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**THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this letter or the action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 (as amended) or, if you are in a territory outside the United Kingdom, is an appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in ScS Group plc (the “Company”), please send this letter at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee. However, this letter should not be sent in whole or in part in, into or from any jurisdiction where to do so might constitute a violation of the relevant laws of such jurisdiction.

To: ScS Group plc (the “Company” or “ScS”) shareholders and, for information only, to the holders of securities convertible into, rights to subscribe for and options over, the Company’s shares.

24 October 2023

Dear Sir/Madam,

**Announcement regarding a recommended cash offer for ScS Group plc**

On 24 October 2023, ScS and Cerezola Limited (a special purpose vehicle wholly owned by Poltronosofà S.p.A.) (the “Bidder”) announced that they have reached agreement on the terms of a recommended cash acquisition pursuant to which the Bidder shall acquire the entire issued and to be issued share capital of ScS (the “Offer”). It is expected that the Offer will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006.

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the “Code”), this letter, a copy of the announcement in relation to the Offer (the “Announcement”) and all other information, documents and announcements relating to the Offer will be available on the Company’s website at [www.scsplc.co.uk/investors/](http://www.scsplc.co.uk/investors/) by no later than 12 noon (London time) on the date of this letter and will remain during the course of the Offer.

This letter is not a summary of the information in the Announcement and should not be regarded as a substitute for reading either of such Announcements in full.

Any associated documentation will be sent to the Company’s shareholders in due course, subject to any restrictions on distribution described in the Announcement. Shareholders are not required to take any action at this present time.

Yours sincerely

**Alan Smith**

**Non- Executive Chairman**



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### **Queries regarding administrative matters**

*Should you wish to contact the Company regarding administrative matters in view of the Announcement or questions in regards to this letter, please contact the Company's registrars, Equiniti Limited, at +44 (0)371 384 2050. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).*

### **Right to request hard copies**

*You may request a copy of this letter, the Announcement and any information incorporated into it by reference to another source in hard copy form by contacting the ScS' registrars, Equiniti Limited on +44 (0)371 384 2050 or by submitting a request in writing to Equiniti Limited, Aspect House, Spencer Road, Lancing West Sussex BN99 6DA. Lines are open from 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except English and Welsh public holidays). Calls are charged at the standard geographical rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate.*

*Please note that Equiniti Limited cannot provide advice on the merits of the proposed offer or the Scheme nor give any financial, investment, legal or tax advice.*

*A hard copy of this letter and the Announcement will not be sent to you unless you so request it. You may also request that all future documents, announcements and information sent to you in relation to the Offer should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.*

### **Information sharing**

*Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to the Bidder during the offer period as required under Section 4 of Appendix 4 of the Code.*

### **Directors' responsibility statement**

*The directors of the Company (the "Directors") accept responsibility for the information contained in this communication relating to the Company. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and*



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*rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3. Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.*

