

Retail Offer Terms and Conditions

In these Retail Offer Terms and Conditions the following words and expressions shall have the following meanings.

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|------------------------|---|--------------------------------------|--|------------------------------------|
| Issuer | The company that is issuing securities subject of the Offer | Deadline for applications | The time and date specified in the Offer Documents | |
| Offer | A Retail Offer for the ordinary shares of the Issuer | Disclosure Threshold Amount | £200,000 or such other amount as specified for the particular offer. | |
| Offer Document | The Issuer's announcement in connection with the Offer. | Application Amount per client | Minimum Application Amount: £250 | Maximum Application Amount: N/A |
| Offer Materials | The Offer Document and any additional information provided by the Issuer for the purposes of the Offer. | | | |
| Offer Price | The price at which each ordinary share is to be issued pursuant to the Offer. | | | |

These Retail Offer Terms and Conditions (**Retail Offer Terms**) apply where you apply to participate in the Offer through us. Hargreaves Lansdown Asset Management Limited ("**Hargreaves Lansdown**", "**we**" or "**us**") acts as your agent in respect of your application. In applying to participate in the Offer, you irrevocably authorise Hargreaves Lansdown to submit your application to the Issuer on your behalf and agree to be bound by your application and these Retail Offer Terms. A breach of these Retail Offer Terms may result in your application being rejected or withdrawn. We will not be liable for any loss you suffer as a result.

These Retail Offer Terms supplement our general Terms and Conditions of the HL Service (**General Terms**) which apply to our relationship in general for providing you with investment and other services. In the event of a conflict between these Retail Offer Terms and the General Terms these Retail Offer Terms shall apply to the extent of the inconsistency.

Please note that we have absolute discretion as to whether to accept your application. We have no obligation to accept your application even where it complies with these Retail Offer Terms.

Retail Offers of securities in scope of these Retail Offer Terms are limited to:

- those for which we have been appointed as a financial intermediary by the Issuer or arranger for the Offer as the case may be.

- Offers of shares admitted or to be admitted to trading on a market of the London Stock Exchange.
- Retail clients who are, at the date of the Offer, existing shareholders of the same class of securities in the relevant Issuer; and
- Minimum or Maximum Application Amount set out above or as set by the Issuer and its Advisors for the particular Offer, if different.

ABOUT YOU

You must be eligible to participate in the Offer. In submitting an application to us, you confirm that you are eligible because you are an existing shareholder in the same class of securities in the Issuer as for the Offer AND you are:

- an individual of at least 18 years of age applying either:
 - on your own behalf; or
 - on behalf of a company, investment club, trust or individual under 18 years of age.
- physically located in, and have a residential address in, the United Kingdom.
- not (and are not and will not be acting on behalf of) a person resident in the United States, Canada, Australia, Japan, or any other jurisdiction other than the United Kingdom (which excludes the Channel Islands and the Isle of Man);

- not applying, nor are you applying on behalf of a party, with a view to re-offer, re-sell or deliver securities acquired under the Offer, directly or indirectly in or into, or to a person or for the business of a person residing in or otherwise physically present in, the United States, Canada, Australia or Japan or any other jurisdiction other than the United Kingdom (which excludes the Channel Islands and the Isle of Man); or for any US Person (as such term is defined in Regulation S under the Securities Act of 1933) or to any person you believe is purchasing or subscribing for shares for the purpose of such re-offer, re-sale or delivery; and
- you (or the person you are applying on behalf of) are not, nor are you (or it) a nominee or agent for any other person, engaged in the business of issuing depositary receipts or providing clearance services.
- you have read and understood the Issuer's Offer Materials (and any supplement thereto) published in connection with the Offer.
- your application is made solely on the basis of, and you are not relying, and will not rely, on any information other than as contained in, the Offer Document (or any supplement thereto);
- you are solely responsible for assessing the suitability of the securities comprised in the Offer for your circumstances.
- Hargreaves Lansdown will not, and is not required to, assess the appropriateness of the securities for you on the basis that the securities are non-complex investments for the purposes of the FCA Rules.

APPLICATIONS

Applications must be received before the deadline in the information provided for the particular Offer. We may at any time, at our discretion and without notice, amend the deadline for applications. We will do so to reflect changes in the Offer timetable imposed on us as financial intermediary by the Issuer in respect to any Offer.

Applications received after the deadline specified above or any amended deadline will not be accepted.

Applications to participate in the Offer must be for at least the Minimum Application Amount and not exceed any Maximum Application Amount for the Offer.

If you apply for securities with a value equal to or exceeding the Disclosure Threshold Amount set for the Offer, you consent to Hargreaves Lansdown disclosing your identity to the Issuer and its agents and advisers involved in the Offer in confidence. If your application is for an amount which is not divisible by the Offer Price, it may be rounded down to the nearest eligible value when allocations are made. You may make a joint application, but only one application is permitted per client number. If you submit applications across multiple Hargreaves Lansdown accounts (for example, through an ISA, SIPP and Fund & Share Account), we will aggregate these into one application.

By applying to participate in the Offer, you irrevocably agree (subject to any rights of withdrawal referred to below) to subscribe for securities in the aggregate amount applied for at the Offer Price or such lesser amounts in respect of which your application may be accepted and to pay the applicable amount (i.e., the amount based on your allocation of securities at the Offer Price)

In applying to participate in the Offer, you confirm that:

- you have read the risk disclosures provided to you by Hargreaves Lansdown in connection with securities in general for our investment services and have also referred to the risk disclosures for retail offers in these Retail Offer Terms and the particular risk disclosures made in any Offer Materials.
- you have not received advice from Hargreaves Lansdown in relation to the Offer and Hargreaves Lansdown does not owe you any duties or responsibilities in connection with the Offer.
- you agree that you will not be entitled to exercise any right of rescission (that is, have your application voided and be reimbursed any amounts paid) for any innocent misrepresentation made in relation to the Offer at any time before or after securities are allocated to you.
- you agree that neither Hargreaves Lansdown, the Issuer and any other party connected to the Offer will have any liability to you for any information or representation not contained in the Offer Document (or any supplement thereto).
- you understand that the Issuer has not produced a prospectus, admission document or listing particulars in connection with the Offer.
- you understand that Offers for which you apply to participate through Hargreaves Lansdown may not progress, may be delayed (as may be announced via Regulatory News Service) or may be terminated by the Issuer or its advisers. If the Offer is terminated any monies paid by you in respect of an allocation will be returned without interest.
- you acknowledge that the limited offer period and the decision to conduct an Accelerated Bookbuild and the

determination of the Offer Price is the decision of the Issuer and not Hargreaves Lansdown.

- we are not responsible for any non-allocation of securities to you in the event that your application is completed wrongly or is submitted late, if there are irregularities in the client information submitted or if your payment of the subscription amount fails or is inadequate for any reason.

You acknowledge that a decision may be taken at any time and for any reason (and without a reason being given) by the Issuer to withdraw or not to proceed with the Offer or any part thereof. Applications will be accepted at the discretion of the Issuer. Hargreaves Lansdown accepts no liability in the event the Issuer refuses to accept your application.

You acknowledge, as also provided in our HL Terms of Service, that you should not enter into an application for securities as part of any Offer if you are in possession of inside information concerning the Issuer or its securities.

You should not, in connection with your application for any Offer, act in concert with any other person with a view to consolidating control of an Issuer. We shall take such action as we shall reasonably determine required of us in the event any such activity comes to our attention.

We will submit applications to the Issuer using such portal or service for accessing Offers as we may have available to us from time to time which may be provided by a delegate or external vendor. Where we rely on a third-party portal or service to submit your application for an Offer then we shall not be responsible for the non-availability of such portal or service provided this is due to circumstances outside our control.

APPLICATION PROCESS

Eligible clients who are existing shareholders in the same class of securities as the Offer securities will receive a secure message from us when a relevant Issuer conducts an Offer for which we are a financial intermediary.

On logging into your Hargreaves Lansdown account you will be provided with information about the Offer and will be able to submit an application to participate in the Offer. The receipt of your application will be confirmed by a second secure message. A third secure message will be sent, after the results of the Offer are announced via the Regulatory News Service, to confirm any allocation to you in the Offer and the timing for this being credited to your Hargreaves Lansdown relevant account/s.

Clients seeking to participate in the Offer should be aware that the time frame for accessing information on the Issuer and the Offer may be limited to a matter of a few days or at minimum a few hours. Clients wishing to participate in the Offer should take note of secure messages received in order

to avoid missing the opportunity to make an application. It will not be possible to make an application outside the Offer timetable as specified in the Offer Document and related information provided to you.

During the period in which the Offer is open for acceptance, clients may contact the Hargreaves Lansdown Dealing Desk to ask questions or submit an application to participate in the Offer.

ALLOCATIONS

The allocation policy for the Offer is determined by the Issuer and allocations of securities will be made at the sole discretion of the Issuer. Even where your application is accepted by the Issuer, you may not receive the full amount that you have applied for. The Issuer may 'scale back' applications if the Offer is oversubscribed. In most cases, the terms of any scale back will be dictated to us by the Issuer, in which case we will be bound to follow those terms. In other cases, the Issuer may allocate a defined number of securities to us and allow us to dictate the terms of any scale back, in which case we will have sole discretion as to the number of securities we allocate to you and other applicants.

You should be aware that some Offers may require the consent of a general meeting of existing shareholders or other consent being granted or conditions being met which may delay settlement. In these circumstances your investment is conditional only on those matters and may not be withdrawn.

If you have applied across several accounts and your application is successful, the securities you receive will be allocated between accounts pro rata to the amounts applied for each account. If allocating securities over several accounts results in fractions of securities, allocations will be rounded down to the nearest whole security. You may therefore receive fewer securities than would be the case if you applied through only one Hargreaves Lansdown account.

Should you participate in an Offer and receive an allocation we will send confirmation of your allocation to your secure message centre as described above.

When receiving an allocation of securities in an Offer you acknowledge that you are purchasing securities directly from the Issuer and not via a dedicated financial market. Your application will be fulfilled outside a regulated market or MTF. We will not have any other means of achieving best price for the securities in accordance with our usual Order Handling Policy.

COMMISSION

Subject to applicable law and regulation, Hargreaves Lansdown will receive commission through the Offer equivalent to 0.5% of the value of each successful application for an Offer pursuant to these Retail Offer Terms. This will be paid to us by the Issuer. Further information on

the commission we may receive in connection with the Offer will be available upon request.

You will not be charged by Hargreaves Lansdown to participate in the Offer.

COMMUNICATIONS

Please note that we will only communicate with you by Secure Message in relation to the Offer. You must therefore ensure that we hold your current email address and check your email account for updates regularly.

DISCLOSURE OF INFORMATION

We will comply with all reasonable requests for information relating to your application from the Financial Conduct Authority (or any other regulator) or any party connected to the Offer for the purposes of that person complying with legal, regulatory or tax requirements.

We may delegate or be supported by a third party in the provision of any aspect of our financial intermediary service for Offers to a third party without your consent.

RISKS OF PARTICIPATING IN RETAIL OFFERS

Before participating in any Retail Offer, you should read the supplementary Risk Warning which is attached to the Secure Message.

RETAIL BOOK

We own a small minority shareholding in the technology platform Retail Book Limited (RetailBook).

Retail Book was developed to provide investment opportunities including IPOs, follow-on placings and retail bond offerings to retail investors. We may use the RetailBook platform to facilitate your application.

We will not allow our interest in RetailBook to affect our decision-making or our duties to you and any potential conflict of interest is managed in line with our Conflicts Policy (a summary of which is available here: www.hl.co.uk/conflicts). In this way, we can ensure that your interests are not affected.

THIS DOCUMENT

This document is issued by, and is the sole responsibility of, Hargreaves Lansdown. It does not constitute an offer to sell, or a solicitation or invitation of an offer to subscribe for, buy or otherwise acquire, any shares or other securities.

This document, the Offer Materials and any additional information provided by Hargreaves Lansdown in connection with an Offer are directed towards and are only being distributed to persons who fall within article 43 of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005.

The Retail Offer Terms set out in this document are governed by English law. In the event of any disputes relating to these Retail Offer Terms, you agree to submit to the exclusive jurisdiction of the English courts.