

**This letter is important and explains the impact of the Acquisition on your ESOP Options and what you need to do. Please read this letter carefully as it requires your immediate attention.**

If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

24 June 2021



Brighton Bidco Limited  
44 Esplanade, St Helier,  
Jersey JE4 9WG  
(incorporated in Jersey with  
registered number 131280)

Dear Participant

**St. Modwen Properties PLC 2017 Employee Share Option Plan (“ESOP”) for awards granted between 2017 and 2018 and the recommended all cash offer for St. Modwen Properties PLC by Brighton Bidco Limited**

St. Modwen Properties PLC (“**St. Modwen**”) and Brighton Bidco Limited (“**Bidco**”) (a newly formed company indirectly owned by investment funds advised by the Blackstone Group Inc) announced on 20 May 2021 that they had reached agreement on the terms of a recommended all cash offer for the entire issued and to be issued share capital of St. Modwen by Bidco (the “**Acquisition**”).

An explanation of the defined terms used in this letter is provided in the Appendix.

**ACTION REQUIRED:** You will need to take action to realise value from any ESOP Options that you hold as this will not happen automatically.

You may exercise your Vested ESOP Options before the date of Court Sanction (“*Choice A*”) by completing the online exercise instruction on the Equiniti share portal.

If you want to exercise your Vested and Unvested ESOP Options on Court Sanction (“*Choice B*”), you must complete the online exercise instruction on the Equiniti share portal as soon as possible, and by no later than 5:00pm (UK time) on 16 July 2021 (or any earlier deadline notified to you once the date of Court Sanction is known).

If you want to choose Choice A or B, it is recommended that you complete the relevant instruction as soon as possible.

If you want to exercise your Vested and Unvested ESOP Options after Court Sanction (“*Choice C*”), you must complete the online exercise instruction on the Equiniti share portal within 20 days (for Approved ESOP Options) or one month (for Unapproved ESOP Options) of the date of Court Sanction.

Please note that if you take no action your Approved ESOP Options will lapse 20 days after Court Sanction and your Unapproved ESOP Options will lapse one month after Court Sanction, and you will not receive any value from your ESOP Options. Further details about your choices are explained in section 6 below.

## **1. Why are we writing to you?**

We are writing to explain how the Acquisition will affect your ESOP Options and the decisions you need to make. **Please read everything in this letter and the Appendix carefully; the contents are very important.**

### **Summary of the choices available to you**

**If not exercised, your Approved ESOP Options will lapse 20 days after the date of Court Sanction and your Unapproved ESOP Options will lapse one month after the date of Court Sanction, and you will not receive any value for your ESOP Options.**

#### **Choice A: Exercise your Vested ESOP Options before Court Sanction**

- You can exercise any Vested ESOP Options before Court Sanction (unless they lapse earlier under the ESOP Rules) by completing an online exercise instruction on the Equiniti share portal in the usual way.
- On exercise, St. Modwen Shares will be issued or transferred to you. For Unapproved ESOP Options, you will be subject to income tax and social security contributions on the difference between the Exercise Price and the market value of the St. Modwen Shares on that date, and any applicable fees.
- If you sell your St. Modwen Shares before the Scheme Record Time, they will be sold at their market value on the date of sale and the proceeds paid to you (less any income tax and social security contributions that St. Modwen is required to withhold and any applicable fees). If you do not sell all of your St. Modwen Shares before the Scheme Record Time then they will automatically be purchased in the Acquisition for £5.60 (the “Offer Price”).

***If you want to make Choice A, you must complete an online exercise instruction on the Equiniti share portal by the applicable deadline.***

#### **Choice B: Apply now to exercise your Vested or Unvested ESOP Options on Court Sanction**

- You can choose to exercise your ESOP Options conditional on Court Sanction (unless they lapse earlier under the ESOP Rules) by completing an online exercise instruction via the Corporate Action Journey on the Equiniti share portal.
- The St. Modwen Shares which will be issued or transferred to you will then automatically be purchased under the Acquisition. You will receive the Offer Price (£5.60) per St. Modwen Share (less any income tax and social security contributions that St. Modwen is required to withhold in respect of Unapproved ESOP Options and any applicable fees).

***If you want to make Choice B, you must complete an online exercise instruction on the Equiniti share portal by 5:00pm (UK time) on 16 July 2021.***

#### **Choice C: Exercise your ESOP Options up to 20 days or one month (as applicable) following Court Sanction**

- If the Acquisition goes ahead, you can exercise your ESOP Options for up to 20 days (Approved ESOP Options) or one month (Unapproved ESOP Options) from the date of Court Sanction (unless they lapse earlier under the ESOP Rules) by completing an online exercise instruction on the Equiniti share portal.
- The St. Modwen Shares which will be issued or transferred to you will then automatically be purchased by Bidco. You will receive the Offer Price (£5.60) per St. Modwen Share (less any income tax and social security contributions that St. Modwen is required to withhold in respect of Unapproved ESOP Options and any applicable fees).
- If you decide to exercise your ESOP Options under **Choice C**, you will receive the cash for your St. Modwen Shares later than under **Choices A or B**.

Further details about your choices are set out in section 6 of this letter.

## **2. The Acquisition**

The Acquisition will result in St. Modwen and its subsidiaries becoming wholly-owned subsidiaries of Bidco.

The Acquisition will take place through what is called a “scheme of arrangement” (the “**Scheme**”). This is a procedure that is subject to approval by St. Modwen Shareholders and the Court on a date referred to in this letter as “**Court Sanction**”. Court Sanction is not the date on which the Acquisition will be completed. The Acquisition is currently due to complete a couple of days after Court Sanction on “**Completion**”.

Further information on the Scheme is set out in the Scheme Document sent to St. Modwen Shareholders on 24 June 2021. A copy of the Scheme Document is also available on the [St. Modwen website](#).

An explanation of the defined terms used in this letter is provided in the Appendix.

## **3. What are the terms of the Acquisition?**

St. Modwen Shareholders will be entitled to receive the Offer Price in cash for each St. Modwen Share they own at the Scheme Record Time. The terms of the Acquisition are set out in full in the Scheme Document. Your choices are explained in more detail in section 6.

## **4. When is the Acquisition likely to take place?**

The Acquisition is currently expected to become effective by early August 2021.

## **5. How will the Acquisition affect my ESOP Options?**

### Vested ESOP Options

If your ESOP Options have already vested they are exercisable in accordance with the ESOP Rules. However, as a result of the Acquisition, the exercise period for your Vested ESOP Options will end early. Your Vested ESOP Options will cease to be exercisable 20 days after the date of Court Sanction (Approved ESOP Options) or one month after the date of Court Sanction (Unapproved ESOP Options), unless they lapse earlier in accordance with the ESOP Rules (in which case they will lapse at that point if they are not exercised). If you wish to exercise your ESOP Options, an explanation of the steps you will need to take is set out in section 6 below.

If the Acquisition does not happen for any reason, your Vested ESOP Options will continue to be exercisable until their normal lapse date, subject to the ESOP Rules.

### Unvested ESOP Options

The Acquisition will change the usual treatment of your Unvested ESOP Options.

Normally, your Unvested ESOP Options would vest and become exercisable on or after the third anniversary of the grant date (or the date notified in your grant documentation, if different). However, as a result of the Acquisition, your Unvested ESOP Options will vest and become exercisable on Court Sanction (unless they lapse earlier in accordance with the ESOP Rules).

If the Acquisition does not happen for any reason, your Unvested ESOP Options will continue as normal, subject to the ESOP Rules.

## **6. What are my choices?**

You will have the following choices in relation to your ESOP Options.

### **Choice A: Exercise your Vested ESOP Options before Court Sanction**

If you hold Vested ESOP Options they are already exercisable. You can elect to exercise your Vested ESOP Options before Court Sanction by completing an online exercise instruction on the Equiniti share portal ([www.esp-portal.com/clients/StModwen](http://www.esp-portal.com/clients/StModwen)) in the usual way. To exercise your Vested ESOP Options, you will have to provide an undertaking as part of your online exercise instruction, in a form acceptable to St. Modwen, to pay the aggregate Exercise Price for all of the St. Modwen Shares in respect of which you are exercising your ESOP Options.

If you exercise your Vested ESOP Options and sell your St. Modwen Shares on exercise, the St. Modwen Shares will be sold at the market value on the date of sale and the cash proceeds (less the aggregate Exercise Price and any applicable fees and, for Unapproved ESOP Options, deductions for income tax and employee's National Insurance contributions) will be paid to you as soon as practicable after the date of exercise.

If you exercise your Vested ESOP Options and choose to retain the St. Modwen Shares on exercise, a sufficient number of the St. Modwen Shares that you acquire on exercise will be sold on your behalf to cover the aggregate Exercise Price and any applicable fees and, for Unapproved ESOP Options, deductions for income tax and employee's National Insurance contributions. The balance of St. Modwen Shares that you hold at the Scheme Record Time will be acquired by Bidco under the Acquisition and you will receive £5.60 per St. Modwen Share.

**If you want to make Choice A, please access the Equiniti share portal and complete an online exercise instruction as soon as possible during St. Modwen's normal exercise windows.**

### **Choice B: Apply now to exercise your ESOP Options conditional on Court Sanction**

You can elect to exercise your Vested or Unvested ESOP Options conditional on Court Sanction. To exercise your ESOP Options, you will have to provide an undertaking as part of your online exercise instruction, in a form acceptable to St. Modwen, to pay the aggregate Exercise Price for all of the St. Modwen Shares in respect of which you are exercising your ESOP Options.

If you do this, the St. Modwen Shares which will be issued or transferred to you will be automatically acquired by Bidco and you will receive £5.60 per St. Modwen Share, less the aggregate Exercise Price and any income tax and employee's National Insurance contributions that St. Modwen is required to withhold (see section 11) and any applicable fees.

**If you want to make Choice B, please access the Equiniti share portal and complete an online exercise instruction as soon as possible and by no later than 5:00 pm (UK time) on 16 July 2021 or any earlier deadline notified to you once the expected date of Court Sanction is known.**

You should check the date on which your Vested ESOP Options lapse before electing for this choice, to make sure that they do not lapse before Court Sanction.

**Choice C: Exercise your ESOP Options up to 20 days (Approved ESOP Options) or one month (Unapproved ESOP Options) after Court Sanction**

If the Acquisition goes ahead, you will be able to exercise your Vested ESOP Options (which will include any Unvested ESOP Options which vest early as a result of the Acquisition, as set out in section 5) until 20 days after the date of Court Sanction (Approved ESOP Options) or one month after the date of Court Sanction (Unapproved ESOP Options), in each case unless they lapse earlier in accordance with the ESOP Rules.

To exercise your ESOP Options, you will have to provide an undertaking as part of your online exercise instruction, in a form acceptable to St. Modwen, to pay the aggregate Exercise Price for all of the St. Modwen Shares in respect of which you are exercising your ESOP Options.

If you do this, the St. Modwen Shares which will be issued or transferred to you will be automatically acquired by Bidco and you will receive £5.60 per St. Modwen Share less the aggregate Exercise Price and any income tax and employee's National Insurance contributions that St. Modwen is required to withhold (see section 11) and any applicable fees.

Please note that if you decide to exercise your ESOP Options under **Choice C**, you will receive the cash proceeds due to you later than under **Choices A** and **B**.

**If you want to make Choice C, please access the Equiniti share portal and complete an online exercise instruction before your ESOP Options lapse.**

**If you do not exercise your ESOP Options within 20 days (Approved ESOP Options) or one month (Unapproved ESOP Options) after Court Sanction, all your ESOP Options will lapse automatically and you will not receive any value.**

Any St. Modwen Shares to which you become entitled as a result of the exercise of your ESOP Options in connection with the Acquisition, no matter which choice you select, will be held on your behalf by Equiniti Trust (Jersey) Limited (the "**EBT Trustee**"), as your nominee.

**7. When will I receive the money?**

If you select **Choice A** and sell your St. Modwen Shares straightaway, the cash proceeds will be paid as soon as practicable after the date of exercise.

If you select either **Choice A** and keep your St. Modwen Shares or select **Choice B**, the cash proceeds will be paid to you as soon as reasonably practicable once the funds are received from Bidco after Completion – this is expected to be within 14 days of Completion.

If you select **Choice C**, the cash proceeds will be paid as soon as practicable following receipt from Bidco.

In all cases the cash proceeds will be paid into your usual salary bank account.

## **8. What if the Acquisition does not complete?**

If you hold Vested ESOP Options and Court Sanction does not happen for any reason, your Vested ESOP Options will continue to be exercisable until they lapse as normal under the ESOP Rules.

If you hold Unvested ESOP Options and Court Sanction does not happen for any reason, your Unvested ESOP Options will vest and become exercisable on the normal vesting date in accordance with the ESOP Rules.

## **9. What if I leave employment with the St. Modwen Group?**

If you leave employment with the St. Modwen Group before exercising your Vested ESOP Options (or if you have already left as a “good leaver”), the leaver provisions under the ESOP Rules will apply in the normal way. This means that:

- if you leave for a “good leaver” reason under the ESOP Rules, the default position is that:
  - your Unvested ESOP Options will not lapse but will vest on the normal vesting date (or on Court Sanction, if earlier), subject to time pro-rating and will be exercisable until the earlier of: (i) the date 12 months from the date of vesting; and (ii) the date 20 days (Approved ESOP Options) or one month (Unapproved ESOP Options) after the date of Court Sanction; and
  - your Vested ESOP Options will continue to be exercisable until the earlier of: (i) 12 months from the date on which you leave employment; and (ii) the date 20 days (Approved ESOP Options) or one month (Unapproved ESOP Options) after the date of Court Sanction; or
- if you leave for a reason other than a “good leaver” reason, your ESOP Options will lapse immediately when you leave employment.

Special rules apply on death.

Please note that if you leave the St. Modwen Group and do not qualify as a “good leaver”, your ESOP Options will lapse before Court Sanction, meaning that any **Choice B** instruction you have made will not take effect. Your election will not be affected if you qualify as a “good leaver”, provided your ESOP Options have not lapsed before Court Sanction.

## **10. What if I am a PDMR or an insider?**

If you are a Person Discharging Managerial Responsibilities (“PDMR”) or a restricted person under the St. Modwen Share Dealing Code (the “**Dealing Code**”) (a copy of which is available on Catalyst), or you have otherwise been told that the Dealing Code applies to you, you must obtain permission to exercise your ESOP Options under the Dealing Code before you submit an instruction and your instruction must be submitted as soon as possible and in any event within two business days of permission being granted. You can seek permission to deal by following the process set out in the Dealing Code. However, unless exceptional circumstances exist it is unlikely you will be granted permission to deal whilst you are an insider or, if you are a PDMR or closely associated person of a PDMR, during a closed period.

## **11. What are the tax implications?**

### Approved ESOP Options

If you exercise any Approved ESOP Options: (i) before Court Sanction (**Choice A**); (ii) on Court Sanction (**Choice B**); or (iii) in the period of 20 days after the date of Court Sanction (**Choice C**), no income tax will arise and no National Insurance contributions will be due in respect of this exercise.

The disposal of St. Modwen Shares you acquire on exercise of your Approved ESOP Options in return for cash consideration should be treated as a disposal for the purposes of capital gains tax (“**CGT**”). If your capital gains from all sources in the relevant tax year are below your annual exemption, no CGT will be due. The capital gain is the amount by which the value of a St. Modwen Share at the time you sell your St. Modwen Shares exceeds the Exercise Price. CGT is chargeable on your aggregate capital gains (less allowable losses) in a tax year to the extent they exceed your CGT annual exemption in the relevant tax year. For the tax year ending 5 April 2022, the annual exemption is £12,300.

The transfer of St. Modwen Shares to your spouse or civil partner is generally tax free and your spouse or civil partner may be able to use their CGT annual exemption to reduce any CGT payable on the disposal of St. Modwen Shares. Any CGT on the sale of St. Modwen Shares is payable by you to HMRC under self-assessment. If you want to transfer St. Modwen Shares to your spouse or civil partner please contact the St. Modwen CoSec team: cosec@stmodwen.co.uk / 07790 603670.

### Unapproved ESOP Options

If you exercise any Unapproved ESOP Options, you will be subject to income tax and employee’s National Insurance contributions (the “**Tax Liability**”) on the difference between the Exercise Price and the market value of the St. Modwen Shares you receive on exercise. While we do not know what the market value of a St. Modwen Share will be at the relevant time, in order to plan ahead, you may find it useful to note that under the Acquisition Bidco is offering £5.60 pence in cash for each St. Modwen Share.

Current income tax rates for the 2021/2022 tax year are 20% for basic rate taxpayers, 40% for higher rate taxpayers and 45% for additional rate taxpayers. Employee’s National Insurance contributions rates are 12% of earnings between £184 - £967 per week; and 2% of earnings above £967 per week.

If you select **Choice A and sell your St. Modwen Shares straightaway**, or if you select **Choices B or C**, no CGT is expected to arise because you will have paid the Tax Liability and the amount on which you paid income tax is the base cost of those St. Modwen Shares. However, if you select **Choice A**, keep your St. Modwen Shares until the Scheme Record Time and then sell your St. Modwen Shares to Bidco under the Acquisition, the excess of the cash proceeds to be paid by Bidco under the Acquisition over the market value of those St. Modwen Shares on the date of exercise may be subject to CGT to the extent that the excess (together with any other capital gains that you make) exceeds your CGT annual exemption in the relevant tax year. If your aggregate capital gains are likely to exceed your annual exemption, you are strongly recommended to seek your own independent tax advice.

The above assumes you are resident and domiciled in the United Kingdom at all relevant times. This information is intended as a general guide only and does not constitute tax advice to any individual participant. Please remember that tax law can and often does change, and you should not necessarily assume the current tax position will continue. We strongly recommend that if you are unsure how your ESOP Options will be taxed you seek advice from an independent financial or tax adviser in your country.

Please note that none of St. Modwen, Bidco or Equiniti can provide you with legal, personal tax or financial advice. If you are in any doubt as to the contents of this letter or the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended from time to time), if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

## **12. What if I participate in other St. Modwen share plans?**

If you participate in other St. Modwen share plans you will receive separate letters about the effect of the Acquisition on your other share options. Please also read those letters carefully.

## **13. What if I have questions?**

If you have any questions that relate to your ESOP Options, what your choices are or how to access your Equiniti share portal account, please contact the Equiniti helpline on 0371 384 2891. Lines are open 08:30 – 17:30 Monday to Friday, excluding weekends and UK Bank Holidays. Please note that no legal, tax or financial advice on the merits of the Acquisition or its effect on your ESOP Options can be provided.

Details of your ESOP Options are available to view on the Equiniti share portal ([www.esp-portal.com/clients/StModwen](http://www.esp-portal.com/clients/StModwen)).

To login to your account you will need to do the following:

- Access the Equiniti share portal at: [www.esp-portal.com/clients/StModwen](http://www.esp-portal.com/clients/StModwen)
- Enter your Account Number, Last Name and Date of Birth.
- Then enter your password (when you first registered you will have been asked to create a password).
- If you have forgotten your password, select '*Forgotten your password?*' and you will be asked some security questions before being prompted to reset your password.

If you are yet to register on the Equiniti share portal:

- Go to [www.esp-portal.com/clients/StModwen](http://www.esp-portal.com/clients/StModwen)
- Click the '*Register*' button and enter the information as requested. You will need the following information to register: Account Number, Last Name and Date of Birth.

Please register using your company email address if possible so that your activation code can be emailed to you immediately following your registration. If you use a personal email address the activation code will be posted to you which may cause some delays.

Once logged in to your Equiniti share portal account you will need to:

- Click the '*My Investments tab*'.
- Click 'view' next to '*Discretionary Awards*'.
- Once through to the Discretionary Awards sub-portal you will see a section called '*Available Instructions*'. Below this there will be a heading that says '*Corporate Action Journey (Choice B)*' and a link that says '*Make your choice*'. Click this link to continue.
- Follow the steps on the next page to complete your online exercise instruction.

If you experience any difficulties registering or logging in, please contact the Equiniti helpline on 0371 384 2891.

You are strongly advised to seek your own independent financial and/or tax advice regarding your personal circumstances and the effect of the Acquisition on your ESOP Options.

#### **14. Proposals: Recommendation**

**The St. Modwen Directors recommend that you select either *Choice A* or *Choice B*. You should, however, consider your own personal circumstances, including your tax position, when deciding your preferred timing for exercising your options.**

The St. Modwen Board, which has been so advised by Lazard and Numis as to the financial terms of the proposals, considers the terms of the proposals described above to be fair and reasonable in the context of the Acquisition. In providing their advice to the St. Modwen Board, Lazard and Numis have taken into account the commercial assessments of the St. Modwen Board. Lazard and Numis are providing independent financial advice to the St. Modwen Board for the purposes of the City Code on Takeovers and Mergers.

#### **15. Important notes**

Nothing in this letter or its appendices constitutes financial advice to any holder of shares, share awards or share options in St. Modwen or Bidco.

If you have received this letter electronically, you may request a hard copy of this letter, free of charge, by contacting Equiniti on 0371 384 2891. 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.

If there is a conflict between the information in this letter and appendices and the ESOP Rules or applicable legislation, the ESOP Rules and the legislation will prevail.

Yours faithfully

Yours faithfully

[REDACTED]  
For and on behalf of  
St. Modwen Properties PLC

[REDACTED]  
For and on behalf of  
Brighton Bidco Limited

## **Appendix**

### **A brief explanation of some definitions**

**“Acquisition”** means the proposed acquisition by Bidco of the entire issued and to be issued ordinary share capital of St. Modwen, to be effected by means of the Scheme;

**“Approved ESOP Options”** means ESOP Options granted under Part A of the ESOP;

**“Bidco”** means Brighton Bidco Limited (a newly formed company indirectly owned by investment funds advised by the Blackstone Group Inc);

**“Bidco Directors”** means the directors of Bidco as at the date of this letter;

**“Bidco Group”** means Bidco and its subsidiaries and subsidiary undertakings from time to time;

**“Completion”** means the date on which the Scheme becomes effective in accordance with its terms;

**“Court”** means the High Court of Justice in England and Wales;

**“Court Sanction”** means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

**“EBT Trustee”** means Equiniti Trust (Jersey) Limited;

**“Exercise Price”** means the price at which St. Modwen Shares may be acquired by the exercise of that ESOP Option;

**“ESOP”** means the St. Modwen 2017 Employee Share Option Plan, as amended from time to time;

**“ESOP Options”** means options over St. Modwen Shares granted to employees and former employees of St. Modwen and its subsidiaries under the ESOP;

**“ESOP Rules”** means the rules of the ESOP, as set out in the 2017 document;

**“HMRC”** means HM Revenue & Customs;

**“Offer Price”** means £5.60 per St. Modwen Share;

**“Scheme”** means the procedure by which Bidco will become the holder of the entire issued and to be issued ordinary share capital of St. Modwen;

**“Scheme Document”** means the document setting out the terms of the Scheme dated 24 June 2021 sent to St. Modwen Shareholders;

**“Scheme Record Time”** means the time and date specified as such in the Scheme Document or such later time as St. Modwen and Bidco may agree;

**“St. Modwen”** means St. Modwen Properties PLC;

**“St. Modwen Board”** means the board of directors of St. Modwen;

**“St. Modwen Directors”** means the directors of St. Modwen as at the date of this letter;

**“St. Modwen Group”** means St. Modwen and its subsidiaries and subsidiary undertakings from time to time;

**“St. Modwen Shareholders”** means holders of St. Modwen Shares;

**“St. Modwen Shares”** means ordinary shares of £0.10 each in the capital of St. Modwen;

**“Unapproved ESOP Options”** means ESOP Options granted under Part B of the ESOP;

**“Unvested ESOP Options”** means any ESOP Option which is not a Vested ESOP Option; and

**“Vested ESOP Options”** means ESOP Options over St. Modwen Shares which have vested and become exercisable subject to the ESOP Rules.

## Notes

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

Lazard & Co ("Lazard"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority (the "FCA"), is acting exclusively as financial adviser to St. Modwen and no one else in connection with the matters set out in this letter and will not be responsible to anyone other than St. Modwen for providing the protections afforded to clients of Lazard nor for providing advice in relation to the matters set out in this letter. Neither Lazard nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Lazard in connection with the matters set out in this letter, any statement contained herein or otherwise.

Lazard has given and not withdrawn its written consent to the issue of this document with the inclusion of references to its name in the form and context in which they are included.

Numis Securities Limited ("Numis"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser exclusively for St. Modwen and no one else in connection with the matters set out in this letter and will not regard any other person as its client in relation to the matters set out in this letter and will not be responsible to anyone other than St. Modwen for providing the protections afforded to clients of Numis, nor for providing advice in relation to any matter referred to herein.

Numis has given and not withdrawn its written consent to the issue of this document with the inclusion of references to its name in the form and context in which they are included.

This document does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer to subscribe for or buy, any securities by any person in any jurisdiction (a) in which such offer or invitation is not authorised, (b) in which the person making such offer or invitation is not qualified to do so, or (c) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation or where the making of such offer, solicitation or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on St. Modwen, Bidco or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this document other than in any jurisdiction where action for that purpose is required. Neither St. Modwen nor Bidco nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The St. Modwen Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion and, without limitation, all information in respect of St. Modwen which has been incorporated by reference in this document), except for that information for which the Bidco Directors accept responsibility. To the best of the knowledge and belief of the St. Modwen Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter

(including any expressions of opinion) for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Directors, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to the Bidco Group (including, without limitation, all information in respect of the Bidco Group which has been incorporated by reference in this document) and the Bidco Directors, their close relatives, related trusts and other connected persons and persons acting in concert with Bidco. To the best of the knowledge and belief of the Bidco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter (including any expressions of opinion) for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Blackstone Responsible Persons, whose names are set out in the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to them (and their close relatives, related trusts and other persons connected with them), Blackstone and Bidco. To the best of the knowledge and belief of the Blackstone Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this letter (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.