive covenants in customary form, restrictive covenants are difficult to enforce in practice. Losing such individuals particularly to a competitor practice may have a detrimental effect on the overall business and revenues of the Ince Network Firms and thus of the Group which in turn may have a detrimental effect on the value of the Ordinary Shares.

Competition

The Ince Network Firms operate in a highly competitive marketplace where there are a large number of firms which provide the same or a similar service to them at the same or similar rates. The differentials in such marketplace and the factors that influence a client or potential client to choose one law firm over another are fine and are often dependent on such nebulous factors as reputation in the marketplace, knowledge of individuals at the firm in question and ability to deliver an 'added-value' service. Although Ince Network Firms regard themselves as leaders and innovators in their respective fields the legal marketplace has in recent years seen a number of key innovations and arrival of 'disruptors' the effects of which are not as yet quantifiable. Likewise there is no assurance that other innovators will not succeed in developing and offering new and alternative legal services that are more effective, economic or otherwise more desirable than those being offered by the Ince Network Firms. Such competition could result in revenue reductions, reduced margins, and loss of market share, any one of which could materially adversely affect the Group's future business, operating results and financial position.

Reputation

The success of the Ince businesses depends on the maintenance of good client relationships and their reputation for providing high-quality professional services. If any of such businesses fail to meet client expectations or if any member of staff is the subject of a claim by the regulator the reputation of the relevant firm/business could be irreparably damaged as a result. The Group's reputation could also be adversely affected by being involved in advising a client in high profile litigation or for acting for a client with a dubious public reputation.

Intellectual property rights and brand name

The Ince businesses have a high emphasis on branding to reflect their respective positions in the legal marketplaces. The Group regards its brand names, trademarks, domain names and intellectual property rights as important to its success. Should those brands be damaged in any way or lose market appeal, the Group's businesses could be adversely affected.

Employee misconduct

The Group will be exposed to the risk of employees engaging in misconduct, including by improperly using or disclosing confidential client information. Employee misconduct could result in considerable harm to the Group's reputation, as well as regulatory sanctions and financial damage.

Information systems

The Ince businesses are highly dependent on telephonic and electronic information technology systems. A loss of access to such systems even on a temporary or short term basis could have a catastrophic effect.

Similarly the Group's plan for growth is dependent on its ability to quickly and effectively deliver access to its systems to new acquisitions and staff. Failure to do so will have a material adverse impact on the benefits deemed attributable to a successful implementation of the Group's strategy for growth.

Regulatory considerations

The Ince Network Firms operate highly regulated businesses. The solicitors employed or engaged by those firms have individual duties to their respective regulators. They also have duties to the courts and to their clients. Sometimes the interests of the firms as against such individuals may conflict. Similarly the duties of the firms and their solicitors and other regulated persons engaged or employed in such firms may conflict with the interest of the Shareholders and Group as a whole. All of this has the potential to act against the interests of Shareholders and the overall profitability of the Group.

Restrictions on holdings of 10 per cent. or more

Under the LSA, there are restrictions on holding "restricted interests" in Licensed Body law firms. A "restricted interest" includes an interest of 10 per cent. or more of the issued share capital of the Licensed Body or its parent company.

As Ince Gordon Dadds is a Licensed Body the restrictions apply to the Company and any holders of 10 per cent. or more of the issued share capital of the Company.

The consent of the SRA will be required should any person who is a non-deemed approved lawyer wish to acquire a holding of 10 per cent. or more in the Company pursuant to the Fundraising. It is a criminal offence under the LSA for any non-deemed approved lawyer to acquire a restricted interest without first notifying the SRA and obtaining its consent. Any consent from the SRA may have conditions attached. The SRA also has the power to force the divestment of any shareholding which breaches this rule via the courts and/or to suspend or revoke the Licensed Body status of Ince Gordon Dadds which if it occurred would have a highly detrimental impact upon the Group and the value of any investment in the Ordinary Shares.

Under FSMA, there are restrictions on holding interests or "controlling interests" in an FCA regulated firm. A controlling interest includes an interest of 10 per cent. or more of the issued share capital of the FCA regulated firm or its parent company.

There are a number of entities within the Group that are regulated by the FCA and therefore the FSMA restrictions apply to the Company and any holders of 10 per cent. or more of the issued share capital of the Company.

The consent of the FCA will be required should any person wish to acquire a holding which would increase their interest to above 10, 20, 30 or 50 per cent. in the Company pursuant to the Fundraising. It is a criminal offence under the FSMA to acquire a controlling interest without first obtaining the consent of the FCA. Any consent from the FCA may have conditions attached. The FCA is also required to be notified in advance in the event that an interest in an authorised or regulated firm is diluted below 10, 20, 30 or 50 per cent.

Government actions and legal developments

The Group is highly exposed to changes in the laws that regulate its businesses, such as tax law, accounting standards, the LSA and the FSMA as well as those laws and regulations applicable to the Overseas Firms.

As legal service providers, the Ince Network Firms are more vulnerable than most businesses to the impact that changes in the law or regulations operating in the UK and internationally may have on their businesses. Whilst the Group is generally exposed to the impact that any change in the law or regulatory environment would have on any business operating predominantly in the UK, the requirement for legal services provided by the Group to its clients is also exposed to such changes and such exposure is incapable of prediction or quantification.

Similarly the impact of the UK's imminent withdrawal from the European Union is wholly unknown and unquantifiable at the present time and could have a considerable downside for the businesses of the Group. Political uncertainties in any jurisdiction in which the Group operates its business may also affect the economic confidence of the clients of the Group, resulting in a downturn in business for the Group and a material adverse effect on the market for the Ordinary Shares.

In general, the extent to which legal and regulatory changes might affect the business of the Group is difficult to predict. Any such changes may detrimentally affect revenue, require increased capital and/or operating expenditures and could prevent or delay certain acquisitions or growth initiatives by the Group, any of which could have a material adverse effect on its business and financial condition.

3. GENERAL RISKS RELATING TO THE GROUP AND ITS BUSINESS

Dependence on key personnel

The Group's future growth and success depends, in part, upon the leadership and performance of its senior management team. The Ince senior management team has significant experience in implementing and integrating acquisitions in the professional services sector which is a key part of the Group's strategy and so if any of them left the Group they would be difficult to replace. Competition for staff with the particular skill sets the Group requires is intense. The loss of any of the members of the senior management team or other key members of staff, the inability to recruit sufficiently qualified personnel, or the inability to replace departing staff in a timely manner could have a material adverse effect on the Group's ability to run its business and, accordingly, on its financial condition and operating results.

The Group may not meet its acquisition objectives

There is no guarantee that the acquisition objectives of the Group will be met.

The Group will face competition from other potential acquirors. Competitors may have greater financial resources than the Group and a greater ability to source funds to make acquisitions. The ability of the Group to achieve its acquisition objectives depends upon the Group identifying and selecting targets and executing acquisitions which offer the potential for satisfactory shareholder returns.

The Group's due diligence may not identify all risks and liabilities in respect of an acquisition

Acquisitions of businesses out of administration or liquidation will not have the benefit of any customary warranties or assurances from the seller. The Group will be entirely reliant on due diligence to identify any risks or liabilities associated with such businesses. To the extent that the Group underestimates or fails to identify risks and liabilities associated with the target in question, the Group may be affected by such risks or liabilities which may have a material adverse effect on the Group's profitability and the price of New Ordinary Shares.

Operational risk

While the Group will have operational risk management practices, its profitability will continue to be subject to a variety of operational risks including strategic and business decisions (including acquisitions), technology risk (including business systems failure), reputation risk, fraud, compliance with legal and regulatory obligations, counterparty performance under outsourcing arrangements, business continuity planning, legal risk, data integrity risk, client default risk, key person risk and external events. A further operational risk is that a client or clients may terminate the services of the Group at any time, for any reason.

Failures in the Group's IT systems and infrastructure supporting its solution could significantly disrupt its operations and cause it to lose clients

Cyber-attacks, such as denial-of-service attacks, or other breaches of network or IT security, natural disasters, malicious human acts, telecommunications failures, power outages, terrorist acts or acts of war may cause equipment failures or disrupt the Group's systems and operations. The Group may be subject to sustained or repeated attempts to breach the security of its networks and IT infrastructure through cyber-attacks, malware, computer viruses and other means of unauthorised access. Any steps taken to increase the reliability and redundancy of its systems may be expensive and may not prevent system failures. A failure to protect the privacy of client and employee confidential data against breaches of network or IT security could damage the Group's reputation.

The Group's business may suffer if it is alleged or determined that its technology or another aspect of its business infringes the intellectual property rights of others

The Group's technologies may not be able to withstand any third-party claims or rights against their use.

Regardless of whether claims relating to the intellectual property rights of others have any merit, handling such claims is time-consuming, costly to evaluate and defend and the outcome of any litigation is inherently uncertain. The other party to any claims may have substantially greater resources than the Group and/or may be able to benefit from “no-win, no-fee” arrangements whereby their risks in bringing claims that may be more speculative are mitigated, increasing their leverage against the Group.

Claims that the Group is infringing patents or other intellectual property rights could:

- subject the Group to significant liabilities for monetary damages, which may be multiplied in certain instances;
- prohibit the Group from developing, commercialising or continuing to provide some or all of its solution unless it obtains licences from, and pays royalties to, the holders of the patents or other intellectual property rights, which may not be available on commercially favourable terms, or at all; and
- cause delays or stoppages in the Group providing its services.

Transactional exchange rate risk and conducting business across multiple jurisdictions exposes the Group to financial risks associated with fluctuations in exchange rates

Attracting clients for its UK-based services from numerous jurisdictions and conducting business across multiple jurisdictions exposes the Group to risks associated with fluctuations in exchange rates. The Group’s exposure to transactional exchange risks as a result of exchange rate fluctuations could have a material adverse effect on the price competitiveness of the Group’s services. The depreciation of the pounds sterling exchange rate due primarily to uncertainty over the outlook for the United Kingdom’s international trading position has made the international legal services of British law firms and other related services more competitively priced compared to law firms and legal businesses in certain international jurisdictions. Conversely, if the pounds sterling exchange rate were to appreciate compared to other currencies, this trend could reverse, making British legal services less competitively priced.

Furthermore, the Group is exposed to fluctuations in exchange rates as a result of conducting business across multiple jurisdictions. The Group monitors its currency exposures and manages imbalances through its treasury policy measures; however, these measures may not be effective at managing the Group’s exposure to foreign currencies within its various offices. The Group is also exposed to the translation of results of overseas operations into its reporting currency, pounds sterling. For the financial year ended 31 March 2019, the impact of foreign exchange translation was minimal but fluctuations in exchange rates may have a greater impact on the figures consolidated in the Group’s accounts in the future, particularly if the Group continues its international expansion or if there is growth in the Group’s existing International network. The Group cannot predict the effect of exchange rate fluctuations upon future operating results, and the Group may not be able to compensate for, or hedge against, adverse effects of exchange rate movements, which could have a material adverse effect on the Group’s business, results of operations, financial condition or prospects.

The terms of the Group’s debt facilities

The instruments governing the Group Banking Arrangements impose significant restrictions on it. These restrictions may limit, directly or indirectly, its ability, amongst other things, to undertake the following actions:

- borrow money;
- make investments;
- sell assets, including capital stock of subsidiaries;
- guarantee indebtedness;
- enter into agreements that restrict dividends or other distributions from certain subsidiaries;
- enter into transactions with affiliates;
- create or assume security or liens; and
- engage in mergers, joint ventures or consolidations.

The Group Banking Arrangements are subject to customary banking covenants. Although these covenants have exceptions and qualifications, the breach of any of these covenants could result in an event of default,

whereby the Group Banking Arrangements and all amounts outstanding or facilities available under them might be withdrawn and/or become or be declared immediately due and payable. If such indebtedness were to be accelerated, the Group may have insufficient funds to repay in full any such indebtedness. The withdrawal of the Group's working capital facility under such Arrangements would have significantly adverse consequences for the Group's ability to fund its business and achieve its objectives.

Economic conditions

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

Conversely an economic upturn, particularly in the UK legal sector, may also have a downside for the Group's growth strategy as fewer law firms feel the need or pressure to merge to survive or sustain profitability.

If the Group fails to maintain proper and effective internal controls, its ability to produce accurate and timely financial statements could be impaired and investors' views of the Group could be impaired

The Group has systems and controls in place to allow it to produce accurate and timely financial statements. If any of these systems or controls were to fail, the Group may be unable to produce interim and annual financial statements accurately or on a timely basis. As such, investors may have concerns both over the lack of available financial information and the controls that the Group has in place, which could adversely affect the Company's share price.

Force Majeure

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

Taxation

The taxation implications of investing in the Company are dealt with in Part IV of this document. The tax rules and their interpretation relating to an investment in the Company may change during the life of the investment. The levels of, and relief from, taxation may change. Any tax reliefs referred to in this document are those currently available and their application depends on the individual circumstances of investors. The information given in this document relates only to UK investors and investors in other jurisdictions must seek their own tax advice. Any change in the Company's tax status, or the tax applicable to holding Ordinary Shares, or in taxation legislation or its interpretation, could affect the value of the assets held by the Group or affect its ability to provide returns to Shareholders and/or alter the post-tax return of Shareholders. Statements in this document concerning taxation are based upon current law and practice which are subject to change.

4. RISKS RELATING TO AIM AND THE NEW ORDINARY SHARES

AIM

Application will be made for the New Ordinary Shares to be admitted to AIM. No application is being made for admission of any of the New Ordinary Shares to the Official List or to any other stock exchange at this time. An investment in shares quoted on AIM may be less liquid and may carry a higher risk than an investment in shares quoted on the Official List. The AIM Rules are less demanding than those of the Official List. Further, the London Stock Exchange has not itself examined or approved the contents of this document. A prospective investor should be aware of the risks of investing in AIM companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised for the purposes of FSMA who specialises in the acquisition of shares and other securities of UK publicly-listed companies.

Liquidity and possible price volatility

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

In addition, stock market prices may be volatile and may go down as well as up. The price at which investors may dispose of their Ordinary Shares may be influenced by a number of factors, some of which may pertain to the Group and others of which are extraneous. These factors could include the performance of the Group's business, changes in the amount of distributions or dividends, changes in the Group's operating expenses, variations in and the timing of the recognition of realised and unrealised gains or losses, the degree to which the Group encounters competition, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, legislative or regulatory or taxation changes and general economic conditions.

The value of the Ordinary Shares may therefore fluctuate and may not reflect their underlying asset value. Investors may realise less than the original amount invested.

Admission should not be taken as implying that there will be a liquid market for the Ordinary Shares. It may be more difficult for an investor to realise an investment in the Company than in a company whose shares are quoted on the Official List.

There can be no guarantee that any future capital raisings will be successful. If securities or industry analysts do not publish research or publish unfavourable or inaccurate research about the business, the Company's share price and trading volume of the Ordinary Shares could decline

The trading market for the Ordinary Shares will depend, in part, on the research and reports that securities or industry analysts publish about the Company or its business. The Directors may be unable to sustain coverage by well-regarded securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of the Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for the Ordinary Shares could be negatively impacted. In the event that the Company obtains securities or industry analyst coverage, if one or more of the analysts who cover the Company downgrade the Ordinary Shares or publish inaccurate or unfavourable research about the Company's business, the share price would be likely to decline. If one or more of these analysts cease coverage of the Company or fail to publish reports regularly, demand for the Ordinary Shares could decrease, which might cause the share price and trading volume to decline.

Dilution of shareholders' interests as a result of additional equity fundraising

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

Dividends

Whilst the Group is committed to a progressive dividend policy, there can be no assurance as to the level of future dividends, if any. The declaration, payment and amount of any future dividends of the Group is subject to the discretion of the Board and will depend upon, among other things, the Group's earnings, financial position, cash requirements and availability of profits, as well as the provisions of relevant laws and generally accepted accounting principles.

Currency and foreign exchange

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

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

5. RISKS ASSOCIATED WITH THE MERGER WITH INCE & CO

As outlined in paragraph 2 of Part I of this document at the end of 2018 the Group acquired the members' interests in and most of the assets of Ince & Co LLP and on 1 April 2019 secured a controlling interest in the affiliated offices of Ince & Co LLP in Hong Kong, Singapore, Dubai, Germany and Greece. Such acquisition was significant for the Group in many respects including the fact that it has significantly enhanced the income generated by the Group as well as the Group's profile in the legal profession and the wider business community. An acquisition on this scale is not without risk however. Under the terms of the transaction the 39 Ince & Co partners who are now engaged by the Ince Network Firms agreed to commit to the Group for a minimum term of 18 months. Such minimum term expires on 30 June 2020 and any legacy Ince & Co partner may decide to leave the firm on six months' notice served at any time from 1 January 2020. The departure and even notice of departure of a significant number of the former Ince & Co partners could have a serious detrimental impact on the Group's revenues and reputation in the legal marketplace and potentially the sectors for which the firm has a leading reputation. The Group is engaged in discussions with a number of the current and former partners about their capital and current account balances. Whilst none of the claims which underlie these discussions is significant on an individual basis, they nonetheless take up management and fee earning time and resource which if sustained over a significant period of time could have a detrimental impact on the Group's business. The Group is also in dispute with a number of former partners and associates of Ince & Co with regards to their terms of exit from Ince & Co prior to Ince & Co and its affiliated entities becoming part of the Group and/or in relation to their closing current and/or capital account balances. These disputes have inevitably taken up considerable management time and resource but in the Directors opinion the majority of such claims are without merit and capable of settlement or resolution without significant additional liability to the Group.

6. RISKS ASSOCIATED WITH LATERAL HIRES

The Group has recently invested in a number of significant lateral hires and is looking to recruit further lateral hires to enhance the business. Whilst the Directors are confident that the recent lateral hires and those currently under consideration will be significantly revenue generating for the Group there are no guarantees that any lateral hire will generate the revenues expected of him or her.

The risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which the Group is exposed or all those risks associated with an investment in the Group. In particular, the Group's performance is likely to be affected by changes in the market and/or economic conditions and in legal, accounting, regulatory and tax requirements. There may be additional risks that the Directors do not currently consider to be material or of which they are currently unaware.

If any of the risks referred to in this Part II of this document materialise, the Group's business, financial condition, results or future operations could be materially adversely affected. In such case, the price of its shares could decline and investors may lose all or part of their investment.

PART III

THE OPEN OFFER

TERMS AND CONDITIONS OF THE OPEN OFFER

INTRODUCTION

The purpose of this Part III is to set out the terms and conditions of the Open Offer.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 4,444,444 Open Offer Shares at the Issue Price *pro rata* (excepting fractional entitlements) to their current holdings in accordance with the terms of the Open Offer. The Open Offer has not been underwritten.

The Issue Price per Open Offer Share is 45 pence.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlement in full. The Excess Application Facility enables Qualifying Shareholders to apply for Open Offer Shares in excess of their Open Offer Entitlement.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is 14 January 2020.

Each Qualifying Non-CREST Shareholder should have received an Open Offer Application Form with this document.

Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST by 17 January 2020.

The latest time and date for receipt of a completed Open Offer Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is 11.00 a.m. on 31 January 2020 with Admission and commencement of dealings in Open Offer Shares expected to take place at 8.00 a.m. on 4 February 2020.

This document and, for Qualifying Non-CREST Shareholders only, the Open Offer Application Form contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part III, which gives details of the procedure for application and payment for the Open Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, the Placing Shares and the Staff Offer Shares including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue. This will include the right to receive the Company's interim dividend for its financial year ending 31 March 2020 of 2p per Ordinary Share which is payable on 16 April 2020 to Shareholders on the register on 6 March 2020.

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

1. THE OPEN OFFER

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Open Offer Application Form), Qualifying Shareholders are hereby invited to apply for Open Offer Shares at the Issue Price, payable in full in cash on application, free of all expenses, on the basis of:

- (a) 1 Open Offer Share for every 8.398 Existing Ordinary Shares held by Qualifying Shareholders at the Record Date and so on in proportion to any other number of Ordinary Shares then held; and

- (b) further Open Offer Shares in excess of the Open Offer Entitlement through the Excess Application Facility (although such Open Offer Shares will only be allotted to the extent that not all Qualifying Shareholders apply for their Open Offer Entitlements in full).

Entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares, with fractional entitlements being aggregated and made available under the Excess Application Facility.

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

If you are a Qualifying Non-CREST Shareholder, the Open Offer Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box A) and your Open Offer Entitlement (in Box B).

If you are a Qualifying CREST Shareholder, application will be made for your Open Offer Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 17 January 2020. No further application for admission to CREST is required for the Open Offer Shares.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Open Offer Entitlement in full, to apply for further Open Offer Shares in excess of their Open Offer Entitlement. Qualifying CREST Shareholders will have their Open Offer Entitlement and Excess CREST Open Offer Entitlement credited to their stock accounts in CREST and should refer to paragraph 3.2 of this Part III for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back at the Company's absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. To the extent that the Open Offer is over-subscribed and the Staff Offer is under-subscribed the Directors reserve the right to draw upon New Ordinary Shares reserved for allocation under the Staff Offer to satisfy excess applications under the Open Offer and vice versa.

Please refer to paragraphs 3.1(f) and 3.2(k) of this Part III for further details of the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Open Offer Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part III.

The Open Offer Shares will, when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise *pari passu* in all respects with the Existing Ordinary Shares and the Placing Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

2. CONDITIONS AND FURTHER TERMS OF THE OPEN OFFER

The Open Offer is conditional upon the Placing Agreement becoming or being declared unconditional in all respects and not being terminated in accordance with its terms before Admission. The principal conditions to the Placing Agreement are:

- (i) the passing of the Fundraising Resolutions at the General Meeting; and
- (ii) Admission becoming effective by no later than 8.00 a.m. on 4 February 2020 or such later time and/or date (being not later than 8.00 a.m. on 18 February 2020) as Arden and the Company may agree.

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

Notwithstanding any other term of the Open Offer set out in this Part III, the Directors reserve their right to vary or amend the terms of the Open Offer whether generally or in so far as it relates to any particular Qualifying Shareholder or applicant for Open Offer Shares pursuant to the Open Offer where in their reasonable opinion it is necessary or expedient to do so in the interests of the Company. In particular the attention of Qualifying Shareholders is drawn to paragraph 5 of Part I of this document for examples of circumstances where the Directors may decide to exercise their discretion.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form by 18 February 2020.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission of the Open Offer Shares is expected to occur at 8.00 a.m. on 4 February 2020, when dealings in the Open Offer Shares are expected to begin.

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

3. PROCEDURE FOR APPLICATION AND PAYMENT

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you hold your Existing Ordinary Shares in certificated or uncertificated form.

Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in certificated form should have received an Open Offer Application Form with this document. The Open Offer Application Form shows the number of Existing Ordinary Shares held at the Record Date. It will also show Qualifying Non-CREST Shareholders their Open Offer Entitlement that can be allotted in certificated form.

Qualifying Shareholders who hold all their Existing Ordinary Shares in uncertificated form in CREST will be allotted Open Offer Shares in CREST. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form.

It will be possible for Qualifying Non-CREST Shareholders to deposit Open Offer Entitlements into CREST and for Qualifying CREST Shareholders to withdraw their Open Offer Entitlements from CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 3.2(f) of this Part III.

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

Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Open Offer Application Form, or send a USE message through CREST.

3.1. **Qualifying Non-CREST Shareholders:**

(a) *General*

Subject to paragraph 6 of this Part III in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Open Offer Application Form. The Open Offer Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box A. It also shows the Open Offer Entitlement allocated to them set out in Box B. Entitlements to Open Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be aggregated and made available under the Excess Application Facility. Box C shows how much they would need to pay if they wish to take up their Open Offer Entitlement in full.

Qualifying Non-CREST Shareholders may apply for less than their Open Offer Entitlement should they wish to do so.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement at the Record Date. The Excess Shares may be scaled back at the Company's absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

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

(b) *Bona fide market claims*

Applications by Qualifying Non-CREST Shareholders to acquire Open Offer Shares may only be made on the Open Offer Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to participate in the Open Offer. Open Offer Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 29 January 2020. The Open Offer Application Form is not a negotiable document and cannot be separately traded.

A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of its holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to participate in the Open Offer, should contact its broker or other professional adviser authorised under FSMA through whom the sale or purchase was effected as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holding should, if the market claim is to be settled outside CREST, complete Box J on the Open Offer Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Open Offer Application Form should not, however, be forwarded to or transmitted in or into or from the United States or any other Restricted Jurisdiction, nor in or into or from any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Open Offer Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 3.2 of this Part III below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Open Offer Entitlement or in addition to their Open Offer Entitlement under the Excess Application Facility) should complete the Open Offer Application Form in accordance with the instructions printed on it. Qualifying Non-CREST Shareholders may only apply for Excess Shares if they have agreed to take up their Open Offer Entitlements in full.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back at the Company's absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Completed Open Offer Application Forms should be returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by no later than 11.00 a.m. on 31 January 2020.

Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Open Offer Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

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

- (i) Open Offer Application Forms received after 11.00 a.m. on 31 January 2020; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 31 January 2020 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Open Offer Application Form in due course but, in any event, within two Business Days; or
- (iii) remittances received after 11.00 a.m. on 31 January 2020.

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk.

(d) *Payments*

All payments must be in pounds sterling and made by cheque written in black ink made payable to 'Computershare Investor Services PLC re: The Ince Group plc Open Offer AIC' and crossed "A/C Payee Only" or by banker's draft drawn in sterling on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the name of the account holder and have either added the building society or bank branch stamp or have provided a supporting letter confirming the source of funds. The name of the account holder should be the same as the name of the shareholder shown on page 1 of the Open Offer Application Form. Post-dated cheques will not be accepted.

Cheques and banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct Computershare Investor Services PLC to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments made before they are due.

It is a term of the Open Offer that cheques and banker's drafts shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and/or cheques and/or banker's drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable by cheque or return funds direct to the account of the bank or building society on which the relevant cheque or banker's draft was drawn (at the applicant's sole risk).

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

(e) *Incorrect Sums*

If an Open Offer Application Form encloses a payment for an incorrect sum, the Company through the Receiving Agent reserves the right:

- (i) to reject the application in full and return the cheque or banker's draft or refund the payment to the Qualifying Non-CREST Shareholder in question (without interest); or
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all of the Open Offer Shares referred to in the Open Offer Application Form, refunding any unutilised sums to the Qualifying Non-CREST Shareholder in question (without interest), save that any sums of less than £1.00 will be retained for the benefit of the Company.

(f) *The Excess Application Facility*

- (i) Provided they choose to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box E of the Open Offer Application Form.
- (ii) If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back at the Company's absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.
- (iii) Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 4,444,444 Open Offer Shares, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk.

(g) *Effect of valid application*

All documents and remittances sent by post by, to, from, or on behalf of or to an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk. By completing and delivering an Open Offer Application Form, the applicant:

- (i) represents and warrants to the Company and Arden that it has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise its rights, and perform its obligations under any contracts resulting therefrom and that it is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company and Arden that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company and Arden that in making the application it is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, it will be deemed to have had notice of all the information in relation to the Company contained in this document (including information incorporated by reference);
- (iv) represents and warrants to the Company and Arden that it is the Qualifying Shareholder originally entitled to the Open Offer Entitlement;
- (v) represents and warrants to the Company and Arden that if it has received some or all of its Open Offer Entitlement from a person other than the Company it is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares to which it will become entitled be issued to it on the terms set out in this document and in the Open Offer Application Form and subject to the Articles;
- (vii) represents and warrants to the Company and Arden that it is not, nor is it applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and it is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of its application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law, nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (viii) represents and warrants to the Company and Arden that it is not, and nor is it applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms that in making the application it is not relying and has not relied on the Company or Arden or any person affiliated with the Company, or Arden, in connection with any investigation of the accuracy of any information contained in this document or its investment decision.

All enquiries in connection with the procedure for application and completion of the Open Offer Application Form should be addressed to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH, or you can contact them on 0370 707 1412 from within the

UK or +44 370 707 1412 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

(h) *Proxy*

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

A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which it is entitled in uncertificated form in CREST. Please see paragraph 3.2(f) below for more information.

3.2. **Qualifying CREST Shareholders**

(a) *General*

Subject to paragraph 6 of this Part III in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to its stock account in CREST of its Open Offer Entitlement equal to the maximum number of Open Offer Shares for which it is entitled to apply under the Open Offer together with an Excess CREST Open Offer Entitlement credit equal to the maximum number of Open Offer Shares available.

Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Open Offer Entitlements have therefore also been rounded down. Any fractional entitlements to Open Offer Shares arising will be aggregated and made available under the Excess Application Facility.

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

If for any reason Open Offer Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 3.00 p.m. on 17 January 2020, or such later time and/or date as the Company may decide, an Open Offer Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement and Excess CREST Open Offer Entitlement which should have been credited to its stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of paragraph 3.1 of this Part III applicable to Qualifying Non-CREST Shareholders will apply to Qualifying CREST Shareholders who receive an Open Offer Application Form.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. CREST sponsored members should consult their CREST sponsor if they wish to apply for Open Offer Shares as only their CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Market claims*

Each of the Open Offer Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim

transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly. Claims will not be raised on the Excess CREST Open Offer Entitlements. Qualifying CREST Shareholders claiming Excess CREST Open Offer Entitlements by virtue of a *bona fide* market claim are advised to contact the Receiving Agent to request a credit of the appropriate number of entitlements to their CREST account.

(c) *Unmatched Stock Event (USE Instructions)*

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

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

(d) *Content of USE Instruction in respect of Open Offer Entitlements*

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

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Open Offer Entitlement. This is GB00BJVL8K09;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of Computershare Investor Services PLC in its capacity as a CREST receiving agent. This is 8RA22;
- (vi) the member account ID of Computershare Investor Services PLC in its capacity as a CREST receiving agent. This is INCGRP01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 31 January 2020; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 31 January 2020.

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

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 30 January 2020 in order to be valid is 11.00 a.m. on that day.

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

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

- (i) the number of Excess Shares for which application is being made (and hence being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BJVL8L16;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of Computershare Investor Services PLC in its capacity as a CREST receiving agent. This is 8RA22;
- (vi) the member account ID of Computershare Investor Services PLC in its capacity as a CREST receiving agent. This is INCGRP01;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Excess Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 31 January 2020; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 31 January 2020.

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

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 31 January 2020 in order to be valid is 11.00 a.m. on that day.

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

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

A holder of an Open Offer Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements and the

entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps to take up the entitlement prior to 11.00 a.m. on 31 January 2020. After depositing their Open Offer Entitlement into their CREST account, Qualifying CREST Shareholders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by the Receiving Agent.

The recommended latest time for depositing an Open Offer Application Form with the CREST Courier and Sorting Service (CCSS), where the person entitled wishes to hold the entitlement under the Open Offer set out in such Open Offer Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 28 January 2020.

The recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 27 January 2020.

In either case this is so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Open Offer Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 31 January 2020.

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

(g) *Validity of application*

A USE Instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 31 January 2020 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE Instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that its CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 31 January 2020. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are however, encouraged to vote at the General Meeting by completing and returning the enclosed Form of Proxy.

(j) *Incorrect or incomplete applications*

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

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

(k) *The Excess Application Facility*

The Excess Application Facility enables Qualifying CREST Shareholders, who have taken up their Open Offer Entitlement in full, to apply for Open Offer Shares in excess of their Open Offer Entitlement as at the Record Date. If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back at the Company's absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Excess CREST Open Offer Entitlements may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part III in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with Excess CREST Open Offer Entitlements to enable applications for Excess Shares to be settled through CREST. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and the Excess CREST Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities. Neither the Open Offer Entitlements nor the Excess CREST Open Offer Entitlements will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above.

Should a transaction be identified by the CREST Claims Processing Unit as "cum" the Open Offer Entitlement and the relevant Open Offer Entitlement(s) be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 4,444,444 Open Offer Shares, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to its Excess CREST Open Offer Entitlement, and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant's sole risk by way of cheque or CREST payment, as appropriate. Fractions of Open Offer Shares will be aggregated and made available under the Excess Application Facility.

All enquiries in connection with the procedure for applications under the Excess Application Facility and Excess CREST Open Offer Entitlements should be addressed to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH. Computershare Investor Services PLC can be contacted on 0370 707 1412 from within the UK or +44 370 707 1412 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday

excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

(l) *Effect of valid application*

A CREST member who makes or is treated as making a valid application for Open Offer Shares in accordance with the above procedures hereby:

- (i) represents and warrants to the Company and Arden that it has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise its rights, and perform its obligations, under any contracts resulting therefrom and that it is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agents' payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees with the Company and Arden that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company and Arden that in making the application it is not relying on any information or representation in relation to the Company other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, it will be deemed to have had notice of all the information in relation to the Company contained in this document (including information incorporated by reference);
- (v) represents and warrants to the Company and Arden that it is the Qualifying Shareholder originally entitled to the Open Offer Entitlements;
- (vi) represents and warrants to the Company and Arden that if it has received some or all of its Open Offer Entitlements from a person other than the Company, it is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vii) requests that the Open Offer Shares to which it will become entitled be issued to it on the terms set out in this document and subject to the Articles;
- (viii) represents and warrants to the Company and Arden that it is not, nor is it applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and it is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of its application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any other Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law, nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (ix) represents and warrants to the Company and Arden that it is not, and nor is it applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and

- (x) confirms that in making the application it is not relying and has not relied on the Company or Arden or any person affiliated with the Company, or Arden, in connection with any investigation of the accuracy of any information contained in this document or its investment decision.

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

3.3 **Lapse of the Open Offer**

In the event that the Placing Agreement does not become or is not declared unconditional by 8.00 a.m. on 4 February 2020 or such later time and date as the Company and Arden determine (being no later than 8.00 a.m. on 18 February 2020), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by any Qualifying Shareholder, without interest, as soon as practicable thereafter.

4. **MONEY LAUNDERING REGULATIONS**

4.1. **Qualifying Non-CREST Shareholders**

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

The person lodging the Open Offer Application Form with payment and in accordance with the other terms as described above (the **acceptor**), including any person who appears to Computershare Investor Services PLC to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 4 the

relevant Open Offer Shares) and shall thereby be deemed to agree to provide Computershare Investor Services PLC with such information and other evidence as they may require to satisfy the verification of identity requirements.

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

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

Submission of an Open Offer Application Form with the appropriate remittance will constitute a warranty to each of the Company, Computershare Investor Services PLC and Arden from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (a) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering or terrorist financing (no. 2015/849/EU));
- (b) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (c) if the applicant (not being an applicant who delivers its application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (d) if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £12,800).

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

- (aa) if payment is made by cheque in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques should be made payable to: 'Computershare Investor Services PLC re: The Ince Group plc Open Offer A/C' and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the name of the account holder and have either added the building society or bank branch stamp or have provided a supporting letter confirming the source of funds. The name of the account holder should be the same as the name of the shareholder shown on page 1 of the Open Offer Application Form; or
- (bb) if the Open Offer Application Form is lodged with payment by an agent which is an organisation of the kind referred to in paragraph (aa) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should provide with the Open Offer Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH.

To confirm the acceptability of any written assurance referred to in (bb) above, or in any other case, the acceptor should contact Computershare Investor Services PLC on 0370 707 1412 from within the UK or +44 370 707 1412 if calling from outside the UK. Lines are open between 8.30 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Fundraising nor give any financial, legal or tax advice.

If the Open Offer Application Form(s) is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 31 January 2020, Computershare Investor Services PLC has not received evidence satisfactory to it as aforesaid, Computershare Investor Services PLC may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the payee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

4.2. Qualifying CREST Shareholders

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

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

5. ADMISSION, SETTLEMENT AND DEALINGS

The result of the Open Offer is expected to be announced on 31 January 2020. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. Subject to the Open Offer becoming unconditional in all respects (save only as to Admission), it is expected that Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 4 February 2020.

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 31 January 2020 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

On 31 January 2020, the Receiving Agent will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission. The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member

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

No temporary documents of title will be issued, and transfers will be certified against the share register of the Company. All documents or remittances sent by, to, from or on behalf of applicants, or as they may direct, will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant.

Share certificates are expected to be despatched for Open Offer Shares to be issued in certificated form to Qualifying Non-CREST Shareholders by 18 February 2020.

For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 3.1 above and their respective Open Offer Application Form.

6. OVERSEAS SHAREHOLDERS

This paragraph 6 is intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1. General

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

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

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

No person receiving a copy of this document and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Open Offer Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Open Offer Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction

resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Open Offer Application Form must be treated as sent for information only and should not be copied or redistributed.

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

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

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Open Offer Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company and Arden determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Open Offer Application Form and/or transfers Open Offer Entitlements or Excess CREST Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III and specifically the contents of this paragraph 6.

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

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

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any other Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Open Offer Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No public offer of Open Offer Shares is being made by virtue of this document or the Open Offer Application Forms into the United States or any other Restricted Jurisdiction.

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

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

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

6.2. **Representations and warranties relating to Overseas Shareholders**

(a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Open Offer Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, Arden and the Receiving Agent that, except where proof has been provided to the Company's satisfaction that such person's use of the Open Offer Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the United States or any other Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Open Offer Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories. The Company and/or the Receiving Agents may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Open Offer Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from the United States or another Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or another Restricted Jurisdiction for delivery of the share certificates for Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this sub-paragraph 6.2 (a).

(b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part III represents and warrants to the Company, Arden and the Receiving Agents that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not within the United States or any other Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) such person is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring any Open Offer Shares with

a view to the offer, sale, resale, transfer, delivery or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories.

6.3. **Waiver**

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

7. **TIMES AND DATES**

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

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

8. **TIMES AND DATES**

Your attention is drawn to Part II of this document in respect of the risk factors applicable to an investment in New Ordinary Shares.

The risk factors are important and should be read in full before making a decision to invest in the Company. If you are in any doubt about whether you should invest in the Open Offer you should consult your own suitably-qualified independent professional adviser without delay.

9. **TAXATION**

Your attention is drawn to Part IV of this document in respect of the taxation consequences for investors in New Ordinary Shares.

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

10. **FURTHER INFORMATION**

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

11. **GOVERNING LAW AND JURISDICTION**

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

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document and/or the Open Offer Application Form. By taking up Open Offer Shares, by way of their Open Offer Entitlement and the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, in the Open Offer Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART IV

TAXATION

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

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

Inheritance tax relief

Individuals and trustees subject to inheritance tax may be entitled to business property relief of up to 100 per cent. in relation to unquoted shares (which should include shares traded on AIM where the shares are not also listed on a recognized stock exchange) in the Company, generally after a holding period of two years, providing all the relevant conditions for the relief are satisfied at the appropriate time.

Taxation of dividends

Income tax

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

Individual shareholders resident in the UK receiving dividends from the Company may be liable to income tax on such dividends, subject to any applicable reliefs and exemptions. In the tax year ending 5 April 2020, no income tax is payable in respect of the first £2,000 of dividend income received from all sources in the tax year (although such income would still count towards the basic, higher and additional rate thresholds). In the 2019/20 tax year, dividends received in excess of £2,000 that fall within a shareholder's basic, higher and additional rate bands are taxable at 7.5 per cent., 32.5 per cent. and 38.1 per cent. respectively.

Corporation tax

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

Taxation of chargeable gains

- (a) Under current HM Revenue & Customs practice, the subscription by a Shareholder for shares under the Open Offer up to that Shareholder's basic Open Offer Entitlement is expected to be treated as a reorganisation of share capital for the purposes of the UK taxation of chargeable gains. To the extent that it is so treated, a Shareholder should not be treated as disposing of the shares already held by that Shareholder in the Company; the Open Offer Shares issued should be treated as acquired at the same time as the Existing Ordinary Shares held by that Shareholder in respect of which the Open Offer Shares were offered, and the cost of acquisition of the Open Offer Shares should be pooled with the expenditure allowable on the relevant Existing Ordinary Shares for the purposes of determining the amount of any chargeable gain arising on a subsequent disposal. Any subscription by a Shareholder for shares under the Open Offer in excess of that Shareholder's basic Open Offer Entitlement should be treated as a new acquisition outside the scope of the rules on reorganisations of share capital. As

a matter of UK tax law, the acquisition of Open Offer Shares may not, strictly speaking, constitute a reorganisation of share capital, and there is no guarantee that the HM Revenue & Customs practice mentioned above will be followed.

- (b) A UK resident individual shareholder who disposes of, or who is deemed to dispose of, their shares in the Company may be liable to capital gains tax in relation thereto at a rate of 10 per cent. (in the tax year ending 5 April 2020), of any chargeable gain thereby realised (after taking into account any applicable reliefs and exemptions). To the extent that any chargeable gains or part thereof, aggregated with taxable income arising in a tax year, exceed the upper limit of the basic rate income tax band, capital gains tax will be charged at 20 per cent. (in the tax year ending 5 April 2020). In computing the gain, the Shareholder should be entitled to deduct from proceeds the cost to that Shareholder of the shares (together with incidental costs of acquisition and disposal).

As the Ordinary Shares are traded on AIM, a market operated and regulated by the London Stock Exchange and which is not a recognised investment exchange for the purposes of the FSMA, a Shareholder (other than an employee of the Group or a person connected with such employee) may qualify for investors' relief on a disposal of Ordinary Shares which he/she has held for at least 3 years. If investors' relief is available the rate of capital gains tax payable on a disposal of Ordinary Shares will be 10 per cent. capped at a lifetime limit of gains of £10 million.

- (c) A UK resident corporate shareholder disposing of its shares in the Company may be liable to corporation tax on chargeable gains in relation thereto at the usual rates of corporation tax applicable to it (currently 19 per cent.) (subject to any applicable reliefs or exemptions).

Stamp Duty and Stamp Duty Reserve Tax

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

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

NOTICE OF GENERAL MEETING

THE INCE GROUP PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 03744673)

NOTICE IS HEREBY GIVEN THAT a general meeting of The Ince Group plc (the **Company**) will be held at the offices of Ince Gordon Dadds LLP, Aldgate Tower, 2 Lemn Street, London E1 8QN at 11.00 a.m. on 3 February 2020 to consider and, if thought fit, to pass the following resolutions of which resolutions 1 and 2 will be proposed as ordinary resolutions of the Company and resolutions 3 and 4 will be proposed as special resolutions of the Company:

ORDINARY RESOLUTIONS

1. THAT, conditional upon the passing of Resolution 3, and in substitution for any equivalent authorities and powers granted to the directors of the Company pursuant to section 551 of the Companies Act 2006 (the **Act**) prior to the date of the passing of this resolution, the directors of the Company be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company (such shares, and rights to subscribe for or to convert any security into shares in the Company being **relevant securities**) provided that this authority shall be limited to:
 - (a) the allotment of up to 26,666,667 new ordinary shares of £0.01 each in the capital of the Company (**Ordinary Shares**) in connection with the Placing (as defined in the circular to shareholders of the Company dated 16 January 2020 (the **Circular**));
 - (b) the allotment of up to 8,888,888 new Ordinary Shares in connection with the Offers (as such term is defined in the Circular); and
 - (c) the allotment (otherwise pursuant to sub-paragraphs (a) and (b) above) of relevant securities up to an aggregate nominal amount of £213,311 (21,331,100 new Ordinary Shares),but subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever. Unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors of the Company may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.
2. THAT, conditional upon the passing of Resolutions 1, 3 and 4, and in addition to any existing such authority for the purposes of the Company's Share Scheme (as such term is defined in the Circular), in accordance with the requirements of section 551 of the Act, the directors of the Company be and they are hereby authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £27,016.67 (2,701,667 new Ordinary Shares) pursuant to the Company's Share Scheme. The authority conferred by this resolution shall expire on the fifth anniversary of the date of passing of this Resolution, unless such authority is renewed varied or revoked by the Company by ordinary resolution prior to or on that date and provided also that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after such expiry and the directors of the Company may allot shares in the Company or grant rights pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

3. THAT, conditional upon the passing of Resolution 1, and in substitution for any equivalent authorities and powers given to the directors of the Company pursuant to section 570 of the Act prior to the passing of this resolution, the directors of the Company be and they are hereby empowered, pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) in the Company for cash pursuant to the authority of the directors of the Company under section 551 of the Act conferred by Resolution 1, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
- (a) the allotment of up to 26,666,667 new Ordinary Shares in connection with the Placing (as such term is defined in the Circular);
 - (b) the allotment of up to 8,888,888 new Ordinary Shares in connection with the Offers (as such term is defined in the Circular); and
 - (c) the allotment (otherwise than pursuant to sub-paragraphs (a) and (b) above) of equity securities up to an aggregate nominal amount of £31,997 (3,199,700 new Ordinary Shares),
- and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 15 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if this power had not expired.
4. THAT, conditional upon the passing of Resolutions 1, 2 and 3, and in addition to any equivalent authorities and powers given to the directors of the Company pursuant to section 570 of the Act prior to the passing of this resolution in relation to the Company's Share Scheme, the directors of the Company be and they are hereby empowered, pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) in the Company for cash pursuant to the authority of the directors of the Company under section 551 of the Act conferred by Resolution 2, as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment and issue of equity securities with a maximum aggregate nominal amount of £27,016.67 (2,701,667 new Ordinary Shares) pursuant to the Company's Share Scheme and shall expire on the fifth anniversary of the date of passing of this Resolution and provided also that any such power may be revoked or varied by special resolution and that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if such powers had not expired.

By order of the Board

Christopher Yates
Chief Financial Officer

Dated: 16 January 2020

Registered office:

Aldgate Tower
2 Leman Street
London E1 8QN

Explanatory Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those CREST members registered in the register of members of the Company at:
 - 11.00 a.m. on 1 February 2020; or
 - if this Meeting is adjourned, at 11.00 a.m. on the day which is 48 hours before the adjourned Meetingshall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
2. A member who is entitled to attend, speak and vote at the Meeting may appoint a proxy to attend, speak and vote instead of him or her. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the Meeting in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the Meeting (although voting in person at the Meeting will terminate the proxy appointment). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the Meeting or another person as a proxy. You can only appoint a proxy using the procedures set out in these notes and in the notes to the form of proxy.
3. To be valid, a form of proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH, by no later than 11.00 a.m. on 30 January 2020.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH (CREST Participant ID: 3RA50), no later than 48 hours before the time appointed for the meeting (excluding any day or part of a day which is not a Business Day). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
6. CREST members and, where applicable, their CREST sponsor or voting service provider, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that its CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual (available at www.euroclear.com/CREST) concerning practical limitations of the CREST system and timings.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
9. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in notes 2 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see paragraphs 3 and 5 above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

