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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.

6 April 2023

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 Sir/Madam,

Announcement of a recommended takeover offer by DLM Bidco Limited ("Bidco"), a newly incorporated entity to be indirectly owned by (i) funds advised by BaltCap AS, (ii) Cogels Investments Ltd and (iii) Nuoma IR Kapitalas UAB, for the entire issued and to be issued ordinary share capital of Xpediator

On 6 April 2023, the boards of Xpediator and Bidco announced that they had reached agreement on the terms of a recommended cash offer ("**Recommended Cash Offer**") for the entire issued and to be issued ordinary share capital of Xpediator.

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers ("**City Code**"), please find enclosed a copy of the Recommended Cash Offer announcement ("**Announcement**"). A copy of the Announcement and this letter can also be found on the Company's website at <https://www.xpediator.com/offer-for-xpediator-plc/>. This letter and the Announcement have been sent to you for your information only. 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.



It is expected that the Recommended Cash Offer will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006, and the associated formal documentation in relation to the Recommended Cash Offer is expected to be sent to you as described in the Announcement. Shareholders do not need to take any action at this time.

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 Bidco during the offer period as required under Section 4 of Appendix 4 of the City Code.

If you have any questions about this letter, the Announcement or any administrative questions, please contact Xpediator's registrars, Share Registrars Limited, during business hours on +44 (0) 1252 821390. Please note that calls may be monitored or recorded and Share Registrars Limited cannot provide financial, legal or tax advice or advice on the merits of the Recommended Cash Offer. You may also request that all future documents, announcements and information in relation to the Recommended Cash Offer be sent to you in hard copy form.

We would also like to remind all persons with a direct or indirect interest of 1 per cent. or more in the shares of Xpediator of their disclosure requirements under Rule 8 of the City Code (as further referred to below).

The directors of Xpediator accept responsibility for the information contained in this letter (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.

Yours sincerely

Gillian Wilmot

Interim Non-Executive Chairman

Xpediator plc



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.



