

Dear Shareholder,

Thank you for opting to receive communications from ScS Group plc (the "Company" or "ScS") electronically.

On 24 October 2023, ScS Group plc ("**ScS**") and Cerezzola Limited (a special purpose vehicle wholly owned by Poltronosofà S.p.A.) (the "**Bidder**") announced that they had reached agreement on the terms of a recommended cash acquisition under Rule 2.7 of the City Code on Takeovers and Mergers (the "**Code**") pursuant to which the Bidder would acquire the entire issued and to be issued ordinary share capital of ScS (the "**Offer**"). The Offer is being implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Acquisition**").

It is intended that the Offer will be implemented by way of a Court-sanctioned scheme of arrangement (the "Scheme") under Part 26 of the Companies Act 2006 (the "Act").

This email gives notification that a scheme circular (which contains the Scheme and an explanatory statement in compliance with section 897 of the Act) (the "**Scheme Document**") was published today by the Company, and is now available to view at, and can be downloaded from, <https://www.scsplc.co.uk/investors/offer-for-scs-group-plc/>.

A copy of this email, along with certain other documents, announcements and information published in relation to the Acquisition can also be found on the Company's website at <https://www.scsplc.co.uk/investors/offer-for-scs-group-plc/>. For the avoidance of doubt, the content of the Company's website is not incorporated into, and does not form part of, this email.

Shareholder Meetings

The next step in the process is for shareholders to vote on the Acquisition. In order to become effective, the Scheme requires the approval of Scheme Shareholders at the Court Meeting and ScS Shareholders at the separate General Meeting (together, the "Meetings"), both of which will be held at Ward Hadaway LLP, 102 Quayside, Newcastle upon Tyne NE1 3DX on 21 December 2023 at 10.30 a.m. and 10.45 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) respectively. Any changes to these arrangements will be communicated to shareholders in advance of the Meetings, via the Company's website (<https://www.scsplc.co.uk/investors/offer-for-scs-group-plc/>) and by an announcement through a Regulatory Information Service.

Scheme Document

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. Notice of the Court Meeting is set out in Parts 10 of the Scheme Document. Notice of the General Meeting is set out in Part 11 of the Scheme Document. Please read the Scheme Document and the documents sent to you by post carefully. Please note that this email is not a summary of the information and proposals set out in the Scheme Document, and should not be regarded as a substitute for reading the Scheme Document in full.

Appointment of a proxy - please appoint a proxy as soon as possible

ScS Shareholders will also separately be sent a letter by post enclosing hard copies of the following important documents in relation to the Acquisition:

1. a PINK Form of Proxy for the Court Meeting on 21 December 2023;

2. a WHITE Form of Proxy for the General Meeting on 21 December 2023; and
3. a pre-paid envelope, for use in the United Kingdom only, for the return of the PINK Form of Proxy and the WHITE Form of Proxy.

We note that your preference is to receive e-communications from ScS, but we are required to send you hard copy Forms of Proxy. Accordingly, we are sending you both an email in accordance with your preferences and a hard copy letter enclosing the hard copy Forms of Proxy, as required by the Code.

It is important, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Whether or not you intend to attend and/or vote at the Meetings, you are therefore strongly encouraged to appoint a proxy as soon as possible by: (i) signing and returning your Forms of Proxy by post; or (ii) transmitting a proxy appointment and voting instruction online via Equiniti's online facility, the Proximity platform or through the CREST electronic proxy appointment service, as set out in the Scheme Document. Proxies may be appointed electronically via Equiniti's online facility by logging on to the following website: www.shareview.co.uk by logging in with your username/ID and password. Once logged in, simply click 'View' on the 'My Investments' page, click on the link to vote, then follow the on-screen instructions. Alternatively, to appoint a proxy by post, please complete and sign the Forms of Proxy sent to you separately by post in accordance with the instructions printed thereon and return them in the pre-paid envelope provided to Equiniti, ScS's Registrars, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. For a proxy appointment to be valid, the appointment must be received by Equiniti no later than 48 hours (excluding any part of such 48-hour period falling on a non-working day) before the time fixed for the relevant Meeting or any adjournment thereof. That is, no later than the relevant times set out below:

- Proxy appointments for the Court Meeting 10:30 a.m. on 19 December 2023
- Proxy appointments for the General Meeting 10:45 a.m. on 19 December 2023

If a proxy appointment in respect of the Court Meeting is not received by 10.30 a.m. on 19 December 2023, the PINK Form of Proxy may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof). However, if a proxy appointment in respect of the General Meeting is not received by 10.45 a.m. on 19 December 2023 it will be invalid. Please refer to the Scheme Document for detailed information about how to appoint proxies by post or online via Equiniti's online facility, the Proximity platform or through CREST. The completion and return of the Forms of Proxy by post or transmission of a proxy appointment or voting instruction online (via Equiniti's online facility, the Proximity platform or through CREST) will not prevent you from attending, speaking and voting at the Meetings, if you are entitled to and wish to do so.

Questions

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting, or are in any doubt as to how to submit your proxies electronically or how to complete the Forms of Proxy, please contact the Shareholder Helpline operated by Equiniti, ScS's Registrars, on +44 (0)371 384 2426. Please use the country code if calling from outside the UK. Lines are open between 8:30 a.m. and 5:30 p.m. Monday to Friday (except public holidays in England and Wales). Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from

mobile telephones. Please note that calls may be monitored or recorded and Equiniti cannot provide advice on the merits of the Acquisition or the Scheme or give any financial, legal or tax advice.

Thank you for taking the time to read this email and the Scheme Document, and thank you in advance for voting at the Meetings.

Yours faithfully

Alan Smith

Non-Executive Chairman

ScS Group plc Head Office: C/o A Share & Sons Limited, 45-49 Villiers Street, Sunderland SR1 1HA
Registered Office: C/o A Share & Sons Limited, 45-49 Villiers Street, Sunderland SR1 1HA

This message is sent to the email address registered on Equiniti's "Shareview" website. Equiniti Limited and Equiniti Financial Services Limited are part of the Equiniti group of companies. Their registered offices are at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Company share registration, employee scheme and pension administration services are provided through Equiniti Limited, which is registered in England & Wales with No. 6226088. Investment and general insurance services are provided through Equiniti Financial Services Limited, which is registered in England & Wales with No. 6208699 and is authorised and regulated by the UK Financial Conduct Authority. Please do not respond to this email as replies cannot be received or read.

Contact information for administrative matters

Should you wish to contact the Company regarding administrative matters in view of the publication of the Scheme Document or the Acquisition, please contact the Company's registrars, Equiniti, at +44 (0)371 384 2426. Lines are open 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

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.

Right to request hard copies

You may request a copy of the Scheme Document and any information incorporated into it by reference to another source in hard copy form by writing to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, or by calling +44 (0)371 384 2426. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales). A hard copy of the Scheme Document 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.

Directors' responsibility statement

The directors of the Company (the "Directors") accept responsibility for the information contained in this email 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 email is in accordance with the facts and does not omit anything likely to affect the import of such information.

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover 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 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 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (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 Takeover 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, 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 p.m. (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 Panel's website at 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.