



If you are in any doubt as regards the contents of this letter, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent 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 in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in the Company, please send this communication 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 transferee. If you have sold or transferred only part of your holding of ordinary shares in the Company, you should retain this communication and consult the bank, stockbroker or other agent through whom the sale was effected. However, this communication should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that 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.

29 November 2023

Dear Shareholder

### **Publication of important documentation in relation to the recommended cash offer for ScS Group plc**

On 24 October 2023, ScS Group plc ("ScS") and Cerezola 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").

Please find enclosed a copy of the scheme circular (which contains the Scheme and an explanatory statement in compliance with section 897 of the Act) (the "Scheme Document") which was published today by the Company. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

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

### **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.



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### **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.

### **Questions**

If you have any questions about the Scheme Document, the Court Meeting or the General Meeting, you may 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 letter and the Scheme Document and thank you in advance for voting at the Meetings.

Yours faithfully

**Alan Smith**

**Non-Executive Chairman**

**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.*

**Directors' responsibility statement**

*The directors of the Company (the "Directors") accept responsibility for the information contained in this letter 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 letter 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*



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*Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the 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.*