

**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) (FSMA), who specialises in advising on the acquisition of shares and other securities if you are resident in the United Kingdom or from another appropriately authorised independent financial adviser if you are resident in a territory outside the United Kingdom. The whole of this document should be read.**

If you have sold or otherwise transferred all of your Existing Ordinary Shares prior to the Ex-entitlement Date, please immediately forward this document, but not the Form of Proxy and (if relevant) the Application Form (duly completed as instructed by your selling broker), 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. However, the distribution of this document into jurisdictions other than the UK may be restricted by law and such documentation should not be mailed, distributed, forwarded to or transmitted in or into the United States, Australia, New Zealand, Canada, the Republic of Ireland, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately and refer to the instructions regarding split applications which will be in the Application Form (if relevant).

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

The Existing Ordinary Shares are admitted to trading on AIM. Application has been made for the Firm Placing Shares to be admitted to trading on AIM and First Admission is expected to become effective and dealings in the Firm Placing Shares are expected to commence on 16 July 2020. Application has been made for the Consideration Shares to be admitted to trading on AIM and Second Admission is expected to become effective and dealings in the Consideration Shares are expected to commence on 17 July 2020. Subject to, amongst other things, the Placing Resolutions being passed, it is expected that Third Admission will become effective and dealings in the Conditional Placing Shares and the Open Offer Shares will commence on AIM on 29 July 2020. The New Ordinary Shares will, on Admission, rank in full for all dividends and other distributions thereafter declared, made or paid on the Ordinary Shares of the Company and will rank *pari passu* in all other respects with the Existing Ordinary Shares.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been drawn up in accordance with the Prospectus Rules or approved by the FCA or any other competent authority.

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**Inspired Energy PLC**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 7639760)*

**Firm Placing of 71,396,800 New Ordinary Shares,**

**Conditional Placing of 128,603,200 New Ordinary Shares,**

**Open Offer of up to 33,455,183 New Ordinary Shares at 15 pence per Ordinary Share**

**and**

**Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman of the Company which is set out on page 13 of this document and which contains the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.**

**Notice of a general meeting, to be held at the offices of Gateley Plc at Ship Canal House, 98 King St, Manchester M2 4WU on 28 July 2020 at 11.00 a.m., 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, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by no later than 11.00 a.m. on 24 July 2020.**

Following the COVID-19 'Stay at Home Measures' imposed by the UK Government prohibiting, amongst other things, non-essential travel and large public gatherings, the Board will be implementing the following measures in respect of the General Meeting:

- We expect only two shareholder Directors to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- No other Directors will be present in person.
- Shareholders will not be permitted to attend the General Meeting, and if they attempt to do so, will be refused entry to the meeting in line with the Stay at Home Measures.
- Relevant questions related to the General Meeting from shareholders can be raised in advance of the General Meeting and, in so far as is relevant to the business of the meeting, will be responded to by email and taken into account as appropriate at the General Meeting itself.
- Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.
- As usual, the results of the General Meeting will be announced as soon as practicable after it has taken place.

Whilst submission of a proxy vote would not ordinarily preclude you from attending and voting in person at the General Meeting or any adjournment thereof, in line with the Government Stay at Home Measures, any shareholder attempting to attend the General Meeting will be denied entry.

The latest time and date for acceptance and payment in full under the Open Offer is 11:00 a.m. on 27 July 2020. The procedure for acceptance and payment is set out in Part II of this document and, where relevant and appropriate, in the Application Form.

Save as described herein, Qualifying Non-CREST Shareholders will find an Application Form enclosed with this document. Qualifying CREST Shareholders (none of whom will receive an Application Form) will, save as described herein, receive a credit to their appropriate stock accounts in CREST in respect of their Open Offer Entitlement which will be enabled for settlement on 14 July 2020.

Applications under the Open Offer may only be made by the Qualifying Shareholders originally entitled thereto or by a person entitled by virtue of a *bona fide* market claim arising out of the sale or transfer of Existing Ordinary Shares prior to the date on which the relevant Existing Ordinary Shares are marked "ex" the entitlement by the London Stock Exchange. Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating entitlements under the Open Offer.

If the Open Offer Entitlements are for any reason not enabled by 8.00 a.m. on 14 July 2020 (or such later time and/or date as the Company may decide), save as described herein, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for their Open Offer Entitlement credited to their 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. The Application Form is personal to Qualifying Non-CREST Shareholders and cannot be transferred, sold, or assigned except to satisfy *bona fide* market claims.

The latest time for acceptance and payment under the Open Offer is 11.00 a.m. on 27 July 2020. The procedure for application is set out in Part II of this document and, in respect of the Qualifying Non-CREST Shareholders, the Application Form.

The New Ordinary Shares described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state of the United States. The New Ordinary Shares are being offered outside of the United States in "offshore transactions" pursuant to Regulation S of the Securities Act and neither the New Ordinary Shares, the Open Offer Entitlement nor the Application Form may be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the New Ordinary Shares in the United States. The New Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the New Ordinary Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

In addition, offers, sales or transfers of the New Ordinary Shares in or into the United States for a period of time following Admission by a person (whether or not participating in the Fundraise) may violate the registration requirements of the Securities Act. Furthermore, the Ordinary Shares have not been and will not be registered under the applicable laws of any of Australia, Canada, New Zealand, the Republic of South Africa or Japan (together with the United States, the "**Restricted Jurisdictions**") and, consequently, subject to certain exemptions, may not be offered or sold to any national, resident or citizen thereof.

All persons, including nominees, custodians and trustees, must observe these restrictions and, subject to certain exemptions, may not send or distribute this document into the United States or any other Restricted Jurisdiction. All Overseas Shareholders and any person (including, without limitation, agents, custodians, nominees or trustees) who has a contractual or other legal obligation to forward any documents issued by the Company in connection with the Fundraise, if and when received, to a jurisdiction outside the United Kingdom should read paragraph 6 of Part II of this document.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, such restrictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into any Restricted Jurisdiction or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

If you have any questions relating to return of the Form of Proxy, please telephone the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, on +44 (0) 371 384 2050 from within the UK, or on +44 (0) 121 415 0259 from outside of the UK and calls will be charged at the applicable international rate. Lines are open between 9.00 a.m. and 5.00 p.m. Monday to Friday, excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. Different charges may apply to calls from mobile telephones. The helpline cannot provide advice on the merits of the Acquisition and Placing nor give any financial, legal or tax advice.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that such New Ordinary Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, Placees and Qualifying Shareholders should note that: the price of the New Ordinary Shares may decline and Placees and Qualifying Shareholders could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with Placees and Qualifying Shareholders who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Fundraise. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Shore Capital Stockbrokers and Peel Hunt LLP will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares. Each Placee and Qualifying Shareholder is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels

The Directors, whose names and details are set out on page 13 of this document, accept responsibility for the information contained in this document, including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. A copy of this document is available at the Company's website (<https://inspiredplc.co.uk/>). Nothing in this document shall be effective to limit or exclude any liability for fraud or which, by law or regulation, cannot otherwise be so limited or excluded.

Shore Capital and Corporate Limited ("**SCC**"), which is authorised and regulated by the FCA, is acting as nominated adviser to the Company for the purposes of the AIM Rules. Shore Capital Stockbrokers Limited ("**SCS**"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as joint broker to the Company in the United Kingdom for the purposes of the AIM Rules. Persons receiving this document should note that SCC and SCS are acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of SCC and SCS or for advising any other person on the transactions and arrangements described in this document. No representation or warranty, express or implied, is made by SCC or SCS as to any of the contents of this document in connection with the Acquisition and Placing, or otherwise. Neither SCC nor SCS has authorised the contents of, or any part of, this document and no liability whatsoever is accepted by SCC or SCS for the accuracy of any information or opinions contained in this document or for the omission of any information. SCC as nominated adviser to the Company and SCS as joint broker to

the Company, each owe certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

Peel Hunt LLP ("**Peel Hunt**"), which is a member of the London Stock Exchange and is authorised and regulated by the FCA, is acting as joint broker to the Company in the United Kingdom for the purposes of the AIM Rules. Persons receiving this document should note that Peel Hunt is acting exclusively for the Company and no one else and will not be responsible to anyone, other than the Company, for providing the protections afforded to customers of Peel Hunt or for advising any other person on the transactions and arrangements described in this document. No representation or warranty, express or implied, is made by Peel Hunt as to any of the contents of this document in connection with the Acquisition and Placing, or otherwise. Peel Hunt has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Peel Hunt for the accuracy of any information or opinions contained in this document or for the omission of any information. Peel Hunt, as joint broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

## IMPORTANT NOTICE

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

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "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, amongst other things, the Enlarged Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Enlarged 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 Enlarged 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, the Company undertakes no obligation to release publicly 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, the Form of Proxy and/or, if relevant, the Application Form 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. By accepting this document, you agree to be bound by the foregoing instructions and limitations. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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

In this document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom.

### **References to defined terms**

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

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

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## Definitions

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| <b>“Acquisition”</b>                       | the acquisition by Inspired of the 60% of Ignite Energy Ltd which it does not already own, pursuant to the Acquisition Agreement;   |
| <b>“Acquisition Agreement”</b>             | the agreement dated 9 July 2020 between (1) the Vendors, and (2) Inspired;  |
| <b>“Act”</b>                               | the Companies Act 2006;   |
| <b>“Adjusted EBITDA”</b>                   | earnings before interest, taxation, depreciation and amortisation, excluding exceptional items, central costs and share-based payments;   |
| <b>“Adjusted EPS”</b>                      | adjusted earnings per share represents the earnings per share, as adjusted to remove the effect of fees associated with acquisitions, restructuring costs, the amortisation of intangible assets and share-based payment costs which have been expensed to the Group; |
| <b>“Admission”</b>                         | admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;   |
| <b>“AIM”</b>                               | the AIM market operated by the London Stock Exchange;   |
| <b>“AIM Rules”</b>                         | the AIM Rules for Companies published by the London Stock Exchange from time to time;   |
| <b>“Application Form”</b>                  | the application form relating to the Open Offer which accompanies this document (in the case of Qualifying Non-CREST Shareholders only);  |
| <b>“Brokers”</b>                           | Shore Capital and Peel Hunt;  |
| <b>“Chairman”</b>                          | Michael Fletcher;   |
| <b>“Company” or “Inspired”</b>             | Inspired Energy PLC, a company incorporated and registered in England and Wales with registered number 7639760;   |
| <b>“Conditional Placing”</b>               | the placing of the Conditional Placing Shares by Shore Capital and Peel Hunt, as agents on behalf of the Company, pursuant to the Placing and Open Offer Document, further details of which are set out in this document;   |
| <b>“Conditional Placing Shares”</b>        | 128,603,200 New Ordinary Shares which are to be issued under the Conditional Placing;   |
| <b>“Cornwall Insight”</b>                  | Cornwall Insight Limited, a company incorporated in England and Wales with registered number 5379768;   |
| <b>“Consideration Shares”</b>              | the 32,051,282 New Ordinary Shares to be issued to Vendors pursuant to the Acquisition Agreement;   |
| <b>“Contingent Consideration Shares”</b>   | the up to £7.8 million in value of new Ordinary Shares to be issued to the Vendors in partial satisfaction of the Earn-Out Consideration pursuant to the Acquisition Agreement on the terms set out in paragraph 8.2.2 of Part I;                                     |
| <b>“CREST”</b>                             | the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations);  |
| <b>“CREST Courier and Sorting Service”</b> | the CREST Courier and Sorting Service which manages the movement of share certificates and other documents between CREST counters and registrars where shares are being deposited into or withdrawn from CREST;   |
| <b>“CREST Manual”</b>                      | the CREST reference manual available from <a href="https://www.euroclear.com/site/public/EUJ">https://www.euroclear.com/site/public/EUJ</a> ;   |
| <b>“CREST Member”</b>                      | a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations);   |
| <b>“CREST Sponsor”</b>                     | a CREST participant admitted to CREST as a CREST Sponsor;   |
| <b>“CREST Sponsored Member”</b>            | a CREST Member admitted to CREST as a sponsored member;   |
| <b>“CREST Regulations”</b>                 | the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755);  |

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| <b>"Directors" or "Board"</b>                 | the directors of the Company whose names are set out on page 13 of this document, or any duly authorised committee thereof;   |
| <b>"Earn-Out Consideration"</b>               | as defined in paragraph 8 of Part I;  |
| <b>"EBITDA"</b>                               | earnings before interest, taxation, depreciation and amortisation;  |
| <b>"Enlarged Group"</b>                       | the Group as enlarged by the Acquisition;   |
| <b>"Enlarged Share Capital"</b>               | Existing Ordinary Shares and the 265,496,465 New Ordinary Shares which will be in issue following the allotment and issue of the Firm Placing Shares, the Consideration Shares, the Conditional Placing Shares and the Open Offer Shares (assuming full take-up of the Open Offer); |
| <b>"ESG"</b>                                  | Environmental, Social and Governance;   |
| <b>"Euroclear"</b>                            | Euroclear UK & Ireland Limited, the operator of CREST;  |
| <b>"Excess Application Facility"</b>          | the arrangement pursuant to which Qualifying Shareholders may apply for any number of Open Offer Shares in excess of their Open Offer Entitlement provided they have agreed to take up their Open Offer Entitlement in full;  |
| <b>"Excess CREST Open Offer Entitlements"</b> | in respect of each Qualifying CREST Shareholder, the entitlement (in addition to his Open Offer Entitlement) to apply for Open Offer Shares pursuant to the Excess Application Facility, which is conditional on him taking up his Open Offer Entitlement in full;                  |
| <b>"Excess Shares"</b>                        | Open Offer Shares which are not taken up by Qualifying Shareholders pursuant their Open Offer Entitlement and which are offered to Qualifying Shareholders under the Excess Application Facility;   |
| <b>"Existing Ordinary Shares"</b>             | the 719,071,440 ordinary shares of 0.125 pence each in the capital of the Company in issue at the date of this document;  |
| <b>"Ex-entitlement Date"</b>                  | the date on which the Existing Ordinary Shares are marked "ex" for entitlement under the Open Offer, being 8.00 a.m. on 13 July 2020;   |
| <b>"FCA"</b>                                  | the UK Financial Conduct Authority;   |
| <b>"Firm Placing"</b>                         | the placing of the Firm Placing Shares by Shore Capital and Peel Hunt, as agents on behalf of the Company, pursuant to the Placing and Open Offer Document, further details of which are set out in this document;  |
| <b>"Firm Placing Shares"</b>                  | 71,396,800 New Ordinary Shares which are to be issued under the Firm Placing;   |
| <b>"First Admission"</b>                      | admission of the Firm Placing Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;   |
| <b>"Form of Proxy"</b>                        | the form of proxy for use in connection with the General Meeting, which accompanies this document;  |
| <b>"FSMA"</b>                                 | the Financial Services and Markets Act 2000;  |
| <b>"Fundraise"</b>                            | the Firm Placing, Conditional Placing and Open Offer;   |
| <b>"FY"</b>                                   | financial year to 31 December;  |
| <b>"GAAP"</b>                                 | Generally Accepted Accounting Principles;   |
| <b>"General Meeting" or "GM"</b>              | the general meeting of the Company to be held at the offices of Gateley Plc at Ship Canal House, 98 King St, Manchester M2 4WU on 28 July 2020 at 11.00 a.m., notice of which is set out at the end of this document;   |
| <b>"Group"</b>                                | the Company and its subsidiaries as at the date of this document;   |
| <b>"Ignite"</b>                               | Ignite Energy Limited, a company incorporated in England and Wales with registered number 07079518;   |
| <b>"Initial Consideration"</b>                | the aggregate sum of £11.0 million, on a cash free : debt free basis, satisfied as to £5.5 million in cash and £5.5 million through the issue of the Consideration Shares,  |

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|  | the number of which is calculated by reference to the average of the average middle market quotations for each of the last five dealing days;   |
| <b>"Latest Practicable Date"</b>           | means 9 July 2020;  |
| <b>"London Stock Exchange"</b>             | London Stock Exchange plc;  |
| <b>"LTM"</b>                               | last twelve months;   |
| <b>"Money Laundering Regulations"</b>      | The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended);   |
| <b>"New Ordinary Shares"</b>               | the 265,496,465 Ordinary Shares to be issued pursuant to the Acquisition and Fundraise (assuming full take-up of the Open Offer);   |
| <b>"Net Zero Carbon"</b>                   | the objective or target of a business or organisation that its carbon emissions would be balanced by schemes to offset an equivalent amount of greenhouse gases from the atmosphere;  |
| <b>"Notice of General Meeting"</b>         | the notice convening the General Meeting which is set out at the end of this document;  |
| <b>"Open Offer"</b>                        | the conditional invitation to Qualifying Shareholders to subscribe for the Open Offer Shares at the Placing Price on the terms and subject to the conditions set out in this document and, in the case of Qualifying Non-CREST Shareholders only, the Application Form;       |
| <b>"Open Offer Entitlement(s)"</b>         | the <i>pro rata</i> entitlement of Qualifying Shareholders to subscribe for 2 Open Offer Shares for every 43 Existing Ordinary Shares registered in their name as at the Record Date, on and subject to the terms of the Open Offer;  |
| <b>"Open Offer Shares"</b>                 | the 33,445,183 New Ordinary Shares for which Qualifying Shareholders are being invited to apply, to be issued pursuant to the terms of the Open Offer;  |
| <b>"Ordinary Shares"</b>                   | ordinary shares of 0.125 pence each in the capital of the Company;  |
| <b>"Overseas Shareholders"</b>             | Shareholders with a registered address in or who are located and/or resident in or are a citizen of, in each case, a Restricted Jurisdiction;   |
| <b>"Participant ID"</b>                    | the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant;  |
| <b>"Peel Hunt"</b>                         | Peel Hunt LLP, the Company's joint broker for the purposes of the AIM Rules;  |
| <b>"Placing"</b>                           | the Firm Placing and Conditional Placing;   |
| <b>"Placing and Open Offer Document"</b>   | the conditional agreement dated 10 July 2020 and made between (1) SCC, (2) SCS, (3) Peel Hunt, and (4) the Company in relation to the Placing, further details of which are set out in this document;   |
| <b>"Placing Price"</b>                     | 15 pence per Placing Share;   |
| <b>"Placing Resolutions"</b>               | Resolutions 1 and 2;  |
| <b>"Placing Shares"</b>                    | the Firm Placing Shares and the Conditional Placing Shares;   |
| <b>"Procurement Corporate Order Book"</b>  | the aggregate revenue expected by the Group in respect of signed contracts between an Inspired client and an energy supplier for the remainder of such contracts (where the contract is live) or for the duration of such contracts (where the contract has yet to commence); |
| <b>"Prospectus Rules"</b>                  | the prospectus rules made by the FCA pursuant to section 73A of the FSMA;   |
| <b>"Prospectus Regulation"</b>             | the Prospectus Regulation (EU) No 2017/1129;  |
| <b>"Prospectus Regulation Rules"</b>       | the prospectus rules published by the FCA under section 73A of FSMA;  |
| <b>"Qualifying CREST Shareholders"</b>     | Qualifying Shareholders holding Ordinary Shares in uncertificated form in CREST at the Record Date;   |
| <b>"Qualifying Non-CREST Shareholders"</b> | Qualifying Shareholders holding Ordinary Shares in certificated form at the Record Date;  |

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| <b>“Qualifying Shareholders”</b>                    | holders of Existing Ordinary Shares on the register of members of the Company at the Record Date;  |
| <b>“Registrars” or “Receiving Agent”</b>            | Equiniti Limited;  |
| <b>“Record Date”</b>                                | 6.00 p.m. on 8 July 2020 for the Open Offer and 6.30 p.m. on 24 July 2020 for the Proxy Voting;  |
| <b>“Resolutions”</b>                                | the resolutions set out in the Notice of General Meeting;  |
| <b>“Restricted Jurisdictions”</b>                   | means the United States of America, Australia, Canada, the Republic of South Africa, New Zealand, Japan or any other jurisdiction where the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred into or from; |
| <b>“SCC”</b>  | Shore Capital and Corporate Limited, the Company’s nominated adviser for the purposes of the AIM Rules;  |
| <b>“SCS”</b>  | Shore Capital Stockbrokers Limited, the Company’s joint broker for the purposes of the AIM Rules;  |
| <b>“Second Admission”</b>                           | admission of the Consideration Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;   |
| <b>“Securities Act”</b>                             | the US Securities Act of 1933 (as amended);  |
| <b>“Shareholders”</b>                               | holders of Existing Ordinary Shares;   |
| <b>“Shore Capital”</b>                              | SCC and/or SCS, as the context requires;   |
| <b>“SME”</b>  | small and medium-sized enterprises;  |
| <b>“Third Admission”</b>                            | admission of the Conditional Placing Shares and the Open Offer Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules;   |
| <b>“TPI”</b>  | third party intermediary;  |
| <b>“uncertificated” or “in uncertificated form”</b> | a shareholding which is recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST;                     |
| <b>“UK” or “United Kingdom”</b>                     | the United Kingdom of Great Britain and Northern Ireland; and  |
| <b>“Vendors”</b>                                    | Benjamin Higgins, David Higgins and Vanessa Higgins and Ethan Higgins.   |

Note: Any reference to any provision of any legislation includes any amendment, modification, re-enactment or extension of it. Words importing the singular include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2020

|  |                                 |
|--|---------------------------------|
| Record Date for entitlements under the Open Offer  | 6.00 p.m. on Wednesday 8 July   |
| Announcement of the Acquisition and Fundraise  | Friday 10 July                  |
| Publication and posting of this document, the Form of Proxy and, to Qualifying Non-CREST Shareholders only, the Application Form   | Friday 10 July                  |
| Ex-entitlement Date for the Open Offer   | 8.00 a.m. on Monday 13 July     |
| Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders in CREST  | Tuesday 14 July                 |
| First Admission  | Thursday 16 July                |
| Second Admission and completion of the Acquisition   | Friday 17 July                  |
| CREST accounts credited with Firm Placing Shares   | Friday 17 July                  |
| Recommended latest time for requesting withdrawal of Open Offer Entitlements from CREST  | 4.30 p.m. on Tuesday 21 July    |
| Latest time and date for depositing Open Offer Entitlements into CREST   | 3.00 p.m. on Wednesday 22 July  |
| Latest time and date for splitting of Application Forms (to satisfy bona fide market claims in relation to Open Offer Entitlements only)   | 3.00 p.m. on Thursday 23 July   |
| Latest time and date for receipt of Forms of Proxy for the General Meeting   | By 11.00 a.m. on Friday 24 July |
| Latest time and date for receipt of completed Application Forms from Qualifying Non-CREST Shareholders and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate)                               | By 11.00 a.m. on Monday 27 July |
| General Meeting  | 11.00 a.m. on Tuesday 28 July   |
| Result of General Meeting and Open Offer announced   | Tuesday 28 July                 |
| Third Admission and commencement of dealings in the Conditional Placing Shares and Open Offer Shares   | 8.00 a.m. on Wednesday 29 July  |
| CREST accounts credited with Conditional Placing Shares and Open Offer Shares  | Wednesday 29 July               |
| Dispatch of share certificates in respect of the Conditional Placing Shares and Open Offer Shares (if applicable) and refund payments (where applicable) by cheque in the case of Non-CREST Shareholders or via CREST for CREST Shareholders | by 11 August                    |

### Notes:

1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company and the Brokers. 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.
3. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.
4. Monies will be returned as soon as reasonably practicable to Qualifying CREST Shareholders not later than 4 business days

## STATISTICS RELATING TO THE ACQUISITION AND THE FUNDRAISE

|   |  |
|---|--|
| Number of Existing Ordinary Shares  | 719,071,440  |
| Placing Price   | 15p  |
| Number of Firm Placing Shares   | 71,396,800   |
| Issued share capital of the Company on First Admission  | 790,468,240  |
| Number of Consideration Shares to be issued pursuant to the Acquisition Agreement                           | 32,051,282   |
| Issued share capital of the Company on Second Admission   | 822,519,522  |
| Number of Conditional Placing Shares  | 128,603,200  |
| Open Offer Entitlement  | 2 Open Offer Shares for every<br>43 Existing Ordinary Shares |
| Number of Open Offer Shares <sup>1</sup>  | 33,445,183   |
| Enlarged Share Capital on Third Admission <sup>1</sup>  | 984,567,905  |
| New Ordinary Shares expressed as a percentage of the Enlarged Share Capital on Third Admission <sup>1</sup> | 27.0%  |
| Gross proceeds of the Firm Placing receivable by the Company  | £10.7 million  |
| Gross proceeds of the Conditional Placing receivable by the Company   | £19.3 million  |
| Gross proceeds of the Open Offer receivable by the Company <sup>1</sup>                                     | £5.0 million   |
| Gross proceeds of the Fundraise receivable by the Company <sup>1</sup>                                      | £35.0 million  |
| Market capitalisation of the Company at the Placing Price on Third Admission <sup>1</sup>                   | £147.7 million   |
| Ordinary Share ISIN   | GB00B5TZC716   |
| ISIN of the Open Offer Entitlement  | GB00BMGNTV05   |
| ISIN of the Excess CREST Open Offer Entitlement   | GB00BMGNTW12   |

Note:

1. Assuming full take up under the Open Offer

**PART I**  
**LETTER FROM THE CHAIRMAN**  
**Inspired Energy PLC**



*(Incorporated in England and Wales under the Companies Act 2006 with registered number 07639760)*

| <i>Directors:</i> |                                | <i>Registered office:</i> |
|-------------------|--------------------------------|---------------------------|
| Michael Fletcher  | <i>Non-Executive Chairman*</i> | 29 Progress Business Park |
| Mark Dickinson    | <i>Chief Executive Officer</i> | Orders Lane               |
| Paul Connor       | <i>Chief Financial Officer</i> | Kirkham                   |
| Richard Logan     | <i>Non-Executive Director*</i> | Lancashire                |
| Gordon Oliver     | <i>Non-Executive Director*</i> | PR4 2TZ                   |

*\*Independent Non-Executive Director*

10 July 2020

Dear Shareholder,

**Firm Placing of 71,396,800 New Ordinary Shares,  
Conditional Placing of 128,603,200 New Ordinary Shares,  
Open Offer of up to 33,445,183 New Ordinary Shares at 15 pence per Ordinary Share  
And  
Notice of General Meeting**

**1. Introduction**

The Company today announced its intention to raise an aggregate of £30.0 million (before expenses) through a placing of 200,000,000 New Ordinary Shares at the Placing Price. The Placing will be comprised of two tranches, with the first tranche comprising the 71,396,800 Firm Placing Shares, utilising the Company's existing shareholder authorities to issue new shares on a non-pre-emptive basis for cash, and the second tranche comprising the 128,603,200 Conditional Placing Shares, to be issued subject to Shareholder approval at the General Meeting.

The Conditional Placing Shares are being placed conditionally, amongst other things, on the passing of the Placing Resolutions at the GM and Third Admission. The Placing has not been underwritten.

Furthermore, to enable other Shareholders not able to participate in the Placing an opportunity to subscribe for additional Ordinary Shares, the Company is proposing to raise up to an additional £5.0 million (before expenses) by way of an Open Offer made to Qualifying Shareholders of up to 33,445,183 Open Offer Shares at the Placing Price on the basis of:

**2 Open Offer Shares for every 43 Existing Ordinary Shares held on the Record Date  
payable in full on acceptance.**

The net proceeds from the Firm Placing Shares will be used to fund the Acquisition, also announced today, further details of which are set out below under the heading "Details of the Acquisition". The net proceeds from the Conditional Placing and the Open Offer will be used to enable the Group to take advantage of its active pipeline of potential acquisition targets which the Directors believe are capable of being executed in the near term, whilst also keeping the Group's gearing within the Board's target range.

The Board believes that there will continue to be significant scope to progress its successful acquisition strategy moving forward and the Fundraise will provide the Company with the capability to act decisively where value-enhancing opportunities are presented.

Further details of the Fundraise are set out below under the heading “Details of the Fundraise and the use of proceeds”.

**The main purpose of this document is to set out the reasons for and details of the Acquisition and the Fundraise, to explain why the Directors consider that they are in the best interests of the Company and its Shareholders as a whole, and to 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 Inspired**

Inspired provides Assurance and Optimisation Services to over 2,800 clients in managing their entire energy cost equation, including both the price and consumption elements of a client’s energy usage. The Group is organised into two divisions, being the Corporate division and the SME division. The Corporate division is the core of the business operation, accounting for c.90% of Group revenues in FY 2019. The Corporate division typically focuses on corporates who spend more than £100,000 per year on energy.

### *2.1. Corporate division*

The Corporate division has seen significant growth both organically and through acquisition and delivers core services, including energy and water procurement, energy accounting, compliance consultancy and optimisation services for Corporate clients. The Group seeks to manage the whole energy cost equation for its corporate customers and deliver their Net Zero Carbon and ESG objectives.

The division has been organised to operate under a unified “Inspired” brand with the service offering segmented into four broad categories of customer focus being:

- Energy intensive;
- Estate intensive;
- Public Sector; and
- Mid-market.

The Corporate division focuses on providing products to suit the individual energy requirements of its clients offering to simplify, verify, inform, protect and optimise; this may encompass a number of products or services. To meet its clients evolving needs, the Group is seeking to continue the expansion of its service and solution offering, with the current focus on the following strategic areas:

- Optimisation Services: expansion of the Optimisation Services division to match client’s increasingly sophisticated needs with respect to monitoring, targeting and efficiency;
- Software Solutions: creation of a Software Services division to provide software solutions across the energy value chain; and
- Research and Development: creation of an 'Inspired Incubator' to allow Inspired to support early stage energy and utility solutions, which have the potential to add value to energy consumers in the future.

In FY 2019, the Corporate division generated revenues of £43.7 million (up 60% on FY 2018) and Adjusted EBITDA of £20.2 million (up 47% on FY 2018). As at 30 June 2020, the Procurement Corporate Order Book stood at £61.5 million, having increased from £57.5 million as at 31 December 2019.

### *2.2. SME division*

SME energy consultants contact prospective SME clients to offer price comparison services and contract arrangement services based on the situation of the customer. Leads are generated and managed by the Group’s internally developed CRM and case management IT system. Tariffs are offered from a range of suppliers and the Group works with suppliers to increase the range of products available to SME clients. In FY 2019, the SME division generated revenues of £5.6 million and Adjusted EBITDA of £1.9 million.

### 3. Market overview

#### 3.1. Corporate market overview

The corporate market consists of 1.1 million meters, being potential “Units of Opportunity” for the Group, of which c. 925,000 are electricity meters with the balance of 252,000 being gas meters with a total market value of c. £1.25 billion.

Based on the data provided by Cornwall Insight there are four service areas currently of relevance to the Group, which could provide additional Units of Opportunity, described further below, and the table below sets out both the estimated market value and the estimated available market opportunity based upon the current available levels of market penetration within each segment:

| Segment      | Service area       | Market value (£'m) | Available market opportunity |
|--------------|--------------------|--------------------|------------------------------|
| Assurance    | Procurement        | £253               | 23%                          |
| Assurance    | Energy Accounting  | £65                | 25%                          |
| Assurance    | Audit & Compliance | £76                | 37%                          |
| Optimisation | Optimisation       | £857               | 85%                          |
|              | Total Market Value | £1,251             |                              |

Source: Cornwall Insight

The Group’s procurement and energy accounting services support the client in managing the price side of the client’s energy cost equation. For these services, three in four UK Corporate energy consumers use a TPI to assist them in these areas. This represents a £0.43 billion market opportunity which the Board believes underpins the Group’s stable underlying organic growth engine delivering 6% to 8% organic growth.

Only one in six Corporate energy consumers engage with TPIs on the consumption side of the energy cost equation which represents £0.85 billion of the £1.25 billion market. The Board believes this provides the Group with a significant opportunity within Optimisation Services and the Acquisition will help to accelerate further organic growth in this area.

#### 3.2. The Group’s current market position

The Group’s current penetration within the four service areas is as follows:

| Service area       | Share of total market |
|--------------------|-----------------------|
| Procurement        | 12%                   |
| Energy Accounting  | 13%                   |
| Audit & Compliance | 1%                    |
| Optimisation       | 2%                    |

Source: Cornwall Insight

A key focus of the Board is to increase the number of “Units of Opportunity” being meters in the market place, owned by companies with whom the Group has a transactional relationship. These are predominantly “Meters under Management” being meters covered by the Group’s core services of Energy Procurement and Energy Accounting. Through the expansion of its service offering, the Group continues to increase the level of “Accessible Revenue” per Meter under Management by creating additional cross selling opportunities. This creates a “White Space Bank”, being the quantified value of cross selling the Group’s broader Compliance and Optimisation Services to existing Meters under Management, to provide an organic growth engine to complement the Group’s M&A strategy.

### 4. 2020 trading update (unaudited)

#### 4.1. Current trading and outlook

In Q1 FY 2020 Q1 Group revenue increased by c.46% (Q1 2019: £11.08m) with Adjusted EBITDA increasing by c.29% (Q1 2019: £4.58m). With the impact of COVID-19 in Q2 FY 2020 Group revenue decreased by (c.9%) (Q2 2019: £10.47m) with Adjusted EBITDA decreasing by (c.49%) (Q2 2019: £4.13m). Over the period for the six months to 30 June 2020 Group revenue increased by c.19% (H1 2019: £21.56m) with Adjusted EBITDA decreasing by (c.8%) (H1 2019: £8.71m). Cash conversion remained high with cash conversion in H1 being in excess of 90%.

Following the outbreak of COVID-19 the Board has undertaken detailed scenario planning to manage the financial position and risk. The Board considered a “downside scenario” for the purpose of agreeing amendments to the Group’s banking covenants this assumed a >40% reduction in energy consumption for Q2 and Q3 2020. To date market data indicates year on year industrial and commercial consumption reductions of 27% in April, 24% in May and 20% in June, as such Group EBITDA has remained comfortably ahead of the Board’s “downside scenario”.

#### 4.2. Financial position and liquidity

For the period ended 30 June 2020 the Group’s net debt was £34.7 million (30 June 2019: £25.1 million) with cash equivalents of £11.5 million on hand. Approximately £14.0m of the Group’s £60.0 million Revolving Credit Facility is undrawn with an additional £25.0 million accordion option available. The Group’s cash position at 30 June 2020 was enhanced by: i) utilisation of the Coronavirus Job Retention Scheme, ii) Q2 VAT payment holiday, iii) Q2 PAYE payment holiday and iv) election not to declare a final dividend in response to COVID-19.

From Completion the Group will receive the full free cash flow benefits of wholly owning Ignite. Currently, Inspired receives 40% of the profits distributed by Ignite every six months via dividends.

#### 4.3. Q2 2020 Trading performance and Covenant Performance

- Corporate Division Adjusted EBITDA: c.£1.5 million favourable
- SME Division Adjusted EBITDA: (c.£0.1 million) adverse
- Q2 renegotiated Adjusted Leverage covenant 3.10x, actual Q2 outturn c.2.55x

#### 4.4. Dividend policy

Since its IPO in 2011, Inspired has established a track record of delivering on financial forecasts which has facilitated a consistent and progressive dividend policy. However, considering the exceptional circumstances caused by the COVID-19 outbreak, the Board deemed it prudent to defer declaration of the FY19 final dividend and reassess the position on release of the 2020 interim results. The Board remains confident in the Group’s ability to continue to pay a dividend and it is the Board’s intention, subject to no material deterioration in conditions, to recommence payment of dividends with the declaration of an interim dividend in conjunction with the release of the Company’s results for H1 2020 in September 2020. The Board intends to adopt a progressive dividend policy with initial dividend coverage of at least three times.

### 5. Background to and rationale for the Fundraise

#### 5.1. UK Corporate Energy market and ESG

ESG is becoming of growing importance for UK corporates. The Board believes that this will be an area of increased focus as the economy is rebuilt in the coming period and ESG becomes more central to the investment decisions of businesses. Energy is one of the highest cost components in the ESG wheel, set out below, and one of the most data intensive elements of the climate change segment.



Corporate energy spend is estimated to be £17.7 billion yet currently, many companies are unable to accurately collect and audit their energy consumption information and struggle to identify and implement initiatives to meaningfully reduce energy usage within their operations.

Inspired provides services to over 2,400 UK corporate business consumers, which represent c.6.5% of the UK's expenditure on electricity and over 400 in the Republic of Ireland with the Group supporting corporates as they seek to reduce energy consumption, improve efficiency and achieve targets aligned with the goal of Net Zero Carbon emissions.

The Group has the ability to play an important role in supporting its clients' ESG objectives and is seeking to establish itself as a market leader in this area. In 2019, the Group delivered significant growth and record results in a year in which the Group completed strategically important and value-enhancing investments and acquisitions and further expanded its capacity, both financially and operationally. The acquisition of an initial 40% of the issued share capital of Ignite was a key milestone for the Group. Ignite is an optimisation services specialist and as such expanded the Group's service offering and providing significant cross-selling opportunities, which have substantially increased the Group's white space bank of opportunity. The Board believes that the validity of this strategy is underpinned by the Group's positive start to Q1 FY2021 which included the successful completion of the Group's first cross sell to Ignite notwithstanding the challenges faced in the period due to COVID-19. The Board expects the contribution of Optimisation Services to materially grow over the financial year as the Group continues to develop its broader ESG offering. The Group has already experienced a significant upturn in the number of inbound queries from clients in relation to Optimisation Services arising out of a focus from the client base on Net Zero Carbon objectives and the significance of ESG reporting.

## 5.2. Strategy

The Group intends to continue to expand both the breadth and scale of its service offering by expanding its Corporate division, which includes traditional Assurance Services which help energy consumers manage the price side of their cost equation and cross-selling of Optimisation Services to existing clients, helping them manage the consumption side of that cost equation. Organic growth will be supplemented by ongoing M&A activity. The Group's focus for acquisitive growth is:

- a) continuing to build Optimisation Services delivery capability;
- b) further consolidation of the energy advisory sector; and
- c) development of adjacent capability within the ESG wheel.

The strategic investment in Ignite and acquisitions of Waterwatch and IU Energy have, in the Directors' opinion, significantly accelerated the Group's Optimisation Services capability. During the next 12 months Inspired will continue to focus on ESG as a core driver of growth.

## 6. Information on Ignite

Ignite was founded in 2009 and operates primarily from Headquarters in Oxfordshire, with further premises in Northampton and Harrogate. Ignite offers a broad spectrum of energy management services, with a strong focus on delivering energy efficiency projects and optimisation services to blue chip corporate customers, including Halford's, Starbucks and WH Smith. Ignite's service offering includes:

- optimisation services to support clients through increasing the effectiveness of their energy consumption by implementing large scale energy demand reduction projects; and
- a specialism in efficiency projects and optimisation services, which the Directors believe is highly complementary to Inspired's customer base, with a particular relevance to the Group's estate and energy intensive customer segments.

The company currently employs 65 staff, its strategy is to focus on estate intensive corporates, with greater than 30 operating locations and an annual energy usage volume of more than 25 GWh. Ignite has managed to generate material savings for its customers including c.£3.8 million per annum for WH Smith and c.£1.5 million per annum for SSP Group plc<sup>1</sup>.

### 6.1. Summary financial results of Ignite

In FY 2019 Ignite generated £15.9 million in revenues delivering a 27% EBITDA margin. Ignite has achieved 15% CAGR organic revenue growth from 2016 – 2019 and is highly cash generative.

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<sup>1</sup> Based on an assumed price of £100/MWh

### 6.1.1. Profit & Loss\*

| £'000                                    | FY19   | FY18   |
|--|--------|--------|
| Revenue                                  | 15,939 | 12,406 |
| EBITDA before deduction of Central Costs | 5,422  | 4,023  |
| EBITDA                                   | 4,276  | 3,178  |
| Depreciation and Finance Costs           | 65     | 97     |
| Corporation tax                          | 802    | 586    |
| Profit after tax <sup>1</sup>            | 3,408  | 2,495  |
| EBITDA margin                            | 27%    | 26%    |

### 6.1.2. Balance sheet\*

| £'000        | FY19  | FY18  |
|--------------|-------|-------|
| Gross assets | 7,124 | 6,652 |
| Net assets   | 1,987 | 4,078 |

Note:

\*Ignite financials to 31 December 2018 and 2019 are audited financial statements which were prepared under UK GAAP. From completion of the strategic investment in August 2019, INSE consolidated Ignite wholly into the Inspired Group and the conversion to IFRS (and notably IFRS15 and IFRS16) did not result in a material change in the reported financial results.

During the first half of FY20, Ignite delivered £5.9 million in revenues and £1.9 million in EBITDA. COVID-19 created a delay in Ignite's ability to progress its optimisation projects and therefore Ignite was break even in Q2 2020. Whilst the business is expected to recover quickly in a post lock down environment, the consideration structure (set out in full in 8.2), is designed such that the Initial Consideration of £11.0 million is effectively the minimum price of £10.8 million under the superseded Option Agreement. Tranche 1 of the Earn-out Consideration only becomes payable when Ignite returns to an LTM FY19 run rate of £5.22m of EBITDA before deduction for central overheads. Furthermore, Tranches 2, 3 and 4 of the Earn-out Consideration only become payable on delivery of year-on-year growth in 2021, 2022 and 2023 respectively.

## 7. Background to and reasons for the Acquisition

The Acquisition is consistent with Inspired's stated strategy of generating growth organically and through acquisition.

The UK Optimisation Services market is a £857 million opportunity, twice the size of the Assurance services market, and remains relatively immature with only one in six corporate consumers using an energy adviser. In addition, service delivery models in this area, which are typically project based rather than recurring are expected to evolve over time as customer demand is accelerated due to the growing demands of consumers and investors with respect to Net Zero Carbon and ESG. Against this backdrop, the Board has been focused on ensuring that, whilst it continues to build out its Optimisation Services capabilities, the Group remains flexible and able to adapt its offering in this area in line with market developments.

As part of this strategy, the Group acquired an initial 40% interest in Ignite on 2 August 2019. Ignite has achieved material improvements in the energy efficiency for its clients delivering significant reduction in costs.

Ignite achieved 15% CAGR organic growth from 2016-2019 prior to the benefit of access to Inspired's energy intensive customer base. In FY 2018 Ignite generated £12.4 million of revenues from c.10 clients generating significantly higher levels of revenues and EBITDA per meter point relative to Inspired. Revenues at Ignite continued

to grow to £15.9 million in FY 2019 from c.23 clients. Ignite performed ahead of the Board's expectations for FY 2019 and Q1 FY 2020 and the Board has already identified 43 customers which could benefit from the services that Ignite provides giving significant cross-selling opportunities to the Group.

The Acquisition will provide Inspired with the opportunity to have full control and utilise its position to leverage off its existing platform to cross-sell the broader range of capabilities and services that the Group provides into Ignite's customer base. Already, since the Company's acquisition of the initial stake in Ignite, Ignite has achieved its first cross sell and has developed a pipeline of further opportunities. The Board believes the Acquisition will enable an acceleration of this organic growth.

The Board believes that there is scope to generate operational efficiencies across the enlarged Group through economies of scale and the dilution of central costs as well as operational synergies through the alignment of internal IT systems, procedures and processes.

#### *7.1. Benefits to the Group's balance sheet and banking covenants*

From Completion the Group will receive the full free cash flow benefits of wholly owning Ignite. Currently, Inspired receives 40% of profits distributed by Ignite every six months via dividends. Following Completion, the Group will have the benefit of cash as it is generated.

Subsequent to the year end, the Group agreed an amendment with its banks to its leverage covenant covering the test periods ending 30 June 2020 through to 30 June 2021 (inclusive) as part of its prudent and measured response to the COVID-19 pandemic. Under the Net Adjusted Leverage definition per the facility agreement, the EBITDA contribution from Ignite was not included within Group EBITDA under the existing shareholder structure, with the Acquisition Inspired will get the full benefit of Ignite's contribution. On Completion, Inspired will include the full 100% of LTM EBITDA for Ignite in calculating the Net Adjusted Leverage covenant.

The treatment of Ignite EBITDA, the FCF of ownership and the funding of the transaction via equity, will significantly deleverage the Group from a covenant perspective on Completion.

## **8. Details of the Acquisition**

### *8.1. Background*

On 2 August 2019, the Company announced the acquisition of a 40% stake in Ignite. The Group paid consideration of £5.0 million on a cash free debt free basis, with a further £3.0 million of contingent consideration on delivery of £4.0 million adjusted EBITDA for the year ending 31 December 2019. The £3.0 million of contingent consideration was paid in full in May 2020.

Pursuant to an option agreement entered into by Inspired with the other Ignite shareholders ("**Option Agreement**") from completion of the acquisition of the 40% stake in Ignite until 31 July 2021, Inspired has an exclusive one-way call option to acquire the outstanding balance of 60% of the issued share capital of Ignite ("**Remaining Ignite Shares**"). Under the terms of the Option Agreement, Inspired would pay consideration for the Remaining Ignite Shares which equates to an enterprise value of 6.0x EBITDA ("**Option Consideration**"). The Option Consideration was to be based off a minimum EBITDA of £3.0 million, and at the time of exercising the Option Agreement, an amount of £10.8 million would become payable by Inspired. Upon such exercise, in circumstances where the Ignite EBITDA was greater than £3.0 million in either of the scenarios shown below, then additional consideration would become payable by Inspired, being the higher of 60% of:

- 6.0x Ignite's EBITDA for the last twelve months ending on the date of the exercise of the option under the Option Agreement;
- 6.0x Ignite's EBITDA for the financial year ending the year in which the option is exercised under the Option Agreement; or
- less the £10.8 million already paid on exercise of the option, subject to a maximum EBITDA of £7.0 million.

Any additional consideration due pursuant to such option would be payable within 90 days following the end of the financial year in which the Option Agreement is exercised. Ignite's financial year end is 31 December.

### *8.2. Acquisition Agreement*

Inspired has agreed revised terms with the Vendors of Ignite to acquire the remaining 60% of Ignite.

#### *8.2.1. Initial Consideration*

Under the terms of the Acquisition Agreement, Inspired has agreed to acquire the remaining 60% of issued share capital of Ignite which it does not already own, from the Vendors for the Initial Consideration of £11.0 million, on a

cash free: debt free basis, consisting of £5.5 million in cash and a further £5.5 million to be satisfied through the issue of the Consideration Shares. Completion of the Acquisition is conditional on the receipt of the subscription monies relating to the Firm Placing Shares.

The Initial Consideration of £11.0 million is effectively the minimum price (£10.8 million) that could have been paid under the superseded Option Agreement entered into at the time of the strategic investment in August 2019. The Initial Consideration has been split to include £5.5 million in cash and £5.5 million of Consideration Shares to align the Vendors with wider shareholder interests.

The Acquisition Agreement contains warranties and indemnities in favour of Inspired customary for a transaction of this nature. The fundamental warranties relating to the Vendors' title to the shares being sold, their capacity to sell such shares and the solvency of the Vendors and of Ignite were given on signing of the Acquisition Agreement and will be repeated on completion of the Acquisition ("**Completion**"). The remaining warranties relating to the business of Ignite were also given on signing of the Acquisition Agreement but will not be repeated on Completion.

However, the Vendors also provide customary business conduct protections in respect of the period post-signing and pre-Completion of the Acquisition Agreement and in addition to the receipt of subscription monies relating to the Firm Placing Shares, Completion is also conditional on no breach of those provisions having occurred and the Vendors not having caused or allowed to occur a material breach of any warranties.

### 8.2.2. Earn-out Consideration

Under the Acquisition Agreement further contingent consideration of up to a maximum of £19.0 million, may be payable subject to the achievement of certain performance criteria ("**Earn-out Consideration**"). Payment of the Earn-out Consideration is based upon the financial performance of Ignite to FY 2023. Should the Earn-out Consideration become payable in full, the Company will pay in aggregate an additional £11.2 million in cash and £7.8 million through the issue of Contingent Consideration Shares. The Earn-out Consideration will be payable as follows:

| Tranche      | Earn-out Consideration (£) |                                 | Test Period   | Criteria   |
|--------------|----------------------------|---------------------------------|---|--|
|              | Cash                       | Contingent Consideration Shares |   |  |
| Tranche 1    | £3,400,000                 | Nil                             | From Completion to Financial Year ending 31 December 2023 | Payable on delivery of £5.22m of EBITDA before deduction for central overheads.  |
| Tranche 2    | Up to £2,600,000           | Up to £2,600,000                | Financial Year ending 31 December 2021                    | £1.50 consideration for every £1.00 growth in EBITDA before deduction of central overheads FY21 over FY19. Therefore, full earn out payable on delivery of £8.9m of EBITDA before deduction of central overheads*. |
| Tranche 3    | Up to £2,600,000           | Up to £2,600,000                | Financial Year ending 31 December 2022                    | £1.50 consideration for every £1.00 growth in EBITDA before deduction of central overheads of FY22 over FY21*.   |
| Tranche 4    | Up to £2,600,000           | Up to £2,600,000                | Financial Year ending 31 December 2023                    | £1.50 consideration for every £1.00 growth in EBITDA before deduction of central overheads of FY23 over FY22*.   |
| <b>Total</b> | <b>Up to £11,200,000</b>   | <b>Up to £7,800,000</b>         |   |  |

\*Any payment due to be split 50:50 in cash and Contingent Consideration Shares

The net proceeds raised from the issue of the Firm Placing Shares will finance the Initial Consideration and, if payable in full, the cash requirements for the first two tranches of the Earn-out Consideration. Tranches 3 and 4 of the Earn-out Consideration would be satisfied from cash generated as a result of the financial performance of Ignite required to achieve payment of the Earn-out Consideration in full.

The Contingent Consideration Shares will be issued at a price being the lower of:

- the average of the closing middle market quotations for an Ordinary Share for each of the last five dealing days before exchange under the Acquisition Agreement; or
- the average of the middle market quotations for an Ordinary Share for each of the last five dealing days before the relevant payment date for the Contingent Consideration Shares.

### 8.2.3. Lock in and Orderly Market provisions in respect of the Consideration Shares and Contingent Consideration Shares

#### Consideration Shares

The Vendors have entered into a restriction on sale of their Consideration Shares. The Vendors have each entered into lock-in agreements confirming that they will not (and will procure, insofar as they are able, that any of their associates will not) dispose of any interest in Ordinary Shares following completion, save in certain very limited circumstances. The restrictions are tapered as follows:

- (a) Until 31 August 2021 in respect of 100% of the Consideration Shares
- (b) Until 31 March 2022 in respect of 75% of the Consideration Shares
- (c) Until 31 August 2022 in respect of 50% of the Consideration Shares
- (d) Until 31 August 2023 in respect of 25% of the Consideration Shares

#### Contingent Consideration Shares

The Vendors have each also undertaken that they will not (and will procure, insofar as they are able, that any of their associates will not) dispose of any interest in Contingent Consideration Shares for a period of 12 months following the issue of the relevant tranche of Contingent Consideration Shares unless such disposal is effected through the Brokers, to ensure an orderly market ("**Orderly Market Period**"). Any sale of Contingent Consideration Shares during the Orderly Market Period will be at the sole discretion of the Brokers.

## 9. Details of the Fundraise and use of proceeds

### 9.1. Placing

The Fundraise will raise, in aggregate, £35.0 million (before commissions and expenses) through the Placing and Open Offer (assuming the Open Offer is taken up in full) at a price of 15 pence per New Ordinary Share. Inspired is proposing to raise up to £30.0 million (before expenses) pursuant to the Placing with institutional and other investors. The Placing Price equates to a discount of 12.5 per cent. to the closing price of 17.15 pence on the Latest Practicable Date prior to the announcement of the Fundraise.

The Placing Shares, when issued, will represent approximately 20.3 per cent. of the Enlarged Share Capital immediately following Third Admission. The Firm Placing Shares and Conditional Placing Shares will rank in full for all dividends with a record date on or after the date of First Admission or Third Admission respectively, and otherwise equally with the Ordinary Shares in issue from the date of Admission.

The Firm Placing is conditional, *inter alia*, upon the Placing and Open Offer Document not having been terminated and becoming unconditional in respect of those shares, including First Admission which it is expected will become effective, and dealings in the Firm Placing Shares are expected to commence, at 8.00 am. on 16 July 2020.

The Conditional Placing and Open Offer (which is not being underwritten) is conditional, amongst other things, upon:

- (a) the Firm Placing having become unconditional and First Admission having become effective;
- (b) the Placing and Open Offer Document becoming unconditional in all respects as regards the Conditional Placing and Open Offer (Third Admission occurring) and not having been terminated in accordance with its terms prior to Third Admission;
- (c) the Placing Resolutions set out in the Notice of General Meeting being approved by the Shareholders; and
- (d) Admission of the Conditional Placing Shares and Open offer becoming effective on or before 8.00 a.m. on 29 July 2020 or such later date as the Company, Shore Capital and Peel Hunt may agree, being no later than

8.00 a.m. on 31 August 2020.

## 9.2. Open Offer

Inspired is proposing to raise up to approximately £5.0 million (before expenses) pursuant to the Open Offer, all Qualifying Shareholders are being given the opportunity to participate in the Open Offer.

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Placing Price pro rata to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

### **2 Open Offer Shares for every 43 Existing Ordinary Shares**

Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Open Offer Entitlement. Fractions of Open Offer Shares will not be allotted to Shareholders in the Open Offer and entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares and made available in the Excess Application Facility. Qualifying Shareholders who do not take up their Open Offer Entitlements in full will experience a dilution to their interests of approximately 27.0 per cent. following Third Admission (assuming full take up under the Open Offer). Qualifying Shareholders should note that the Open Offer Shares have neither been placed under the Placing subject to clawback under the Open Offer nor have they been underwritten, and that the Placing is not conditional upon the number of applications received under the Open Offer. The Open Offer is subject to, amongst other matters, the Placing and Open Offer Document becoming unconditional in all respects (other than as to Third Admission) and the passing of the Placing Resolutions, as set out in the Notice of General Meeting. The Open Offer Shares will, when issued and fully paid, rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Third Admission.

#### 9.2.1. Excess applications

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Placing Price pro rata to their existing holdings of Ordinary Shares on the Record Date.

Qualifying Shareholders may also make applications in excess of their Open Offer Entitlements. To the extent that Open Offer Entitlements are not subscribed by Qualifying Shareholders, such Excess Shares will be available to satisfy such excess applications, subject to a maximum of 33,445,183 Excess Shares in aggregate. To the extent that applications are received in respect of an aggregate of more than 33,445,183 Excess Shares, excess applications will be scaled back accordingly.

*Qualifying Shareholders should note that the Open Offer is not a rights issue*

Qualifying Non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that, in the Open Offer, unlike in a rights issue, any entitlements to Open Offer Shares not applied for or not taken up will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

#### *Overseas Shareholders*

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Existing Ordinary Shares for the benefit of such persons (including, without limitation, custodians, nominees, trustees and agents), or who have a contractual or other legal obligation to forward this document, Form of Proxy, or, if relevant, the Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part II of this document.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK, should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements under the Open Offer.

#### *CREST Instructions*

Application has been made for the Open Offer Entitlements for Qualifying CREST Shareholders to be admitted to CREST. It is expected that the Open Offer Entitlements will be admitted to CREST on 14 July 2020. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim on any Open Offer Entitlements.

The Excess CREST Open Offer Entitlements will also be admitted to CREST on 14 July 2020. These are not applicable to any bona fide market claim.

Qualifying Non-CREST Shareholders will receive an Application Form which gives details of their Open Offer Entitlement (as shown by the number of the Open Offer Shares allocated to them) with this Document. If they wish

to apply for Open Offer Shares under the Open Offer, they should complete the accompanying Application Form in accordance with the procedure for application set out in this Document and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post in the enclosed business reply paid envelope to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, so as to arrive as soon as possible and in any event no later than 11.00 a.m. on 27 July 2020.

Qualifying CREST Shareholders will receive no Application Form with this document but will receive a credit to their appropriate stock account in CREST in respect of their Open Offer Entitlement and Excess CREST Open Offer Entitlements, equivalent to 10 times their Ordinary share holding as at the Record Date. They should refer to the procedure for application set out in Part II of this document. The relevant CREST instruction must have settled by no later than 11.00 a.m. on 27 July 2020.

The latest time for applications under the Open Offer to be received is 11.00 a.m. on 27 July 2020. The procedure for application and payment depends on whether, at the time at which application and payment is made, a Qualifying Shareholder has an Application Form in respect of their Open Offer Entitlement or has their Open Offer Entitlement credited to their stock account in CREST. If you are in any doubt as to what action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly 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.

### 9.3. *The Placing and Open Offer Document*

Pursuant to the terms of the Placing and Open Offer Document, the Brokers have conditionally agreed to use their reasonable endeavours, as agents for the Company, to procure subscribers for the Placing Shares at the Placing Price with certain institutional and other investors.

The Placing and Open Offer Document contains warranties from the Company in favour of the Brokers in relation to, amongst other things, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Shore Capital and Peel Hunt in relation to certain liabilities they may incur in respect of the Fundraise. The Brokers have the right to terminate the Placing and Open Offer Document in certain circumstances prior to First and /or Third Admission, in particular, in the event of a material breach of the warranties given in the Placing and Open Offer Document, the failure of the Company to comply in any material respect with its obligations under the Placing and Open Offer Document, the occurrence of a *force majeure* event which in the Brokers' opinion may be material, or a material adverse change affecting the financial position or business or prospects of the Company.

### 9.4. *Settlement and dealings*

An application has been made to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM and First Admission is expected to become effective and dealings in the Firm Placing Shares are expected to commence on 16 July 2020. An application has been made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM and Second Admission is expected to become effective and dealings in the Consideration Shares are expected to commence on 17 July 2020. Neither First Admission nor Second Admission will be subject to the passing of the Placing Resolutions at the GM. An application will be made to the London Stock Exchange for the Conditional Placing Shares and the Open Offer Shares to be admitted to trading on AIM. It is expected that Third Admission will become effective and that dealings in the Conditional Placing Shares and the Open Offer Shares will commence on 29 July 2020, subject to the passing of the Placing Resolutions at the GM.

The Firm Placing Shares being issued pursuant to the Placing will, on First Admission, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after First Admission and will otherwise rank *pari passu* in all respects with the issued Ordinary Shares.

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

The Conditional Placing Shares being issued pursuant to the Placing and the Open Offer Shares being issued pursuant to the Open Offer will, on Third Admission, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after Third Admission and will otherwise rank *pari passu* in all respects with the issued Ordinary Shares.

### 9.5. *Use of proceeds*

The Board is mindful of the uncertainty presented by the COVID-19 crisis. Inspired is a leader in its markets, the evolution of which will be accelerated by the current backdrop and the Board believes that there is significant scope

to progress its successful acquisition strategy moving forward as there will continue to be M&A opportunities to accelerate the Group's strategic momentum. The Fundraise will provide the Company with the financial capability to act decisively where value-enhancing opportunities are presented.

The Company intends to use the net proceeds of the Firm Placing to finance the cash element of the Initial Consideration of the Acquisition and the cash payments of the first two tranches of the Earn-out Consideration, if payable. The Company intends to use the net proceeds of the Conditional Placing and the Open Offer to continue its stated acquisition strategy to acquire either one larger acquisition or several smaller bolt-on acquisitions. The Group have a number of opportunities that are currently under review and active consideration that the Directors' believe are capable of being executed in the near term.

## **10. Irrevocable undertakings**

The Company has received irrevocable undertakings to vote in favour of the Resolutions from all Directors who hold Ordinary Shares together with certain Shareholders who hold, or are interested in, an aggregate of 6,945,482 Existing Ordinary Shares, representing approximately 1.0 per cent. of the Company's current issued share capital.

## **11. General Meeting**

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Gateley Plc at Ship Canal House, 98 King St, Manchester M2 4WU on 28 July 2020 at 11.00 a.m., at which the Resolutions will be proposed as ordinary or special resolutions as summarised below:

- (a) Resolution 1 – this will be proposed as an ordinary resolution and seeks the approval of shareholders to authorise the Directors to allot the shares in connection with the Conditional Placing and Open Offer.
- (b) Resolution 2 – this will be proposed as a special resolution and seeks the approval of shareholders to authorise the Directors to disapply pre-emption rights in connection with the allotment of the Conditional Placing Shares and the Open Offer Shares.
- (c) Resolution 3 – this will be proposed as an ordinary resolution and seeks the approval of shareholders to authorise the Directors to allot the Contingent Consideration Shares.
- (d) Resolution 4 – this will be proposed as an ordinary resolution and seeks the approval of shareholders to authorise the directors for the general issue of Ordinary Shares up to aggregate nominal value of £406,134.27 which is equal to approximately 33% of the nominal value of the Enlarged Share Capital of the Company and a further issue of shares up to an aggregate nominal value of £812,268.53, which is equal to a further 66% of the nominal value of the Enlarged Share Capital of the Company for the purposes of pre-emptive rights issues. Such authorities will expire at the conclusion of the next Annual General Meeting of the company or the date which is six months after the next accounting reference date of the company (whichever is the earlier).
- (e) Resolution 5 – this will be proposed as a special resolution and seeks the approval of shareholders to disapply the statutory pre-emption procedure under the Act in respect of a pre-emptive rights issue, and to authorise the Directors to disapply pre-emption rights in connection with the allotment of Ordinary Shares up to an aggregate nominal value of £123,070.99 which is equal to approximately 10% of the nominal value of the Enlarged Share Capital, subject to resolution 4 being passed. Unless previously revoked or varied, the disapplication will expire on the conclusion of the next annual general meeting of the Company or on the date which is 15 months after the resolution being passed (whichever is the earlier).

## **12. Action to be taken**

The Form of Proxy for use at the General Meeting by Shareholders holding Existing Ordinary Shares in certificated form 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, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event so as to be received by no later than 11.00 a.m. on 24 July 2020. Alternatively, CREST members who wish to appoint a proxy or proxies via CREST may do so in accordance with the procedures set out in the Notice of General Meeting and described in the CREST Manual.

**Whilst nominating a proxy would not ordinarily preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would breach the**

Government's Stay at Home Measures in relation to the containment and control of COVID-19. Should any Shareholder attempt to attend the General Meeting in person, they will be denied entry.

Following the compulsory COVID-19 'Stay at Home Measures' imposed by the UK Government prohibiting, amongst other things, all non-essential travel and large public, the Board will be implementing the following measures in respect of the General Meeting:

- We expect only two shareholder Directors to be in attendance in person at the venue for quorum purposes to conduct the business of the meeting.
- No other Directors will be present in person.
- Shareholders will not be permitted to attend the General meeting and, if they attempt to do so, will be refused entry to the meeting in line with the Stay at Home Measures.
- Relevant questions related to the General Meeting from shareholders can be raised in advance of the General Meeting and, in so far as is relevant to the business of the meeting, will be responded to by email and taken into account as appropriate at the General Meeting itself.
- Voting at the General Meeting will be carried out by way of poll so that votes cast in advance and the votes of all shareholders appointing the Chairman of the Meeting as their proxy can be taken into account.
- As usual, the results of the General Meeting will be announced as soon as practicable after it has taken place.

In light of the Coronavirus pandemic, Shareholders are urged to appoint the chairman of the meeting as his or her proxy as, given current Government advice on social gatherings in particular, attendance in person is not advised and members and their proxies may be refused entry if circumstances permit or require. The Company is actively following developments and will issue further information through an RIS and/or on its website at <https://inspiredplc.co.uk/> if it becomes necessary or appropriate to make any alternative arrangements for the General Meeting.

### 13. Recommendation

The Directors consider the Fundraise to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their beneficial holdings amounting, in aggregate, to 6,945,482 Existing Ordinary Shares, representing approximately 1.0 per cent. of the current issued share capital of the Company.

Yours faithfully

**Michael Fletcher**

*Non-Executive Chairman*

**PART II**  
**TERMS AND CONDITIONS OF THE OPEN OFFER**

**1. INTRODUCTION**

As explained in Part I of this document, the Company is proposing to issue up to 33,445,183 Open Offer Shares at the Placing Price, and to raise, assuming that it is fully subscribed, through the Open Offer, approximately £5.0 million (before expenses incurred in relation to the Open Offer).

Upon completion of the Open Offer, assuming it is fully subscribed, the Open Offer Shares will represent approximately 3.4 per cent. of the Enlarged Share Capital. The Existing Ordinary Shares will represent approximately 73.0 per cent. of the Enlarged Share Capital.

The Record Date for entitlements under the Open Offer for Qualifying Shareholders is close of business on 8 July 2020. Application Forms are expected to be posted to Qualifying Non-CREST Shareholders on or around 10 July 2020 and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST as soon as possible after 8:00 a.m. on 14 July 2020.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for further Open Offer Shares. Further details in relation to the Excess Application Facility are set out in Part III "Questions and Answers about the Open Offer" in this document and, for Qualifying Non-CREST Shareholders, the Application Form.

The latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 27 July 2020 with Third Admission and commencement of dealings in Open Offer Shares expected to take place at 8:00 a.m. on 29 July 2020.

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

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

The Company is proposing to issue up to 33,445,183 Open Offer Shares at the Placing Price subject to Third Admission, in respect of valid applications by Qualifying Shareholders. Application will be made for the Placing Shares and Open Offer Shares to be admitted to trading on AIM.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 33,445,183 Open Offer Shares *pro rata* to their current holdings at the Placing Price in accordance with the terms of the Open Offer. **Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlement in full.**

Neither the Placing nor the Open Offer have been underwritten.

The Open Offer Shares have neither been placed under the Placing subject to clawback pursuant to the Open Offer nor have they been underwritten, and the Placing is not conditional upon the number of applications received under the Open Offer. Any Qualifying Shareholder who has sold or transferred all or part of his/her/their registered holding(s) of Ordinary Shares prior to the "ex" entitlement date is advised to consult his/her/their 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/them by the purchasers under the rules of the London Stock Exchange.

**2. THE OPEN OFFER**

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to apply for Open Offer Shares on the following basis:

**2 Open Offer Shares for every 43 Existing Ordinary Shares held on the Record Date**

at the Placing Price, which represents a 12.5 per cent. discount to the closing price on the London Stock Exchange of 17.15 pence per Ordinary Share on 9 July 2020.

Fractions of Open Offer Shares will not be allotted to Shareholders in the Open Offer and entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares and made available in 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 Application Form will show the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 1).

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. Further details in relation to the Excess Application Facility are set out in Part III "Questions and Answers about the Open Offer" and, for Qualifying Non-CREST Shareholders, the Application Form.

Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraph 4.2 of this Part II: "Terms and Conditions of the Open Offer" for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

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 *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders.

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

**Following the issue of the Open Offer Shares to be allotted pursuant to the Open Offer, a Qualifying Shareholder who holds 43 Existing Ordinary Shares who does not take up any of his entitlement under the Open Offer *pro rata* to his current holding, he will suffer a dilution, of up to approximately 27.0 per cent. of his interest in the Company dependent on the take-up and oversubscription of the Open Offer by other Qualifying Shareholders (assuming the Open Offer is not over-subscribed in aggregate).**

**Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under their Open Offer Entitlements will be issued to Qualifying Shareholders who have made an application for Open Offer Shares in excess of their Open Offer Entitlement under the Excess Application Facility, with the proceeds retained for the benefit of the Company. The Open Offer Shares have neither been placed under the Placing subject to clawback pursuant to the Open Offer nor have they been underwritten, and the Placing is not conditional upon the number of applications received under the Open Offer.**

Application will be made for the Open Offer Entitlements and Excess CREST Open Offer Entitlements to be credited to Qualifying Shareholders' CREST accounts. The Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts as soon as possible after 8.00 a.m. on 14 July 2020.

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

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

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

The Open Offer is subject to, amongst other things, the Placing and Open Offer Document becoming unconditional in all respects (other than as to Third Admission), the passing of the Placing Resolutions set out in the Notice of General Meeting and Third Admission becoming effective by not later than 8.00 a.m. on 29 July 2020 (or such later time and/or date as the Company, Shore Capital and Peel Hunt may determine, not being later than 8.00 a.m. on 31 August 2020).

Accordingly, if these conditions are not satisfied or waived (where capable of waiver) by 8.00 a.m. on 29 July 2020 (or such later time and / or date as the Company, Shore Capital and Peel Hunt may agree being not later than 8.00 a.m. on 31 August 2020), 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.

The Open Offer is not conditional upon the level of applications made under the Open Offer or upon any minimum proceeds being raised under the Open Offer.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who validly elect to hold their Open Offer Shares in certificated form by 11 August 2020. In respect of those Qualifying Shareholders who will validly elect to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST as soon as possible after 8.00 a.m. on 29 July 2020.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Third Admission is expected to occur on 29 July 2020, when dealings in the Open Offer Shares are expected to begin.

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

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

4. **PROCEDURE FOR APPLICATION AND PAYMENT**

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

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

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

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the 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 Application Form, or send a USE message through CREST. Qualifying Shareholders are, however, encouraged to vote at the General Meeting by completing and returning the Form of Proxy enclosed with this document (or otherwise making use of the CREST electronic proxy appointment service).**

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

##### *(a) General*

Subject as provided in paragraph 6 of Part II: "Terms and Conditions of the Open Offer" in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form will show the number of Existing Ordinary Shares registered in their name on the Record Date in Box 1. It also shows the Open Offer Entitlement allocated to them set out in Box 2. Entitlements to Open Offer Shares are rounded down to the nearest whole number and fractional Open Offer Entitlements have therefore also been rounded down. Box 3 shows how much they would need to pay if they wish to take up their Open Offer Entitlements in full. Qualifying Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. If the total number of Open Offer Shares applied for by all Qualifying Shareholders under the Excess Application Facility exceeds the number of Excess Shares, the Board will scale back *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility.

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

##### *(b) Bona fide market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to participate in the Open Offer. Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 23 July 2020. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to participate in the Open Offer, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee. Qualifying Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 8 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted in or into the United States or any Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

##### *(c) Application procedures*

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

Completed Application Forms should be posted in the pre-paid envelope accompanying the Application Form or returned to the Receiving Agent, Equiniti Limited (who will act as Receiving Agent in relation to the Open Offer), Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA so as to be received

by the Receiving Agent by no later than 11.00 a.m. on 27 July 2020, after which time Application Forms will not be valid. Qualifying Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery.

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

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

If cheques or banker's drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be credited to a non-interest bearing account by the Receiving Agent. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer. In this event, Qualifying Non-CREST Shareholders will receive the refund either as a cheque by first class post to the address set out on the Application Form or payment will be returned direct to the account of the bank or building society on which the relevant cheque or banker's draft was drawn, not later than 10 business days following the date that the results of the Open Offer are announced.

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

- (i) Application Forms received after 11.00 a.m. on 27 July 2020; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 27 July 2020 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

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

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

*(d) The Excess Application facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Shareholder to apply for Open Offer Shares in excess of their Open Offer Entitlement.

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 Board will scale back pro rata to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility.

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

Should the Open Offer become unconditional and applications for Open Offer Shares exceed 33,445,183 Open Offer Shares and the Board agree to scale back applications, each Qualifying Shareholder who has made a valid application for excess Open Offer Shares under the Excess Application Facility and from whom payment in full for excess Open Offer Shares has been received will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for but not allocated to the relevant Qualifying Shareholder multiplied by the Placing Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk. In this event, Qualifying Non-CREST Shareholders will receive the refund either as a cheque by first class post to the address set out on the Application Form or payment will be returned direct to the account of the bank or building society on which the relevant cheque or banker's draft was drawn, not later than 10 business days following the date that the results of the Open Offer are announced.

*(e) Effect of application*

By completing and delivering an Application Form the applicant:

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

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

- (viii) represents and warrants to the Company, Shore Capital and Peel Hunt that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (ix) confirms that in making the application he is not relying and has not relied on Shore Capital and Peel Hunt or any person affiliated with Shore Capital and Peel Hunt in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to the Receiving Agent, Equiniti Limited, Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA or you can contact the Receiving Agent on 0371 384 2050 from within the UK or +44 (0) 121 415 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

**Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. 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 he is entitled in uncertificated form in CREST. Please see paragraph 4.2(f) below for more information.**

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

*(a) General*

Subject as provided in paragraph 6 of Part II: "Terms and Conditions of the Open Offer" in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the maximum number of Open Offer Shares for which he is entitled to apply to acquire under the Open Offer and also an Excess CREST Open Offer Entitlement equal to 10 times their Record Date holding of Ordinary Shares. Qualifying CREST Shareholders should note that this is not a cap on the maximum number of Excess Shares they can apply for and if they wish to apply for more Excess Shares than the Excess CREST Open Offer Entitlement they have been credited then they should contact the Shareholder helpline on 0371 384 2050 or +44 121 415 0259 (if calling from outside of the UK to request an increased credit, ensuring to leave sufficient time for the additional Excess CREST Open Offer Entitlement to be credited to their account and for an application to be made in respect of those Excess CREST Open Offer Entitlements before the application deadline. 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.

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 the 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,

6:00 p.m. on 14 July 2020, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent on 0371 384 2050 from within the UK or +44 (0) 121 415 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice. Please note the Receiving Agent cannot provide financial, legal or tax advice on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlements or to apply for Excess CREST Open Offer Entitlements. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

*(b) Market claims*

Each of the 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. The Excess Open Offer Entitlements will not be subject to Euroclear's market claims process and 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 Open Offer Entitlement.

*(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) an 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 on application for the number of Open Offer Shares referred to in (i) above.

*(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 GB00BMGNTV05;
- (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 the Receiving Agent in its capacity as a CREST receiving agent. This is 2RA50;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is RA359001;
- (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 27 July 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 27 July 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 27 July 2020 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 29 July 2020 (or such later time and / or date as the Company, Shore Capital and Peel Hunt may agree being not later than 8.00 a.m. on 31 August 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, within four business days.

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

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

- (i) the number of Open Offer Shares for which application is being made (and hence being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BMGNTW12;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 2RA51;
- (vi) the member account ID of the Registrar in its capacity as a CREST receiving agent. This is RA359002;
- (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 27 July 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 27 July 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 27 July 2020 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 29 July 2020 (or such later time and / or date as the Company, Shore Capital and Peel Hunt may agree being not later than 8.00 a.m. on 31 August 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, within four business days.

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

A Qualifying Non-CREST Shareholder who wishes to make such a deposit should sign and complete Box 11 of their Application Form, entitled 'CREST Deposit Form' and then deposit their Application Form with the CREST Courier and Sorting Service. In addition, the normal CREST stock deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST transfer form (as prescribed under the Stock Transfer Act 1963) with the CREST Courier and Sorting Service and (b) only the Open Offer Entitlement shown in Box 2 of the Application Form may be deposited into CREST. After depositing their Open Offer Entitlement into their CREST account, CREST holders will need to contact the Receiving Agent to be credited with Excess CREST Open Offer Entitlements.

If you have received your Application Form by virtue of a bona fide market claim, the declaration below Box 8 must be made or (in the case of an Application Form which has been split) marked 'Declaration of sale or transfer duly made'. If you wish to take up your Open Offer Entitlement, the CREST Deposit Form in Box 11 of your Application Form must be completed and deposited with the CREST Courier and Sorting Service in accordance with the instructions above. A holder of more than one Application Form who wishes to deposit Open Offer Entitlements shown on those Application Forms into CREST must complete Box 11 of each Application Form.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 22 July 2020 and 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 21 July 2020 in either case 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 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 27 July 2020.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Receiving Agent by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 2 of the Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that it/they is/are not in the United States or citizen(s) or resident(s) of any Restricted Jurisdiction or any jurisdiction in which the application for 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 27 July 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 his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 27 July 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) 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 Placing Price, refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

*(j) The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables Qualifying CREST Shareholders to apply for Open Offer Shares in excess of their Open Offer Entitlements.

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

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

Should a transaction be identified by the CREST Claims Processing Unit as "cum" the Open Offer Entitlement and the relevant Open Offer Entitlement(s) will be transferred and the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 33,445,183 Open Offer Shares and the Board agree to scale back applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Placing Price. Monies will be returned as soon as reasonably practicable to Qualifying CREST Shareholders not later than 4 business days following the completion of the scale back, without payment of interest and at the applicant's sole risk. Fractions of Open Offer Shares will not be issued under the Excess Application Facility and fractions of Open Offer Shares will be rounded down to the nearest whole number.

*(k) Effect of valid application*

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

- (i) represents and warrants to the Company, Shore Capital and Peel Hunt that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations,

under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;

- (ii) agrees to the Company, Shore Capital and Peel Hunt to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees to the Company, Shore Capital and Peel Hunt that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company, Shore Capital and Peel Hunt that in making the application he is not relying on any information or representation in relation to the Group other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Group contained in this document;
- (v) represents and warrants to the Company, Shore Capital and Peel Hunt that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a bona fide market claim;
- (vi) represents and warrants to the Company, Shore Capital and Peel Hunt that if he has received some or all of his Open Offer Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a bona fide market claim;
- (vii) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document, subject to the memorandum of association and articles of association of the Company;
- (viii) represents and warrants to the Company, Shore Capital and Peel Hunt that he is not, nor is he applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (ix) represents and warrants to the Company, Shore Capital and Peel Hunt that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (x) confirms that in making the application he is not relying and has not relied on Shore Capital or Peel Hunt or any person affiliated with Shore Capital or Peel Hunt in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

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

The Company may in its sole discretion:

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

*(m) Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 29 July 2020 (or such later time and / or date as the Company, Shore Capital and Peel Hunt may agree being not later than 8.00 a.m. on 31 August 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter not later than 4 business days following the date that the results of the Open Offer are announced.

## **5. MONEY LAUNDERING REGULATIONS**

### **5.1 Holders of Application Forms**

To ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements Equiniti Limited as Receiving Agent will require to see such documents. In such case, the lodging agent's stamp should be inserted on the Application Form.

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

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

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

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

The verification of identity requirements will not usually apply:

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

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

- (a) if payment is made by cheque or banker's draft in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques, should be made payable to "Equiniti Ltd re Inspired Energy Plc Open Offer A/C" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque/banker's draft to such effect. The account name should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Gibraltar, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact the Receiving Agent at Equiniti, Corporate Actions, Aspect House Spencer Road, Lancing, West Sussex BN99 6DA.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact the Receiving Agent on 0371 384 2050 from within the UK, or on +44 (0) 121 415 7047 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of €15,000 (approximately £13,000) or more and is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with

him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

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

## 5.2 **Open Offer Entitlements in CREST**

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

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

## 6. **OVERSEAS SHAREHOLDERS**

### 6.1 **General**

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

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

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

**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 a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.**

No person receiving a copy of this document and/or an Application Form and/or a credit of 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 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 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 Application Form must be treated as sent for information only and should not be copied or redistributed.

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

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

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of 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 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, Shore Capital, Peel Hunt determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers 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 II: "Terms and Conditions of the Open Offer" 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 despatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or in the case of a credit of 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.

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

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

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

No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of 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 Application Form must be treated as sent for information only and should not be copied or redistributed.

## 6.2 **United States**

The Open Offer Shares have not been and will not be registered under the US Securities Act of 1933 or with any securities regulatory authority of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the US Securities Act of 1933 and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States unless an exemption from the registration requirements of the US Securities Act of 1933 as amended, is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any Open Offer Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to, and no Open Offer Shares will be credited to a stock account in CREST of, any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring Open Offer Shares and wishing to hold such Open Offer Shares in registered form must provide an address for registration of the Open Offer Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires Open Offer Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the Open Offer Shares, that they are not, and that at the time of acquiring the Open Offer Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a nondiscretionary basis in the United States or any state of the United States. The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of Open Offer Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any Open Offer Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any Open Offer Shares may be transferred. In addition, the Company, Shore Capital, and Peel Hunt reserve the right to reject any USE instruction sent by or on behalf of any CREST member with a registered address in the United States in respect of the Open Offer Shares.

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

## 6.3 **Restricted Jurisdictions**

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

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

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

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

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

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

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

##### **(a) Qualifying Shareholders**

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

##### **(b) Qualifying CREST Shareholders**

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

#### 6.6 **Waiver**

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company, Shore Capital, and Peel Hunt in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders

shall include references to the person or persons executing an Application Form.

Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

#### **7. THIRD ADMISSION, SETTLEMENT AND DEALINGS**

The result of the Open Offer is expected to be announced on 28 July 2020. Applications will be made to AIM for the Open Offer Shares to be admitted to trading on AIM. It is expected that Third Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 29 July 2020.

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

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 27 July 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 29 July 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 Third Admission (expected to be 29 July 2020). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with 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 Registrar in connection with CREST.

For Qualifying Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied (including excess Open Offer Shares successfully applied for under the Excess Application Facility) for are expected to be despatched by post by 11 August 2020. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the UK share register of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Shareholders are referred to paragraph 4.1 above and their respective Application Form.

#### **8. TIMES AND DATES**

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

#### **9. FURTHER INFORMATION**

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

#### **10. GOVERNING LAW AND JURISDICTION**

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares, whether by way of their Open Offer Entitlement or through the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of

England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

## PART III

### QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

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

This Part III deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the United Kingdom who hold their Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part II: "Terms and Conditions of the Open Offer" of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Open Offer Entitlements. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part II "Terms and Conditions of the Open Offer" of this document for full details of what action you should take. If you are a CREST sponsored member, you should also consult your CREST sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please contact *the Receiving Agent on 0371 384 2050 from within the UK, or on +44 (0) 121 415 7047 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.* Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

#### 1. WHAT IS AN OPEN OFFER?

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

This Open Offer is an invitation by Inspired Energy Plc to Qualifying Shareholders to apply to acquire up to an aggregate of 33,445,183 Open Offer Shares at a price of 15 pence per Ordinary Share. If you hold Ordinary Shares on the Record Date or have a bona fide market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in the United States, or a Restricted Jurisdiction, you will be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 2 Open Offer Shares for every 43 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

Open Offer Shares are being offered to Qualifying Shareholders at a discount to the share price on the last trading day before the details of the Placing and Open Offer were announced on 10 July 2020. The Placing Price of 15 pence per Open Offer Share represents a 12.5 per cent. discount to the closing middle-market price quotation as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange plc of 17.15 pence per Ordinary Share on 9 July 2020.

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

Unlike in a rights issue, Application Forms are not negotiable documents and neither they nor the Open Offer Entitlements can themselves be traded.

2. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I KNOW I AM ELIGIBLE TO PARTICIPATE IN THE OPEN OFFER?**

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located in the United States or any Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares before 8.00 a.m. on 13 July 2020 (the time when the Existing Ordinary Shares are expected to be marked "ex-entitlement" by the London Stock Exchange plc).

3. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I KNOW HOW MANY OPEN OFFER SHARES I AM ENTITLED TO TAKE UP?**

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

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

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

If you would like to apply for any of or all of the Open Offer Shares comprised in your Open Offer Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be posted, along with a cheque or banker's draft drawn in the appropriate form, in the pre-paid envelope that will accompany the Application Form or returned by post, to the Receiving Agent, Equiniti Limited (who will act as Receiving Agent in relation to the Open Offer) so as to be received by the Receiving Agent by no later than 11:00 a.m. on 27 July 2020, after which time Application Forms will not be valid.

4. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM AND AM ELIGIBLE TO RECEIVE AN APPLICATION FORM. WHAT ARE MY CHOICES IN RELATION TO THE OPEN OFFER?**

4.1 **If you do not want to take up your Open Offer Entitlement**

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money when the Open Offer Shares you could have taken up are sold, as would happen under a rights issue. You cannot sell your Application Form or your Open Offer Entitlement to anyone else. If you do not return your Application Form subscribing for the Open Offer Shares to which you are entitled by 11.00 a.m. on 27 July 2020, the Company has made arrangements under which the Company has agreed to issue the Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility.

If you do not take up your Open Offer Entitlement then following the issue of the Open Offer Shares pursuant to Open Offer, your interest in the Company will be significantly diluted. Even if a Qualifying Shareholder subscribes for the basic entitlement under the Open Offer, their proportionate economic interest would be diluted by the issue of the Placing Shares and Open Offer Shares pursuant to the Placing and Open Offer (assuming all Open Offer Shares are subscribed for in full).

4.2 **If you want to take up some but not all of your Open Offer Entitlement**

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Box 4 of your Application Form; for example, if you are entitled to take up 50 shares but you only want to take up 25 shares, then you should write '25' in Boxes 4 and 6. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '25') by 15 pence, which is the price in pounds of each Open Offer Share (giving you an amount of £3.75 in this example). You should write this amount in Box 7, rounding up to the nearest whole pence and this should be the amount your cheque or banker's draft is made out for. You should then return the completed Application Form, together with a cheque or banker's draft, written in black ink, for that amount, in the pre-paid envelope that accompanies the Application Form or return by post, to the Receiving Agent, Equiniti Limited, Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA so as to be received by the Receiving Agent by no later than 11.00

a.m. on 27 July 2020, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque or banker's draft, written in black ink, made payable to Equiniti Limited re Inspired Energy Plc Open Offer A/C and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant name at the building society or bank by stamping or endorsing the back of the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques or banker's drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted (see paragraph 5 of Part 2).

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

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you by no later than 11 August 2020.

#### **4.3 If you want to take up all of your Open Offer Entitlement**

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque or banker's draft, written in black ink, for the amount (as indicated in Box 3 of your Application Form), payable to "Equiniti Limited re Inspired Energy Plc Open Offer A/C" and crossed "A/C payee only", in the pre-paid envelope that will accompany the Application Form or return by post, to the Receiving Agent, Equiniti Limited, Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA so as to be received by the Receiving Agent by no later than 11.00 a.m. on 27 July 2020 after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque or banker's draft, written in black ink, made payable to "Equiniti Limited re Inspired Energy Plc Open Offer A/C" and crossed "A/C payee only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant name at the building society or bank by stamping or endorsing the back of the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you by no later than 11 August 2020.

#### **4.4 If you want to apply for more than your Open Offer Entitlement**

Provided you have agreed to take up your Open Offer Entitlement in full, you can apply for further Open Offer Shares under the Excess Application Facility. You should write the number of Open Offer Shares comprised in your Open Offer Entitlement (as indicated in Box 2 of the Application Form) in Box 4 and write the number of additional Open Offer Shares for which you would like to apply in Box 5. You should then add

the totals in Boxes 4 and 5 and insert the total number of Open Offer Shares for which you would like to apply in Box 6.

For example, if you have an Open Offer Entitlement for 50 Open Offer Shares but you want to apply for 75 Open Offer Shares in total, then you should write '50' in Box 4, '25' in Box 5 and '75' in Box 6. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '75') by 15 pence, which is the price in pounds sterling of each Open Offer Share (giving you an amount of £11.25 in this example). You should write this amount in Box 7, rounding up to the nearest whole pence. You should then return your Application Form by post to the Receiving Agent, Equiniti Limited, Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA so as to be received by the Receiving Agent by no later than 11.00 a.m. on 27 July 2020. Within the United Kingdom only, you can use the reply-paid envelope which will be enclosed with the Application Form. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Board will scale back *pro rata* to the number of excess Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility. It should be noted that applications under the Excess Application Facility may not be satisfied in full. A definitive share certificate will then be sent to you for the Open Offer Shares that you take up and otherwise successfully apply for using the Excess Application Facility. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you, at your own risk, by no later than 11 August 2020.

5. **I HOLD MY EXISTING SHARES IN UNCERTIFICATED FORM IN CREST. WHAT DO I NEED TO DO IN RELATION TO THE OPEN OFFER?**

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

6. **I ACQUIRED MY EXISTING ORDINARY SHARES PRIOR TO THE RECORD DATE AND HOLD MY EXISTING SHARES IN CERTIFICATED FORM. WHAT IF I DO NOT RECEIVE AN APPLICATION FORM OR I HAVE LOST MY APPLICATION FORM?**

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

- Qualifying Shareholders who held their Existing Ordinary Shares in uncertificated form on 13 July 2020 and who have converted them to certificated form;
- Qualifying Shareholders who bought Existing Ordinary Shares before 08 July 2020 but were not registered as the holders of those shares at the close of business on 10 July 2020; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact Equiniti Limited on 0371 384 2050 from within the UK, or on +44 (0) 121 415 7047 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am - 5.00 pm, Monday to Friday excluding public holidays in England and Wales. Difference charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

7. **CAN I TRADE MY OPEN OFFER ENTITLEMENT?**

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims

only), the Open Offer Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Open Offer Entitlement will have no rights under the Open Offer or receive any proceeds from it. The Open Offer Shares have neither been placed under the Placing subject to clawback pursuant to the Open Offer nor have they been underwritten, and the Placing is not conditional upon the number of applications received under the Open Offer. The Open Offer Shares have not been underwritten.

#### **WHAT IF I CHANGE MY MIND?**

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

9. **WHAT IF THE NUMBER OF OPEN OFFER SHARES TO WHICH I AM ENTITLED IS NOT A WHOLE NUMBER: AM I ENTITLED TO FRACTIONS OF OPEN OFFER SHARES?**

If the number is not a whole number, you will not receive a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number. Fractions will be made available in the Excess Application Facility.

10. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHAT SHOULD I DO IF I HAVE SOLD SOME OR ALL OF MY EXISTING ORDINARY SHARES?**

If you hold shares in Inspired Energy Plc directly and you sell some or all of your Existing Ordinary Shares before 13 July 2020, you should contact the buyer or the person/company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. If you sell any of your Existing Ordinary Shares on or after 8 July 2020 and before the 13 July 2020, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

11. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. HOW DO I PAY?**

Completed Application Forms should be returned with a cheque or banker's draft drawn in the appropriate form. All payments must be in pounds sterling and made by cheque or banker's draft, written in black ink, made payable to "Equiniti Ltd re Inspired Energy Plc Open Offer A/C" and crossed "A/C Payee Only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant name at the building society or bank by stamping or endorsing the back of the cheque or draft to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques or banker's drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted.

12. **WILL THE EXISTING ORDINARY SHARES THAT I HOLD NOW BE AFFECTED BY THE OPEN OFFER?**

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

13. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHERE DO I SEND MY APPLICATION FORM?**

You should send your completed Application Form in the pre-paid envelope that accompanies the Application Form or return by post, together with the monies in the appropriate form, to: Equiniti Limited, Corporate Actions, Aspect House, Lancing, West Sussex BN99 6DA (who will act as receiving agent in relation to the Open Offer). If you post your Application Form by first-class post, you should allow at least four Business Days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

14. **I HOLD MY EXISTING SHARES IN CERTIFICATED FORM. WHEN DO I HAVE TO DECIDE IF I WANT TO APPLY FOR OPEN OFFER SHARES?**

The Receiving Agent must receive the Application Form by no later than 11.00 a.m. on 27 July 2020, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

15. **HOW DO I TRANSFER MY ENTITLEMENTS INTO THE CREST SYSTEM?**

If you are a Qualifying Non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (contained in the Application Form), and ensure it is delivered to CCSS in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this.

16. **I HOLD MY EXISTING ORDINARY SHARES IN CERTIFICATED FORM. WHEN WILL I RECEIVE MY NEW SHARE CERTIFICATE?**

It is expected that Equiniti Limited will post all new share certificates by 11 August 2020.

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

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

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

Your ability to apply to acquire Open Offer Shares may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are located in the United States or any Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part 2: "Terms and Conditions of the Open Offer" of this document.

19. **FURTHER ASSISTANCE**

Should you require further assistance please contact the Receiving Agent on 0371 384 2050 from within the UK, or on +44 (0) 121 415 7047 0259 from outside of the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9:00 a.m. – 5:00 p.m., Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Proposals nor give any financial, legal or tax advice.

## Inspired Energy PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 07639760)

### Notice of General Meeting

**Notice** is hereby given that a general meeting (**Meeting**) of Inspired Energy PLC (**Company**) will be held at the offices of Gateley Plc at Ship Canal House, 98 King St, Manchester M2 4WU on 28 July at 11.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions (**Resolutions**), of which resolutions 1, 3 and 4 will be proposed as ordinary resolutions and resolutions 2 and 5 will be proposed as special resolutions.

In this notice words and defined terms shall have the same meanings as words and defined terms in the circular to the holders of Ordinary Shares dated 10 July 2020 to which this notice is attached.

#### Ordinary Resolution

- 1 THAT, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as relevant securities) up to an aggregate nominal value of £202,560,48 (being equal to 162,048,384 Ordinary Shares) in connection with the Conditional Placing and Open Offer but for no other purpose provided that this authority and power shall expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier), save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

#### Special Resolution

- 2 THAT, subject to and conditional on the passing of resolution number 1 above, the directors of the Company be empowered under section 571 of the Act to allot equity securities (as defined in section 560 of the Act) under the authority conferred on them by resolution 1 as if section 561 of the Act did not apply to that allotment provided that this authority and power shall expire at the conclusion of the next annual general meeting or on the date which is six months after the next accounting reference date of the Company (if earlier), save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

#### Ordinary Resolution

- 3 THAT, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as relevant securities) up to an aggregate nominal value of £65,000 (being equal to 52,000,000 Ordinary Shares in connection with the contingent consideration payable under the terms of the Acquisition Agreement but for no other purpose provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years after the date this resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

#### Ordinary

4. THAT, in substitution for all existing and unexercised authorities and powers, save for the authorities and powers granted by resolutions 1 and 3, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Act:

4.1 to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as relevant securities) up to an aggregate nominal value of £406,134.27 which is equal to approximately 33% of the nominal value of the Enlarged Share Capital to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further

4.2 to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £812,268.53 which is equal to approximately 66% of the nominal value of the Enlarged Share Capital (such amount to be reduced by the nominal value of any relevant securities allotted pursuant to the authority in paragraph 4.1 above) in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

*Special*

5. THAT, subject to and conditional on the passing of resolution number 4 above, the directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution 4 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

5.1 the allotment of equity securities or sale of treasury shares in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and

5.2 the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 5.1 above) up to an aggregate nominal amount of £123,070.99, representing approximately 10% of the nominal value of the Enlarged Share Capital,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the board

Michael Fletcher

10 July 2020

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## NOTES:

1. In light of the UK Government's response to the COVID-19 outbreak, which includes banning most non-essential travel and gatherings of more than two people, the Company has determined that the resolutions to be proposed at the General Meeting shall be voted on through a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all shareholders can be taken into account, whilst also preventing the Company and shareholders breaching applicable regulations. Accordingly, the Company encourages all shareholders to either submit their proxy form or use the CREST Proxy Voting Service, rather than attend the meeting in person. A member seeking to appoint a proxy should name the Chairman of the General Meeting as their proxy. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. In accordance with the Company's articles of association, whilst nominating a proxy would not ordinarily preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would breach the Government's Stay at Home Measures in relation to the containment and control of COVID-19. Should any Shareholder attempt to attend the General Meeting in person, they will be denied entry. A proxy form is enclosed. The notes to the proxy form include instructions on how to appoint the Chairman of the Meeting as a proxy. You can only appoint a proxy using the procedures set out in these notes and in the notes to the proxy form.
2. To direct your proxy how to vote on the resolutions, please mark the appropriate box next to each resolution with an "X". If no voting instruction is given, your proxy will vote or abstain from voting as he sees fit in his absolute discretion in relation to each resolution and any other matter which is put before the Meeting.
3. In the case of:
  - 3.1 an individual, this proxy form must be signed by the relevant Member appointing the proxy or a duly appointed attorney on behalf of such Member; and
  - 3.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company.
4. To appoint a proxy using this form, the form must be:
  - 4.1 completed and signed;
  - 4.2 sent or delivered to the Registrars of the Company, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
  - 4.3 received by the Registrars no later than 48 hours (excluding non-working days) before the time appointed for the Meeting, or adjourned meeting, at which it is to be used.
5. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) of that meeting, by utilising the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Equiniti, (whose CREST ID is RA19) by the latest time for receipt of proxy appointments specified in note 5.3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. Any alteration to this proxy form must be initialled by the person in whose hand it is signed or executed.
8. If, after returning a duly completed proxy form, you wish to revoke your proxy appointment you must sign and date a notice clearly stating your intention to revoke that proxy appointment and deposit it at the registered office of the Company before the time appointed for the Meeting.
9. In the case of joint holders:
  - 9.1 where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted; and
  - 9.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders.

Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

10. The right to vote at the meeting shall be determined by reference to the register of members of the company. Only those persons whose names are entered on the register of members of the Company at 6:30pm on 8 July 2020 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.