

From: XPD
Sent: 20 December 2022 11:00
To: All Xpediator Group staff
Subject: Internal Announcement - Possible Offer for Xpediator

INTERNAL ANNOUNCEMENT



Message sent on the behalf of:

Mike Stone, CEO



Dear Colleagues,

Announcement regarding a possible offer for Xpediator

This morning, we issued an announcement to the market (the "**Announcement**") which confirmed that Xpediator plc is in discussions with a consortium who have written to us with a possible offer to take over the Company. This consortium consists of 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**"). You can access a copy of the Announcement here [Regulatory news service | Xpediator](#)

I can confirm that we are in discussions with the Consortium in relation to a potential transaction. We are currently working with them on a number of related work streams so they can finalise their offer, or not, and it is only when they have made a firm offer that we can understand the details of the offer in respect to our employees, our shareholders and our customers. At this stage there is no certainty that these discussions will lead to a formal takeover transaction.

Because of the restrictions which apply under UK takeover rules, I am afraid I am unable to share any further detailed information with you at this stage, even if I do have it, however, I will do my very best to update you as and when there are any meaningful developments to share.

I recognise that this news will create uncertainty, but we cannot let it have a negative impact on the business. Therefore, whilst we continue speaking with the Consortium, I ask that you continue to focus on our day to day business and to continue to serve our customers with your usual high level of commitment and professionalism, so that we have no disruption in the services we offer.

In the event you are contacted by the media in relation to the possible offer, please do not provide any comment but refer them to Josh Dennis as soon as possible. For our customers and suppliers, the message should be that it is very much business as usual at Xpediator and that you are unable to comment on the possible offer.

In accordance with our regulatory requirements, I am obliged to make you aware of some legal and regulatory information, these are set out below. You should contact me, or Richard Myson, if you have any questions on these.

Kind regards,

Mike Stone
Interim Chief Executive Officer
Xpediator plc

Legal and regulatory

*As a result of the possible offer, the Company has been placed in an "offer period" under the provisions of the City Code on Takeovers & Mergers (the "**Takeover Code**").*

This communication is only addressed to Xpediator group employees and employee representatives. If you are not an Xpediator group employee or employee representative, you should not read its contents.

Dealing in Xpediator shares

Because of the restrictions and requirements applying under our share dealing policy and under applicable law and regulation, we would remind you that if you wish to deal in Xpediator shares (or interests referenced to those shares), you are advised to follow our standard share dealing procedures. You can obtain further details from Richard Myson.

Employee representatives' opinion

In accordance with the requirements of the Takeover Code, we inform you:

- *of the right of employee representatives of the Company, under Rule 25.9 of the Takeover Code, to have a separate opinion on the effects of a formal offer (if made by the Consortium) on Xpediator employment arrangements published. Any such opinion, if prepared, would be appended to the document in relation to the offer which may, in due course, be sent to Xpediator shareholders (the "**Offer Document**"), in accordance with Rule 25.1 of the Takeover Code, provided that such opinion is received in good time before publication of the Offer Document. If the opinion of employee representatives (if any) is not received in good time, it would be published, promptly on receipt by the Company, on the Company's website and the Company would announce via a regulatory information service that it had been so published, provided the opinion is received no later than 14 days after the date on which the Offer becomes unconditional or otherwise becomes effective; and*
- *Xpediator would bear responsibility for the costs of the publication of any opinion received from employee representatives and for the costs reasonably incurred by any employee representatives in obtaining advice required for the verification of the information contained in that opinion.*

Disclosure requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover 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 Takeover 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 Takeover 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.

Provision of certain information and right to request hard copies

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 Takeover Code. You may request a copy of this communication or the Announcement, and any information incorporated into it by reference to another source, in hard copy form by emailing Richard Myson at richard.myson@xpediator.com or by contacting him at 700 Avenue West, Skyline 120 Great Notley, Braintree, Essex, United Kingdom, CM77 7AA or on +44 (0)330 043 2395. A hard copy of this communication and the Announcement will not be sent to you unless you so request it.

You may also request that all future documents, announcements and information sent to you in relation to the possible offer should be sent to you in hard copy form, again by writing to the address set out above or by calling the telephone number above.

Responsibility

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