

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

If you have sold or otherwise transferred all of your Existing Ordinary Shares in IDE Group Holdings plc prior to 8.00 a.m. on 3 August 2018 (the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange), please immediately forward this document to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately. If you have sold only part of your holding of Existing Ordinary Shares you should retain these documents.

The Existing Ordinary Shares are admitted to trading on AIM, a market operated by the London Stock Exchange. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares to be issued pursuant to the Open Offer, the Conditional Subscription and the Redemption will commence at 8.00 a.m. on 21 August 2018.

The issue of the New Ordinary Shares pursuant to the Open Offer, the Conditional Subscription and the Redemption will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 as amended and, accordingly, this document does not constitute a prospectus for these purposes. This document is not a prospectus for the purposes of the Prospectus Rules and has not been drawn up in accordance with the Prospectus Rules. Accordingly, this document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom ("FCA") or any other authority or regulatory body in any jurisdiction.

The Company and the Directors, whose names appear on page 4 of this document, accept responsibility, both individually and collectively, for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

IDE Group Holdings plc

(Incorporated in Scotland under the Companies Act 2006 with registered number SC368538)

**Open Offer of up to 22,072,913 new Ordinary Shares at 2.5p per share
to raise up to £0.55 million**

**Proposed subscription of 107,999,998 new Ordinary Shares
at a price of 2.5 pence per share to raise £2.7 million**

Proposed issue of £2.55 million convertible loan notes

**Proposed issue of 50,000,000 new Ordinary Shares on the
redemption of existing loan notes**

and

Notice of General Meeting

finnCap Limited

Nominated Adviser and Broker

You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 11 to 18 (inclusive) of this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting referred to in this document. Your attention is also drawn to the Risk Factors set out in Part II of this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.

The latest time and date for application and payment under the Open Offer is 11.00 a.m. on 17 August 2018. The procedure for application and payment is set out in Part III of this document and, where relevant, in the accompanying Application Form.

This document should be read in conjunction with the Notice of General Meeting and Form of Proxy. Notice of a General Meeting of the Company, to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 11.00 a.m. on 20 August 2018, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. To be valid the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH so as to be received as soon as possible but in any event no later than 48 hours (excluding non-working days) before the time fixed for the General Meeting, being 11.00 a.m. on 16 August 2018. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

finnCap Ltd ("**finnCap**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the matters described in this document. Persons receiving this document should note that finnCap will not be responsible to anyone other than the Company for providing the protections afforded to customers of finnCap or for advising any other person on the arrangements described in this document. finnCap has not authorised the contents of, or any part of this document and no liability whatsoever is accepted by finnCap for the accuracy of any information or opinions contained in this document or for the admission of any information. No representation or warranty, express or implied, is made by finnCap as to, and no liability whatsoever is accepted by finnCap in respect of, any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

This document does not constitute a prospectus or a prospectus equivalent document. No person has been authorised to give any information or make any representation and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors or finnCap. In particular, the content of the Company's website does not form part of this document and Shareholders and prospective shareholders should not rely on it.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

Copies of this document will be available free of charge during normal business hours on any day (except Saturdays and public holidays) at the offices of finnCap at 60 New Broad Street, London EC2M 1JJ and at the registered office of the Company at 24 Dublin Street, Edinburgh EH1 3PP until the Open Offer closes. This document will also be available on the Company's website, www.idegroup.com.

Notice to Overseas Shareholders

Neither this document nor the Form of Proxy nor the Application Form should be distributed, forwarded, or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to the Restricted Jurisdictions.

This document does not constitute, and may not be used for the purposes of, any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Ordinary Shares to or by anyone in any jurisdiction in which such offer, invitation or solicitation is unlawful or to any person to whom it is unlawful to make such offer or invitation or undertake such solicitation.

This document does not constitute an offer of the Ordinary Shares to any person with a registered address, or who is resident or located, in any of the Restricted Jurisdictions. This document is not being sent to Shareholders with registered addresses in the Restricted Jurisdictions.

None of the New Ordinary Shares (including the Open Offer Shares) have been or will be registered under the US Securities Act or under the applicable state securities laws of the United States or under the applicable securities laws of Australia, Canada, Japan, New Zealand or the Republic of South Africa. Subject to certain exceptions, the New Ordinary Shares may not be offered, sold, taken up, delivered or transferred in or into the any of the Restricted Jurisdictions. In particular, none of the New Ordinary Shares may be, directly or indirectly, offered, sold, taken up, delivered, renounced or transferred in or into the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. There will be no public offering of any of the New Ordinary Shares in the United States.

Neither the SEC nor any state securities commission or other US regulatory authority has approved or disapproved of the New Ordinary Shares or endorsed the merits of the Conditional Subscription, Redemption and/or Open Offer or the adequacy or accuracy of this document. Any representation to the contrary is a criminal offence in the United States.

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FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations or statements relating to expectations in relation to dividends or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "plans", "will", "may", "anticipates", "would", "could" or similar expressions or the negative thereof, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance, achievements of or dividends paid by, the Group to be materially different from future results, performance or achievements, or dividend payments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as of the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules for Companies.

DIRECTORS, SECRETARY AND ADVISERS

Directors	William Dobbie (<i>Non-Executive Chairman</i>) Ian Smith (<i>Executive Director</i>) Katherine Ward (<i>Non-Executive Director</i>)
Company Secretary	Delgany Corporate Services Limited
Company website	www.idegroup.com
Registered Office	24 Dublin Street Edinburgh EH1 3PP
Nominated Adviser and Broker	finnCap Ltd 60 New Broad Street London EC2M 1JJ
Solicitors to the Company	DAC Beachcroft LLP 100 Fetter Lane London EC4A 1BN
Registrars	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ
Receiving Agent	Computershare Investor Services PLC Corporate Actions Projects Bristol BS99 6AH

STATISTICS

Issue Price	2.5 pence
Open Offer: Basic Entitlement	1 Open Offer Share for every 10 Existing Ordinary Shares
Maximum number of Open Offer Shares to be issued pursuant to the Open Offer	22,072,913
Number of Firm Subscription Shares issued on 1 August pursuant to the Firm Subscription	20,000,000
Number of Conditional Subscription Shares to be issued pursuant to the Conditional Subscription	107,999,998
Gross proceeds of the Firm Subscription	£0.5 million
Gross proceeds of the Conditional Subscription	£2.7 million
Gross proceeds of the Open Offer**	£0.55 million
Gross proceeds of the Convertible Loan Notes	£1.8 million
Total gross proceeds receivable by the Company	£5.55 million
Proceeds receivable by the Company, net of expenses*	£5.37 million
Number of Ordinary Shares in issue as at the date of this document***	220,729,121
Number of Redemption Shares to be issued pursuant to the Redemption	50,000,000
Enlarged Issued Share Capital*	400,802,032
Maximum percentage of the Enlarged Issued Share Capital that the Conditional Subscription Shares, the Redemption Shares and the Open Offer Shares will represent	44.9%
ISIN – Open Offer: Basic Entitlements	GB00BD0RX807
ISIN – Open Offer: Excess Entitlements	GB00BD0RXC41

*Assuming all of the New Ordinary Shares are issued

**Assuming the Open Offer is subscribed in full

***Includes the Firm Subscription Shares admitted to trading on 1 August 2018, before the publication of this Circular

If you have any questions on the procedure for acceptance and payment, you should contact Computershare Investor Services PLC on 0370 707 1838 from within the UK or +44 370 707 1838 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Record Date and time for entitlements under the Open Offer	Close of business on 31 July
Posting of this document, the Form of Proxy and the Application Form (where applicable)	3 August
Existing Ordinary Shares marked 'ex' entitlement by the London Stock Exchange	3 August
Basic Entitlements and Excess Entitlements credited to CREST accounts of Qualifying CREST Shareholders	8.00 a.m. on 3 August
Recommended latest time and date for requesting withdrawal of Basic Entitlements and Excess Entitlements from CREST	4.30 p.m. on 13 August
Latest time and date for depositing Basic Entitlements and Excess Entitlements into CREST	3.00 p.m. on 14 August
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 15 August
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 16 August
Latest time and date for receipt of completed Application Forms from Qualifying Shareholders and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m. on 17 August
General Meeting	11.00 a.m. on 20 August
Admission and dealings in the New Ordinary Shares expected to commence on AIM	8.00 a.m. on 21 August
Expected date for CREST stock accounts to be credited for New Ordinary Shares in uncertificated form	on or after 8.00 a.m. on 21 August
Expected date for delivery of definitive share certificates for New Ordinary Shares to be held in certificated form	By 31 August

(1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company in consultation with finnCap, in which event details of the new times and dates will be notified to the London Stock Exchange, and where appropriate, Shareholders.

(2) All references in this document to times are to London time unless otherwise stated.

DEFINITIONS

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

“Act”	the Companies Act 2006 (as amended);
“Additional Warrants”	the up to 20,040,102 additional warrants to be issued to MXC, further details of which are set out in this document;
“Admission”	admission of the New Ordinary Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules for Companies;
“AIM”	the AIM market operated by the London Stock Exchange;
“AIM Rules for Companies”	the rules of AIM as set out in the publication entitled ‘AIM Rules for Companies’ published by the London Stock Exchange from time to time;
“Applicant”	a Qualifying Shareholder, or a person entitled by virtue of a <i>bona fide</i> market claim, who lodges an Application Form under the Open Offer;
“Application Form”	the application form to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer;
“Basic Entitlement(s)”	the entitlement to subscribe for Open Offer Shares at the Issue Price, allocated to a Qualifying Shareholder pursuant to the Open Offer as described in Part III of this document;
“Business Day”	any day which is not a Saturday, Sunday or a public holiday in the UK;
“certificated” or “in certificated form”	the description of a share or other security which is not in uncertificated form (that is not in CREST);
“Company”, “Group” or “IDE”	IDE Group Holdings plc;
“Conditional Subscription”	the conditional subscription of the Conditional Subscription Shares at the Issue Price to raise gross proceeds of £2.7 million, further details of which are set out in this document;
“Conditional Subscription Shares”	the 107,999,998 new Ordinary Shares to be allotted and issued pursuant to the Conditional Subscription;
“CLNs”	the unsecured convertible loan notes, which are convertible into new Ordinary Shares over a term of five years from the date of issuance at the issue price of 2.5 pence per Ordinary Share;
“CLN Instrument”	the convertible loan note instrument that constitutes the CLNs, to be issued by the Company;
“CREST”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the CREST Regulations);
“CREST Manual”	the compendium of documents entitled CREST Manual issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, CREST Rules, CCSS Operations Manual and the CREST Glossary of Terms;
“CREST Member”	a person who has been admitted to Euroclear as a member (as defined in the CREST Regulations);

“CREST Participant”	a person who is, in relation to CREST, a participant (as defined in the CREST Regulations);
“CREST Payment”	shall have the meaning given in the CREST Manual issued by Euroclear;
“CREST Sponsor(s)”	a CREST Participant admitted to CREST as a CREST sponsor;
“CREST sponsored member(s)”	a CREST Member admitted to CREST as a sponsored member (which includes all CREST Personal Members);
“CREST Regulations”	the Uncertificated Securities Regulations 2001, as amended;
“Directors” or “Board”	the directors of the Company whose names are set out on page 4 of this document, or any duly authorised committee thereof, and “Director” means any one of them;
“Enlarged Issued Share Capital”	the issued share capital of the Company immediately following Admission, assuming all of the New Ordinary Shares are allotted and issued;
“EU”	the European Union;
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST;
“Excess Application Facility” or “Excess Entitlement(s)”	the arrangement pursuant to which Qualifying Shareholders may apply for any number of Open Offer Shares in excess of their Basic Entitlement provided that they have agreed to take up their Basic Entitlement in full;
“Existing Loan Notes”	the £2 million 10% unsecured loan notes dated 29 May 2018 issued by the Company;
“Existing Ordinary Shares” or “Existing Share Capital”	the 220,729,121 Ordinary Shares in issue as at the date of this document;
“Existing Shareholders”	holders of Existing Ordinary Shares;
“FCA”	the Financial Conduct Authority;
“finnCap”	finnCap Ltd, a company incorporated in England and Wales with company registration number 06198898, which is Nominated Adviser and Broker to the Company and which is authorised and regulated by the FCA;
“Firm Subscription”	the firm subscription of the Firm Subscription Shares at the Issue Price to raise gross proceeds of £0.5 million, further details of which are set out in this document;
“Firm Subscription Shares”	the 20,000,000 new Ordinary Shares allotted and issued by the Company pursuant to the Firm Subscription;
“Form of Proxy”	the form of proxy accompanying this document for use in connection with the General Meeting;
“FSMA”	the Financial Services and Markets Act 2000 (as amended);
“Fundraising”	together, the Firm Subscription, the Conditional Subscription, the proposed issue of £1.8 million CLNs and the Open Offer;
“Issue Price”	2.5 pence;
“General Meeting”	the general meeting (or any adjournment thereof) of the Shareholders of the Company to be convened for 20 August

	2018 pursuant to the Notice of General Meeting set out at the end of this document;
“Group”	the Company and its subsidiaries as at the date of this document;
“Kestrel”	Kestrel Opportunities, a cell of Guernsey Portfolios PCC Limited (a protected cell investment company registered with limited liability) with company number 45598, incorporated in Guernsey;
“Kestrel Partners”	Kestrel Partners LLP acting as investment manager to The Vanderbilt University;
“Loan Note Holders”	the holders of the Existing Loan Note, being MXC, Kestrel and Salvators;
“London Stock Exchange”	London Stock Exchange plc;
“MXC”	MXC Guernsey Limited, a company incorporated in Guernsey with company number 59361 and a wholly owned subsidiary of MXC Capital Limited;
“New Ordinary Shares”	the Open Offer Shares, the Redemption Shares and the Conditional Subscription Shares;
“Notice of General Meeting”	the notice convening the General Meeting as set out at the end of this document;
“Official List”	the list maintained by the UKLA in accordance with section 74(1) of FSMA for the purposes of Part VI of FSMA;
“Open Offer”	the offer to Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price, as described in this document;
“Open Offer Entitlement”	the entitlement of Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price, allocated to Qualifying Shareholders pursuant to the Open Offer;
“Open Offer Shares”	up to 22,072,913 new Ordinary Shares which are being offered to Qualifying Shareholders pursuant to the Open Offer;
“Ordinary Shares”	ordinary shares of 2.5 pence each in the capital of the Company;
“Overseas Shareholders”	Shareholders resident in, or citizens of, jurisdictions outside the United Kingdom;
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in uncertificated form;
“Qualifying Non-CREST Shareholders”	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form;
“Qualifying Shareholders”	holders of Existing Ordinary Shares on the Record Date (other than Shareholders resident in or citizens of any Restricted Jurisdiction);
“RBS”	Royal Bank of Scotland plc;
“Receiving Agent”	Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH;
“Record Date”	close of business on 31 July 2018;

“Redemption”	the redemption of the Existing Loan Notes by way of the issue of the Redemption Shares and £0.75 million CLNs;
“Redemption Shares”	the, in aggregate, 50,000,000 new Ordinary Shares at 2.5 pence per share to be issued to MXC and Salvators pursuant to the Redemption;
“Registrar”	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ;
“Resolutions”	the resolutions to be proposed at the General Meeting which are set out in full in the Notice of General Meeting;
“Restricted Jurisdiction”	the US, Canada, Australia, the Republic of South Africa, the Republic of Ireland, Japan, New Zealand or any other country outside of the United Kingdom where distribution of this document and the Application Form may lead to a breach of any applicable legal or regulatory requirements;
“Salvators”	Salvators Lending Limited, a company incorporated in Scotland with company number SC492486;
“SEC”	U.S. Securities and Exchange Commission;
“Shareholders”	holders of Existing Ordinary Shares and “Shareholder” shall be construed accordingly;
“Subscription”	the Firm Subscription and the Conditional Subscription;
“Transaction”	together, the Conditional Subscription, the proposed issue of £1.8 million CLNs, the Open Offer and the Redemption;
“UK” or “United Kingdom”	the United Kingdom of England, Scotland, Wales and Northern Ireland;
“uncertificated” or “in uncertificated form”	recorded on a register of securities maintained by Euroclear UK & Ireland Limited in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST; and
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
“USE”	unmatched stock event; and
“The Vanderbilt University”	The Vanderbilt University, a non-profit organisation incorporated in Tennessee, USA.

All quoted share prices contained in this document have been rounded to two decimal places.

PART I: LETTER FROM THE CHAIRMAN

IDE Group Holdings plc

(Incorporated in Scotland under the Companies Act 2006 with registered number SC368538)

Directors:

William Dobbie (Non-Executive Chairman)
Ian Smith (Executive Director)
Katherine Ward (Non-Executive Director)

Registered Office:

24 Dublin Street
Edinburgh
EH1 3PP

To Shareholders and, for information only, the holders of options to subscribe for Ordinary Shares

3 August 2018

Dear Shareholder,

**Open Offer of up to 22,072,913 new Ordinary Shares at 2.5p per share
to raise up to approximately £0.55 million
Proposed subscription of 107,999,998 new Ordinary Shares at a price of
2.5 pence per share to raise up to £2.7 million
Proposed issue of £2.55 million convertible loan notes
Proposed issue of 50,000,000 new Ordinary Shares on the redemption of existing loan notes
and
Notice of General Meeting**

1. INTRODUCTION

The Company announced on 31 July 2018 a proposed fundraising to raise up to approximately £5.5 million, before expenses, comprising of a firm subscription for gross proceeds of £0.5 million, the shares in respect of which were admitted to trading on AIM on 1 August 2018, a conditional subscription for gross proceeds of £2.7 million, the issue of £1.8 million convertible loan notes and an excess entitlement open offer for up to approximately £0.5 million, which has subsequently been increased to £0.55 million as a result of the issue of the Firm Subscription Shares. Alongside the Fundraising, the Company will repay the Existing Loan Notes to alleviate the Company of the financial burden of the interest attached to the Existing Loan Notes. Repayment of £1.25 million of the Existing Loan Notes will be made by way of an allotment of 30,000,000 new Ordinary Shares and 20,000,000 new Ordinary Shares at 2.5 pence per share to MXC and Salvators respectively. Repayment of the remainder of the Existing Loan Notes, being £0.75 million, will be made to Kestrel by way of the issue of £0.75 million of CLNs, pursuant to the terms of the CLN Instrument.

Subject to the Resolutions being passed at the General Meeting, completion of the Transaction and the commencement of dealings in the New Ordinary Shares on AIM are expected to occur at 8.00 a.m. on 21 August 2018.

The purpose of this document is to provide you with information about the background to and the reasons for the Transaction, to explain why the Board considers the Transaction to be in the best interests of the Company and its Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as they and their immediate families and connected persons (within the meaning of section 252 of the Act) intend to do in respect of their aggregate holdings of 17,756,053 Ordinary Shares representing approximately 8.04 per cent. of the Existing Share Capital of the Company, notice of which is set out at the end of this document.

2. BACKGROUND TO AND REASONS FOR THE TRANSACTION

On 2 February 2018 the Company announced a major cost reduction programme which would be run as part of an ongoing operational and strategic review of the Company. In the announcement of the Company's financial results for the year ended 31 December 2017 on 8 May 2018 the Company stated

that anticipated profitability in 2018 was expected to be significantly lower than 2017 and that the strategic review was ongoing. On 23 May 2018 the Company announced that it was in advanced discussions with its existing shareholders to provide funding of approximately £2.0 million to support the Company's foreseeable working capital needs during the ongoing strategic and operational review through the issue of unsecured loan notes, being the Existing Loan Notes. The issue of the Existing Loan Notes was announced alongside certain board changes on 30 May 2018.

However, following further review, it was announced in the Company's trading update on 16 July 2018 that there is still significant work to be done to ensure the business has a sustainable and profitable operating model and an appropriate underlying cost base going forward. Certain supplier agreements entered into during previous periods relating to fibre, data centres and outsourced support have adversely affected profitability for the current period and are therefore being reviewed in the context of current performance.

The trading update also highlighted that the Board was reviewing the Company's options to address the ongoing working capital requirements of the Group. As at 30 June 2018, net debt totalled c.£13 million, which includes the Existing Loan Notes and a draw down on the Company's entire overdraft facility with RBS of £3.5 million which is repayable upon demand at RBS's discretion. The Board has explored a number of options and believes that the Fundraising is the best option available to the Group to re-capitalise its balance sheet and build a strong base from which to exploit the opportunities available to it.

3. USE OF PROCEEDS

The net proceeds from the Fundraising will be used to alleviate the short term cash pressures on the Company and work towards normalising creditors. The proceeds will facilitate the restructure to right-size the business enabling the Company to trade profitably whilst the Company continues its strategic and operational review evaluating a range of options to recognise value for stakeholders, including the divestiture of certain business lines and assets within the Group. RBS remains supportive of the Company and has confirmed that they will not call for the overdraft to be repaid upon receipt of the funds from the Fundraising.

It is estimated that the total expenses payable by the Company in connection with the Fundraising will amount to approximately £0.18 million (excluding VAT). On that basis, the net proceeds of the Fundraising, assuming all Open Offer Shares are subscribed for, will be £5.37 million.

4. DETAILS OF THE SUBSCRIPTION

As the Company only has authority from shareholders to issue a limited number of new ordinary shares on a non-pre-emptive basis, only the Firm Subscription by MXC was able to be completed without shareholder approval, and this was completed and the Firm Subscription Shares were admitted to trading on AIM on 1 August 2018.

Pursuant to subscription agreements between the Company and each of MXC, Salvators and other subscribers, the Conditional Subscription Shares have been conditionally allotted at the issue price of 2.5 pence per Conditional Subscription Share for an aggregate subscription price of £2.7 million before expenses. The Conditional Subscription is conditional on the approval of resolutions by the Company's shareholders at the General Meeting granting the directors of the Company authority to allot the Conditional Subscription Shares and disapplying statutory pre-emption rights in relation to such allotment.

MXC, which holds 29.0 per cent. of the Existing Share Capital, and Salvators, an investment vehicle of William Dobbie, IDE's interim Non-Executive Chairman who holds 8.04 per cent. of the Existing Share Capital, have agreed to subscribe for 78,851,125 Conditional Subscription Shares and 18,305,764 Conditional Subscription Shares respectively in the Conditional Subscription.

5. DETAILS OF THE CONVERTIBLE LOAN NOTES

The Company is proposing to issue £1.8 million CLNs as part of the Fundraising. Furthermore, it is proposing to issue an additional £0.75 million CLNs as part of the Redemption.

The CLNs are convertible over a term of five years from the date of issuance at the issue price of 2.5 pence per Ordinary Share and have no interest attached. If the CLNs are not converted, the outstanding principal amount will become repayable at the end of the five year term.

Kestrel, which holds 16.4 per cent. of the Existing Share Capital, has agreed to subscribe for approximately £1.216 million of the CLNs. Kestrel Partners for and on behalf of The Vanderbilt University has subscribed for a further £0.432 million of the CLNs. It is proposed that a further £0.75 million CLNs will be issued to Kestrel as payment for the Existing Loan Notes.

The CLNs will not be admitted to trading on AIM or any other exchange. The issue of the CLNs is conditional on the approval of a resolution by the Company's shareholders at the General Meeting granting the directors of the Company authority to allot new Ordinary Shares pursuant to any exercise notice received relating to the CLNs. Any new Ordinary Shares arising on conversion will rank *pari passu* with the Ordinary Shares in issue at that time and application for admission to trading on AIM will be made at the appropriate time.

6. DETAILS OF THE OPEN OFFER

The Company is proposing to raise up to £0.55 million (before expenses) through the issue of up to 22,072,913 Open Offer Shares in the Open Offer at the Issue Price. MXC, Kestrel and Salvators have confirmed that they will not take up their entitlements under the Open Offer.

Qualifying Shareholders may subscribe for Open Offer Shares in proportion to their holdings of Existing Ordinary Shares held on the Record Date. Qualifying Shareholders subscribing for their full entitlement under the Open Offer may also request additional Open Offer Shares through the Excess Application Facility, up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer.

The Open Offer is conditional only on admission of the Open Offer Shares to trading on AIM becoming effective on or before 8.00 a.m. on 21 August 2018 (or such later date and/or time as the Company and finnCap may agree, being no later than 4 September 2018).

Basic Entitlement

Qualifying Shareholders are being given the opportunity to subscribe for Open Offer Shares under the Open Offer at the Issue Price, payable in full on application and free of all expenses, *pro rata* to their existing shareholdings on the following basis:

1 Open Offer Share for every 10 Existing Ordinary Shares

held by Qualifying Shareholders and registered in their name at the Record Date. The Open Offer is not being made to Shareholders with a registered address outside the UK, as outlined in Part III of this document.

The Open Offer Shares must be paid for in full on application. The latest time and date for application and payment in respect of the Open Offer is 11.00 a.m. on 17 August 2018. The Open Offer is not being made to Overseas Shareholders, as outlined in Part III of this document.

Open Offer Entitlements will be rounded down to the nearest whole number of Open Offer Shares and any fractional entitlements to Open Offer Shares will not be allocated and will be disregarded. Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their Basic Entitlement.

If you have sold or otherwise transferred all of your Existing Ordinary Shares before 3 August 2018 (the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to the Open Offer by the London Stock Exchange), you are not entitled to participate in the Open Offer.

The Open Offer is not a rights issue. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should be aware that under the

Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

Excess Application Facility

The Excess Application Facility will enable Qualifying Shareholders, provided that they take up their Basic Entitlements in full, to apply for additional Open Offer Shares to the extent that Open Offer Shares are not taken up by other Qualifying Shareholders.

Qualifying Shareholders should refer to paragraph 4 of Part III of this document for information on how to apply for additional Open Offer Shares pursuant to the Excess Application Facility. Applications under the Excess Application Facility will be satisfied only and to the extent that corresponding applications by other Qualifying Shareholders are not made or are made for less than their Basic Entitlements and may be scaled back *pro rata* against existing shareholding. Accordingly, no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full, in part or at all.

7. CANCELLATION OF EXISTING LOAN NOTES

On 30 May 2018, the Company announced it had issued the Existing Loan Notes to the Loan Note Holders. The Existing Loan Notes are unsecured and have a three-year term with an annual coupon of 10 per cent. payable annually, alongside an arrangement fee of 1.5 per cent., payable on the first anniversary of the issue of the Existing Loan Notes. To alleviate the Company of the financial burden of the interest and arrangement fee attached to the Existing Loan Notes, the Company is proposing to repay the Existing Loan Notes. The repayment of the Existing Loan Notes will be made by way of an allotment of 30,000,000 new Ordinary Shares and 20,000,000 new Ordinary Shares at 2.5 pence per share to MXC and Salvators respectively. Repayment of the remainder of the Existing Loan Notes, being £0.75 million, will be made to Kestrel by way of the issue of £0.75 million of additional CLNs, pursuant to the terms of the CLN Instrument. The Loan Note Holders will receive no compensation for future interest payments forgone attributed to the Existing Loan Notes, no payment for interest accrued to date and the arrangement fee of 1.5 per cent will be waived. The redemption of the Existing Loan Notes is conditional on the approval of resolutions by the Company's shareholders at the General Meeting granting the directors of the Company authority to allot the Redemption Shares and allot new Ordinary Shares pursuant to any exercise notice received relating to the CLNs and dis-applying statutory pre-emption rights in relation to such allotment and issue. RBS has provided consent to the redemption of the Existing Loan Notes and issue of the new CLNs, subject to certain conditions precedent being satisfied.

8. TAKEOVER CODE

As a result of the Fundraising, MXC, an existing 29.0 per cent. shareholder in the Company, will have a maximum possible shareholding of 172,811,125 shares or 45.6 per cent. of the Company's voting rights at such time.

The Company has successfully applied, on behalf of MXC, for a dispensation from making a mandatory offer under Rule 9 of the City Code on Takeovers and Mergers (the "Code") in relation to the Fundraising. In accordance with Note 5(c) in the Notes on Dispensations from Rule 9 of the Code, in the case of an issue of new securities, independent shareholders holding shares carrying more than 50% of the voting rights of the Company which would be capable of being cast on a "whitewash" resolution have confirmed in writing that they approve the proposed waiver and would vote in favour of any resolution to that effect at a general meeting. Following its approach to the Panel, the Company has obtained its permission to waive the requirement for a Whitewash Resolution to be considered at a general meeting (and for a circular to be prepared in accordance with Section 4 of Appendix 1 to the Code).

9. CURRENT TRADING OF THE COMPANY

The following text is from the Company's trading update announced 16 July 2018.

"Unaudited revenue for the six months to 30 June 2018 is expected to be approximately £29 million (H1 2017: £30 million), including £6 million (H1 2017: £3 million) in respect of 365 ITMS Limited which was acquired in April 2017. As reported previously, a large proportion of managed services revenue in 2017 arose from one-off projects, which has been lower in the current year.

The Company commenced a cost reduction programme in January, however there is still significant work to be done to ensure the business has a sustainable and profitable operating model and an appropriate underlying cost base going forward. Furthermore, certain supplier agreements entered into during previous periods relating to fibre, data centres and outsourced support have adversely affected profitability for the current period and are therefore being reviewed in the context of current performance.

As previously announced, the Company expected profitability to be impacted in 2018. Accordingly, Group management accounts for the six months to 30 June 2018 show an Adjusted EBITDA* of c. £0.25 million (H1 2017: Adjusted EBITDA* of £2.4 million), subject to further work and review in relation to the supplier agreements referred to above, in addition to a review of capitalisation of internal project costs and classifications of exceptional items which is underway. Whilst profitability was expected to improve steadily throughout 2018 the expected benefits of the cost reduction programme have not been realised at the anticipated rate, but this continues to be a target for the full-year as the ongoing strategic and operational review is accelerated and executed. The Group expects to report interim results for the six months ended 30 June 2018 in September 2018.

The reduction in one-off project revenues combined with the disproportionate cost base has continued to affect the Group's cash generation. The Company raised £2 million by way of the issue of unsecured loan notes in May 2018 to support the Company's working capital needs, and the Board continues to review the Group's options with respect to raising further capital to address the ongoing working capital requirements of the Group. Net debt as at 30 June 2018 totalled c. £13 million. The Board continues to liaise regularly with its lenders who remain supportive during the ongoing strategic and operational review.

Strategic and Operational Review

As previously announced the Company is currently engaged in an ongoing strategic and operational review, the results of which are expected to be announced during the third quarter of the year. As part of this review the Company is evaluating a range of options to recognise value for stakeholders, including the divestiture of certain business lines and assets within the Group.

At this time all such discussions are at a preliminary stage. Several expressions of interest have been received for certain business units of the Group but there can be no certainty these discussions will result in a transaction nor as to the terms of any such transaction. For clarity, the negotiations do not include the consideration or solicitation of bids for the shares of the quoted Group."

10. FURTHER WARRANT ISSUE

In accordance with the warrant instrument dated 31 December 2015, disclosed on page 91 of the Company's admission document dated 4 January 2016, available on the Company's website, MXC will be issued with the Additional Warrants amounting to 5 per cent. of all new shares issued pursuant to the Transaction.

The issue of the Additional Warrants is conditional on the approval of a resolution by the Company's shareholders at the General Meeting.

11. DIRECTORS' AND SIGNIFICANT SHAREHOLDERS' PARTICIPATION IN THE TRANSACTION

MXC, which holds 29.0 per cent. of the Existing Share Capital, and Salvators, an investment vehicle of William Dobbie, IDE's interim Non-Executive Chairman who holds 8.04 per cent. of the Existing Share Capital, have agreed to subscribe for 78,851,125 Conditional Subscription Shares and 18,305,764 Conditional Subscription Shares respectively in the Conditional Subscription. MXC also subscribed for all of the 20,000,000 new Ordinary Shares under the Firm Subscription. Furthermore, as part of the Redemption, it is proposed that MXC be issued with 30,000,000 new Ordinary Shares and Salvators be issued with 20,000,000 new Ordinary Shares.

Kestrel, which holds 16.4 per cent. of the Existing Share Capital, has agreed to subscribe for approximately £1.216 million of the CLNs. Kestrel Partners for and on behalf of The Vanderbilt University has subscribed for a further £0.432 million of the CLNs. It is proposed that a further £0.75 million CLNs will be issued to Kestrel as payment for the Existing Loan Notes.

12. RELATED PARTY TRANSACTION

As each of Kestrel and MXC are substantial shareholders of the Company, and Salvators is beneficially held and controlled by William Dobbie, the Interim Non-Executive Chairman, they are deemed to be related parties pursuant to the AIM Rules for Companies. The participation of MXC, Salvators and Kestrel in the Transaction is therefore a related party transaction for the purposes of Rule 13 of the AIM Rules. Ian Smith, Executive Director, is not independent for the purposes of the Related Party Transaction given that he is a substantial shareholder and CEO of MXC. The independent director of IDE, Katherine Ward, considers, having consulted with the Company's nominated adviser, finnCap, that the terms of the related party transaction are fair and reasonable insofar as the shareholders of the Company are concerned.

13. SETTLEMENT AND DEALINGS

Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission of the New Ordinary Shares will occur at 8.00 a.m. on 21 August 2018.

The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Existing Ordinary Shares on or after Admission. Following the issue of the New Ordinary Shares, the maximum number of issued Ordinary Shares in the Company will be 400,802,032.

14. GENERAL MEETING

The Directors do not currently have sufficient authority to allot the New Ordinary Shares and to issue the CLNs and the Additional Warrants. Accordingly, the Directors are seeking the approval of Shareholders at the General Meeting to allot the New Ordinary Shares and to issue the CLNs and the Additional Warrants. You will find set out at the end of this document a Notice of General Meeting of the Company to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN on 20 August 2018 at 11.00 a.m. at which the Resolutions will be proposed.

The Resolutions to be passed at the General Meeting are as follows:

(1) **Allotment of Ordinary Shares**

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot the New Ordinary Shares in connection with the Conditional Subscription, the Open Offer and the Redemption and to issue the CLNs and the Additional Warrants and otherwise to allot relevant securities up to an aggregate nominal amount of £3,340,016.93 (representing approximately one third of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

(2) **Dis-application of pre-emption rights**

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, dis-applies Shareholders' statutory pre-emption rights (which require a company to offer new shares for cash first to existing shareholders in proportion to their holdings) in relation to the allotment of the New Ordinary Shares in connection with the Conditional Subscription, the Open Offer and the Redemption and the issue of the CLNs and the Additional Warrants and grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £1,002,005.08 (representing approximately 10 per cent. of the Enlarged Issued Share Capital) provided that such authority shall expire on the date being fifteen months from the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company.

The majority required to pass resolution 2 above is not less than 75 per cent. of the votes cast. Resolution 1 above requires a simple majority.

Shareholders should read the Notice of General Meeting at the end of this document for the full text of the Resolutions and for further details about the General Meeting.

The attention of Shareholders is also drawn to the voting intentions of the Directors and connected parties as set out in the paragraph entitled "Recommendation" below.

15. ACTION TO BE TAKEN IN RESPECT

General Meeting

Set out at the end of this document you will find a notice convening a General Meeting to be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 11.00 a.m. on 20 August 2018 to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's Registrars, by post to Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, not later than 48 hours (excluding non-working days) before the General Meeting is scheduled to begin. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

In order for the Transaction to proceed, Shareholders will need to approve the Resolutions set out in the Notice of General Meeting. If the Resolutions are not passed, the Transaction will not proceed in the form currently envisaged, with the result that the anticipated net proceeds of the Transaction will not become available to fund the Company's ongoing working capital requirements and its prospects may be materially adversely affected as a result.

Accordingly it is important that Shareholders vote in favour of the Resolutions, in order that the Transaction can proceed.

Open Offer

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part III of this document and, for Qualifying Non-CREST Shareholders, on the Application Form. To be valid, Application Forms (duly completed) and payment in full for the Open Offer Shares applied for must be received by the Receiving Agent, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE by no later than 11.00 a.m. on 17 August 2018.

If you have any questions on the procedure for acceptance and payment, you should contact Computershare Investor Services PLC on 0370 707 1838 from within the UK or +44 370 707 1838 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek your own personal financial advice from an independent financial adviser authorised under FSMA, if you are in the UK, or, if you are outside the UK, from an appropriately authorised independent financial adviser, without delay.

16. OVERSEAS SHAREHOLDERS

Information for Overseas Shareholders who have registered addresses outside the United Kingdom or who are citizens or residents of countries other than the United Kingdom appears in paragraph 6 of Part III of this document, which sets out the restrictions applicable to such persons. If you are an Overseas Shareholder, it is important that you pay particular attention to that paragraph of this document.

17. **RECOMMENDATION**

The Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they and their immediate families and connected persons (within the meaning of section 252 of the Act) intend to do in respect of their aggregate holdings of 17,756,053 Ordinary Shares representing approximately 8.04 per cent. of the Existing Share Capital of the Company.

Yours faithfully,

William Dobbie

Non-Executive Chairman

PART II: RISK FACTORS

Shareholders should be aware that an investment in the Company is highly speculative and involves a high degree of risk. Before making any investment decision, prospective investors should carefully consider all the information contained in this document including, in particular, the risk factors described below, which are not presented in any order of priority and may not be exhaustive.

The following risk factors are all those known by the Directors which are considered to be material in their opinion. Additional risks and uncertainties not currently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Group's business, financial condition and results of operations.

An investment in the Company may not be suitable for all recipients of this document. Qualifying Shareholders are advised to consult an independent financial adviser duly authorised under FSMA who specialises in advising on the acquisition of shares and other securities before making a decision to invest.

Risks relating to the Group's activities

The Group has significant borrowings and liabilities, the amount and terms of which may limit its financial and operational flexibility or give rise to an event of default. The Group's borrowings contain a number of financial covenants. The Company's lenders are currently supportive, but should this support be withdrawn, it could result in insolvency proceedings being initiated against the Company.

The failure to execute contracts profitably or at all, could have a material adverse effect on its business, financial position and future operations.

The Company operates in a highly competitive industry and any inability to successfully compete could result in loss of market share and a decline in revenue and profitability.

Conditional nature of the Fundraising and Fundraising not underwritten

The Fundraising is conditional and there is no guarantee that the conditions of any element of the Fundraising will be satisfied. The Fundraising is not underwritten. If any element of the Fundraising does not proceed then the Company will not receive the proceeds in respect of that element of the Fundraising.

Investment in AIM securities

An investment in shares traded on AIM may be less liquid and is perceived to involve a higher degree of risk than an investment in a company whose shares are listed on the Official List. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Group. Investors may therefore realise less than, or lose all of, their investment.

AIM Rules for Companies

The AIM Rules for Companies are less onerous than those of the Official List. Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document. Shareholders and prospective investors (as appropriate) should be aware of the risks of investing in AIM quoted shares and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Dilution of ownership of Ordinary Shares

Shareholders' proportionate ownership and voting interest in the Company may be reduced pursuant to the Subscription and Open Offer. Subject to certain exceptions, Shareholders in the United States of America and other Restricted Jurisdictions will not be able to participate in the Open Offer.

Valuation of shares

The Issue Price has been determined by the Company and may not relate to the Company's net asset value, net worth or any established criteria or value. There can be no guarantee that the Ordinary Shares will be able to achieve higher valuations or, if they do so, that such higher valuations can be maintained.

Market perception

Market perception of the Company may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds by the issue of further Ordinary Shares or otherwise.

Suitability

A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances and the financial resources available to him or her. An investment in the Company involves a high degree of risk and may not be suitable for all recipients of this document. Prospective investors are advised to consult a person authorised by the FCA (or, if outside the UK, another appropriate regulatory body) before making their decision.

PART III: TERMS AND CONDITIONS OF THE OPEN OFFER

1. INTRODUCTION

As explained in the letter set out in Part I of this document, the Company is issuing up to 22,072,913 Open Offer Shares at the Issue Price, to raise, assuming that the Open Offer is fully subscribed, up to £0.55 million (before expenses).

Upon completion of the Open Offer, assuming it is fully subscribed, the Open Offer Shares will represent approximately 5.5 per cent of the Enlarged Issued Share Capital and the Existing Ordinary Shares will represent approximately 55.1 per cent of the Enlarged Issued Share Capital.

The Record Date for entitlements under the Open Offer for Qualifying Shareholders is the close of business on 31 July 2018. Application Forms are expected to be posted to Qualifying Non-CREST Shareholders on or around 3 August 2018 and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST at 8.00 a.m. on 3 August 2018.

The latest time and date for receipt of completed Application Forms and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 17 August 2018.

This document (and, for Qualifying Non-CREST Shareholders only, the Application Form) contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4 of this Part III which gives details of the procedure for application and payment for the Open Offer Shares and any additional shares applied for pursuant to the Excess Application Facility.

The Company is issuing up to 22,072,913 Open Offer Shares at the Issue Price subject to Admission, in respect of valid applications by Qualifying Shareholders. Application will be made for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares will commence at 8.00 a.m. on 21 August 2018.

The Open Offer Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 22,072,913 Open Offer Shares *pro rata* to their current holdings at the Issue Price in accordance with the terms of the Open Offer. Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Basic Entitlement to the extent that other Qualifying Shareholders do not take up their Basic Entitlement in full.

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

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

2. THE OPEN OFFER

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to apply for Open Offer Shares at the Issue Price *pro rata* to their holdings.

Fractions of Open Offer Shares will not be allocated to Shareholders in the Open Offer and entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares.

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

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 6).

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Basic Entitlement in full, to apply for further Open Offer Shares in excess of their Basic Entitlement.

Qualifying CREST Shareholders will have Basic Entitlements and Excess Entitlements credited to their stock accounts in CREST and should refer to paragraph 4.2 of this Part III for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, such applications will be scaled back on a *pro rata* basis against existing shareholdings.

Please refer to paragraphs 4.1(d) and 4.2(j) of this Part III for further details of the Excess Application Facility.

Following the issue of the Open Offer Shares to be allotted pursuant to the Open Offer, a Qualifying Shareholder who does not take up his entitlement under the Open Offer *pro rata* to his current holding will suffer a dilution of approximately 44.9 per cent. of his interest in the Company on the basis that all Open Offer Shares are taken up and all of the Conditional Subscription Shares and Redemption Shares are allotted.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Form is not a negotiable document and cannot be traded. Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess Entitlements will be credited to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit.

Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under their Open Offer Entitlements may be issued to Qualifying Shareholders who have made an application for Open Offer Shares in excess of their Basic Entitlement under the Excess Application Facility.

Application will be made for the Basic Entitlements and Excess Entitlements to be credited to Qualifying CREST Shareholders' CREST accounts. The Basic Entitlements and Excess Entitlements are expected to be credited to CREST accounts as soon as possible after 8.00 a.m. on 3 August 2018.

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

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

3. CONDITIONS AND FURTHER TERMS OF THE OPEN OFFER

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form by 31 August 2018. In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST as soon as possible after 8.00 a.m. on 21 August 2018.

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

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

4. PROCEDURE FOR APPLICATION AND PAYMENT

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

Qualifying Shareholders who hold all their Existing Ordinary Shares in certificated form will receive the Application Form, enclosed with this document. The Application Form shows the number of Existing Ordinary Shares at the Record Date. It will also show Qualifying Shareholders the number of Open Offer Shares available under their Basic Entitlement that can be allotted in certificated form. Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST. Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 4.2 of this Part III.

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

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

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

(a) General

Subject as provided in paragraph 6 of this Part III in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 6. It also shows the Basic Entitlement allocated to them set out in Box 7. Entitlements to Open Offer Shares are rounded down to the nearest whole number and fractional Open Offer Entitlements have therefore been disregarded. Box 8 shows how much they would need to pay if they wish to take up their Basic Entitlements in full. Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Basic Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Basic Entitlement should they wish to do so. If the total number of Open Offer Shares applied for by all Qualifying Shareholders under the Excess Application Facility exceeds the total number of Open Offer Shares available, such applications will be scaled back *pro rata* to existing shareholdings.

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

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

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 15 August 2018. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the transferee. Qualifying Non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however, be forwarded to or transmitted in or into the United States or any other Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 4.2(b) below.

(c) ***Application procedures***

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

Completed Application Forms should be returned to the Receiving Agent in the accompanying pre-paid envelope (for use in the UK only) or by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE so as to be received by the Receiving Agent by no later than 11.00 a.m. on 17 August 2018, after which time Application Forms will not be valid. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery.

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

Cheques or banker’s drafts will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques and banker’s drafts

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

If cheques or banker's drafts are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be credited to a non-interest bearing account by the Receiving Agent. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the Applicant's sole risk), without payment of interest, to Applicants as soon as practicable following the lapse of the Open Offer.

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

- (i) Application Forms received after 11.00 a.m. on 17 August 2018; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 17 August 2018 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

Multiple applications will not be accepted. All documents and remittances sent by post by or to an Applicant (or as the Applicant may direct) will be sent at the Applicant's own risk.

If Open Offer Shares have already been allotted to a Qualifying Non-Crest Shareholder and such Qualifying Non-Crest Shareholder's cheque or banker's draft is not honoured upon first presentation or such Qualifying Non-Crest Shareholder's application is subsequently otherwise deemed to be invalid, the Registrar shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-Crest Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. Neither the Registrar nor the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-Crest Shareholders.

(d) ***The Excess Application facility***

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

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, such applications will be scaled back *pro rata* to existing shareholdings.

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

Should the Open Offer become unconditional and applications for Open Offer Shares exceed the total number of Open Offer Shares available, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for excess Open Offer Shares under the Excess Application Facility and from whom payment in full for excess Open Offer Shares has been received will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST

Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the Applicant's sole risk.

(e) **Effect of application**

By completing and delivering an Application Form the Applicant:

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

If you have any questions on the procedure for acceptance and payment, you should contact Computershare Investor Services PLC on 0370 707 1838 from within the UK or +44 370 707 1838 if calling from outside the UK. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Open Offer nor give any financial, legal or tax advice.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST. Please see paragraph 4.2(f) below for more information.

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

(a) **General**

Subject as provided in paragraph 6 of this Part III in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlements equal to the maximum number of Open Offer Shares for which he is entitled to apply to acquire under the Open Offer and also an Excess Entitlement. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Open Offer Entitlements will therefore also be rounded down.

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

If for any reason the Basic Entitlements and/or the Excess Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 5.00 p.m. on 3 August 2018, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Basic Entitlements and Excess Entitlements which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the Receiving Agent on telephone number +44 370 707 1838 Please note the Receiving Agent cannot provide financial advice on the merits of the Open Offer or as to whether Applicants should take up their Basic Entitlements or apply for Excess Entitlements. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) **Market claims**

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

claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Entitlement security.

(c) ***Unmatched Stock Event (“USE”) instructions***

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

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

(d) ***Content of USE instruction in respect of Basic Entitlements***

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

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Basic Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Basic Entitlement. This is GB00BD0RX807;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 3RA26;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is IDEOPOF;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 17 August 2018; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 17 August 2018.

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

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors should note that the last time at which a USE instruction may settle on 17 August 2018 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 21 August 2018 or such later time and date as the Company determines (being no later than 8.00 a.m. on 4 September 2018), the Open Offer will lapse, the Basic Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) ***Content of USE instruction in respect of Excess Entitlements***

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

- (i) the number of Open Offer Shares for which application is being made (and hence being delivered to the Receiving Agent);
- (ii) the ISIN of the Excess Entitlement. This is GB00BD0RXC41;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 3RA26;
- (vi) the member account ID of the Registrar in its capacity as a CREST receiving agent. This is IDEOPOF;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 17 August 2018; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess Entitlement under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 17 August 2018.

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

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors should note that the last time at which a USE instruction may settle on 17 August 2018 in order to be valid is 11.00 a.m. on that day.

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 21 August 2018 or such later time and date as the Company determines (being no later than 8.00 a.m. on 4 September 2018), the Open Offer will lapse, the Excess Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

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

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

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 3.00 p.m. on 14 August 2018. After depositing their Basic Entitlements into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess Entitlements, which will be managed by the Registrar.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Basic Entitlements and Excess Entitlements in CREST, is 3.00 p.m. on 17 August 2018 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Basic Entitlements and Excess Entitlements from CREST is 4.30 p.m. on 13 August 2018 in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Basic Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 17 August 2018.

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

(g) ***Validity of application***

An USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 17 August 2018 will constitute a valid application under the Open Offer.

(h) ***CREST procedures and timings***

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of an USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 17 August 2018. In this connection, CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) ***Incorrect or incomplete applications***

If an USE instruction includes a CREST payment for an incorrect sum, the Company, through the Registrar, reserves the right:

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

(j) ***The Excess Application Facility***

The Excess Application Facility enables Qualifying CREST Shareholders to apply for Open Offer Shares in excess of their Basic Entitlements.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, such applications will be scaled back *pro rata* to existing shareholdings.

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

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Basic Entitlement and the relevant Basic Entitlement(s) be transferred, the Excess Entitlements will not transfer with the Basic Entitlement(s) claim. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Entitlement security. Please note that an additional USE instruction must be sent in respect of any application under the Excess Entitlement.

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

(k) ***Effect of valid application***

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

- (i) represents and warrants that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent’s payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment,

discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);

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

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

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to an USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Registrar receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual

notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and

- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of an USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

(m) ***Lapse of the Open Offer***

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 21 August 2018 or such later time and date as the Company may agree (being no later than 8.00 a.m. on 4 September 2018), the Open Offer will lapse, the Open Offer Entitlements and Excess Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

5. MONEY LAUNDERING REGULATIONS

To ensure compliance with the Money Laundering Regulations 2007 (the “Regulations”) as subsequently amended, it is a term of the Open Offer that the Receiving Agent may, at its absolute discretion, require verification of identity including by electronic means from any person completing an Application Form or sending an USE message through CREST (the “Applicant”) and, without prejudice to the generality of the foregoing, in particular any person who either (i) tenders payment by way of a cheque or banker’s draft drawn on an account in the name of any person or persons other than the Applicant or (ii) appears to the Receiving Agent to be acting on behalf of some other person.

This may involve verification of the identity of any person on whose behalf the Applicant appears to be acting. Lodging of an Application Form and sending the USE message through CREST with the appropriate remittance constitutes a warranty by the Applicant that the Regulations will not be breached by the acceptance of the remittance and an undertaking to provide such evidence of identity at the time of lodging an Application Form or, in the absolute discretion of the Company, within a reasonable time thereafter (in each case to be determined at the absolute discretion of the Company and the Receiving Agent) as may be required to ensure compliance with the Regulations.

If satisfactory evidence of identity has not been received by the Receiving Agent within a reasonable period of time, then the Application Form or USE message through CREST in question may be rejected, in which event the application will not proceed any further and the application monies (without interest) will be returned to the bank account on which the cheque was drawn at the Applicant’s own risk. Where possible, Applicants should make payment by cheque in their own name. If a banker’s draft or building society cheque is used, the Applicant should write his/her name and address on the back of the draft or cheque and, in the case of an individual, record his/her date of birth against his/her name; and ask the bank or building society to endorse on the reverse of the draft or cheque the full name and account number of the person whose account number is being debited and stamp such endorsement.

The above information is provided by way of guidance to reduce the likelihood of difficulties, delays and potential rejection of an Application Form (but without limiting the Receiving Agent’s right to require verification of identity as indicated above).

6. OVERSEAS SHAREHOLDERS

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1. General

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

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

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

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

No person receiving a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Basic Entitlements or Excess Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Basic Entitlements or Excess Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

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

Neither the Company nor any of its representatives is making any representation to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Basic Entitlements or Excess Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek

to apply for Open Offer Shares in respect of the Open Offer unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Basic Entitlements or Excess Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III and specifically the contents of this paragraph 6.

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

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

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

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

No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any other Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2. **United States**

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

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

Shares in registered form must provide an address for registration of the Open Offer Shares issued upon exercise thereof outside the United States.

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

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

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

6.3. Restricted Jurisdictions

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

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

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

6.4. Other overseas territories

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

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

6.5. Representations and warranties relating to Overseas Shareholders

(a) *Qualifying Non-CREST Shareholders*

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

(b) *Qualifying CREST Shareholders*

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

6.6. Waiver

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

7. ADMISSION, SETTLEMENT AND DEALINGS

The result of the Open Offer is expected to be announced on or around 20 August 2018. Application will be made for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 21 August 2018.

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

Basic Entitlements and Excess Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 17 August 2018 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. On 3 August 2018, the Registrar will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission (expected to be 21 August 2018). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Basic Entitlements and Excess Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for (including Open Offer Shares successfully applied for under the Excess Application Facility) are expected to be despatched by post by 31 August 2018. No temporary documents of title will be issued and, pending the issue of definitive certificates, transfers will be certified against the UK share register of the Company. All documents or remittances sent by or to Applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 4.1 above and their respective Application Form.

8. TIMES AND DATES

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

9. FURTHER INFORMATION

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

10. GOVERNING LAW AND JURISDICTION

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

IDE Group Holdings plc

(Incorporated in Scotland under the Companies Act 2006 with registered number SC368538)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting of IDE Group Holdings plc (the “**Company**”) will be held at the offices of DAC Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN at 11.00 a.m. on 20 August 2018 to consider and, if thought fit, to pass the following resolutions which in the case of resolution 1 will be proposed as an ordinary resolution and in the case of resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. **THAT**, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors of the Company (the “**Directors**”) be and are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “relevant securities”) up to an aggregate nominal amount of:
 - 1.1 £2,699,999.95 in connection with the proposed subscription (the “**Conditional Subscription**”) as described in the circular dated 3 August 2018 which accompanied the notice of general meeting (the “**Circular**”) but for no other purpose;
 - 1.2 £2,550,000 in connection with the proposed issue of convertible loan notes by the Company as described in the Circular (the “**Convertible Loan Notes**”) but for no other purpose;
 - 1.3 £1,250,000 in connection with the proposed redemption of a proportion of existing loan notes by the Company as described in the Circular (the “**Redemption**”) but for no other purpose;
 - 1.4 £501,022.55 in connection with the proposed issue of additional warrants by the Company as described in the Circular (the “**Warrants**”) but for no other purpose;
 - 1.5 £551,822.83 in connection with the proposed open offer by the Company as described in the Circular (the “**Open Offer**”) but for no other purpose;
 - 1.6 £3,340,016.93 (in addition to the authorities conferred in sub-paragraphs 1.1, 1.2, 1.3, 1.4 and 1.5 above) representing approximately one third of the Company’s enlarged issued ordinary share capital following completion of the Subscription and the Open Offer (assuming the Open Offer is fully subscribed),

provided that this authority shall, unless previously revoked, varied or extended, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. **THAT**, conditional on the passing of resolution 1, the Directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the directors under section 551 of the Act conferred by resolution 1 above and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to any such allotment provided that:
 - 2.1 the power conferred by this resolution shall be limited to:

2.1.1 the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

2.1.1.1 in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

2.1.1.2 to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depositary receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever;

2.1.2 in the case of the authority granted under resolution 1:

2.1.2.1 the allotment (otherwise than pursuant to sub-paragraph 2.1.1 above) of equity securities in connection with the Conditional Subscription;

2.1.2.2 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1 and 2.1.2.1 above) of equity securities in connection with the Convertible Loan Notes;

2.1.2.3 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1, 2.1.2.1 and 2.1.2.2 above) of equity securities in connection with the Redemption;

2.1.2.4 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1, 2.1.2.1, 2.1.2.2 and 2.1.2.3 above) of equity securities in connection with the Warrants;

2.1.2.5 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1, 2.1.2.1, 2.1.2.2, 2.1.2.3 and 2.1.2.4 above) of equity securities in connection with the Open Offer;

2.1.2.6 the allotment (otherwise than pursuant to sub-paragraphs 2.1.1, 2.1.2.1, 2.1.2.2, 2.1.2.3, 2.1.2.4 and 2.1.2.5 above) of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,002,005.08 (representing approximately 10 per cent. of the Company's enlarged issued ordinary share capital following completion of the Subscription and the Open Offer (assuming the Open Offer is fully subscribed); and

2.2 unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the directors may allot equity securities (and/or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Registered Office:
24 Dublin Street
Edinburgh
EH1 3PP

By order of the Board:

Delgany Corporate Services Limited
Company Secretary

3 August 2018

Explanatory Notes:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:

- 8.00 p.m. on 16 August 2018; or,
- if this meeting is adjourned, at 8.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. 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 meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH and received no later than 11.00 a.m. on 16 August 2018.
6. 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.
7. 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.

Appointment of proxy by joint members

8. 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).

Changing proxy instructions

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

12. 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 Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH.
13. 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.
14. 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.
15. The revocation notice must be received by Computershare Investor Services PLC at Corporate Actions Projects, Bristol BS99 6AH no later than 11.00 a.m. on 16 August 2018.

16. 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.
17. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Submission of proxy electronically

18. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the 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 a proxy appointed through CREST should be communicated to the appointee by other means.

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 messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider take) 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 service 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.

Corporate representative

19. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

