

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt regarding the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK, or an appropriately authorised independent financial adviser if you are resident outside the UK.

If you have sold or otherwise transferred all of your ordinary shares in Xpediator plc, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Xpediator plc, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted, in whole or in part, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

20 December 2022

We are required by the City Code on Takeovers and Mergers to make this communication and the announcement it refers to available to you

To: Shareholders in Xpediator plc ("**Xpediator**" or the "**Company**"), holders of options and/or awards over Xpediator shares and persons with information rights

Dear Shareholder,

Announcement regarding a possible offer for Xpediator

On 20 December 2022, the Company announced that it was in discussions with a consortium including the Company's largest shareholder, Cogels Investments Limited (the investment vehicle of Stephen Blyth), funds managed by Baltcap (private equity investors in the Baltic states), and Justas Versnickas (the Managing Director of, and a shareholder in, Delamode Baltics) (together, the "**Consortium**") in connection with a possible offer for the share capital of the Company ("**Announcement**").

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers ("**City Code**"), please find enclosed a copy of the Announcement. A copy of the Announcement and this letter can also be found on the Company's website at www.xpediator.com. For the avoidance of doubt, the content of the Company's website is not incorporated into, and does not form part of, this letter. This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

This letter and the Announcement have been sent to you for your information only. Although the Announcement has put the Company into what is known, under the City Code, as an "offer period", there can be no certainty that the Consortium will proceed to make an offer for the Company. Accordingly, shareholders are advised to take no action at this time.

A further announcement will be made in due course.

Yours sincerely

Gillian Wilmot
Interim Non-executive Chairman
Xpediator plc



Directors' responsibility statement

The directors of Xpediator accept responsibility for the information contained in this letter relating to Xpediator (including any expressions of opinion). To the best of the knowledge and belief of the directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

Provision of addresses, electronic addresses and other details

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to the Consortium during the offer period as required under Section 4 of Appendix 4 of the City Code.

Disclosure requirements of the City Code

Under Rule 8.3(a) of the City Code, any person who is interested in 1 per cent. 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 City Code, any person who is, or becomes, interested in 1 per cent. 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 of the City Code).

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 Takeover 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 Takeover 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.

