

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

This letter should be read in conjunction with the scheme circular to shareholders of Equals Group PLC dated 17 December 2024 containing, inter alia, the Scheme of Arrangement (**Scheme Document**) which is available to view and download on Equals' website at <https://www.equalsplc.com/strategic-review>. Words and expressions defined in the Scheme Document have the same meaning in this letter unless the context otherwise requires.

Equals Group PLC

(Incorporated in England and Wales with registered number 08922461)

Registered Office:

Third Floor Vintners Place, 68 Upper Thames Street, London, EC4V 3BJ

To: Participants in the Equals Group PLC Share Incentive Plan (the **SIP**)

17 December 2024

Dear Participant

RECOMMENDED CASH OFFER FOR EQUALS BY BIDCO: EFFECT ON YOUR SIP SHARES

1. INTRODUCTION

On 11 December 2024, the Equals Directors and the BidCo Directors announced that they had reached agreement on the terms of a recommended cash offer for the entire issued, and to be issued, share capital of Equals (**Acquisition**). The Acquisition is to be effected by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (**Scheme**) which requires the approval of Equals Shareholders and the sanction of the Court. The Acquisition and the Scheme are described in more detail in the Scheme Document, a copy of which can be found here <https://www.equalsplc.com/strategic-review>.

Global Shares Trustees (UK) Ltd (the **Trustee**) holds Equals Shares on your behalf under the SIP (your **SIP Shares**). You can find a summary of your SIP Shares on the portal at <https://fairfx.onelogin.com/portal> by clicking on Global Shares.

We are writing to explain (i) the effect of the Acquisition on your SIP Shares and (ii) how you can direct the Trustee to vote your SIP Shares in favour of or against the Scheme. If the Scheme is sanctioned by the Court, Equals Shares, including your SIP Shares, will participate in the Acquisition.

2. TERMS OF THE SCHEME OF ARRANGEMENT

If the Scheme becomes effective in accordance with its terms, Equals Shareholders whose shares are subject to the Scheme will receive:

140 pence in cash per Equals Share,

comprising a cash consideration of 135 pence (**Cash Consideration**) for each Equals Share plus a special dividend payment of 5 pence in cash per Equals Share (**Special Dividend**).

To become effective, the Scheme must be approved by Scheme Shareholders, who will vote on the Scheme at the Court Meeting and the General Meeting scheduled to be held on 8 January 2025, and certain other regulatory conditions must be satisfied. The Scheme also requires the sanction of the Court which will be sought at a hearing which is expected to take place in the second quarter of 2025.

The terms of the Scheme will apply to your SIP Shares. This means that your SIP Shares will participate in the Acquisition and in return you will receive the Cash Consideration and the Special Dividend for each SIP Share in accordance with the terms set out in the Scheme Document.

The Cash Consideration and Special Dividend due to you will be paid through the next practicable payroll after the Acquisition completes.

3. TAXATION

As the Acquisition is by way of a cash offer, if you are a UK resident participant in the SIP, no income tax or national insurance contributions charge should arise when you receive the Cash Consideration for your SIP Shares. You should also not be subject to any capital gains tax on your SIP Shares.

The Special Dividend that you receive in respect of your SIP Shares will be taxed as income at the applicable marginal rate of dividend tax based on your overall income and applicable tax rates. For the 2024/2025 tax year, the tax free dividend allowance is £500 and the applicable marginal rates of dividend tax for dividends received in excess of the allowance are 8.75% (basic rate), 33.75% (higher rate) and 39.35% (additional rate). You must report the dividends you receive to HMRC either on your self-assessment tax return, or otherwise, if your total dividend income exceeds the dividend allowance.

The above information on taxation is for guidance only and is based on the tax legislation in force, and published HMRC guidance, as at the date of this letter. It is not a full description of all the circumstances in which a tax liability may occur. **If you are in any doubt as to your tax position, or if you are not resident in the UK, you should consult an appropriate independent professional adviser immediately.**

4. VOTING ON THE SCHEME

You are entitled to instruct the Trustee how to vote your SIP Shares at the Court Meeting and at the General Meeting. The Trustee will then vote in respect of your SIP Shares at those meetings in accordance with your instructions. Please read the Scheme Document for more information about the Scheme.

If you wish to instruct the Trustee how to vote your SIP Shares at the Court Meeting and at the General Meeting, **please go to the voting tasks on the portal at <https://fairfx.onelogin.com/portal>, access Global Shares and then click and submit either "For" or "Against" each resolution no later than 5.00 p.m. on 1 January 2025.**

5. FURTHER ASSISTANCE

If you have any questions about this letter (not involving the giving of financial, legal or tax advice), please email SIP@equalsmoney.com.

Yours faithfully

Richard Cooper

CFO

Equals Group PLC