

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the FSMA, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares, please immediately forward this document as soon as possible to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. **In particular, such documents should not be forwarded to, or transmitted in or into, the United States, Canada, Australia, New Zealand, the Republic of South Africa, the Republic of Ireland or Japan or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations.** If you have sold or otherwise transferred part only of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

Zeus Capital Limited ("Zeus"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Likewise Group plc in connection with the Waiver Resolution and for no one else in connection with the transactions described in this document and will not be responsible to anyone other than Likewise Group plc for providing the protections afforded to clients of Zeus, nor for giving advice in relation to such transactions.

Apart from the responsibilities and liabilities, if any, which may be imposed on Zeus by the FSMA or the regulatory regime established thereunder, Zeus accepts no responsibility or liability whatsoever for the contents of this document or for any other statement made or purported to be made in connection with the Company or the Waiver Resolution. Zeus accordingly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this document or any such statement.



(Incorporated and registered in England and Wales with registered no. 08010067)

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company on pages 3 and 4 of this document, which contains a unanimous recommendation by the Independent Directors that you vote in favour of the Waiver Resolution to be proposed at the General Meeting referred to below. Shareholders should read the whole of this document and not rely just on the summarised information set out in the letter.

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

Notice of the General Meeting of Likewise Group plc, to be held at 11.00 a.m. on 7 July 2022 at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7YN, is set out on page 5 of this document. It is important that you submit your proxy vote electronically. Proxies may be submitted electronically using Link Group's Signal Shares share portal service at www.signalshares.com or in hard copy form if you request a hard copy Form of Proxy from the Company's registrar, Link Group. In order to be valid, proxy appointments must be submitted using Link Group's Signal Shares share portal service or in hard copy form to Link Group at PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, in each case, by no later than 11.00 a.m. on 5 July 2022 or 48 hours before any adjourned meeting. The electronic appointment of a proxy using Link Group's Signal Shares share portal service or the completion and return of a Form of Proxy in hard copy form will not preclude shareholders from attending and voting at the GM should they so wish. Any hard copy Form of Proxy should, to be valid, be completed and signed in accordance with the instructions printed on it.

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please call Link Group on +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the GM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by the registrar (under CREST Participation ID RA10) by no later than 11.00 a.m. on 5 July 2022. The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner proscribed by CREST.

LETTER FROM THE CHAIRMAN OF THE COMPANY

Likewise Group plc

Directors:

Paul Bassi (*Independent Non-Executive Chairman*)

Tony Brewer (*Chief Executive Officer*)

Roy Povey (*Chief Financial Officer*)

Andrew Simpson (*Non-Executive Director*)

Michael Steventon (*Independent Non-Executive Director*)

Registered Office

Unit 4 Radial Park

Solihull Parkway

Birmingham Business Park

Solihull

B37 7YN

21 June 2022

Dear Shareholder

1. General Meeting

I am writing to inform you that a general meeting of Likewise Group plc will be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7YN on Thursday, 7 July 2022 at 11.00 a.m..

The formal notice convening the General Meeting is set out on page 5 of this document (the “**Notice of Meeting**”). The purpose of the General Meeting is to consider and, if thought fit, to pass the Waiver Resolution. Explanatory notes and further information on the Waiver Resolution to be considered at the meeting appears on page 6 of this document.

2. Background to and reasons for the Waiver Resolution

The Independent Directors (being those Directors who are not part of the Concert Party, as described below) continue to believe that it is in the best interests of the Company for the Board to have the authority to buy back Ordinary Shares in the market. The Board will only exercise such authority if it considers that the effect of such purchase would be to increase earnings and/or net assets per Ordinary Share and that such exercise would be in the best interests of Shareholders generally. In addition, the Board will only exercise the authority if it is satisfied that the Company has at the time such purchase is contemplated, sufficient cash resources for current working capital purposes and distributable reserves and there will be no requirements for financing from third parties for this purpose.

If the Company was to buy back Ordinary Shares in the market, the effect of this may be that Shareholders who have not sold shares in the buyback have their percentage interest in the business increase slightly. In the case of the Concert Party, the effect of this increase in percentage interest would be that the Concert Party would ordinarily be required to make an offer for all of the Ordinary Shares in the Company that it does not currently own, pursuant to the Code. The approval of the Waiver Resolution by Independent Shareholders at the General Meeting would remove this requirement should it arise due to a buyback of Ordinary Shares.

Your attention is drawn to the further information set out in the notes to the notice of General Meeting below.

3. Recommendation

In the opinion of the Independent Directors, the Waiver Resolution to be proposed at the General Meeting is in the best interests of the Company and Shareholders as a whole. The Interested Directors are the CEO (Tony Brewer) and a Non-Executive Director (Andrew Simpson) of the Company. The Independent Directors are the other Directors.

The Independent Directors, who have been so advised by Zeus Capital Limited, consider the waiver of the obligation that may arise for the Concert Party to make an offer under Rule 9 of the Code in relation to the authority to make market purchases to be in the best interests of the Independent Shareholders (meaning those ordinary shareholders who are not members of the Concert Party), and the Company as a whole. In providing its advice to the Independent Directors, Zeus Capital Limited has taken account of the Independent Directors' commercial assessments. Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Waiver Resolution to be proposed at the General Meeting, as the Independent Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 2.50% of the issued Ordinary Shares.

4. Attendance

I hope that you will come to the General Meeting, if you can. If you cannot attend, I would strongly encourage you, regardless of the number of Ordinary Shares you own, to vote on the Waiver Resolution in the manner detailed in pages 7 to 8 of this document, either electronically or via CREST as soon as possible and in any event not later than 11.00 a.m. on 5 July 2022. Further information regarding proxy appointments can be found on pages 7 to 8 of this document. Completion and return of a proxy does not prevent you from attending and voting at the meeting in person.

This notice also includes instructions to enable you to vote electronically and details of how to register to do so.

The other Directors and I look forward to seeing you at the meeting.

Yours faithfully

A handwritten signature in blue ink, appearing to be 'PB', with a long horizontal flourish extending to the right.

Paul Bassi

Non-Executive Chairman

LIKEWISE GROUP PLC
NOTICE OF GENERAL MEETING 2022

Notice is hereby given that a General Meeting of Likewise Group plc will be held at Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull B37 7YN on Thursday 7 July 2022 at 11.00 a.m. to consider, and if thought fit, pass the following resolution which will be proposed as an ordinary resolution and will be voted on by a poll.

Ordinary Resolution

1. Rule 9 Waiver

THAT, conditionally upon the passing of resolution 13 in the notice of Annual General Meeting, the waiver granted by the Panel of the obligation that would otherwise arise on Tony Brewer, Andrew Simpson, Adrian Laffey, James Kellett, Geoff Duggan, Andrew Woodhouse, Paul Wiseman and Stuart Large (as members of the Concert Party) both individually and collectively to make an offer to the shareholders of the Company for all the ordinary issued share capital of the Company not already held by them pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of any increase in the percentage of shares of the Company carrying voting rights in which the members of the Concert Party are interested resulting from the exercise by the Company of the authority to purchase up to 24,379,498 of its ordinary shares granted to the Company pursuant to resolution 13 in the notice of the Annual General Meeting, provided that such approval shall expire simultaneously with the authority granted under resolution 13 in the notice of the Annual General Meeting, and as described in the Company's circular to shareholders of which this notice forms part, be and is hereby approved.

Note: In order to comply with the City Code on Takeovers and Mergers, this resolution will be taken on a poll of Independent Shareholders only. The shareholders who are not Independent Shareholders will not be entitled to vote on the Resolution.

By order of the board



.....
Roy Povey
Company Secretary

Date: 21 June 2022

Likewise Group plc
Registered No. 08010067, England and Wales
Registered office:
Unit 4 Radial Park
Solihull Parkway Birmingham Business Park
Solihull
B37 7YN

Part A: Explanatory Notes to the Waiver Resolution

The Waiver Resolution is proposed as an ordinary resolution which means that for the resolution to be passed, more than half the votes cast must be cast in favour of the resolution. The resolution will be voted on by the Independent Shareholders only.

Resolution 1 – Waiver resolution

If you are in doubt about this proposal you should consult an independent financial adviser authorised under the FSMA.

Under Rule 9 of the Code, when (i) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which, when taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30% or more of the voting rights of a company which is subject to the Code, or (ii) where a person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights of such a company, but does not hold shares carrying more than 50% of the voting rights of a company, such person, or any person acting in concert with him acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person is normally required to make a general offer for all the remaining equity share capital of the company, in cash, at not less than the highest price paid by the person, any person acting in concert with him, for shares of the company during the 12 months prior to announcement of the offer.

Under Rule 37 of the Code, when a company purchases its own voting shares, any resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purposes of Rule 9 of the Code (although a shareholder who is neither a Director nor acting in concert with a Director will not normally incur an obligation to make a Rule 9 Offer).

The Concert Party holds, in aggregate, 82,933,329 Ordinary Shares, representing 34.02% of the issued share capital of the Company. If the Board were to exercise the authority pursuant to resolution 13 in the notice of the Annual General Meeting, in whole or in part, and cancel the Ordinary Shares acquired or put them into treasury, then the shareholding of the Concert Party would proportionately increase, up to a possible maximum of 37.80% of the issued share capital of the Company, and in the absence of a Rule 9 Waiver, this would give rise to an obligation on the Concert Party to make a general offer to all Shareholders under Rule 9 of the Code.

The Independent Directors have decided to seek a waiver from the Panel from the obligation on the Concert Party to make a general offer under Rule 9 of the Code which could arise as a result of the exercise of the authority under resolution 13 in the notice of the Annual General Meeting. The Panel has agreed, subject to the Independent Shareholders' approval on a poll, to waive the requirement for the Concert Party to make a general offer to all Shareholders where such an obligation would arise as a result of purchases by the Company of up to 24,379,498 Ordinary Shares pursuant to the authority granted under resolution 13 in the notice of the Annual General Meeting.

Part B: Notice of Meeting Notes:

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Tuesday 5 July 2022. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 - A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team +44 (0)371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can request a hard copy form of proxy via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Waiver Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
5. You can vote either:
 - By submitting your proxy electronically using the Share Portal service at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on 0371 664 0391 or via email at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9.00 a.m. to 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales.
6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy

Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on Tuesday 5 July 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 5. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Link Group no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received

after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Completion of a proxy will not preclude you from attending the GM and voting in person if you so wish.

12. As at the date of the publication of this notice of General Meeting, the Company's ordinary issued share capital consists of 243,794,980 ordinary shares, carrying one vote each. Therefore, the total voting rights are 243,794,980.
13. Shareholders may wish to submit questions in advance via e-mail to info@likewiseplc.com. We will endeavour to respond to questions raised directly, or by publishing responses on our website.
14. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at www.likewiseplc.com

Shareholder information

Link Group is our registrar and they offer many services to make managing your shareholding easier and more efficient.

Signal Shares

Signal Shares is a secure online site where you can manage your shareholding quickly and easily. You can:

- View your holding and get an indicative valuation
- Change your address
- Arrange to have dividends paid into your bank account
- Request to receive shareholder communications by email rather than post
- View your dividend payment history
- Make dividend payment choices
- Buy and sell shares and access a wealth of stock market news and information
- Register your proxy voting instruction
- Download a stock transfer form.

To register for Signal Shares just visit www.signalshares.com. All you need is your investor code, which can be found on your share certificate.

Customer Support Centre

Alternatively, you can contact Link's Customer Support Centre which is available to answer any queries you have in relation to your shareholding:

By phone - UK – 0371 664 0300

(Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales).

By email – shareholderenquiries@linkgroup.co.uk

By post - **Link Group**, Central Square, 10th Floor, 29 Wellington Street, Leeds, England, LS1 4DL.

Sign up to electronic communications

Help us to save paper and get your shareholder information quickly and securely by signing up to receive your shareholder communications by email.

Registering for electronic communications is very straightforward. Just visit www.signalshares.com. All you need is your investor code, which can be found on your share certificate.

Share fraud warning

Share fraud includes scams where investors are called out of the blue and offered shares that often turn out to be worthless or non-existent, or an inflated price for shares they own. These calls come from fraudsters operating in 'boiler rooms' that are mostly based abroad.

While high profits are promised, those who buy or sell shares in this way usually lose their money.

The Financial Conduct Authority (FCA) has found most share fraud victims are experienced investors who lose an average of £20,000, with around £200m lost in the UK each year.

PROTECT YOURSELF

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take these steps before handing over any money:

- Get the name of the person and organisation contacting you.
- Check the Financial Services Register at <http://www.fca.org.uk/> to ensure they are authorised.
- Use the details on the FCA Register to contact the firm.
- Call the FCA Consumer Helpline on **0800 111 6768** if there are no contact details on the Register or you are told they are out of date.
- Search our list of unauthorised firms and individuals to avoid doing business with.

REMEMBER: if it sounds too good to be true, it probably is!

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme (FSCS) if things go wrong.

REPORT A SCAM

If you are approached about a share scam you should tell the FCA using the share fraud reporting form at <http://www.fca.org.uk/scams>, where you can find out about the latest investment scams. You can also call the Consumer Helpline on **0800 111 6768**.

If you have already paid money to share fraudsters you should contact Action Fraud on **0300 123 2040**.

Part C: Additional information relating to the Waiver Resolution

1. Responsibility and Recommendation

The Directors, whose names are set out in paragraph 2 below, accept responsibility for the information contained in this document (including any expressions of opinion) (save that Tony Brewer and Andrew Simpson do not take responsibility for the recommendation of the Waiver Resolution by the Independent Directors). To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each member of the Concert Party, whose names are set out in paragraph 4 below, accepts responsibility for the information contained in this document relating to themselves (including expressions of opinion) and also the statements of intention of the Concert Party set out in paragraph 4 of this Part 3. To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case), the information contained in this document for which he is responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Independent Directors, whose names are set out in paragraph 2 below (and which excludes Tony Brewer and Andrew Simpson), accept responsibility for the information contained in this document relating to themselves, including any expressions of opinion by the Independent Directors. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

In the opinion of the Independent Directors, the Waiver Resolution to be proposed at the General Meeting is in the best interests of the Company and Shareholders as a whole. The Interested Directors are Tony Brewer and Andrew Simpson and accordingly, make no recommendation with regard to the Waiver Resolution.

Accordingly, the Independent Directors, who have been so advised by Zeus, consider the waiver of the obligation that may arise for the Concert Party to make an offer under Rule 9 of the Code in relation to the authority to make market purchases to be in the best interests of the Independent Shareholders (meaning those ordinary shareholders who are not members of the Concert Party), and the Company as a whole. In providing its advice to the Independent Directors, Zeus has taken account of the Independent Directors' commercial assessments. Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Waiver Resolution to be proposed at the General Meeting, as the Independent Directors intend to do in respect of their own beneficial holdings of Ordinary Shares, which amount to approximately 2.50% of the issued Ordinary Shares. Neither of the Interested Directors nor any other member of the Concert Party will vote in respect of their beneficial holdings of Ordinary Shares, which amount in aggregate to 34.02% of the issued Ordinary Shares, on the Waiver Resolution.

2. Directors

The Directors are as follows:

- Paramjit Paul (“Paul”) Singh Bassi (Independent Non-Executive Chairman)
- Anthony (“Tony”) John Brewer (Chief Executive Officer)
- Roy Povey (Chief Financial Officer)
- Andrew James William Simpson (Non-Executive Director)
- Michael Alan Steventon (Non-Executive Director)

The Company’s secretary is Roy Povey.

3. The Company

The Group’s principal activity is the wholesale distribution of floorcoverings and associated products. Further information about the Company can be found on page 17 of the Annual Report. Page 17 of the Annual Report can be found at www.likewiseplc.com.

The audited financial statements of the Company for the financial year ended 31 December 2021 are set out in pages 30 to 102 of the Annual Report. Pages 30 to 102 of the Annual Report can be found at www.likewiseplc.com.

The outlook of the Company is set out in page 4 of the Annual Report. Page 4 of the Annual Report can be found at www.likewiseplc.com.

The Company was incorporated and registered in England on 28 March 2012 and with registered number 08010067. The registered office of the Company and the business address of all of the Directors is Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull, England B37 7YN.

As at 20 June 2022 the issued share capital of the Company was 243,794,980 ordinary shares of £0.01 each, carrying one vote each and the Company held no ordinary shares in treasury. Therefore, the total number of voting rights in the Company on 20 June 2022 was 243,794,980.

In addition to the Directors (together with their close relatives and related trusts) and members of the Group, the party acting in concert with the Company for the purposes of the Waiver Resolution and required to be disclosed is Zeus Capital Limited (a financial services company) which is Rule 3 adviser, as well as nominated adviser and broker, to the Company.

4. Information on Concert Party

The Concert Party consists of: Tony Brewer, Andrew Simpson, Adrian Laffey, James Kellett, Geoff Duggan, Keith Yates, Andrew Woodhouse, Paul Wiseman and Stuart Large. Tony Brewer and Andrew Simpson are co-founders of Likewise, and Directors of the Company. Adrian Laffey, James Kellett and Geoff Duggan are pre-IPO shareholders and employed by the Company in either a full time or part time capacity. Keith Yates, Andrew Woodhouse, Paul Wiseman and Stuart Large are all pre-IPO shareholders of the Company.

The address for each member of the Concert Party is Unit 4 Radial Park, Solihull Parkway, Birmingham Business Park, Solihull, England B37 7YN.

The personal holdings of each member of the Concert Party as at 20 June 2022 is shown below, together with their maximum possible holding in the event that the Board were to exercise their buyback authority, in whole or in part, and cancel the Ordinary Shares acquired.

Concert Party member	Role at the Company	Number of Shares	Percentage of issued share capital of the Company at the date of this document	Percentage of issued share capital of the Company following maximum buy-back and cancellation ¹
Tony Brewer	Chief Executive Officer	29,632,500	12.15%	13.51%
Andrew Simpson	Non-Executive Director	19,700,00	8.08%	8.98%
Adrian Laffey	Sales Director	6,785,357	2.78%	3.09%
James Kellett	Sales Director	5,435,714	2.23%	2.48%
Geoff Duggan	Part-time Company Secretary support	2,053,145	0.84%	0.94%
Keith Yates	Pre-IPO shareholder	4,735,000	1.94%	2.16%
Andrew Woodhouse	Pre-IPO shareholder	5,607,700	2.30%	2.56%
Paul Wiseman	Pre-IPO shareholder	5,058,913	2.08%	2.31%
Stuart Large	Pre-IPO shareholder	3,925,000	1.61%	1.79%

1. Assuming no participation by the respective Concert Party member in any buyback or any further issue of Ordinary Shares by the Company.

The Concert Party will be able to increase its collective interests in voting rights up to 37.80% by virtue of the buyback without incurring an obligation under Rule 9 of the Takeover Code to make a general offer.

There are no relationships (personal, financial and commercial), arrangements or understandings between the Concert Party and any Shareholder or any person who is, or is presumed to be, acting in concert with any such Shareholder.

Intention of Concert Party

Currently there are, and will be following the General Meeting, no restrictions on the Concert Party preventing it from making a mandatory offer for the Company under the Code.

The Concert Party also confirms that it has no intention to make any changes to the following matters: (i) the future business of the Company including any research and development functions; (ii) the continued employment of the employees and management of the Company and of its subsidiaries, including any material change in the conditions of employment or in the balance of skills and functions of the employees and management; (iii) the employment and the locations of the Company's places of business, including the location of the Company's headquarters and headquarters functions; (iv) the employer contributions into the Company's pension scheme(s) (including with regard to current arrangements for the funding of any scheme deficit), the accrual of benefits for existing members, and the admission of new members; (v) any redeployment of the fixed assets of the Company; and (vi) the maintenance of any existing trading facilities for the relevant securities of the Company.

Certain members of the Concert Party plan to participate in the dividend re-investment plan being proposed by the Company on the payment of its dividend on 8 July 2022, as they are permitted to do pursuant to Note 11 of Rule 9.1 of the Code as a result of dilution over the previous 12 months subject to: (a) not purchasing more than 1% in total of the issued share capital of the Company in any 12 month period; and (b) not exceeding the highest holding of the Concert Party in aggregate over the

preceding 12 months. The Concert Party confirms that any utilisation of the proposed buyback authority and the proposed dividend re-investment plan to acquire voting rights in the Company will not exceed the maximum collective interest of 37.80% disclosed above.

5. Middle market quotations

The following table shows the closing middle market quotations of Shares, as derived from the London Stock Exchange on the first dealing day of each of the six months immediately before the date of this document and 20 June 2022 being the last practicable date prior to the publication of this document.

Date	Share price (pence)
4 January 2022	47.5
1 February 2022	42.0
1 March 2022	35.5
1 April 2022	36.8
3 May 2022	33.0
1 June 2022	32.5
20 June 2022	31.5

6. Interests and dealings in ordinary shares

a) Definitions and references

For the purposes of this paragraph 6 of part C of this document:

(i) “**acting in concert**” means any such persons who, pursuant to an agreement or understanding (whether formal or informal) cooperate to obtain or consolidate control (as defined in the Code) of a company or to frustrate the successful outcome of an offer for a company;

(ii) “**connected advisers**” means an organisation advising the Company in relation to the Waiver Resolution and/or the resolution 13 being proposed at the AGM or a corporate broker to the Company;

(iii) “**dealing**” or “**dealt**” includes the following:

- the acquisition or disposal of securities or the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
- the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
- subscribing or agreeing to subscribe for securities;
- the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
- the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;

- entering into, terminating or varying the terms of any agreement to purchase or sell securities; and
- any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which he has a short position;

(iv) “**derivative**” includes any financial product the value of which, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;

(v) “**disclosure period**” means the period of 12 months preceding the date of this document;

(vi) “**interested**” in securities includes if a person:

- owns them;
- has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control of them;
- by virtue of any agreement to purchase, option or derivative, has the right or option to acquire them or call for their delivery; or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise;
- is party to any derivative whose value is determined by reference to their price; and which results, or may result, in his having a long position in them; or
- has long economic exposure, whether absolute or conditional, to changes in the price of those securities (but a person who only has a short position in securities is not treated as interested in those securities);

(vii) “**relevant securities**” means ordinary shares and securities convertible into, rights to subscribe for, derivatives referenced to and options (including traded options) in respect of Shares;

(viii) ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of associated company status and “**control**” means a holding or aggregated holdings, of shares carrying 30 per cent. or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding or holdings give(s) de facto control.

(b) **Interests and dealings in Shares**

(i) At the close of business on 20 June 2022 (being the last practicable date prior to the publication of this document), the Directors, their immediate families and related trusts were interested in or had a right to subscribe for the following relevant securities of the Company:

Director	Number of Shares	%	Number of Shares under option
Tony Brewer	29,632,500	12.15%	1,200,000
Paul Bassi	5,000,000	2.05%	-
Roy Povey	957,143	0.39%	900,000
Andrew Simpson	19,700,00	8.08%	-
Michael Steventon	142,857	0.06%	-

(ii) The following dealings in relevant securities of the Company (including the exercise of options under the Share Plans) by the Directors, their immediate families and related trusts have taken place during the disclosure period:

Director	Date	Shares purchased ¹	Shares sold	Price per Share (pence)
Tony Brewer	18 August 2021	400,000	-	25.0
Tony Brewer	11 January 2022	300,000	-	35.0
Paul Bassi	18 August 2021	2,200,000	-	25.0
Roy Povey	11 January 2022	57,143	-	35.0
Andrew Simpson	18 August 2021	400,000	-	25.0
Andrew Simpson	11 January 2022	300,000	-	35.0
Michael Steventon	11 January 2022	142,857	-	35.0

1. These purchases relate to the acquisition of new shares pursuant to the placing on 18 August 2021 and the placing and open offer on 11 January 2022.

(iii) The following dealings in relevant securities of the Company by members of the Concert Party have taken place during the disclosure period:

Concert Party member	Date	Shares purchased	Shares sold	Price per Share (pence)
Tony Brewer	18 August 2021	400,000 ¹	-	25.0
Tony Brewer	11 January 2022	300,000 ¹	-	35.0
Andrew Simpson	18 August 2021	400,000 ¹	-	25.0
Andrew Simpson	11 January 2022	300,000 ¹	-	35.0
Geoff Duggan	11 January 2022 – 28 January 2022	178,145 ¹	-	35.0
Geoff Duggan	30 March 2022 – 4 April 2022	52,500	90,000	Highest: 37.8 ² Lowest: 35.5 ²
Andrew Woodhouse	19 November 2021 – 3 December 2021	-	225,000	Highest: 44.0 ² Lowest: 40.0 ²
Andrew Woodhouse	12 April 2022	57,000	57,700	Highest: 35.0 ² Lowest: 35.0 ²
Keith Yates	18 August 2021	-	640,000	24.9
Paul Wiseman	18 August 2021	-	880,000	24.9
Paul Wiseman	11 January 2022 – 28 January 2022	68,913 ¹	-	Highest: 35.0 ² Lowest: 35.0 ²

Paul Wiseman	29 March 2022 – 30 March 2022	-	80,000	Highest: 37.8 ² Lowest: 35.5 ²
Stuart Large	11 May 2022	-	50,000	30.4
James Kellett	18 August 2021	400,000 ¹	-	25.0
James Kellett	11 January 2022	285,714 ¹	-	35.0
Adrian Laffey	18 August 2021	200,000 ¹	-	25.0
Adrian Laffey	11 January 2022	142,857 ¹	-	35.0

1. These purchases relate to the acquisition of new shares pursuant to the placing on 18 August 2021, the placing and open offer on 11 January 2022 and the extended open offer on 28 January 2022.

2. Aggregated in accordance with Note 2 to Rule 24.4 of the Code. The full lists of dealings are available on the Company's website at www.likewiseplc.com.

(iv) Save as disclosed above, at the close of business on 20 June 2022 (being the last practicable date prior to the publication of this document), no Independent Director was interested in nor had any right to subscribe for and had no short position in any relevant securities of the Company, nor had he dealt, nor has he borrowed or lent any relevant securities of the Company during the disclosure period.

(v) Save as disclosed in this paragraph, at the close of business on 20 June 2022 (being the last practicable date prior to the publication of this document), no director of and/or member of the Concert Party, nor any close relatives, related trusts or connected persons, nor any person acting in concert with any member of the Concert Party, was interested in or had a right to subscribe for, and had no short position in relation to any relevant securities of the Company, nor has any such person dealt, nor has any such person borrowed or lent any relevant securities of the Company during the disclosure period.

(vi) Save as disclosed in this paragraph, at the close of business on 20 June 2022 (being the last practicable date prior to the publication of this document) no persons acting in concert with the Company were interested in or had a right to subscribe for and had no short position in any relevant securities of the Company nor has any such person dealt, or borrowed or lent such relevant securities therein during the disclosure period.

(vii) There is no arrangement relating to relevant securities in the Company which exists between any member of the Concert Party, or their respective groups or, so far as the members of the Concert Party are aware, any person acting in concert with any member of the Concert Party or their respective groups, and any other person, nor between the Company or, so far as Company is aware, any person acting in concert with the Company and any other person.

(viii) Save as disclosed in this paragraph 6, at the close of business on 20 June 2022 (being the last practicable date prior to the publication of this document) neither the Company nor any of its Directors were interested in or had a right to subscribe for and had no short position in any relevant securities of the Concert Party nor has any such person dealt, or borrowed or lent such relevant securities therein during the disclosure period.

(ix) At close of business on 20 June 2022 (being the last practicable date prior to the publication of this document), save for the shareholding of 4,063,836 (principal controlling shareholder of Zeus) and the warrant agreement detailed in paragraph 9 below, Zeus (including any person controlling, controlled by or under the same control as them) is not (other than as an exempt principal trader or an exempt fund manager) interested in nor had any rights to subscribe for and had no short position in any relevant securities of the Company.

7. Directors' service contracts

The Company has entered into the following agreements and letters of appointment.

- Tony Brewer entered into a service agreement with the Company on 9 January 2019 appointing him as Chief Executive Officer of the Company with effect from 1 December 2018. The service agreement is subject to termination upon not less than 12 months' notice by either party and the Company reserves the right to pay money in lieu of notice. The agreement provides for an annual salary, increased to £170,000 from 1 January 2021 (reduced to £100,000 from January 2021 to May 2021 (inclusive) to mitigate the effect of the pandemic), a private medical insurance for Tony Brewer and his spouse and dependent children. The amount of salary deducted between January and May 2021 will be paid at the end of 2021 should the financial position of the Company justify the payment. The agreement also includes typical provisions which apply on termination, including the right to require him to work his notice period on garden leave, to resign as a Director on termination of his employment and restrictions applicable following the termination of his employment, including restrictions against working for a competitive business, soliciting clients and customers and soliciting senior employees to leave the business in each case for a period of 12 months following the termination of his employment.
- Roy Povey entered into a service agreement with the Company on 9 January 2019 appointing him as Chief Financial Officer of the Company with effect from 1 January 2019. The service agreement is subject to termination upon not less than 12 months' notice by either party and the Company reserves the right to pay money in lieu of notice. The agreement provides for an annual salary of £160,000 (reduced to £100,000 from January 2021 to May 2021 (inclusive) to mitigate the effect of the pandemic), a car allowance, private medical insurance for Roy Povey and his spouse and dependent children. The amount of salary deducted between January and May 2021 will be paid at the end of 2021 should the financial position of the Company justify the payment. The agreement also includes typical provisions which apply on termination, including the right to require him to work his notice period on garden leave, to resign as a Director on termination of his employment and restrictions applicable following the termination of his employment, including restrictions against working for a competitive business, soliciting clients and customers and soliciting senior employees to leave the business in each case for a period of 12 months following the termination of his employment.
- The services of Michael Alan Steventon as a non-executive Director are provided under the terms of a letter of appointment between the Company and Michael Alan Steventon dated 23 September 2021 for an initial period ending on the conclusion of the annual general meeting for the Company in 2022 subject to termination upon at least three months' notice, at an initial fee of £40,000 per annum plus £5,000 as chair of the audit committee.
- The services of Andrew Simpson as a non-executive Director are provided under the terms of a letter of appointment between the Company and Andrew Simpson dated 9 January 2019 for an initial period of three years subject to termination upon at least one month's notice, at an initial fee of £14,000 per annum, increased to £36,000 from February 2021. Andrew waived his entitlement to payment from January 2019 to January 2021 inclusive.
- The services of Paul Bassi as a non-executive Director and Chairman are provided under the terms of a letter of appointment between the Company and Paul Bassi dated 9 January 2019 for an initial period of three years ending at the conclusion of the Company's annual general meeting subject to termination upon at least one month's notice, at an initial fee of £14,000 per annum (which had historically been waived). The Company has reviewed Paul's fee pursuant to his letter of appointment and Paul is now paid a fee of £50,000 per annum.

Save as set out above there are no service contracts between the Company, any member of the Group and any Director and no such contracts have been entered into or amended within six months preceding the date of this document.

8. Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Group during the two years preceding the date of this document and are or may be material.

- a. Lock-in agreements entered into on 28 July 2021, pursuant to which:
 - i. each of the Directors and each member of the executive board of the Company undertook that for a period of 12 months from Admission they would not, save in certain limited circumstances, dispose of any of the Shares in which they are interested at Admission except with the permission of the Company and Zeus and that for a further 12 months they would comply with certain requirements designed to maintain an orderly market in the Shares; and
 - ii. each of Andrew Woodhouse, Geoff Duggan, Keith Yates, Paul Wiseman and Stuart Large undertook that for a period of 12 months from Admission they would not, save in certain limited circumstances, dispose of any of the Shares in which they are interested at Admission except with the permission of the Company and Zeus and that for a further 12 months they would comply with certain requirements designed to maintain an orderly market in the Shares provided that each of Andrew Woodhouse, Geoff Duggan, Keith Yates, Paul Wiseman and Stuart Large are entitled to dispose of up to 10 per cent. of the Shares they held at Admission subject to certain conditions being met.
- b. A placing agreement dated 28 July 2021 pursuant to which Zeus and Ravenscroft agreed to use their respective reasonable endeavours to procure subscribers for the new shares in the capital of the Company and, the Directors gave certain warranties (and the Company has given an indemnity) to Zeus and Ravenscroft, as applicable, all of which are customary for this type of agreement.
- c. A relationship agreement dated 28 July 2021, pursuant to which Tony Brewer and Andrew Simpson gave certain undertakings to the Company and Zeus, including to: (i) ensure that transactions entered into between any member of the Group and either Tony Brewer and/or Andrew Simpson or their associates, are conducted on an arm's length basis and on normal commercial terms; (ii) that the Group shall be managed for the benefit of the Shareholders and the business of the Group and not solely for the benefit of the Tony Brewer and/or Andrew Simpson; and (iii) ensure that neither Tony Brewer and/or Andrew Simpson or their associates take any action that would have the effect of preventing the Company from complying with its obligations under the AIM Rules for Companies.
- d. A share purchase agreement dated 14 December 2021 pursuant to which the Company acquired the entire issued share capital of Valley Wholesale Carpets (2004) Limited from Stephen Mitchell and Kate Mitchell for consideration of at least £30,000,000 made up of £24,000,000 in cash on completion, £1,000,000 deferred consideration to be paid on the anniversary of completion and the allotment of 5,000,000 consideration shares on completion. To the extent that the consideration shares are worth less than £5,000,000 on the second anniversary of completion, the Company has agreed to pay the shortfall to the sellers. The usual warranties and indemnities were given in favour of the Company.
- e. A share purchase agreement dated 1 April 2022 pursuant to which the Company acquired the entire issued share capital of Delta Carpets (Holdings) Limited from Graham Irving, Timothy Andrew Hetherington, Stuart Graham Ibbetson and Stephen Ridsdill for consideration of at least £3,000,000 made up of £2,500,000 in cash on completion, £1,000,000 deferred consideration to be paid on the anniversary of completion and the allotment of 500,000 consideration shares on completion. To the extent that the consideration shares are worth less than £500,000 on the second anniversary of completion, the Company has agreed to pay the shortfall to the sellers. The usual warranties and indemnities were given in favour of the Company.

9. Rule 3 adviser related arrangements

Zeus, which is regulated by the Financial Conduct Authority, has given and has not withdrawn its consent to the inclusion in this document of its name in the form and context in which it appears. On the date of this document, Zeus will hold 4,063,836 Shares. The Company and Zeus entered into a warrant agreement dated 9 January 2019 pursuant to which the Company granted Zeus warrants to subscribe for 1,800,000 Shares at £0.10 per Share, exercisable at any time in the period commencing on 9 January 2021 and ending on 9 January 2029. Save as disclosed in this paragraph, Zeus has no material interest in the Group.

10. Other information

- a. No agreement, arrangement or understanding (including any compensation arrangement) exists between any member of the Concert Party on the one hand, and any of the Directors, recent Directors, Shareholders or recent Shareholders of the Company or any person interested or recently interested in Shares which has any connection with, or dependence on, or which is conditional upon the outcome of the acquisition of Ordinary Shares by the Company pursuant to the Authority Resolution and/or the passing of the Waiver Resolution.
- b. There is no agreement, arrangement or understanding whereby the beneficial interest in any of the Shares acquired by the Company pursuant to the Authority Resolution will be transferred to any person.
- c. There has been no material or significant change in the financial or trading position of the Company since 31 December 2021, the date of the Company's last audited accounts save that the net assets of the Company has increased to £38.7 million on 30 April 2022 as a result of the acquisitions detailed in paragraphs 8(d) and 8(e).

11. Documents available for inspection

Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday and on the Company's website at www.likewiseplc.com until the time and date of the General Meeting:

- a) the memorandum and articles of association of the Company;
- b) the Annual Report;
- c) the consent referred to in paragraph 9 of this Part C; and
- d) this document.

12. Documents incorporated by reference

Page 17 (relating to the information about the Company), page 4 (relating to the outlook of the Company) and pages 30 to 102 (relating to the audited financial statements of the Company for the financial year ended 31 December 2021) of the Annual Report are incorporated into this document by reference.

Part D: Definitions

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

Admission	18 August 2021
AIM	AIM Market of the London Stock Exchange
AIM Rules for Companies	the AIM Rules for Companies published by the London Stock Exchange from time to time
Annual General Meeting or AGM	the annual general meeting of the Company to be held at 10.00 a.m. on 30 June 2022, convened by the Notice of AGM sent to shareholders on 7 June 2022
Annual Report	the annual report and accounts for the financial year ended 31 December 2021
Articles	the articles of association of the Company
Board or the Directors	the directors of the Company whose names appear at paragraph 2 of Part C to this document
Company	Likewise Group plc
Business Day	a day (other than a Saturday, Sunday or public holiday) when clearing banks are open for business in the City of London
Code	City Code on Takeovers and Mergers
Concert Party and Member of the Concert Party	Tony Brewer, Andrew Simpson, James Kellett, Adrian Laffey, Geoff Duggan, Keith Yates, Andrew Woodhouse, Paul Wiseman and Stuart Large
Financial Conduct Authority	the Financial Conduct Authority of the United Kingdom
General Meeting or GM	the general meeting of the Company convened by the Notice of General Meeting on page 5 of this document
Group	the Company and its subsidiaries
Independent Directors	the Directors excluding the Interested Directors
Independent Shareholders	those Shareholders of the Company, other than Members of the Concert Party
Interested Directors	Tony Brewer and Andrew Simpson
Notice or this document	this notice of General Meeting including the notes contained in parts A to D but not including the remainder of the Annual Report
Ordinary Shares or Shares	Ordinary Shares of one penny each in the capital of the Company
Panel	the Panel on Takeovers and Mergers

Ravenscroft	Ravenscroft Consultancy & Listing Services Limited
Rule 9 Waiver or Waiver	the waiver of the obligation to make a general offer under Rule 9 of the Code which has been granted to Members of the Concert Party by the Panel subject to the passing of the Waiver Resolution at the Annual General Meeting by the Independent Shareholders
Shareholders	holders of any Ordinary Shares
Share Plans	the Likewise Group Enterprise Management Incentive Option Scheme 2019 (as amended) and The Likewise Group Share Save Scheme 2019 (as amended)
Share Purchase	a purchase of Ordinary Shares by the Company
Waiver Resolution	The resolution as set out in the notice of General Meeting which will be proposed as an ordinary resolution
Zeus	Zeus Capital Limited, which is authorised and regulated in the UK by the Financial Conduct Authority to carry on investment business, financial adviser to the Company

