

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Important Information to Overseas Persons

The distribution of this document and/or the Form of Proxy and/or the Application Form in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. The Open Offer Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "**US Securities Act**") and may not be offered, sold or delivered in, into or from the United States, or to, or for the account or benefit of U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws. This document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident, in the United States, or who is otherwise a "U.S. person" as defined in Regulation S under the US Securities Act. There will be no public offer of Placing Shares in the United States. Outside of the United States, the Open Offer Shares are being offered in reliance on Regulation S promulgated under the US Securities Act. The Open Offer Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

The Open Offer Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the Open Offer Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Open Offer Shares may not be offered, sold, taken up, delivered or transferred in, into or from the Australia, Canada, Japan, the Republic of South Africa and the United States or any other jurisdiction where to do so would constitute a breach of local securities laws or regulations (each a "**Restricted Jurisdiction**") or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

References to defined terms

Certain terms in this document are defined in the Section of this document headed "Definitions". In this document, references to "pounds sterling", "£", "penny", "pence" and "p" are to the lawful currency of the United Kingdom. All times referred to in this document are references to London time.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding Saturdays, Sundays and public holidays) from the date hereof until 10 December 2018 from the Company's registered office and at the General Meeting. Copies will also be made available to download from the Company's website at www.suttonharbourholdings.co.uk.

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DIRECTORS AND ADVISERS

Directors	Philip Beinhaker	Executive Chairman
	Graham Miller	Non-Executive Director
	Sean Swales	Non-Executive Director
	Natasha Gadsdon	Finance Director
Company Secretary	Natasha Gadsdon	
Registered Office	Tin Quay House Sutton Harbour Plymouth Devon PL4 0RA	
Nominated Adviser and Broker	Arden Partners plc 125 Old Broad Street London EC2 1AR	
Solicitors to the Company	Michelmores LLP 6 New Street Square London EC4A 3BF	
Receiving Agent & Registrar	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE	

OPEN OFFER STATISTICS

Number of Existing Ordinary Shares in issue as at the Record Date	105,599,120
Number of Existing Ordinary Shares expected to be in issue immediately prior to the General Meeting ¹	105,599,120
Issue Price per New Ordinary Share	29 pence
Market price per Existing Ordinary Share ²	28.5 pence
Premium to the market price of an Existing Ordinary Share ³	1.8%
Entitlement of Qualifying Shareholders under the Open Offer	77 Open Offer Share for every 786 Ordinary Shares
Number of Open Offer Shares	10,344,951
Maximum gross proceeds of the Open Offer*	Approximately £3.0 million
Number of Ordinary Shares in issue immediately following completion of the Open Offer*	115,944,071
Open Offer Shares as a percentage of the Enlarged Share Capital*	Approximately 8.9 per cent.
Open Offer Basic Entitlements ISIN	GB00BD04LP45
Open Offer Excess Entitlements ISIN	GB00BD04MQ27

* Assuming full take-up under the Open Offer

¹ Assuming no further issue of Existing Ordinary Shares prior to the issue of the Open Offer Shares

² Closing Price at 5 p.m. on the 21 November 2018 being the latest practical date prior to the announcement of the Open Offer.

³ Being the percentage discount which the Issue Price represents to the Closing Price at 5 p.m. on the 21 November 2018 being the latest practical date prior to the announcement of the Open Offer.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2018

Record Date for entitlement to participate in the Open Offer	6:00 p.m. on 20 November
Announcement of the Open Offer	22 November
Dispatch of this document, the Form of Proxy and, to certain Qualifying Non-CREST Shareholders, the Application Form	22 November
Ex-Entitlement Date for the Open Offer	8:00 a.m. on 22 November
Basic Entitlements and Excess Entitlements credited to CREST stock accounts of Qualifying CREST Shareholders	As soon as practicable after 8:00 a.m. 23 November
Recommended latest time and date for requesting withdrawal of Basic Entitlements and Excess Entitlements from CREST	4:30 p.m. on 30 November
Latest time for depositing Basic Entitlements and Excess Entitlements into CREST	3:00 p.m. on 3 December
Latest time and date for splitting Application Forms (to satisfy bona fide market claims only)	3:00 p.m. on 4 December
Latest time and date for return of Forms of Proxy	10.00 a.m. on 6 December
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11:00 a.m. on 6 December
Record date for the General Meeting	6.00 p.m. on 6 December
Time and date of General Meeting	10.00 a.m. on 10 December
Results of General Meeting and Open Offer announced through RNS	10 December
Admission of and dealings in Open Offer Shares expected to commence on AIM	8:00 a.m. on 11 December
Open Offer Shares in uncertificated form expected to be credited to accounts in CREST (uncertificated holders only)	11 December
Expected date of despatch of definitive share certificates for the Open Offer Shares in certificated form (certificated holders only)	Within 10 Business Days of Admission

Notes:

- The ability to participate in the Open Offer is subject to certain restrictions relating to Qualifying Shareholders with registered addresses or located or resident in countries outside the UK (particularly the Excluded Overseas Shareholders), details of which are set out in paragraph 6 of Part II of this document. Subject to certain exceptions, Application Forms will not be despatched to, and Open Offer Entitlements will not be credited to the stock accounts in CREST of, Shareholders with registered addresses in any of the Restricted Jurisdictions.
- Each of the times and dates set out in the above timetable and mentioned in this document is subject to change by the Company (with the agreement of Arden), in which event details of the new times and dates will be notified to the London Stock Exchange and the Company will make an appropriate announcement to a Regulatory Information Service.
- References to times in this document are to London times unless otherwise stated.
- Different deadlines and procedures for applications may apply in certain cases. For example, if you hold your Ordinary Shares through a CREST member or other nominee, that person may set an earlier date for application and payment than the dates noted above.
- If you require assistance please contact Computershare on 0370 707 1326. The helpline is open between 8:30 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Act	the Companies Act 2006
Admission	admission of the Open Offer Shares to trading on AIM and such admission becoming effective in accordance with the AIM Rules for Companies
AIM	the AIM market operated by the London Stock Exchange
AIM Rules for Companies	the rules of AIM as set out in the publication entitled 'AIM Rules for Companies' published by the London Stock Exchange from time to time
AIM Rules for Nominated Advisers	the rules of AIM as set out in the publication entitled 'AIM Rules for Nominated Advisers' published by the London Stock Exchange from time to time
Allocation Policy	the policy adopted by the Company for the allocation of the Excess Shares to Qualifying Shareholders as set out in paragraph 5.3 of Part I of this document
Application Form	the application form accompanying this document to be used by Qualifying Non-CREST Shareholders in connection with the Open Offer
Basic Entitlement	the Open Offer Shares which a Qualifying Shareholder is entitled to subscribe for under the Open Offer calculated on the basis of 77 Open Offer Share for every 786 Existing Ordinary Share held by that Qualifying Shareholder as at the Record Date
Board	the board of directors of the Company for the time being
Business Day	any day (excluding Saturdays and Sundays) on which banks are open in London for normal banking business and the London Stock Exchange is open for trading
certificated or in certificated form	the description of a share or other security which is not in uncertificated form (that is not in CREST)
Circular or this document	this document dated 22 November 2018 including the notice of the general meeting
Closing Price	the closing middle market quotation of an Ordinary Share
Company or Sutton Harbour	Sutton Harbour Holdings plc, a company incorporated in England and Wales with registered number 02425189 and having its registered office at Tin Quay House, Sutton Harbour, Plymouth, Devon PL4 0RA
Computershare	the Company's registrar, Computershare Investor Services PLC, a company incorporated in England and Wales with registered number 03498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol, BS13 8AE
CREST	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
CREST Manual	the compendium of documents entitled 'CREST Manual' issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8) the CCSS Operations Manual and the CREST Glossary of Terms

CREST member	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
CREST participant	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
CREST Proxy Instruction	the appropriate CREST message made to appoint a proxy, properly authenticated in accordance with Euroclear's specifications
CREST Regulations	the Uncertificated Securities Regulations 2001
CREST sponsor	a CREST participant admitted to CREST as a CREST sponsor
CREST sponsored member	a CREST member admitted to CREST as a sponsored member
Current Percentage Holding	in relation to each Qualifying Shareholder the percentage holding of such person of Existing Ordinary Shares on the Record Date
Director	a member of the Board
Enlarged Share Capital	the issued share capital of the Company immediately following Admission
EU	the European Union
Euroclear	Euroclear UK & Ireland Limited
Excess Applications	applications pursuant to the Excess Application Facility
Excess Application Facility	the mechanism whereby a Qualifying Shareholder, who has taken up his Basic Entitlement in full, can apply for Excess Shares as more fully set out in Part II of this document, which may be subject to scaling back in accordance with the Allocation Policy
Excess Entitlement	in relation to each Qualifying Shareholder who applies for Excess Shares, the lower of: (i) the number of Excess Shares applied for; and (ii) the number of Excess Shares calculated pursuant to the Allocation Policy
Excess Shares	Open Offer Shares which are not taken up by Qualifying Shareholders pursuant to their Basic Entitlements and which are offered to Qualifying Shareholders under the Excess Application Facility
Excluded Overseas Shareholders	other than as decided by the Company, in its absolute discretion, or as permitted by applicable law, Shareholders who are located or have registered addresses in a Restricted Jurisdiction
Ex-Entitlement Date	8:00 a.m. on 22 November 2018
Existing Ordinary Shares	the 105,599,120 Ordinary Shares in issue at the Record Date
FCA	the UK Financial Conduct Authority
Form of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting, which is enclosed with this document
FSMA	the UK Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of the Company convened for 10.00 a.m. on 10 December 2018 at which the Resolutions will be proposed, notice of which is set out at the end of this document
Group	the Company and/or its subsidiary undertakings at the date of this document (as defined in sections 1159 and 1160 of the Act)

Issue Price	29 pence per New Ordinary Share
London Stock Exchange	London Stock Exchange plc
Money Laundering Regulations	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended and supplemented)
Notice of General Meeting	the notice of General Meeting set out at the end of this document
Open Offer	the invitation by the Company to Qualifying Shareholders to apply to subscribe for Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in this document and, in the case of the Qualifying Non-CREST Shareholders only, the Application Form
Open Offer Entitlements	an entitlement to subscribe for Open Offer Shares, allocated to a Qualifying Shareholder under the Open Offer being the Basic Entitlement and the Excess Entitlement
Open Offer Shares	up to 10,344,951 new Ordinary Shares to be offered to Qualifying Shareholders under the Open Offer
Overseas Shareholders	Shareholders with registered addresses outside the UK or who are citizens of, incorporated in, registered in or otherwise resident in, countries outside the UK
Options	options granted by the Company over unissued Ordinary Shares pursuant to employee share option schemes and rights to subscribe for shares pursuant to employee and non-executive long term incentive plans put in place by the Company
Option holders	the employees of the Company (including directors of the Company) who hold Options
Ordinary Shares	ordinary shares of 1 penny each in the capital of the Company
Panel	The Panel on Takeovers and Mergers
Participant ID	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant
Prospectus Rules	the Prospectus Rules published by the FCA
Qualifying CREST Shareholders	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are in uncertificated form
Qualifying Non-CREST Shareholders	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form
Qualifying Shareholders	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date with the exception (subject to certain exceptions) of Excluded Overseas Shareholders
Record Date	6:00 p.m. on 20 November 2018
Registrar or Receiving Agent	Computershare
Regulatory Information Service	has the meaning given in the AIM Rules for Companies
Resolutions	the resolutions to be proposed at the General Meeting and set out in the Notice of General Meeting

Restricted Jurisdictions	each of Australia, Canada, Japan, the Republic of South Africa and the United States or any other jurisdiction where the Open Offer Shares may not be offered, sold, taken up, delivered or transferred in, into or from as to do so would constitute a breach of local securities laws or regulations
Rule 9	Rule 9 of the Takeover Code
Shareholders	holders of Existing Ordinary Shares
Takeover Code	The City Code on Takeovers and Mergers
uncertificated	recorded on a register of securities maintained by Euroclear in accordance with the CREST Regulations as being in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
UK or United Kingdom	the United Kingdom of Great Britain
US or United States	the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
US\$	the legal currency of the US
US Securities Act	the US Securities Act of 1933, as amended
USE	unmatched stock event
Arden	Arden Partners plc, a company incorporated in England and Wales with registered number 04427253 and having its registered office at 5 George Road, Edgbaston, Birmingham B15 1NP
£ or sterling or penny or pence	the legal currency of the United Kingdom

PART I

LETTER FROM THE CHAIRMAN OF SUTTON HARBOUR HOLDINGS PLC

Incorporated and registered in England and Wales with registered number 05963927

Directors:

Philip Beinhaker	Executive Chairman
Graham Miller	Non-Executive Director
Sean Swales	Non-Executive Director
Natasha Gadsdon	Finance Director

Registered office:

Tin Quay House
Sutton Harbour
Plymouth
Devon PL4 0RA

22 November 2018

Dear Shareholder,

**Open Offer of up to 10,344,951 new Ordinary Shares at 29 pence per share
to raise approximately £3.0 million**

and

Notice of General Meeting

1 Introduction

The Company announced today that it proposes to undertake an Open Offer to raise approximately £3.0 million (before expenses) by the issue of new Ordinary Shares at 29 pence per share conditional on the passing of the Resolutions at the General Meeting.

The Issue Price represents a premium of 1.8 per cent. to the Closing Price of 28.5 pence at 5 p.m. on 21 November 2018 being the latest practical date prior to the announcement of the Open Offer, and a 3.7 per cent. discount to the 90 day volume weighted average price. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that Admission will occur at 8:00 a.m. on 11 December 2018.

The purpose of this letter is to set out the background to, and the reasons for, the Open Offer. It explains why the Board considers the Open Offer to be in the best interests of the Company and its Shareholders as a whole and why the Board unanimously recommends that Shareholders vote in favour of each of the Resolutions to be proposed at the General Meeting and to convene a General Meeting at which the Resolutions seeking Shareholder authority for the issue of the Open Offer Shares will be put to the Shareholders.

Your attention is drawn to paragraph 4 of Part II of this document which sets out the actions to be taken by Qualifying Shareholders seeking to participate in the Open Offer.

You will find set out at the end of this document the Notice of General Meeting, to be held at Michelmores LLP, 6 New Street Square, London EC4A 3BF on 10 December 2018 at 10.00 a.m., at which the Resolutions will be proposed, in the case of Resolutions 1, as an ordinary resolution and, in the case of Resolution 2, as a special resolution.

2 Overview of the Group

The Company has a vision to create a major waterfront destination where people can live, work and play, centred on the historic asset of Sutton Harbour. It is also ideally placed to benefit from the upcoming festivities in 2020 that will commemorate the 400th anniversary of the Mayflower setting sail from Plymouth. The Board believes in the long term vision for Sutton Harbour and the long term value of the various other development sites such as Sugar House and the former airport site.

On 23 November 2017, FB Investors LLP (**FB Investors**) and the Company jointly announced they had reached agreement on the terms of a recommended partial cash offer to be made by FB Investors to acquire up to 67,393,960 Ordinary Shares, representing 70 per cent. of the issued ordinary share capital of the Company, by way of a contractual offer under the Takeover Code at a price of 29.5 pence per SHH Share (the **Partial Offer**). The Partial Offer was declared wholly unconditional on 3 January 2018 and closed, oversubscribed on 16 January 2018. Following completion of the Partial Offer and scaling back of acceptances, FB Investors held 76,715,994 Ordinary Shares, representing approximately 72.65 per cent. of the Ordinary Shares in issue on 18 January 2018, the date of the announcement.

Current significant Shareholdings are as follows:

Name	Number of Ordinary Shares	Approximate percentage holding
FB Investors LLP	76,715,994	72.65%
Crystal Amber Fund Limited	9,769,813	9.25%
Rotolok (Holdings) Limited	6,028,760	5.71%

The interests of the Directors in the Ordinary Shares as at the date of this document are set out below:

Name	Number of Ordinary Shares	Approximate percentage holding
Graham S. Miller	31,968	0.030%
Natasha C. Gadsdon	22,623	0.021%
Sean J. Swales	2,914	0.003%
Philip H. Beinhaker	-	-

3 Background to and reasons for the Open Offer and use of proceeds

After considering available options, the Board believes the Open Offer is the most appropriate way to fulfil that commitment and is in the best interests of both the Company and its shareholders. The Company expects to use the net proceeds of the Open Offer to be used in the ongoing development of Company including pre-construction costs in respect of both Harbour Arch Quay and Sugar Quay, capital maintenance across the Company's assets, and to meet the Company's general funding requirements arising from its ordinary and development activities.

4 Current trading and outlook

On 9 November 2018 the Company announced that, following the meeting of the Planning Committee of Plymouth City Council held on 8 November 2018, its application for the mixed use residential and commercial building at Sugar Quay received unanimous approval. The Company's application for the related expansion and improvement of Harbour Car Park also gained the committee's support. As is usual with this stage of the planning approval process the approvals received are conditional, amongst other things, on the plans being implemented. The Sugar Quay development is also subject to certain obligations under section 106 of the Town and Country Planning Act 1990.

On 22 November 2018, the Company announced its unaudited interim results for the half year ended 30 September 2018, a copy of which can be found on the Company's website www.suttonharbourholdings.co.uk. The Company reported that revenue and profit before taxation for the six months to 30 September 2018 were £3.717 million and £0.11 million, respectively. Net assets at 30 September 2018 were £39.445 million. Trading in the period by the marine and car parking activity segments over the first half year was consistent with the same period last year. Income from the real estate segment is slightly below that of the comparable period as a result of temporary voids. The outlook is improving for the second half year with interest in commercial property increased in recent months. Three new lettings recently completed and a further two are due to complete shortly.

The Company's key focus in the first half year has resulted in the successful achievements of planning consents for a new phase of regeneration around Sutton Harbour. The collaborative approach with the Local Authority, stakeholders and the development team has enabled the formulation of a high profile scheme which will contribute to housing delivery targets as well as stimulate the social and economic vibrancy of the area. The Company is now actively progressing the funding strategy to bring the schemes to construction.

5 Details of the open offer

5.1 Structure

The Board has given careful consideration as to the structure of the Open Offer and has concluded that the Open Offer is the most suitable option available to the Company and its Shareholders at this time. Up to 10,344,951 new Ordinary Shares will be issued through the Open Offer at 29 pence per Open Offer Share to raise gross proceeds of up to approximately £3.0 million.

The Issue Price represents a 1.8 per cent. premium to the Closing Price of 28.5 pence per Ordinary Share at 5 p.m. on 21 November 2018 being the latest practical date prior to the announcement of the Open Offer, and a 3.7 per cent. discount to the 90 day volume weighted average price.

5.2 Principal terms of the Open Offer

The Open Offer provides an opportunity for all Qualifying Shareholders to participate (on and subject to the terms and conditions of the Open Offer) by both subscribing for their respective Basic Entitlements and by applying for Excess Shares under the Excess Application Facility, subject to availability and the passing of the Resolutions at the General Meeting.

The aggregate number of Open Offer Shares available for subscription pursuant to the Open Offer will not exceed 10,344,951 new Ordinary Shares.

a) Basic Entitlement

Qualifying Shareholders have a Basic Entitlement of:

77 Open Offer Share for every 786 Existing Ordinary Shares

registered in the name of the relevant Qualifying Shareholder on the Record Date rounded down to the nearest whole number of Open Offer Shares. Fractions of Open Offer Shares will be disregarded in calculating Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility.

b) Excess Application Facility

Subject to the Allocation Policy set out below and assuming that an individual Qualifying Shareholder has accepted his Basic Entitlement in full, the Excess Application Facility enables that Qualifying Shareholder to apply for any whole number of Excess Shares in addition to his Basic Entitlement.

In the event that applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Basic Entitlements, the Company will apply the following Allocation Policy:

- i. **subject always to sub-paragraph (ii) below, the Excess Shares will be allocated at the Board's absolute discretion in consultation with Arden; and**
- ii. **if there is an oversubscription resulting from Excess Applications, allocations in respect of Excess Applications will be scaled back pro rata to the number of Excess Shares applied for under the Excess Application Facility by Qualifying Shareholders.**

No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Save to the extent stated above, no assurance can be given that applications by Qualifying Shareholders under the Excess Application Facility will be met in full, in part or at all.

5.3 Application procedure under the Open Offer

Qualifying Shareholders may apply for any whole number of Open Offer Shares.

In the case of Qualifying Non-CREST Shareholders, the number of Open Offer Shares in respect of his Basic Entitlement is shown in Box 4 on their Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Basic Entitlements standing to the credit of their stock account in CREST.

Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their Basic Entitlements.

Qualifying CREST Shareholders will receive a credit to their appropriate stock accounts in CREST in respect of their Basic Entitlements and also in respect of their Excess Entitlement as soon as practicable after 8:00 a.m. on 23 November 2018.

Application will be made for the Basic Entitlements and Excess Entitlements of Qualifying CREST Shareholders to be admitted to CREST. The Basic Entitlements and Excess Entitlements will also be enabled for settlement in CREST as soon as practicable after 8:00 a.m. on 23 November 2018. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim.

Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's Claims Processing Unit. Qualifying Non-CREST Shareholders should note that their Application Forms are not negotiable documents and cannot be traded.

Further information on the Open Offer and the terms and conditions on which it is made, including the procedure for application and payment, are set out in Part II of this document and, where relevant, on the Application Form.

5.4 Conditionality

The Open Offer is conditional, inter alia, upon the passing of each of the Resolutions to be proposed at the General Meeting and Admission occurring by no later than 8:00 a.m. on 11 December 2018 (or such later times

and/or dates as may be agreed between the Company and Arden, being no later than 8:00 a.m. on 21 December 2018).

If the conditions are not satisfied or waived the Open Offer will lapse and any Basic Entitlements and Excess Entitlements admitted to CREST will, after that time and date, be disabled and application monies under the Open Offer will be refunded to the applicants, by cheque (at the applicant's risk) in the case of Qualifying Non-CREST Shareholders and by way of a CREST payment in the case of Qualifying CREST Shareholders, without interest, as soon as practicable thereafter.

5.5 Application for Admission

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. Admission of the Open Offer Shares is expected to take place, and dealings on AIM are expected to commence, at 8:00 a.m. on 11 December 2018 (or such later times and/or dates as may be agreed between the Company and Arden). No temporary document of title will be issued.

The Open Offer Shares will, following Admission, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of this document and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the Ordinary Shares after Admission.

5.6 Important notice

Shareholders should note that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although their Basic Entitlements and Excess Entitlements will be admitted to CREST, and be enabled for settlement, the Basic Entitlements and Excess Entitlements will not be tradeable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim. Qualifying Shareholders should be aware that in the Open Offer, unlike with a rights issue, any Open Offer Shares not applied for by Qualifying Shareholders under their Basic Entitlements will not be sold in the market on behalf of, or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer, but may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility.

Qualifying Shareholders are being invited to participate in the Open Offer and (subject to certain exceptions) will have received an Application Form with this document.

In issuing this document and structuring the Open Offer in this manner, the Company is relying on the exemption from issuing a prospectus in section 86(1)(e) and on paragraphs 43 and 60 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended).

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to the date on which the shares are marked 'ex-entitlement' is advised to consult his stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the purchasers under the rules of the London Stock Exchange.

6 Effect of the Open Offer

Assuming full take-up under the Open Offer upon completion, the Open Offer Shares will represent approximately 8.9 per cent. of the Enlarged Share Capital.

7 Action to be taken in respect of the Open Offer

7.1 Qualifying Non-CREST Shareholders (i.e. holders of Existing Ordinary Shares who hold their Existing Ordinary Shares in certificated form)

If you are a Qualifying Non-CREST Shareholder you will receive an Application Form which gives details of your Basic Entitlement under the Open Offer (as shown in Box 4 of the Application Form). If you wish to apply for Open Offer Shares under the Open Offer, you should complete the Application Form in accordance with the procedure for application set out in paragraph 4.1 of Part II of this document and on the Application Form itself.

Qualifying Non-CREST Shareholders who wish to subscribe for more than their Basic Entitlements should complete Boxes 6, 7, 8 and 9 on the Application Form. Completed Application Forms, accompanied by full payment in accordance with the instructions in paragraph 4.1 of Part II of this document, should be posted (using the accompanying reply-paid envelope if posted from the UK only) to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, in either case, as soon as possible and in any event so as to be received by no later than 11:00 a.m. on 6 December 2018. If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form.

7.2 Qualifying CREST Shareholders (i.e. holders of Existing Ordinary Shares who hold their Existing Ordinary Shares in uncertificated form)

If you are a Qualifying CREST Shareholder you will not be sent an Application Form. You will receive a credit to your appropriate stock account in CREST in respect of your Basic Entitlement under the Open Offer and also an Excess Entitlement for use in connection with the Excess Application Facility. You should refer to the procedure for application set out in paragraph 4.2 of Part II of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 4.2 of Part II of this document by no later than 10:00 a.m. on 6 December 2018.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

If you are in any doubt as to the action you should take, you should immediately seek your own personal financial advice from an appropriately qualified independent professional adviser.

7.3 Forms of Proxy

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Registrar, Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH by not later than 10 a.m. on 6 December 2018. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

8 General Meeting

The issue of the Open Offer Shares is conditional upon, *inter alia*, the approval by the Shareholders of the relevant Resolutions to be proposed at the General Meeting of the Company. A notice convening the General Meeting to be held at Michelmores LLP, 6 New Street Square, London EC4A 3BF at 10.00 a.m. on 10 December 2018 is set out at the end of this document, at which the following Resolutions will be proposed to enable the issue of the Open Offer Shares.

Resolution 1 – Authority to allot shares

Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Act to issue and allot Open Offer Shares and up to a further aggregate nominal amount of £115,944.07. The Act requires that the authority of Directors to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or convert any security into shares (the "relevant securities") should be subject to the approval of Shareholders in a general meeting or to an authority set out in the Articles. Accordingly, Resolution 1 will be proposed to authorise the Directors to allot relevant securities in respect of the issue of the Open Offer Shares and additionally to authorise the Directors to allot and issue up to a further 11,594,407 Ordinary Shares (approximately 10.0 per cent. of the Enlarged Share Capital) ("Additional Authority"). This authority supersedes all existing authorities under section 551 of the Act and will expire on the earlier of 15 months after the date of the passing of this resolution or on the conclusion of the Company's next Annual General Meeting.

Resolution 2 – Disapplication of statutory pre-emption rights

Resolution 2, which is conditional on the passing of Resolution 1, is a special resolution to disapply the statutory pre-emption rights under section 571 of the Act in respect of equity securities (as defined in section 560 of the Act). The Act requires that any equity securities issued wholly for cash must be offered to existing Shareholders in proportion to their existing shareholdings unless otherwise approved by Shareholders in a general meeting or accepted under the Company's articles of association. The Open Offer Shares are being offered to Qualifying Shareholders in proportion to their existing holdings but any Ordinary Shares that might be issued under the Additional Authority granted by Resolution 1 are not required to be offered to Shareholders in proportion to their existing holdings. This disapplication of the statutory pre-emption rights supersedes all existing disapplications under section 571 of the Act and will expire on the earlier of 15 months after the date of the passing of this resolution or on the conclusion of the Company's next Annual General Meeting.

9 Overseas Shareholders

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Ordinary Shares for the benefit of such persons (including, without limitation, subject to certain exceptions, custodians, nominees, trustees and agents), or who have a contractual or other legal obligation to forward this document, the Form of Proxy or (if applicable) an Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part II (Terms and Conditions of the Open Offer) of this document.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK (including the Restricted Jurisdictions) should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements to the Open Offer.

10 Risk Factors

Shareholders should carefully consider the risks described in Part III of this document before making a decision to invest in the Company.

The Board notes that the Issue Price is a 1.8% premium to the Closing Price at 5 p.m. on 21 November 2018, being the latest practical date prior to the announcement of the Open Offer. Shareholders should note therefore that this is higher than that price at which it may currently be possible to acquire Ordinary Shares in the market. Accordingly, Shareholders should seek independent financial advice.

11 Recommendation

The Board considers that the Open Offer is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board recommends that you vote in favour of each of the Resolutions to be proposed at the General Meeting, as those Directors who, directly or indirectly, hold Ordinary Shares intend to do in respect of their own, direct or indirect, holdings amounting, in aggregate, to 76,773,499 Ordinary Shares and representing approximately 72.7 per cent. of the Existing Ordinary Shares.

FB Investors LLP has informed the Board that it intends to apply for Open Offer Shares to the full extent of its pro rata entitlement in relation to its existing shareholding and, it will consider participating to a greater extent where other shareholders do not subscribe for their entitlement, in accordance with the terms and conditions of the Open Offer.

Yours faithfully,

Philip Beinhaker
Executive Chairman
Sutton Harbour Holdings plc

PART II

TERMS AND CONDITIONS OF THE OPEN OFFER

1 Introduction

As explained in Part I of this document the Company proposes to issue 10,344,951 new Ordinary Shares at the Issue Price in order to raise approximately £3.0 million (before expenses) by way of the Open Offer.

The Open Offer is an opportunity for Qualifying Shareholders to apply to subscribe for Open Offer Shares at the Issue Price in accordance with the terms of the Open Offer. Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Basic Entitlements to the extent that other Qualifying Shareholders do not take up their Basic Entitlements in full.

The Open Offer Shares to be issued pursuant to the Open Offer will, following Admission, rank pari passu in all respects with the Existing Ordinary Shares and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the Ordinary Shares after Admission.

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to 8:00 a.m. on 22 November 2018, when the Existing Ordinary Shares are marked 'ex' the entitlement to the Open Offer, is advised to consult his stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the purchaser(s) under the rules of the London Stock Exchange.

The Open Offer is not conditional upon the level of applications made to subscribe under the Open Offer or upon any minimum level of proceeds being raised. For the purposes of section 578 of the Act, the Open Offer is being made on the basis that the Open Offer Shares subscribed for will be allotted in any event to applicants under the Open Offer (subject to the terms and conditions set out in this document and the Application Form).

A summary of the arrangements relating to the Open Offer is set out below. This document and, for Qualifying Non-CREST Shareholders, the Application Form contain the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 4 of this Part II which gives details of the procedure for application and payment for the Open Offer Shares. The attention of Overseas Shareholders is drawn to paragraph 6 of this Part II.

2 The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity to apply for any number of Open Offer Shares (subject to the limit on the number of Excess Shares that can be applied for using the Excess Application Facility) at the Issue Price (payable in full on application and free of all expenses) and will have a Basic Entitlement of:

77 Open Offer Share for every 786 Existing Ordinary Shares

registered in the name of each Qualifying Shareholder on the Record Date. Valid applications by Qualifying Shareholders will be satisfied in full up to their Basic Entitlements.

Basic Entitlements will be rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be disregarded in calculating Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility. Qualifying Shareholders may apply to acquire less than their Basic Entitlements should they so wish.

Subject to the Allocation Policy, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Basic Entitlements in full, to apply for further Open Offer Shares in excess of their Basic Entitlements.

Please refer to paragraphs 4.1c) and 4.2c) of this Part II for further details of the Excess Application Facility.

Please note that holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating Basic Entitlements, as will holdings under different designations and in different accounts.

Qualifying CREST Shareholders will have their Basic Entitlements and Excess Entitlements credited to their stock accounts in CREST and should refer to paragraph 4.2 of this Part II and also to the CREST Manual for further information on the relevant CREST procedures.

Qualifying Shareholders may apply for any whole number of Open Offer Shares subject to the limit on applications under the Excess Application Facility referred to above. The Basic Entitlement, in the case of Qualifying Non-CREST Shareholders, is equal to the number of Open Offer Shares shown in Box 4 on the Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Basic Entitlements standing to the credit of their stock account in CREST.

Subject to the Allocation Policy, Qualifying Non-CREST Shareholders who wish to apply to subscribe for more than their Basic Entitlements should complete Boxes 6, 7, 8 and 9 on the Application Form.

Qualifying Shareholders should note that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Basic Entitlements and Excess Entitlements will be credited to CREST and be enabled for settlement, applications in respect of Basic Entitlements and Excess Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's Claims Processing Unit. Qualifying Shareholders should be aware that in the Open Offer, unlike with a rights issue, any Open Offer Shares not applied for by Qualifying Shareholders under their Basic Entitlements will not be sold in the market on behalf of, or placed for the benefit of, Qualifying Shareholders who do not apply under the Open Offer, but may be allotted to Qualifying Shareholders to meet any valid applications under the Excess Application Facility and that the net proceeds will be retained for the benefit of the Company. Qualifying Shareholders who do not apply to take up Open Offer Shares will have no rights under the Open Offer.

Any Qualifying Shareholder who has sold or transferred all or part of his registered holding(s) of Existing Ordinary Shares prior to 8:00 a.m. on 22 November 2018 is advised to consult his stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the purchaser(s) under the rules of the London Stock Exchange.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such Open Offer Shares, when issued and fully paid, may be held and transferred by means of CREST.

Application will be made for the Basic Entitlements and Excess Entitlements of Qualifying CREST Shareholders to be admitted to CREST. The conditions for such admission having already been met, the Basic Entitlements and Excess Entitlements will be admitted to CREST as soon as practicable after the admission date.

The Open Offer Shares will be issued credited as fully paid and will rank pari passu in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

3 Conditions and further terms of the Open Offer

The Open Offer is conditional upon the passing of the resolutions at the General Meeting and Admission becoming effective by not later than 8:00 a.m. on 11 December 2018 (or such later times and/or dates as the Company and Arden may agree, being no later than 8:00 a.m. on 21 December 2018).

Accordingly, if these conditions are not satisfied or waived, the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form on or before 6 November 2018. In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares will be credited to their stock accounts maintained in CREST as soon as practicable after Admission.

Application will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur on 11 December 2018, when dealings in the Open Offer Shares are expected to begin.

All monies received by the Receiving Agent in respect of Open Offer Shares will be held in a separate non-interest bearing bank account opened solely for the Open Offer.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

4 Procedure for application and payment

The action to be taken by Qualifying Shareholders in respect of the Open Offer depends on whether, at the relevant time, a Qualifying Shareholder has an Application Form in respect of his Basic Entitlement or a Qualifying Shareholder has a Basic Entitlement credited to his CREST stock account in respect of such entitlement.

Qualifying Shareholders who hold their Existing Ordinary Shares in certificated form (that is, not in CREST) will be allotted Open Offer Shares in certificated form. Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in uncertificated form (that is, in CREST) will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary

Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Shares into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph g) of this Part II.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Basic Entitlements and Excess Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Basic Entitlements and Excess Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

4.1 If you have an Application Form in respect of your entitlement under the Open Offer

a) General

Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 3. It also shows the number of Open Offer Shares which represents their Basic Entitlements under the Open Offer as shown by the total number of Basic Entitlements allocated to them set out in Box 4. Box 5 shows how much they would need to pay if they wish to take up their Basic Entitlements in full. Qualifying Non-CREST Shareholders wishing to take up their Basic Entitlements in full should complete Boxes 6, 8 and 9.

Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Non-CREST Shareholders' Basic Entitlements and will be aggregated and made available to Qualifying Shareholders under the Excess Application Facility. Qualifying Non-CREST Shareholders may apply for less than their Basic Entitlements should they wish to do so. Qualifying Non-CREST Shareholders wishing to apply for Open Offer Shares representing less than their Basic Entitlements may do so by completing Boxes 6, 8 and 9 of the Application Form. Subject to availability, and assuming that Qualifying Shareholders have accepted their Basic Entitlements in full, Qualifying Non-CREST Shareholders may also apply for any whole number of Excess Shares in excess of their Basic Entitlements by completing Boxes 6, 7, 8 and 9 of the Application Form (see paragraph 4.1c) of this Part II). Qualifying Non-CREST Shareholders may hold an Application Form by virtue of a bona fide market claim (see paragraph 4.1b) of this Part II).

The instructions and other terms set out in the Application Form part of the terms of the Open Offer to Qualifying Non-CREST Shareholders.

b) Bona fide market claims

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a bona fide market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to participate in the Open Offer. Application Forms may not be assigned, transferred or split, except to satisfy bona fide market claims up to 3:00 p.m. on 4 December 2018. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked 'ex' the entitlement to participate in the Open Offer, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser. Qualifying Non-CREST Shareholders who have sold all or part of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 11 on the Application Form and immediately send it to either the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or to the Receiving Agent in accordance with the instructions set out in the accompanying Application Form. Subject to certain exceptions, the Application Form should not, however, be forwarded to or transmitted in or into a Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph b) of this Part II.

c) Excess Application Facility

Subject to the Allocation Policy, and assuming that a Qualifying Non-CREST Shareholder has accepted its Basic Entitlement in full, a Qualifying Non-CREST Shareholders may apply to acquire Excess Shares using the Excess Application Facility, should it wish. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Boxes 6, 7, 8 and 9 of the Application Form. The total number of Open Offer Shares is fixed and will not be increased in response to any Excess Applications. Excess Applications will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full or where fractional entitlements have been aggregated and made available under the Excess Application Facility. Applications under the Excess Application Facility shall be allocated in accordance with the Allocation Policy and no assurance can be given that the applications by Qualifying Non-CREST Shareholders will be met in full or in part or at all.

Any Shareholder with a holding of less than 10 Ordinary Shares at Record Date will not receive a Basic Entitlement but may apply to acquire Excess Shares using the Excess Application Facility.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant's risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

Fractions of Excess Shares will not be issued under the Excess Application Facility and allocations of Excess Shares will be rounded to the nearest whole number equal to or lower than the number of Excess Shares applied for.

d) Application procedures

Qualifying Non-CREST Shareholders wishing to apply to acquire all or any of the Open Offer Shares to which they are entitled should complete the Application Form in accordance with the instructions printed on it. Completed Application Forms should be posted (using the accompanying reply-paid envelope if posted from the UK only) to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE (who will act as Receiving Agent in relation to the Open Offer), so as to be received by the Receiving Agent by no later than 11:00 a.m. on 6 December 2018, after which time Application Forms will not be valid (subject to certain exceptions described below). Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery.

Application Forms delivered by hand will not be checked upon delivery and no receipt will be provided.

Completed Application Forms should be returned with a cheque drawn in sterling on a bank or building society in the UK which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through facilities provided by any of those companies or committees. Such cheques must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on the application.

Cheques should be drawn on a personal account in respect of which the Qualifying Shareholder has sole or joint title to the funds and should be made payable to Computershare Investor Services PLC Re: Sutton Harbour Holdings plc Open Offer A/C and crossed 'A/C Payee Only'. Third party cheques may not be accepted. Third party cheques (other than building society cheques or banker's drafts where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds by completing the account name on the back of the cheque or draft and adding the branch stamp) may not be accepted. Payments via CHAPS, BACS or electronic transfer will not be accepted.

Cheques will be presented for payment on receipt and it is a term of the Open Offer that cheques will be honoured on first presentation. The Company may elect to treat as valid or invalid any applications made by Qualifying Non-CREST Shareholders in respect of which cheques are not so honoured. If cheques are presented for payment before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate non-interest bearing bank account until all conditions are met. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

The Company may in its sole discretion (but shall not be obliged to) treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- i. Application Forms received after 11:00 a.m. on 6 December 2018; or
- ii. applications in respect of which remittances are received before 11:00 a.m. on 6 December 2018 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

Multiple applications will not be accepted. All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk.

If Open Offer Shares have already been allotted and issued to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, the Receiving Agent shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of the Receiving Agent, Arden or the Company, nor any other person, shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-CREST Shareholder as a result.

e) *Effect of application*

By completing and delivering an Application Form, the applicant:

- i. represents and warrants to the Company and Arden that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- ii. agrees with the Company and Arden that all applications under the Open Offer and any contracts or non-contractual obligations resulting therefrom shall be governed by and construed in accordance with the laws of England and Wales;
- iii. confirms to the Company and Arden that in making the application he is not relying on any information or representation in relation to the Group other than those contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained herein and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information in relation to the Group contained in this document;
- iv. confirms to the Company and Arden that in making the application he is not relying and has not relied on Arden or any other person affiliated with Arden in connection with any investigation of the accuracy of any information contained in this document or his investment decision;
- v. confirms to the Company and Arden that no person has been authorised to give any information or to make any representation concerning the Group or the Open Offer Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be, and has not been, relied upon as having been authorised by the Company or Arden;
- vi. represents and warrants to the Company and Arden that he is the Qualifying Shareholder originally entitled to the Basic Entitlements or that he received such Basic Entitlements by virtue of a bona fide market claim;
- vii. represents and warrants to the Company and Arden that if he has received some or all of his Basic Entitlement from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Basic Entitlements by virtue of a bona fide market claim;
- viii. requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and the Application Form, subject to the Articles of Association of the Company;
- ix. represents and warrants to the Company and Arden that he is not, nor is he applying on behalf of any person who is, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application to, or for the benefit of, a person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- x. confirms that the Open Offer Shares have not been offered to the applicant by the Company, Arden or any of their affiliates, by means of any: (a) 'directed selling efforts' as defined in Regulation S under the US Securities Act; or (b) 'general solicitation' or 'general advertising' as defined in Regulation D under the US Securities Act;
- xi. acknowledges and agrees that, pursuant to the General Data Protection Regulation as implemented in the United Kingdom by the Data Protection Act 2018 (GDPR) the Company and/or the Registrar and/or Arden, may hold personal data (as defined in the GDPR) relating to past and present Shareholders. Personal data may be retained on record for a period exceeding six years after it is no longer used. The Company, the Registrar and/or Arden will only process such information for the purposes set out below (collectively, the **Purposes**), being to:
 - a. process his personal data to the extent and in such manner as is necessary for the performance of their obligations under the contractual arrangements between them, including as required by or in connection with his holding of Ordinary Shares, including processing personal data in connection with credit and money laundering checks on him;
 - b. communicate with him as necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares;
 - c. provide personal data to such third parties as the Company, the Registrar and/or Arden may consider necessary in connection with his affairs and generally in connection with his holding of

- Ordinary Shares or as the GDPR may require, including to third parties outside the European Economic Area;
- d. without limitation, provide such personal data to their respective affiliates for processing, notwithstanding that any such party may be outside the European Economic Area; and
 - e. process his personal data for the Company's, the Registrar's and/or Arden's internal administration;
- xii. by becoming registered as a holder of Open Offer Shares, he acknowledges and agrees that the processing by the Company and/or the Registrar and/or Arden of any personal data relating to him in the manner described above is undertaken for the purposes of:
- a. the performance of the contractual arrangements between them; and
 - b. complying with applicable legal obligations.
- xiii. represents and warrants to each of the Company, the Registrar and Arden that he has notified any data subject of the processing of their personal data (including the details set out above) by the Company, the Registrar and/or Arden and any of their respective affiliates and group companies, in relation to the holding of, and using, their personal data for the Purposes.
- xiv. acknowledges that any individual whose personal information is held or processed by a data controller has the right to:
- a. ask for a copy of their personal information held;
 - b. ask for any inaccuracies to be corrected or for his personal information to be erased;
 - c. object to the ways in which his information is used, and ask for his information to stop being used or otherwise restricted; and
 - d. ask for his personal information to be sent to him or to a third party (as permitted by law). A data subject seeking to enforce these rights should contact the relevant data controller. Individuals also have the right to complain to the UK Information Commissioner's Office about how his personal information has been handled; and
- xv. represents and warrants to the Company and Arden that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986.

For all enquiries in connection with the procedure for application and completion of the Application Form, please contact Computershare on 0370 707 1326. The helpline is open between 8:30 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.

4.2 If you have Basic Entitlements and Excess Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer

a) General

Subject as provided in paragraph 6 of this Part II in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST in respect of his Basic Entitlement and also in respect of his Excess Entitlement (subject to the Allocation Policy) (see paragraph 4.2c) of this Part II for further details). Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying Shareholders' Basic Entitlement and will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Basic Entitlements and Excess Entitlements have been allocated.

If for any reason the Basic Entitlements and/or Excess Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited, by close of business on 23 November 2018, or such later time and/or date as the Company and Arden may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Basic Entitlements and Excess Entitlements which should have been credited to his stock account in CREST. In these circumstances, the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Computershare on 0370 707 1326. The helpline is open

between 8:30 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

b) Bona fide market claims

Each of the Basic Entitlements and Excess Entitlements will constitute a separate security for the purposes of CREST. Although Basic Entitlements and Excess Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Basic Entitlements and Excess Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlements will generate an appropriate market claim transaction and the relevant Open Offer Entitlements will thereafter be transferred accordingly. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Entitlement security.

c) Excess Application Facility

Subject to availability, and assuming that a Qualifying CREST Shareholder has accepted its Basic Entitlements in full, that Qualifying CREST Shareholder may apply to acquire Excess Shares using the Excess Application Facility, should it wish. The Excess Application Facility enables Qualifying CREST Shareholders to apply for Excess Shares in excess of their Basic Entitlements subject always to the Allocation Policy.

To apply for excess Open Offer Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions in paragraph 4.2d) below and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Basic Entitlement and the relevant Basic Entitlement be transferred, the Excess Entitlements will not transfer with the Basic Entitlement claim. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Entitlement security and that an additional USE instruction must be sent in respect of any application under the Excess Entitlement.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed the total number of Open Offer Shares available, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess Entitlement and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the Applicant’s sole risk.

Fractions of Open Offer Shares will not be issued under the Excess Application.

Subject as provided in paragraph 6 of this Part II in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with an Excess Entitlement in order for any applications for Excess Shares to be settled through CREST.

The total number of Open Offer Shares is fixed and will not be increased in response to any applications under the Excess Application Facility. Applications under the Excess Application Facility will therefore only be satisfied to the extent that other Qualifying Shareholders do not apply for their Basic Entitlements in full or where fractional entitlements have been aggregated and made available under the Excess Application Facility, subject always to the Allocation Policy.

Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant’s sole risk) without interest as soon as practicable thereafter by way of cheque or CREST payment, as appropriate.

d) USE instructions

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Basic Entitlements and Excess Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a USE instruction to Euroclear which, on its settlement, will have the following effect:

- i. the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Basic Entitlements and/or Excess Entitlements corresponding to the number of Open Offer Shares applied for; and
- ii. the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 4.2d)j) above.

e) Content of USE instruction in respect of Basic Entitlements

The USE instruction must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- i. the number of Open Offer Shares for which application is being made (and hence the number of the Basic Entitlement(s) being delivered to the Receiving Agent);
- ii. the ISIN of the Basic Entitlement. This is GB00BD04LP45;
- iii. the CREST participant ID of the accepting CREST member;
- iv. the CREST member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;
- v. the participant ID of Computershare in its capacity as Receiving Agent. This is 3RA42;
- vi. the member account ID of Computershare in its capacity as Receiving Agent. This is SUTTONOO;
- vii. the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 4.2e) above;
- viii. the intended settlement date. This must be on or before 11:00 a.m. on 6 December 2018; and
- ix. the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11:00 a.m. on 6 December 2018.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- i. a contact name and telephone number (in the free format shared note field); and
- ii. a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 6 December 2018 in order to be valid is 11:00 a.m. on that day.

In the event that the Open Offer does not become unconditional the Open Offer will lapse, the Basic Entitlements and Excess Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

f) Content of USE instruction in respect of Excess Entitlements

The USE instruction must be properly authenticated in accordance with Euroclear specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- i. the number of Open Offer Shares for which the application is being made (and hence the number of the Excess Entitlement(s) being delivered to the Receiving Agent);
- ii. the ISIN of the Excess Entitlement. This is GB00BD04MQ27;
- iii. the CREST participant ID of the accepting CREST member;
- iv. the CREST member account ID of the accepting CREST member from which the Excess Entitlements are to be debited;
- v. the participant ID of Computershare in its capacity as Receiving Agent. This is 3RA42;
- vi. the member account ID of Computershare in its capacity as Receiving Agent. This is SUTTONOO;
- vii. the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 4.2f) above;
- viii. the intended settlement date. This must be on or before 11:00 a.m. on 6 December 2018; and
- ix. the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for the application in respect of an Excess Entitlement under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11:00 a.m. on 6 December 2018.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- i. a contact name and telephone number (in the free format shared note field); and
- ii. a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 6 December 2018 in order to be valid is 11:00 a.m. on that day. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess Entitlement security.

In the event that the Open Offer does not become unconditional the Open Offer will lapse, the Basic Entitlements and Excess Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

g) Deposit of Basic Entitlements into, and withdrawal from, CREST

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Basic Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a bona fide market claim). Similarly, Basic Entitlements and Excess Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer can be applied for through an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Basic Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11:00 a.m. on 6 December 2018. After depositing their Basic Entitlements into their CREST account, CREST holders will, shortly after that, receive a credit for their Excess Entitlement.

In particular, having regard to normal processing times in CREST and on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Basic Entitlements or Excess Entitlements in CREST, is 3:00 p.m. on 3 December 2018 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Basic Entitlements or Excess Entitlements from CREST is 4:30 p.m. on 30 November 2018, in either case so as to enable the person acquiring or (as appropriate) holding the Basic Entitlements and the Excess Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Basic Entitlements or in respect of the Excess Entitlements, as the case may be, prior to 11:00 a.m. on 6 December 2018. CREST holders inputting the withdrawal of their Basic Entitlements from their CREST account must ensure that they withdraw both their Basic Entitlements and the Excess Entitlement.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and the Receiving Agent by the relevant CREST member(s) that it is/they are not in breach of the provisions of the notes under the paragraph headed 'Instructions for depositing entitlements under the Open Offer into CREST' on page 3 of the Application Form, and a declaration to the Company and the Receiving Agent from the relevant CREST member(s) that it is/they are not citizen(s) or resident(s) of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a bona fide market claim.

h) Validity of application

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11:00 a.m. on 6 December 2018 will constitute a valid application under the Open Offer.

i) CREST procedures and timings

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11:00 a.m. on 6 December 2018. In this connection CREST members and (where applicable) their CREST sponsors are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

j) Incorrect or incomplete applications

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through the Receiving Agent, reserves the right:

- i. to reject the application in full and refund the payment to the CREST member in question, without payment of interest;

- ii. in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question, without payment of interest; and
- iii. in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question, without payment of interest.

k) Effect of valid application

A CREST member who makes or is treated as making a valid application in accordance with the above procedures thereby:

- i. represents and warrants to the Company and Arden that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- ii. agrees with the Company to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- iii. agrees with the Company and Arden that all applications under the Open Offer and any contracts or non-contractual obligations resulting therefrom shall be governed by, and construed in accordance with, the laws of England;
- iv. confirms to the Company and Arden that in making the application he is not relying on any information or representation in relation to the Group other than those contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained herein and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Group contained in this document;
- v. confirms to the Company and Arden that in making the application he is not relying and has not relied on Arden or any other person affiliated with Arden in connection with any investigation of the accuracy of any information contained in this document or his investment decision;
- vi. confirms to the Company and Arden that no person has been authorised to give any information or to make any representation concerning the Group or the Open Offer Shares (other than as contained in this document) and, if given or made, any such other information or representation should not be, and has not been, relied upon as having been authorised by the Company or Arden;
- vii. represents and warrants to the Company and Arden that he is the Qualifying Shareholder originally entitled to the Basic Entitlements and Excess Entitlements or that he has received such Basic Entitlements and Excess Entitlements by virtue of a bona fide market claim;
- viii. represents and warrants to the Company and Arden that if he has received some or all of his Basic Entitlement and Excess Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Basic Entitlements and Excess Entitlements by virtue of a bona fide market claim;
- ix. requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and subject to the Articles of Association of the Company;
- x. represents and warrants to the Company and Arden that he is not, nor is he applying on behalf of any person who is, a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application to, or for the benefit of, a person who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- xi. confirms that the Open Offer Shares have not been offered to the applicant by the Company, Arden or any of their affiliates, by means of any: (a) 'directed selling efforts' as defined in Regulation S under the US Securities Act; or (b) 'general solicitation' or 'general advertising' as defined in Regulation D under the US Securities Act;

- xii. acknowledges and agrees that, pursuant to the General Data Protection Regulation as implemented in the United Kingdom by the Data Protection Act 2018 (GDPR) the Company and/or the Registrar and/or Arden, may hold personal data (as defined in the GDPR) relating to past and present Shareholders. Personal data may be retained on record for a period exceeding six years after it is no longer used. The Company, the Registrar and/or Arden will only process such information for the purposes set out below (collectively, the **Purposes**), being to:
 - a. process his personal data to the extent and in such manner as is necessary for the performance of their obligations under the contractual arrangements between them, including as required by or in connection with his holding of Ordinary Shares, including processing personal data in connection with credit and money laundering checks on him;
 - b. communicate with him as necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares;
 - c. provide personal data to such third parties as the Company, the Registrar and/or Arden may consider necessary in connection with his affairs and generally in connection with his holding of Ordinary Shares or as the GDPR may require, including to third parties outside the European Economic Area;
 - d. without limitation, provide such personal data to their respective affiliates for processing, notwithstanding that any such party may be outside the European Economic Area; and
 - e. process his personal data for the Company's, the Registrar's and/or Arden's internal administration;
- xiii. by becoming registered as a holder of Open Offer Shares, he acknowledges and agrees that the processing by the Company and/or the Registrar and/or Arden of any personal data relating to him in the manner described above is undertaken for the purposes of:
 - a. the performance of the contractual arrangements between them; and
 - b. complying with applicable legal obligations.
- xiv. represents and warrants to each of the Company, the Registrar and Arden that he has notified any data subject of the processing of their personal data (including the details set out above) by the Company, the Registrar and/or Arden and any of their respective affiliates and group companies, in relation to the holding of, and using, their personal data for the Purposes.
- xv. acknowledges that any individual whose personal information is held or processed by a data controller has the right to:
 - a. ask for a copy of their personal information held;
 - b. ask for any inaccuracies to be corrected or for his personal information to be erased;
 - c. object to the ways in which his information is used, and ask for his information to stop being used or otherwise restricted; and
 - d. ask for his personal information to be sent to him or to a third party (as permitted by law). A data subject seeking to enforce these rights should contact the relevant data controller. Individuals also have the right to complain to the UK Information Commissioner's Office about how his personal information has been handled; and
- xvi. represents and warrants to the Company and Arden that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in section 93 (depository receipts) or section 96 (clearance services) of the Finance Act 1986.

l) Company's discretion as to the rejection and validity of applications

The Company may in its sole discretion but with the prior consent of Arden:

- i. treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part II;
- ii. accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- iii. treat a properly authenticated dematerialised instruction (in this sub-paragraph the 'first instruction') as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and

- iv. accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

5 Money Laundering Regulations

5.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the 'verification of identity requirements'). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the 'acceptor'), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 5, the 'relevant Open Offer Shares') and shall thereby be deemed to agree to provide the Receiving Agent with such information and other evidence as the Receiving Agent may require to satisfy the verification of identity requirements.

If the Receiving Agent determines that the verification of identity requirements apply to any acceptor or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. The Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither the Receiving Agent nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity and address within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor's risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Receiving Agent and the Company and Arden from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- i. if the applicant is an organisation required to comply with the Fourth Money Laundering Directive 2015/849/EU of the European Parliament and of the Council of 20th May 2015 on the prevention of the use of the financial system for the purpose of money laundering or terrorist financing and the Funds Transfer Regulation 2015/847/EU of the European Parliament and of the Council of 20th May 2015 on information accompanying transfers of funds; or
- ii. if the acceptor is a regulated UK broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
- iii. if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- iv. if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £13,374 as at 5:00 p.m. on 21 November 2018, being the latest practical date prior to publication of this document).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- v. if payment is made by cheque in sterling drawn on a branch in the UK of a bank or building society which bears a UK bank sort code number in the top right hand corner, the following applies. Cheques, should be made payable to 'Computershare Investor Services PLC Re: Sutton Harbour Holdings plc Open Offer A/C' in respect of an application by a Qualifying Shareholder and crossed 'A/C Payee Only'

in each case. Third party cheques may not be accepted. The account name should be the same as that shown on the Application Form; or

- vi. if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in paragraph 5.1v above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, China, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, Russian Federation, Singapore, the Republic of Korea, the Republic of South Africa, Switzerland, Turkey, UK Crown Dependencies and the US and, by virtue of their membership of the Gulf Cooperation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form, written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to the Receiving Agent. If the agent is not such an organisation, it should contact the Receiving Agent.

To confirm the acceptability of any written assurance referred to in paragraph 5.1vi above, or in any other case, the acceptor must contact Computershare on 0370 707 1326. The helpline is open between 8:30 a.m. – 5:30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Computershare cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of €15,000 (approximately £13,374 as at 5:00 p.m. on 21 November 2018, being the latest practical date prior to publication of this document) or more and is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and separate evidence of his address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11:00 a.m. on 6 December 2018, the Receiving Agent has not received evidence satisfactory to it as aforesaid, the Receiving Agent may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the applicant (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

5.2 Basic Entitlements and Excess Entitlements in CREST

If you hold your Basic Entitlements and Excess Entitlements in CREST and apply for Open Offer Shares in respect of all or some of your Basic Entitlements and Excess Entitlements as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Receiving Agent is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE instruction or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence as to the identity of the person or persons on whose behalf the application is made.

6 Overseas Shareholders

The making of the Open Offer to persons resident in, or who are citizens of, or who have a registered address in, countries other than the UK may be affected by the law or regulatory requirements of the relevant jurisdiction. The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of this document and the Application Form and the making of the Open Offer to persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the UK or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the UK may be affected by the laws or regulatory requirements of the relevant jurisdictions. Those persons should consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

No action has been or will be taken by the Company or Arden or any other person to permit a public offering or distribution of this document (or any other offering or publicity materials or application forms relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the UK.

Receipt of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Due to restrictions under the securities laws of the Restricted Jurisdictions, Application Forms will not be sent to, and neither Basic Entitlements nor Excess Entitlements will be credited to stock accounts in CREST of, Excluded Overseas Shareholders or their agents or intermediaries, except where the Company is satisfied, at its sole and absolute discretion, that such action would not result in the contravention of any registration or other legal requirement in the relevant jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST in any territory other than the UK may treat the same as constituting an invitation or offer to him, nor should he in any event use any such Application Form and/or credit of Basic Entitlements or Excess Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him and such Application Form and/or credit of Basic Entitlements or Excess Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements.

In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees for any such person) outside the UK wishing to apply for Open Offer Shares under the Open Offer to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company or Arden (nor any of their respective representatives) is making any representation to any offeree or purchaser of Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Basic Entitlements or Excess Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST is received by any person in any such territory, or by his custodian, agent, nominee or trustee, he must not seek to apply for Open Offer Shares unless the Company and Arden determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application Form and/or transfers Basic Entitlements or Excess Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part II and specifically the contents of this paragraph 6.

Subject to paragraphs 6.2 to 6.6 below, any person (including, without limitation, custodians, agents, nominees and trustees for any such person) outside the UK wishing to apply for Open Offer Shares must satisfy himself as to the full observance of the applicable laws of any relevant territory, including obtaining any requisite governmental or other consents, observing any other requisite formalities and pay any issue, transfer or other taxes due in such territories.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched by an Excluded Overseas Shareholder or on behalf of such a person by their agent or intermediary or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or, in the case of a credit of Basic Entitlements or Excess Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in a Restricted Jurisdiction or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates or make such a credit.

The attention of Overseas Shareholders is drawn to paragraphs 6.2 to 6.6 below.

Notwithstanding any other provision of this document or the Application Form, the Company reserves the right to permit any Qualifying Shareholder who is an Excluded Overseas Shareholder to apply for Open Offer Shares if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or bankers' drafts or where such an Overseas Shareholder is a Qualifying CREST Shareholder, through CREST.

The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, transferred, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of a Basic Entitlement or an Excess Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 United States

Subject to certain exceptions, this document is intended for use only in connection with offers of Open Offer Shares outside the United States and neither this document nor any Application Form is to be sent or given to any person within the United States. The Open Offer Shares offered hereby are not being registered under the US Securities Act, for the purposes of sales outside of the United States.

This document may not be transmitted in or into the United States and may not be used to make offers or sales to US Overseas Shareholders of Existing Ordinary Shares.

Subject to certain exceptions, the Open Offer Shares will be distributed, offered or sold, as the case may be, outside the United States in offshore transactions within the meaning of, and in accordance with, Regulation S under the US Securities Act.

Each person to which the Open Offer Shares are distributed, offered or sold outside the United States will be deemed by its subscription for the Open Offer Shares to have represented and agreed, on its behalf and on behalf of any investor accounts for which it is subscribing the Open Offer Shares, as the case may be, that:

- i. it is acquiring the Open Offer Shares from the Company in an 'offshore transaction' as defined in Regulation S under the US Securities Act; and
- ii. the Open Offer Shares have not been offered to it by the Company or Arden or any of their affiliates by means of any 'directed selling efforts' as defined in Regulation S under the US Securities Act.

Each subscriber acknowledges that the Company and Arden will rely upon the truth and accuracy of the foregoing representations and agreements, and agrees that if any of the representations and agreements deemed to have been made by such subscriber by its subscription for the Open Offer Shares are no longer accurate, it shall promptly notify the Company and Arden. If such subscriber is subscribing for the Open Offer Shares as a fiduciary or agent for one or more investor accounts, each subscriber represents that it has sole investment discretion with respect to each such account and full power to make the foregoing representations and agreements on behalf of each such account.

Each subscriber acknowledges that it will not resell the Open Offer Shares without registration or an available exemption or safe harbour from registration under the US Securities Act.

6.3 Other Restricted Jurisdictions

The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer of Open Offer Shares is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 Other overseas territories

Application Forms will be sent to Qualifying Non-CREST Shareholders and Basic Entitlements or Excess Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and the Application Form. Such Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the UK should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares.

6.5 Representations and warranties relating to Overseas Shareholders

a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, Arden and the Receiving Agent that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction:

- i. such person is not requesting registration of the relevant Open Offer Shares from within any Restricted Jurisdiction;
- ii. such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares or to use the Application Form in any manner in which such person has used or will use it;
- iii. such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and
- iv. such person is not acquiring Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories. The Company and/or the Receiving Agent may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it:
- v. appears to the Company or its agents to have been executed, effected or dispatched from a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or
- vi. provides an address in a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the UK in which it would be unlawful to deliver such share certificates); or
- vii. purports to exclude the representation and warranty required by this sub-paragraph 6.5a).

b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part II represents and warrants to the Company and Arden that, except where proof has been provided to the Company's satisfaction that such person's acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction:

- i. neither it nor its client is within any Restricted Jurisdiction;
- ii. neither it nor its client is in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares;
- iii. it is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction or any territory referred to in ii above at the time the instruction to accept was given; and
- iv. neither it nor its client is acquiring any Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories.

6.6 Waiver

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company, in its absolute discretion with the prior consent of Arden. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7 No withdrawal rights

An application under the Open Offer once made is irrevocable and cannot be withdrawn or changed.

8 Admission, settlement and dealings

The result of the Open Offer is expected to be announced on 10 December 2018. Application will be made to AIM for admission to trading of the Open Offer Shares. It is expected that, subject to the Open Offer becoming unconditional in all respects (save for Admission), Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8:00 a.m. on 11 December 2018.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the Open Offer Shares. All such Open Offer Shares, when issued and fully paid, may be held and transferred by means of CREST.

Basic Entitlements and Excess Entitlements held in CREST are expected to be disabled in all respects after 11:00 a.m. on 6 December 2018 (being the latest time for receipt for applications under the Open Offer). If the conditions to the Open Offer described above are satisfied, the Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for the Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. On 11 December 2018, the Receiving Agent will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission (expected to be on 11 December 2018). The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE instruction was given.

Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Basic Entitlements and Excess Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for are expected to be despatched by post by 6 November 2018. No temporary documents of title will be issued and, pending the issue of definitive certificates transfers will be certified against the register of members of the Company. All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 4.1 of this Part II, and the Application Form.

The result of the Open Offer will be announced and made public through an announcement on a Regulatory Information Service as soon as reasonably practicable after the results are known.

9 Times and dates

The Company shall, in its discretion, and after consultation with its financial and legal advisers, be entitled to amend the dates on which Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall make an announcement on a Regulatory Information Service.

10 Share option schemes

The Open Offer is not being extended to the holders of Options, save to the extent that any such Options are or have been validly exercised and Ordinary Shares have been allotted in consequence of such exercise prior to the Record Date.

11 Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, the laws of England and Wales. The courts of England are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form including, without limitation, disputes relating to any non-contractual obligations arising out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and, where applicable, the Application Form Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART III

RISK FACTORS

Shareholders should carefully consider the risks described below before making a decision to invest in the Company. This Part III contains what the Directors believe to be the principal risk factors associated with an investment in the Company. It should be noted that this list is not exhaustive and that other risk factors will apply to an investment in the Company. If any of the following risks actually occur, the Group's business, financial condition and/or results or future operations could be materially adversely affected. In such circumstances, the trading price of the Ordinary Shares could decline and an investor may lose all or part of his investment. There can be no certainty that the Group will be able to implement successfully the strategy set out in this document or documents referred to in this document. Additional risks and uncertainties not currently known to the Directors or which the Directors currently deem immaterial, may also have an adverse effect on the Group.

This document contains forward-looking statements that involve risks and uncertainties. The Group's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Group which are described below and elsewhere in this document. Prospective investors should carefully consider the other information in this document. The risks listed below do not necessarily comprise all the risks associated with an investment in the Company.

An investment in the Company may not be suitable for all recipients of this document. Investors are accordingly advised to consult an independent financial adviser duly authorised under FSMA and who specialises in advising upon the acquisition of shares and other securities before making a decision to invest.

1 Principal risks and uncertainties relating to the Group

The business of the Group is subject to a number of potential risks and uncertainties including those listed below. The occurrence of any of these risks may materially and adversely affect the business, financial condition, results of operations and future prospects of the Group.

1.1 Development Risk

The Group engages in development activities where the Directors believe additional value and rental income can be achieved. The Group has recently been granted approval for mixed use residential and commercial building at Sugar Quay. However, there is no guarantee that the Group will be granted planning approval in respect of any current or future development projects. In general failure to control development costs would adversely affect the borrowings and the net asset value of the Group.

1.2 Dependence on key individuals

Given the small size of the Group, its future success is substantially dependent on a relatively small number of people and the Directors, therefore, view the continued service of certain of its Directors, senior management and other key personnel as important. Whilst the Directors are taking steps to ensure that knowledge, skills and expertise are shared so as to avoid the Group being unduly dependent on individuals, they acknowledge that such measures may prove not to be effective if there were adverse circumstances beyond the Group's control affecting one or more key personnel. In order to be able to develop, support and maintain its business, the Group must also recruit and retain suitably qualified personnel. There is no assurance that it will always be able to do so on a timely basis. Failure to retain key personnel could result in additional recruitment costs at a cost to the Group.

1.3 Interest rates increases

If long term interest rates increase, the interest payments required to service the Group's debt will increase. As a result, the Group may not be able to meet future expectations of dividends and the level of income or the prospect of income and capital growth will be reduced accordingly.

1.4 The availability of debt finance on reasonable terms or at all may adversely affect the Group

The property investment sector is capital-intensive. If difficult financial market conditions persist, in the longer term the Group may have difficulty in renewing, extending or refinancing its existing financing facilities when they mature in accordance with their terms.

If it is unable to do so or the terms of any new facilities entered into by the Group are more onerous than the terms of the Group's existing financing facilities, in the longer term this could limit the Group's ability to develop the business in accordance with its strategy and such consequences would adversely affect in the longer term the Group's business, financial condition and results of operations.

1.5 Economic environment

Changes in global market conditions and economic conditions in the United Kingdom and elsewhere and, in particular, restricted availability of credit may reduce the value of the Group's assets, and may reduce liquidity in the real estate market in general. The performance of the Group would be adversely affected by a downturn in

the property market in terms of market value and may adversely affect the Group's business, financial condition, results of operations and/or the market price of the Ordinary Shares.

1.6 Environmental liabilities

Under various environmental laws, a current or previous owner or operator of real estate property may be liable for the cost of removing or remediating hazardous or toxic substances on that property.

Environmental laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. Environmental laws may also impose restrictions on the manner in which property may be used or businesses may be operated. A property owner (or operator) who violates environmental laws may be subject to sanctions which may be enforced by governmental agencies or, in certain circumstances, by private parties. In connection with the acquisition and ownership of properties, the Group may be exposed to those remedial costs or restrictions on the usage of the property. The cost of defending against environmental claims or complying with environmental regulatory requirements or of remediating any contaminated property could materially adversely affect the Group's business, assets or results of operations.

1.7 Uninsured losses

The Group will aim to ensure that all of the Group's property assets are adequately insured to cover all appropriate losses. Insurance premiums on properties owned by the Group are recoverable from the tenants in each case. In the event that any of the Group's properties becomes vacant, the Group will be responsible for ensuring payment of premiums for such properties in order to maintain an insurance policy suitable to cover such properties. In the event that any of the properties incur a loss that is not fully covered by insurance, the value of the Group's property assets will be reduced by that uninsured loss. In addition, the Group may have no source of funding to repair or reconstruct the damaged property, and it cannot be certain that any of those sources of funding will be available to it for such purposes in the future. There may be additional risks associated with investments in property including certain types of loss and destruction which may not be insurable.

1.8 Law and regulation

Government authorities are actively involved in the application and enforcement of laws and regulations relating to taxation, land use and zoning and planning restrictions, environmental protection and safety and other matters. The institution and enforcement of those laws and regulations could have the effect of increasing the expense and lowering the income or rate of return from, as well as adversely affecting the value of, the Group's assets. Any change to the laws and regulations relating to the UK property market may have an adverse effect on the capital value of the Group's property assets and/or the rental income derived from them.

1.9 Risks relating to the United Kingdom's proposed exit from the European Union

The Group could face significant uncertainty as a result of the United Kingdom's decision to leave the European Union. Whilst the Group will not hold any investments outside of the United Kingdom, the UK's exit from the European Union could create significant UK (and potentially global) stock market uncertainty, which may have a material adverse effect on the total Shareholder returns, the net asset value per Share and the price of the Ordinary Shares.

1.10 Capital risks

It may be desirable for the Company to raise additional capital by way of the further issue of Ordinary Shares to enable the Company to progress through further stages of development. Any additional equity financing may be dilutive to shareholders. There can be no assurance that such funding, if required, will be available to the Company.

2 Risks relating to the Ordinary Shares

2.1 The market of the Ordinary Shares may fluctuate significantly

The market price of the Ordinary Shares may, in addition to being affected by the Group's actual or forecast operating results, fluctuate significantly as a result of factors beyond the Group's control, including among others:

- (a) changes in securities analysts' recommendations or the failure to meet the expectations of securities analysts; or
- (b) fluctuations in stock market prices and volumes, and general market volatility.

Any or all of these events could result in a material decline in the market price of the Ordinary Shares, regardless of the actual performance of the Group. Shareholders should be aware that the value of the Ordinary Shares may go down as well as up and may not reflect the underlying asset values or prospects of the Group.

2.2 Future need for access to capital

Any additional equity financing may be dilutive to Shareholders, and debt financing, if available, may involve restrictions in financing and operating activities. In addition, there can be no assurance that the Group will be able to raise additional funds when needed or that such funds will be available on terms favourable to it. If the Group is unable to obtain additional financing as needed it may be required to reduce the scope of its operations or anticipated expansion or to cease trading.

2.3 Future payment of dividends

There can be no assurance as to the level of future dividends (if any). The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors and shareholders of the Company and will depend upon, inter alia, the Company's earnings, financial position, cash requirements and availability of profits as well as the provisions of relevant laws and/or generally accepted accounting principles from time to time.

2.4 Valuation of shares

The Issue Price has been determined by the Company and may not relate to the Group's net asset value, net worth or any established criteria or value. There can be no guarantee that the Ordinary Shares will be able to achieve higher valuations or, if they do so, that such higher valuations can be maintained.

2.5 Investment in publicly quoted securities

Investment in securities traded on AIM is perceived to involve a higher degree of risk and be less liquid than investment in companies whose securities are listed on the 'Official List' in the UK and traded on the London Stock Exchange's main market for listed securities. An investment in Ordinary Shares traded on AIM may be difficult to realise. Admission to AIM does not guarantee that there will be a liquid market for Ordinary Shares. An active public market for Ordinary Shares may not develop or be sustained after Admission and the market price of the Ordinary Shares may fall below the Issue Price. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may therefore realise less than, or lose all of, their investment.

2.6 Potentially volatile share price and liquidity

The share price of companies quoted on AIM can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price at which investors may realise their investment in the Company may be influenced by a significant number of factors, some specific to the Group and its operations and some which affect quoted companies generally. These factors could include the performance of the Group, large purchases or sales of Ordinary Shares in the Company, legislative changes and general, economic, political or regulatory conditions.

NOTICE OF GENERAL MEETING
SUTTON HARBOUR HOLDINGS PLC

(Incorporated and registered in England and Wales with registered number 02425189)

NOTICE is hereby given that a General Meeting of Sutton Harbour Holdings plc (the "**Company**") will be held at the offices of Michelmores LLP, 6 New Street Square, London EC4A 3BF on 10 December August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution (defined terms having the meanings given to them in the circular to the shareholders of the Company dated 22 November 2018):

ORDINARY RESOLUTION

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**"): (a) up to 10,344,951 Open Offer Shares; and (b) up to a further aggregate nominal amount of £115,944.07, in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. **THAT**, conditional upon Resolution 1 being passed, the Directors be and are hereby empowered pursuant to the Articles and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 1 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire 15 months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied. This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

BY ORDER OF THE BOARD

Natasha Gadsdon

Company Secretary

22 November 2018

Registered office:

Tin Quay House

Sutton Harbour

Plymouth

Devon PL4 0RA

Notes:

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting.
2. A member entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not also be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise rights attaching to different shares.
3. A form of proxy is enclosed. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH;
 - alternatively, the completed proxy form can be scanned and emailed to externalproxyqueries@computershare.co.uk; and
 - received by Computershare no later than 10.00 a.m. on 6 December 2018 (or, if the meeting is adjourned, 48 hours prior to the adjourned meeting (excluding non-working days)).
4. Shareholders may also submit their proxy vote electronically via the Registrar's website by visiting www.investorcentre.co.uk/eproxy. For an electronic proxy to be valid, the appointment must be received by the Registrar by no later than 10 a.m. on 6 December 2018.
5. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
6. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate shall not exceed the number of shares held by you). Please also indicate if the proxy is part of a multiple set of instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to, or specifying a number in excess of those held by you may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar.
8. Pursuant to Regulation 41 of The Uncertificated Securities Regulations 2001 and paragraph 18(c) of The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, the Company specifies that only those members registered on the Company's register of members at 6 p.m. on 6 December 2018 shall be entitled to attend and vote at the Meeting. Subsequent changes to entries on the register after this time shall be disregarded in determining the rights of any persons to attend or vote at the meeting.
9. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of other joint holders.
10. As at the close of business on 21 November 2018, the Company's issued share capital comprised 105,599,120 ordinary shares of 1 penny each and 62,943,752 deferred shares of 24 pence each with no rights to vote at a general meeting. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 105,599,120.
11. A copy of this notice and the information required to be published by section 311(A) of the Act can be found at www.abmplc.com. Shareholders may not use any electronic address provided in either this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

