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If you have sold or otherwise transferred all of your Shares, please send this document and the accompanying documents (but not any accompanying Form of Proxy or Tender Form) to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold or transferred only part of your holding of Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or agent through whom the sale was effected. If you have recently purchased or been transferred Shares and, notwithstanding the instructions above, receive the Form of Proxy or Tender Form from the transferor of such Shares, you should contact Link Asset Services, the Company's Registrar to obtain a replacement Form of Proxy or Tender Form, as applicable.

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GLI FINANCE LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 43260)

Tender Offer for up to 25 per cent. of the issued ZDP Shares¹

and

Notice of Extraordinary General Meeting

Notice of the Extraordinary General Meeting of the Company to be held at the Company's registered office, Block C, Hirzel Court, Hirzel Street, St Peter Port, Guernsey GY1 2NL, Channel Islands on 6 March 2020, commencing at 10.00 a.m., is set out at the end of this document.

Ordinary Shareholders will find enclosed with this document a Form of Proxy for use in respect of the Extraordinary General Meeting. Whether or not you intend to be present at the EGM, Ordinary Shareholders should complete and return the Form of Proxy to the Registrar, Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom during normal business hours as soon

¹ Excluding ZDP Shares held in treasury.

as possible and in any event so as to arrive by not later than the time stated in the instructions printed on the Form of Proxy.

The action to be taken by Ordinary Shareholders in respect of the EGM is set out in paragraph 10 of Part 1 of this document.

The Tender Offer is not being made to Restricted Shareholders. In particular, the Tender Offer is not being made, directly or indirectly, in or into Australia, Canada, Japan, New Zealand, the Republic of South Africa or the United States and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility from within Australia, Canada, Japan, New Zealand, the Republic of South Africa or the United States. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom should seek appropriate advice before taking any action. The distribution of this document or the Tender Form into jurisdictions other than the United Kingdom may be restricted by law. Any person not in the United Kingdom into whose possession this document or the Tender Form come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, copies of this document and the Tender Form are not being and must not be mailed or otherwise distributed or sent in or into a Restricted Jurisdiction or any other jurisdiction where the mailing of this document into or inside such jurisdiction would constitute violation of the laws of such jurisdiction, including to Shareholders with registered addresses in these jurisdictions or to persons whom the Company or Liberum know to be trustees, nominees or custodians holding Shares for such persons. Shareholders with registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read carefully paragraph 11 of Part 2 of this document.

ZDP Shareholders will find enclosed with this document a Tender Form for use by ZDP Shareholders who hold their ZDP Shares in certificated form in connection with the Tender Offer. To be effective, Tender Forms must be returned to the Receiving Agent, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom by not later than 1.00 p.m. on 4 March 2020. ZDP Shareholders who hold their ZDP Shares in certificated form should also return their share certificate(s) and/or other document(s) of title in respect of the ZDP Shares tendered.

ZDP Shareholders who hold ZDP Shares in uncertificated form (that is, in CREST) should not return a Tender Form but should transmit the appropriate transfer to escrow ("**TTE Instruction**") in CREST as described in Part 2 of this document as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 4 March 2020.

The Tender Offer will only be available to ZDP Shareholders whose names appear on the Register as at 6.00 p.m. on 4 March 2020 (the "**Record Date**") in respect of ZDP Shares held by them as at that date.

IF YOU DO NOT WISH TO SELL ANY OF YOUR ZDP SHARES IN THE TENDER OFFER, DO NOT COMPLETE AND RETURN THE TENDER FORM OR SEND A TTE INSTRUCTION.

The action to be taken by ZDP Shareholders in respect of the Tender Offer is set out in paragraph 11 of Part 1 of this document.

SUMMARY OF ACTION TO BE TAKEN

Only Ordinary Shareholders whose names appear on the Register as at 6.00 p.m. on 4 March 2020 are eligible to vote at the EGM. Such Ordinary Shareholders should complete and return the Form of Proxy.

Only ZDP Shareholders whose names appear on the Register as at 6.00 p.m. on 4 March 2020 are eligible to participate in the Tender Offer in respect of the ZDP Shares held by them as at that date. The extent to which ZDP Shareholders participate in the Tender Offer is a matter for each ZDP Shareholder to decide, and will be influenced by their own individual financial and tax circumstances. ZDP Shareholders should seek advice from their own independent financial adviser. You should read the whole of this document which contains the terms of the Tender Offer, not just this section, when deciding what action to take.

Ordinary Shareholders:



ZDP Shareholders:

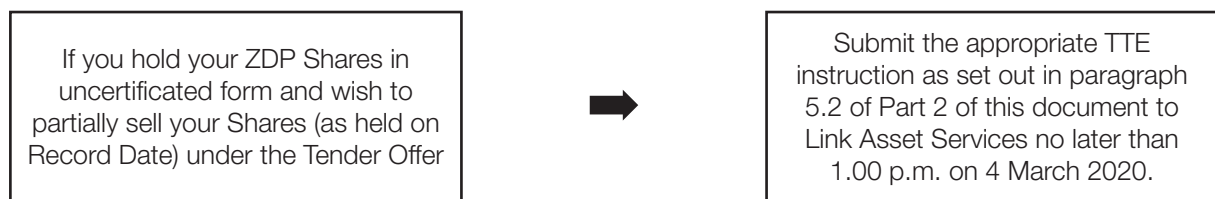
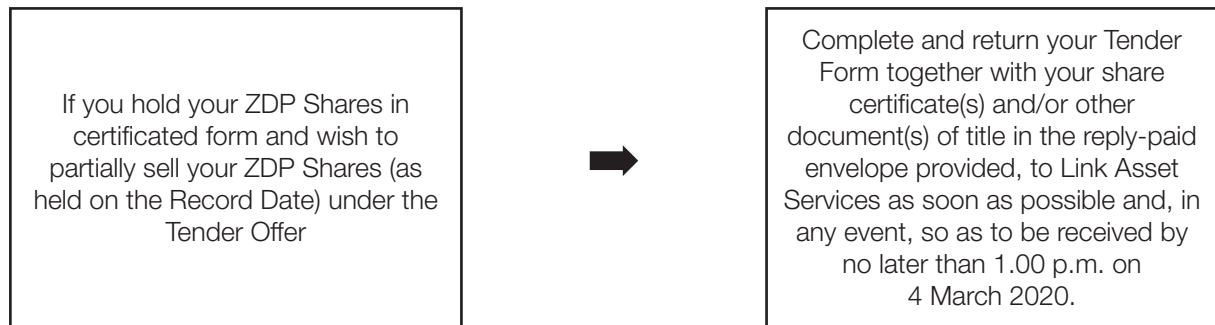


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EXPECTED TIMETABLE

2020

Publication of this document and Tender Offer opens	18 February
Latest time for receipt of Forms of Proxy for the EGM	10.00 a.m. on 4 March
Latest time and date for receipt of Tender Forms and submission of TTE Instructions from Shareholders	1.00 p.m. on 4 March
Record Date and time for the Tender Offer	6.00 p.m. on 4 March
EGM	10.00 a.m. on 6 March
Publication of the results of the EGM and the Tender Offer	Following the EGM on 6 March
Completion of the Tender Offer	Following the EGM on 6 March
CREST settlement date: payments through CREST made and CREST accounts settled	16 March
Balancing share certificates and cheques despatched to certificated ZDP Shareholders	16 March

All of the times and dates in the expected timetable may be extended or brought forward without further notice, at the discretion of the Company, with the consent of Liberum. If any of the above times and/or dates change materially, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service provider.

All references to time in this document are to UK time.

PART 1

CHAIRMAN'S LETTER

GLI FINANCE LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 43260)

Directors:

Patrick Firth *(Non-Executive Chairman)*
Andrew Whelan *(Executive Director)*
Emma Stubbs *(Executive Director)*
John Whittle *(Non-Executive Director)*
Nick Wakefield *(Non-Executive Director)*

Registered Office:

Block C, Hirzel Court
Hirzel Street
St. Peter Port
Guernsey
GY1 2NL
Channel Islands

18 February 2020

To Ordinary Shareholders and ZDP Shareholders

Dear Shareholder

Tender Offer for up to 25 per cent. of the issued ZDP Shares of the Company²

1. Introduction

On 21 October 2019, your Board announced proposals for the extension of the life of the ZDP Shares to 5 December 2020. At Shareholder meetings of the Company held on 8 November 2019, Ordinary Shareholders and ZDP Shareholders voted in favour of that extension which was therefore implemented on 6 December 2019.

As part of the ZDP Share extension proposals approved in 2019, the Board stated that the Company intended to make a Tender Offer for a proportion of the issued ZDP Shares in the first quarter of 2020 with completion on or around 5 March 2020. That proportion was to be determined by the Board. Your Board now proposes to implement the Tender Offer for ZDP Shares as described in this document.

The making of the Tender Offer requires the approval of Ordinary Shareholders at an Extraordinary General Meeting. In addition, immediately following completion of the Tender Offer, the Company is proposing to repurchase one ZDP Shareholder's entire holding of ZDP Shares for non-cash consideration by way of the Loan Swap Repurchase, as defined and explained in paragraph 5 below. That transaction also requires the approval of Ordinary Shareholders.

The purpose of this document is to provide Ordinary Shareholders and ZDP Shareholders with details of the Tender Offer and the Loan Swap Repurchase and to set out the reasons why the Board recommends that Ordinary Shareholders vote in favour of the Resolutions at the Extraordinary General Meeting. This document also contains the terms and conditions of the Tender Offer, together with details of how ZDP Shareholders can tender ZDP Shares for purchase, if they wish to do so.

If you do not wish to sell any of your ZDP Shares in the Tender Offer, do not complete and return the Tender Form or send a TTE instruction (as applicable).

² Excluding ZDP Shares held in treasury.

2. Background to and reasons for the Tender Offer

The Company currently has two classes of Shares in issue: Ordinary Shares and ZDP Shares. As at the date of this document, the Company's issued share capital is 312,065,699 Ordinary Shares³ and 20,791,418 ZDP Shares⁴.

The ZDP Shares are non-participating and non-voting (except in certain limited circumstances) but carry the right to the repayment of a Final Capital Entitlement on their maturity date of 5 December 2020, on which date the holders of ZDP Shares are entitled to receive from the Company 141.152 pence for each ZDP Share that they hold, which would represent a return on the issue price of the ZDP Shares equivalent to 8 per cent. per annum (which increased from 5.5 per cent. per annum on 6 December 2019). The Final Capital Entitlement is to be paid by way of the redemption of the ZDP Shares, and under the Articles and applicable company law the Company may only redeem such Shares to the extent that the Board is comfortable that, after such redemption, the Company can satisfy the solvency test prescribed by Guernsey company law.

The Company has, in the past, utilised available cash funds to buy back ZDP Shares with a view to reducing the quantum of the Final Capital Entitlement. ZDP Shares bought back are held by the Company in treasury. No ZDP Shares have been bought back since the announcement of the extension proposals on 21 October 2019. Since that date, the Company has continued its process of selling down its loan exposure to raise cash, with the intention of using this cash to fund and develop the Group's business in the interests of Shareholders as a whole but also, in the shorter term, to effect the Tender Offer of ZDP Shares and to satisfy the Final Capital Entitlement of the ZDP Shares.

As at the date of this document, 12,856,958 ZDP Shares remain in issue and are not held by the Company in treasury, equating to an aggregate Final Capital Entitlement on 5 December 2020 of approximately £18.15 million.

The Tender Offer is being made for up to 3,214,239 ZDP Shares, being 25 per cent. of the issued ZDP Shares as at the date of this document (excluding ZDP Shares held in treasury). Each ZDP Shareholder (other than Restricted Shareholders and certain Overseas Shareholders as explained in paragraph 11 of Part 2 of this document) may elect to sell up to 25 per cent. of their ZDP Shareholding. One ZDP Shareholder has irrevocably undertaken not to tender ZDP Shares in the Tender Offer, as described at paragraph 5 below, so the total number of ZDP Shares that may be purchased by Liberum pursuant to the Tender Offer and thereafter repurchased by the Company is 3,058,843.

The Tender Offer is being made at the Tender Price of 133.3 pence per ZDP Share. This is equal to the accrued capital entitlement per ZDP Share as at 6 March 2020, the anticipated date of completion of the Tender Offer, calculated in accordance with the Articles. The aggregate Tender Price, assuming that the full entitlement of ZDP Shares is tendered (and excluding the Excluded ZDP Shares as defined and described in paragraph 5 below), will be approximately £4.08 million.

The Tender Offer is being made for the benefit of both Ordinary Shareholders, who will benefit from the reduced overall capital entitlement of the ZDP Shares as a result of repurchasing 25 per cent. of the ZDP Shares sooner than their maturity date; and ZDP Shareholders, who may elect to realise some of their investment at this time if they wish to do so. ZDP Shareholders are not obliged to tender any of their ZDP Shares and, if they do not wish to do so, they should not return a Tender Form or TTE Instruction. Ordinary Shareholders may not participate in the Tender Offer. The Board believes that this proposal is in the interests of all Shareholders and the Company as a whole.

3. Trading update

On 4 February 2020, your Board announced a trading update for the Group which is restated here.

Sancus BMS

The Group's core business, Sancus BMS Group Limited ("**Sancus BMS**"), continues to grow, with its asset backed loan book increasing 19 per cent. to £199 million for the year ended 31 December 2019 ("**FY19**").

³ Of which 7,925,999 Ordinary Shares are held by a subsidiary of the Company.

⁴ Of which 7,934,460 ZDP Shares are held by the Company as treasury shares.

The growth of Sancus UK has been below expectations, but the Group expects further traction in 2020 as this relatively new business becomes more established.

Whilst the financial results are still subject to audit, Sancus BMS is expected to generate revenue of approximately £13 million for FY19 (31 December 2018: £13.3 million). Loan book growth did not translate to revenue growth, largely due to the Group's strategy, as previously announced, to sell down its on-balance sheet loan exposure in order to use cash assets to repay or buy back its ZDP Shares, thus reducing the Group's interest income.

The Group expects to have delivered a further £1 million in cost savings for FY19 due to a reduction in headcount (from 42 to 34 staff), largely from the closure of the Sancus Finance business in the UK, and from efficiencies associated with the roll out of Sancus' proprietary lending platform which launched in 2018.

As the impact of the reduction in interest income and slower than expected growth of Sancus UK outweighed the Group's cost savings, the Group expects to record a net operating loss for FY19, however the outcome is highly contingent on a proposed refinancing of a development loan, upon which the Company had previously made a provision of £1.5 million. Discussions in relation to the refinancing of the loan are progressing and, if they are successfully concluded before finalisation of the Group's audited accounts for FY19, the Group expects to release the provision and deliver a net operating profit for FY19.

More broadly, the Group remains focussed on the core asset backed lending offering across the six jurisdictions in which it operates. Sancus BMS surpassed the £1 billion total lending milestone in 2019 and, with a very strong pipeline and a proprietary electronic platform, the business is well placed to build on this and take advantage of the significant growth potential in the UK and Ireland in 2020 and beyond.

FinTech Ventures

The Group announces that it expects a further write down in the valuation of its FinTech Ventures portfolio for FY19. Whilst still subject to audit review, the expected quantum of the write down is expected to be material. The write down relates to some portfolio companies which have failed to achieve profitability as quickly as previously anticipated and are seeking to raise further equity capital.

Indebtedness outlook

The Company has sufficient net tangible assets to meet all of its liabilities. The Board continually reviews the Company's capital structure and is focussed on ensuring that the Company is appropriately capitalised ahead of the planned redemption of the ZDP Shares on 5 December 2020 and the repayment of the GLI Bonds on 30 June 2021.

The Board is also aware that there may be demand from certain ZDP Shareholders who wish to switch their exposure into the GLI Bonds and, dependent upon firm commitment to such action, the Board may consider this appropriate for future recommendation.

4. Details of the Tender Offer

The Tender Offer enables those ZDP Shareholders (other than Restricted Shareholders and certain Overseas Shareholders) who wish to sell some of their ZDP Shares to elect to do so, subject to the overall limits of the Tender Offer. ZDP Shareholders who successfully tender ZDP Shares will receive the Tender Price per ZDP Share, being equal to the accrued capital entitlement per ZDP Share as at 6 March 2020, the anticipated date of completion of the Tender Offer, calculated in accordance with the Articles.

Under the terms of the Tender Offer, which is being made by Liberum as principal, ZDP Shareholders (other than Restricted Shareholders and certain Overseas Shareholders) will be entitled to tender up to their Tender Entitlement, being 25 per cent. of the ZDP Shares they hold as at the Record Date. Tenders in excess of the Tender Entitlement will not be satisfied.

Subject to the satisfaction of the Conditions relating to the Tender Offer, Liberum will purchase, as principal, ZDP Shares validly tendered under the Tender Offer at the Tender Price. Following completion of those purchases, the Company will then purchase the relevant ZDP Shares from Liberum pursuant to the Repurchase Agreement at the Tender Price by way of an on-market transaction on the main market of the

London Stock Exchange. The ZDP Shares which the Company acquires from Liberum will be cancelled or held in treasury. The repurchase will be made in accordance with the conditions set out in the second Resolution to be proposed at the EGM, including maintaining compliance with the Cover Test.

The Tender Offer is subject to the conditions set out in paragraph 3 of Part 2 of this document. The Tender Offer may be terminated in certain circumstances as set out in paragraph 9 of Part 2 of this document. ZDP Shareholders' attention is drawn to Part 2 of this document, which (and in the case of ZDP Shares held in certificated form, together with the Tender Form) set out the terms and conditions of the Tender Offer, and to Part 3 of this document which contains a summary of certain risks associated with the Tender Offer. Details of how ZDP Shareholders will be able to tender ZDP Shares can be found in paragraph 5 of Part 2 of this document.

The proposed repurchase of ZDP Shares following the Tender Offer would be categorised as a form of distribution under Guernsey Companies Law. Before the repurchase may be undertaken, the Board must be satisfied, on reasonable grounds, that the Company will satisfy the solvency test as defined under the Guernsey Companies Law immediately after the repurchase has been completed.

The Board will also need to consider if the financial position of the Company is expected to, or has, changed materially between the time of the authorisation of the repurchase and the actual time of the repurchase.

Currently, the Board is satisfied that the Company will satisfy the solvency test. However, if the Board ceases to be satisfied prior to completion of the Tender Offer that the Company will satisfy the above-mentioned solvency test immediately after the repurchase by the Company of the ZDP Shares from Liberum, then the repurchase will no longer be deemed to be authorised, and as a result, the Tender Offer will not proceed (or be capable of becoming unconditional) and the ZDP Shares will not be repurchased.

ZDP Shareholders should note that, once tendered, ZDP Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.

Shareholders who are in any doubt as to the contents of this document or as to the action to be taken should immediately consult their stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under FSMA.

At the Extraordinary General Meeting, Ordinary Shareholders will be asked to approve a special resolution to effect the Loan Swap Repurchase (as defined and described in paragraph 5 below) and an ordinary resolution that will allow the implementation of the Tender Offer. The Company's general authority to repurchase its own ZDP Shares, which was granted at the last annual general meeting of the Company held on 10 May 2019, in respect of up to 100 per cent. of the Company's issued share capital as at the date of that meeting, will remain in force and be unaffected by the Tender Offer. However, the Company will not repurchase any ZDP Shares (including by way of the Loan Swap Repurchase) prior to the date of completion of the Tender Offer.

This letter is not a recommendation for ZDP Shareholders to tender their ZDP Shares under the Tender Offer. Whether or not ZDP Shareholders tender their ZDP Shares will depend on, amongst other things, their view of the Company's prospects and their own individual circumstances, including their tax position, on which they should seek their own independent advice.

5. The Loan Swap Repurchase and irrevocable undertaking

The Company has agreed in principle with one ZDP Shareholder to repurchase that Shareholder's entire holding of ZDP Shares upon or shortly after completion of the Tender Offer (the "**Loan Swap Repurchase**"). The relevant Shareholder holds 621,586 ZDP Shares (the "**Excluded ZDP Shares**").

The consideration proposed to be paid by the Company pursuant to the Loan Swap Repurchase is the *in specie* transfer of a loan currently on the balance sheet of the Company (the "**Loan Consideration**"). The loan that is proposed to be transferred has a maturity date of 7 June 2021, hence post the ZDP Share repayment date of 5 December 2020. The valuation of the Loan Consideration is £828,574, being equal to the aggregate accrued capital entitlement of the Excluded ZDP Shares as at 6 March 2020, the anticipated date of completion of the Tender Offer and the Loan Swap Repurchase. Interest accrues on the loan at a rate of 7 per cent. per annum.

The Loan Swap Repurchase therefore allows the Company to reduce the quantum of the ZDP repayment obligation in December 2020 and also reduce the Group's on-balance sheet loan exposure. The Loan Swap Repurchase will be made on the terms of the draft agreement set out in the Appendix to this document and which Ordinary Shareholders are being asked to approve at the EGM, as required by applicable law.

The Company and Liberum have received from the holder of the Excluded ZDP Shares an irrevocable undertaking not to tender the Excluded ZDP Shares under the Tender Offer. The Excluded ZDP Shares represent approximately 4.8 per cent. of the issued ZDP Share capital of the Company (excluding ZDP Shares held in treasury).

6. Costs of the Tender Offer

The Company estimates that it will incur costs of approximately £125,000 in respect of the Tender Offer, excluding the aggregate Tender Price to be paid to ZDP Shareholders who elect to tender ZDP Shares. These costs will be borne by the Company.

7. Overseas Shareholders and Restricted Shareholders

The making of the Tender Offer to persons outside the United Kingdom may be prohibited or affected by the laws of the relevant overseas jurisdictions. ZDP Shareholders with registered or mailing addresses outside the United Kingdom or who are citizens or nationals of, or resident in, a jurisdiction other than the United Kingdom should read carefully paragraph 11 of Part 2 of this document.

The Tender Offer is not being made to ZDP Shareholders who are resident in, or citizens of, Restricted Jurisdictions. Restricted Shareholders are being excluded from the Tender Offer in order to avoid offending applicable local laws relating to the implementation of the Tender Offer. Accordingly, copies of the Tender Form are not being and must not be mailed or otherwise distributed in or into Restricted Jurisdictions.

It is the responsibility of all Overseas Shareholders to satisfy themselves as to the observance of any legal requirements in their jurisdiction, including, without limitation, any relevant requirements in relation to the ability of such holders to participate in the Tender Offer.

8. Taxation

The attention of ZDP Shareholders is drawn to Part 4 of this document which sets out a general guide to certain aspects of current UK and Guernsey taxation law and HMRC and Revenue Service published practice. This information is a general guide and is not exhaustive. Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser.

9. The Extraordinary General Meeting

The implementation of the Tender Offer requires the approval of Ordinary Shareholders at the Extraordinary General Meeting.

Notice of the Extraordinary General Meeting is set out in Part 7 of this document.

The Extraordinary General Meeting has been convened for 6 March 2020 at 10.00 a.m.

At the Extraordinary General Meeting, Ordinary Shareholders will be asked to consider and, if thought fit, pass:

Resolution 1

A special resolution to allow the Company to effect the Loan Swap Repurchase; and

Resolution 2

Conditional upon the passing of Resolution 1 above, an ordinary resolution to allow the Company to repurchase from Liberum the ZDP Shares successfully tendered under the Tender Offer, so as to enable the Company to implement the Tender Offer.

Only Ordinary Shareholders are entitled to attend and vote at the Extraordinary General Meeting. The consent of ZDP Shareholders is not required for the Tender Offer and ZDP Shareholders will not (unless they also hold Ordinary Shares) receive a Form of Proxy or be entitled to attend or vote at the EGM.

The majority required for the passing of Resolution 1 to be proposed at the Extraordinary General Meeting is not less than 75 per cent. of the votes cast (in person or by proxy) on that Resolution at the Extraordinary General Meeting.

The majority required for the passing of Resolution 2 to be proposed at the Extraordinary General Meeting is a simple majority of the votes cast (in person or by proxy) on that Resolution at the Extraordinary General Meeting.

The Extraordinary General Meeting will take place at the Company's registered office, Block C, Hirzel Court, Hirzel Street, St Peter Port, Guernsey GY1 2NL, Channel Islands. Only Ordinary Shareholders are entitled to attend and vote at the Extraordinary General Meeting.

The quorum for the Extraordinary General Meeting is two members present in person or by proxy and holding 5 per cent. or more of the voting rights available at the EGM.

10. Action to be taken: Ordinary Shareholders

A Form of Proxy is enclosed with this document for Ordinary Shareholders. Whether or not you propose to attend the Extraordinary General Meeting in person, Ordinary Shareholders are requested to complete and return the Form of Proxy.

Completed Forms of Proxy should be returned by post or by hand to the Company's Registrar, Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, as soon as possible, and in any case so as to be received by the Registrar by not later than 10.00 a.m. on 4 March 2020.

The lodging of a Form of Proxy will not prevent you from attending the EGM and voting in person if you are entitled to do so.

11. Action to be taken: ZDP Shareholders

ZDP SHAREHOLDERS WHO WISH TO MAINTAIN THEIR CURRENT SHAREHOLDING IN THE COMPANY SHOULD NOT COMPLETE OR RETURN A TENDER FORM OR SUBMIT A TTE INSTRUCTION IN CREST.

Only those ZDP Shareholders (other than Restricted Shareholders and certain Overseas Shareholders) who wish to tender ZDP Shares and who hold their ZDP Shares in certificated form should complete a Tender Form in accordance with the instructions set out therein and return the completed Tender Form to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, to arrive as soon as possible and, in any event, by no later than 1.00 p.m. on 4 March 2020.

ZDP Shareholders who participate in the Tender Offer and hold their Shares in certificated form should also return their ZDP Share certificate(s) and/or other document(s) of title in respect of the ZDP Shares tendered with their Tender Form.

Those ZDP Shareholders who hold their ZDP Shares in uncertificated form (that is, in CREST) do not need to complete or return a Tender Form. ZDP Shareholders who wish to participate in the Tender Offer and hold their ZDP Shares in uncertificated form should arrange for the relevant ZDP Shares to be transferred to escrow by means of a TTE Instruction as described in paragraph 5 of Part 2 of this document.

12. Recommendation

The Board considers that the Tender Offer is in the best interests of both Ordinary Shareholders and ZDP Shareholders and the Company as a whole.

The Board unanimously recommends that Ordinary Shareholders vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting. Members of the Board intend to vote their own beneficial shareholdings, totalling 11,317,893 Ordinary Shares (representing in aggregate approximately 3.63 per cent. of the issued Ordinary Share capital of the Company), in favour of the Resolutions.

The Directors are making no recommendation to ZDP Shareholders as to whether they should tender ZDP Shares in the Tender Offer. The extent to which ZDP Shareholders participate in the Tender Offer is a matter for each ZDP Shareholder to decide, and will be influenced by their own individual financial and tax circumstances.

Shareholders in any doubt as to the action they should take should consult an appropriately qualified independent adviser, authorised under the Financial Services and Markets Act 2000, without delay.

Ordinary Shareholders are requested to complete and return the enclosed Form of Proxy as soon as possible, whether or not you intend to attend the EGM.

Yours faithfully

Patrick Firth

Chairman

PART 2

TERMS OF THE TENDER OFFER

1. The Tender Offer

- 1.1 All ZDP Shareholders (other than Restricted Shareholders and certain Overseas Shareholders) whose names appear on the Register at 6.00 p.m. on the Record Date may tender the ZDP Shares held by them as at that date for purchase by Liberum on the terms and subject to the conditions set out in this document and the Tender Form (which together constitute the Tender Offer). **ZDP Shareholders are not obliged to tender any ZDP Shares. The Tender Offer is not open to Ordinary Shareholders.**
- 1.2 The Tender Offer is made at the Tender Price which is set out at paragraph 4 of this Part 2. The calculation of the Tender Price approved by the Directors is conclusive and binding on all ZDP Shareholders.
- 1.3 The consideration for each tendered ZDP Share acquired by Liberum pursuant to the Tender Offer will be paid in accordance with the settlement procedures set out in paragraph 6 below. Liberum will not be liable to pay the Tender Price to tendering ZDP Shareholders unless and until the Company has paid the amount necessary for it to purchase from Liberum all the tendered Shares pursuant to the terms of the Repurchase Agreement.
- 1.4 Upon the Tender Offer becoming unconditional and unless the Tender Offer has been terminated or has lapsed in accordance with the provisions of paragraph 3.2 below, Liberum will accept the tenders of ZDP Shareholders that have been validly made in accordance with this Part 2.
- 1.5 Unless terminated in accordance with the provisions of this Part 2, the Tender Offer will, subject to paragraph 10.1 of this Part 2, close for ZDP Shareholders at 1.00 p.m. on 4 March 2020. A Tender Form and/or TTE Instruction once submitted shall be irrevocable. Any tendered ZDP Shares will be placed in escrow and will not be able to be traded unless and until the Tender Offer is terminated or lapses in accordance with these terms and conditions.

2. Tender Entitlement

- 2.1 Each ZDP Shareholder (other than a Restricted Shareholder and certain Overseas Shareholders) whose name appears on the Register at 6.00 p.m. on the Record Date will be entitled to sell to Liberum up to their Tender Entitlement, being such number of ZDP Shares rounded down to the nearest whole number, as represents 25 per cent. of such ZDP Shareholder's holding of ZDP Shares as at the Record Date.
- 2.2 ZDP Shareholders may not sell more ZDP Shares than their Tender Entitlement under the Tender Offer.
- 2.3 The Tender Entitlement will apply to each registered ZDP Shareholder. Registered ZDP Shareholders who hold ZDP Shares for multiple beneficial owners may decide the allocation between such beneficial owners at their own discretion.
- 2.4 By way of example, as at the date of this document the maximum number of ZDP Shares that Liberum would be obliged to purchase pursuant to the Tender Offer, should the Tender Offer become unconditional, and which the Company would purchase pursuant to the Repurchase Agreement would be 3,058,843 ZDP Shares (being equal to 25 per cent., of the Company's issued ZDP Share capital (excluding Shares held in treasury), rounded down to the nearest ZDP Share, and excluding the Tender Entitlement of the holder of the Excluded ZDP Shares).

3. Conditions

- 3.1 The Tender Offer is conditional on the following Conditions being satisfied:
 - 3.1.1 the passing of each Resolution to be proposed at the Extraordinary General Meeting, by no later than 30 April 2020, authorising the Company, *inter alia*, to make market purchases of

ZDP Shares purchased pursuant to the Tender Offer and such Resolutions remaining in full force and effect;

- 3.1.2 Liberum being satisfied that the Company has procured payment of an amount equal to the Tender Price multiplied by the number of ZDP Shares successfully tendered into a designated bank account in accordance with the Repurchase Agreement;
 - 3.1.3 the Board being satisfied on reasonable grounds that the Company will, immediately after completion of the Tender Offer and the resultant repurchase of ZDP Shares, satisfy the solvency test prescribed by the Guernsey Companies Law;
 - 3.1.4 the Company and Liberum not having terminated the Tender Offer for any reason by agreement at their absolute discretion;
 - 3.1.5 Liberum being satisfied, acting in good faith, that at all times up to and immediately prior to the announcement of the results of the Tender Offer, the Company has complied with its obligations, and is not in breach of any of the representations and warranties given by it, under the Repurchase Agreement; and
 - 3.1.6 the Tender Offer not having been terminated in accordance with paragraph 9 of this Part 2 prior to the fulfilment of the other Conditions.
- 3.2 Liberum will not purchase (or enter into any commitment or contract to purchase) any ZDP Shares pursuant to the Tender Offer unless the Conditions have been satisfied in full or waived. The Conditions, other than those contained in paragraphs 3.1.2 and 3.1.5 above, may not be waived by Liberum. If the Conditions are not satisfied or, where permissible, waived prior to the close of business on 30 April 2020, subject to paragraph 10.1 of this Part 2, the Tender Offer, if not then completed, will lapse.

4. The Tender Price

The Tender Price is 133.3 pence per ZDP Share.

5. Procedure for tendering ZDP Shares

5.1 ZDP Shares held in certificated form (that is, not in CREST)

5.1.1 Completion of Tender Forms

If you hold ZDP Shares in certificated form, you should complete separate Tender Forms for ZDP Shares held under different designations. Additional Tender Forms will be available from Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

5.1.2 Return of Tender Forms

The completed and signed Tender Form should be sent either by post, using the reply-paid envelope (for use in the UK only) enclosed or by using your own envelope to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom or by hand (during normal business hours) to the same address, so as to arrive by no later than 1.00 p.m. on 4 March 2020. No Tender Forms received after this time will be accepted. No acknowledgement of receipt of documents will be given. Any Tender Form received in an envelope postmarked from a Restricted Jurisdiction or otherwise appearing to Liberum or its agents to have been sent from any Restricted Jurisdiction may be rejected as an invalid tender. Further provisions relating to Restricted Shareholders are contained in paragraph 11 of this Part 2.

The completed and signed Tender Form should be accompanied by the relevant share certificate(s) and/or other document(s) of title. If your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent), the Tender Form should nevertheless be completed, signed and returned

as described above so as to be received by the Receiving Agent as soon as possible together with any share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter stating that the (remaining) share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by no later than 1.00 p.m. on 4 March 2020.

The Receiving Agent, acting as your agent, will effect such procedures as are required to transfer your ZDP Shares to Liberum under the Tender Offer.

If you have lost your share certificate(s) and/or other document(s) of title, you should either call the Registrar using the telephone numbers provided in paragraph 5.1.1 above or write to the Registrar, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, for a letter of indemnity in respect of the lost share certificate(s) and/or any other document(s) of title which, when completed in accordance with the instructions given, should be returned to Link Asset Services at the address referred to in paragraph 5.1.2 so as to be received by no later than 1.00 p.m. on 4 March 2020.

5.2 **ZDP Shares held in uncertificated form (that is, in CREST)**

5.2.1 *Completion of TTE Instruction*

If the ZDP Shares which you wish to tender are held in uncertificated form, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of ZDP Shares which you wish to tender in the Tender Offer to an escrow balance, specifying the Registrar in its capacity as a CREST receiving agent under its participant ID (referred to below) as the escrow agent, as soon as possible and, in any event, so that the transfer to escrow settles by no later than 1.00 p.m. on 4 March 2020.

If you are a CREST sponsored member, you should refer to your CREST Sponsor before taking any action. Your CREST Sponsor will be able to confirm details of your participant ID and the member account ID under which your ZDP Shares are held. In addition, only your CREST Sponsor will be able to submit the TTE Instruction to Euroclear in relation to the ZDP Shares which you wish to tender.

You should submit (or, if you are a CREST sponsored member, procure that your CREST Sponsor submits) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specification and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the ISIN number for the ZDP Shares. This is GG00BTDYD136;
- the number of ZDP Shares to be transferred to an escrow balance;
- your member account ID;
- your participant ID;
- the participant ID of the escrow agent, Link Asset Services, in its capacity as a CREST receiving agent, this is RA10;
- the member account ID of the escrow agent, Link Asset Services. This is 20535GLI;
- the Corporate Action Number for the Tender Offer. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow. This should be as soon as possible and in any event by no later than 1.00 p.m. on 4 March 2020; and
- input with standard delivery instruction priority of 80.

After settlement of the TTE Instruction, you will not be able to access the ZDP Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by the Registrar as your escrow agent until completion, termination or lapse of the Tender Offer. If the Tender Offer becomes unconditional, the Receiving Agent will transfer the ZDP Shares which are accepted for purchase by Liberum to itself as your agent for onward

sale to Liberum, You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

You 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 connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST Sponsor) to enable a TTE Instruction relating to your Shares to settle prior to 1.00 p.m. on 4 March 2020. In connection with this, you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

5.2.2 *Deposits of ZDP Shares into, and withdrawals of ZDP Shares from, CREST*

Normal CREST procedures (including timings) apply in relation to any Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Shares or otherwise). Shareholders who are proposing to convert any such Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of share certificate(s) and/or other document(s) of title or transfer to an escrow balance as described above) prior to 1.00 p.m. on 4 March 2020.

5.3 **Validity of Tender Forms and TTE Instructions**

Notwithstanding the powers in paragraph 10 below, Liberum reserves the right to treat as valid only Tender Forms and TTE Instructions which are received entirely in order by 1.00 p.m. on 4 March 2020, which are accompanied (in the case of ZDP Shares held in certificated form) by the relevant share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof in respect of the entire number of ZDP Shares tendered. The Record Date for the Tender Offer is 6.00 p.m. on 4 March 2020.

Notwithstanding the completion of a valid Tender Form or TTE Instruction, the Tender Offer may be suspended, terminate or lapse in accordance with the terms and conditions set out in this Part 2.

The decision of Liberum as to which ZDP Shares have been validly tendered shall be conclusive and binding on the ZDP Shareholders who participate in the Tender Offer.

If you are in any doubt as to how to complete the Tender Form or how to submit a TTE Instruction or as to the procedures for tendering Shares, please call Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. You are reminded that, if you are a CREST sponsored member, you should contact your CREST Sponsor before taking any action.

6. **Announcement of the results of the Tender and Settlement**

- 6.1 Unless terminated in accordance with the provisions of this Part 2, the Tender Offer will, subject to paragraph 10.1 of this Part 2, close for ZDP Shareholders at 1.00 p.m. on 4 March 2020. Subject to the Conditions being satisfied, it is expected that on 6 March 2020 the Company will make a public announcement of the total number of ZDP Shares validly tendered.
- 6.2 Delivery of cash to ZDP Shareholders for the ZDP Shares to be purchased pursuant to the Tender Offer will be made by the Receiving Agent. The Receiving Agent will act as agent for tendering ZDP Shareholders for the purpose of receiving the cash and transmitting such cash to tendering ZDP Shareholders. Under no circumstances will interest be paid on the cash to be paid by the Company, Liberum or the Receiving Agent regardless of any delay in making such payment.

- 6.3 If any tendered ZDP Shares are not purchased because of an invalid tender, the termination of the Tender Offer or otherwise, relevant share certificate(s) and/or other document(s) of title, if any, will be returned or sent as promptly as practicable, without expense to, but at the risk of, the relevant tendering ZDP Shareholder, or in the case of ZDP Shares held in uncertificated form (that is, in CREST), the Receiving Agent will provide instructions to Euroclear to transfer all ZDP Shares held in escrow balances by TFE Instruction to the original available balances to which those ZDP Shares came.
- 6.4 Settlement of the consideration to which any ZDP Shareholder is entitled pursuant to valid tenders accepted by Liberum is expected to be made as follows:
- 6.4.1 *ZDP Shares held in certificated form (that is, not in CREST)*
- Where an accepted tender relates to ZDP Shares held in certificated form, cheques for the consideration due will be despatched at the ZDP Shareholder's own risk by the Receiving Agent by first class post to the person or agent whose name and address is set out in Box 4 of the Tender Form or, if none is set out, to the registered address of the tendering ZDP Shareholder shown in Box 1 of the Tender Form or, in the case of joint holders, the address of the ZDP Shareholder first named in the Register. All cash payments will be made in Sterling by cheque drawn on a branch of a UK clearing bank.
- 6.4.2 *ZDP Shares held in uncertificated form (that is, in CREST)*
- Where an accepted tender relates to ZDP Shares held in uncertificated form, the consideration due will be paid by means of CREST by the Receiving Agent (on behalf of Liberum) procuring the creation of a CREST payment obligation in favour of the tendering ZDP Shareholder's payment bank in accordance with the CREST payment arrangements.
- 6.4.3 *Timing of settlement*
- The payment of any consideration to ZDP Shareholders for ZDP Shares tendered in the Tender Offer will be made only after the relevant TTE Instruction has settled or (as the case may be) timely receipt by the Receiving Agent of the share certificate(s) and/or other requisite document(s) of title evidencing such ZDP Shares and any other documents required under the Tender Offer.
- 6.5 If only part of a holding of ZDP Shares is sold pursuant to the Tender Offer, then:
- 6.5.1 where the ZDP Shares are held in certificated form, the relevant ZDP Shareholder will be entitled to receive a certificate in respect of the balance of the remaining ZDP Shares; or
- 6.5.2 where the ZDP Shares are held in uncertificated form (that is, in CREST) the unsold ZDP Shares will be transferred by the Receiving Agent by means of a TFE Instruction to the original available balance from which those ZDP Shares came.

7. Tender Form and TTE Instruction

Each ZDP Shareholder by whom, or on whose behalf, a Tender Form or TTE Instruction (as applicable) is executed or submitted, irrevocably undertakes, represents, warrants and agrees to and with Liberum (for itself and for the benefit of the Company, as the case may be and so as to bind himself, herself or itself, and his, her or its respective personal representatives, heirs, successors and assigns) that:

- 7.1 the execution and lodgement of the Tender Form or the submission of a TTE Instruction shall constitute an offer to sell to Liberum such ZDP Shareholder's Tender Entitlement or, if lower, the number of ZDP Shares inserted in Box 2 of the Tender Form or submitted in the TTE Instruction (as applicable), on and subject to the terms and conditions set out or referred to in this document and, once a Tender Form and/or TTE Instruction is submitted, such offer shall be irrevocable;
- 7.2 such ZDP Shareholder has full power and authority to tender, sell, assign or transfer the ZDP Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Liberum, Liberum will acquire such ZDP Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date, including the right to receive all dividends and other distributions declared, paid or made after that date;

- 7.3 the execution and lodgement of the Tender Form will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of any director or officer of Liberum as such ZDP Shareholder's attorney and/or agent ("attorney"), and an irrevocable instruction to the attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the Shares referred to in paragraph 7.1 above in favour of Liberum or such other person or persons as Liberum may direct and to deliver such instrument(s) of transfer and/or other document(s) at the discretion of the attorney, together with the share certificate(s) and/or other document(s) relating to such ZDP Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest such ZDP Shares in Liberum or its nominee(s) or such other person(s) as Liberum may direct;
- 7.4 the input of the TTE Instruction will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of the Receiving Agent as such ZDP Shareholder's escrow agent and an irrevocable instruction and authority to the escrow agent, to transfer to itself and then to transfer to Liberum by means of CREST (or to such person or persons as Liberum may direct) all of the Relevant Shares (as defined below) accepted under the Tender Offer or where there are ZDP Shares which have not been successfully tendered under the Tender Offer, to transfer the Relevant Shares to the original available balances from which those ZDP Shares came. For the purposes of this paragraph 7.4, "**Relevant Shares**" means ZDP Shares held in uncertificated form and in respect of which a transfer or transfers to escrow has or have been effected pursuant to the procedures described in this Part 2;
- 7.5 each ZDP Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Liberum or the Receiving Agent (in the case of Shares tendered through CREST) or any of their respective directors or officers or any person nominated by Liberum or the Receiving Agent (in the case of ZDP Shares tendered through CREST) in the proper exercise of its or his or her powers and/or authorities hereunder;
- 7.6 if such ZDP Shareholder holds ZDP Shares in certificated form, he, she or it will deliver to the Receiving Agent his, her or its share certificate) and/or other document(s) of title in respect of the Shares, or an indemnity acceptable to Liberum in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, by no later than 1.00 p.m. on 4 March 2020;
- 7.7 such ZDP Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Liberum to be desirable, in each case to complete the purchase of the ZDP Shares and/or to perfect any of the authorities expressed to be given hereunder;
- 7.8 such ZDP Shareholder, if an Overseas Shareholder, (a) is not in any Restricted Jurisdiction or in any territory in which it is unlawful to make or accept the Tender Offer or to use the Tender Form in any manner in which such person has used or will use it, (b) has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Tender Offer may lawfully be made to and accepted by him, her or it under the laws of the relevant jurisdiction;
- 7.9 such ZDP Shareholder has not received or sent copies or originals of the Tender Form to a Restricted Jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, internet, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any Restricted Jurisdiction, that the Tender Form has not been mailed or otherwise sent in, into or from any Restricted Jurisdiction (or the TTE Instruction has not been sent from a Restricted Jurisdiction in the case of Shares held in uncertificated form (that is, in CREST)) and that such ZDP Shareholder is not accepting the Tender Offer from any Restricted Jurisdiction;
- 7.10 in the case of ZDP Shares held in certificated form, the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- 7.11 in the case of ZDP Shares held in certificated form, the despatch of a cheque in respect of the Tender Price to a ZDP Shareholder at his, her or its respective registered addresses or such other address as is specified in the Tender Form will constitute a complete discharge by Liberum of its obligations to make such payment to such Shareholders;
- 7.12 in the case of ZDP Shares held in uncertificated form (that is, in CREST) the creation of a CREST payment in favour of such ZDP Shareholder's payment bank in accordance with the CREST payment

arrangements as referred to in paragraph 5.2.1 above will, to the extent of the obligations so created, discharge fully any obligation of Liberum to pay to such Shareholder the cash consideration to which he, she or it is entitled in the Tender Offer;

- 7.13 on execution, the Tender Form takes effect as a deed;
- 7.14 the execution of the Tender Form or the submission of a TTE Instruction constitutes such ZDP Shareholder's submission to the jurisdiction of the English courts in relation to all matters arising out of or in connection with the Tender Offer;
- 7.15 in the case of ZDP Shares held in uncertificated form (that is, in CREST), if, for any reason any ZDP Shares in respect of which a TTE Instruction has been made are, prior to 1.00 p.m. on 4 March 2020, converted into certificated form, the tender(s) through CREST in respect of such ZDP Shares shall cease to be valid;
- 7.16 if the appointment of the attorney and/or agent under paragraph 7.3 above shall be unenforceable or invalid or shall not operate so as to afford to Liberum the benefit or authority expressed to be given therein, the ZDP Shareholder shall with all practicable speed, do all such acts and things and execute all such documents that may be required to enable Liberum to secure the full benefits of paragraph 7.3 above; and
- 7.17 in the case of ZDP Shares held in uncertificated form (that is in CREST), such ZDP Shareholder shall not take any action which would prevent the Company or the Registrar from cancelling the ZDP Shares to which the TTE Instructions relate.

A reference in this paragraph 7 to a ZDP Shareholder who holds ZDP Shares in certificated form includes a reference to the person or persons executing the Tender Form and, in the event of more than one person executing the Tender Form, the provisions of this paragraph will apply to them jointly and to each of them. Each Shareholder to whom this paragraph 7 applies hereby consents to the assignment by Liberum of all such benefit as Liberum may have in any covenants, representations and warranties in respect of the ZDP Shares that are successfully tendered under the Tender Offer.

8. Additional provisions

- 8.1 ZDP Shareholders (other than a Restricted Shareholder and certain Overseas Shareholders) will be entitled to have accepted in the Tender Offer valid tenders to Liberum up to his, her or its Tender Entitlement. If in Liberum's determination (in its absolute discretion) Box 2 of any Tender Form has not been validly completed in respect of the number of ZDP Shares to be tendered, provided that that Tender Form is otherwise in order and accompanied by all other relevant documents, the relevant ZDP Shareholders may be deemed to have tendered such amounts of ZDP Shares as equal to their respective Tender Entitlements.
- 8.2 ZDP Shares acquired by Liberum in the Tender Offer and by the Company from Liberum pursuant to the Repurchase Agreement will be market purchases in accordance with the rules of the FCA and the London Stock Exchange.
- 8.3 ZDP Shares sold by ZDP Shareholders pursuant to the Tender Offer will be acquired with full title guarantee and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the Closing Date, including the right to receive all dividends and other distributions declared, paid or made after that date.
- 8.4 Each ZDP Shareholder who tenders or procures the tender of ZDP Shares will thereby be deemed to have agreed that, in consideration of Liberum agreeing to process his, her or its tender, such ZDP Shareholder will not revoke his, her or its tender or withdraw his, her or its ZDP Shares. ZDP Shareholders should note that once tendered, ZDP Shares may not be sold, transferred, charged or otherwise disposed of.
- 8.5 Any omission to despatch this document or the Tender Form or any notice required to be despatched under the terms of the Tender Offer to, or any failure to receive the same by, any person entitled to participate in the Tender Offer shall not invalidate the Tender Offer in any way or create any implication that the Tender Offer has not been made to any such person.

- 8.6 No acknowledgement of receipt of any Tender Form, TTE Instruction and/or other document(s) of title will be given. All communications, notices, certificates, documents of title and remittances to be delivered by or sent to or from Shareholders (or their designated agents) will be delivered by or sent to or from such Shareholders (or their designated agents) at their own risk.
- 8.7 All powers of attorney and authorities on the terms conferred by or referred to in this Part 2 or in the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.
- 8.8 Subject to paragraph 10 below, all tenders in relation to certificated holders must be made on the Tender Form, fully completed in accordance with the instructions set out thereon which constitute part of the terms and conditions of the Tender Offer and, for uncertificated holders, a TTE Instruction must be submitted in accordance with the instructions provided in paragraph 5.2 above. A Tender Form or TTE Instruction will only be valid when the procedures contained in the terms and conditions of the Tender Offer and in the Tender Form (as applicable) are complied with. The Tender Offer will be governed by and construed in accordance with English law. Delivery or posting of a Tender Form or the transmission of a TTE Instruction in CREST as applicable, will constitute submission to the jurisdiction of the English courts in respect of all matters arising out of or in connection with the Tender Offer (including the Tender Form or the transmission of a TTE Instruction in CREST).
- 8.9 If the Tender Offer does not become unconditional, is terminated or lapses, all documents lodged pursuant to the Tender Offer will be returned promptly by post, within 14 Business Days of the Tender Offer terminating or lapsing, to the person or agent whose name and address is set out in Box 4 of the Tender Form or, if none is set out, to the registered address of the tendering ZDP Shareholder shown in Box 1 of the Tender Form or, in the case of joint holders, the address of the ZDP Shareholder first named in the Register. In the case of ZDP Shares held in uncertificated form, Link Asset Services in its capacity as the escrow agent will, within 14 Business Days of the Tender Offer terminating or lapsing, give instructions to Euroclear to transfer all ZDP Shares held in escrow balances and in relation to which it is the escrow agent for the purposes of the Tender Offer by TFE Instruction to the original available balances from which those ZDP Shares came. In any of these circumstances, Tender Forms and TTE Instructions will cease to have any effect.
- 8.10 The instructions, terms, provisions and authorities contained in or deemed to be incorporated in the Tender Form shall constitute part of the terms of the Tender Offer. The definitions set out in this document apply to the terms and conditions of the Tender Offer, including the Tender Form.
- 8.11 Subject to paragraph 11 below, the Tender Offer is open to those ZDP Shareholders whose names appeared on the Register at 6.00 p.m. on the Record Date. Unless the Tender Offer is extended in accordance with paragraph 10.1 of this Part 2, the Tender Offer will close at 1.00 p.m. on 4 March 2020. Subject to paragraph 10.7 below, no Tender Form, share certificate(s) and/or other document(s) of title or indemnity or TTE Instruction received after that time will be accepted.
- 8.12 All documents and remittances despatched to or from ZDP Shareholders or their appointed agents in connection with the Tender Offer will be despatched at the ZDP Shareholder's own risk and no acknowledgement will be issued in respect of receipt of Forms of Proxy or Tender Forms.
- 8.13 Further copies of this document and copies of the Tender Form may be obtained on request from the Receiving Agent at the addresses set out in the Tender Form.

9. Termination of the Tender Offer

- 9.1 If at any time prior to the announcement of the results of the Tender Offer, (i) the Company (acting through the Directors) notifies Liberum in writing that in the Directors' reasonable opinion the Tender Offer would no longer be in the interests of the Company and/or Shareholders; or (ii) in the Company's and/or Liberum's determination, having consulted with the other, as a result of any change in national or international financial, economic, political or market conditions, the costs of the Tender Offer (including without limitation the costs of the realisation of assets to fund the Tender Offer) have become prohibitive; or (iii) in the Directors' determination having consulted with Liberum, the completion of the repurchase of ZDP Shares tendered pursuant to the Tender Offer could have unexpected adverse fiscal or other consequences (whether by reason of a change in legislation or practice or otherwise)

for the Company or its Shareholders if the Tender Offer were to proceed, Liberum and/or the Company shall be entitled to terminate the Tender Offer at their absolute discretion.

- 9.2 If the Tender Offer is terminated, the Company will make an announcement through a Regulatory Information Service that such is the case and the Tender Offer shall cease and determine absolutely, without any liability on the part of the Company or Liberum.

10. Miscellaneous

- 10.1 The Company reserves the right, at any time prior to the announcement of the results of the Tender Offer, with the prior written consent of Liberum, to extend the period during which the Tender Offer is open and/or otherwise to amend the times and dates referred to in this document. In the event that the Company extends the period during which the Tender Offer is open, any references to the date on which the Tender Offer shall close, and to the time and date by which Tender Forms should be returned or relevant TTE instructions made, shall mean the latest time and date at which the Tender Offer applicable to ZDP Shares, as so extended, shall close and the corresponding deadlines for the return of Tender Forms and the making of TTE instructions.
- 10.2 The Company reserves the right, at any time prior to the announcement of the results of the Tender Offer, with the prior written consent of Liberum, to amend the terms and conditions of the Tender Offer in order to comply with any applicable rules and regulations or otherwise to make such non-material modifications or additions as the Company and Liberum may from time to time agree.
- 10.3 The Company shall notify Shareholders of any extension of the Tender Offer, any variation to the terms of the Tender Offer or the termination of the Tender Offer, made in accordance with these terms and conditions, promptly by public announcement. The Company will make such announcement through a Regulatory Information Service not later than 8.00 a.m. (UK time) on the Business Day after such occurrence. References to the making of an announcement by the Company includes the release of an announcement on behalf of the Company by Liberum to the press and delivery of, or telephone or facsimile or other electronic transmission of, such announcement to a Regulatory Information Service.
- 10.4 ZDP Shares purchased pursuant to the Tender Offer will, following the completion of the Tender Offer, be acquired from Liberum by the Company on the London Stock Exchange pursuant to the Repurchase Agreement and such ZDP Shares will subsequently be cancelled or held in treasury.
- 10.5 The expenses of the Tender Offer together with the applicable VAT will be borne by the Company.
- 10.6 Except as contained in this document, no person has been authorised to give any information or make any representations with respect to the Company or the Tender Offer and, if given or made, such other information or representations should not be relied on as having been authorised by Liberum or the Company. Under no circumstances should the delivery of this document or the delivery of any consideration pursuant to the Tender Offer create any implication that there has been no change in the assets, properties, business or affairs of the Company since the date of this document.
- 10.7 Liberum reserves the absolute right to inspect (either itself or through its agents or through the Receiving Agent) all Tender Forms and TTE Instructions and may consider void and reject any tender that does not in Liberum's sole judgement meet the requirements of the Tender Offer. Liberum also reserves the absolute right to waive any defect or irregularity in the tender of any ZDP Shares, including any Tender Form (in whole or in part) which is not entirely in order or which is not accompanied by (in the case of ZDP Shares held in uncertificated form) the relevant TTE Instruction or (in the case of ZDP Shares held in certificated form), the related share certificate(s) and/or other document(s) of title or an indemnity acceptable to Liberum in lieu thereof. However, in that event, the consideration payable under the Tender Offer for successfully tendered ZDP Shares held in certificated form will only be despatched when the relevant Tender Form is entirely in order and the relevant share certificate) and/or other document(s) of title or indemnities satisfactory to Liberum has/have been received. None of Liberum, the Company, the Registrar or any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification.
- 10.8 The provisions of the Contracts (Rights of Third Parties) Act 1999 do not apply to the Tender Offer.

11. Restricted Shareholders and Overseas Shareholders

- 11.1 The provisions of this paragraph 11 and any other terms of the Tender Offer relating to Restricted Shareholders may be waived, varied or modified as regards specific ZDP Shareholders or on a general basis by Liberum in consultation with the Company but only if Liberum and the Company are satisfied that such a waiver, variance or modification will not constitute or give rise to a breach of applicable securities or other laws.
- 11.2 Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such Overseas Shareholder wishing to tender ZDP Shares to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection herewith, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such Overseas Shareholders will be responsible for the payment of any such transfer or other taxes or other requisite payments due by whomsoever payable and Liberum and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Forms in any territory outside the United Kingdom.
- 11.3 The Tender Offer is not being made to Restricted Shareholders. Restricted Shareholders are being excluded from the Tender Offer in order to avoid breaching applicable local laws relating to the implementation of the Tender Offer. Accordingly, copies of the Tender Form are not being and must not be mailed or otherwise distributed into a Restricted Jurisdiction, including to ZDP Shareholders with registered addresses in Restricted Jurisdictions, or to persons whom the Company or Liberum knows to be custodians, nominees or trustees holding ZDP Shares for persons in Restricted Jurisdictions. Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute or send them in or into a Restricted Jurisdiction or use such mails or any such means, instrumentality or facility in connection with the Tender Offer, as so doing will render invalid any related purported acceptance of the Tender Offer. Persons wishing to accept the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose directly or indirectly relating to acceptance of the Tender Offer. Envelopes containing Tender Forms should not be postmarked from a Restricted Jurisdiction or otherwise despatched to a Restricted Jurisdiction and accepting Shareholders must not provide Restricted Jurisdiction addresses for the remittance of cash or return of Tender Forms.
- 11.4 A ZDP Shareholder will be deemed not to have made a valid tender if:
- 11.4.1 such ZDP Shareholder is unable to make the representations and warranties set out in paragraphs 7.8 and 7.9 of this Part 2; or
 - 11.4.2 such ZDP Shareholder inserts in Box 4 of the Tender Form the name and address of a person or agent in a Restricted Jurisdiction to whom he, she or it wishes the consideration to which such Shareholder is entitled in the Tender Offer to be sent; or
 - 11.4.3 the Tender Form received from him, her or it is in an envelope postmarked in, or which otherwise appears to Liberum or its agents to have been sent from, a Restricted Jurisdiction. Liberum reserves the right, in its absolute discretion, to investigate, in relation to any acceptance, whether the representations and warranties referred to in paragraphs 7.8 and 7.9 of this Part 2 given by any ZDP Shareholder are correct and, if such investigation is undertaken and as a result Liberum determines (for any reason) that such representations and warranties are not correct, such acceptance shall not be valid.
- 11.5 If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related offering documents in or into a Restricted Jurisdiction or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex, internet and telephone) of interstate or foreign commerce of, or any facility of a national securities exchange in, a Restricted Jurisdiction in connection with such forwarding, such person should:
- 11.5.1 inform the recipient of such fact;

11.5.2 explain to the recipient that such action may invalidate any purported acceptance by the recipient; and

11.5.3 draw the attention of the recipient to this paragraph 11.

11.6 If you are in any doubt about your position, you should consult your professional adviser in the relevant territory.

11.7 The provisions of this paragraph 11 supersede any terms of the Tender Offer inconsistent herewith.

11.8 Overseas Shareholders (who are not Restricted Shareholders) should inform themselves about and observe any applicable legal or regulatory requirements. The comments set out in this document are intended as a general guide only and ZDP Shareholders who are in any doubt about their position should consult their professional adviser in the relevant territory.

PART 3

RISKS ASSOCIATED WITH THE TENDER OFFER

Shareholders should consider carefully all of the information set out in this document including, in particular, the risks associated with the Tender Offer described below.

Additional risks and uncertainties which were not known to the Board at the date of this document or that the Board considers at the date of this document to be immaterial may also materially and adversely affect the Company's business, financial condition or results or prospects.

Shareholders should be aware of the following considerations relating to the Tender Offer:

- Implementation of the Tender Offer is conditional, *inter alia*, upon the passing of each of the Resolutions to be proposed at the Extraordinary General Meeting authorising, *inter alia*, the Company to make market purchases of ZDP Shares purchased pursuant to the Tender Offer. In the event that the Resolutions are not passed, the Tender Offer will not proceed and the Company would have to bear the abortive costs of having proposed the Tender Offer.
- In order to pay the consideration to which eligible ZDP Shareholders are entitled pursuant to valid tenders of ZDP Shares accepted by Liberum (and which the Company will then be obliged to repurchase from Liberum), the Company may use a significant amount of its available cash and other liquid funds, which will reduce the cash and liquid funds available for the Company's business activities.
- If the Tender Offer does not proceed for any reason, the Company would bear the fixed costs in relation to the Tender Offer.
- ZDP Shareholders tendering ZDP Shares for sale under the Tender Offer will receive the Tender Price per ZDP Share, which may be less than the price at which they bought their ZDP Shares or the price or value at which they might ultimately realise their ZDP Shares should they continue to hold them.
- Tender Forms and TTE Instructions, once submitted, are irrevocable. ZDP Shareholders should note that all ZDP Shares tendered will be held in escrow by the Registrar and may not be switched, sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer. If the Tender Offer lapses or is terminated in accordance with the terms and conditions set out in this document, all tendered Shares will be returned to the relevant Shareholders.
- The lower number of ZDP Shares in issue following completion of the Tender Offer may reduce secondary market liquidity in the ZDP Shares, which could, accordingly, adversely affect a Shareholder's ability to sell their ZDP Shares in the market.
- On the maturity date of the ZDP Shares, 5 December 2020, and unless the Board implements alternative proposals prior to that date, the Company will be required to pay the Final Capital Entitlement to ZDP Shareholders. In the event that the Company is required to pay the Final Capital Entitlement and has insufficient cash resources to lawfully do so then, in accordance with the Articles, the Company shall redeem such number of ZDP Shares (on a pro-rata basis amongst ZDP Shareholders) as it is lawfully able to redeem on 5 December 2020, and thereafter shall redeem further ZDP Shares in tranches (on a pro-rata basis amongst ZDP Shareholders) as and when it is lawfully able to do so.
- The ability of the Company to pay the Final Capital Entitlement is dependent on the performance of the Company's business and investments. ZDP Shares are not a guaranteed, protected or secured investment and ZDP Shareholders may therefore not receive their full Final Capital Entitlement.
- ZDP Shareholders will need to consider the tax consequences of the Tender offer, based on their particular circumstances. The information presented in Part 4 of this document is an indicative summary only and may not be relied upon by ZDP Shareholders. Shareholders who are in any doubt as to the tax consequences of the proposals set out in this document should seek independent professional advice.

The foregoing factors are not exhaustive and do not purport to be a complete explanation of all risks and significant considerations relating to the Tender Offer and the Company. Accordingly, additional risks and uncertainties not presently known to the Board may also have an adverse effect on the Tender Offer and/or the Company's business, financial condition or results or prospects.

Shareholders who are in any doubt as to the contents of this document or as to the action to be taken should immediately seek their own personal financial advice from their independent professional adviser authorised under the Financial Services and Markets Act 2000.

PART 4

TAXATION

A. United Kingdom taxation

The following comments are intended only as a general guide to certain aspects of current UK law and HM Revenue & Customs (“HMRC”) published practice and do not constitute tax advice. They are of a general nature and apply only to ZDP Shareholders who, for tax purposes, are resident solely in the UK (except where indicated) and who hold their ZDP Shares beneficially as an investment. They do not address the position of certain classes of Shareholders such as dealers in securities, persons who benefit from an exemption from taxation or persons who acquired their shares in connection with any office or employment. Shareholders who are subject to tax in a jurisdiction other than the UK or who are in any doubt as to the tax consequences of the Tender Offer should consult their own independent professional adviser.

For the avoidance of doubt, no comment is made below in relation to the Loan Swap Repurchase.

A ZDP Shareholder who sells ZDP Shares pursuant to the Tender Offer should be treated, for the purposes of UK taxation, as though the Shareholder had sold them to a third party in the open market. Accordingly, and subject to the comments below, any such ZDP Shareholder who is UK resident may, depending on that Shareholder’s personal circumstances, be subject to capital gains tax (or, in the case of a corporate Shareholder, corporation tax on chargeable gains) in respect of any gain arising on such sale. ZDP Shareholders who are not resident in the UK for taxation purposes will not normally be liable to UK taxation on chargeable gains arising from the sale of their ZDP Shares unless those ZDP Shares are held for the purposes of a trade, profession or vocation carried on by those Shareholders through a UK branch, agency or permanent establishment, although they may be subject to foreign taxation depending on their personal circumstances. Individual Shareholders who are only temporarily not resident in the UK for tax purposes may, depending on their personal circumstances, become liable to capital gains tax under tax anti-avoidance legislation and, therefore, should seek personal tax advice.

The UK tax code contains provisions which permit HMRC to counteract tax advantages arising from certain transactions in securities by (among other things) treating some or all of the proceeds of capital disposals as distributions of income. Generally speaking, however, these provisions should not apply where it can be shown that the transactions in question were entered into for genuine commercial reasons and did not involve as one of their main objects or purposes the obtaining of a tax advantage. Shareholders are advised to take independent advice as to the potential application of these provisions in the light of their own particular motives and circumstances. Application has not been made to HMRC for clearance as to these matters. Other provisions of the UK tax code that can result in disposal proceeds being taxed as income, rather than as a capital gain, include the so-called “disguised interest rules”, which can apply to arrangements that it is reasonable to assume have a main purpose of producing a return that is economically equivalent to interest, and the “offshore fund rules”, which can apply in respect of classes of shares in non-resident companies in certain cases where a reasonable investor in the share class in question would expect to receive a return calculated by reference to net asset value or by reference to an index. Shareholders are advised to take their own independent advice as to the potential application of these provisions in light of their own particular circumstances.

The information relating to taxation set out above is a general guide and is not exhaustive. It is based on law and published practice currently in force in the United Kingdom and is subject to changes therein (potentially with retrospective effect). If you are in any doubt as to your taxation position you should consult an appropriate professional adviser without delay.

B. Guernsey taxation

The information below, which relates only to Guernsey taxation, is for general information purposes only and is a summary of the advice received by the Company from its advisers so far as applicable to the Company and to investors who hold their interests in the Company as an investment. It is not intended to be a comprehensive summary of all technical aspects of the structure, or tax law and practice in Guernsey. It is not intended to constitute legal or tax advice to investors. The information below is based on current Guernsey tax law and Revenue Service

published practice which is, in principle, subject to any change (potentially with retrospective effect). Certain investors, such as dealers in securities, collective investment schemes, insurance companies and persons acquiring their interests in the Company in connection with their employment may be taxed differently and are not considered. The tax consequences for each investor of investing in the Company may depend on the investor's own tax position and upon the relevant laws of any jurisdiction to which the investor is subject.

For the avoidance of doubt, no comment is made below in relation to the Loan Swap Repurchase.

If you are in any doubt as to your tax position, you should consult your own professional adviser without delay.

The Company

The Company is not subject to tax in Guernsey in relation to the sale by a ZDP Shareholder of their ZDP Shares to Liberum pursuant to the Tender Offer.

The ZDP Shareholders

Guernsey currently does not levy taxes upon capital, inheritances, capital gains, gifts, sales or turnover, nor are there any estate duties (save for registration fees and *ad valorem* duty for a Guernsey Grant of Representation where the deceased dies leaving assets in Guernsey which require presentation of such a Grant). The sale by a ZDP Shareholder of their ZDP Shares to Liberum pursuant to the Tender Offer is therefore not subject to tax in Guernsey.

No stamp duty or similar tax is chargeable in Guernsey on the issue, transfer or redemption of shares in the Company. The sale by a ZDP Shareholder of their ZDP Shares to Liberum pursuant to the Tender Offer is therefore not subject to any transfer tax in Guernsey.

FATCA – the US-Guernsey IGA

Under FATCA and legislation enacted in Guernsey to implement the US-Guernsey IGA, certain disclosure requirements will be imposed in respect of certain ZDP Shareholders who are, or are entities that are controlled by one or more natural persons who are, residents or citizens of the United States, unless a relevant exemption applies. Certain due diligence obligations will also be imposed. Where applicable, information that will need to be disclosed will include certain information about ZDP Shareholders, their ultimate beneficial owners and/or controllers, and their investment in and returns from the Company. The Company is required to report this information each year in the prescribed format and manner as per local guidance.

Under the terms of the US-Guernsey IGA, Guernsey resident financial institutions that comply with the due diligence and reporting requirements of Guernsey's domestic legislation will be treated as compliant with FATCA and, as a result, should not be subject to FATCA withholding on payments they receive and should not be required to withhold under FATCA on payments they make. If the Company does not comply with these obligations, it may be subject to a FATCA deduction on certain payments to it of US source income (including interest and dividends) and (from no earlier than two years after the date of publication of certain final regulations defining "foreign passthru payments") a portion of non-US source payments from certain non-US financial institutions to the extent attributable to US source payments. The US-Guernsey IGA is implemented through Guernsey's domestic legislation in accordance with local guidance that is published in draft form.

Under the US-Guernsey IGA, securities that are "regularly traded" on an established securities market, such as the AIM market of the London Stock Exchange, are not considered financial accounts and are not subject to reporting. For these purposes, ZDP Shares will be considered "regularly traded" if there is a meaningful volume of trading with respect to the ZDP Shares on an ongoing basis. Notwithstanding the foregoing, a ZDP Share will not be considered "regularly traded" and will be considered a financial account if the ZDP Shareholder is not a financial institution acting as an intermediary. Such ZDP Shareholders will be required to provide information to the Company to allow it to satisfy its obligations under FATCA, although it is expected that whilst a ZDP Share is held in uncertificated form through CREST, the holder of that ZDP Share will likely be a financial institution acting as an intermediary. ZDP Shareholders that own ZDP Shares through

a financial intermediary may be required to provide information to such financial intermediary in order to allow the financial intermediary to satisfy its obligations under FATCA.

Common Reporting Standard

On 13 February 2014, the OECD released the CRS designed to create a global standard for the automatic exchange of financial account information, similar to the information to be reported under FATCA. On 29 October 2014, fifty-one jurisdictions signed the multilateral competent authority agreement that activates this automatic exchange of FATCA-like information in line with the CRS. Since then further jurisdictions have signed this multilateral agreement and in total over 100 jurisdictions have committed to adopting the CRS. Many of these jurisdictions have now adopted the CRS. Guernsey adopted the CRS with effect from 1 January 2016.

Under the CRS and legislation enacted in Guernsey to implement the CRS, certain disclosure requirements will be imposed in respect of certain ZDP Shareholders who are, or are entities that are controlled by one or more natural persons who are, residents of any of the jurisdictions that have also adopted the CRS, unless a relevant exemption applies. Certain due diligence obligations will also be imposed. Where applicable, information that would need to be disclosed will include certain information about ZDP Shareholders, their ultimate beneficial owners and/or controllers, and their investment in and returns from the Company. The Company is required to report this information each year in the prescribed format and manner as per local guidance. The CRS is implemented through Guernsey's domestic legislation in accordance with published local guidance which is supplemented by guidance issued by the Organization for Economic Co-operation and Development.

Under the CRS, there is currently no reporting exemption for securities that are "regularly traded" on an established securities market, although it is expected that whilst a ZDP Share is held in uncertificated form through CREST, the holder of that ZDP Share will likely be a financial institution acting as an intermediary. ZDP Shareholders that own ZDP Shares through a financial intermediary may be required to provide information to such financial intermediary in order to allow the financial intermediary to satisfy its obligations under the CRS.

All prospective investors should consult with their own tax advisers regarding the possible implications of FATCA, the CRS and any other similar legislation and/or regulations on their investment in the Company and their sale of ZDP Shares pursuant to the Tender Offer.

If the Company fails to comply with any due diligence and/or reporting requirements under Guernsey legislation implementing the US-Guernsey IGA and/or the CRS then the Company could be subject to (in the case of the US-Guernsey IGA) US withholding tax on certain US source payments, and (in all cases) the imposition of financial penalties introduced pursuant to the relevant implementing regulations in Guernsey. Whilst the Company will seek to satisfy its obligations under the US-Guernsey IGA and the CRS and associated implementing legislation in Guernsey to avoid the imposition of any financial penalties under Guernsey law, the ability of the Company to satisfy such obligations will depend on receiving relevant information and/or documentation about each ZDP Shareholder and the direct and indirect beneficial owners of the ZDP Shareholders (if any). There can be no assurance that the Company will be able to satisfy such obligations.

Request for Information

The Company reserves the right to request from any ZDP Shareholder such information as the Company deems necessary to comply with FATCA and the CRS, or any obligation arising under the implementation of any applicable intergovernmental agreement relating to FATCA, the CRS or the automatic exchange of information with any relevant competent authority.

PART 5

ADDITIONAL INFORMATION

1. Repurchase Agreement

The Company and Liberum entered into the Repurchase Agreement dated 18 February 2020 pursuant to which the Company has agreed, subject to the Tender Offer becoming unconditional in all respects and not lapsing or terminating in accordance with its terms, to purchase from Liberum, on the London Stock Exchange, such number of ZDP Shares as Liberum shall purchase pursuant to the Tender Offer, at an aggregate price equal to the amount paid by Liberum for its purchase of the tendered ZDP Shares.

In acquiring ZDP Shares pursuant to valid tenders made under the Tender Offer and in selling such ZDP Shares to the Company, Liberum will act as principal.

The Repurchase Agreement contains certain representations, warranties and undertakings from Liberum in favour of the Company concerning its authority to enter into the agreement and to make the purchase of ZDP Shares pursuant thereto.

The agreement also contains representations, warranties and undertakings from the Company in favour of Liberum and the Company's engagement terms in respect of the Tender Offer also includes an indemnity in favour of Liberum in respect of any liability which it may suffer in relation to its performance under the Tender Offer.

The Repurchase Agreement, which is stated not to create a relationship of agency between Liberum and the Company, is governed by and construed in accordance with English law.

2. Consent

Liberum, which is authorised and regulated in the UK by the FCA, has given and not withdrawn its written consent to the issue of this document with its letter and with the references to its name in the form and context in which they are included.

3. Documents available for inspection

Copies of this document will be available for inspection on the Company's website at www.glifinance.com and during normal business hours on any weekday (public holidays excepted) at the registered office of the Company at Block C, Hirzel Court, Hirzel Street, St Peter Port, Guernsey GY1 2NL, Channel Islands, up to and including the completion, lapse or termination of the Tender Offer and will also be available for inspection at the EGM and for at least 15 minutes prior to the EGM.

Dated 18 February 2020

PART 6

DEFINITIONS

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

Articles	the articles of incorporation of the Company, as amended from time to time
Business Day	a day which is not a Saturday, a Sunday, Christmas Day or Good Friday or a day appointed as a public holiday in Guernsey
Cover Test	has the meaning set out in the Articles
Closing Date	4 March 2020
Conditions	the conditions of the Tender Offer set out in paragraph 3 of Part 2 of this document
CREST	the system for the paperless settlement of trades in securities and the holding of uncertificated securities, operated by Euroclear
CRS	the OECD's Common Reporting Standard
Directors or Board	the board of directors of the Company
Euroclear	Euroclear UK & Ireland Limited in its capacity as the operator of CREST
Excluded ZDP Shares	the 621,586 ZDP Shares that are the subject of the Loan Swap Repurchase
Extraordinary General Meeting or EGM	the extraordinary general meeting of the Company convened for 6 March 2020, commencing at 10.00 a.m., notice of which is set out in Part 7 of this document, or any adjournment thereof
FATCA	the US Foreign Account Tax Compliance Act
FCA	the Financial Conduct Authority of the United Kingdom including any replacement or substitute thereof, and any regulatory body or person succeeding, in whole or in part, to the functions thereof
Final Capital Entitlement	141.152 pence per ZDP Share
Form of Proxy	the form of proxy for use by Ordinary Shareholders at the EGM, which accompanies this document
FSMA	the Financial Services and Markets Act 2000 (as amended)
GLI Bonds	the 7 per cent. 2021 unsecured bonds issued by the Company
Group	the Company and its subsidiaries from time to time
HMRC	HM Revenue & Customs
Liberum	Liberum Capital Limited, which is authorised and regulated in the United Kingdom in the conduct of investment business by the FCA
Loan Consideration	has the meaning set out on page 9 of this document

Loan Swap Repurchase	has the meaning set out on page 9 of this document
London Stock Exchange	London Stock Exchange Plc
OECD	the Organisation for economic Co-operation and Development
Ordinary Shareholder	a holder of Ordinary Shares
Ordinary Shares	the ordinary shares of no par value in the capital of the Company
Overseas Shareholders	Shareholders who are resident in, or citizens of, territories outside the United Kingdom and not resident in, or citizens of, any of the Restricted Jurisdictions
Register	the register of members of the Company
Registrar or Receiving Agent	Link Asset Services, a trading name of Link Market Services Limited
Record Date	6.00 p.m. on 4 March 2020
Repurchase Agreement	the agreement dated 18 February 2020 between the Company and Liberum relating to the repurchase by the Company on the London Stock Exchange of all the ZDP Shares purchased by Liberum pursuant to the Tender Offer as summarised in paragraph 1 of Part 5 of this document
Resolutions	the resolutions to be proposed for approval by Ordinary Shareholders at the EGM, as described at paragraph 9 of Part 1 of this document
Restricted Jurisdiction	any of the following territories: Australia, Canada, Japan, New Zealand, the Republic of South Africa and the United States
Restricted Shareholders	Shareholders who are resident in, or citizens of, a Restricted Jurisdiction
Revenue Service	the Revenue Service of the Bailiwick of Guernsey
Share	a ZDP Share or an Ordinary Share, as the context requires
Shareholder	a holder of Shares, as the context requires
Tender Entitlement	25 per cent. of the ZDP Shares registered in a ZDP Shareholder's name as at the Record Date, rounded down to the nearest whole number
Tender Form	the tender form enclosed with this document for use by ZDP Shareholders who hold their ZDP Shares in certificated form in connection with the Tender Offer
Tender Offer	the invitation by Liberum to each ZDP Shareholder (other than Restricted Shareholders and certain Overseas Shareholders) to tender up to their Tender Entitlement of ZDP Shares, and the acceptance of such tenders by Liberum on the terms and subject to the conditions set out in this document and, in the case of ZDP Shares held in certificated form, the Tender Form, or any one or more of such invitation, tender or acceptance as the context requires
Tender Price	133.3 pence per ZDP Share
UK	the United Kingdom

United States or US	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction
US-Guernsey IGA	the intergovernmental agreement between the US and Guernsey in relation to FATCA
ZDP Shareholder	a holder of ZDP Shares
ZDP Shares	the redeemable zero dividend preference shares of no par value in the capital of the Company

PART 7

NOTICE OF EXTRAORDINARY GENERAL MEETING

GLI FINANCE LIMITED

(a non-cellular company limited by shares incorporated in Guernsey with registered number 43260)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of GLI Finance Limited (the “**Company**”) will be held at the Company’s registered office, Block C, Hirzel Court, Hirzel Street, St Peter Port, Guernsey GY1 2NL, Channel Islands on 6 March 2020 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, the first of which will be proposed as a special resolution and the second of which will be proposed as an ordinary resolution:

SPECIAL RESOLUTION

1. **That**, without prejudice to, and in addition to and not in substitution for, any existing authorities, the Company be and is hereby authorised, in accordance with Section 314 of The Companies (Guernsey) Law 2008 (as amended) (the “**Law**”), to acquire redeemable zero dividend preference shares in the capital of the Company (“**ZDP Shares**”) pursuant to the Loan Swap Repurchase, as defined in the circular to shareholders of the Company dated 18 February 2020 (the “**Circular**”) and on the terms of the draft agreement appended to the Circular, provided that:
 - (a) the number of ZDP Shares hereby authorised to be purchased shall be 621,586 ZDP Shares;
 - (b) the aggregate price which shall be paid for the ZDP Shares shall be the Loan Consideration (as defined in the Circular);
 - (c) unless previously renewed, revoked or varied the authority hereby conferred shall expire at close of business on 30 April 2020 save that the Company may before such expiry make a contract or contracts to purchase ZDP Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ZDP Shares in pursuance of any such contract or contracts; and
 - (d) the Cover Test (as defined in the Company’s articles of incorporation) will continue to be met immediately following any such acquisition of ZDP Shares, or the A Cover and B Cover is otherwise increased immediately following any such acquisition.

ORDINARY RESOLUTION

2. **That**, subject to the passing of Resolution 1 above, without prejudice to, and in addition to and not in substitution for, any existing authorities, the Company be and is hereby authorised, in accordance with Section 315 of The Companies (Guernsey) Law 2008 (as amended) (the “**Law**”), to make market acquisitions (as defined in that Law) of redeemable zero dividend preference shares in the capital of the Company (“**ZDP Shares**”) following completion of the tender offer to all ZDP shareholders in the Company made by Liberum Capital Limited on the terms set out in the Circular, provided that:
 - (a) the maximum aggregate number of ZDP Shares hereby authorised to be purchased shall be 3,214,239 ZDP Shares;
 - (b) the price which shall be paid for a ZDP Share shall be the Tender Price (as defined in the Circular);
 - (c) unless previously renewed, revoked or varied the authority hereby conferred shall expire at close of business on 30 April 2020 save that the Company may before such expiry make a contract or contracts to purchase ZDP Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ZDP Shares in pursuance of any such contract or contracts; and

- (d) the Cover Test (as defined in the Company's articles of incorporation) will continue to be met immediately following any such acquisition of ZDP Shares, or the A Cover and B Cover is otherwise increased immediately following any such acquisition.

By order of the board

Praxis Fund Services Limited

Company Secretary

18 February 2020

Notes:

1. A member entitled to attend and to speak and vote at the meeting is entitled to appoint one or more proxies to speak and vote instead of them. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude members from attending or voting at the meeting, if they so wish.
2. More than one proxy may be appointed provided each proxy is appointed to exercise the rights attached to different shares.
3. To be valid the Form of Proxy, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of authority) must be deposited with the Registrar, Link Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom not less than 48 hours before the time for holding the meeting (excluding any day which is not a Business Day). A Form of Proxy is enclosed with this Notice.
4. All persons recorded on the register of members as holding Ordinary Shares as at close of business on 4 March 2020 shall be entitled to attend and vote (either in person or by proxy) at the meeting and shall be entitled to one vote per share held.
5. The quorum for the Extraordinary General Meeting is two members present in person or by proxy and holding 5 per cent. or more of the voting rights available at such meeting. If the meeting is not quorate, it will be adjourned to the same date at the same place at such time as the Board may determine, whereupon such member or members who shall attend in person or by proxy at any such adjourned meeting shall form the quorum.
6. Where there are joint registered holders of any shares such persons shall not have the right of voting individually in respect of such shares but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such elections, the person whose name stands first on the register of Shareholders shall alone be entitled to vote.
7. On a poll, votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
8. Any corporation which is a member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at this meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers (other than to appoint a proxy) as the corporation could exercise if it were an individual member of the Company.
9. Pursuant to the Articles, every member (being an individual) present in person or by proxy or (being a corporation) present by a duly authorised representative shall have one vote on a show of hands, subject to any special voting powers or restrictions, and one vote per Share on a poll (other than the Company itself where it holds its own shares as treasury shares), subject to any special voting powers or restrictions.
10. The majority required for the passing of Resolution 1 is not less than 75 per cent. (75%) of the total number of votes cast in favour of that Resolution. The majority required for the passing of Resolution 2 is more than fifty per cent. (50%) of the total number of votes cast in favour of that Resolution.
11. As at 17 February 2020 (being the last practicable date prior to the publication of this Notice) the total number of votes exercisable by holders of Ordinary Shares was 312,065,699.
12. Capitalised terms used in this Notice of Extraordinary General Meeting but not defined shall bear the same meanings as set out in the circular to Shareholders of the Company dated 18 February 2020.

APPENDIX

FORM OF AGREEMENT FOR THE LOAN SWAP REPURCHASE

BUYBACK AGREEMENT

THIS AGREEMENT is made on [6] March 2020.

BETWEEN:

- (1) **GLI FINANCE LIMITED**, a non-cellular company limited by shares registered in the Island of Guernsey with registration number 43260 with its registered office at Block C, Hirzel Court, Hirzel Street, St Peter Port, Guernsey GY1 2NL (the “**Company**”); and
- (2) [REDACTED] (the “**Selling Shareholder**”).

WHEREAS:

The Company, in exercise of its powers conferred by section 314(1) of the Law, proposes to purchase the Sale Shares (as defined below) from the Selling Shareholder to be held in treasury in accordance with the provisions of this Agreement. The shareholders of the Company have approved a draft of this Agreement by way of special resolution in accordance with the Law.

IT IS HEREBY AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

1.1 In this Agreement, where the context so admits, the following definitions shall apply:

Agreement	means this agreement, including any schedules or appendices hereto, as amended from time to time.
Law	means The Companies (Guernsey) Law 2008, as amended.
Loan	means a £828,574 term loan due 7 June 2021 pursuant to a loan agreement dated 7 June 2017 made between, among others [REDACTED] (as Borrower), the Company as (Co-Funder) and Sancus (Jersey) Limited (as Facility Agent and Security Agent) as amended by amendment letter dated 7 June 2019.
Sale Shares	means 621,586 redeemable zero dividend preference shares in the capital of the Company which the Selling Shareholder desires to sell to the Company.

2. SALE AND PURCHASE OF SALE SHARES

- 2.1 On the terms of this Agreement the Selling Shareholder agrees to sell the Sale Shares at a price of 133.3p per Sale Share amounting to a total consideration of £828,574.00 to be settled in full by the assignment of the Loan by the Company to the Selling Shareholder and the Company agrees to purchase the same and to assign the Loan to the Selling Shareholder in consideration therefor.
- 2.2 Completion of the sale and purchase of the Sale Shares shall take place immediately on execution of this Agreement at the registered office of the Company, pursuant to which, the Sale Shares shall be transferred to the Company and the Loan assigned to the Selling Shareholder, which assignment shall be a good discharge by the Company of the consideration for the Sale Shares.

3. MISCELLANEOUS

- 3.1 The Selling Shareholder agrees that, on being requested in writing by the Company to do so, it shall, at its own expense, immediately execute and sign all such instruments and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this Agreement.
- 3.2 This Agreement shall be governed by and construed in accordance with the laws of the Island of Guernsey and the parties to this Agreement irrevocably submit to the non-exclusive jurisdiction of the courts of the Island of Guernsey in respect of any claim, dispute or difference arising out of or in connection with this Agreement.
- 3.3 This Agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this Agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation.
- 3.4 This Agreement shall remain in effect despite its completion.
- 3.5 This Agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document.

IN WITNESS WHEREOF the parties have executed this Agreement the day and year first above written.

SIGNED for and on behalf of
GLI FINANCE LIMITED
 acting by: }

 (Director)

SIGNED by
[REDACTED] [acting by:] }

 [(Director)]

