

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

PART II (EXPLANATORY STATEMENT) OF THIS DOCUMENT COMPRISES AN EXPLANATORY STATEMENT IN COMPLIANCE WITH SECTION 897 OF THE COMPANIES ACT 2006. THIS DOCUMENT RELATES TO A SCHEME OF ARRANGEMENT WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE LISTING OF CHARLES TAYLOR SHARES ON THE OFFICIAL LIST AND OF TRADING OF CHARLES TAYLOR SHARES ON THE LONDON STOCK EXCHANGE'S MAIN MARKET FOR LISTED SECURITIES.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your Charles Taylor Shares, please send this document (but not any accompanying personalised documents) at once to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded, distributed or transmitted in, into or from any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you sell or have sold or otherwise transferred part of your holding of Charles Taylor Shares, please retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this document and any accompanying documents (in whole or in part) in, into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document (and any accompanying documents) comes should inform themselves about, and observe, any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction.

Recommended Cash Acquisition
of
Charles Taylor plc
by
Jewel BidCo Limited
a company formed on behalf of funds advised by
Lovell Minnick Partners LLC
and its affiliates
to be effected by means of a Scheme of Arrangement
under Part 26 of the Companies Act 2006

The accompanying Forms of Proxy are personalised. If you have recently purchased or been transferred Charles Taylor Shares, you should contact Charles Taylor's Registrars, Computershare, on the telephone number set out on page 10 of this document, to obtain replacements of these documents.

You should carefully read the whole of this document (including any documents incorporated into it by reference) and the accompanying Forms of Proxy. Your attention is drawn, in particular, to the letter from the Chair of Charles Taylor in Part I (*Letter from the Chair of Charles Taylor plc*) of this document which contains the unanimous recommendation of the Charles Taylor Directors that you vote to approve the Scheme at the Scheme Court Meeting and in favour of the Special Resolution to be proposed at the General Meeting. A letter from Rothschild & Co explaining the Acquisition in greater detail and the action to be taken by you appears in Part II (*Explanatory Statement*) of this document.

Notices of the Scheme Court Meeting and the General Meeting, both to be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR on 22 November 2019, are set out in Parts IX (*Notice of Scheme Court Meeting*) and X (*Notice of General Meeting*) of this document respectively. The Scheme Court Meeting will start at 10.00 a.m. and the General Meeting at 10.15 a.m. (or as soon thereafter as the Scheme Court Meeting has concluded or been adjourned).

The action to be taken by Charles Taylor Shareholders in respect of the Charles Taylor Meetings is set out on pages 8 to 10 of this document. Charles Taylor Shareholders will find accompanying this document a Blue Form of Proxy for use in connection with the Scheme Court Meeting, a White Form of Proxy for use in connection with the General Meeting, and a pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy. Whether or not you intend to attend any of the Charles Taylor Meetings in person, please complete and sign both the accompanying Forms of Proxy (or appoint a proxy, electronically, as referred to in this document) in accordance with the instructions printed on them and return them to Charles Taylor's Registrars, Computershare, as soon as possible and, in any event, so as to be received at least 48 hours before the time appointed for the relevant Charles Taylor Meeting (or in the case of any adjournment, at least 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the holding of the adjourned meeting). A reply paid envelope is provided for this purpose.

If the Blue Form of Proxy for the Scheme Court Meeting is not returned by the specified time and date, it may be handed to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting and will still be valid. However, in the case of the General Meeting, unless the White Form of Proxy is returned by the specified time and date, it will be invalid.

As an alternative to completing and returning the Forms of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there.

If you hold your Charles Taylor Shares in uncertificated form (i.e. in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (available via www.euroclear.com/CREST) (please also refer to the accompanying notes to the Notice of the Scheme Court Meeting and the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST (under CREST participant ID 3RA50) must be received by Charles Taylor's Registrars, Computershare, at least 48 hours before the time appointed for the relevant Charles Taylor Meeting or, in the case of any adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting.

The completion and return of a Form of Proxy or the appointment of a proxy or proxies online or through CREST will not prevent you from attending and voting in person at either the Scheme Court Meeting or the General Meeting, or any adjournment thereof, if you so wish and are so entitled.

If you have any further questions in relation to this document, the Scheme, or the Charles Taylor Meetings, including in relation to the completion and return of the Forms of Proxy, please call the helpline on 0370 889 4020 (from within the UK) or +44 (0) 370 889 4020 (from outside of the UK). Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and monitored for security and training purposes. Please note that the helpline operators cannot provide advice on the merits of the Scheme or the Acquisition, nor give financial, tax, investment or legal advice.

Certain terms used in this document are defined in Part VIII (*Definitions*) of this document.

Important Notices

Rothschild & Co, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Charles Taylor and for no one else in connection with the Acquisition and will not be responsible to anyone other than Charles Taylor for providing the protections afforded to its clients, nor for providing advice in relation to the Acquisition or any other matters referred to in this document.

Liberum, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for Charles Taylor and for no one else in connection with the Acquisition and will not be responsible to anyone other than Charles Taylor for providing the protections afforded to its clients, nor for providing advice in relation to the Acquisition or any other matters referred to in this document.

RBC Capital Markets is the trading name for RBC Europe Limited, which is authorised by the PRA and regulated by the FCA and the PRA and is a subsidiary of Royal Bank of Canada. RBC Capital Markets is acting exclusively for Lovell Minnick and LMP Bidco and for no one else in connection with the Acquisition and will not be responsible to anyone other than Lovell Minnick and LMP Bidco for providing the protections afforded to its clients nor for providing advice in relation to the Acquisition or any other matters referred to in this document.

The contents of this document are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the contents of this document, you should consult your own legal adviser, financial adviser or tax adviser for legal, business, financial or tax advice.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set forth in this document since such date or that the information in, or incorporated into, this document is correct as at any other time subsequent to such date.

No person has been authorised to give any information or make any representations on behalf of Charles Taylor, Lovell Minnick, LMP Bidco, Rothschild & Co, Liberum or RBC Capital Markets concerning the Acquisition other than the statements contained in this document and any such representations, if made, must not be relied upon as having been so authorised.

Notice to Overseas Shareholders

General

NEITHER THIS DOCUMENT NOR ANY OF THE ACCOMPANYING DOCUMENTS DO OR ARE INTENDED TO CONSTITUTE OR FORM PART OF ANY OFFER, INVITATION OR THE SOLICITATION OF AN OFFER TO PURCHASE, OTHERWISE ACQUIRE, SUBSCRIBE FOR, SELL OR OTHERWISE DISPOSE OF ANY SECURITIES, OR THE SOLICITATION OF ANY VOTE OR APPROVAL PURSUANT TO THE SCHEME OR OTHERWISE IN ANY JURISDICTION, IN WHICH SUCH OFFER, INVITATION OR SOLICITATION IS UNLAWFUL. THIS DOCUMENT IS NOT A PROSPECTUS.

The release, publication or distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Charles Taylor Shares with respect to the Scheme at the Scheme Court Meeting and at the General Meeting, or to appoint another person as proxy to vote at the Scheme Court Meeting and at the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This document has been prepared for the purpose of complying with English law, the Code and the Listing Rules, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside of England.

Unless otherwise determined by LMP Bidco and Charles Taylor or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into, or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws of that jurisdiction. Copies of this document and formal documentation relating to the Acquisition will not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. No person may vote in favour of the Acquisition by any use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in, into or from within any Restricted Jurisdiction.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Acquisition in their particular circumstances. It is the responsibility of any person into whose possession this document comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

Notices to US investors in Charles Taylor

The Acquisition relates to the shares of an English company and is proposed to be effected by means of a scheme of arrangement under English law. Neither the US proxy solicitation rules nor (unless implemented by means of

an offer) the tender offer rules under the US Exchange Act will apply to the Acquisition. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable to the United Kingdom and under the Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules.

None of the securities referred to in this document have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Charles Taylor's financial statements, and all financial information that is included in this document, have been prepared in accordance with international financial reporting standards, which differ in certain respects from US generally acceptable accounting principles and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash by a beneficial owner of Charles Taylor Shares pursuant to the Acquisition as consideration for the transfer of its Scheme Shares pursuant to the Scheme will be a taxable transaction for United States federal income tax purposes and may also be a taxable transaction under other applicable tax laws, including any applicable United States state and local, as well as non-US, tax laws. Each Charles Taylor Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or to its beneficial owners) of the Acquisition.

Charles Taylor is organised under the laws of England. All of the directors of Charles Taylor are residents of countries other than the United States and the majority of the assets of Charles Taylor are located outside of the United States. As a result, it may not be possible to effect service of process within the United States upon Charles Taylor or any of its directors, or to enforce outside the United States judgements obtained against Charles Taylor or any of its directors in US courts, including, without limitation, judgements based upon the civil liability provisions of the US federal securities laws or the laws of any state or territory within the United States.

It may not be possible to sue Charles Taylor in a non-US court for violations of US securities laws. It may be difficult to compel Charles Taylor and its affiliates to subject themselves to the jurisdiction and judgment of a US court.

If the Acquisition is implemented by way of a Takeover Offer and LMP Bidco determines to extend such offer into the United States, the Takeover Offer will be made in compliance with applicable UK and US securities laws and regulations, including the US tender offer rules. In such circumstances, Charles Taylor Shareholders are urged to read any documents relating to the Acquisition because they will contain important information regarding the Acquisition. Such documents will be available from Charles Taylor at <http://www.ctplc.com/investors/>.

If LMP Bidco commences a Takeover Offer in respect of Charles Taylor, in accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Lovell Minnick, LMP Bidco and each of their respective affiliates or nominees, or its brokers (acting as agents), and any adviser to Lovell Minnick, LMP Bidco or any of their respective affiliates, and any person acting in concert with any such persons, may from time to time make certain purchases of, or arrangements to purchase shares or other securities of Charles Taylor outside of the United States, other than pursuant to the Takeover Offer, until the date on which the Takeover Offer becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases would be disclosed as required in the UK, would be reported to a Regulatory Information Service and would be available on the London Stock Exchange website at <http://www.londonstockexchange.com> and disclosed as and if required by applicable securities laws.

Further details in relation to Overseas Shareholders and US investors in Charles Taylor are contained in paragraph 17 of Part II (*Explanatory Statement*) of this document.

Forward-looking statements

This document (including information incorporated by reference into this document) contains statements about Lovell Minnick, LMP Bidco and the Charles Taylor Group that are or may be forward looking statements. These statements are based on the current expectations of the management of Lovell Minnick, LMP Bidco and Charles Taylor (as the case may be) and are naturally subject to uncertainty and changes in circumstances. All statements, including the expected timing and scope of the Acquisition, other than statements of historical facts included in this document, may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "might", "should", "would", "could", "anticipates", "estimates", "projects", "strategy" or words or terms of similar

substance or the negative thereof are forward looking statements. Forward looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of LMP Bidco's or the Charles Taylor Group's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on LMP Bidco's or the Charles Taylor Group's business.

Such forward looking statements are not guarantees of future performance. By their nature, because they relate to events and depend on circumstances that will occur in the future, such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results and developments to differ materially from those projected or implied in any forward looking statements. These factors include, but are not limited to, the satisfaction of the conditions to the Acquisition, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations or interest and exchange rates, the outcome of any litigation. Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward looking statements, (which speak only as of the date hereof) and none of Lovell Minnick, LMP Bidco nor any member of the Charles Taylor Group (nor any of their respective directors, officers, employees or advisers) provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by the forward looking statements will actually occur. Further, each of Lovell Minnick, LMP Bidco and each member of the Charles Taylor Group disclaims any obligation to update publicly or revise any forward looking or other statements contained herein, whether as a result of new information, future events or otherwise, except as required by applicable law.

The forward looking statements speak only at the date of this document. All subsequent oral or written forward-looking statements attributable to LMP Bidco, Lovell Minnick or the Charles Taylor Group, or any of their respective associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

No profit forecasts or estimates

Save in relation to the statements made by Charles Taylor in paragraph 5 of Part II (*Explanatory Statement*) of this document, no statement in this document (or incorporated by reference into this document) is intended as a profit forecast or profit estimate for any period and no statement in this document should be interpreted to mean that earnings or earnings per Charles Taylor Share for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per Charles Taylor Share.

Rounding

Certain figures included in this document have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Dealing disclosure requirements

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

An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

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

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

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

In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the US Exchange Act, RBC and its affiliates will continue to act as exempt principal trader in Charles Taylor securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com. This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.

Information relating to Charles Taylor Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Charles Taylor Shareholders, persons with information rights and other relevant persons for the receipt of communications from Charles Taylor may be provided to LMP Bidco during the Offer Period as required under Section 4 of Appendix 4 to the Code to comply with Rule 2.11(c) of the Code.

Publication on website and hardcopies

A copy of this document and all information incorporated into this document by reference to another source, will be available free of charge (subject to any applicable restrictions with respect to persons resident in Restricted Jurisdictions) on Charles Taylor's website at <http://www.ctplc.com/investors/> and Lovell Minnick's website at <http://www.lmpartners.com/charles-taylor-documents> by no later than 12 noon on the date of publication of this document. For the avoidance of doubt, save as expressly referred to herein, the contents of those websites are not incorporated into and do not form part of this document.

If you have received this document in electronic form, subject to certain restrictions relating to persons in any Restricted Jurisdiction, you may request a hard copy of this document (and any information incorporated by reference in this document), free of charge, by contacting Charles Taylor's Registrars, Computershare, of The Pavilions, Bridgwater Road, Bristol, BS13 8AE (or on 0370 889 4020 (from within the UK) or on +44 (0) 370 889 4020 (if calling from outside the UK)). The helpline is open between 8.30 a.m. and 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. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form. Unless you have previously elected to receive hard copies of any such documents, announcements or information, hard copies of future documents, announcements and information in relation to the Acquisition shall not be sent unless specifically requested.

This document is dated: 16 October 2019

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ACTION TO BE TAKEN

For the reasons set out in this document, the Charles Taylor Board, which has been so advised by Rothschild & Co as to the financial terms of the Acquisition, considers the terms of the Acquisition to be fair and reasonable and unanimously recommends that you vote to approve the Scheme at the Scheme Court Meeting and in favour of the Special Resolution to be proposed at the General Meeting, as the Charles Taylor Directors who hold Charles Taylor Shares have irrevocably undertaken to do in respect of their own beneficial holdings of Charles Taylor Shares, and that you take the action described below.

The information on pages 8 to 10 of this document should be read in conjunction with the rest of this document and, in particular, the sections headed “Action to be taken” set out in paragraph 12 of Part I (*Letter from the Chair of Charles Taylor plc*) and paragraph 19 of Part II (*Explanatory Statement*) of this document and the notices of the Scheme Court Meeting and the General Meeting set out in, respectively, Part IX (*Notice of Scheme Court Meeting*) and Part X (*Notice of General Meeting*) of this document.

Voting at the Charles Taylor Meetings

The Scheme will require approval at the meeting of Scheme Shareholders convened by order of the Court (referred to in this document as the Scheme Court Meeting) to be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR. The Scheme Court Meeting will start at 10.00 a.m. on 22 November 2019. Implementation of the Scheme also requires approval of Charles Taylor Shareholders of the Special Resolution to be proposed at the General Meeting to be held at the same venue at 10.15 a.m. on 22 November 2019 (or as soon thereafter as the Scheme Court Meeting has concluded or been adjourned).

Charles Taylor Shareholders entitled to attend and vote at the Charles Taylor Meetings are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote at the Scheme Court Meeting and/or General Meeting. A proxy need not be a Charles Taylor Shareholder.

Please check that you have received the following with this document:

- a Blue Form of Proxy for use in respect of the Scheme Court Meeting on 22 November 2019;
- a White Form of Proxy for use in respect of the General Meeting on 22 November 2019; and
- a pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy.

If you have not received all of these documents, please contact Charles Taylor’s Registrars, Computershare, on the helpline referred to below.

IT IS IMPORTANT THAT, FOR THE SCHEME COURT MEETING IN PARTICULAR, AS MANY VOTES AS POSSIBLE ARE CAST SO THAT THE COURT MAY BE SATISFIED THAT THERE IS A FAIR AND REASONABLE REPRESENTATION OF SCHEME SHAREHOLDER OPINION. YOU ARE THEREFORE STRONGLY ENCOURAGED TO COMPLETE, SIGN AND RETURN BOTH YOUR FORMS OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS THEREON, OR TO APPOINT A PROXY ONLINE OR THROUGH CREST, AS SOON AS POSSIBLE, WHETHER OR NOT YOU INTEND TO ATTEND THE SCHEME COURT MEETING AND/OR THE GENERAL MEETING.

Sending forms of proxy by post or by hand

The Forms of Proxy (completed and signed in accordance with the instructions printed on them) must be received by Charles Taylor’s Registrars, Computershare, as soon as possible and in any event by no later than the following times and dates:

- Blue Forms of Proxy for the Scheme Court Meeting by 10.00 a.m. on 20 November 2019;
- White Forms of Proxy for the General Meeting by 10.15 a.m. on 20 November 2019; and
- in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting. This will enable your votes to be counted at the Charles Taylor Meetings in the event of your absence.

A pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy accompanies this document.

Alternatively, Blue Forms of Proxy (but NOT White Forms of Proxy) may be handed to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting on 22 November 2019 and will still be valid. In the case of the General Meeting, unless the White Form of Proxy is returned by the time and date mentioned above, it will be invalid.

The completion and return of a Form of Proxy (or the appointment of a proxy or proxies online or through CREST (as described below)) will not prevent you from attending and voting in person at the Scheme Court Meeting, the General Meeting or any adjournment thereof, if you so wish and are so entitled.

Please see below for further details on the process for appointing a proxy online or if you hold your Charles Taylor Shares through CREST and in respect of multiple proxy voting instructions.

Online appointment of proxies

As an alternative to completing and returning the Forms of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by Charles Taylor's Registrars, Computershare, by 10.00 a.m. on 20 November 2019 for the Scheme Court Meeting and by 10.15 a.m. on 20 November 2019 for the General Meeting (or, in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting). Full details of the procedure to be followed to appoint a proxy electronically are given on the website.

In the case of the Scheme Court Meeting only, if you have not appointed a proxy electronically by such time, you may complete the Blue Form of Proxy and hand it to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting.

Voting instructions for Charles Taylor Shareholders holding shares through CREST

Charles Taylor Shareholders who hold Charles Taylor Shares in uncertificated form through CREST and who wish to appoint a proxy or proxies for any or both of the Charles Taylor Meetings (or any adjournment(s) thereof) by using the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Charles Taylor's Registrars (ID is 3RA50) at least 48 hours before the time fixed for the Scheme Court Meeting or General Meeting, as applicable (or, in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Charles Taylor's Registrars, Computershare, are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be announced to Charles Taylor's Registrars, Computershare, through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsor or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Charles Taylor may treat as invalid a CREST Proxy Instruction in the circumstances set out in the Uncertificated Securities Regulations 2001.

Multiple proxy voting instructions

You are entitled to appoint a proxy in respect of some or all of your Charles Taylor Shares.

You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different Charles Taylor Shares that you hold. A space has been included on the Forms of Proxy to allow you to specify the number of Charles Taylor Shares in respect of which that proxy is appointed. If you return a Form of Proxy duly executed but leave this space blank, you will be deemed to have appointed a proxy in respect of all of your Charles Taylor Shares.

If you wish to appoint more than one proxy in respect of your shareholding, please photocopy the enclosed Forms of Proxy or contact Charles Taylor's Registrars, Computershare, by telephone on 0370 889 4020 (from within the UK) or on +44 (0) 370 889 4020 (from outside the UK) for further Forms of Proxy. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Please note that calls may be monitored or recorded and the Registrars cannot provide advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice.

Further information about proxies and voting

Further information in relation to the appointment of proxies for, and voting at, the Charles Taylor Meetings is set out in paragraph 12 of Part I (*Letter from the Chair of Charles Taylor plc*) and paragraph 19 of Part II (*Explanatory Statement*) of this document, in the notices of the Charles Taylor Meetings set out in, respectively, Part IX (*Notice of Scheme Court Meeting*) and Part X (*Notice of General Meeting*) of this document, and in the instructions printed on the Forms of Proxy.

Charles Taylor Share Plans

Participants in the Charles Taylor Share Plans will be written to separately to inform them of the effect of the Scheme on their rights under the Charles Taylor Share Plans. Further details on the effect of the Acquisition on outstanding awards and options are set out in paragraph 16 of Part II (*Explanatory Statement*) of this document.

Helpline

0370 889 4020 (+44 (0) 370 889 4020 if calling from outside the UK).

If you have not received all of the relevant documents or have any questions relating to this document, either of the Charles Taylor Meetings, the completion and return of the Forms of Proxy, please call the helpline, between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales).

Calls to the helpline from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and monitored for security and training purposes. Please note that helpline operators cannot provide advice on the merits of the Scheme nor give any financial, tax, investment or legal advice.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable sets out expected dates for the implementation of the Scheme and is subject to change. All references in this document to times are to London time unless otherwise stated.

Event	Time and/or date ⁽¹⁾
Publication of this document	16 October 2019
Latest time for lodging Blue Forms of Proxy (or appointing a proxy electronically or submitting a proxy via CREST) for the Scheme Court Meeting.....	10.00 a.m. on 20 November 2019 ⁽²⁾
Latest time for lodging White Forms of Proxy (or appointing a proxy electronically or submitting a proxy via CREST) for the General Meeting.....	10.15 a.m. on 20 November 2019 ⁽³⁾
Voting Record Time.....	6.30 p.m. on 20 November 2019 ⁽⁴⁾
Scheme Court Meeting	10.00 a.m. on 22 November 2019
General Meeting	10.15 a.m. on 22 November 2019 ⁽⁵⁾

The following dates and times associated with the Scheme are indicative only and are subject to change:

Scheme Court Hearing to sanction the Scheme	A date expected to be no later than 10 Business Days after the satisfaction or, where applicable, waiver of Conditions 5 to 9, relating to regulatory approvals (“D”) ⁽⁶⁾
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Charles Taylor Shares	D+1
Suspension of listing of, and dealings in, Charles Taylor Shares	6.00 p.m. on D+1
Scheme Record Time.....	6.00 p.m. on D+1
Effective Date of the Scheme	D+2 ⁽⁷⁾
Delisting of Charles Taylor Shares	By 8.00 a.m. on D+3
Latest date for despatch of cheques and crediting of CREST accounts for the cash consideration due under the Scheme.....	14 days after the Effective Date
Long Stop Date	19 March 2020 ⁽⁸⁾

Notes:

- (1) The dates and times given are indicative only and are based on Charles Taylor’s current expectations and may be subject to change (including as a result of changes to the timetable related to the satisfaction (or, where applicable, waiver) of the Conditions). If any of the times and/or dates above change, the revised times and/or dates will be notified to Charles Taylor Shareholders by announcement through a Regulatory Information Service and on its website (<http://www.ctplc.com/investors/>).
- (2) The Blue Form of Proxy for the Scheme Court Meeting may, alternatively, be handed to Charles Taylor’s Registrars, Computershare, or the Chair of the Scheme Court Meeting, at the start of the Scheme Court Meeting (or any adjournment thereof). However, if possible, Charles Taylor Shareholders are in the first instance requested to lodge the Blue Forms of Proxy at least 48 hours before the time appointed for the Scheme Court Meeting (or, if the Scheme Court Meeting is adjourned, no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the holding of the adjourned meeting).
- (3) The White Form of Proxy for the General Meeting must be lodged with Charles Taylor’s Registrars, Computershare, by no later than 10.00 a.m. on 20 November 2019 in order for it to be valid, or, if the General Meeting is adjourned, no later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the holding of the adjourned meeting. If the White Form of Proxy is not returned by such time, it will be invalid.
- (4) If either Charles Taylor Meeting is adjourned, the Voting Record Time for the adjourned Charles Taylor Meeting will be 6.30 p.m. on the date which is two days before the date set for the adjourned Charles Taylor Meeting.
- (5) To commence at the time fixed or, if later, immediately after the conclusion or adjournment of the Scheme Court Meeting.

- (6) The Scheme Court Hearing to sanction the Scheme is expected to be held no later than 10 Business Days after the satisfaction or waiver (where applicable) of Conditions 5 to 9, as set out in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document. Any references to “D” or to a day after “D” are references to a Business Day.
- (7) This date will be the date on which the Scheme Court Order is delivered to the Registrar of Companies. Subject to the satisfaction or waiver of the Conditions, it is expected that the Effective Date will occur in early 2020.
- (8) This is the latest date by which the Acquisition may become Effective unless Charles Taylor and LMP Bidco agree in writing, and (if required) the Court and the Panel allow, a later date.

PART I

LETTER FROM THE CHAIR OF CHARLES TAYLOR PLC

(Registered in England and Wales with registered number 03194476)

Directors:

Edward Creasy (*Non-Executive Chair*)
David Marock (*Group Chief Executive Officer*)
Mark Keogh (*Group Chief Financial Officer*)
Damian Ely (*Executive Director & CEO Adjusting Services*)
Gill Rider (*Senior Independent Non-Executive Director*)
Paul Hewitt (*Non-Executive Director*)
Barnabas Hurst-Bannister (*Non-Executive Director*)
Tamer Ozmen (*Non-Executive Director*)

Registered office:

The Minster Building
21 Mincing Lane London
England
EC3R 7AG

16 October 2019

To Charles Taylor Shareholders and, for information only, participants in the Charles Taylor Share Plans and persons with information rights.

Dear Charles Taylor Shareholder,

RECOMMENDED CASH ACQUISITION OF CHARLES TAYLOR PLC BY JEWEL BIDCO LIMITED, A COMPANY FORMED ON BEHALF OF FUNDS ADVISED BY LOVELL MINNICK PARTNERS LLC

1 Introduction

On 19 September 2019, the Boards of Directors of Charles Taylor and LMP Bidco announced that they had reached an agreement on the terms of a recommended all cash acquisition by LMP Bidco (a company formed on behalf of funds advised by Lovell Minnick) of the entire issued and to be issued ordinary share capital of Charles Taylor to be implemented by way of a Court-sanctioned scheme of arrangement of Charles Taylor under Part 26 of the Companies Act.

I am writing to you to set out a summary of the terms of the Acquisition and to explain why your Board, which has been so advised by Rothschild & Co as to the financial terms of the Acquisition, considers the terms of the Acquisition to be fair and reasonable and why it unanimously recommends that you vote or procure the voting in favour of the Scheme at the Scheme Court Meeting and in favour of the Special Resolution to be proposed at the General Meeting, both of which will be held on 22 November 2019 at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London EC2V 7HR. The Scheme Court Meeting will start at 10.00 a.m. and the General Meeting will start at 10.15 a.m. (or as soon thereafter as the Scheme Court Meeting has concluded or been adjourned). In providing its advice to the Charles Taylor Directors, Rothschild & Co has taken into account the commercial assessments of the Charles Taylor Directors.

This letter also explains the actions you are now asked to take. Further details of the Scheme are set out in Part II (*Explanatory Statement*) of this document.

2 Summary of the terms of the Acquisition

Under the terms of the Acquisition, which is subject to the satisfaction (or, where applicable, waiver) of the Conditions and the further terms set out in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document, if the Scheme becomes Effective, Scheme Shareholders at the Scheme Record Time will be entitled to receive:

for each Charles Taylor Share 315 pence in cash

In addition, under the terms of the Acquisition, Charles Taylor Shareholders will be entitled to receive and retain the previously declared Interim 2019 Dividend of 3.65 pence per Charles Taylor Share to be paid on 8 November 2019 to Charles Taylor Shareholders on the Charles Taylor register of members on 11 October 2019 without any consequential reduction in the Acquisition Price.

The price of 315 pence in cash for each Charles Taylor Share represents:

- a premium of approximately 34.0 per cent. to the Closing Price per Charles Taylor Share of 235 pence on 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period);
- a premium of approximately 39.5 per cent. to the three-month volume weighted average price of 226 pence per Charles Taylor Share to 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period);
- a premium of approximately 40.9 per cent. to the six-month volume weighted average price of 224 pence per Charles Taylor Share to 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period); and
- a value of approximately £261 million for the entire issued and to be issued share capital of Charles Taylor on a fully diluted basis.

The Acquisition is subject to the Conditions set out in Part A of Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document, including the sanction of the Scheme by the Court. The expected transaction timetable is set out on pages 11 and 12 of this document.

Further information about the Acquisition is provided in Part II (*Explanatory Statement*) of this document.

3 Recommendation

The Charles Taylor Directors, who have been so advised by Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing advice to the Charles Taylor Directors, Rothschild & Co has taken into account the commercial assessments of the Charles Taylor Directors.

The Charles Taylor Directors remain confident that Charles Taylor's strategy can deliver material value for Charles Taylor Shareholders as an independent company, but are of the view that this has not been recognised in the share price of Charles Taylor in recent years. They believe that the terms of the Acquisition reflect this value, the quality of Charles Taylor's businesses and its future prospects.

Accordingly, the Charles Taylor Directors recommend unanimously that Charles Taylor Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting as the Charles Taylor Directors who hold Charles Taylor Shares have irrevocably undertaken to do or procure to be done in respect of their own beneficial holdings or, for certain directors, to use all reasonable endeavours to procure to be done in respect of the beneficial holdings of their close relatives, amounting, in aggregate, to 905,043 Charles Taylor Shares and representing approximately 1.16 per cent. of the issued share capital of Charles Taylor as at 15 October 2019 (being the latest practicable date prior to publication of this document).

4 Background to and reasons for the recommendation

Charles Taylor is a leading international provider of professional services and technology solutions to numerous clients across the global insurance market. It operates 24 hours a day across the globe to support every stage of the insurance lifecycle and every aspect of the insurance operating model. With approximately 3,100 employees spanning 30 countries, Charles Taylor brings together the skills and expertise of people across the organisation to deliver the best possible outcomes to its clients.

Charles Taylor operates three principal business units:

- **Claims Services** manages specialist claims, adjusts complex losses, offers 24/7 medical assistance and provides expert technical services. It combines technical expertise, efficient processes and effective technology to deliver better outcomes for insurers and insureds.
- **Insurance Management** establishes and manages insurance programmes and entities from end to end under a model of long-term partnership with clients.
- **InsureTech** helps insurance businesses operate and drive change through the delivery of technology-enabled solutions. It provides insurance market technology consultancy and software implementation using proprietary software solutions to enable clients to transform their businesses.

Over a five-year period ended on 31 December 2018, Charles Taylor has grown revenues by 115 per cent., while returning approximately £32 million to shareholders through dividends. Over the same period,

Charles Taylor has sought to create value for shareholders through the execution of an organic growth strategy and through targeted acquisitions. The Charles Taylor Directors believe that Charles Taylor can continue to execute against its current strategy by leveraging its strong brand, extensive and strong relationships and deep technical expertise in providing end-to-end professional services and by rolling out its technology offering. By doing so Charles Taylor can continue to deliver growth and create further shareholder value over the long-term.

Notwithstanding this, the Acquisition is expected to deliver a number of strategic benefits for Charles Taylor's business, including the opportunity to operate in a private context. Against this backdrop LMP Bidco has been able to offer a price to Charles Taylor Shareholders that recognises the value created by Charles Taylor's strategy to date and the value that this strategy is expected to generate in the future.

The Charles Taylor Directors are pleased that LMP Bidco has affirmed the importance of the management and employees of Charles Taylor to its future strategy and welcome LMP Bidco's confirmation that following completion of the Acquisition, the existing contractual and statutory employment rights of all Charles Taylor's management and employees will be fully safeguarded in accordance with applicable law. The Charles Taylor Directors also welcome LMP Bidco's confirmation that it intends to continue to service Charles Taylor's existing customers to a high standard.

The Charles Taylor Directors also note that the Acquisition is priced at a premium of approximately 34.0 per cent. to the Closing Price per Charles Taylor Share of 235 pence on 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period) and approximately 40.9 per cent. to the six-month volume weighted average price of 224 pence per Charles Taylor Share to 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period).

In response to unsolicited approaches from Lovell Minnick and others, Charles Taylor and its advisers engaged in discussions with a number of interested parties ahead of the Announcement. The offer from Lovell Minnick was the most attractive offer received by Charles Taylor. Prior to the announcement of the recommended Acquisition, talks with all other parties were terminated.

Whilst Charles Taylor has a clear strategy to develop and grow its business and continue to deliver shareholder value, having taken into account all relevant factors, the Charles Taylor Directors believe that the terms of the Acquisition acknowledge the quality and strong prospects of Charles Taylor's business and deliver attractive value to Charles Taylor Shareholders allowing them to obtain liquidity for their investment and to crystallise the value of their holdings. As such, the Charles Taylor Directors recommend unanimously the Acquisition to Charles Taylor Shareholders.

5 Background to and reasons for the Acquisition

Lovell Minnick has significant experience of investments in similar businesses to Charles Taylor, and is confident in the overall prospects of Charles Taylor's businesses and the sectors in which it operates. Lovell Minnick considers the Charles Taylor team to have built a high quality business and intends to support Charles Taylor by leveraging its expertise and experience of investing in global financial services companies, including related technology and business service companies.

Furthermore, Lovell Minnick believes there is strong cultural and strategic alignment between Lovell Minnick and Charles Taylor, and is excited to partner with Charles Taylor to pursue a shared vision to grow the platform, focusing on expanding client relationships, broadening specialist capabilities and the range of services and technology solutions, deepening geographic coverage, and reinvesting in quality of service and technology.

Lovell Minnick focuses on developing strong working relationships with management teams and being value-added partners to help build long-term value for clients, employees and shareholders.

6 Dividends

Charles Taylor's shareholders on the register of members on 11 October 2019, being the record date for Charles Taylor's 2019 interim dividend in respect of the completed six-month period ended 30 June 2019, shall be entitled to receive and retain the dividend of 3.65 pence per Charles Taylor Share announced by Charles Taylor on 11 September 2019 and to be paid on 8 November 2019 (the "**Interim 2019 Dividend**") without any reduction to the consideration payable by LMP Bidco pursuant to the Acquisition.

If any dividend other than the Interim 2019 Dividend is paid or becomes payable in respect of Charles Taylor Shares on or after the commencement of the Offer Period and prior to the Effective Date, LMP Bidco has the right to reduce the consideration payable by LMP Bidco pursuant to the Acquisition by an

amount up to the aggregate amount of such dividend or distribution (excluding any associated tax credit) and any reference in this document to the consideration payable under the Acquisition will be deemed to be a reference to the consideration as so reduced.

Please refer to paragraph 2 of Part II (*Explanatory Statement*) of this document for further information on the treatment of dividends.

7 Irrevocable undertakings

LMP Bidco has received irrevocable undertakings from each of the Charles Taylor Directors who hold Charles Taylor Shares to vote, or procure voting, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting, in respect of a total of 379,430 Charles Taylor Shares, representing, in aggregate, approximately 0.49 per cent. of the share capital of Charles Taylor in issue on 15 October 2019 (being the latest practicable date prior to publication of this document). These irrevocable undertakings remain binding in the event a competing offer is made.

In addition, certain of these Charles Taylor Directors have also irrevocably undertaken to use all reasonable endeavours to procure that their close relatives who hold Charles Taylor Shares (and who have beneficial holdings, in aggregate, of 525,613 Charles Taylor Shares representing approximately 0.67 per cent. of the issued share capital of Charles Taylor as at 15 October 2019 (being the latest practicable date prior to publication of this document)), vote, or procure voting, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting.

Therefore, LMP Bidco has received irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting with respect to, in aggregate, 905,043 Charles Taylor Shares representing approximately 1.16 per cent. of the existing issued share capital of Charles Taylor as at 15 October 2019 (being the latest practicable date prior to publication of this document).

Full details of the irrevocable undertakings received by LMP Bidco (including details of the circumstances in which the irrevocable undertakings will cease to be binding) are set out in paragraph 6 of Part VII (*Additional Information*) of this document.

8 Directors, management, employees, pensions, research and development and locations

LMP Bidco's strategic plans for Charles Taylor

LMP Bidco holds in high regard the reputation of Charles Taylor's management and staff, the company's competitive position and its track record of providing high quality service to its customers across the insurance industry.

LMP Bidco believes that in order to maximise its future growth, Charles Taylor will be better suited to a private company environment, where initiatives relating to the performance and development of its businesses can be implemented effectively, with appropriate assistance from Lovell Minnick and without the costs, constraints and distractions associated with being a listed company.

LMP Bidco intends to continue to support Charles Taylor's existing customers and pursue growth opportunities in respect of Charles Taylor's claims services businesses, and its insurance management and InsureTech businesses. The growth strategy for each of these businesses is expected to remain unchanged and, accordingly, LMP Bidco and Charles Taylor's management intend to work together to:

- grow the Adjusting and Other Claims Services businesses across the globe;
- support the sustainable growth of the Insurance Management clients; and
- further develop the InsureTech business.

Charles Taylor's InsureTech business includes Charles Taylor's development resources and intellectual property and focuses on building new technology-enabled solutions for Charles Taylor's clients. LMP Bidco intends to continue to operate the development function of InsureTech.

Following completion of the Acquisition, LMP Bidco intends to comply with the terms of Charles Taylor's existing customer contracts and intends to continue to provide services to such customers to a high standard.

Employees and Management

LMP Bidco attaches great importance to the skills and experience of Charles Taylor's management and employees and recognises that the commitment of the employees and management of the Charles Taylor Group will be a critical part of the future success of Charles Taylor.

Building on its current strategy, LMP Bidco intends to support the Charles Taylor management team in executing appropriate technology-related and other initiatives to drive efficiency, effectiveness and growth, and does not intend to initiate any material headcount reductions within the current Charles Taylor organisation as a result of the Acquisition. There are no intentions to make any changes to management structures or reporting lines.

LMP Bidco confirms that, following completion of the Acquisition, the existing contractual and statutory rights and terms and conditions of employment, including pension obligations, of the management and employees of Charles Taylor and its subsidiaries will be fully safeguarded in accordance with applicable law.

LMP Bidco has no intention to make any material change to the conditions of employment of Charles Taylor employees or in the balance of the skills and functions of the employees and management of Charles Taylor. It is expected that once Charles Taylor ceases to be a listed company, certain corporate and support functions will potentially require reduced headcount. LMP Bidco has not yet developed proposals as to how any such headcount reductions would be implemented.

Following completion of the Acquisition, LMP Bidco intends to put in place incentivisation arrangements for certain managers and employees of Charles Taylor. The terms of these arrangements are to be determined at the appropriate time. LMP Bidco has not entered into, and has not had discussions on proposals to enter into, any form of incentivisation arrangement with any member of Charles Taylor's management or with any Charles Taylor employee, and no such discussions will take place prior to completion of the Acquisition.

Upon completion of the Acquisition, LMP Bidco does not intend to make any material restructurings or changes in location of Charles Taylor's headquarters and headquarters functions, operations and places of business. In addition, no changes are expected with respect to the redeployment of Charles Taylor's fixed asset base or the research and development functions of Charles Taylor.

LMP Bidco expects that Charles Taylor's non-executive directors will resign from the board of Charles Taylor upon completion of the Acquisition.

Pension Schemes

The Charles Taylor Group has four UK defined benefit schemes. LMP Bidco recognises the importance of fulfilling the Charles Taylor Group's pension obligations and of ensuring that its UK defined benefit schemes are appropriately funded in accordance with statutory requirements, including the importance of these matters to the beneficiaries of the schemes.

Two of the UK defined benefit schemes have an estimated funding deficit and contributions are being paid by the Charles Taylor Group to address these deficits. LMP Bidco has no intention to reduce ongoing employer contributions into any of the Charles Taylor Group's defined benefit pension schemes.

Ahead of announcing the Acquisition, LMP Bidco engaged in an initial discussion with the Chair of the trustees of each of the UK defined benefit pensions schemes. LMP Bidco intends to continue such discussions with the Trustees of each of the UK defined benefit schemes following the publication of this document.

Each of the UK defined benefit schemes is closed to new members. LMP Bidco has no intention of amending the benefits being accrued by current members of the defined benefit schemes.

Trading Facilities

Charles Taylor is currently admitted to listing on the Official List and to trading on the London Stock Exchange. As set out in paragraph 12 of Part II (*Explanatory Statement*) of this document, requests will be made to the FCA to de-list Charles Taylor from the Official List and to the London Stock Exchange to cancel trading in Charles Taylor Shares.

Strategic plans for Lovell Minnick

Except to the extent described above, the Acquisition is not expected to impact the existing businesses of Lovell Minnick.

No statements in this paragraph 8 are “post-offer undertakings” for the purposes of Rule 19.5 of the Code.

The Charles Taylor Board’s view on the Acquisition

The Charles Taylor Board welcomes LMP Bidco’s statements of intention set out above, and in particular its intention not to:

- initiate any material headcount reductions within the current organisation as a result of the Acquisition (although it is recognised that certain corporate and support functions will potentially require reduced headcount once Charles Taylor ceases to be a listed company);
- make any material change to the conditions of employment of Charles Taylor employees or in the balance of the skills and functions of the employees and management;
- make any material restructurings or changes in location of Charles Taylor’s headquarters and headquarters functions, operations and places of business; nor
- reduce ongoing employer contributions into any of the Charles Taylor Group’s defined benefit pension schemes or amend the benefits being accrued by current members of the defined benefit schemes.

The Charles Taylor Board also welcomes LMP Bidco’s post completion intention to continue to provide services to Charles Taylor’s existing customers to a high standard and to put in place incentivisation arrangements for certain Charles Taylor managers and employees (the terms of which shall be determined at the appropriate time).

9 Charles Taylor Share Plans

Further details of the arrangements proposed to be implemented in relation to the Charles Taylor Share Plans in connection with the Acquisition are set out in paragraph 16 of Part II (*Explanatory Statement*) of this document.

10 Conditions to the Scheme

The Conditions to the Acquisition are set out in full in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document and are further summarised at paragraph 11 of Part II (*Explanatory Statement*) of this document.

The Acquisition is conditional on the FCA and, to the extent required, the PRA and Lloyd’s having approved the acquisition of Charles Taylor by LMP Bidco as well as regulatory approvals in the Isle of Man, Bermuda and the State of Texas, United States of America. All regulatory filings in connection with these Conditions have been made by LMP Bidco, Lovell Minnick and Pantheon (as applicable).

In addition, the Acquisition is conditional, among other things, on: approval by the requisite majorities of Charles Taylor Shareholders at each of the Charles Taylor Meetings; the Scheme being sanctioned by the Court; and the Scheme becoming Effective no later than the Long Stop Date, or such other date as LMP Bidco and Charles Taylor may otherwise agree in writing and (if required) the Panel and Court may allow.

11 The Scheme and the Charles Taylor Meetings

The Scheme requires the approval of Scheme Shareholders at the Scheme Court Meeting to be held on 22 November 2019. In order for the Scheme to become Effective, the Scheme must be approved by a majority in number of those Scheme Shareholders who are present and vote (and are entitled to vote) at the Scheme Court Meeting, either in person or by proxy, and who represent not less than 75% in nominal value of the Scheme Shares voted by such Scheme Shareholders.

Implementation of the Scheme will also require the passing of the Special Resolution (requiring the approval of Charles Taylor Shareholders being entitled to vote representing at least 75% of the votes cast either in person or by proxy) to be proposed at the General Meeting, which will be held immediately after the Scheme Court Meeting.

Following the Charles Taylor Meetings, the Scheme must be sanctioned and confirmed by the Court and will only become Effective upon delivery of a copy of the Scheme Court Order to the Registrar of

Companies. Upon the Scheme becoming Effective, it will be binding on all Charles Taylor Shareholders irrespective of whether or not they attended or voted at the Scheme Court Meeting or the General Meeting (and, if they attended and voted, whether or not they voted in favour).

Your attention is drawn to paragraph 10(b) of Part II (*Explanatory Statement*) of this document which contains further information with respect to the Charles Taylor Meetings.

It is important that, for the Scheme Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are therefore strongly urged to complete, sign and return the Forms of Proxy, or to appoint a proxy online or through CREST, as soon as possible.

12 Action to be taken

Notices convening the Scheme Court Meeting and the General Meeting are set out in Parts IX (*Notice of Scheme Court Meeting*) and X (*Notice of General Meeting*) of this document, respectively. You will find accompanying this document a Blue Form of Proxy for use at the Scheme Court Meeting, a White Form of Proxy for use at the General Meeting, and a pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy.

Whether or not you intend to be present at either Charles Taylor Meeting, you are requested to complete, sign and return both the accompanying Form of Proxy for the Scheme Court Meeting (Blue) and the accompanying Form of Proxy for the General Meeting (White) in accordance with the instructions printed on the respective form.

As an alternative to completing and returning the Forms of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there.

If you hold your Charles Taylor Shares in uncertificated form, you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the notes to the Notices of the Scheme Court Meeting and the General Meeting set out in Parts IX (*Notice of Scheme Court Meeting*) and X (*Notice of General Meeting*) of this document, respectively).

In the case of the Scheme Court Meeting only, if you have not appointed a proxy online or through CREST by the relevant time as set out on pages 8, 9 and 11 of this document, you may complete the Blue Form of Proxy and hand it to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting.

If you have any questions about this document, the Scheme Court Meeting, the General Meeting or the Acquisition, including in relation to the completion and return of the Forms of Proxy, please call the helpline on 0370 889 4020 (from within the UK) or +44 (0) 370 889 4020 (from outside the UK). Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones and calls may be recorded and monitored for security and training purposes. Please note that the helpline operators cannot provide advice on the merits of the Scheme, nor give any financial, tax, investment or legal advice.

Your attention is drawn to pages 8 to 10 of this document which set out in detail the action you should take in relation to the Acquisition and the Scheme.

Details relating to the cancellation of listing of the Charles Taylor Shares and settlement of the cash consideration offered by LMP Bidco are included in paragraphs 12 and 13 of Part II (*Explanatory Statement*) of this document.

13 Taxation

Charles Taylor Shareholders should read Part VI (*UK Taxation*) of this document, which provides a summary of certain UK tax consequences of the Scheme. If you are in any doubt about your tax position, or are subject to taxation in any jurisdiction other than the UK, you are strongly advised to consult an appropriate independent professional adviser.

14 US and other Overseas Shareholders

US investors in Charles Taylor and other Overseas Shareholders should refer to paragraph 17 of Part II (*Explanatory Statement*) of this document.

15 Further information

You are advised to read the whole of this document (and the accompanying documents) and not just rely solely on the summary information contained in this letter. Your attention is further drawn to the information contained in Parts II (*Explanatory Statement*), III (*The Scheme of Arrangement*), IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*), V (*Financial Information on Charles Taylor and Lovell Minnick*), VI (*UK Taxation*) and VII (*Additional Information*) of this document, and to the expected timetable of principal events set out on pages 11 and 12 of this document.

A copy of this document, an example Form of Proxy and all information incorporated into this document by reference to another source, will be available free of charge (subject to any applicable restrictions with respect to persons resident in Restricted Jurisdictions) on Charles Taylor's website at <http://www.ctplc.com/investors/> and Lovell Minnick's website at <http://www.lmpartners.com/charles-taylor-documents>.

16 Recommendation

The Charles Taylor Directors, who have been so advised by Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. Accordingly, the Charles Taylor Directors consider the Acquisition to be in the best interests of the Charles Taylor Shareholders taken as a whole and unanimously recommend that Charles Taylor Shareholders vote to approve the Scheme at the Scheme Court Meeting and vote in favour of the Special Resolution to be proposed at the General Meeting as all of the Charles Taylor Directors who hold Charles Taylor Shares have irrevocably undertaken to do or procure to be done in respect of their own beneficial holdings or, for certain directors, to use all reasonable endeavours to procure to be done in respect of the beneficial holdings of their close relatives, amounting, in aggregate, to 905,043 Charles Taylor Shares and representing approximately 1.16 per cent. of the Charles Taylor Shares in issue on 15 October 2019 (being the latest practicable date prior to the publication of this document).

In providing its advice to the Charles Taylor Directors, Rothschild & Co has taken into account the commercial assessments of the Charles Taylor Directors. Rothschild & Co is providing independent financial advice to the Charles Taylor Directors for the purposes of Rule 3 of the Code.

Yours sincerely,

Edward Creasy
Chair

Charles Taylor plc

PART II

EXPLANATORY STATEMENT

(in compliance with section 897 of the Companies Act)

N.M. Rothschild & Sons Limited

New Court, St. Swithin's Lane
London, EC4N 8AL

16 October 2019

To all Charles Taylor Shareholders and, for information only, participants in the Charles Taylor Share Plans and persons with information rights.

Dear Sir or Madam,

RECOMMENDED CASH ACQUISITION OF CHARLES TAYLOR PLC BY JEWEL BIDCO LIMITED, A COMPANY FORMED ON BEHALF OF FUNDS ADVISED BY LOVELL MINNICK PARTNERS LLC

1 Introduction

On 19 September 2019, the boards of Charles Taylor and LMP Bidco announced that they had reached an agreement on the terms of a recommended all cash acquisition by LMP Bidco, a company formed on behalf of funds advised by Lovell Minnick, of the entire issued and to be issued share capital of Charles Taylor to be implemented by way of a Court-sanctioned scheme of arrangement of Charles Taylor under Part 26 of the Companies Act.

The Scheme requires, among other things, the approval of the Scheme Shareholders and the sanction of the Court.

Your attention is drawn to the letter from the Chair of Charles Taylor, Edward Creasy, set out in Part I (*Letter from the Chair of Charles Taylor plc*) of this document, which forms part of this Explanatory Statement. That letter contains, among other things, information on the background to and reasons for the unanimous recommendation by the Charles Taylor Directors to Charles Taylor Shareholders to vote to approve the Scheme at the Scheme Court Meeting and to vote in favour of the Special Resolution to be proposed at the General Meeting. That letter also states that the Charles Taylor Directors, who have been so advised by Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing financial advice to the Charles Taylor Directors, Rothschild & Co has taken into account the commercial assessments of the Charles Taylor Directors. Rothschild & Co is providing independent financial advice to the Charles Taylor Directors for the purposes of Rule 3 of the Code.

Rothschild & Co has been authorised by the Charles Taylor Directors to write to you to explain the terms of the Acquisition (and the Scheme) and to provide you with other relevant information. This Explanatory Statement contains a summary of the terms of the Acquisition, which is to be implemented by way of the Scheme. The terms of the Scheme are set out in full in Part III (*The Scheme of Arrangement*) of this document. Your attention is also drawn to the other parts of this document, which are deemed to form part of this Explanatory Statement, including the letter from the Chair of Charles Taylor in Part I (*Letter from the Chair of Charles Taylor plc*) of this document, the Conditions and certain further terms in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document and the additional information in Part VII (*Additional Information*) of this document.

If you wish to vote to approve the Scheme and in favour of the Special Resolution, please take the actions described on pages 8 to 10 of this document within the time frames stipulated.

Statements made or referred to in this letter regarding LMP Bidco's reasons for the Acquisition, information concerning the business of Lovell Minnick and LMP Bidco, the financial effects of the Acquisition on LMP Bidco and/or intentions or expectations of or concerning Lovell Minnick and LMP Bidco reflect the views of the LMP Bidco Directors. Statements made or referred to in this letter regarding the recommendation of the Acquisition, the background to and reasons for the recommendation of the Charles Taylor Directors, and/or information concerning the current business of the Charles Taylor Group reflect the views of the Charles Taylor Directors.

2 Summary of the terms of the Acquisition and the Scheme

The Acquisition is to be effected by way of a scheme of arrangement under Part 26 of the Companies Act. Following the Scheme becoming Effective, the entire issued share capital of Charles Taylor will be held by LMP Bidco (a wholly-owned subsidiary of funds advised by Lovell Minnick and its affiliates).

Under the terms of the Scheme, which is set out in Part III (*The Scheme of Arrangement*) of this document and which is subject to the satisfaction (or, where applicable, waiver) of the Conditions and the further terms set out in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document, if the Scheme becomes Effective, Scheme Shareholders at the Scheme Record Date will be entitled receive:

for each Charles Taylor Share 315 pence in cash

In addition, under the terms of the Acquisition, Charles Taylor Shareholders will be entitled to receive and retain the previously declared Interim 2019 Dividend of 3.65 pence per Charles Taylor Share to be paid on 8 November 2019 to Charles Taylor Shareholders on the Charles Taylor register of members on 11 October 2019 without any consequential reduction in the Acquisition Price.

The price of 315 pence in cash for each Charles Taylor Share represents:

- a premium of approximately 34.0 per cent. to the Closing Price per Charles Taylor Share of 235 pence on 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period);
- a premium of approximately 39.5 per cent. to the three-month volume weighted average price of 226 pence per Charles Taylor Share to 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period);
- a premium of approximately 40.9 per cent. to the six-month volume weighted average price of 224 pence per Charles Taylor Share to 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period); and
- a value of approximately £261 million for the entire issued and to be issued share capital of Charles Taylor on a fully diluted basis.

The implementation of the Acquisition is subject to the Conditions, which are summarised in paragraph 11 of this Part II (*Explanatory Statement*) and set out in full in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document. The Scheme can only become Effective in accordance with its terms if all the Conditions to the Acquisition have been satisfied or, where relevant, waived.

The Scheme will require the approval of Scheme Shareholders at the Scheme Court Meeting to be held on 22 November 2019. In order for the Scheme to become Effective, the Scheme must be approved by a majority in number of those Scheme Shareholders who are present and vote (and who are entitled to vote) at the Scheme Court Meeting, either in person or by proxy, and who represent not less than 75% in nominal value of the Scheme Shares voted by such Scheme Shareholders. Implementation of the Scheme will also require the passing of the Special Resolution (requiring the approval of Charles Taylor Shareholders (being entitled to vote) representing at least 75% of the votes cast either in person or by proxy) at the General Meeting which will be held immediately after the Scheme Court Meeting. Following the Charles Taylor Meetings, the Scheme must be sanctioned and confirmed by the Court and will only become Effective upon delivery of the Scheme Court Order to the Registrar of Companies.

Charles Taylor Shares will be acquired by LMP Bidco pursuant to the Scheme fully paid, with full title guarantee and free from all liens, equities, charges, encumbrances, options and rights of pre-emption and any other third party rights or interests of any nature whatsoever and together with all rights existing as at the Effective Date or thereafter attached thereto, including, without limitation, voting rights and entitlement to receive and retain in full all dividends and other distributions declared, paid or made or any other return of capital (whether by way of reduction of share capital or share premium or otherwise) by the Company by reference to a record date on or after the Effective Date.

If, on or after the Announcement and prior to the Effective Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Charles Taylor Shares other than the Interim 2019 Dividend, LMP Bidco reserves the right to reduce the consideration payable by LMP Bidco for the Charles Taylor Shares by an amount up to the amount of such dividend and/or distribution and/or return of capital so announced, declared or paid. If LMP Bidco exercises this right to reduce the consideration payable by LMP Bidco for each Scheme Share by all or part of the amount of any dividend (and/or other distribution and/or return of capital) that has not been paid: (i) Scheme Shareholders will be

entitled to receive and retain that dividend (and/or other distribution and/or return of capital) in respect of the Charles Taylor Shares they hold; (ii) any reference in this Scheme and the Scheme Circular to the consideration payable under the Scheme shall be deemed to be a reference to the consideration as so reduced; and (iii) the exercise of such rights shall not be regarded as constituting any revision or variation of the terms of the Scheme. To the extent that any such dividend and/or distribution and/or other return of capital is announced, declared or paid and it is: (i) transferred pursuant to the Acquisition on a basis which entitles LMP Bidco to receive the dividend or distribution and to retain it; or (ii) cancelled, the consideration will not be subject to change in accordance with this paragraph.

Subject to the satisfaction or waiver of the Conditions, it is expected that the Scheme will become Effective in early 2020. Upon the Scheme becoming Effective: (i) it will be binding on all Charles Taylor Shareholders irrespective of whether or not they attended or voted at the Scheme Court Meeting and/or the General Meeting (and, if they attended and voted, whether or not they voted to approve the Scheme at the Scheme Court Meeting or in favour of the Special Resolution at the General Meeting); and (ii) share certificates in respect of Charles Taylor Shares will cease to be of value and should be destroyed and entitlements to Charles Taylor Shares held within the CREST system will be cancelled.

The Scheme is described in further detail in paragraph 10 of this Part II (*Explanatory Statement*).

3 Background to and reasons for the recommendation

Information relating to the background to and reasons for the Charles Taylor Board's recommendation of the Acquisition is set out in paragraph 4 of Part I (*Letter from the Chair of Charles Taylor plc*) of this document.

In connection with the Acquisition, LMP Bidco has made certain statements of intention with respect to its strategic plans for Charles Taylor and Charles Taylor's employees, management, pension schemes and trading facilities, as set out in paragraph 8 of Part I (*Letter from the Chair of Charles Taylor plc*) of this document. The Charles Taylor Board has welcomed these statements of intention as further described in paragraph 8 of Part I (*Letter from the Chair of Charles Taylor plc*) of this document.

LMP Bidco has received irrevocable undertakings from each of the Charles Taylor Directors who hold Charles Taylor Shares to vote, or procure voting, in favour of the Scheme at the Court Meeting and the resolutions to be proposed at the General Meeting. Further details of these irrevocable undertakings are set out in paragraph 7 of Part I (*Letter from the Chair of Charles Taylor plc*) of this document.

4 Information on Charles Taylor Group

Charles Taylor is a global provider of professional services and technology solutions dedicated to enabling the global insurance market to do its business fundamentally better. Dating back to 1884, Charles Taylor now employs approximately 3,100 staff in more than 120 locations spread across 30 countries in Europe, the Americas, Asia Pacific, the Middle East and Africa. Charles Taylor believes that it holds a distinctive position in its markets in that it is able to provide professional services and technology solutions in order to support every stage of the insurance lifecycle and every aspect of the insurance operating model. Charles Taylor serves a diversified blue-chip international customer base that includes national and international insurance companies, mutuals, captives, MGAs, Lloyd's syndicates and reinsurers – to brokers, distributors and corporate insureds.

Charles Taylor is a public company and has been listed on the Official List and traded on the Main Market of the London Stock Exchange since 1996.

5 Charles Taylor's current trading and prospects and profit forecast

Charles Taylor's current trading and prospects

On 11 September 2019, Charles Taylor announced its unaudited financial results for the six-month period ended 30 June 2019. The following update on Charles Taylor's current trading and prospects has been substantially extracted from Charles Taylor's unaudited financial results for the six-month period ended 30 June 2019:

“Business Highlights

- Expanded Charles Taylor Claims Services through organic and acquired growth in loss adjusting and through bringing together the Group's claims handling activities into a joined-up business, which is winning new business.

- Continuing to deliver reliable and sustainable Charles Taylor Insurance Management revenues from major long-term clients. Concluded the strategic review of Charles Taylor Managing Agency resulting in the sale of the business, subject to regulatory approval.
- Achieving scale for Charles Taylor InsureTech through an expanded international footprint. Won new business from clients in Europe and Latin America and increased recurring revenues. The business delivered a close to break-even result.
- Made good progress on integrating previous acquisitions.
- Delivered substantial and sustainable growth in top-line and adjusted bottom-line growth.”

Charles Taylor consolidated financial highlights for the six-month period ended 30 June 2019 show revenues of £141.7 million increased by 15% from £123.4 million for the six-month period ended 30 June 2018 and Adjusted EBITDA (being adjusted profit before tax plus depreciation, amortisation (excluding £4.3 million for International Financial Reporting Standards 3), net finance costs and non-controlling interests) of £17.0 million increased by 81% from £9.4 million for the six-month period ended 30 June 2018.

Charles Taylor’s unaudited financial results for the six-month period ended 30 June 2019 are available on Charles Taylor’s website (<http://www.ctplc.com/investors/>).

Charles Taylor Profit Forecast

In Charles Taylor’s 2018 Results Announcement, Charles Taylor made the following statement:

“Charles Taylor has had a good start to 2019. We anticipate that our full year performance will be in-line with market expectations.”

In Charles Taylor’s announcement on 11 September 2019 of its half-year end results for the six-month period ended 30 June 2019, Charles Taylor made the following statement:

“Trading in line with market expectations – Charles Taylor performed well in H1 2019 and, in line with what we said in March, we anticipate achieving a full year performance in line with market expectations.”

The statement in the 2018 Results Announcement to performance for the full-year ending 31 December 2019 being in line with market expectations is a reference to market expectations of an adjusted profit before tax of approximately £24.8m (the “**Charles Taylor Profit Forecast**”). The Charles Taylor Profit Forecast constitutes a profit forecast and, on the basis it was made before Charles Taylor received an approach with regards to a possible offer, the requirements of Rule 28.1(c)(i) apply to such statement. Accordingly, the Charles Taylor Board is giving the confirmation set out below in relation to that statement.

Basis of preparation of the Charles Taylor Profit Forecast

The Charles Taylor Board confirms that the Charles Taylor Profit Forecast has been properly compiled and is based on the unaudited management accounts of Charles Taylor for 30 June 2019 and Charles Taylor’s reforecast (based on its unaudited results for the second quarter ending 30 June 2019) for the financial year ending 31 December 2019. The Charles Taylor Profit Forecast excludes the costs and the impact of the Acquisition or any other material business acquisitions or disposals prior to 31 December 2019 other than those already executed.

The basis of accounting used is consistent with the accounting policies of Charles Taylor and is in accordance with International Accounting Standard 34 Interim Financial Reporting.

In confirming the Charles Taylor Profit Forecast, the Charles Taylor Board has made the following assumptions in respect of the financial year ending 31 December 2019:

Assumptions outside of Charles Taylor’s influence of control:

- there will be no material change to Charles Taylor’s commercial relationships;
- there will be no material change to Charles Taylor’s market environment before the end of FY2019, including in relation to either client demand or competitive environment;
- there will be no material change to existing prevailing global and UK macroeconomic and political conditions during the 12 months ended 31 December 2019 including foreign exchange rates and interest rates;

- there will be no material change in legislation, taxation or regulatory requirements impacting Charles Taylor's operations or its accounting policies;
- there will be no material changes to Charles Taylor's obligations to customers, its ability to negotiate new business, resolve contract disputes or the retention of key management;
- there will be no material adverse events that will have a significant impact on Charles Taylor's major customers;
- there is no other issue which is material in the context of the Charles Taylor Profit Forecast, beyond those issues that are already known to the Charles Taylor Directors at the current time, that will arise in the context of Charles Taylor's business; and
- there will be no material loss of employees or teams to competitors.

Assumptions within Charles Taylor's influence or control:

- there will be no material change in the existing business model or operational strategy of Charles Taylor;
- there will be no material acquisitions or disposals (which excludes the disposal of Charles Taylor Managing Agency and its associated companies to a subsidiary of Premia Holdings Ltd.);
- Charles Taylor's accounting policies will be consistently applied in the remainder of the financial year ending 31 December 2019; and
- there will be no material errors or regulatory failures.

Charles Taylor Directors' confirmation

The Charles Taylor Board has considered the Charles Taylor Profit Forecast and confirm that: (i) it remains valid as at the date of this document, (ii) it has been properly compiled on the basis of the assumptions set out above, and (iii) the basis of accounting used is consistent with the accounting policies of Charles Taylor and is in accordance with International Accounting Standard 34 Interim Financial Reporting.

6 Information on Lovell Minnick, LMP Bidco and Pantheon

Lovell Minnick

Lovell Minnick is a private equity firm founded in 1999 by Jeffrey D. Lovell and James E. Minnick, who are Co-Chairmen and partners of Lovell Minnick. Lovell Minnick is focused on investments in the global financial services industry, including related technology and business services companies. Since its inception in 1999, Lovell Minnick has raised US\$3.3 billion of committed capital from leading institutional investors including public and private pensions, insurance companies, endowments and foundations, including US\$1.28 billion of capital committed to the Lovell Minnick Funds. Lovell Minnick has approximately 42 team members, of whom 21 are investment professionals, operating from offices in Philadelphia, Los Angeles and New York. Lovell Minnick provides buyout and growth capital, leveraging its deep domain expertise and network of relationships to support dynamic companies in capitalising on attractive market opportunities. Lovell Minnick focuses on developing strong working relationships with management teams and being value-added partners to help build long-term value for clients, employees and shareholders.

Lovell Minnick is a growth investor with significant experience in the insurance services and related technology space. To date, Lovell Minnick has completed more than 50 portfolio company investments. Relevant examples of current and former Lovell Minnick investments include: J.S. Held, Worldwide Facilities, Duff & Phelps, ATTOM and Trea Asset Management. None of Lovell Minnick's current portfolio companies compete directly or indirectly with Charles Taylor.

LMP Bidco

LMP Bidco is incorporated in England and Wales and is a wholly-owned indirect subsidiary of funds advised by Lovell Minnick, and is managed and controlled by Lovell Minnick. LMP Bidco was incorporated solely for the purpose of the Acquisition.

Pantheon

Pantheon will subscribe for a minority indirect interest in LMP Bidco, as further described in paragraph 7 of this Part II (*Explanatory Statement*).

The Pantheon Group was founded in 1982 and is a leading global investor in private equity, infrastructure, real assets and debt. As at 31 March 2019 the Pantheon Group had US\$46.3 billion in assets under management, including assets subject to discretionary or non-discretionary management, advice or those limited to a reporting function. The Pantheon Group operates from offices in New York, San Francisco, London, Hong Kong, Seoul, Bogota, Tokyo and Dublin, with representation in a number of other key markets and employs approximately 290 staff, 90 of which are investment professionals. The Pantheon Group has a broad client base comprising public and private pension funds, insurance companies, endowments and foundations. Pantheon is owned by Pantheon partners along with Affiliated Managers Group Inc.

7 Financing of the acquisition and cash confirmation

The consideration payable by LMP Bidco pursuant to the Acquisition will be funded from (a) equity financing drawn down from the Lovell Minnick Funds, as may be reduced by syndication (as described below), and (b) debt financing arranged and underwritten by RBC.

RBC, as financial adviser to Lovell Minnick and LMP Bidco, is satisfied that sufficient cash resources are available to LMP Bidco to enable it to satisfy, in full, the payment of the cash consideration in connection with the Acquisition.

It is expected that the Lovell Minnick Funds will syndicate part of their equity funding commitments. In connection with this syndication, Pantheon has committed to provide up to the lesser of (i) 39.9% of the equity funding and (ii) US\$118,000,000, with the current intention being to reduce that commitment as part of syndication to an amount equal to approximately 20-25% of the equity funding.

In connection with the equity financing of LMP Bidco, the Lovell Minnick Funds and Pantheon have each entered into Equity Commitment Letters. Under their Equity Commitment Letter with the Lovell Minnick Funds, Pantheon has agreed: (i) to co-operate with LMP Bidco in connection with obtaining any regulatory clearances required in connection with the Acquisition; and (ii) not to deal in Charles Taylor Shares without LMP Bidco's consent. Pantheon has a right to terminate its Equity Commitment Letter if (i) the Acquisition is to be implemented by way of a Takeover Offer rather than by way of the Scheme, or (ii) the Lovell Minnick Funds syndicate Pantheon's commitment to an amount less than US\$50,000,000. The Pantheon Equity Commitment Letter may also be terminated if Lovell Minnick deems it necessary, desirable or appropriate for regulatory reasons. If Pantheon terminates its Equity Commitment Letter in accordance with its terms, or otherwise fails to provide its equity funding, the Lovell Minnick Funds have committed to provide the required equity funding to LMP Bidco.

Further details of the terms of the Senior Facilities Agreement and the Equity Commitment Letters are set out in paragraph 8(b) of Part VII (*Additional Information*) of this document.

8 Offer-related arrangements

Summaries of the offer related arrangements entered into in connection with the Acquisition are set out in paragraphs 8(a)(i) and (ii) of Part VII (*Additional Information*) of this document.

The agreements have been made available on Lovell Minnick's website at <http://www.lmpartners.com/charles-taylor-documents> and Charles Taylor's website at <http://www.ctplc.com/investors/>.

9 The Charles Taylor Directors and the effect of the Scheme on their interests

The Charles Taylor Shares held by the Charles Taylor Directors will be subject to the Scheme. Information on the Charles Taylor Shares held by the Charles Taylor Directors and awards and options over Charles Taylor Shares granted to the Charles Taylor Directors is set out in paragraph 4 of Part VII (*Additional Information*) of this document.

Particulars of the service contracts and letters of appointment of the Charles Taylor Directors are set out in paragraph 5 of Part VII (*Additional Information*) of this document.

The effect of the Acquisition on awards and options held by Charles Taylor Directors in common with those held by other participants in the Charles Taylor Share Plans is described in paragraph 16 of this Part II (*Explanatory Statement*).

LMP Bidco has received irrevocable undertakings from the Charles Taylor Directors who hold Charles Taylor Shares to vote in favour of the Scheme in respect of their own beneficial holdings and, for certain directors, to use all reasonable endeavours to procure votes in favour of the Scheme in respect of the beneficial holdings of their close relatives, amounting, in aggregate, to 905,043 Charles Taylor Shares and representing approximately 1.16 per cent. of the issued share capital of Charles Taylor as at 15 October 2019 (being the latest practicable date prior to publication of this document).

Save as set out above, the effect of the Scheme on the interests of the Charles Taylor Directors does not differ from its effect on the like interest of any other Charles Taylor Shareholder.

10 Description of the Scheme and the Charles Taylor Meetings

(a) *The Scheme*

The Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement between Charles Taylor and the holders of Scheme Shares under Part 26 of the Companies Act, although LMP Bidco reserves the right to implement the Scheme by way of a Takeover Offer (subject to Panel consent and the terms of the Co-operation Agreement). The terms of the Scheme are set out in full in Part III (*The Scheme of Arrangement*) of this document.

The Scheme is a legal process under the Companies Act, the purpose of which is to enable LMP Bidco to become the owner of the entire issued and to be issued share capital of Charles Taylor. To achieve this, it is proposed that the Scheme Shares shall be transferred to LMP Bidco, in consideration for which the Scheme Shareholders will receive cash consideration.

On the Effective Date entitlements to Charles Taylor Shares held within the CREST system will be cancelled and share certificates in respect of Charles Taylor Shares will cease to be valid.

Prior to the Scheme Record Time, Charles Taylor may allot and issue Charles Taylor Shares pursuant to the exercise of options or awards under the Charles Taylor Share Plans in accordance with the terms of the Co-operation Agreement. Any Charles Taylor Shares issued before the Scheme Record Time will be subject to the terms of the Scheme. Scheme Shareholders will receive 315 pence in cash for each Scheme Share held by them.

In order for the Scheme to become Effective:

- the Scheme must be approved at the Scheme Court Meeting to be held on 22 November 2019 by a majority in number of those Scheme Shareholders who are present and vote (and who are entitled to vote) at the Scheme Court Meeting, either in person or by proxy, and who represent not less than 75% in nominal value of the Scheme Shares voted by such Scheme Shareholders;
- the Special Resolution must be approved at the General Meeting by Charles Taylor Shareholders representing at least 75% of the votes cast (either in person or by proxy). The General Meeting will be held on the same day as and immediately following the Scheme Court Meeting;
- the Court must sanction the Scheme at the Scheme Court Hearing (with or without modification but subject to any modification being on terms acceptable to Charles Taylor and LMP Bidco) and issue the Scheme Court Order; and
- a copy of the Scheme Court Order must be delivered to the Registrar of Companies.

The Scheme can only become Effective in accordance with its terms if all the Conditions to the Acquisition have been satisfied or, where relevant, waived. The Scheme will become Effective on delivery of a copy of the Scheme Court Order to the Registrar of Companies. It is currently expected that the Scheme will become Effective in early 2020. The expected timetable of principal events for the Acquisition and Scheme is set out on pages 11 and 12 of this document.

All Scheme Shareholders are entitled to attend the Scheme Court Hearing in person or through counsel to support or oppose the sanctioning of the Scheme.

Once the Scheme becomes Effective, it will be binding on Charles Taylor and all Scheme Shareholders irrespective of whether or not they attended or voted at the Scheme Court Meeting and the General Meeting (and, if they attended and voted, whether or not they voted to approve the Scheme at the Scheme Court Meeting or in favour of or against the Special Resolution to be proposed at the General Meeting).

(b) *The Charles Taylor Meetings*

Before the Court is asked to sanction the Scheme, the Scheme will require the approval of Scheme Shareholders at the Scheme Court Meeting and the passing of the proposed Special Resolution by Charles Taylor Shareholders at the General Meeting.

Notices of the Scheme Court Meeting and the General Meeting are set out in Parts IX (*Notice of Scheme Court Meeting*) and X (*Notice of General Meeting*) of this document, respectively.

The Scheme Court Meeting and the General Meeting will be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR on 22 November 2019.

(i) *The Scheme Court Meeting*

The Scheme Court Meeting, which has been convened for 10.00 a.m. on 22 November 2019, is being held at the direction of the Court to seek the approval of Scheme Shareholders for the Scheme.

At the Scheme Court Meeting, voting will be by way of poll and each Scheme Shareholder present (in person or by proxy) will be entitled to one vote for each Scheme Share held. In order for the Scheme to be approved, it must be approved by a majority in number of those Scheme Shareholders who are present and vote (and who are entitled to vote) at the Scheme Court Meeting, either in person or by proxy, and who represent not less than 75% in nominal value of all the Scheme Shares voted by such Scheme Shareholders.

Charles Taylor Shares in which LMP Bidco or Lovell Minnick is interested will not be eligible to be voted on the resolution at the Scheme Court Meeting to approve the Scheme and the Scheme will not apply to such Charles Taylor Shares. As at 15 October 2019 (the latest practicable date prior to publication of this document), neither LMP Bidco nor Lovell Minnick held interests in Charles Taylor Shares.

It is important that, for the Scheme Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are therefore strongly urged to sign and return your Forms of Proxy, or to appoint a proxy online or through CREST, as soon as possible. The completion and return of the Forms of Proxy or the appointment of a proxy online or through CREST will not prevent you from attending, voting and speaking at either the Scheme Court Meeting or the General Meeting or any adjournment thereof, in person if you are entitled to do so.

You will find the Notice of the Scheme Court Meeting in Part IX (*Notice of Scheme Court Meeting*) of this document.

(ii) *The General Meeting*

The General Meeting has been convened for 10.15 a.m. on 22 November 2019, or as soon thereafter as the Scheme Court Meeting has concluded or been adjourned, to consider and, if thought fit, pass the Special Resolution (which requires votes in favour representing at least 75% of the votes cast either in person or by proxy) necessary to implement the Scheme and certain related matters:

- (A) to authorise the Charles Taylor Directors to take all necessary action to implement the Scheme; and
- (B) to approve certain amendments to the Charles Taylor Articles (as described below).

At the General Meeting, voting on the Special Resolution will be by poll and each Charles Taylor Shareholder present in person or by proxy will be entitled to one vote for each Charles Taylor Share held as at the Voting Record Time.

Amendments to the Charles Taylor Articles

It is proposed that the Charles Taylor Articles be amended to:

- (A) ensure that any Charles Taylor Shares which are issued after the Articles are amended and before the Scheme Record Time (other than to LMP Bidco and/or its nominees) will be issued subject to the terms of the Scheme and the holders of such shares will be bound by the terms of the Scheme; and
- (B) ensure that, subject to the Scheme becoming Effective, any Charles Taylor Shares issued on or after the Scheme Record Time (other than to LMP Bidco and/or its nominees) will be compulsorily and automatically acquired by LMP Bidco on the same terms as the Acquisition (other than terms as to timings and formalities); specifically, in consideration of the holder receiving 315 pence in cash per Charles Taylor Share so transferred, representing the same consideration per Charles Taylor Share as will be received by holders of Scheme Shares.

The proposed amendments to the Charles Taylor Articles referred to above will avoid any person (other than LMP Bidco and its nominees) holding shares in the capital of Charles Taylor after the Effective Date. These amendments are set out in the Notice of the General Meeting in Part X (*Notice of General Meeting*) of this document.

(iii) *Entitlement to vote at the Charles Taylor Meetings*

Each holder of Charles Taylor Shares who is entered in Charles Taylor's register of members at the Voting Record Time (expected to be 6.30 p.m. on 20 November 2019) will be entitled to attend and vote at the Scheme Court Meeting and the General Meeting. If either Charles Taylor Meeting is adjourned, only those Charles Taylor Shareholders on the register of members at 6.30 p.m. two days before the time and date set for the adjourned Charles Taylor Meeting(s) will be entitled to attend and vote.

Each Charles Taylor Shareholder is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a shareholder of Charles Taylor. A Blue Form of Proxy for the Scheme Court Meeting, a White Form of Proxy for the General Meeting, and a pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy accompany this document. To be valid, those Forms of Proxy must be duly completed and signed and must be received by Charles Taylor's Registrars, Computershare, by 10.00 a.m. (for the Scheme Court Meeting) and 10.15 a.m. (for the General Meeting), both times on 20 November 2019 (or, in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting).

In the case of the Scheme Court Meeting only, the Blue Form of Proxy can also be handed to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting and will still be valid. In the case of the General Meeting, unless the White Form of Proxy is returned by the time and date mentioned above, it will be invalid.

If you propose to attend the Charles Taylor Meetings, please detach and bring with you the attendance slip to assist your admission.

Charles Taylor Shareholders who return completed Forms of Proxy may still attend the Charles Taylor Meetings and vote in person if they wish. In the event of a poll on which a Charles Taylor Shareholder votes in person, his/her proxy votes lodged with Charles Taylor will be excluded.

Charles Taylor Shareholders are entitled to appoint a proxy in respect of some or all of their Charles Taylor Shares. Charles Taylor Shareholders are also entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different Charles Taylor Share or Charles Taylor Shares held by the relevant Charles Taylor Shareholder. A space has been included in the Forms of Proxy to allow Charles Taylor Shareholders to specify the number of Charles Taylor Shares in respect of which that proxy is appointed. Charles Taylor Shareholders who return a Form of Proxy duly executed but leave this space blank will be deemed to have appointed a proxy in respect of all of their Charles Taylor Shares.

Charles Taylor Shareholders who wish to appoint more than one proxy in respect of their shareholding should photocopy the Forms of Proxy or contact Charles Taylor's Registrars, Computershare, for further Forms of Proxy.

As an alternative to completing and returning the Forms of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by Charles Taylor's Registrars, Computershare, by 10.00 a.m. on 20 November 2019 for the Scheme Court Meeting and by 10.15 a.m. on 20 November 2019 for the General Meeting (or, in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting). Full details of the procedure to be followed to appoint a proxy electronically are given on the website.

If you hold your Charles Taylor Shares in uncertificated form (i.e. in CREST), you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual available via www.euroclear.com/CREST (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document). Proxies submitted via CREST (under CREST participant ID 3RA50) must be received by Charles Taylor's Registrars, Computershare, not later than 10.00 a.m. on 20 November 2019 (in the case of the Scheme Court Meeting) and by 10.15 a.m. on 20 November 2019 (in the case of the General Meeting) or, in the case of an adjournment of either Charles Taylor Meeting, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting.

In the case of the Scheme Court Meeting only, if you have not appointed a proxy online or through CREST by such time, you may complete the Blue Form of Proxy and hand it to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting.

The completion and return of a Form of Proxy or the appointment of a proxy or proxies online or through CREST shall not prevent a Charles Taylor Shareholder from attending and voting in person at either Charles Taylor Meeting or any adjournment thereof, if a Charles Taylor Shareholder so wishes and is so entitled.

Further information on the action to be taken is set out on pages 8 to 10 of this document.

(c) ***Sanction of the Scheme by the Court***

The Scheme also requires the sanction of the Court. Charles Taylor will give adequate notice of the date and time of the Scheme Court Hearing, once known, by issuing an announcement through a Regulatory Information Service and on its website (<http://www.ctplc.com/investors/>).

All Charles Taylor Shareholders are entitled to attend the Scheme Court Hearing in person or through counsel to support or oppose the sanctioning of the Scheme.

The Scheme will become Effective on delivery of a copy of the Scheme Court Order to the Registrar of Companies.

If the Scheme becomes Effective, it will be binding on all Charles Taylor Shareholders irrespective of whether or not they attended, or voted at, the Charles Taylor Meetings and, if they attended and voted, whether or not they voted to approve the Scheme at the Scheme Court Meeting or in favour of or against the Special Resolution at the General Meeting. If the Scheme is not implemented by the Long Stop Date (or such later date (if any) as Charles Taylor and LMP Bidco may agree in writing, and (if required) the Court and the Panel allow), the Scheme will not be implemented and the Acquisition will not proceed.

(d) ***Modifications to the Scheme***

The Scheme contains a provision for Charles Taylor and LMP Bidco to consent jointly on behalf of all persons concerned, to any modification of, or addition to, the Scheme or to any condition approved or imposed by the Court. The Court would be unlikely to approve any modification of, or addition to, or impose a condition to, the Scheme which might be material to the interests of Charles

Taylor Shareholders unless Charles Taylor Shareholders were informed of such modification, addition or condition and given the opportunity to vote on that basis. It would be a matter for the Court to decide, in its discretion, whether or not a further meeting of Charles Taylor Shareholders should be held in these circumstances.

11 Conditions to the Acquisition

The Conditions to the Acquisition are set out in full in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document and are further summarised at paragraph 10 of Part I (*Letter from the Chair of Charles Taylor plc*) of this document. The Conditions include the FCA and, to the extent required, the PRA and Lloyd's having approved the acquisition of Charles Taylor by LMP Bidco as well as regulatory approvals in the Isle of Man, Bermuda and the State of Texas, United States of America.

In addition, the Acquisition is conditional, among other things, on:

- approval by the requisite majorities of Charles Taylor Shareholders at each of the Charles Taylor Meetings;
- the Scheme being sanctioned by the Court;
- the delivery of a copy of the Scheme Court Order to the Registrar of Companies; and
- the Scheme becoming Effective no later than the Long Stop Date, or such other date as LMP Bidco and Charles Taylor may agree in writing, and (if required) the Court and the Panel allow.

Under Rule 13.5(a) of the Code, LMP Bidco may not invoke a Condition to the Acquisition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to LMP Bidco in the context of the Acquisition. Condition 1 (*Long Stop Date*) and Condition 2 (*Scheme Approval*) and, if applicable, the Takeover Offer acceptance condition set out in paragraph 6 of Part B of Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document are not subject to this provision of the Code.

Under Rule 13.6 of the Code, Charles Taylor may not invoke, or cause or permit LMP Bidco to invoke, any Condition to the Acquisition unless the circumstances which give rise to the right to invoke the Condition are of material significance to the Charles Taylor Shareholders in the context of the Acquisition.

12 Delisting and dealings

Prior to the Scheme becoming Effective, applications will be made to the FCA for the cancellation of the listing of Charles Taylor Shares on the Official List and to the London Stock Exchange for the cancellation of trading of Charles Taylor Shares on the London Stock Exchange's Main Market for listed securities, with effect as of or shortly following the Effective Date.

On the basis of the indicative timetable set out on page 11 of this document, dealings in, and registrations of transfers of, Charles Taylor Shares is expected to be suspended at 6.00 p.m. on the Business Day after the Scheme Court Hearing. No transfers of Charles Taylor Shares will be registered after that time. It is expected that the cancellation of admission and listing of the Charles Taylor Shares will take effect by 8.00 a.m. on the Business Day immediately following the Effective Date.

On the Effective Date, Charles Taylor will become a wholly owned subsidiary of LMP Bidco and share certificates in respect of Charles Taylor Shares will cease to be valid and should be destroyed. In addition, on the Effective Date, entitlements to Charles Taylor Shares held within the CREST system will be cancelled.

Charles Taylor will be re-registered as a private limited company as soon as reasonably practicable after the Effective Date.

13 Settlement

Subject to the Scheme becoming Effective, settlement of the consideration to which any Scheme Shareholder is entitled under the Scheme will be effected in the following manner:

(a) *Scheme Shares in uncertificated form (that is, in CREST)*

Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in uncertificated form (that is, in CREST) settlement of the cash consideration to which such Scheme Shareholder is

entitled in accordance with the terms of the Scheme will be transferred to such person through CREST by LMP Bidco procuring the creation of an assured payment obligation in favour of the appropriate CREST account through which such Scheme Shareholder holds such uncertificated Scheme Shares in respect of the cash consideration due to him not later than the 14th day following the Effective Date.

LMP Bidco reserves the right to pay all, or any part of, the cash consideration to all or any Scheme Shareholder(s) who hold Scheme Shares in uncertificated form in the manner referred to in paragraph 13(b) below if, for any reason, it wishes to do so.

As from the Effective Date, each holding of Charles Taylor Shares credited to any stock account in CREST will be disabled and all Charles Taylor Shares will be removed from CREST in due course.

In the case of joint holders of Scheme Shares, payment will be made to the holder whose name stands first in the register of members of Charles Taylor in respect of the joint holding concerned.

(b) ***Consideration where Charles Taylor Shares are held in certificated form (that is, not in CREST)***

Where, at the Scheme Record Time, a Scheme Shareholder holds Scheme Shares in certificated form settlement of the cash consideration due under the Scheme in respect of the Scheme Shares will be despatched, by first class post (or international standard (formerly airmail) post, if overseas), by cheque drawn on a branch of a UK clearing bank or by such other method as may be approved by the Panel.

All such cash payments will be made in pounds sterling. Payments made by cheque will be payable to the Scheme Shareholder(s) concerned. Cheques will be despatched not later than the 14th day following the Effective Date to the person entitled thereto at the address appearing on the register of members of Charles Taylor at the Scheme Record Time or, in the case of joint holders, to the holder whose name appears first in such register in respect of the joint holding concerned. None of Charles Taylor, Lovell Minnick, LMP Bidco nor any of their respective nominees or respective agents shall be responsible for any loss or delay in the transmission of cheques sent in this way, and such cheques shall be sent at the risk of the person entitled thereto.

On the Effective Date, each certificate representing a holding of Charles Taylor Shares will cease to be valid. Following settlement of the consideration to which a Charles Taylor Shareholder is entitled under the Scheme, such Charles Taylor Shareholder will be bound on the request of Charles Taylor either: (i) to destroy such certificate(s); or (ii) to return such certificate(s) to Charles Taylor, or to any person appointed by Charles Taylor, for cancellation.

(c) ***General***

All documents and remittances sent to Scheme Shareholders in accordance with this paragraph 13 will be sent at the risk of the person entitled thereto.

Save with the consent of the Panel, settlement of the consideration to which any Scheme Shareholder is due under the Scheme will be implemented in full in accordance with the terms set out in this Explanatory Statement without regard to any lien, right of set off, counterclaim or analogous right to which LMP Bidco may otherwise be, or claim to be, entitled against any Scheme Shareholder.

14 Text of the Scheme

The full text of the Scheme is set out in Part III (*The Scheme of Arrangement*) of this document.

15 Taxation

Charles Taylor Shareholders should read Part VI (*UK Taxation*) of this document which contains a general description of certain UK consequences of the Scheme.

That summary does not constitute tax advice and does not purport to be a full analysis of all potential UK tax consequences of the Acquisition. Charles Taylor Shareholders who are in any doubt as to their tax position should contact an appropriate professional adviser immediately.

Charles Taylor Shareholders who are or may be subject to tax outside the UK should consult an appropriate independent professional adviser as to the tax consequences of the Scheme.

16 Charles Taylor Share Plans

Details of the effect of the Acquisition on outstanding awards and options granted pursuant to the Charles Taylor Share Plans and of the choices available to participants will be set out in full in separate letters to participants. A summary of the effect of the Scheme on outstanding awards and options granted pursuant to the Charles Taylor Share Plans is set out below.

The Scheme will apply to any Charles Taylor Shares which are unconditionally allotted, issued or transferred to satisfy awards and the exercise of options granted pursuant to the Charles Taylor Share Plans before the Scheme Record Time. Any Charles Taylor Shares allotted or issued to satisfy the exercise of options granted pursuant to the Charles Taylor Share Plans after the Scheme Record Time will, subject to the Scheme becoming Effective and the proposed amendments to the Charles Taylor Articles being approved at the General Meeting, be immediately transferred to LMP Bidco in exchange for the same consideration as Charles Taylor Shareholders will be entitled to receive under the Scheme.

Further information in respect of the proposed amendments to the Charles Taylor Articles is contained in paragraph 10(b)(ii) above and in Part X (*Notice of General Meeting*) of this document.

(a) *The Charles Taylor Long Term Incentive Plan (“LTIP”)*

For LTIP awards granted in 2017 (“**2017 LTIP Awards**”), after performance measurement, time pro-rating shall be applied and the remainder of the 2017 LTIP Awards shall lapse for no payment on sanction of the Scheme by the Court.

For LTIP awards granted in 2018 and 2019 (“**2018 LTIP Awards**” and “**2019 LTIP Awards**” respectively), after performance measurement, the Charles Taylor Remuneration Committee will exercise its discretion to partially waive time pro-rating to enable not more than 90% of the performance vested 2018 LTIP Awards and not more than 85% of the performance vested 2019 LTIP Awards to vest in connection with the Acquisition (the “**Vested LTIP Awards**”). Settlement for the Vested LTIP Awards will be made in two tranches: the first tranche will be settled on sanction of the Scheme by the Court and the number of Shares delivered shall be calculated by applying strict time pro-rating. Settlement of the second tranche shall be deferred and payable in cash on the original (normal) vesting date relating to such awards (being April 2021 for 2018 LTIP Awards and April 2022 for 2019 LTIP Awards) subject to the conditions outlined further below (the “**LTIP Deferred Payment**”). The LTIP Deferred Payment shall be calculated by multiplying (i) the number of Shares subject to the tranche of the Vested LTIP Award not settled on sanction of the Scheme by the Court by (ii) the Acquisition Price. Any part of the 2018 LTIP Awards and 2019 LTIP Awards that does not vest on sanction of the Scheme by the Court will lapse immediately on that date for no payment.

The LTIP Deferred Payment shall be subject to the leaver provisions contained in the LTIP rules provided that, for these purposes, an individual who is finally determined by a court of England and Wales to have been constructively dismissed shall be a “Good Leaver”. No performance conditions shall apply in respect of the LTIP Deferred Payment.

Dividend equivalents shall be payable to the LTIP participants in respect of the 2017 LTIP Awards and the proportion of the 2018 LTIP Awards and 2019 LTIP Awards that vest on sanction of the Scheme by the Court. Dividend equivalents shall be calculated by reference to dividends in respect of which the dividend record date precedes the sanction of the Scheme by the Court and in accordance with the LTIP rules. For the avoidance of doubt, dividend equivalents will not apply in respect of the proportion of the 2018 LTIP Awards or 2019 LTIP Awards that do not vest on sanction of the Scheme by the Court or in respect of the LTIP Deferred Payment.

(b) *The Charles Taylor Restricted Share Plan (“RSP”)*

The Charles Taylor Remuneration Committee shall exercise its discretion to waive the performance conditions and time pro-rating relating to RSP awards. Settlement for the vested RSP awards will be made in two tranches: the first tranche will be settled on sanction of the Scheme by the Court and the number of Shares delivered shall be calculated by applying strict time pro-rating. Settlement of the second tranche shall be deferred and payable in cash on the original (normal) vesting date relating to such awards, subject to conditions outlined further below (the “**RSP Deferred Payment**”). The RSP Deferred Payment shall be calculated by multiplying (i) the number of Shares subject to the tranche of the vested RSP awards not settled on sanction of the Scheme by the Court by (ii) the Acquisition Price.

The RSP Deferred Payment shall be subject to the leaver provisions contained in the RSP rules provided that, for these purposes, an individual who is finally determined by a court of England and Wales to have been constructively dismissed shall be deemed to be a “Good Leaver”. No performance conditions shall apply in respect of the RSP Deferred Payment.

(c) ***The Charles Taylor Deferred Annual Bonus Plan (“DABP”) and the Charles Taylor Retention Share Award Plan (“RSAP”)***

In accordance with the rules of the DABP and RSAP, all subsisting but unvested DABP and RSAP awards will vest in full on sanction of the Scheme on the date of the Scheme Court Hearing. Charles Taylor Shares acquired pursuant to the DABP shall become subject to the Scheme. In accordance with the rules of the RSAP, RSAP awards will be satisfied in cash payable by Charles Taylor, rather than in Charles Taylor Shares.

(d) ***The Charles Taylor Sharesave Scheme (“Sharesave”)***

Options granted under the Sharesave will vest on sanction of the Scheme on the date of the Scheme Court Hearing. Options may then be exercised for the period specified in the Sharesave rules to the extent of the participants’ accrued savings under the linked savings arrangements.

Charles Taylor and LMP Bidco have agreed that Charles Taylor may make a payment (subject to all applicable income tax and social security contributions) to each participant holding options granted under the Sharesave who exercise their options to the fullest extent possible on sanction of the Scheme by the Court, equal to the difference between 315 pence (being the Acquisition Price per Scheme Share) and the option exercise price in respect of each Charles Taylor Share under option which cannot be acquired due to the early exercise of the options.

17 Overseas Shareholders

NEITHER THIS DOCUMENT NOR ANY OF THE ACCOMPANYING DOCUMENTS DO OR ARE INTENDED TO CONSTITUTE OR FORM PART OF ANY OFFER, INVITATION OR THE SOLICITATION OF AN OFFER TO PURCHASE, OTHERWISE ACQUIRE, SUBSCRIBE FOR, SELL OR OTHERWISE DISPOSE OF ANY SECURITIES, OR THE SOLICITATION OF ANY VOTE OR APPROVAL PURSUANT TO THE SCHEME OR OTHERWISE IN ANY JURISDICTION, IN WHICH SUCH OFFER, INVITATION OR SOLICITATION IS UNLAWFUL. THIS DOCUMENT IS NOT A PROSPECTUS.

The release, publication or distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about, and observe, any applicable legal or regulatory requirements. In particular, the ability of persons who are not resident in the United Kingdom to vote their Charles Taylor Shares with respect to the Scheme at the Scheme Court Meeting and at the General Meeting, or to appoint another person as proxy to vote at the Scheme Court Meeting and at the General Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

This document has been prepared for the purpose of complying with English law, the Code and the Listing Rules, and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside of England.

Unless otherwise determined by LMP Bidco and Charles Taylor or required by the Code, and permitted by applicable law and regulation, the Acquisition will not be made available, directly or indirectly, in, into, or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws of that jurisdiction. Copies of this document and formal documentation relating to the Acquisition will not be, and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. No person may vote in favour of the Acquisition by any use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of Takeover Offer

(unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in, into or from within any Restricted Jurisdiction.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Acquisition in their particular circumstances. It is the responsibility of any person into whose possession this document comes to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes or levies due in such jurisdiction.

US investors in Charles Taylor

The Acquisition relates to the shares of an English company and is proposed to be effected by means of a scheme of arrangement under English law. Neither the US proxy solicitation rules nor (unless implemented by means of an offer) the tender offer rules under the US Exchange Act will apply to the Acquisition. Accordingly, the Scheme will be subject to the disclosure requirements and practices applicable to the United Kingdom and under the Code to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules.

None of the securities referred to in this document have been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities passed upon or determined the adequacy or accuracy of the information contained in this document. Any representation to the contrary is a criminal offence in the United States.

Charles Taylor's financial statements, and all financial information that is included in this document, have been prepared in accordance with international financial reporting standards, which differ in certain respects from US generally accepted accounting principles and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash by a beneficial owner of Charles Taylor Shares pursuant to the Acquisition as consideration for the transfer of its Scheme Shares pursuant to the Scheme will be a taxable transaction for United States federal income tax purposes and may also be a taxable transaction under other applicable tax laws, including any applicable United States state and local, as well as non-US, tax laws. Each Charles Taylor Shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences to it (or to its beneficial owners) of the Acquisition.

Charles Taylor is organised under the laws of England. All of the directors of Charles Taylor are residents of countries other than the United States and the majority of the assets of Charles Taylor are located outside of the United States. As a result, it may not be possible to effect service of process within the United States upon Charles Taylor or any of its directors, or to enforce outside the United States judgements obtained against Charles Taylor or any of its directors in US courts, including, without limitation, judgements based upon the civil liability provisions of the US federal securities laws or the laws of any state or territory within the United States.

It may not be possible to sue Charles Taylor in a non-US court for violations of US securities laws. It may be difficult to compel Charles Taylor and its affiliates to subject themselves to the jurisdiction and judgment of a US court.

If the Acquisition is implemented by way of a Takeover Offer and LMP Bidco determines to extend such offer into the United States, the Takeover Offer will be made in compliance with applicable UK and US securities laws and regulations, including the US tender offer rules. In such circumstances, Charles Taylor Shareholders are urged to read any documents relating to the Acquisition because they will contain important information regarding the Acquisition. Such documents will be available from Charles Taylor at <http://www.ctplc.com/investors/>.

If LMP Bidco commences a Takeover Offer in respect of Charles Taylor, in accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, Lovell Minnick, LMP Bidco and each of their respective affiliates or nominees, or its brokers (acting as agents), and any adviser to Lovell Minnick, LMP Bidco or any of their respective affiliates, and any person acting in concert with any such persons, may from time to time make certain purchases of, or arrangements to purchase shares or other securities of Charles Taylor outside of the United States, other than pursuant to the Takeover Offer, until the date on

which the Takeover Offer becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Information about such purchases would be disclosed as required in the UK, would be reported to a Regulatory Information Service and would be available on the London Stock Exchange website at <http://www.londonstockexchange.com> and disclosed as and if required by applicable securities laws.

18 Further information

LMP Bidco reserves the right, subject to the prior consent of the Panel and subject to the terms of the Co-operation Agreement, to elect to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of Charles Taylor not already held by LMP Bidco, as an alternative to the Scheme. In such an event, such offer will be implemented on the same terms (subject to appropriate amendments as described in Part B of Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document), so far as applicable, as those which would apply to the Scheme.

Your attention is drawn to the Chair's Letter in Part I (*Letter from the Chair of Charles Taylor plc*) of this document and the full text of the Scheme which is set out in Part III (*The Scheme of Arrangement*) of this document. Your attention is also drawn to the further information contained in this document which forms part of this Explanatory Statement.

19 Action to be taken

The Scheme is subject to the satisfaction or waiver of the Conditions referred to in paragraph 11 above and set out in full in Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document. To become Effective, the Scheme must be approved by a majority in number of those Scheme Shareholders who are present and vote (and who are entitled to vote) either in person or by proxy at the Scheme Court Meeting and who represent not less than 75% in nominal value of all Scheme Shares held by such Scheme Shareholders. Implementation of the Scheme will also require the passing of the Special Resolution by Charles Taylor Shareholders at the General Meeting.

The Scheme Court Meeting and the General Meeting will both be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR. The Scheme Court Meeting will be held at 10.00 a.m. on 22 November 2019 and the General Meeting will be held at 10.15 a.m. (or, if later, as soon thereafter as the Scheme Court Meeting has been concluded or adjourned) on the same date. Under the Companies Act, the Scheme is also subject to the sanction of the Court. LMP Bidco, which currently does not hold any Charles Taylor Shares, will not exercise its voting rights at the Scheme Court Meeting or the General Meeting if it becomes a holder of any Charles Taylor Shares before the Voting Record Time. If the Scheme becomes Effective, it will be binding on all Scheme Shareholders, including those who did not vote to approve it.

You will find accompanying this document:

- a Blue Form of Proxy for use in respect of the Scheme Court Meeting;
- a White Form of Proxy for use in respect of the General Meeting; and
- a pre-paid envelope for the return of the Blue Form of Proxy and the White Form of Proxy.

Forms of Proxy

Whether or not you plan to attend both or either of the Charles Taylor Meetings in person, please complete and sign both of the accompanying Forms of Proxy and return them in accordance with the instructions printed thereon and return them to Charles Taylor's Registrars, Computershare, as soon as possible but, in any event, so as to be received by post or, during normal business hours, by hand to Charles Taylor's Registrars, Computershare, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY at least 48 hours before the time appointed for the relevant Charles Taylor Meeting. Forms of Proxy have a pre-paid address for your convenience. Forms of Proxy sent by fax only will not be valid.

If the Blue Form of Proxy for use at the Scheme Court Meeting is not lodged by the specified time, it may be handed to Charles Taylor's Registrars, Computershare, or the Chair of the Scheme Court Meeting before the start of the Scheme Court Meeting and will still be valid. However, in the case of the General Meeting, unless the White Form of Proxy is lodged so as to be received by 10.15 a.m. on 20 November 2019, it will be invalid. The White Form of Proxy may NOT be handed to the Chair of the General Meeting.

You are entitled to appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different Charles Taylor Shares that you hold. If you wish to appoint more than one proxy in respect of your shareholding, please photocopy the enclosed Forms of Proxy or contact Charles Taylor's Registrars, Computershare, for further Forms of Proxy.

The completion and return of a Form of Proxy or the appointment of a proxy or proxies online or through CREST will not prevent you from attending and voting in person at either the Scheme Court Meeting or the General Meeting, or any adjournment thereof, if you so wish and are so entitled.

As an alternative to completing and returning the Forms of Proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by Charles Taylor's Registrars, Computershare, by 10.00 a.m. on 20 November 2019 for the Scheme Court Meeting and by 10.15 a.m. on 20 November 2019 for the General Meeting (or, in the case of an adjournment not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned Charles Taylor Meeting).

If you hold your Charles Taylor Shares in uncertificated form (that is in CREST) you may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out at the end of this document).

Proxies submitted via CREST (under CREST participant ID 3RA50) must be received by Charles Taylor's Registrars, Computershare, not later than 10.00 a.m. on 20 November 2019 in the case of the Scheme Court Meeting and 10.15 a.m. on 20 November 2019 in the case of the General Meeting or, in the case of any adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) prior to the time and date fixed for the holding of the adjourned meeting.

It is important that, for the Scheme Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair and reasonable representation of Scheme Shareholder opinion. You are therefore strongly urged to sign and return your Forms of Proxy, or appoint a proxy online or through CREST, as soon as possible.

If you have any questions relating to completion and return of the Forms of Proxy, please contact Charles Taylor's Registrars, Computershare, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (or on 0370 889 4020 (from within the UK) or on +44 (0) 370 889 4020 (if calling from outside the UK)). The helpline is open between 8.30 a.m. and 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.

Overseas Shareholders should refer to paragraph 17 above. Details relating to settlement are included in paragraph 13 above.

Notices convening the Scheme Court Meeting and the General Meeting are set out in Part IX (*Notice of Scheme Court Meeting*) and Part X (*Notice of General Meeting*) of this document.

Yours faithfully,

Christopher Kaladeen
Managing Director

for and on behalf of N.M. Rothschild & Sons Limited

PART III

THE SCHEME OF ARRANGEMENT

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES
COMPANIES COURT (Ch D)

CR-2019-006505

IN THE MATTER OF CHARLES TAYLOR PLC

-AND-

IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT
(under Part 26 of the Companies Act 2006)

BETWEEN

CHARLES TAYLOR PLC

AND

THE HOLDERS OF ITS SCHEME SHARES
(as hereinafter defined)

PRELIMINARY

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:

“ <i>certificated</i> ” or “ <i>in certificated form</i> ”	a share or other security which is not in uncertificated form (that is, not in CREST)
“ <i>Charles Taylor Shares</i> ”	ordinary shares of 1 pence each in the capital of the Company
“ <i>Charles Taylor Shareholders</i> ”	holders of Charles Taylor Shares from time to time
“ <i>Code</i> ”	the UK City Code on Takeovers and Mergers as from time to time amended and interpreted by the Panel
“ <i>Company</i> ” or “ <i>Charles Taylor</i> ”	Charles Taylor plc of The Minster Building, 21 Mincing Lane, London, England, EC3R 7AG having company number 3194476
“ <i>Companies Act</i> ”	the Companies Act 2006 (as amended, modified or re-enacted)
“ <i>Court</i> ”	the High Court of Justice in England and Wales
“ <i>CREST</i> ”	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in such Regulations) in accordance with which securities may be held and transferred in uncertificated form
“ <i>CREST Regulations</i> ”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) (as amended from time to time)
“ <i>Effective Date</i> ”	the date on which this Scheme becomes effective in accordance with its terms
“ <i>Euroclear</i> ”	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 2878738

“Excluded Shares”	any Charles Taylor Shares: (a) registered in the name of, or beneficially owned by, LMP Bidco or any member of the Lovell Minnick Group or their respective nominees; or (b) Treasury Shares, in each case at the Scheme Record Time
“holder”	includes any person entitled by transmission
“Interim 2019 Dividend”	the dividend of 3.65 pence per Charles Taylor Share announced by Charles Taylor on 11 September 2019 and to be paid on 8 November 2019, in respect of the completed six-month period ending 30 June 2019
“LMP Bidco”	Jewel BidCo Limited, a private limited company of Fifth Floor, 100 Wood Street, London, EC2V 7EX, having company number 12204354
“Lovell Minnick”	Lovell Minnick Partners LLC
“Lovell Minnick Group”	Lovell Minnick, funds managed by Lovell Minnick, LMP Bidco and their respective associated undertakings and any other body corporate, partnership, joint venture or person in which Lovell Minnick and all such undertakings (aggregating their interests) have a Significant Interest, excluding for the purposes of this definition any portfolio company of Lovell Minnick or funds managed by Lovell Minnick
“Panel”	the UK Panel on Takeovers and Mergers
“Registrar of Companies”	the Registrar of Companies in England and Wales
“Scheme”	this scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court
“Scheme Circular”	the circular to the Charles Taylor Shareholders published by the Company in connection with this Scheme
“Scheme Court Hearing”	the hearing by the Court (and any adjournment thereof) to sanction the Scheme pursuant to Section 899 of the Companies Act
“Scheme Court Meeting”	the meeting of Scheme Shareholders (including any adjournment thereof), convened with the permission of the Court under Part 26 of the Companies Act to consider and, if thought fit, to approve this Scheme (with or without modification)
“Scheme Record Time”	6.00 p.m. on the Business Day immediately after the date of the Scheme Court Hearing
“Scheme Shares”	Charles Taylor Shares: <ul style="list-style-type: none"> (a) in issue as at the date of this document; (b) (if any) issued after the date of this document but before the Voting Record Time; and (c) (if any) issued at or after the Voting Record Time and before the Scheme Record Time on terms that the original or any subsequent holders shall be, or shall have agreed in writing by such time to be bound by the Scheme, in each case remaining in issue at the Scheme Record Time and excluding the Excluded Shares
“Scheme Shareholder”	a holder of Scheme Shares at any relevant time or date

“ <i>subsidiary</i> ”	has the meaning given in section 1159 of the Companies Act
“ <i>subsidiary undertaking</i> ”	has the meaning given in section 1162 of the Companies Act
“ <i>Treasury Shares</i> ”	shares held as treasury shares as defined in section 724(5) of the Companies Act
“ <i>uncertificated</i> ” or “ <i>in uncertificated form</i> ”	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“ <i>Voting Record Time</i> ”	6.30 p.m. on 20 November 2019 or, if the Scheme Court Meeting is adjourned, 6.30 p.m. on the day which is two days before the date set for the adjourned Scheme Court Meeting

- (B) References to Clauses are to clauses of this Scheme, and references to time are to London time.
- (C) As at 15 October 2019 (the latest practicable date prior to the date of the Scheme Circular), the issued share capital of the Company was £779,137.24 divided into 77,913,724 ordinary shares of 1 pence each, all of which were credited as fully paid and none of which were Treasury Shares.
- (D) As at 15 October 2019 (the latest practicable date prior to the date of the Scheme Circular), options and awards to acquire up to 5,200,039 Charles Taylor Shares have been granted pursuant to the Charles Taylor Share Plans.
- (E) As at 15 October 2019 (the latest practicable date prior to the date of the Scheme Circular), no Charles Taylor Shares were registered in the name of or beneficially owned by LMP Bidco or any other member of the Lovell Minnick Group.
- (F) LMP Bidco was incorporated in England and Wales on 12 September 2019 as a private company limited by shares. LMP Bidco is an indirect wholly-owned subsidiary of funds advised by Lovell Minnick.
- (G) LMP Bidco has agreed to appear by counsel at the hearing to sanction this Scheme and to submit to be bound by and to undertake to the Court to be bound by the provisions of this Scheme and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by them for the purpose of giving effect to this Scheme.

THE SCHEME

1 Transfer of the Scheme Shares

- (a) On the Effective Date, LMP Bidco (and/or its nominee(s) as LMP Bidco may determine) shall acquire all of the Scheme Shares fully paid, with full title guarantee, and free from all liens, equities, charges, encumbrances, options and rights of pre-emption and any other third party rights or interests of any nature whatsoever and together with all rights existing as at the Effective Date or thereafter attached thereto, including, without limitation, voting rights and entitlement to receive and retain in full all dividends and other distributions declared, paid or made or any other return of capital (whether by way of reduction of share capital or share premium or otherwise) by the Company by reference to a record date on or after the Effective Date.
- (b) For the purpose of such acquisition, the Scheme Shares shall be transferred to LMP Bidco and/or its nominee(s) by means of a form of transfer or other instrument of transfer and, to give effect to such transfer(s), any person may be appointed by LMP Bidco as attorney and/or agent and/or otherwise and shall be authorised as such attorney and/or agent and/or otherwise on behalf of the holder concerned to execute and deliver as transferor such form of transfer or other instrument of transfer (whether as a deed or otherwise) of such Scheme Shares and every form or instrument of transfer so executed shall be as effective as if it had been executed by the holder or holders of the Scheme Shares thereby transferred.
- (c) The Company shall register or procure the registration of any transfer made pursuant to Clause 1(b).
- (d) With effect from the Effective Date and pending the registration of LMP Bidco and/or its nominee(s) as the holder of any Scheme Share to be transferred pursuant to this Scheme, each holder of Scheme Shares irrevocably appoints LMP Bidco and/or its nominee(s) as its attorney and/or agent and/or otherwise to exercise on its behalf (in place of and to the exclusion of the relevant holder of Scheme Shares) any voting rights attached to its Scheme Shares and any or all rights and privileges attaching to its Scheme Shares, to sign any consent to short notice of a general or separate class meeting of the Company and to execute a form of proxy in respect of its Scheme Shares appointing any person nominated by LMP Bidco to attend general and separate class meetings of the Company and authorises the Company to send to LMP Bidco and/or its nominee(s) any notice, circular, warrant or other document or communication which may be required to be sent to it or them as a member of the Company, such that from the Effective Date, no Scheme Shareholder shall be entitled to exercise any voting rights attached to the Scheme Shares or any other rights or privileges attaching to the Scheme Shares.

2 Consideration for the transfer of the Scheme Shares

In consideration for the transfer of the Scheme Shares to LMP Bidco and/or its nominee(s), LMP Bidco shall, subject to the remaining provisions of this Scheme, pay or procure that there shall be paid to or for the account of each Scheme Shareholder (as appearing in the register of members of the Company at the Scheme Record Time):

for each Scheme Share 315 pence in cash

3 Dividend

- (a) If, on or after 19 September 2019 and prior to the Effective Date, any dividend and/or other distribution and/or other return of capital is announced, declared or paid in respect of the Charles Taylor Shares other than the Interim 2019 Dividend, LMP Bidco reserves the right to reduce the consideration payable by LMP Bidco for the Charles Taylor Shares by an amount up to the amount of such dividend and/or distribution and/or return of capital so announced, declared or paid.
- (b) If LMP Bidco exercises the right referred to in Clause 3(a) to reduce the consideration payable by LMP Bidco for each Scheme Share by all or part of the amount of such dividend (and/or other distribution and/or return of capital) that has not been paid: (i) Scheme Shareholders will be entitled to receive and retain that dividend (and/or other distribution and/or return of capital) in respect of the Charles Taylor Shares they hold; (ii) any reference in this Scheme and the Scheme Circular to the consideration payable under the Scheme shall be deemed a reference to the consideration as so reduced; and (iii) the exercise of such rights shall not be regarded as constituting any revision or variation of the terms of the Scheme.

- (c) To the extent that any such dividend and/or distribution and/or other return of capital is announced, declared or paid and it is: (i) transferred pursuant to the Acquisition on a basis which entitles LMP Bidco to receive the dividend or distribution and to retain it; or (ii) cancelled, the consideration will not be subject to change in accordance with Clause 3.

4 Settlement and dispatch of consideration

- (a) As soon as practicable on or after the Effective Date and, in any event, no later than 14 days after the Effective Date, LMP Bidco shall satisfy the consideration due to Scheme Shareholders pursuant to Clause 2 as follows:
 - (i) in the case of Scheme Shares which at the Scheme Record Time are in certificated form, LMP Bidco shall procure the despatch to the persons entitled thereto of cheques for the sums payable to them respectively; and
 - (ii) in the case of Scheme Shares which at the Scheme Record Time are in uncertificated form, LMP Bidco shall procure that Euroclear is instructed to create an assured payment obligation in favour of the payment bank of the persons entitled thereto in accordance with the CREST assured payment arrangements for the sums payable to them respectively, provided that LMP Bidco reserves the right to make payment of the said sums by cheque as set out in Clause 4(a)(i) if, for any reason, it wishes to do so.
- (b) All deliveries of notices, documents of title, statements of entitlement, certificates or cheques made pursuant to this Scheme shall be effected by sending the same by first class post (or international standard post, if overseas) (or by such method as may be approved by the Panel) in pre-paid envelopes addressed to the persons entitled thereto at their respective addresses as appearing in the register of members of the Company at the Scheme Record Time or, in the case of joint holders, at the address of that one of the joint holders whose name stands first in such register in respect of such joint holding at the Scheme Record Time, and none of the Company, LMP Bidco, Lovell Minnick or their respective agents, nominee(s) or affiliates shall be responsible for any loss or delay in the transmission or delivery of any documents of title or any certificates or cheques sent in accordance with this Clause 4(b) which shall be sent at the risk of the person or persons entitled thereto.
- (c) All cheques shall be in sterling drawn on a UK clearing bank and shall be made payable to the Scheme Shareholder concerned (except that, in the case of joint holders, LMP Bidco reserves the right to make such cheques payable to that one of the joint holders whose name stands first in the register of members of the Company in respect of such joint holding at the Scheme Record Time), and the encashment of any such cheque or the creation of any such assured payment obligation in accordance with Clause 4(a)(ii) shall be a complete discharge of LMP Bidco's obligations under this Scheme to pay the monies represented thereby.
- (d) None of the Company, Lovell Minnick, LMP Bidco or their respective agents and/or nominee(s) shall be responsible for any loss or delay in the transmission or delivery of any documents, certificates, remittances or cheques transmitted or sent in accordance with this Scheme, which shall be sent out at the risk of the persons entitled thereto.
- (e) As from the Effective Date, each holding of Charles Taylor Shares credited to any stock account in CREST will be disabled and all Charles Taylor Shares will be removed from CREST in due course.
- (f) The provisions of this Clause 4 shall be subject to any condition or prohibition imposed by law.

5 Share certificates and transfer of entitlements

With effect from and including the Effective Date:

- (a) all certificates representing Scheme Shares shall cease to have effect as documents of title to the Scheme Shares represented thereby and every Scheme Shareholder shall be bound at the request of the Company to deliver up their share certificate(s) to the Company (or any person appointed by the Company to receive the same) or to destroy the same;
- (b) Euroclear shall be instructed to cancel the entitlements to Scheme Shares of holders of Scheme Shares in uncertificated form;

- (c) following cancellation of the entitlement to the Scheme Shares of Scheme Shareholders in uncertificated form, the Company's registrars shall be authorised to re-materialise entitlements to such Scheme Shares; and
- (d) subject to the completion of such transfers, forms or instruments as may be required in accordance with Clause 1(b) and the payment of any UK stamp duty thereon, the Company shall make appropriate entries in the register of members of the Company to reflect the transfer of the Scheme Shares to LMP Bidco and/or its nominee(s).

6 Mandates

All mandates (including, without limitation, relating to the payment of dividends on any Scheme Shares) and other instructions given to the Company by Scheme Shareholders in force at the Scheme Record Time relating to Scheme Shares shall, from the Effective Date, cease to be valid. In respect of dividends and/or other forms of capital return or distribution for which the consideration payable by LMP Bidco has been reduced pursuant to Clause 3(a) (and such reduction has not been reversed pursuant to Clause 3(c)) the Company may, after this Scheme has become Effective and notwithstanding the transfer of the Scheme Shares to LMP Bidco and/or its nominee(s), pay such dividends and/or other forms of capital return or distribution in accordance with applicable mandates and instructions in force prior to the Scheme Record Time.

7 Effective Time

- (a) This Scheme shall become effective as soon as a copy of the order of the Court sanctioning this Scheme under section 899 of the Companies Act shall have been delivered to the Registrar of Companies.
- (b) Unless this Scheme shall have become effective on or before 19 March 2020, or such later date, if any, as the Company and LMP Bidco may agree in writing and (if required) the Panel and the Court may allow, this Scheme shall never become effective.

8 Modification

The Company and LMP Bidco may jointly consent on behalf of all persons concerned to any modification of, or addition to, this Scheme or to any condition that the Court may approve or impose.

9 Governing Law

This Scheme is governed by English law and is subject to the jurisdiction of the Courts of England and Wales. The rules of the Code will apply to this Scheme.

Dated: 16 October 2019

PART IV

CONDITIONS AND CERTAIN FURTHER TERMS OF THE SCHEME AND THE ACQUISITION

Part A: Conditions to the Scheme and the Acquisition

- 1 The Acquisition is conditional upon the Scheme becoming unconditional and effective, subject to the Code, by not later than the Long Stop Date.

Scheme approval

- 2 The Scheme is conditional on:
- (a) its approval by a majority in number of the Scheme Shareholders who are on the register of members of Charles Taylor at the Scheme Voting Record Time (or the relevant class or classes thereof, if applicable) who are present and vote, whether in person or by proxy, at the Scheme Court Meeting (and at any separate class meeting which may be required by the Court) or any adjournment of any such meeting and who represent not less than 75 per cent. in value of the Charles Taylor Shares (or the relevant class or classes thereof, if applicable) voted by those Scheme Shareholders (or the relevant class or classes thereof, if applicable);
 - (b) the resolution required to approve and implement the Scheme and adopt the amended Charles Taylor Articles being duly passed by the requisite majority of Charles Taylor Shareholders at the General Meeting;
 - (c) the sanction of the Scheme by the Court (with or without modification but subject to any modification being on terms acceptable to Charles Taylor and LMP Bidco) and the delivery of a copy of the Scheme Court Order to the Registrar of Companies.

In addition, subject as stated in Part B below and to the requirements of the Panel, the Acquisition is conditional upon the following Conditions and, accordingly, necessary actions to make the Scheme effective will not be taken unless such Conditions (as amended, if appropriate) have been satisfied or, where relevant, waived:

Notifications, waiting periods and Authorisations

- 3 Excluding the Conditions set out at 5 to 9 (inclusive) below, all material mandatory notifications, filings or applications which are necessary in connection with the Acquisition having been made and all necessary waiting periods (including any extensions thereof) under any applicable legislation or regulation of any jurisdiction having expired, lapsed or been terminated (as appropriate), and all material statutory and regulatory obligations in any relevant jurisdiction having been complied with in each case in respect of the Acquisition, and all Authorisations (excluding those covered by the Conditions set out at 5 to 9 (inclusive) below) reasonably deemed necessary or appropriate by LMP Bidco or any member of the Wider Lovell Minnick Group in any jurisdiction for or in respect of the Acquisition and, except pursuant to Chapter 3 of Part 28 of the Companies Act, in respect of the Acquisition or the proposed acquisition of any shares or other securities in, or control or management of, the Wider Charles Taylor Group by any member of the Wider Lovell Minnick Group having been obtained in terms and in a form reasonably satisfactory to LMP Bidco from all appropriate Third Parties or (without prejudice to the generality of the foregoing) from any persons or bodies with whom any member of the Wider Charles Taylor Group has entered into contractual arrangements and, to the extent that the Acquisition or such acquisitions would result in the termination or withdrawal of an Authorisation, all such Authorisations necessary to carry on the business of any member of the Wider Charles Taylor Group in any jurisdiction which is material in the context of the Wider Charles Taylor Group as a whole having been obtained and all such Authorisations remaining in full force and effect at the time at which the Acquisition becomes otherwise wholly unconditional and there being no notice of an intention to revoke, suspend, restrict, modify or not to renew such Authorisations as a result of the Acquisition or such acquisitions;

Antitrust

- 4 No antitrust regulator or Third Party having given notice of a decision to take, institute or implement any action, proceeding, suit, investigation, enquiry or reference (and in each case, not having withdrawn the

same), or having required any action to be taken or otherwise having done anything, or having enacted or made any statute, regulation, decision, order or change to published practice (and, in each case, not having withdrawn the same) and there not continuing to be outstanding any statute, regulation, decision or order which would or might reasonably be expected to, in each case to an extent or in a manner which is or would be material in the context of the Wider Charles Taylor Group or the Wider Lovell Minnick Group in either case taken as a whole:

- (a) require, prevent or materially delay the divestiture or materially alter the terms envisaged for such divestiture by any member of the Wider Lovell Minnick Group or by any member of the Wider Charles Taylor Group of all or any material part of its businesses, assets or property or impose any material limitation on the ability of all or any of them to conduct their businesses (or any part thereof) or to own, control or manage any of their assets or properties (or any part thereof);
- (b) except pursuant to Chapter 3 of Part 28 of the Companies Act, require any member of the Wider Lovell Minnick Group or the Wider Charles Taylor Group to acquire or offer to acquire a material number of any shares, other securities (or the equivalent) or interest in any member of the Wider Charles Taylor Group or any material asset owned by any third party (other than in the implementation of the Acquisition);
- (c) impose any material limitation on, or result in a material delay in, the ability of any member of the Wider Lovell Minnick Group directly or indirectly to acquire, hold or to exercise effectively all or any rights of ownership in respect of shares or other securities in Charles Taylor or on the ability of any member of the Wider Charles Taylor Group or any member of the Wider Lovell Minnick Group directly or indirectly to hold or exercise effectively all or any rights of ownership in respect of shares or other securities (or the equivalent) in, or to exercise voting or management control over, any member of the Wider Charles Taylor Group;
- (d) otherwise materially adversely affect any or all of the business, assets or profits of any member of the Wider Charles Taylor Group or any member of the Wider Lovell Minnick Group;
- (e) result in any member of the Wider Charles Taylor Group ceasing to be able to carry on business under any name under which it presently carries on business;
- (f) make the Acquisition, its implementation or the acquisition of any shares or other securities in, or control or management of, Charles Taylor by any member of the Wider Lovell Minnick Group void, unenforceable and/or illegal under the laws of any relevant jurisdiction, or otherwise materially prevent or prohibit, restrict, restrain, or delay or otherwise materially interfere with the implementation of, or impose material additional conditions or obligations with respect to, or otherwise materially challenge, impede, interfere or require material amendment of the Acquisition or the acquisition of any shares or other securities in, or control or management of, Charles Taylor by any member of the Wider Lovell Minnick Group; or
- (g) impose any material limitation on the ability of any member of the Wider Lovell Minnick Group or any member of the Wider Charles Taylor Group to conduct, integrate or co-ordinate all or any part of its business with all or any part of the business of any other member of the Wider Lovell Minnick Group and/or the Wider Charles Taylor Group;

Regulatory

- 5 To the extent required in connection with the Acquisition, the PRA and/or the FCA (as applicable) having given notice pursuant to section 189(4)(a) of the Financial Services and Markets Act 2000 (“FSMA”) (or having issued a decision notice under section 189(7) FSMA in terms which do not impose any material conditions, obligations or restrictions on the Wider Lovell Minnick Group or the Wider Charles Taylor Group other than those which are satisfactory to LMP Bidco (acting reasonably)) that it or they approve(s) any acquisition or increase of control (as defined in sections 181 and 182 FSMA) over each member of the Wider Charles Taylor Group which is a UK authorised person (as defined in section 191(G)(1) FSMA) which, in either case, would take place as a result of the Acquisition or its implementation, or the PRA and/or the FCA (as applicable) being treated as having given such approval under section 189(6) FSMA (for the purposes of this paragraph, references to FSMA shall be read, where applicable, with the Financial Services and Markets Act 2000 (Controllers) (Exemptions) Order 2009);
- 6 To the extent required in connection with the Acquisition, the Franchise Board or the Council (as required) (each as defined in the Lloyd’s Definitions Byelaw (No. 7 of 2005) having given its consent in writing under section 12 of the Lloyd’s Membership Byelaw (No. 5 of 2005) or section 43 of the Lloyd’s

Underwriting Byelaw (No. 2 of 2003) (as the case may be), in terms which do not impose any material conditions, obligations or restrictions on the Wider Lovell Minnick Group or the Wider Charles Taylor Group other than those which are satisfactory to LMP Bidco (acting reasonably), to each person who would become a controller (as defined in the Lloyd's Definitions Byelaw (No. 7 of 2005)) of each member of the Wider Charles Taylor Group which is a corporate member or a managing agent (each as defined in the Lloyd's Definitions Byelaw (No. 7 of 2005)) as a result of the Acquisition or its implementation being such a controller;

- 7 The Isle of Man Financial Services Authority confirming in writing, in terms which do not impose any material conditions, obligations or restrictions on the Wider Lovell Minnick Group or the Wider Charles Taylor Group other than those which are satisfactory to LMP Bidco (acting reasonably) that (i) it has no objection to the Acquisition or its implementation pursuant to section 29 of the Isle of Man Insurance Act 2008 and (ii) it consents to the Acquisition or its implementation pursuant to the Isle of Man Financial Services Rule Book 2016 (as amended);
- 8 The BMA having given its consent to the Bermuda Insurer within 30 days of the Bermuda Insurer's filing of a notice relating to a material change under section 30JA of the Bermuda Insurance Act, or the lapse of that 30 day period without the BMA having issued a notice of objection;
- 9 The Texas Department of Insurance confirming, pursuant to Section 4001.253 of the Texas Insurance Code, that it has no objection to the Acquisition or its implementation, or the lapse of 60 days from the date that a complete application for such change of control has been filed without objection from the Texas Department of Insurance;

Certain matters arising as a result of any arrangement, agreement, etc.

- 10 Except as Disclosed, there being no provision of any arrangement, agreement, lease, licence, franchise, permit or other instrument to which any member of the Wider Charles Taylor Group is a party or by or to which any such member or any of its assets is or may be bound, entitled or subject which, as a consequence of the Acquisition or the acquisition or the proposed acquisition by any member of the Wider Lovell Minnick Group of any shares or other securities in Charles Taylor, or because of a change in the control or management of any member of the Wider Charles Taylor Group required by the Acquisition, could or might reasonably be expected to result in, in each case to an extent which is material in the context of the Wider Charles Taylor Group or the Wider Lovell Minnick Group in either case taken as a whole:
 - (a) any monies borrowed by, or any other indebtedness, actual or contingent, of, or any grant available to, any member of the Wider Charles Taylor Group being or becoming repayable, or capable of being declared repayable, immediately or prior to its or their stated maturity date or repayment date, or the ability of any such member to borrow monies or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
 - (b) other than in the ordinary course of business, the creation or enforcement of any mortgage, charge or other security interest over the whole or any material part of the business, property or assets of any member of the Wider Charles Taylor Group or any such mortgage, charge or other security interest (whenever created, arising or having arisen) becoming enforceable;
 - (c) any such arrangement, agreement, lease, licence, franchise, permit or other instrument being terminated or the rights, liabilities, obligations or interests of any member of the Wider Charles Taylor Group being adversely modified or adversely affected or any obligation or liability arising or any adverse action being taken or arising thereunder;
 - (d) any liability of any member of the Wider Charles Taylor Group to make any severance, termination, bonus or other payment to any of its directors, or other officers;
 - (e) the rights, liabilities, obligations, interests or business of any member of the Wider Charles Taylor Group under any such arrangement, agreement, licence, permit, lease or instrument or the interests or business of any member of the Wider Charles Taylor Group in or with any other person or body or firm or company (or any arrangement or arrangement relating to any such interests or business) being or becoming capable of being terminated or adversely modified or affected or any onerous obligation or liability arising or any adverse action being taken thereunder;
 - (f) any member of the Wider Charles Taylor Group ceasing to be able to carry on business under any name under which it presently carries on business;

- (g) the value of, or the financial or trading position of, any member of the Wider Charles Taylor Group being prejudiced or adversely affected; or
- (h) the creation or acceleration of any liability (actual or contingent) by any member of the Wider Charles Taylor Group other than trade creditors or other liabilities incurred in the ordinary course of business,

and, except as Disclosed, no event having occurred which, under any provision of any arrangement, agreement, licence, permit, franchise, lease or other instrument to which any member of the Wider Charles Taylor Group is a party or by or to which any such member or any of its assets are bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in Conditions 10 (a) to (h), in each case to the extent material in the context of the Wider Charles Taylor Group or the Wider Lovell Minnick Group in either case taken as a whole;

Certain events occurring since 31 December 2018

11 Except as Disclosed, no member of the Wider Charles Taylor Group having since 31 December 2018:

- (a) issued or agreed to issue, or authorised or announced its intention to authorise or propose the issue, of, additional shares of any class, or securities or securities convertible into, or exchangeable for, or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities or transferred or sold or agreed to transfer or sell or authorised the transfer or sale of Charles Taylor Shares out of treasury (except, where relevant, as between Charles Taylor and wholly owned subsidiaries of Charles Taylor or between the wholly owned subsidiaries of Charles Taylor and except for the issue or transfer out of treasury of Charles Taylor Shares on the exercise of employee share options or vesting of employee share awards in the ordinary course under the Charles Taylor Share Plans);
- (b) recommended, declared, paid or made, or agreed to declare, pay or make, any bonus, dividend or other distribution (whether payable in cash or otherwise) other than (i) dividends (or other distributions, whether payable in cash or otherwise) lawfully paid or made by any wholly owned subsidiary of Charles Taylor to Charles Taylor or any of its wholly owned subsidiaries, (ii) the final dividend in respect of the year ended 31 December 2018, and (iii) the Interim 2019 Dividend;
- (c) other than pursuant to the Acquisition (and except for transactions between Charles Taylor and its wholly owned subsidiaries or between the wholly owned subsidiaries of Charles Taylor and transactions in the ordinary course of business), implemented, effected, authorised or announced its intention to implement, effect, authorise or propose any merger, demerger, reconstruction, amalgamation, scheme, commitment or acquisition or disposal of assets or shares or loan capital (or the equivalent thereof) in any undertaking or undertakings in any such case to an extent which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (d) (except for transactions between Charles Taylor and its wholly owned subsidiaries or between the wholly owned subsidiaries of Charles Taylor and except for transactions in the ordinary course of business) disposed of, or transferred, mortgaged or created any security interest over any material asset or any right, title or interest in any material asset or authorised, proposed or announced any intention to do so to an extent which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (e) (except for transactions between Charles Taylor and its wholly owned subsidiaries or between the wholly owned subsidiaries of Charles Taylor) issued, authorised or announced an intention to authorise or propose the issue of or made any change in or to the terms of any debentures or become subject to any contingent liability (other than trade credit incurred in the ordinary course of business) or incurred or increased any indebtedness which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (f) entered into or varied or authorised, proposed or announced its intention to enter into or vary any material contract, arrangement, agreement, transaction or commitment (whether in respect of capital expenditure or otherwise) except in the ordinary course of business which is of a long term, unusual or onerous nature or magnitude or which is or which involves or could involve an obligation of a nature or magnitude which is reasonably likely to be materially restrictive on the business of any member of the Wider Charles Taylor Group which, taken together with any other such material transaction, arrangement, agreement, contract or commitment, is material in the context of the Wider Charles Taylor Group taken as a whole;

- (g) entered into or varied the terms of, or made any offer (which remains open for acceptance) to enter into or vary to a material extent the terms of, any contract, service agreement, commitment or arrangement with any director or senior executive of any member of the Wider Charles Taylor Group (except for salary increases, bonuses or variations of terms in the ordinary course);
- (h) proposed, agreed to provide or modified the terms of any Charles Taylor Share Plan, incentive scheme or other benefit relating to the employment or termination of employment of any employee of the Wider Charles Taylor Group which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (i) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, except in respect of the matters mentioned in sub-paragraph (a) above, made any other change to any part of its share capital;
- (j) other than in respect of claims between Charles Taylor and its wholly owned subsidiaries, waived, compromised or settled any claim otherwise than in the ordinary course of business, in each case to an extent which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (k) terminated or varied the terms of any agreement or arrangement between any member of the Wider Charles Taylor Group and any other person in a manner which would or might reasonably be expected to have a material adverse effect on the financial position of the Wider Charles Taylor Group taken as a whole;
- (l) save as required in connection with the adoption of the amended Charles Taylor Articles, made any material alteration to its memorandum or articles of association or other incorporation documents to an extent which is material in the context of the Acquisition;
- (m) except in relation to changes made or agreed as a result of, or arising from, changes to legislation, made or agreed or consented to any significant change to the following in a way that is material in the context of the Wider Charles Taylor Group taken as a whole:
 - (i) the terms of the trust deeds and rules constituting the pension scheme(s) established by any member of the Wider Charles Taylor Group for its directors, employees or their dependants;
 - (ii) the contributions payable to any such scheme(s) or to the benefits which accrue, or to the pensions which are payable, thereunder;
 - (iii) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
 - (iv) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued, made, agreed or consented to, to an extent which is in any such case material in the context of the Wider Charles Taylor Group;
- (n) been unable, or admitted in writing that it is unable, to pay its debts or commenced negotiations with one or more of its creditors with a view to rescheduling or restructuring any of its indebtedness, or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (o) (other than in respect of a member of the Wider Charles Taylor Group which is dormant and was solvent at the relevant time) taken any steps, corporate action or had any legal proceedings instituted or threatened against it in relation to the suspension of payments, a moratorium of any indebtedness, its winding-up (voluntary or otherwise), dissolution, reorganisation or for the appointment of a receiver, administrator, manager, administrative receiver, trustee or similar officer of all or any material part of its assets or revenues or any analogous or equivalent steps or proceedings in any jurisdiction or appointed any analogous person in any jurisdiction or had any such person appointed, which is in any such case material in the context of the Wider Charles Taylor Group taken as a whole;
- (p) (except for transactions between Charles Taylor and its wholly owned subsidiaries or between Charles Taylor's wholly owned subsidiaries) made, authorised, proposed or announced an intention to propose any change in its loan capital;
- (q) entered into a contract, transaction or arrangement which would be restrictive on the business of any member of the Wider Charles Taylor Group or the Wider Lovell Minnick Group other than to a

nature and extent which is not material in the context of the Wider Charles Taylor Group or the Wider Lovell Minnick Group in either case taken as a whole; or

- (r) other than in the ordinary course of business, entered into any agreement, arrangement, commitment or contract or passed any resolution or made any offer (which remains open for acceptance) with respect to or announced an intention to, or to propose to, effect any of the transactions, matters or events referred to in this Condition 11;

No adverse change, litigation, regulatory enquiry or similar

12 Except as Disclosed, since 31 December 2018 there having been:

- (a) no adverse change and no circumstance having arisen which would or might reasonably be expected to result in any adverse change in the business, assets, financial or trading position or profits or prospects or operational performance of any member of the Wider Charles Taylor Group which is material in the context of the Wider Charles Taylor Group taken as a whole;
- (b) no litigation, arbitration proceedings, prosecution or other legal proceedings having been threatened, announced or instituted by or against or remaining outstanding against or in respect of any member of the Wider Charles Taylor Group or to which any member of the Wider Charles Taylor Group is or may become a party (whether as claimant, defendant or otherwise) having been threatened, announced, instituted or remaining outstanding by, against or in respect of any member of the Wider Charles Taylor Group, in each case which is or might reasonably be expected to be material in the context of the Wider Charles Taylor Group taken as a whole;
- (c) no contingent or other liability having arisen or increased other than in the ordinary course of business which is reasonably likely to affect adversely the business, assets, financial or trading position or profits or prospects of any member of the Wider Charles Taylor Group to an extent which is material in the context of the Wider Charles Taylor Group taken as a whole; and
- (d) no steps having been taken and no omissions having been made which are reasonably likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Charles Taylor Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which would or might reasonably be expected to have a material adverse effect on the Wider Charles Taylor Group taken as a whole;

No discovery of certain matters regarding information, liabilities and environmental issues

13 Except as Disclosed, LMP Bidco not having discovered and, in each case, to an extent which is material in the context of the Wider Charles Taylor Group taken as a whole:

- (a) that any financial, business or other information concerning the Wider Charles Taylor Group publicly announced on or prior to the date of the Announcement or disclosed at any time to any member of the Wider Lovell Minnick Group by or on behalf of any member of the Wider Charles Taylor Group on or prior to the date of the Announcement is misleading, contains a material misrepresentation of any fact, or omits to state a fact necessary to make that information not misleading, in any such case to a material extent;
- (b) that any past or present member of the Wider Charles Taylor Group has not complied in any material respect with all applicable legislation, regulations or any Authorisations relating to the use, treatment, storage, carriage, disposal, discharge, spillage, release, leak or emission of any waste or hazardous substance or any substance likely to impair the environment (including property) or harm human or animal health or otherwise relating to environmental matters or the health and safety of humans, which non-compliance would be likely to give rise to any material liability, including any penalty for non-compliance (whether actual or contingent) on the part of any member of the Wider Charles Taylor Group;
- (c) that there has been a material disposal, discharge, spillage, accumulation, release, leak, emission or the migration, production, supply, treatment, storage, transport or use of any waste or hazardous substance or any substance likely to impair the environment (including any property) or harm human or animal health which (whether or not giving rise to non-compliance with any law or regulation), would be likely to give rise to any material liability on the part of any member of the Wider Charles Taylor Group;

- (d) that there is or is reasonably likely to be any material obligation or liability (whether actual or contingent) or requirement to make good, remediate, repair, reinstate or clean up any property, asset or any controlled waters currently or previously owned, occupied, operated or made use of or controlled by any past or present member of the Wider Charles Taylor Group, or in which any such member may have or previously have had or be deemed to have had an interest, under any environmental legislation, common law, regulation, notice, circular, Authorisation or order of any Third Party in any jurisdiction or to contribute to the cost thereof or associated therewith or indemnify any person in relation thereto; or
- (e) that circumstances exist (whether as a result of making the Acquisition or otherwise) which would be reasonably likely to lead to any Third Party instituting (or whereby any member of the Wider Charles Taylor Group would be likely to be required to institute) an environment audit or take any steps which would in any such case be reasonably likely to result in any actual or contingent liability to improve or install new plant or equipment or to make good, repair, reinstate or clean up any property of any description or any asset now or previously owned, occupied or made use of by any past or present member of the Wider Charles Taylor Group (or on its behalf) or by any person for which a member of the Wider Charles Taylor Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest, which is material in the context of the Wider Charles Taylor Group taken as a whole; and

Anti-corruption, sanctions and criminal property

14 Except as Disclosed, LMP Bidco not having discovered, in each case to an extent which is material in the Wider Charles Taylor Group taken as a whole:

- (a) (i) any past or present member, director, officer or employee of the Wider Charles Taylor Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other anti-corruption legislation applicable to the Wider Charles Taylor Group; or (ii) any person that performs or has performed services for or on behalf of the Wider Charles Taylor Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation;
- (b) any material asset of any member of the Wider Charles Taylor Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition);
- (c) any past or present member, director, officer or employee of the Wider Charles Taylor Group, or any other person for whom any such person may be liable or responsible, has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (i) any government, entity or individual in respect of which US, European Union or Isle of Man persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by applicable US, European Union or Isle of Man laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control or HMRC; or (ii) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its Member States or the Isle of Man; or
- (d) a member of the Wider Charles Taylor Group has engaged in any transaction which would cause any member of the Wider Lovell Minnick Group to be in breach of any applicable law or regulation upon its acquisition of Charles Taylor, including the economic sanctions of the United States Office of Foreign Assets Control or HMRC, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its Member States or the Isle of Man.

Part B: Certain further terms of the Acquisition

1 The Scheme will not become Effective unless the Conditions have been fulfilled or (if capable of waiver) waived or, where appropriate, have been determined by LMP Bidco to be or remain satisfied by no later than the Long Stop Date (or such later date as LMP Bidco and Charles Taylor may, with the consent of the Panel, agree and (if required) the Court may allow).

- 2 Subject to the requirements of the Panel, LMP Bidco reserves the right to waive in whole or in part all or any of the above Conditions 3 to 14 (inclusive). Each of the Conditions will be regarded as a separate Condition and will not be limited by reference to any other Condition. Under Rule 13.5(a) of the Code, LMP Bidco may not invoke a condition to the Acquisition so as to cause the Acquisition not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the condition are of material significance to LMP Bidco in the context of the Acquisition. Conditions 1 and 2 are not subject to this provision of the Code.
- 3 If LMP Bidco is required by the Panel to make an offer for Charles Taylor Shares under the provisions of Rule 9 of the Code, LMP Bidco may make such alterations to any of the above Conditions and terms of the Acquisition as are necessary to comply with the provisions of that Rule.
- 4 LMP Bidco will be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of Conditions 3 to 14 (inclusive) by a date earlier than the latest date for the fulfilment of that Condition notwithstanding that the other Conditions of the Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
- 5 The Acquisition will lapse if there is a CMA Phase 2 Reference prior to the date of the Scheme Court Meeting.
- 6 LMP Bidco reserves the right to elect (with the consent of the Panel and subject to the terms of the Co-operation Agreement) to implement the Acquisition by way of a Takeover Offer. In such event, the acquisition will be implemented on substantially the same terms which would apply to the Scheme, subject to appropriate amendments, including (without limitation and subject to the consent of the Panel) an acceptance condition that is set at 75 per cent. (or such other percentage as LMP Bidco may decide and subject to the terms of the Co-operation Agreement) in nominal value of the shares to which such Takeover Offer relates.
- 7 In the event that the Acquisition is implemented by way of a Takeover Offer, the Charles Taylor Shares acquired under the Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) (other than the Interim 2019 Dividend).
- 8 If, after the date of the Announcement but prior to the Effective Date, any dividend or other distribution other than the Interim 2019 Dividend is declared, paid or made or payable by Charles Taylor, LMP Bidco reserves the right (without prejudice to any right of LMP Bidco, with the consent of the Panel, to invoke Condition 11(b) above) to reduce the consideration payable by LMP Bidco pursuant to the Acquisition by an amount up to the aggregate amount of such dividend or distribution (excluding any associated tax credit).

If any such dividend or distribution occurs, subject to the invocation of Condition 11(b) above, any reference in this document to the Acquisition Price will be deemed to be a reference to the Acquisition Price as so reduced. If such reduction occurs, notwithstanding the terms on which the Charles Taylor Shares are expressed to be acquired by LMP Bidco pursuant to the Acquisition in this Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*), the Charles Taylor Shares will be acquired by or on behalf of LMP Bidco pursuant to the Acquisition fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now and hereafter attaching to such shares including the right to receive in full all dividends and other distributions (if any) declared, paid or made on or after the Effective Date.

To the extent that such a dividend or distribution has been declared, paid, made or is payable and it is: (i) transferred pursuant to the Acquisition on a basis which entitles LMP Bidco to receive the dividend or distribution and to retain it; or (ii) cancelled, the Acquisition Price will not be subject to change in accordance with this paragraph.

Any exercise by LMP Bidco of its rights referred to in this paragraph will be the subject of an announcement and, for the avoidance of doubt, will not be regarded as constituting any revision or variation of the Acquisition.
- 9 The availability of the Acquisition to persons not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.

- 10** The Acquisition is not being made, directly or indirectly, in, into or from, or by use of the mails of, or by any means of instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of, any jurisdiction where to do so would violate the laws of that jurisdiction.
- 11** The Acquisition and any rights or liabilities arising hereunder, the Scheme and each Form of Proxy is governed by the law of England and Wales and is subject to the jurisdiction of the English courts and to the Conditions and further terms set out in this Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document and as may be required to comply with the provisions of the Code. The Acquisition is subject to the applicable requirements of the City Code, the Panel, the London Stock Exchange and the FCA.

PART V

FINANCIAL INFORMATION ON CHARLES TAYLOR AND LMP BIDCO

Part A: Financial information relating to Charles Taylor

The following table sets out financial information in respect of the Charles Taylor Group as required by Rule 24.3(e) of the Code. The documents referred to in this Part A of this Part V, the contents of which have previously been announced through a Regulatory Information Service, are incorporated into this document by reference pursuant to Rule 24.15 of the Code. For the avoidance of doubt, only those sections of the sources specifically referred to below are incorporated by reference into, and form part of, this document:

- The announcement of unaudited results of the Charles Taylor Group for the six-month period ended 30 June 2019 are available from Charles Taylor's website at <http://www.ctplc.com/media/605198/rns-ctry-results-final.pdf>.
- The audited consolidated accounts of the Charles Taylor Group for the financial year ended 31 December 2018 are set out on pages 115 to 177 (inclusive) in the 2018 Annual Report and Accounts available from Charles Taylor's website at http://www.ctplc.com/media/591834/charles-taylor_ra2018.pdf.
- The audited consolidated accounts of the Charles Taylor Group for the financial year ended 31 December 2017 are set out on pages 84 to 142 (inclusive) in the 2017 Annual Report and Accounts available from Charles Taylor's website at <http://www.ctplc.com/media/564528/charlestaylor-ar2017-final.pdf>.

The information above is available free of charge in a "read only", printable format from the web addresses set out above.

Part B: Charles Taylor ratings information

No ratings or outlooks were publicly accorded to Charles Taylor by ratings agencies at the start of the Offer Period and, as at 15 October 2019 (being the latest practicable date prior to the publication of this document), there are no current ratings or outlooks publicly accorded to Charles Taylor by ratings agencies.

Part C: Financial information relating to LMP Bidco

LMP Bidco was incorporated on 12 September 2019 for the purpose of making the Acquisition and has not carried on any business or trade since its incorporation, nor has it entered into any obligations other than in connection with implementation of the Acquisition summarised in paragraph 8 of Part VII (*Additional Information*) of this document. No financial information is available or has been published in respect of LMP Bidco.

Part D: LMP Bidco ratings information

No ratings or outlooks were publicly accorded to LMP Bidco by ratings agencies at the start of the Offer Period and, as at 15 October 2019 (being the latest practicable date prior to the publication of this document), there are no current ratings or outlooks publicly accorded to LMP Bidco by ratings agencies.

Part E: Effect of the Scheme becoming Effective on LMP Bidco

LMP Bidco has no material assets or liabilities other than those arising in connection with the Acquisition or its financing described in this document. With effect from the Effective Date, the earnings, assets and liabilities of LMP Bidco will therefore comprise the consolidated earnings, assets and liabilities of Charles Taylor on the Effective Date.

Part F: No incorporation of website information

Save as expressly referred to herein, neither the content of Charles Taylor's or LMP Bidco's website, nor the content of any website accessible from hyperlinks on Charles Taylor's or LMP Bidco's website, is incorporated into, or forms part of, this document.

Part G: Availability of documents

Subject to certain restrictions relating to persons in any Restricted Jurisdiction, you may request a hard copy of any information incorporated by reference in this document and, if you have received this document in electronic

form, this document, free of charge, by contacting Charles Taylor's Registrars, Computershare, of The Pavilions, Bridgwater Road, Bristol, BS13 8AE or on 0370 889 4020 (if calling from within the UK) or +44 370 889 4020 (if calling from outside the UK). You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form. Unless you have previously elected to receive hard copies of any such documents, announcements or information, hard copies shall not be sent unless specifically requested.

PART VI

UK TAXATION

The comments set out below are based on current UK tax legislation as applied in England and Wales and HMRC published practice (which may not be binding on HMRC) as at the date of this document, both of which are subject to change, possibly with retrospective effect. They are intended as a general guide only to certain limited aspects of the UK tax treatment of the Scheme becoming Effective and do not purport to be a complete analysis of all tax considerations relating to the Scheme. They do not constitute tax advice and apply only to Scheme Shareholders who are resident for tax purposes in the UK at all relevant times and, in the case of individuals, who are domiciled in the UK and to whom “split year” treatment does not apply, who hold their Scheme Shares as an investment and who are the absolute beneficial owners of their Scheme Shares. In particular, Scheme Shareholders holding their Scheme Shares via a depositary receipt system or a clearance service should note that they may not always be the absolute beneficial owners thereof. This Part VI does not address all possible tax consequences relating to an investment in the Scheme Shares. Certain categories of shareholders, including those carrying on certain financial activities, those subject to specific tax regimes or benefitting from certain reliefs or exemptions, those connected with Charles Taylor, Lovell Minnick or members of either of their groups and those for whom the Scheme Shares are employment related securities may be subject to special rules and this summary does not apply to such shareholders.

Charles Taylor Shareholders who are in any doubt about their tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside the UK, should consult their own appropriate independent professional advisers immediately.

A Scheme Shareholder receiving cash consideration under the Scheme in respect of his Scheme Shares will be treated as making a disposal of such Scheme Shares for the purposes of UK taxation of chargeable gains. This may, depending on the shareholder’s individual circumstances (including the availability of exemptions, reliefs or allowable losses), give rise to a liability to UK capital gains tax (in the case of a Scheme Shareholder who is an individual) or UK corporation tax on chargeable gains (in the case of a Scheme Shareholder who is within the charge to UK corporation tax).

Subject to available reliefs or allowances, gains arising on a disposal of Scheme Shares by an individual will be taxed at a rate of 10% except to the extent that the gain, when it is added to the Scheme Shareholder’s other taxable income and gains in the relevant year, exceeds the upper limit of the income tax basic rate band (£37,500 for the 2019/2020 tax year), in which case it will be taxed at the rate of 20%.

The capital gains tax annual exempt amount (£12,000 for the 2019/2020 tax year) may be available to individual Scheme Shareholders to offset against chargeable gains realised on the disposal of their Scheme Shares.

For Scheme Shareholders within the charge to UK corporation tax, indexation allowance should be available in respect of the period of ownership of the Scheme Shares up to 31 December 2017 to reduce any chargeable gain arising (but not create or increase any allowable loss) on the disposal of their Scheme Shares.

Scheme Shareholders should not be liable for any UK stamp duty or stamp duty reserve tax or the transfer of Scheme Shares under the Scheme.

PART VII

ADDITIONAL INFORMATION

1 Responsibility statements

- (a) The Charles Taylor Directors, whose names are set out in paragraph 2(a) of this Part VII (*Additional Information*), accept responsibility for the information contained in this document (including any expressions of opinion) other than the information (and expressions of opinion) for which responsibility is taken by the Lovell Minnick Responsible Persons and the Pantheon Responsible Persons pursuant to paragraph 1(b) and 1(c) of this Part VII (*Additional Information*), respectively. To the best of the knowledge and belief of the Charles Taylor Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (b) The Lovell Minnick Responsible Persons, whose names are set out in paragraph 2(c) of this Part VII (*Additional Information*), accept responsibility for the information contained in this document (including any expressions of opinion) relating to the reasons for the Acquisition, the intentions for the Charles Taylor Group following the Scheme becoming Effective, LMP Bidco, Lovell Minnick, the Wider Lovell Minnick Group, and the Lovell Minnick Responsible Persons and their respective immediate families and the related trusts of and persons connected with the Lovell Minnick Responsible Persons, and persons deemed to be acting in concert with LMP Bidco (other than the information for which responsibility is taken by the Pantheon Responsible Persons pursuant to paragraph 1(c) of this Part VII (*Additional Information*)). To the best of the knowledge and belief of the Lovell Minnick Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this document (including any expressions of opinion) for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
- (c) The Pantheon Responsible Persons, whose names are set out in paragraph 2(d) of this Part VII (*Additional Information*), accept responsibility for the information contained in this document relating to Pantheon, the Pantheon Responsible Persons and their respective immediate families and the related trusts of and the persons connected with the Pantheon Responsible Persons. To the best of the knowledge and belief of the Pantheon Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

2 Directors and registered offices

- (a) As at the date of this document, the Charles Taylor Directors and their principal functions are as follows:

<u>Director</u>	<u>Current Position</u>
Edward Creasy	Non-Executive Chair
David Marock	Group Chief Executive Officer
Mark Keogh	Group Chief Financial Officer
Damian Ely	Executive Director & CEO Adjusting Services
Gill Rider	Senior Independent Non-Executive Director
Paul Hewitt	Non-Executive Director
Barnabas Hurst-Bannister	Non-Executive Director
Tamer Ozmen	Non-Executive Director

The registered office of Charles Taylor (whose registered number is 03194476) is, and the business address of each of the Charles Taylor Directors is, The Minster Building, 21 Mincing Lane, London, England, EC3R 7AG. The Company Secretary of Charles Taylor is Robert Davison.

- (b) As at the date of this document, the LMP Bidco Directors and their respective positions are:

<u>Director</u>	<u>Current Position</u>
Jason S. Barg	Director
Spencer P. Hoffman	Director

The registered office of LMP Bidco, whose registered number is 12204354, and the business address of each of the LMP Bidco Directors is Fifth Floor, 100 Wood Street, London, United Kingdom, EC2V 7EX. The Company Secretary of Lovell Bidco is Law Debenture Corporate Services Limited.

- (c) As at the date of this document, the Lovell Minnick Responsible Persons and their respective positions are:

<u>Name</u>	<u>Current Position</u>
Jason S. Barg	LMP Bidco Director
Spencer P. Hoffman	LMP Bidco Director and member of the Lovell Minnick Investment Committee
Jeffrey D. Lovell	Member of the Lovell Minnick Investment Committee
James E. Minnick	Member of the Lovell Minnick Investment Committee
Steven C. Pierson	Member of the Lovell Minnick Investment Committee
Robert M. Belke	Member of the Lovell Minnick Investment Committee
John D. Cochran	Member of the Lovell Minnick Investment Committee

The business address of each of the Lovell Minnick Responsible Persons, other than the LMP Bidco Directors, is 555 E. Lancaster Ave., Suite 510, Radnor, Philadelphia 19087, United States of America.

- (d) As at the date of this document, the Pantheon Responsible Persons and their respective positions are:

<u>Name</u>	<u>Current Position</u>
Alex Scott	UK Investment Management Committee Member
Andrea Echberg	UK Investment Management Committee Member
Matt Jones	UK Investment Management Committee Member
Elly Livingstone	UK Investment Management Committee Member
Richard Sem	UK Investment Management Committee Member
Helen Steers	UK Investment Management Committee Member
Francesco di Valmarana	UK Investment Management Committee Member
Kathryn Leaf	US Investment Management Committee Member
Jeffrey Miller	US Investment Management Committee Member
Rudy Scarpa	US Investment Management Committee Member
Kevin Dunwoodie	US Investment Management Committee Member
Brian Bueneke	US Investment Management Committee Member
Dennis McCrary	US Investment Management Committee Member
Matt Garfunkle	US Investment Management Committee Member
Susan Long McAndrews	US Investment Management Committee Member
Evan Corley	US Investment Management Committee Member

The business address of each of the Pantheon Responsible Persons who are members of the UK Investment Management Committee is 10 Finsbury Square, 4th Floor, London, United Kingdom, EC2A 1AF, and the business address of each of the Pantheon Responsible Persons who are members of the US Investment Management Committee is Transamerica Center, 600 Montgomery Street, 23rd Floor, San Francisco, California, 94111, United States of America, except for Rudy Scarpa whose business address is 11 Times Square, 35th Floor, New York, New York, 10036, United States of America.

3 Market quotations

Set out below are the Closing Prices of the Charles Taylor Shares as derived from the Daily Official List on:

- (i) the first dealing day of each of the six months immediately prior to the date of this document;
- (ii) 18 September 2019 (being the last dealing day before the commencement of the Offer Period); and
- (iii) 15 October 2019 (being the latest practicable date prior to the publication of this document):

<u>Date</u>	<u>Charles Taylor Shares (pence)</u>
1 May 2019	220
3 June 2019	230
1 July 2019	231
1 August 2019	227
2 September 2019	223
18 September 2019	235
1 October 2019	322
15 October 2019	317

Note: past performance of securities is no guide to their future performance and the information provided in this paragraph is historical and not forward looking.

4 Interests and dealings

(a) Interpretation

For the purposes of this paragraph 4:

- (i) “*acting in concert*” with Charles Taylor, Lovell Minnick or LMP Bidco, as the case may be, means any person acting or deemed to be acting in concert with Charles Taylor, Lovell Minnick or LMP Bidco, as the case may be, for the purposes of the Code;
- (ii) “*arrangement*” includes indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature relating to relevant securities which may be an inducement to deal or refrain from dealing;
- (iii) “*connected adviser*” has the meaning given in the Code;
- (iv) “*dealing*” or “*dealt*” has the meaning given in the Code;
- (v) “*derivative*” has the meaning given in the Code;
- (vi) “*disclosure date*” means the latest practicable date prior to the publication of this document, which is 15 October 2019;
- (vii) “*disclosure period*” means the period commencing on 19 September 2018 (being the date 12 months prior to the Offer Period) and ending on the disclosure date;
- (viii) “*financial collateral arrangements*” are arrangements of the kind referred to in Note 4 on Rule 4.6 of the Code;
- (ix) “*Charles Taylor relevant securities*” means relevant securities of Charles Taylor (such term having the meaning given in the Code in relation to an offeree), including Charles Taylor Shares and securities of Charles Taylor carrying conversion or subscription rights into Charles Taylor Shares;
- (x) “*LMP Bidco relevant securities*” means relevant securities of LMP Bidco (such term having the meaning given in the Code in relation to an offeror), including LMP Bidco shares and securities of LMP Bidco carrying conversion or subscription rights into LMP Bidco shares;
- (xi) “*short position*” means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative;
- (xii) references to a person having an “*interest*” in Charles Taylor or Lovell Minnick relevant securities (as applicable) has the meaning given in the Code; and
- (xiii) references to Charles Taylor Directors, LMP Bidco Directors, Lovell Minnick Responsible Persons or Pantheon Responsible Persons having an interest in relevant securities are to be interpreted in accordance with Part 22 of the Companies Act.

(b) Interests in Charles Taylor relevant securities

As at the disclosure date:

- (i) the Charles Taylor Directors (including members of their immediate families, close relatives and related trusts) had an interest in, or right to subscribe in respect of, the following Charles Taylor relevant securities (apart from options and awards pursuant to the Charles Taylor Share Plans, which are described in paragraph 4(b)(ii) below):

Name	Number of Charles Taylor relevant securities	Percentage of Charles Taylor’s issued share capital ⁽¹⁾
Edward Creasy	36,930	0.0474
David Marock	522,140	0.6702
Damian Ely	190,077	0.2440
Gill Rider	3,428	0.0044
Paul Hewitt	19,508	0.0250
Mark Keogh	122,940	0.1578
Barnabas Hurst-Bannister	10,020	0.0129
Total:	905,043	1.1616

(1) Based on 77,913,724 Charles Taylor Shares in issue on 15 October 2019, being the last Business Day prior to the date of this document.

- (ii) the following awards and options over Charles Taylor relevant securities had been granted to Charles Taylor Directors pursuant to the Charles Taylor Share Plans:

Name	Description of award	Vesting Date/ Exercise Period	Exercise price (pence)	Number of Charles Taylor Shares under option/award
David Marock	Sharesave award	1 Dec 2021 to 31 May 2022	205	3,512
	LTIP award	Mar 2020	nil	118,198
	LTIP award	Apr 2021	nil	108,505
	LTIP award	Apr 2022	nil	196,510
	DABP award	Apr 2020	nil	14,935
	DABP award	April 2020 and 2021	nil	27,705
	DABP award	Apr 2020, 2021 and 2022	nil	47,490
Damian Ely	Sharesave award	1 Dec 2021 to 31 May 2022	205	3,512
	LTIP award	Mar 2020	nil	48,749
	LTIP award	Apr 2021	nil	43,874
	LTIP award	Apr 2022	nil	79,857
	DABP award	Apr 2020	nil	3,759
	DABP award	April 2020 and 2021	nil	6,814
	DABP award	Apr 2020, 2021 and 2022	nil	16,243
Mark Keogh	LTIP award	Mar 2020	nil	50,955
	LTIP award	Apr 2021	nil	45,859
	LTIP award	Apr 2022	nil	83,470
	DABP award	Apr 2020	nil	1,256
	DABP award	April 2020 and 2021	nil	4,692
		DABP award	Apr 2020, 2021 and 2022	nil

- (iii) persons acting in concert with Charles Taylor (excluding the Charles Taylor Directors and members of their immediate families, close relatives and related trusts) had an interest in, or right to subscribe in respect of, the following Charles Taylor relevant securities:

Name	Number of Charles Taylor relevant securities	Percentage of Charles Taylor's issued share capital ⁽¹⁾
Standard Reinsurance (Bermuda) Limited	6,043,839	7.76

(1) Based on 77,913,724 Charles Taylor Shares in issue on 15 October 2019, being the last Business Day prior to the date of this document.

(c) **General**

Save as disclosed in this paragraph 4, as at the disclosure date:

- (i) none of:
(A) LMP Bidco;

- (B) the Lovell Minnick Responsible Persons or the respective members of their immediate families, their close relatives or their related trusts;
- (C) the Pantheon Responsible Persons or the respective members of their immediate families, their close relatives or their related trusts; or
- (D) any person acting in concert with LMP Bidco,

had an interest in, a right to subscribe in respect of, or any short position in relation to Charles Taylor relevant securities (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligations or right to require another person to purchase or take delivery, nor had any of the persons referred to in this paragraph 4(c)(i) dealt in any Charles Taylor relevant securities during the disclosure period;

(ii) none of:

- (A) Charles Taylor;
- (B) the Charles Taylor Directors or the respective members of their immediate families, their close relatives or their related trusts; or
- (C) any person acting in concert with Charles Taylor,

had an interest in, a right to subscribe in respect of, or any short position in relation to Charles Taylor relevant securities (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligations or right to require another person to purchase or take delivery, nor had any of the persons referred to in this paragraph 4(c)(ii) dealt in any Charles Taylor relevant securities from the commencement of the Offer Period up until the disclosure date;

(iii) none of:

- (A) Charles Taylor; or
- (B) the Charles Taylor Directors or the respective members of their immediate families, their close relatives or their related trusts,

had an interest in, a right to subscribe in respect of, or any short position in relation to LMP Bidco relevant securities (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligations or right to require another person to purchase or take delivery, nor had any of the persons referred to in this paragraph 4(c)(iii) dealt in any LMP Bidco relevant securities from the commencement of the Offer Period up until the disclosure date;

- (iv) save for the irrevocable undertakings described in paragraph 6 of this Part VII (*Additional Information*), none of Charles Taylor or any person acting in concert with Charles Taylor has any arrangement in respect of Charles Taylor relevant securities, and as such, no such person has dealt in any Charles Taylor relevant securities during the Offer Period;
- (v) save for the irrevocable undertakings described in paragraph 6 of this Part VII (*Additional Information*), none of LMP Bidco or any person acting in concert with LMP Bidco has any arrangement in respect of Charles Taylor relevant securities, and as such, no such person has dealt in any Charles Taylor relevant securities during the disclosure period;
- (vi) none of Charles Taylor or any person acting in concert with Charles Taylor has borrowed or lent any Charles Taylor relevant securities (including for these purposes any financial collateral arrangements) between the start of the Offer Period and the disclosure date, save for any borrowed shares which have been either on-lent or sold;
- (vii) none of LMP Bidco or any person acting in concert with LMP Bidco has borrowed or lent any Charles Taylor relevant securities (including for these purposes any financial collateral arrangements) during the disclosure period, save for any borrowed shares which have been either on-lent or sold;
- (viii) Charles Taylor has not redeemed or purchased any Charles Taylor relevant securities during the disclosure period; and

- (ix) no agreement, arrangement or understanding (including any compensation arrangement) exists between LMP Bidco or any person acting in concert with them and any of the Charles Taylor Directors or the recent directors, shareholders or recent shareholders of Charles Taylor or any person interested or recently interested in shares of Charles Taylor having any connection with or dependence upon or which is conditional upon the Acquisition.
- (d) There is no agreement, arrangement or understanding whereby the beneficial ownership of any Charles Taylor Shares to be acquired by LMP Bidco pursuant to the Scheme will be transferred to any other persons save that, in due course, the shares in LMP Bidco or following completion of the Acquisition, the shares in Charles Taylor may be transferred to another LMP Bidco group company.

5 Service contracts and letters of appointment of Charles Taylor Directors

(a) *Executive Directors*

The terms of the current service agreements of Charles Taylor's Executive Directors are set out below.

David Marock

David Marock joined the Charles Taylor Board and was appointed Group Chief Executive Officer on 1 July 2011. He is engaged under a service agreement with Charles Taylor dated 24 March 2011 and his appointment is for an indefinite term. Mr. Marock is entitled to an annual base salary of £391,055, an annual bonus of up to 150 per cent. of annual base salary and long-term incentives of up to 125 per cent. of annual base salary (with the annual bonus and long-term incentives subject to malus and clawback provisions). Mr Marock receives a cash allowance of 15% of base salary less employer National Insurance contributions.

Mark Keogh

Mark Keogh joined as Group Chief Financial Officer designate and was appointed to the Charles Taylor Board on 16 June 2014, becoming Group Chief Financial Officer on 29 August 2014. He is engaged under a service agreement with Charles Taylor dated 16 June 2014 and his appointment is for an indefinite term. Mr Keogh is entitled to an annual base salary of £247,918, an annual bonus of up to 150 per cent. of annual base salary and long-term incentives of up to 125 per cent. of annual base salary (with the annual bonus and long-term incentives subject to malus and clawback provisions). Mr Keogh receives a cash allowance of 15% of base salary less employer National Insurance contributions.

Damian Ely

Damian Ely was appointed to the Charles Taylor Board on 14 October 2005. He is engaged under a service agreement with Charles Taylor dated 3 October 2005 and his appointment is for an indefinite term. Mr Ely is entitled to an annual base salary of £237,188, an annual bonus of up to 150 per cent. of annual base salary and long-term incentives of up to 125 per cent. of annual base salary (with the annual bonus and long-term incentives subject to malus and clawback provisions). Mr Ely receives a cash allowance of 15% of base salary less employer National Insurance contributions.

Provisions applicable to all Executive Directors

In addition to the above, the Executive Directors receive a car or car allowance, private medical insurance and other insurance benefits.

Each Executive Director's appointment can be terminated on 12 months' notice by either party. Save in respect of termination for gross misconduct, if Charles Taylor terminates an Executive Director's employment compensation for that individual is limited to base salary due for any unexpired notice period, benefits including pension (except for Mr. Ely), paid monthly and subject to mitigation, plus any statutory entitlements in connection with the termination, paid as necessary.

In respect of each Executive Director, on termination of their service contract an annual bonus may become payable (subject to performance) for the period of active service only. Further, for each of the Executive Directors, any outstanding share awards will be treated in accordance with the relevant plan rules. Normally, any outstanding awards lapse on cessation of employment. However, if any of the Executive Directors ceases employment in the event of a takeover, any outstanding share awards will vest in accordance with those rules.

In the event of a change of control of Charles Taylor there is no enhancement to contractual terms.

In the event of termination or loss of office, Charles Taylor's remuneration committee may pay to the Executive Director reasonable outplacement and legal fees where considered appropriate.

The long-term incentive arrangements for each director allow for a maximum limit of 125 per cent. of annual base salary. However, in line with the current Directors' Remuneration Policy, the limit for normal maximum annual awards is 100 per cent. of annual base salary.

(b) **Non-Executive Directors**

The Non-Executive Directors do not have service contracts but instead have letters of appointment and are subject to annual re-election by Charles Taylor's Shareholders in accordance with the UK Corporate Governance Code. Particulars of the letters of appointment are set out below.

<u>Non-Executive Director</u>	<u>Effective date of appointment</u>	<u>Remuneration (salary and other benefits)</u>	<u>Compensation upon early termination</u>
Edward Creasy	1 January 2014 (became Chair on 28 August 2015)	£102,000	No additional severance payment is due under the appointment letter
Gill Rider	25 January 2012	£41,820 (basic fee) £5,100 (Senior Independent Director fee) £10,200 (Remuneration Committee Chair fee)	No additional severance payment is due under the appointment letter
Paul Hewitt	17 November 2016	£41,820 (basic fee) £10,200 (Audit, Risk and Compliance Committee Chair fee)	No additional severance payment is due under the appointment letter
Barnabas Hurst-Bannister	8 October 2014	£41,820 (basic fee)	No additional severance payment is due under the appointment letter
Tamer Ozmen	29 June 2017	£41,820 (basic fee)	No additional severance payment is due under the appointment letter

(c) Save as set out in paragraphs 5(a) and 5(b):

- (i) no Charles Taylor Director is entitled to commission or profit sharing arrangements;
- (ii) other than statutory compensation and payment in lieu of notice, no compensation is payable by Charles Taylor to any Charles Taylor Director upon early termination of their appointment; and
- (iii) no service agreement or letter of appointment of any Charles Taylor Director was entered into or amended in the six-month period prior to the date of this document, save that a revised Directors Remuneration Policy was approved by Charles Taylor Shareholders on 8 May 2019.

6 Irrevocable undertakings

The following Charles Taylor Directors who hold Charles Taylor Shares have given irrevocable undertakings to vote (or procure the vote) in favour of the Scheme at the Scheme Court Meeting and the resolutions to be proposed at the General Meeting and, if LMP Bidco exercises its right to implement the Acquisition by way of a Takeover Offer, to accept (or procure acceptance of) such offer in relation to the following Charles Taylor Shares:

Name	Number of Charles Taylor shares	Percentage of share capital of Charles Taylor (excluding shares under option)
Edward Creasy	36,930	0.0474
David Marock	117,395	0.1507
Damian Ely	83,151	0.1067
Gill Rider	3,428	0.0044
Paul Hewitt	19,508	0.0250
Mark Keogh	108,998	0.1399
Barnabas Hurst-Bannister	10,020	0.0129
Total:	379,430	0.4870

In addition, the following Charles Taylor Directors have also irrevocably undertaken to use all reasonable endeavours to procure that their close relatives who hold Charles Taylor Shares vote (or procure the vote) in favour of the Scheme at the Scheme Court Meeting and the resolutions to be proposed at the General Meeting and, if LMP Bidco exercises its right to implement the Acquisition by way of a Takeover Offer, to accept (or procure acceptance of) such offer in relation to the following Charles Taylor Shares:

Name	Number of Charles Taylor shares	Percentage of share capital of Charles Taylor (excluding shares under option)
David Marock	404,745	0.5195
Damian Ely	106,926	0.1372
Mark Keogh	13,942	0.0179
Total:	525,613	0.6746

The obligations of the Charles Taylor Directors under the irrevocable undertakings shall lapse and cease to have effect on and from the earlier of the following occurrences:

- (a) in the case where the Acquisition is implemented by way of a Scheme, if the Scheme does not become Effective on or before the Long Stop Date, provided that the reason is not because LMP Bidco has elected to proceed by way of a Takeover Offer rather than by way of a Scheme;
- (b) in the case where the Acquisition is implemented by way of a Takeover Offer, if the Offer Document is not despatched to Charles Taylor shareholders on or before the date falling 28 days after the date of the firm announcement of such Takeover Offer or such later time as may be agreed by the Panel;
- (c) if LMP Bidco announces that it does not intend to make or proceed with the Acquisition;
- (d) if the Takeover Offer or the Scheme lapses or is withdrawn and LMP Bidco announces that it does not intend to proceed with the Acquisition;
- (e) if the Takeover Offer or the Scheme lapses or is withdrawn (which, for the avoidance of doubt, shall not include any suspension of the timetable applicable to any Scheme) and no revised or replacement Scheme or Takeover Offer has been announced by LMP Bidco, in accordance with the Code, in its place or is announced by LMP Bidco, in accordance with the Code, within 5 Business Days of such lapsing or withdrawal; or
- (f) if (i) any other scheme of arrangement under section 895 of the Companies Act 2006 in respect of Charles Taylor becomes Effective in accordance with its terms; or (ii) any other offer made for the entire ordinary share capital of Charles Taylor becomes or is declared wholly unconditional.

Subject to the above, the terms of the irrevocable undertakings from each of the Charles Taylor Directors remain binding in the event of a higher competing offer for Charles Taylor.

7 Side agreements relating to Conditions

Except as disclosed in this document, there are no agreements or arrangements to which Lovell Minnick or LMP Bidco is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a Condition of the Acquisition.

8 Material contracts

(a) *Material contracts of Charles Taylor*

Save as disclosed in this paragraph 8(a) of this Part VII (*Additional Information*), no member of the Charles Taylor Group has, during the period beginning on 19 September 2017 (being the date two years before the commencement of the Offer Period) and ending on 15 October 2019 (being the latest practicable date before the date of this document), entered into any material contract otherwise than in the ordinary course of business.

(i) *Confidentiality Agreement*

Lovell Minnick Partners and Charles Taylor entered into a confidentiality agreement on 22 August 2019 (the “**Confidentiality Agreement**”) pursuant to which Lovell Minnick has undertaken to keep, and to procure that certain of its representatives keep, confidential information relating to Charles Taylor and/or to the Acquisition, to use such information solely for the agreed purposes in relation to the Acquisition and not to disclose it to third parties (with certain exceptions). These confidentiality obligations will remain in force until 22 August 2021 (or, if earlier, the consummation of the Acquisition). The Confidentiality Agreement contains standstill provisions which restrict Lovell Minnick from acquiring or offering to acquire interests in certain securities of Charles Taylor for a period of 12 months from the date of the Confidentiality Agreement.

The Confidentiality Agreement also contains restrictions on Lovell Minnick soliciting or employing certain of Charles Taylor’s employees and soliciting Charles Taylor’s clients while discussions between the parties relating to the Acquisition are continuing and for a period of 12 months thereafter.

(ii) *Co-operation Agreement*

LMP Bidco and Charles Taylor have entered into the Co-operation Agreement, pursuant to which LMP Bidco has, amongst other things, agreed to use, and to use all reasonable endeavours to procure the Lovell Minnick Funds and Pantheon use, all reasonable endeavours to secure any consent, clearance, permission, waiver and/or approval and make all filings, as are necessary from or under any law, regulation or practice applied by any applicable regulatory authority in connection with Conditions 4 to 9 (inclusive) of Part A of Part IV (*Conditions and Certain Further Terms of the Scheme and the Acquisition*) of this document.

In addition, LMP Bidco and Charles Taylor have agreed to certain undertakings to co-operate and provide each other with reasonable information and assistance in relation to the filings, submissions, notifications and any potential disposals to be made in relation to such regulatory clearances and authorisations. LMP Bidco has also agreed to provide Charles Taylor with such information, assistance and access as may reasonably be required for the preparation of this document.

The Co-operation Agreement will terminate in certain circumstances, including: (i) on service of written notice by LMP Bidco to Charles Taylor, if any Condition becomes incapable of satisfaction in circumstances where the invocation of such Condition (or confirmation that it has become incapable of satisfaction) has been permitted by the Panel; (ii) on service of written notice by LMP Bidco to Charles Taylor, or Charles Taylor to LMP Bidco, if the Charles Taylor Directors withdraw their recommendation of the Acquisition or a competing proposal is recommended by the Charles Taylor Directors or completes or becomes effective or is declared or becomes unconditional in all respects; (iii) if the Acquisition is, with the permission of the Panel, withdrawn or lapses (save in certain circumstances); or (iv) if the Scheme does not become Effective in accordance with its terms on or before the Long Stop Date or a date otherwise agreed in writing between LMP Bidco and Charles Taylor.

The Co-operation Agreement also contains provisions that will apply in respect of the directors’ and officers’ insurance, the Charles Taylor Share Plans, if the Scheme should switch to a Takeover Offer, certain other employee related arrangements and the permitted Interim 2019 Dividend.

The Co-operation Agreement records LMP Bidco and Charles Taylor's intention to implement the Acquisition by way of the Scheme, subject to the ability of LMP Bidco to proceed by way of a Takeover Offer in the circumstances described in paragraph 18 of Part II (*Explanatory Statement*) of this document.

(iii) *Inworx Acquisition*

On 2 May 2018, Charles Taylor (through certain of its subsidiaries) entered into a share and rights purchase agreement (the "**Inworx SPA**") to acquire (A) 100% of Inworx Argentina S.A., Softseg S.A (the "**Argentinian Entities**") and Inworx Peru SAC; and (B) all rights and obligations under certain client contracts entered into by certain US and Mexican affiliates of the Argentinian Entities (the "**Inworx Acquisition**").

The Inworx Acquisition was for a maximum consideration of US\$50,500,000, with US\$22,500,000 due at closing (US\$3,500,000 by way of the issue of Charles Taylor shares) and the remainder payable over the four years following completion (the "**Earn-out Period**") calculated based on the EBITDA delivered by the acquired businesses and expected (based on management expectations at the time of the announcement of the acquisition) to amount to approximately US\$21,000,000. The payment of the deferred consideration is subject to certain executive shareholders remaining engaged in the businesses.

Under the terms of the Inworx SPA, Charles Taylor received various customary warranties as well as the benefit of customary restrictive covenants applicable to certain executive shareholders during the Earn-out Period and for a period of two years thereafter.

(iv) *Placing Agreement*

On 3 May 2018, Charles Taylor entered into a placing agreement with Liberum, acting as the sole bookrunner, for the placing of up to 6,770,875 new Charles Taylor Shares to raise gross proceeds of up to approximately £17,600,000 (the "**Placing**"). The Placing was conducted through an accelerated bookbuild process and completed on the same day. The Placing proceeds were used, amongst other things, to finance the Inworx Acquisition. In connection with the Placing, Charles Taylor provided customary representations, warranties and indemnities in favour of Liberum.

(v) *Charles Taylor Senior Facilities Agreement*

On 7 November 2013, Charles Taylor and certain other group members entered into a senior facilities agreement (the "**CT Senior Facilities Agreement**") with The Royal Bank of Scotland plc, The Governor and Company of the Bank of Ireland and HSBC Bank plc, as arrangers and The Royal Bank of Scotland plc, as agent and as security trustee (as amended and restated most recently on 21 January 2019) which provides for: (A) a multicurrency revolving facility of up to £87,000,000 (the "**Revolving Facility**") (including ancillary facilities up to a sub-limit of £19,500,000); and (B) an optional uncommitted incremental facility of up to £20,000,000.

The proceeds of the facilities can be used for general corporate and working capital purposes (including, in the case of the Revolving Facility and Ancillary Facilities, repaying certain existing term loans) and permitted acquisitions. The facilities terminate on 21 January 2025.

The Revolving Facility bears interest at a rate of LIBOR or EURIBOR plus a margin. The CT Senior Facilities Agreement contains customary representations and warranties, covenants and events of default. Certain Charles Taylor Group members are providing guarantees and security in connection with the facilities.

The CT Senior Facilities Agreement has prepayment events which include (a) a delisting of Charles Taylor, or (b) any person, or group of persons acting in concert, gaining control of Charles Taylor. The CT Senior Facilities Agreement also contains financial covenants which, among other things, require that the group maintains (a) a maximum leverage ratio of 2.5:1 during the five year period commencing on 21 January 2019 (subject to certain adjustments) and 2.00:1 thereafter, and (b) an interest cover ratio of not less than 5.00:1.

(b) *Material contracts of Lovell Minnick and LMP Bidco*

Save as disclosed in paragraphs 8(a)(i) and 8(a)(ii) above and this paragraph 8(b) of this Part VII (*Additional Information*), neither LMP Bidco nor any other member of the Wider Lovell Minnick Group has, during the period beginning on 19 September 2017 (being the date two years before the commencement of the Offer Period) and ending on 15 October 2019 (being the latest practicable date prior

to the publication of this document), entered into any material contract otherwise than in the ordinary course of business.

(i) *Co-Investment Agreements*

Pantheon entered into co-investment side letters with LM Freeway Co-Investment LP on 19 September 2019 (the “**Co-Investment Agreements**”) which set out the terms and conditions on which Pantheon will subscribe for non-voting equity interests in LM Freeway Co-Investment LP, a Delaware limited partnership managed and advised by Lovell Minnick, through which Pantheon will hold its interests in LMP Bidco. The Co-Investment Agreements include terms relating to the structure of the subscription by Pantheon for interests in LM Freeway Co-Investment LP, and an obligation to enter into a limited partnership agreement in respect of LM Freeway Co-Investment LP when the Scheme becomes Effective.

(ii) *Equity Commitment Letters*

In connection with the equity financing of LMP Bidco, the Lovell Minnick Funds and Pantheon have each entered into Equity Commitment Letters. Under their Equity Commitment Letter with the Lovell Minnick Funds, Pantheon has agreed: (i) to co-operate with LMP Bidco in connection with obtaining any regulatory clearances required in connection with the Proposed Acquisition; and (ii) not to deal in Charles Taylor Shares without LMP Bidco’s consent.

In addition, the Equity Commitment Letters entered into by the Lovell Minnick Funds and Pantheon provide as follows:

Lovell Minnick Funds

The Lovell Minnick Funds have undertaken to LMP Bidco to pay to LMP Bidco in immediately available funds a maximum aggregate amount of US\$383,300,000 (which amount shall automatically be reduced to such amount of equity funding as is required by LMP Bidco to satisfy in full the cash consideration payable by LMP Bidco to Scheme Shareholders in connection with the Scheme and to settle costs, fees and expenses (including stamp duty fees and financing fees) in connection therewith) by no later than two business days prior to the date by which LMP Bidco must pay the cash consideration in connection with the Scheme.

Pantheon

Pantheon has undertaken to LM Freeway Co-Investment LP to pay to LM Freeway Co-Investment LP in immediately available funds, by no later than four business days prior to the date on which LMP Bidco must pay the cash consideration in connection with the Scheme, a maximum aggregate amount in cash (in US\$) equal to 39.9% of the aggregate amount of the commitment of the Lovell Minnick Funds to LMP Bidco under the Lovell Minnick Funds’ Equity Commitment Letter, provided that in no event shall such aggregate cash amount exceed US\$118,000,000.

Pantheon has a right to terminate its Equity Commitment Letter if (i) the Acquisition is to be implemented by way of a Takeover Offer rather than by way of the Scheme, or (ii) the Lovell Minnick Funds syndicate Pantheon’s commitment to an amount less than US\$50,000,000. The Pantheon Equity Commitment Letter may also be terminated if Lovell Minnick deems it necessary, desirable or appropriate for regulatory reasons. If Pantheon terminates its Equity Commitment Letter in accordance with its terms, or otherwise fails to provide its equity funding, the Lovell Minnick Funds have committed to provide the required equity funding to LMP Bidco for the purposes of the Scheme.

Subject to the foregoing, each Equity Commitment Letter provides that the funding obligations of the Lovell Minnick Funds and Pantheon (as applicable) shall remain in force until the earlier of (a) the expiry of the Certain Funds Period (as defined in the Senior Facilities Agreement) and (b) the date on which the Lovell Minnick Funds and Pantheon (as applicable) have funded in full their respective equity commitments to LMP Bidco or LM Freeway Co-Investment LP (as applicable).

(iii) *Senior Facilities Agreement*

On 18 September 2019 LMP Bidco entered into a senior facilities agreement (the “**Senior Facilities Agreement**”) between among others Jewel MidCo Limited (the “**Parent**”), RBC Europe Limited as agent (the “**Agent**”) and RBC as security agent (the “**Security Agent**”), Royal Bank of Canada as Global Co-ordinator and Senior Lead Arranger (the “**Arranger**”) and Royal Bank of Canada as

the original lender (the “**Original Lender**”). LMP Bidco also entered into an intercreditor agreement (the “**Intercreditor Agreement**”) between among others RBC Europe Limited as initial senior agent, the Parent and RBC Europe Limited as security agent which regulates, among other things, the priority of debt incurred under the Senior Facilities Agreement, certain hedging arrangements and intra-group debt.

Under the terms of the Senior Facilities Agreement the Original Lender agreed to make available a £150 million term loan (the “**Term Loan**”) and a £20 million multi-currency revolving credit facility (the “**RCF**”). The proceeds of the Term Loan are to be applied, among other things, to finance the consideration payable by LMP Bidco to Charles Taylor Shareholders pursuant to the Scheme, payment of acquisition and refinancing costs and the refinancing of certain indebtedness of Charles Taylor. The proceeds of the RCF are to be applied towards financing capital expenditure, permitted acquisitions, restructuring costs, working capital and other general corporate purposes.

Under the terms of the Senior Facilities Agreement, the period during which the funds are available in respect of the Scheme is the “**Certain Funds Period**”. The Certain Funds Period is the period from the date of the Senior Facilities Agreement until 11.59 p.m. London time on the date on which Charles Taylor has become a wholly owned subsidiary of LMP Bidco and all of the consideration payable under the acquisition in respect of the Charles Taylor Shares or proposals made under Rule 15 of the Takeover Code in connection with the Acquisition.

The final maturity date of the Term Loan is the date falling seven years after the Effective Date. The final maturity date of the RCF is the date falling six years after the Effective Date.

The obligations under the Term Loan and the RCF will be secured by substantially all of the assets of LMP Bidco and Parent pursuant to (i) a first ranking debenture containing fixed and floating charges, dated 18 September 2019 and entered into by LMP Bidco and the Security Agent; and (ii) a first ranking debenture containing fixed and floating charges, dated 18 September 2019 and entered into by the Parent and the Security Agent.

The Senior Facilities Agreement contains customary representations and warranties, affirmative and negative covenants and events of default, each with carve-outs and materiality thresholds. The Senior Facilities Agreement contains a mechanic facilitating the redenomination of the Term Loan from Sterling into Euro on the earlier of (i) the business day prior to the syndication closing date (being the date on which the Arranger communicates to prospective lenders the allocation of the commitments under the Term Loan); (ii) the date on which a utilisation request requesting first utilisation of the Term Loan is delivered to the Agent; and (iii) any other date that may be agreed between the Arranger and the Parent. The Term Loan will be redenominated using the Agent’s spot rate of exchange for the purchase of Euro with Sterling. The rate of interest payable on the Term Loan and the RCF is the aggregate of the applicable margin plus LIBOR (or, in relation to any loan in euro, EURIBOR).

The margin on the (a) Term Loan under the Senior Facilities Agreement is expected to be: (i) for the nine months following the Closing Date 4.50 per cent.; and (ii) thereafter, provided no Event of Default has occurred and is continuing (A) 4.50 per cent. with a Consolidated Senior Secured Leverage Ratio greater than or equal to 3.25:1.00, (B) 4.25 per cent. with a Consolidated Senior Secured Leverage Ratio less than 3.25:1.00 but greater than or equal to 2.75:1.00, and (C) 4.00 per cent. with a Consolidated Senior Secured Leverage Ratio of less than 2.75:1.00; and (b) RCF under the Senior Facilities Agreement is expected to be: (i) for the nine months following the Closing Date 4.00 per cent.; and (ii) thereafter, provided no Event of Default has occurred and is continuing (A) 4.00 per cent. with a Consolidated Senior Secured Leverage Ratio of greater than or equal to 4.25:1.00, (B) 3.75 per cent. with a Consolidated Senior Secured Leverage Ratio of less than 4.25:1.00 but greater than or equal to 4.00:1.00, (C) 3.50 per cent. with a Consolidated Senior Secured Leverage Ratio of less than 4.00:1.00 but greater than or equal to 3.75:1.00, (D) 3.25 per cent. with a Consolidated Senior Secured Leverage Ratio of less than 3.75:1.00 but greater to or equal to 3.50:1.00, and (E) 3.00 per cent. with a Consolidated Senior Secured Leverage Ratio of less than 3.50:1.00. Financing costs are subject to pricing flex. For the purpose of this paragraph “Closing Date” means the date on which the first drawdown occurs under the Term Loan.

Commitment fees, among other fees, are also payable under the terms of the Senior Facilities Agreement.

9 Significant change

The Charles Taylor Directors are not aware of any significant change in the financial or trading position of Charles Taylor since 30 June 2019, being the end of the financial period in respect of which Charles Taylor's half-year financial results announcement was published (available from Charles Taylor's website at <http://www.ctplc.com/investors/financial-results/results-announcements/>).

10 Sources and bases of information

- (a) The value placed by the Acquisition on the existing issued share capital of Charles Taylor is based on 77,913,724 Charles Taylor Shares in issue on 18 September 2019, being the last Business Day prior to the commencement of the Offer Period.
- (b) The value of the Acquisition on a fully diluted basis has been calculated on the basis of 77,913,724 Charles Taylor Shares in issue on 18 September 2019 (being the last Business Day prior to the commencement of the Offer Period) and an additional 4,898,837 Charles Taylor Shares that may be issued pursuant to the Charles Taylor Share Plans. This additional number of Charles Taylor Shares has been calculated on the basis of the maximum number of Charles Taylor Shares that may be issued under the Charles Taylor Share Plans, although the number to be issued is expected to be lower due to the application of the applicable rules.
- (c) The Closing Prices referred to in this document are taken from the Daily Official List.
- (d) Volume-weighted average prices have been derived from Bloomberg and have been rounded to the nearest single decimal place.
- (e) Unless otherwise stated, the financial information relating to Charles Taylor is extracted or derived (without material adjustment) from the audited consolidated financial statements of Charles Taylor for the financial year ended 31 December 2018.

11 General

- (a) RBC has given and not withdrawn its written consent to the issue of this document with the inclusion of the references to its name in the form and context in which they appear.
- (b) Rothschild & Co has given and not withdrawn its written consent to the issue of this document with the inclusion of the references to its name in the form and context in which they appear.
- (c) Liberum has given and not withdrawn its written consent to the issue of this document with the inclusion of the references to its name in the form and context in which they appear.
- (d) Other than the arrangements described in paragraphs 8(b)(i) and (ii) of this Part VII (*Additional Information*), which restrict the ability of Pantheon to acquire and deal in Charles Taylor Shares, there are no agreements of the kind referred to in Note 11 on the definition of acting in concert in the Code which exist between Lovell Minnick, LMP Bidco or any person acting in concert with Lovell Minnick or LMP Bidco, and any other person in respect of Charles Taylor relevant securities (as defined in paragraph 4 above).
- (e) There are no agreements of the kind referred to in Note 11 on the definition of acting in concert in the Code which exist between Charles Taylor, or any person acting in concert with Charles Taylor, and any other person in respect of Charles Taylor relevant securities (as defined in paragraph 4 above).
- (f) Settlement of the consideration to which each Scheme Shareholder is entitled under the Scheme will be implemented in full in accordance with the terms of the Scheme without regard to any lien or right of set-off, counterclaim or other analogous right to which LMP Bidco may otherwise be, or claim to be, entitled against any such Scheme Shareholder.

12 Persons acting in concert

- (a) In addition to the Charles Taylor Directors (including members of their immediate families, close relatives and related trusts) and members of the Wider Charles Taylor Group, the persons who, for the purposes of the Code, are acting in concert with Charles Taylor are:

Name	Registered Office	Relationship with Bidco
Rothschild & Co	New Court, St Swithin's Lane, London, EC4N 8AL London, EC4N 8AL	Lead financial adviser
Liberum	Ropemaker Place, Level 12, 25 Ropemaker Street, London, EC2Y 9LY	Corporate broker
Standard Reinsurance (Bermuda) Limited	Swan Building, 2nd Floor, 26 Victoria Street, Hamilton, Bermuda, HM12	Shareholder

- (b) In addition to Lovell Minnick, the LMP Bidco Directors, the Lovell Minnick Responsible Persons (including members of their immediate families, close relatives and related trusts) and members of the Wider Lovell Minnick Group the persons who, for the purposes of the Code, are acting in concert with LMP Bidco are:

Name	Registered Office	Relationship with LMP Bidco
RBC	Riverbank House 2 Swan Lane London, EC4R 3BF	Financial adviser
Pantheon and members of the Pantheon Group	Beaufort House, 51 New North Road, Exeter, Devon, EX4 4EP	Co-investors

13 Fees and expenses

- (a) The estimated aggregate fees and expenses expected to be incurred by Charles Taylor in connection with the Acquisition amount to approximately £7.3 million (excluding any applicable VAT or similar taxes), which includes fees and expenses expected to be incurred in relation to the following:

- (i) £3.7 million for financial and corporate broking advice;⁽¹⁾⁽²⁾
- (ii) £3.1 million for legal advice; and⁽¹⁾⁽³⁾
- (iii) £0.5 million for other costs and expenses.⁽⁴⁾

Notes:

- (1) A proportion of such fees may be payable at the discretion of Charles Taylor.
- (2) A proportion of such fees are payable depending on whether the Acquisition successfully completes.
- (3) These services are charged, in part, by reference to hourly or daily rates. Amounts included reflect time incurred up to the latest practicable date prior to the publication of this document and an estimate of further time required.
- (4) These services may vary depending on the service volumes and types of services provided. Amounts included here reflect an estimate of the expected services required.

- (b) The estimated aggregate fees and expenses expected to be incurred by Lovell Minnick and LMP Bidco in connection with the Acquisition amount to approximately £12.3 million to £12.8 million (excluding any applicable VAT or similar taxes)⁽¹⁾, which includes fees and expenses expected to be incurred in relation to the following:

- (i) £5.8 million to £6.3 million for financing arrangements;⁽¹⁾⁽²⁾
- (ii) £2.3 million for financial and corporate broking advice;⁽³⁾⁽⁴⁾
- (iii) £2.3 million for legal advice;⁽⁵⁾
- (iv) £0.4 million for accounting and tax advice;⁽⁵⁾
- (v) £0.1 million for public relations advice;⁽⁴⁾ and
- (vi) £1.5 million for other costs and expenses⁽⁶⁾

Notes:

- (1) Fees and expenses that will be invoiced in US\$ have, in each case, for the purposes of this table, been converted into pounds sterling at an exchange rate of US\$1.27:£1 derived from Bloomberg and based on the exchange rate as at 4.31 p.m. on 15 October 2019 (being the latest practicable date prior to the publication of this document).

- (2) Refer to paragraph 8(b)(iii) of this Part VII (*Additional Information*) for details of the Senior Facilities Agreement.
- (3) A proportion of such fees may be payable at the discretion of Lovell Minnick.
- (4) A proportion of such fees are payable depending on whether the Acquisition successfully completes.
- (5) These services are charged, in part, by reference to hourly or daily rates. Amounts included reflect time incurred up to the latest practicable date prior to the publication of this document and an estimate of further time required.
- (6) These services may vary depending on the service volumes and types of services provided. Amounts included here reflect an estimate of the expected services required.
- (7) In addition, stamp duty (or stamp duty reserve tax) of 0.5% on the purchase price of the Charles Taylor Shares acquired pursuant to the Scheme will be payable by LMP Bidco.

14 Documents available for inspection

- (a) Copies of the following documents will be made available for viewing on Charles Taylor's website at <http://www.ctplc.com/investors/> and on Lovell Minnick's website at <http://www.lmpartners.com/charles-taylor-documents> until and including the Effective Date (or the date on which the Scheme lapses or is withdrawn, if earlier):
 - (i) the Charles Taylor Articles;
 - (ii) a draft of the articles of association of Charles Taylor as proposed to be amended by the Special Resolution set out in the Notice of the General Meeting set out in Part X (*Notice of General Meeting*) of this document;
 - (iii) the articles of association of LMP Bidco;
 - (iv) the material contracts referred to in paragraphs 8(a)(i), 8(a)(ii) and 8(b) of this Part VII (*Additional Information*) which have been entered into in connection with the Acquisition;
 - (v) the financial statements referred to in Part V (*Financial Information on Charles Taylor and Lovell Minnick*) of this document;
 - (vi) the Announcement, this document and the Forms of Proxy;
 - (vii) the irrevocable undertakings referred to in paragraph 6 of this Part VII (*Additional Information*);
 - (viii) the written consents referred to in paragraph 11 of this Part VII (*Additional Information*); and
 - (ix) once sent, the letter to participants in the Charles Taylor Sharesave Scheme in accordance with Rule 15 of the Code.
- (b) For the avoidance of doubt, the content of the websites referred to in this paragraph 14 are not incorporated into and, save for the information specifically incorporated by reference into this document, does not form part of this document.
- (c) In addition to this document, copies of the following documents will be available for inspection at Charles Taylor's registered office at The Minster Building, 21 Mincing Lane, London, England, EC3R 7AG from the date of this document up to and including the date of the General Meeting:
 - (i) the Charles Taylor Articles; and
 - (ii) a draft of the articles of association of Charles Taylor as proposed to be amended by the Special Resolution set out in the Notice of the General Meeting set out in Part X (*Notice of General Meeting*) of this document.

PART VIII

DEFINITIONS

The following definitions apply throughout this document, unless otherwise stated:

“\$” or “Dollars” or “USD” or “cents”	the lawful currency of the United States of America
“£” or “Sterling” or “pounds sterling” or “pence”	the lawful currency of the United Kingdom
“2018 Results Announcement”	Charles Taylor’s announcement on 13 March 2019 of its full-year results for the year ended 31 December 2018
“Acquisition”	the proposed acquisition by LMP Bidco of the entire issued and to be issued share capital of Charles Taylor to be effected by means of the Scheme, or, should LMP Bidco so elect, subject to the consent of the Panel and the terms of the Co-operation Agreement, by means of the Takeover Offer
“Acquisition Price”	315 pence for each Charles Taylor Share
“Announcement”	the joint announcement made by Charles Taylor and Lovell Minnick dated 19 September 2019 in relation to the Acquisition made pursuant to Rule 2.7 of the Code
“Announcement Date”	19 September 2019
“Articles” or “Charles Taylor Articles”	the articles of association of Charles Taylor
“associated undertaking”	has the meaning given in section 344(3) of the Companies Act
“Authorisations”	regulatory authorisations, orders, recognitions, grants, consents, clearances, confirmations, certificates, licences, permissions or approvals
“Bermuda Insurance Act”	the Insurance Act 1978 and related regulations, each as amended
“Blue Form of Proxy”	the blue form of proxy for use by Charles Taylor Shareholders in relation to the Scheme Court Meeting
“BMA”	the Bermuda Monetary Authority
“Board of Directors”, “Board” or “board”	the board of directors of the relevant company
“Business Day” or “business day”	a day (other than Saturdays, Sundays and public holidays in the UK) on which banks are open for business in the City of London
“certificated” or “in certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST)
“Charles Taylor”	Charles Taylor plc, incorporated in England and Wales with registered number 03194476
“Charles Taylor Directors”	the directors of Charles Taylor, whose names appear in paragraph 2(a) of VII (Additional Information) of this document
“Charles Taylor Group”	Charles Taylor, its subsidiaries and subsidiary undertakings from time to time
“Charles Taylor Meetings”	the General Meeting and the Scheme Court Meeting
“Charles Taylor Share Plans”	the Charles Taylor 2017 Long Term Incentive Plan, the Charles Taylor Consulting Long Term Incentive Plan 2007, the Charles Taylor Deferred Annual Bonus Plan, the Charles Taylor Retention Share Award Plan, the Charles Taylor Restricted Share Plan and the Charles Taylor Sharesave Scheme
“Charles Taylor Shareholders”	holders of Charles Taylor Shares from time to time

“Charles Taylor Shares”	the ordinary shares of 1 pence each in the capital of Charles Taylor
“close relative”	has the meaning given to it in the Code
“Closing Price”	in respect of a Charles Taylor Share on any particular day, the closing middle market quotation thereof as derived from the London Stock Exchange Daily Official List (SEDOL) on that day
“CMA”	the Competition and Markets Authority in the United Kingdom
“CMA Phase 2 Reference”	a reference of the Acquisition to the chair of the Competition and Markets Authority for the constitution of a group under Schedule 4 to the UK City Code on Takeovers and Mergers as from time to time amended and interpreted by the Panel
“Co-Investment Agreements”	has the meaning given to it in paragraph 8(b) of Part VII (<i>Additional Information</i>) of this document
“Companies Act” or “the Act”	the Companies Act 2006, (as amended, modified or re-enacted)
“Computershare”	Computershare Investor Services PLC, Charles Taylor’s registrar and receiving agent
“Conditions”	the conditions to the implementation of the Acquisition (including the Scheme) as set out in Part IV (<i>Conditions and Certain Further Terms of the Scheme and the Acquisition</i>) of this document
“Confidentiality Agreement”	the confidentiality agreement entered into between Charles Taylor and Lovell Minnick Partners LLC on 22 August 2019, as described in paragraph 8(a) of Part VII (<i>Additional Information</i>) of this document
“Co-operation Agreement”	the co-operation agreement entered into between Charles Taylor and LMP Bidco on the Announcement Date, as described in paragraph 8(a) of Part VII (<i>Additional Information</i>) of this document
“Court”	the High Court of Justice in England and Wales
“CREST”	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755)) in respect of which Euroclear is the Operator (as defined in such Regulations) in accordance with which securities may be held and transferred in uncertificated form
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms)
“CREST Proxy Instruction”	has the meaning given to it on page 9 of this document
“DABP”	the Charles Taylor Deferred Annual Bonus Plan
“Daily Official List”	the daily official list of the London Stock Exchange
“Dealing Disclosure”	an announcement pursuant to Rule 8 of the Code containing details of dealings in interests in relevant securities of a party to an offer
“Disclosed”	the information disclosed by, or on behalf, of Charles Taylor, (i) in the annual report and accounts of the Charles Taylor Group for the financial year ended 31 December 2018; (ii) in any other announcement to a Regulatory Information Service by, or on behalf of Charles Taylor prior to the publication of the Announcement; (iii) filings made with the Registrar of Companies and appearing on Charles Taylor’s file at Companies House within the two years prior to the Announcement Date; (iv) as otherwise fairly disclosed to LMP Bidco (or its respective officers, employees or professional advisers) on or prior to the Announcement Date (including all matters fairly disclosed in the written replies, correspondence, documentation and information

	provided in an electronic data room or sent to Lovell Minnick, LMP Bidco or any of its professional advisers during the due diligence process and whether or not in response to any specific request for information made by Lovell Minnick, LMP Bidco or any of its professional advisers); or (v) in the Announcement
“EBITDA”	earnings before interest, tax, depreciation and amortization
“Effective”	in the context of the Scheme, the Scheme having become effective pursuant to its terms
“Effective Date” or “Completion”	the date upon which the Scheme becomes Effective
“Equity Commitment Letters”	the equity commitment letters each dated 19 September 2019 from Pantheon to LM Freeway Co-Investment LP; and from the Lovell Minnick Funds to LMP Bidco, in each case entered into in connection with the Acquisition
“Euroclear”	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 2878738
“Excluded Shares”	any Charles Taylor Shares: (a) registered in the name of, or beneficially owned by, LMP Bidco or any member of the Wider Lovell Minnick Group or their respective nominees; or (b) Treasury Shares, in each case at the Scheme Record Time
“Executive Directors”	the executive directors of Charles Taylor
“FCA”	the UK Financial Conduct Authority acting in its capacity as the competent authority for listing under FSMA
“Forms of Proxy”	the Blue Form of Proxy and the White Form of Proxy
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time
“General Meeting”	the general meeting of Charles Taylor Shareholders (and any adjournment thereof) to be convened to consider and if thought fit pass the Special Resolution
“HMRC”	HM Revenue & Customs
“Interim 2019 Dividend”	has the meaning given to it in paragraph 6 of Part I (<i>Letter from the Chair of Charles Taylor plc</i>) of this document
“Liberum”	Liberum Capital Limited
“Listing Rules”	means the listing rules made by the FCA pursuant to Part 6 of FSMA, referred to in section 73A of the same, and contained in the FCA’s publication of the same name
“Lloyd’s”	the Society and Corporation of Lloyd’s created and governed by the Lloyd’s Acts 1871 to 1982, including the Council of Lloyd’s (and its delegates and other persons through whom the Council may act), as the context may require;
“LMP Bidco”	Jewel BidCo Limited, a private limited company of Fifth Floor, 100 Wood Street, London, EC2V 7EX, having company number 12204354
“LMP Bidco Directors”	the directors of LMP Bidco, whose names appear in paragraph 2(b) of Part VII (<i>Additional Information</i>) of this document
“London Stock Exchange”	London Stock Exchange plc, together with any successor thereto
“Long Stop Date”	19 March 2020, or such later date (if any) as LMP Bidco and Charles Taylor may agree in writing and (if required) the Panel and the Court may allow
“Lovell Minnick”	Lovell Minnick Partners, LLC and its affiliates

“Lovell Minnick Funds”	Lovell Minnick Equity Partners V LP and Lovell Minnick Equity Partners V-A LP
“Lovell Minnick Responsible Persons”	the persons whose names appear in paragraph 2(c) of Part VII (<i>Additional Information</i>) of this document
“Main Market”	the main market for listed securities of the London Stock Exchange
“Non-Executive Directors”	the non-executive directors of Charles Taylor
“Offer Document”	should LMP Bidco elect to make the Takeover Offer, the document to be sent to Charles Taylor Shareholders which will contain, <i>inter alia</i> , the terms and conditions of the Takeover Offer
“Offer Period”	the offer period (as defined by the Code) relating to Charles Taylor, which commenced on 19 September 2019
“Official List”	the official list maintained by the FCA pursuant to Part VI of FSMA, as amended
“Opening Position Disclosure”	an announcement pursuant to Rule 8 of the Code containing details of certain persons’ interests in relevant securities of a party to an offer
“Overseas Shareholders”	Scheme Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom
“Panel”	the UK Panel on Takeovers and Mergers
“Pantheon”	Pantheon International Plc, Pantheon Access Co-Investment Program, L.P. – Series 102, Pantheon Multi-Strategy Primary Program 2014, L.P. – Series 200, Pantheon Global GT Fund, L.P. and Pantheon Global HO Fund, L.P., each of which entities is managed or advised by Pantheon Ventures (UK) LLP and/or Pantheon Ventures (US) LP (each of which is a member of the Pantheon Group)
“Pantheon Group”	the subsidiaries and subsidiary undertakings of Pantheon Ventures Inc. and AMG Plymouth UK Holdings (1) Limited and includes operating entities principally based in the US (San Francisco and New York), UK (London), Hong Kong, Guernsey and Dublin. Pantheon Ventures Inc. and Pantheon Ventures (US) LP are registered as investment advisors with the U.S. Securities and Exchange Commission (“SEC”); Pantheon Securities, LLC. is a broker dealer registered with the SEC and is a member of the Financial Industry Regulatory Authority (“FINRA”). Pantheon Ventures (UK) LLP is authorised and regulated by the Financial Conduct Authority (“FCA”) in the United Kingdom. Pantheon Ventures (HK) LLP is regulated by the Securities and Futures Commission in Hong Kong. Pantheon Ventures (Guernsey) Ltd and a number of other Pantheon entities incorporated in Guernsey are regulated by the Guernsey Financial Services Commission. Pantheon Ventures (Asia) Limited is registered as a Type II Financial Instruments Business and Investment Advisory and Agency Business Operator with the Kanto Local Finance Bureau in Japan (KLFB)
“Pantheon Responsible Persons”	the persons whose names appear in paragraph 2(d) of Part VII (<i>Additional Information</i>) of this document
“PRA”	the Prudential Regulation Authority
“RBC”	RBC Europe Limited
“Registrar of Companies”	the Registrar of Companies in England and Wales
“Regulatory Information Service”	a Regulatory Information Service that is approved by the FCA and is on the list maintained by the FCA
“Restricted Jurisdiction”	means any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information

	concerning the Acquisition is sent or made available to Charles Taylor Shareholders in that jurisdiction
“Rothschild & Co”	N.M. Rothschild & Sons Limited
“Scheme” or “Scheme of Arrangement”	the scheme of arrangement proposed to be made under Part 26 of the Companies Act between Charles Taylor and Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by Charles Taylor and LMP Bidco, set out in Part III (<i>The Scheme of Arrangement</i>) of this document
“Scheme Court Hearing”	the hearing by the Court (and any adjournment thereof) to sanction the Scheme pursuant to Section 899 of the Companies Act
“Scheme Court Meeting”	the meeting of the Scheme Shareholders to be convened by order of the Court pursuant to section 896 of the Companies Act, notice of which is set out in Part IX (<i>Notice of Scheme Court Meeting</i>) of this document, for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment, postponement or reconvention thereof
“Scheme Court Order”	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
“Scheme Record Time”	6.00 p.m. on the Business Day immediately after the date of the Scheme Court Hearing
“Scheme Shares”	Charles Taylor Shares: <ul style="list-style-type: none"> (a) in issue as at the date of this document; (b) (if any) issued after the date of this document but before the Voting Record Time; and (c) (if any) issued at or after the Voting Record Time and before the Scheme Record Time on terms that the original or any subsequent holders shall be, or shall have agreed in writing by such time to be bound by the Scheme, in each case remaining in issue at the Scheme Record Time and excluding the Excluded Shares
“Scheme Shareholders”	holders of Scheme Shares as appearing in the register of Charles Taylor at the Scheme Record Time, and a “Scheme Shareholder” shall mean any one of those Scheme Shareholders
“Senior Facilities Agreement”	the Senior Facilities Agreement dated 18 September 2019 between, <i>inter alios</i> , Jewel Midco Limited (as the parent), LMP Bidco (as the company), Royal Bank of Canada (as global coordinator and senior lead arranger) and RBC (as agent and security agent)
“Sharesave”	the Charles Taylor Sharesave Scheme
“Significant Interest”	in relation to an undertaking, a direct or indirect interest of 20 per cent. or more of the total voting rights conferred by the equity share capital (as defined in section 548 of the Companies Act) of such undertaking
“Special Resolution”	the special resolution to be proposed by Charles Taylor at the General Meeting
“subsidiary” and “subsidiary undertaking”	have the meanings given in the Companies Act
“Takeover Offer”	should the Acquisition be implemented by way of a takeover offer (within the meaning of Chapter 3 of Part 28 of the Companies Act), the offer to be made by or on behalf of LMP Bidco to acquire the entire issued and to be issued ordinary share capital of Charles Taylor to be set out in the Offer Document and, where the context admits, any subsequent revision, variation, extension or renewal of such offer

“Third Party”	each of a central bank, government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental, administrative, fiscal or investigative body, court, trade agency, association, institution, environmental body, employee representative body or any other body or person whatsoever in any jurisdiction
“Treasury Shares”	shares held as treasury shares as defined in section 724(5) of the Companies Act
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register as being held in uncertificated form in CREST and title to which, by virtue of the Uncertificated Securities Regulations 2001 (SI 2001/3755), may be transferred by means of CREST
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland
“United States of America”, “United States”, “USA” or “US”	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to its jurisdiction
“US Exchange Act”	US Securities Exchange Act of 1934 (as amended)
“Voting Record Time”	6.30 p.m. on 20 November 2019 or, if such Charles Taylor Meeting is adjourned, 6.30 p.m. on the day which is two days before the date set for the adjourned Charles Taylor Meeting
“White Form of Proxy”	the white form of proxy for use by Charles Taylor Shareholders in relation to the General Meeting
“Wider Charles Taylor Group”	Charles Taylor and associated undertakings and any other body corporate, partnership, joint venture or person in which Charles Taylor and such undertakings (aggregating their interests) have a Significant Interest
“Wider Lovell Minnick Group”	Lovell Minnick, funds managed by Lovell Minnick, LMP Bidco and their respective associated undertakings and any other body corporate, partnership, joint venture or person in which Lovell Minnick and all such undertakings (aggregating their interests) have a Significant Interest, excluding for the purposes of this definition any portfolio company of Lovell Minnick or funds managed by Lovell Minnick, and member of the Wider Lovell Minnick Group shall be construed accordingly

PART IX

NOTICE OF SCHEME COURT MEETING

IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF
ENGLAND AND WALES
COMPANIES COURT (Ch D)
DEPUTY INSOLVENCY AND COMPANIES COURT JUDGE KYRIAKIDES

CR-2019-006505

IN THE MATTER OF CHARLES TAYLOR PLC

-and-

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that by an Order dated 15 October 2019 made in the above matters the Court has given permission for a meeting (the “**Scheme Court Meeting**”) to be convened of the holders of the Scheme Shares (as defined in the Scheme of Arrangement, as defined below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made pursuant to Part 26 of the Companies Act 2006 between Charles Taylor plc (the “**Company**”) and the holders of the Scheme Shares (the “**Scheme of Arrangement**”), and that such meeting shall be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR on 22 November 2019 at 10.00 a.m. (London time), at which place and time all holders of the Scheme Shares are requested to attend.

Voting to approve the scheme of arrangement will be by poll, which shall be conducted as the chair at the Scheme Court Meeting may determine.

A copy of the Scheme of Arrangement and a copy of the explanatory statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the document of which this notice forms part.

Right to Appoint a Proxy; Procedure for Appointment

Holders of Scheme Shares entitled to attend and vote at the Scheme Court Meeting may vote in person at the Scheme Court Meeting or they may appoint another person or persons, whether a member of the Company or not, as their proxy or proxies to exercise all or any of their rights to attend, speak and vote at the Scheme Court Meeting. A blue form of proxy for use in connection with the Scheme Court Meeting is enclosed with this notice. Instructions for its use are set out in the form.

Holders of Scheme Shares entitled to attend and vote at the Scheme Court Meeting who hold their shares through CREST may vote using the CREST proxy voting service in accordance with the procedures set out in the CREST Manual. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company’s Registrars, Computershare Investor Services PLC (“Computershare”) (ID 3RA50), at least 48 hours before the time fixed for the Scheme Court Meeting (or, in the case of an adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Computershare are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

As an alternative to completing and returning the blue form of proxy, proxies may be appointed electronically by logging on to the following website: www.investorcentre.co.uk/eproxy and following the instructions there. For an electronic proxy appointment to be valid, the appointment must be received by the Company’s Registrars, Computershare, by 10.00 a.m. (London time) on 20 November 2019 (or, in the case of an adjournment, not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time and date set for the adjourned meeting).

Completion and return of the blue form of proxy, or the appointment of a proxy online or through CREST, shall not prevent a holder of Scheme Shares from attending, speaking and voting in person at the Scheme Court Meeting or any adjournment thereof.

Holders of Scheme Shares are entitled to appoint a proxy in relation to the Scheme Court Meeting in respect of some or all of their shares to exercise all or any of their rights to attend, speak and vote at the Scheme Court Meeting. Holders of Scheme Shares are also entitled to appoint more than one proxy in relation to the Scheme Court Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such holder. A space has been included in the blue form of proxy to allow holders of Scheme Shares to specify the number of shares in respect of which that proxy is appointed. Holders of Scheme Shares who return the blue form of proxy duly executed but leave this space blank shall be deemed to have appointed the proxy in respect of all their Scheme Shares.

Holders of Scheme Shares who wish to appoint more than one proxy in respect of their shareholding should contact the Company's Registrars, Computershare, on 0370 889 4020 (from within the UK) or on +44 (0) 370 889 4020 (from outside the UK) for further blue forms of proxy or photocopy the blue form of proxy as required. Such holders of Scheme Shares should also read the information regarding the appointment of multiple proxies set out on page 10 of the document of which this notice forms part and on the blue form of proxy. A proxy need not be a member of the Company.

It is requested that blue forms of proxy, and any power of attorney or other authority under which they are executed (or a duly certified copy of any such power or authority), be lodged with the Company's Registrars, Computershare, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, either (i) by post or (ii) (during normal business hours only) by hand, or be submitted electronically or via CREST, by no later than 10.00 a.m. (London time) on 20 November 2019 (or not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time appointed for any adjourned meeting), but if blue forms of proxy (together with any such authority, if applicable) are not so lodged or submitted they may be handed (together with any such authority, if applicable) to the Chair of the Scheme Court Meeting, or Computershare on behalf of the Chair of the Scheme Court Meeting, at the start of the Scheme Court Meeting.

Joint Holders

In the case of joint holders of Scheme Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding (the first-named being the most senior).

Corporate Representatives

Any corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Voting Record Time

Entitlement to attend and vote at the Scheme Court Meeting or any adjournment thereof and the number of votes which may be cast thereat shall be determined by reference to the register of members of the Company at 6.30 p.m. (London time) on 20 November 2019 or the date which is two days before the date fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time shall be disregarded in determining the rights of any person to attend, speak and vote at the Scheme Court Meeting or any adjournment thereof (as the case may be).

By the said Order, the Court has appointed Edward Creasy or, failing him, Gill Rider or, failing her, David Marock to act as Chair of the Scheme Court Meeting and has directed the Chair to report the result thereof to the Court.

The Scheme of Arrangement shall be subject to the subsequent sanction of the Court.

Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by members of the Company. However, a Nominated Person may have a right under an agreement with the member by whom he/she was nominated to be appointed or to have someone else appointed, as a proxy for the Scheme Court Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to exercise of voting rights.

Dated: 16 October 2019

DAVIS POLK & WARDWELL LONDON LLP
5 Aldermanbury Square
London EC2V 7HR
Solicitors for the Company

PART X

NOTICE OF GENERAL MEETING

CHARLES TAYLOR PLC

(Registered in England and Wales with registered number 03194476)

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of Charles Taylor plc (the “**Company**”) shall be held at the offices of Davis Polk & Wardwell London LLP at 5 Aldermanbury Square, London, EC2V 7HR on 22 November 2019 at 10.15 a.m. (London time) (or as soon thereafter as the Scheme Court Meeting (as defined in the document of which this notice forms part) has concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolution which shall be proposed as a special resolution:

SPECIAL RESOLUTION

1 THAT:

for the purpose of giving effect to the scheme of arrangement dated 16 October 2019 (the “**Scheme**”) between the Company and the holders of the Scheme Shares (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification has been signed by the chair thereof, in its original form or with or subject to any modification, addition or condition agreed by the Company and Jewel BidCo Limited (“**LMP Bidco**”) and approved or imposed by the Court:

- (a) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for implementing the Scheme;
- (b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 164:

“164 SCHEME OF ARRANGEMENT

- (1) In this article 164, references to the “**Scheme**” means the scheme of arrangement dated 16 October 2019 between the Company and the holders of its Scheme Shares (as defined in the Scheme) under Part 26 of the 2006 Act in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice in England and Wales (the “**Court**”) and agreed by the Company and Jewel BidCo Limited (“**LMP Bidco**”) and (save as defined in this article 164) expressions defined in the Scheme shall have the same meanings in this article 164.
- (2) Notwithstanding any other provision of these articles or the terms of any resolution, whether ordinary or special, passed by the Company in general meeting, if the Company issues any ordinary shares (other than to LMP Bidco or its nominee(s)) on or after the adoption of this article and prior to the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme (and shall be Scheme Shares for the purposes thereof) and the original or any subsequent holder or holders of such ordinary shares shall be bound by the Scheme accordingly.
- (3) Notwithstanding any other provision of these articles, subject to the Scheme becoming effective, any shares issued to any person (other than to LMP Bidco or its nominee(s)) (the “**New Member**”) at or after the Scheme Record Time (each a “**Post-Scheme Share**”) shall be issued on terms that they shall, subject to the terms of paragraph 4 of this article 164 below, be immediately transferred to LMP Bidco (or to such person as it may direct), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional on the payment by or on behalf of LMP Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the cash consideration to which the New Member would have been entitled had such Post-Scheme Share been a Scheme Share.
- (4) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the value of the total cash payment per share to be paid under paragraph 3 of this article 164 above may be adjusted by the Directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration.

References in this paragraph 4 of article 164 to such shares shall, following such adjustment, be construed accordingly.

- (5) To give effect to any transfer of Post-Scheme Shares required by this article 164, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to LMP Bidco and/or its nominee(s) and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney be necessary or desirable to vest the Post-Scheme Shares in LMP Bidco or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as LMP Bidco may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of LMP Bidco) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by LMP Bidco. The attorney shall be empowered to execute and deliver as transferor a form of transfer or other instrument or instruction of transfer on behalf of the New Member (or any subsequent holder) in favour of LMP Bidco and/or its nominee(s) and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register LMP Bidco and/or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. LMP Bidco shall settle the consideration due to New Member pursuant to article 164(3) above by either (i) sending a cheque in sterling drawn on a UK clearing bank or (ii) by way of payment made in sterling through the Company's payroll (if applicable).
- (6) Notwithstanding any other provision of these articles, both the Company and the directors may refuse to register the transfer of any ordinary shares between the Scheme Record Time and the Effective Date other than to the LMP Bidco and/or its nominees pursuant to the Scheme.
- (7) If the Scheme shall not have become effective by the date referred to in clause 7(b) of the Scheme, this article shall be of no effect."

Dated: 16 October 2019

By order of the Board

Robert Davison

Company Secretary

Registered office

The Minster Building,
21 Mincing Lane, London, England
EC3R 7AG

Notes

- (i) Only holders of ordinary shares are entitled to attend and vote at this General Meeting. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend, speak and, on a show of hands or poll, vote at the General Meeting convened by this notice instead of him or her. A proxy need not be a member of the Company.
- (ii) A white proxy form is enclosed with this notice and instructions for its completion are shown on the form. White proxy forms and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, need to be deposited with the Company's Registrars, Computershare Investor Services PLC ("**Computershare**"), not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the scheduled start of this General Meeting or any adjournment thereof. In calculating this period, no account shall be taken of any part of a day that is not a working day. A vote withheld option is provided on the proxy form to enable you to instruct your proxy not to vote on any particular resolution. It should, however, be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- (iii) A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A member who wishes to appoint more than one proxy in respect of his/her shareholding should contact the Company's Registrars, Computershare, on 0370 889 4020 (from within the UK) or +44 (0) 370 889 4020 (from outside of the UK) for further white forms of proxy or photocopy the white form of proxy as required.
- (iv) Each of the resolutions to be put to the General Meeting will be voted on by poll and by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Company's board of directors considers it a more democratic method of voting. It is also in line with recommendations made by the Shareholder Voting Working Group and Paul Myners in 2004. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be announced through a regulatory information service and also published on the Company's website at <http://www.ctplc.com/investors/> once the votes have been counted and verified.
- (v) Any corporate member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- (vi) A person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right under an agreement with the member by whom he/she was nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. The statement of rights described in note (i) and note (ii) can only be exercised by members.
- (vii) The statements of the rights of members in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of members in relation to the appointment of proxies can only be exercised by registered members of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
- (viii) Members may also appoint a proxy to vote on the resolution being put to the meeting electronically at www.investorcentre.co.uk/eproxy. Electronic proxy instructions must be received by the Company's Registrars, Computershare, by 10.15 a.m. on 20 November 2019 (or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) prior to the time and date set for the adjourned meeting). Members having any difficulties with the electronic appointment process should contact the Company's Registrars, Computershare, on 0370 889 4020 (from within the UK) or +44 (0) 370 889 4020 (from outside of the UK).
- (ix) CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by following the procedures laid down in the CREST Manual which can be viewed at www.euroclear.com. CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 3RA50) by 10.15 a.m. (London time) on 20 November 2019 (or, in the case of an adjourned meeting, not less than 48 hours (excluding any part of such 48 hour period falling on a non-working day) prior to the time and date set for the adjourned meeting). No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (x) Completion and return of the white form of proxy, or the appointment of a proxy electronically or via CREST, shall not prevent a holder of Scheme Shares from attending and voting in person at the General Meeting, or any adjournment thereof. In the case of joint holders

of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority is determined by the order in which the names of the holders stand in the register.

- (xi) The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B of the Companies Act 2006, specifies that only those shareholders on the register of members at 6.30 p.m. (London time) on 20 November 2019 (or, if the General Meeting is adjourned, at 6.30 p.m. (London time) on the day which is two days prior to the adjourned meeting) are entitled to attend and vote at the General Meeting. On a poll, the number of shares held by each shareholder at 6.30 p.m. (London time) on 20 November 2019 (or, if the General Meeting is adjourned, at 6.30 p.m. (London time) on the day which is two days prior to the adjourned meeting) will determine the number of votes that a shareholder may cast. Changes to entries on the register of members after 6.30 p.m. (London time) on 20 November 2019 (or, if the General Meeting is adjourned, at 6.30 p.m. on the day which is two days prior to the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (xii) As at 15 October 2019 (being the latest practicable business day prior to publication of this notice), the Company's issued share capital comprised 77,913,724 ordinary shares carrying one vote each. There are no shares held in treasury. There is no other class of share in the company. Therefore, the total number of voting rights in the Company as at 15 October 2019 is 77,913,724.
- (xiii) Under section 319A of the Companies Act 2006, a member attending a meeting has the right to ask questions in relation to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- (xiv) To ensure your entrance to the meeting is dealt with promptly, please bring your attendance card with you and register at the registration desk.
- (xv) A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found on the Company's website at <http://www.ctplc.com/investors/>.
- (xvi) You may not use any electronic address provided in either this notice or any related documents (including any form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Shareholder enquiries

Information on how to manage your shareholdings can be found at www.investorcentre.co.uk. Providing answers to commonly asked questions regarding shareholder registration, links to downloadable forms, guidance notes, and company history fact sheets. A choice of contact methods are available via email, phone or in writing. Shareholders can view up-to-date information about their shareholding at www.investorcentre.co.uk. Shareholders can check holdings, update personal details, and register their email address to set up paper-free shareholder communications. To register for this service your Shareholder Reference Number will be needed which can be found on any proxy form, share certificate or dividend tax voucher.

Website information

The following information is available at <http://www.ctplc.com/investors/>: (1) the matters set out in this notice; (2) the total numbers of shares in the Company, and shares in each class, in respect of which members are entitled to exercise voting rights at the General Meeting; (3) the totals of the voting rights that members are entitled to exercise at the General Meeting, in respect of the shares of each class; and (4) members' statements, members' resolutions and members' matters of business received by the Company after the first date on which notice of the General Meeting was given.

