

THIS DOCUMENT, THE APPLICATION FORM AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Existing Ordinary Shares, please send this document, the Application Form and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Existing Ordinary Shares, please retain the documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

However, the distribution of this document and/or any accompanying documents into a jurisdiction other than the United Kingdom may be restricted by law or regulation and therefore such documents should not be distributed, forwarded to or transmitted in or into the United States of America, Canada, Australia, Japan, the Republic of Ireland, the Republic of South Africa, New Zealand, Cayman Islands, Barbados, Switzerland, the State of Kuwait or Singapore in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If you have sold or transferred part of your holding of Existing Ordinary Shares prior to the Ex-Entitlement Date, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications set out in the accompanying Application Form.

The total consideration under the Open Offer shall be less than €8 million (or an equivalent amount) in aggregate and it is therefore an exempt offer to the public for the purposes of section 86 (1)(e) of FSMA and the Firm Placing Shares shall only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Neither the Firm Placing nor the Open Offer constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the Financial Conduct Authority of the United Kingdom ("FCA") pursuant to sections 73A(1) and (4) of FSMA and has not been pre-approved by the FCA pursuant to sections 85 and 87 of FSMA, the London Stock Exchange, any securities commission or any other authority or regulatory body. In addition this document does not constitute an admission document drawn up in accordance with the AIM Rules for Companies.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Existing Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Firm Placing Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the New Ordinary Shares and Existing Ordinary Shares of 0.1 pence each (assuming the Share Capital Reorganisation resolution is passed at the General Meeting) to be admitted to trading on AIM. It is expected that Admission of the New Ordinary Shares and Existing Ordinary Shares of 0.1 pence each will become effective and that dealings will commence at 8.00 a.m. on 2 May 2019. The New Ordinary Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Existing Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Tasty plc

(Incorporated and registered in England and Wales with registered no.5826464)

**Firm Placing of 75,000,000 Firm Placing Shares at 4 pence per share
Open Offer of up to 6,294,262 Open Offer Shares at 4 pence per share
Share capital reorganisation
Adoption of new articles of association
Authority to allot shares and waiver of pre-emption rights
and
Notice of General Meeting**

You should read this document in its entirety, together with the Form of Proxy. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 7 to 16 (inclusive) of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

A notice convening a General Meeting of the Company to be held at the offices of the Company at 32 Charlotte Street, London, W1T 2NQ at 11.00 a.m. on 1 May 2019, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 11.00 a.m. on 29 April 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the holding of the adjourned meeting). The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Transaction. Persons receiving this document should note that Cenkos Securities plc will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities plc or for advising any other person on the arrangements described in this document. Cenkos Securities plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cenkos Securities plc for the accuracy of any information or opinions contained in this document or for the omission of any information. Cenkos Securities plc, as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

Neither the Firm Placing Shares nor the Open Offer Shares will be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, or Japan. Accordingly, subject to certain exceptions, the Firm Placing Shares and the Open Offer Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Tasty plc at 32 Charlotte Street, London, W1T 2NQ, for a period of one month from the date of this document.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
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| Record Date for the Open Offer | 6.00 p.m. on 10 April 2019 |
| Announcement of the Firm Placing and the Open Offer, publication and posting of this document, the Application Form and Form of Proxy | 12 April 2019 |
| Ex-entitlement Date | 8.00 a.m. on 12 April 2019 |
| Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to stock accounts of Qualifying CREST Shareholders | 15 April 2019 |
| Recommended latest time and date for requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST | 4.30 p.m. on 24 April 2019 |
| Recommended latest time for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements into CREST | 3.00 p.m. on 25 April 2019 |
| Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only) | 3.00 p.m. on 26 April 2019 |
| Latest time and date for receipt of completed Forms of Proxy to be valid at the General Meeting | 11.00 a.m. on 29 April 2019 |
| Latest time and date for acceptance of the Open Offer and receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (if appropriate) | 11.00 a.m. on 30 April 2019 |
| General Meeting | 11.00 a.m. on 1 May 2019 |
| Announcement of result of General Meeting and the Open Offer | 1 May 2019 |
| Record Date for the Share Capital Reorganisation | 6:00pm 1 May 2019 |
| Admission and commencement of dealings in the New Ordinary Shares on AIM and in the Existing Ordinary Shares (as sub-divided) | 8.00 a.m. on 2 May 2019 |
| New Ordinary Shares and (if applicable) Existing Ordinary Shares (as sub-divided) credited to CREST members' accounts | 2 May 2019 |
| Despatch of definitive share certificates in certificated form | 9 May 2019 |

If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.

Certain of the events in the above timetable are conditional upon, amongst other things, the approval of the Resolutions to be proposed at the General Meeting.

All references are to London time unless stated otherwise.

KEY STATISTICS

FIRM PLACING STATISTICS

| | |
|--|----------------------------|
| Number of Existing Ordinary Shares of 10 pence each as at the date of this document | 59,795,496 |
| Number of Existing Ordinary Shares of 0.1 pence each on Admission * | 59,795,496 |
| Number of Firm Placing Shares | 75,000,000 |
| Issue Price | 4 pence |
| Number of Ordinary Shares in issue immediately following Admission of the Firm Placing Shares** | 134,795,496 |
| Firm Placing Shares as a percentage of the Existing Ordinary Shares in issue immediately following the Firm Placing Shares** | 55.6% |
| Percentage of the Enlarged Share Capital held by the Concert Party following Admission of the Firm Placing Shares** | 38.2% |
| Gross Proceeds of the Firm Placing | Approximately £3.0 million |
| ISIN Code of the Existing Ordinary Shares of 10 pence each | GB00B17MN067 |
| ISIN Code for the Existing Ordinary Shares of 0.1 pence each | GB00B17MN067 |

OPEN OFFER STATISTICS

| | |
|--|--|
| Number of Open Offer Shares | up to 6,294,262 |
| Issue Price | 4 pence |
| Basis of Open Offer | 2 Open Offer Shares for every 19 Existing Ordinary Shares |
| Gross proceeds from the Open Offer*** | up to £0.25 million |
| Enlarged Share Capital following the Firm Placing and the Open Offer*** | up to 141,089,758 |
| Open Offer Shares as a percentage of the Enlarged Share Capital*** | up to 4.5% |
| Percentage of the Enlarged Share Capital held by the Concert Party following the allotment and issue of the Firm Placing Shares and Open Offer Shares*** | up to 38.6% |
| ISIN Code for Open Offer Entitlements | GB00BJ5K3195 |
| ISIN Code for the Excess CREST Open Offer Entitlements | GB00BJ5K3203 |

* assuming the Share Capital Reorganisation has completed

** prior to the issue of the Open Offer Shares

*** on the assumption that the Open Offer is fully subscribed

DIRECTORS, SECRETARY AND ADVISERS

| | |
|---|--|
| Directors | Keith Lassman – <i>Non-Executive Chairman</i> Daniel Jonathan (Jonny) Plant – <i>Joint Chief Executive Officer</i> Samuel Kaye – <i>Joint Chief Executive Officer</i> Adam Kaye – <i>Non-Executive Director</i> |
| Registered Office | 32 Charlotte Street London W1T 2NQ |
| Company Secretary | Keith Lassman |
| Nominated Adviser and Broker | Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS |
| Legal advisers to the Company | Howard Kennedy LLP No. 1 London Bridge London SE1 9BG |
| Legal advisers to the Nominated adviser and Broker | Gowling WLG (UK) LLP 4 More London Riverside London SE1 2AU |
| Registrar | Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS13 8AE |
| Receiving Agent | Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6AH |

PART I

Letter from the Chairman of Tasty plc

(Incorporated in England and Wales with registered no. 5826464)

Directors:

Keith Lassman – *Non-Executive Chairman*
Daniel Jonathan (Jonny) Plant – *Joint Chief Executive Officer*
Samuel Kaye – *Joint Chief Executive Officer*
Adam Kaye – *Non-Executive Director*

Registered office:
32 Charlotte Street
London
W1T 2NQ

12 April 2019

Dear Shareholder

Firm Placing of 75,000,000 Firm Placing Shares at 4 pence per share
Open Offer of up to 6,294,262 Open Offer Shares at 4 pence per share
Share capital reorganisation
Adoption of new articles of association
Authority to allot shares and waiver of pre-emption rights
and
Notice of General Meeting

1. Introduction

The Company has today announced a conditional Firm Placing to raise £3.0 million (before expenses) by the issue and allotment by the Company of 75,000,000 Firm Placing Shares at the Issue Price of 4 pence per Firm Placing Share.

In addition, in order to provide Shareholders who have not taken part in the Firm Placing with an opportunity to participate in the proposed issue of New Ordinary Shares, the Company is providing all Qualifying Shareholders with the opportunity to subscribe at the Issue Price for an aggregate of up to 6,294,262 Open Offer Shares, to raise up to £0.25 million (before expenses), on the basis of 2 Open Offer Shares for every 19 Existing Ordinary Shares held on the Record Date, at the Issue Price, payable in full on acceptance.

The Open Offer provides Qualifying Shareholders with an opportunity to participate in the proposed issue of the New Ordinary Shares whilst providing the Company with additional capital to invest in the business of the Group.

The Issue Price represents a discount of 32.8 per cent. to the closing middle market price of 5.95 pence per Existing Ordinary Share on 11 April 2019 (being the last practicable date before publication of this document).

The Firm Placing and the Open Offer are conditional, *inter alia*, on: (i) the approval of Shareholders of resolutions to re-organise the share capital of the Company that will have the effect of reducing the nominal value of each Existing Ordinary Share in the Company to a level below the Issue Price, and (ii) the granting of the necessary share allotment authorities to the Directors in accordance with the Companies Act in order for the Directors to allot the Firm Placing Shares and the Open Offer Shares and the power to disapply statutory pre-emption rights in respect of the Firm Placing Shares. The Resolutions are contained in the Notice of General Meeting which is set out at the end of this document.

The purpose of this document is to explain the background to and reasons for the Firm Placing and the Open Offer, the use of proceeds, details of the Firm Placing and the Open Offer and to recommend that Shareholders vote in favour of the Resolutions.

2. Current Trading and Outlook

Tasty is a restaurant operator in the UK casual dining market, which trades under two brands 'dim-t' and 'Wildwood'. The Group currently trades from 57 sites, consisting 6 dim t and 51 Wildwood restaurants. The Wildwood brand is aimed at a wide market, with the 'Pizza, Pasta, Grill' offering continuing to be the main focus. The Wildwood restaurants are situated on the high street as well as in leisure, retail and tourist locations, highlighting the broad appeal and scalability of the offering. Dim t is a pan-Asian restaurant serving a wide range of dishes including, dim sum, noodles, soup and curry.

As set out in the preliminary results of the Company for the 52 weeks ended 30 December 2018 announced on 20 March 2019 (the “2018 Final Results”), the Company generated revenue of £47.28 million (2017: £50.31 million) and adjusted EBITDA of £1.58 million (2017: £3.5 million). The reduction in revenue and EBITDA in 2018 was principally due to the closure of sites and like-for-like revenue decline.

As mentioned in the 2018 Final Results, market conditions have become increasingly challenging throughout the year and the Board’s expectation is that there will be no significant improvement in 2019. Accordingly, the Company intends to focus on sales and cost control to ensure that the impact of the challenging economic environment is minimised. Furthermore, and in-line with the agreed strategy, the Board has no plans to open any new sites in 2019 and will continue to monitor underperforming sites as well as the success of its turnaround strategies. The Group will make further disposals in 2019 if and when appropriate.

3. Background and Reasons for the Firm Placing

As announced in the Company’s unaudited interim results for the 26 weeks ended 1 July 2018 and in the 2018 Final Results, given the poor trading environment across the casual dining market and throughout the retail sector in 2018, and following a review of the Group’s estate, 4 sites were closed in the year, 3 of which have been sold. Pending an improvement in trading conditions, the Board has no plans to open any new sites at the current time. During 2018, funding costs were reduced by approximately £35,000 per annum by cancelling the Company’s unutilised £5 million revolving credit facility, that was previously earmarked for new restaurant openings. In addition, the Company’s operational team has been restructured to improve efficiency and reduce costs leading to annualised cost savings of approximately £300,000.

As announced on 22 November 2018, the Company entered into an agreement to revise its £7.0 million term loan facility with its existing lender Barclays plc (the “**Revised Loan Facility**”), which amended the Company’s previous £7.0 million term loan facility. The key effects of the Revised Loan Facility were to extend the final repayment date from July 2021 to March 2022 and to significantly reduce the quarterly repayments with effect from July 2019.

Under the terms of the Revised Loan Facility agreement, the Company pays interest on the amount drawn down (of which £6.42 million was outstanding at the year-end) of between 2.5% and 4.0% over LIBOR with the interest rate payable dependent upon the ratio of the amount drawn down to adjusted EBITDA.

In addition to the quarterly repayments referred to above, the Company undertook to reduce the amount drawn down under the Revised Loan Facility by an aggregate of £1.1 million on or before 30 June 2019. Of this £1.1 million, certain of the Directors undertook to provide, in aggregate, £0.5 million. This new capital is to be in the form of either new subordinated loan or equity capital, or a combination of the two. Those Directors propose to meet that undertaking by participating in the Firm Placing in the amount of, in aggregate, £700,000, on the terms and subject to the conditions set out in further detail in this document.

The net proceeds of the Firm Placing and the Open Offer are to be used to reduce the Revised Loan Facility as described above and to support the operating cash flow of the Group.

The Board is continuously assessing the Company’s estate to identify where improvements can be made. Where sites are underperforming, turnaround strategies have been implemented and, in many instances, significant improvements in performance have been made. Where the Board believes that it is in the shareholders’ interest, sites will be sold and the proceeds used to pay down debt.

4. The Firm Placing

Subject to, *inter alia*, Admission, the Company will issue 75,000,000 Firm Placing Shares which will raise approximately £3.0 million, before expenses, and approximately £2.8 million after the expenses of the Firm Placing (which are estimated to be approximately £0.2 million (excluding VAT in total)). The Firm Placing Shares have been conditionally placed by Cenkos, as agent for the Company, with institutional and other investors, including members of the Board. Application will be made for the Firm Placing Shares to be admitted to trading on AIM and dealings are expected to become effective on 2 May 2019.

The Firm Placing is conditional, *inter alia*, upon:

- (a) the passing of the Resolutions at the General Meeting;
- (b) the Firm Placing and Open Offer Agreement becoming unconditional and not having been terminated in accordance with its terms prior to Admission; and
- (c) Admission becoming effective by no later than 8.00 a.m. on 2 May 2019 or such later time and/or date (being no later than 8.00 a.m. on 30 May 2019) as Cenkos and the Company may agree.

If any of the conditions are not satisfied, the Firm Placing Shares (and the Open Offer Shares) will not be issued and all monies received from the Placees and Qualifying Shareholders will be returned to them (at the Placees' and Qualifying Shareholders' risk and without interest) as soon as possible thereafter. The purpose of the General Meeting is to seek approval from Shareholders of the Resolutions to enable the Transaction to proceed.

The Firm Placing Shares to be issued pursuant to the Firm Placing will represent approximately 53.2 per cent. of the Enlarged Share Capital assuming full take-up of the Open Offer. The Firm Placing Shares will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued ordinary share capital of the Company after the date of their issue and will otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares. The Issue Price is at a 32.8 per cent. discount to the closing mid-market price of 5.95 pence per Ordinary Share as at 11 April 2019 (being the latest practicable date prior to the announcement of the Firm Placing and the Open Offer).

Cenkos, as agent for the Company, has conditionally agreed to use its reasonable endeavours to procure subscribers for the Firm Placing Shares at the Issue Price under the terms of the Firm Placing and Open Offer Agreement. The Firm Placing is not underwritten and is not subject to clawback. The obligations of Cenkos under the Firm Placing and Open Offer Agreement are conditional, *inter alia*, upon Admission having occurred by not later than 2 May 2019 (or such later date as may be agreed, being no later than 30 May 2019), there being prior to Admission no material breach of the warranties given to Cenkos, and Shareholders passing the Resolutions at the General Meeting.

The Firm Placing and Open Offer Agreement contains warranties from the Company in favour of Cenkos (for itself and as agent for each of the Placees) and in relation to, *inter alia*, the accuracy of the information contained in this document and certain other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Cenkos in relation to certain liabilities that it might occur in respect of the Firm Placing and the Open Offer. The Firm Placing and Open Offer Agreement also contains certain warranties given by the Directors who are members of the Concert Party in relation to the Concert Party.

Cenkos may terminate the Firm Placing and Open Offer Agreement in specified circumstances (including for breach of warranty at any time prior to Admission, if such breach is reasonably considered by Cenkos to be material in the context of the Firm Placing and the Open Offer). If the conditions of the Firm Placing and Open Offer Agreement are not fulfilled on or before the relevant date in the Firm Placing and Open Offer Agreement, application monies will be returned to applicants without interest as soon as possible thereafter.

5. Details of the Open Offer

The Company is proposing to raise up to £0.25 million before expenses from existing shareholders in the Company under the Open Offer. A total of, in aggregate, up to 6,294,262 Open Offer Shares are available to Qualifying Shareholders pursuant to the Open Offer at the Issue Price, payable in full on acceptance. Any Open Offer Shares not subscribed for by Qualifying Shareholders will be available to Qualifying Shareholders under the Excess Application Facility. The balance of any Open Offer Shares not subscribed for under the Excess Application Facility will not be available to Placees under the Firm Placing.

Qualifying Shareholders may apply for Open Offer Shares under the Open Offer at the Issue Price on the following basis:

2 Open Offer Shares for every 19 Existing Ordinary Shares

registered in their name on the Record Date.

Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Fractional entitlements which would otherwise arise will not be issued to the Qualifying Shareholders but will be made available under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement. Not all Shareholders will be Qualifying Shareholders. Shareholders who are located in, or are citizens of, or have a registered office in certain overseas jurisdictions will not qualify to participate in the Open Offer. The attention of Overseas Shareholders is drawn to paragraph 6 of Part III of this document.

Valid applications by Qualifying Non-CREST Shareholders will be satisfied in full up to their Open Offer Entitlements as shown on the Application Form. Applicants can apply for less or more than their entitlements under the Open Offer but the Company cannot guarantee that any application for Excess Shares under the Excess Application Facility will be satisfied as this will depend in part on the extent to which other Qualifying Shareholders apply for less than or more than their own Open Offer Entitlements. The Company may satisfy valid applications for Excess Shares of applicants in whole or in part but reserves the right not to satisfy any excess above any Open Offer Entitlement. The Board may scale back applications made in excess of Open Offer Entitlements *pro rata* to the number of excess shares applied for by Qualifying Shareholders under the Excess Application Facility.

Application has been made for the Open Offer Entitlements to be admitted to CREST. It is expected that such Open Offer Entitlements will be credited to CREST on 15 April 2019. The Open Offer Entitlements will be enabled for settlement in CREST until 11.00 a.m. on 30 April 2019. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of *bona fide* market claims. The Open Offer Shares must be paid in full on application. The latest time and date for receipt of completed Application Forms or CREST applications and payment in respect of the Open Offer is 11.00 a.m. on 30 April 2019.

Qualifying Shareholders should note that the Open Offer is not a rights issue and therefore the Open Offer Shares which are not applied for by Qualifying Shareholders will not be sold in the market for the benefit of the Qualifying Shareholders who do not apply under the Open Offer. The Application Form is not a document of title and cannot be traded or otherwise transferred.

Further details of the Open Offer and the terms and conditions on which it is being made, including the procedure for application and payment, are contained in Part III of this document and on the accompanying Application Form.

The Open Offer is conditional on the Firm Placing becoming or being declared unconditional in all respects and not being terminated before Admission (as the case may be). The principal conditions to the Firm Placing are:

- (a) the passing of all of the Resolutions at the General Meeting;
- (b) the Firm Placing and Open Offer Agreement having become unconditional in all respects (save for the condition relating to Admission); and
- (c) Admission becoming effective by no later than 8.00 a.m. on 2 May 2019 or such later time and/or date (being no later than 8.00 a.m. on 30 May 2019) as Cenkos and the Company may agree.

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and the Open Offer Shares will not be issued and all monies received by Computershare will be returned to the applicants (at the applicants' risk and without interest) as soon as possible thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

The Open Offer Shares (and the Firm Placing Shares) will be issued free of all liens, charges and encumbrances and will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of their issue.

Application will be made to the London Stock Exchange for the Admission of the Open Offer Shares to trading on AIM. It is expected that Admission will occur and that dealings will commence at 8.00 a.m. on 2 May 2019 at which time it is also expected that the Open Offer Shares will be enabled for settlement in CREST.

6. Firm Placing and Open Offer Agreement

Pursuant to the Firm Placing and Open Offer Agreement, Cenkos Securities has agreed to use its reasonable endeavours as agent of the Company to procure subscribers for the Firm Placing Shares at the Issue Price.

The Firm Placing and Open Offer Agreement provides, *inter alia*, for payment by the Company to Cenkos Securities of a corporate finance fee and commissions based on certain percentages related to the number of Firm Placing Shares placed by Cenkos Securities and issued Open Offer Shares, multiplied by the Issue Price.

The Company will bear all other expenses of and incidental to the Firm Placing and the Open Offer, including printing costs, Registrar's and Receiving Agent's fees, all legal and accounting fees of the Company and of Cenkos Securities, all stamp duty and other taxes and duties where payable.

The Firm Placing and Open Offer Agreement contains certain warranties and indemnities from the Company in favour of Cenkos Securities, all of which are customary for a document of this nature, and is conditional, *inter alia*, upon:

- (a) Shareholder approval of the Resolutions at the General Meeting;
- (b) the Firm Placing and Open Offer Agreement having become unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms; and
- (c) Admission becoming effective not later than 8.00 a.m. on 2 May 2019 or such later time and/or date as the Company and Cenkos Securities may agree, being not later than 30 May 2019.

Cenkos Securities may terminate the Firm Placing and Open Offer Agreement in certain circumstances, if, *inter alia*, the Company is in material breach of any of its obligations under the Firm Placing and Open Offer Agreement; if there is a material adverse change in the condition, earnings, business, operations or solvency of the Company; or if there is a material adverse change in the financial, political, economic or stock market conditions, which in their respective reasonable opinion makes it impractical or inadvisable to proceed with the Firm Placing and the Open Offer.

7. Rule 9 of the Takeover Code and Jonny Plant

Adam and Sam Kaye are brothers and are members of a wider concert party comprising a number of their extended family members who have an existing shareholding in the Company (as well as interests in other Kaye family related quoted companies including Everyman Media Group plc, Comptoir Group plc and Richoux Group plc, and, prior to its sale to TPG Capital LLC, Prezzo plc). Due to their close family link, Adam and Sam Kaye and members of their extended family are presumed to be acting in concert for the purposes of the Takeover Code and accordingly their beneficial interests in the Company are required to be aggregated for consideration of Rule 9 of the Takeover Code. The Kaye family members presumed to be acting in concert with Adam Kaye and Sam Kaye are Jonathan Kaye, Philip Kaye, Anne Kaye, Samantha Sanson and Doreen Kaye.

Adam Kaye and Sam Kaye and Jonny Plant, are the joint founders of the business that became Tasty plc, and they are close friends, having known each other for thirty years. In addition to Mr. Plant's interest in the Company, he too has interests in other Kaye family related quoted companies including Everyman Media Group plc, Comptoir Group plc and Richoux Group plc. Save for Adam Kaye's appointment as an executive director of Everyman Media Group plc, Jonny Plant, Adam Kaye and Sam Kaye have no involvement in the management of these companies and their interests in them as shareholders are held purely as investments. In light of the relationships outlined above, Mr. Plant is being treated as acting in concert with the Kaye family members referred to above for the purposes of the Takeover Code.

As at 11 April 2019, the latest practicable date prior to this document, Jonny Plant had an interest in 4,154,579 Existing Ordinary Shares, representing approximately 6.9 per cent. of the issued

share capital of the Company. On 5 April 2018, Mr. Plant acquired 311,250 Existing Ordinary Shares at a price of 14 pence per Existing Ordinary Share (the “**Market Purchase**”) such shares representing 0.52 per cent. of the then issued ordinary share capital of the Company.

The Market Purchase would normally have given rise to an obligation for Mr. Plant to make a mandatory offer for Tasty pursuant to Rule 9.1 (b) of the Takeover Code. However, the Panel has acknowledged that the Existing Ordinary Shares acquired by him by way of the Market Purchase were purchased inadvertently as regards his obligations pursuant to Rule 9 of the Takeover Code. The Panel has therefore granted a dispensation from the requirement for Mr. Plant to make an offer in accordance with Rule 9 of the Takeover Code as long as his resultant holding following completion of the Firm Placing and the Open Offer is reduced from what it would otherwise have been by 0.52 per cent. Assuming that the Placing and Open Offer proceed, due to the dilutive effect of the Firm Placing and Open Offer on Mr. Plant’s overall shareholding his interest in Ordinary Shares will be reduced by the requisite 0.52 per cent.

Concert Party Shareholdings

| Name | As at the date of this document | | | On Admission | | Maximum % of Enlarged Issued Share Capital assuming each Concert Party member subscribes for their <i>pro rata</i> entitlement in the Open Offer and no other Shareholders participate |
|-----------------|------------------------------------|------------------------------------|--|-------------------|----------------------|--|
| | Number of Existing Ordinary Shares | % of Existing Issued Share Capital | Number of Firm Placing Shares being subscribed for | Amount Subscribed | Firm Placing Shares* | |
| Sam Kaye | 10,750,588 | 17.98% | 10,000,000 | £400,000 | 20,750,588 | 15.87% |
| Adam Kaye | 7,236,560 | 12.10% | 5,000,000 | £200,000 | 12,236,560 | 9.43% |
| Jonny Plant | 4,154,579 | 6.95% | 2,500,000 | £100,000 | 6,654,579 | 5.14% |
| Philip Kaye | 3,319,390 | 5.55% | 2,500,000 | £100,000 | 5,819,390 | 4.48% |
| Jonathan Kaye | 3,065,811 | 5.13% | 2,500,000 | £100,000 | 5,565,811 | 4.27% |
| Anne Kaye | 394,828 | 0.66% | — | — | 394,828 | 0.32% |
| Samantha Sanson | 38,461 | 0.06% | — | — | 38,461 | 0.03% |
| Doreen Kaye | 19,230 | 0.03% | — | — | 19,230 | 0.02% |
| Total | 28,979,447 | 48.5% | 22,500,000 | £900,000 | 51,479,447 | 39.6 |

* Excludes any Open Offer Shares that may be subscribed. Details of Open Offer Shares subscribed will be announced in due course once final acceptances have been received.

8. Directors' participation in the Firm Placing

Certain Directors intend to subscribe for New Ordinary Shares in the Firm Placing may also subscribe for additional Offer Shares in the Open Offer at the Issue Price. Details of Firm Placing Shares for which the Directors will be subscribing and their maximum potential interests as they would be on Admission (assuming that no other Shareholder save for the Directors participating in the Firm Placing and Open Offer takes up their Basic Entitlements to Open Offer Shares and that none of the Directors participating in the Firm Placing and Open Offer applies for Excess Shares under the Excess Application Facility) are as follows:

| Name | As at the date of this document | | | On Admission | | Percentage of Ordinary Shares held following the Firm Placing and Open Offer assuming the Open Offer is fully subscribed and the Directors subscribe for their <i>pro rata</i> entitlement in the Open Offer |
|---------------|------------------------------------|------------------------------------|---|-------------------|---|--|
| | Number of Existing Ordinary Shares | % of Existing Issued Share Capital | Number of Firm Placing Shares intended to be subscribed for | Amount Subscribed | Interest in Ordinary Shares of the Company including the Firm Placing Shares* | |
| Sam Kaye | 10,750,588 | 18.0% | 10,000,000 | £400,000 | 20,750,588 | 15.5% |
| Adam Kaye | 7,236,560 | 12.1% | 5,000,000 | £200,000 | 12,236,560 | 9.2% |
| Jonny Plant | 4,154,579 | 6.9% | 2,500,000 | £100,000 | 6,654,579 | 5.0% |
| Keith Lassman | 333,185 | 0.6% | — | — | 333,185 | 0.3% |
| Total | 22,474,912 | 37.6% | 17,500,000 | £700,000 | 39,974,912 | 30.0% |

* Excludes any Open Offer Shares that may be subscribed. Details of Open Offer Shares subscribed will be announced in due course once final acceptances have been received.

9. Related parties' participation in the Firm Placing

As part of the Firm Placing, Gresham House, an existing Shareholder, has agreed to subscribe for 10,000,000 Firm Placing Shares pursuant to the Firm Placing at the Issue Price. Following Admission, and on the assumption that Gresham House takes up their Basic Entitlement and that the Open Offer is fully subscribed, Gresham House will have an interest in 20,130,609 Ordinary Shares, representing 14.3 per cent. of the Enlarged Share Capital.

The participation in the Firm Placing by Gresham House (or funds managed by Gresham House) (as a substantial shareholder) constitutes a related party transaction pursuant to the AIM Rules. The Independent Director considers, having consulted with Cenkos, the Company's Nominated Adviser, that the terms of the related party subscription are fair and reasonable insofar as Shareholders are concerned.

| Name | Number of Ordinary Shares held | Number of Ordinary Shares held as a percentage of the Existing Ordinary Shares | Number of Firm Placing Shares | Amount Subscribed | Number of Ordinary Shares held including the Firm Placing Shares | Percentage of Ordinary Shares held following the Firm Placing and Open Offer assuming the Open Offer is fully subscribed |
|---------------|--------------------------------|--|-------------------------------|-------------------|--|--|
| | | | | | | |
| Gresham House | 10,088,133 | 16.9% | 10,000,000 | £400,000 | 20,088,133 | 14.3% |

Furthermore, as detailed in paragraph 8 of Part I of this document, certain Directors have either committed or indicated their intentions to subscribe for Firm Placing Shares. The aggregate participation by the Directors in the Firm Placing would constitute a related party transaction

pursuant to the AIM Rules. The Independent Director considers, having consulted with Cenkos, the Company's Nominated Adviser, that the terms of the proposed related party transaction by the relevant Directors are fair and reasonable insofar as Shareholders are concerned.

10. Share Capital Reorganisation

As at the date of this document, the Company has 59,795,496 Existing Ordinary Shares in issue. The Existing Ordinary Shares currently trade below their nominal value of 10 pence. As a consequence, the Company is prohibited by the Companies Act from issuing shares at a price below their nominal value. Accordingly, the Board proposes to sub-divide each Existing Ordinary Share into one ordinary share of 0.1 pence each and one Deferred Share of 9.9 pence each. The effect of this will be to reduce the nominal value of an Existing Ordinary Share from 10 pence to 0.1 pence, which is well below the Issue Price and therefore enable the Company to proceed with the Transaction.

On completion of the Share Capital Reorganisation, Shareholders would own one Existing Ordinary Share of 0.1 pence (nominal value) and one Deferred Share for every Existing Ordinary Share of 10 pence that they owned prior to the Share Capital Reorganisation. By way of example a Shareholder who owns 100 Existing Ordinary Shares of 10 pence each will, on completion of the Share Capital Reorganisation, own 100 Existing Ordinary Shares of 0.1 pence each and 100 Deferred Shares of 9.9 pence each. As explained below, the Deferred Shares will effectively be worthless and approval to cancel them will likely be sought at a later date. Percentage holdings of individual Shareholders will not change as a result of the Share Capital Reorganisation. It is not anticipated that the Share Capital Reorganisation will have any impact on the market price of an Ordinary Share and the Existing Ordinary Shares of 0.1 pence each are expected to trade at the same price as the Existing Ordinary Shares of 10 pence each, assuming normal market conditions.

The rights attached to the Existing Ordinary Shares of 0.1 pence each will be identical in all respects to those of the Existing Ordinary Shares of 10 pence each. The Share Capital Reorganisation will not affect the voting or other rights of holders of Existing Ordinary Shares of 10 pence each who receive Existing Ordinary Shares of 0.1 pence each.

The Deferred Shares will have the minimal rights described in the paragraph headed "Amendment to the Articles", below. No application will be made to the London Stock Exchange for admission of the Deferred Shares to trading on AIM nor will any such application be made to any other exchange. As a consequence, the Deferred Shares will effectively be worthless and approval to cancel the Deferred Shares will likely be sought at a later date.

Application will be made to the London Stock Exchange for the Existing Ordinary Shares of 0.1 pence each (assuming the Share Capital Reorganisation resolution is approved at the General Meeting) in addition to the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares and Existing Ordinary Shares (assuming the Share Capital Reorganisation resolution is approved at the General Meeting) will commence on 2 May 2019.

11. Amendment to the Articles

It is proposed to adopt new Articles at the General Meeting which will amend the current Articles to create a new class of shares, being the Deferred Shares and to set out the rights of the holders of the Deferred Shares with regard to their dividend, capital, voting and conversion rights, the maintenance of share funds and the distribution of profits, as follows:

Dividends and Capital

The holders of Deferred Shares shall not be entitled to receive any dividend or other distribution or to participate in any return of capital on a winding up.

Voting

The Deferred Shares will not carry any right to receive notice of or attend and vote at any general meeting of the Company.

Conversion Rights

The Deferred Shares will have no conversion rights.

12. General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at the offices of the Company 32 Charlotte Street, London, W1T 2NQ at 11.00 a.m. on 1 May 2019 at which the following Resolutions will be proposed:

- (A) Resolution 1 which will be proposed as an ordinary resolution and which is subject to the passing of Resolution 2, seeks approval for the sub-division of each of the Existing Ordinary Share of 10 pence each into one Existing Ordinary Share of 0.1 pence each and 1 Deferred Share of 9.9 pence each;
- (B) Resolution 2, which will be proposed as an ordinary resolution, and which is subject to the passing of Resolution 1, is to adopt new articles of association;
- (C) Resolution 3, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant securities up to an aggregate nominal value of (i) £81,294.26 in connection with the Firm Placing and the Open Offer and (ii) £47,029.92 otherwise than in connection with the Transaction; and
- (D) Resolution 4 which will be proposed as a special resolution and which is subject to the passing of Resolution 3, disapplies statutory pre-emption rights, provided that such authority shall be limited to, *inter alia*, the allotment of equity securities in connection with the Firm Placing and the Open Offer, and otherwise the allotment of equity securities up to an aggregate nominal amount of £14,108.98.

Resolutions 1, 2, and 3 are ordinary resolutions and require a simple majority of those voting to vote in favour of those Resolutions. Resolution 4 is a special resolution and will require not less than 75 per cent. of those voting in person or on a poll by proxy to vote in favour of those Resolutions.

Resolution 3 authorises the allotment of such number of New Ordinary Shares as are necessary for the Firm Placing and the Open Offer, as well as providing the Directors with a standing authority to allot equity securities up to an aggregate nominal value of £47,029.92 (representing one-third of the Enlarged Share Capital). Similarly, Resolution 4 authorises the disapplication of statutory pre-emption rights in respect of such number of New Ordinary Shares as are necessary for the Firm Placing and the Open Offer as well as providing the Directors with a standing authority to allot equity securities otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of £14,108.98 (representing ten per cent. of the Enlarged Share Capital).

13. Action to be taken in relation to the General Meeting

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

- a Form of Proxy for use in relation to the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, by post or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event so as to arrive by not later than 11.00 a.m. on 29 April 2019 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

14. Action to be taken in respect of the Open Offer

Qualifying non-CREST Shareholders wishing to apply for Open Offer Shares or the Excess Shares must complete the enclosed Application Form in accordance with the instructions set out in paragraph 3.1 of Part III (Terms and Conditions of the Open Offer) of this document and on the accompanying Application Form and return it with the appropriate payment to Computershare Corporate Actions Projects, Bristol, BS99 6AH, or returned by hand (during normal business hours

only) to Computershare, The Pavilions, Bridgwater Road Bristol BS13 8AE, so as to arrive no later than 11.00 a.m. on 30 April 2019.

If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. Shareholders are nevertheless requested to complete and return the Form of Proxy.

If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 3.2 of Part III (Terms and Conditions of the Open Offer) of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 3.2 of Part III of this document by no later than 11.00 a.m. on 30 April 2019.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

15. Overseas Shareholders

The attention of Qualifying Shareholders who have registered addresses outside the United Kingdom, or who are citizens or residents of countries other than the United Kingdom, or who are holding Existing Ordinary Shares for the benefit of such persons, (including, without limitation, custodians, nominees, trustees and agents) or who have a contractual or other legal obligation to forward this document or the Application Form to such persons, is drawn to the information which appears in paragraph 6 of Part III of this document.

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK (including without limitation the United States of America), should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements under the Open Offer.

16. Risk Factors and additional information

The attention of Shareholders is drawn to the risk factors set out in Part II and the information contained in Parts III and IV of this document, which provide additional information on the Open Offer.

17. Recommendation

The Directors consider the Firm Placing and the Open Offer to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 22,474,912 Existing Ordinary Shares, representing approximately 37.6 per cent. of the Existing Ordinary Shares.

The Firm Placing and the Open Offer are conditional, *inter alia*, upon the passing of the Resolutions at the General Meeting. Shareholders should be aware that if the Resolutions are not approved at the General Meeting, the Firm Placing and the Open Offer will not proceed and the Company will need to secure alternative sources of capital in order to meet its obligations to the provider of its debt facilities.

Yours faithfully

Keith Lassman
Chairman

PART II

RISK FACTORS

An investment in the Company is subject to a number of risks and uncertainties. Accordingly, in evaluating whether to make an investment in the Company potential investors should consider carefully all of the information set out in this document and the risks attaching to an investment in the Company, including (but not limited to) the risk factors described below, before making any investment decision with respect to the shares. The risk factors described below do not purport to be an exhaustive list and do not necessarily comprise all of the risks to which the Company is exposed or all those associated with an investment in the Company. In particular, the Company's performance is likely to be affected by changes in market and/or economic conditions and in legal, accounting, regulatory and tax requirements. The risk factors described below are not intended to be presented in any assumed order of priority. Additional risks and uncertainties not presently known to the Directors, or which the Directors currently deem immaterial, may also have an adverse effect upon the Company. If any of the following risks were to materialise, the Group's business, financial condition, results, prospects and/or future operations may be materially adversely affected. In such case, the value of the shares may decline and an investor may lose all or part of their investment.

GENERAL RISKS

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for him in the light of his personal circumstances and the financial resources available to him. The investment opportunity offered in this document may not be suitable for all recipients of this document. Investors are therefore strongly recommended to consult an investment adviser authorised under FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making their decision to invest.

Investment in the Company should not be regarded as short-term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the commercial objectives of the Company will be achieved. Investors may not get back the full amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Dilution of ownership of Ordinary Shares

Shareholders' (who do not participate in the Transaction) proportionate ownership and voting interest in the Company will be reduced pursuant to the Transaction. In particular, to the extent that Shareholders do not take up the offer of Open Offer Shares under the Open Offer, their proportionate ownership and voting interest in the Company will be further reduced and the percentage that their shareholdings represent of the ordinary share capital of the Company will, following Admission, be reduced accordingly. Shareholders proportionate ownership and voting interest in the Company will be diluted by 55.6 per cent. post the Firm Placing and by 57.6 per cent. if they do not take up their entitlements under the Open Offer. Subject to certain exceptions, Shareholders in the United States and other Restricted Jurisdictions will not be able to participate in the Open Offer.

Shareholders should note that their holdings and voting interest in the Company will be reduced, whether or not they elect to participate in the Open Offer, as a result of the Firm Placing.

RISKS RELATING TO THE GROUP

Importance of the Vote

Shareholders should be aware that if the Resolutions relating to the Firm Placing and the Open Offer are not approved at the General Meeting and Admission does not take place, the net proceeds of the Firm Placing and the Open Offer will not be received by the Company. In the event that the net proceeds of the Firm Placing and the Open Offer are not received by the

Company, the Directors may need to secure ongoing working capital funds for the Group or take strategic action to reduce the ongoing losses of the Group.

The Group has historically been loss making and its future capital needs are uncertain and may necessitate the need to raise additional funds in the future

The Group has historically been loss making and there can be no certainty when, or if, profitability or positive operating cash flow will be achieved. Further, the Group cannot be certain of its future financing needs or that suitable financing will be available in the required amounts or on acceptable terms. The Group's future capital needs, and other business reasons at that time, may require the Company to issue additional equity or obtain a credit facility. If additional equity or equity-linked securities were to be issued this may result in the dilution of existing shareholders' holdings. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict the Group's operations or the Group's ability to pay dividends to Shareholders or, in the worst scenario, it may not be able to continue operations.

Dependence on key executives and personnel

The Group's development and prospects are dependent upon training and retaining qualified professional, scientific and technical operating staff. In particular, the Group's success depends to a significant degree upon the vision, technical and specialist skills, experience, performance, and continued service of its Directors, senior management and other key personnel. Whilst the Group has entered into contractual arrangements with these individuals with the aim of securing the services of each of them, retention of these services cannot be guaranteed and the loss of the services of any of the Directors, senior management or key personnel may have a material adverse effect on the Group and its commercial and financial performance, and damage the value of an investment in the Ordinary Shares.

Ability to recruit and retain skilled personnel

The ability to continue to attract and retain employees with the appropriate expertise and skills cannot be guaranteed. Finding and hiring any additional personnel and replacements could be costly and might require the Group to grant significant equity awards or other incentive compensation, which could adversely impact its financial results, and there can be no assurance that the Group will have sufficient financial resources.

Economic conditions and Brexit

Brexit continues to create a high level of uncertainty across the economy. Continued deterioration in consumer confidence due to future economic conditions could have a detrimental impact on the Group. Adapting marketing initiatives should help the Group retain and drive sales where footfall declines.

The uncertainty of Brexit has increased the inflationary pressure on food cost. Whilst the Group works closely with suppliers and on assured supply and price negotiation, it is constantly reviewing ways to keep food cost increases minimal.

Labour cost inflation

The Group is faced with cost pressures that are outside of its control, such as auto enrolment pension costs, minimum wage / living wage increases in addition to apprenticeship levy, which have impacted the Group and its competitors. The Group, under the new operational structure adopted in February 2018, has improved labour control to mitigate some of the increases.

Labour supply

There are two key forces that are impacting the labour market. Due to restaurant closures amongst competitors in the sector, the Group has been able to secure high calibre candidates that would previously have been harder to secure. However, working against this is the uncertainty caused by Brexit and its consequent pressure on the supply of labour continues. The Group has continued to focus on selection, induction, training and retention of employees. The Group has made significant improvements on its training programme including the apprenticeship scheme.

The Group offers a competitive remuneration package which includes sales and gross profit based bonuses and share options.

Supplier failure

A major failure of key supplier or distributor could cause significant business interruption. This is mitigated through contingency planning throughout the Group's supply chain and open lines of communications with its suppliers. In 2018 some of the Group's suppliers suffered with the declining market and went into administration. However, the Group ensured that disruption to supply was kept to a minimum through contingency planning.

To minimise the risk of Brexit the Group is working with suppliers and in particular its fresh produce supplier.

Strategic risks

The Group intends to dispose of underperforming sites if necessary, but has been successful with a number of turnaround plans implemented on selected restaurants.

Focusing on its current estate and strengthening trading performance will remain the main priority in 2019. Thereafter in future years, the Group may look to acquire sites. The Group has strong property experience and good relationships with external agents and advisers.

Consumer habits and competition

Failure to respond to changing consumer habit and tastes could impact sales. Therefore, it is important that the Group stays ahead of such changes, reviews customer feedback and adapts. The Group is engaging more frequently with customers through in-store surveys and online reviews. In addition, the Group is engaging more effectively through social media.

Regulatory risk

The Group's activities are subject to a wide range of laws and regulations which include health and safety, food safety and sanitation, alcohol licensing and control, data protection, employment, minimum wage and pension regulation.

The Group engages in regular internal and external compliance audits to ensure all sites are complying with regulations. Job specific training that covers relevant regulations is provided to all staff on induction and whenever else necessary. Online reporting systems are utilised on a daily basis to gather relevant information on compliance.

Risks relating to the Ordinary Shares

Suitability

An investment in the Ordinary Shares may not be suitable for all recipients of this document, and is only appropriate for investors capable of evaluating the risks (including the risk of capital loss) and merits of such investment and who have sufficient resources to sustain a total loss of their investment. An investment in the Ordinary Shares should be seen as long-term in nature and complementary to investments in a range of other financial assets and should only constitute part of a diversified investment portfolio. Potential investors should consider carefully whether investment in the Ordinary Shares is suitable for them in the light of the information in this document and their personal circumstances. Before making any final decision, potential investors in any doubt should consult with an investment adviser authorised under the FSMA who specialises in advising on investments of this nature.

Trading market for the Ordinary Shares

The share price of publicly traded companies, including those traded on AIM, can be highly volatile and shareholdings illiquid. The Issue Price may not be indicative of the market price for the New Ordinary Shares following Admission. The market price of the Ordinary Shares will be influenced by a large number of factors, which could include, but not limited to, the performance of both the Group's and its competitors' businesses, variations in the operating results of the Group, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, large purchases or sales of Ordinary Shares, legislative changes and general economic, political and regulatory conditions. Prospective investors should be aware that the value of an investment in the Company may go down as well as up. Investors may therefore realise less than, or lose all of, their investment. The volume of shares traded on AIM can be limited and this may restrict the ability of Shareholders to dispose of Ordinary Shares at any particular time. It may be more difficult for an investor to realise his investment in the Group than in a company whose

shares are quoted on the Official List. The AIM Rules for Companies are less demanding than those of the Official List. It is emphasised that no application is being made for the admission of the Company's securities to the Official List. Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document. Shareholders should be aware of the risks of investing in AIM quoted shares and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA.

Additional capital and dilution

The Directors do not currently anticipate that the Group will require additional capital to further its stated strategy. Nevertheless, it is possible that the Group will need or choose to raise extra capital in the future to finance the development of new products or enhancements, to develop fully the Group's business, to take advantage of acquisition opportunities or respond to new competitive pressures. If the Group is unable to obtain this financing on terms acceptable to it then it may be forced to curtail its development. If additional funds are raised through the issue of new equity or equity-linked securities of Tasty other than on a *pro rata* basis to existing Shareholders, the percentage ownership of such Shareholders may be substantially diluted. There is no guarantee that the then prevailing market conditions will allow for such a fundraising or that new investors will be prepared to subscribe for Ordinary Shares at the same price as the Issue Price or higher.

Dividends

The Board's intention is for the Company to reinvest any net cash generated from operations to finance the growth and expansion of its business, and accordingly does not intend for the Company to pay any dividends in the foreseeable future. Any declaration and payment of dividends in the future by the Company will be dependent upon the Company's results, financial position, cash requirements, future prospects, profits available for distribution and other factors regarded by the Company as relevant at the time. Consequently, the Company may never pay dividends.

PART III

TERMS AND CONDITIONS OF THE OPEN OFFER

Introduction

As explained in the letter from the Chairman set out in Part I of this document, the Company is proposing to raise up to £3.25 million (approximately up to £3.0 million net of expenses) by way of the Firm Placing and the Open Offer, of which up to approximately £0.25 million will be raised from the offer of the Open Offer Shares at the Issue Price to Qualifying Shareholders under the Open Offer.

The purpose of this Part III is to set out the terms and conditions of the Open Offer. Up to 6,294,262 new Ordinary Shares will be issued through the Open Offer. Qualifying Shareholders are being offered the right to subscribe for Open Offer Shares in accordance with the terms of the Open Offer. The Open Offer has not been underwritten and none of the Open Offer Shares have been conditionally placed with institutional or other investors.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying non-CREST Shareholders is expected to be 6.00 p.m. on 10 April 2019. Application Forms are expected to be posted to Qualifying Non-CREST Shareholders on or around 12 April 2019 and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST by 15 April 2019.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders to apply for Excess Shares. Further details in relation to the Excess Application Facility are set out in Part IV "Questions and Answers about the Open Offer" in this document and, for Qualifying Non-CREST Shareholders, the Application Form.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 30 April 2019 with Admission and commencement of dealings in Open Offer Shares expected to take place at 8.00 a.m. on 2 May 2019.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part III "Terms and Conditions of the Open Offer" which gives details of the procedure for application and payment for the Open Offer Shares and any Excess Shares applied for pursuant to the Excess Application Facility. The attention of Overseas Shareholders is drawn to paragraph 6 of this Part III.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 6,294,262 Open Offer Shares *pro rata* (excepting fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlement in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date.

Any Qualifying Shareholder who has sold or transferred all or part of his/her registered holding(s) of Ordinary Shares prior to the Ex-entitlement Date is advised to consult his or her stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from him/her by the purchasers under the rules of the London Stock Exchange.

1. The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity under the Open Offer to subscribe for Open Offer Shares at the Issue Price *pro rata* to their holdings as at the Record Date, payable in full on application. The Issue Price represents a

discount of 32.8 per cent. to the closing middle market price of 5.95 pence per Existing Ordinary Share on 11 April 2019 (being the last practicable date before publication of this document).

Qualifying Shareholders have basic entitlements of:

2 Offer Shares for every 19 Existing Ordinary Shares

registered in their name on the Record Date. Entitlements under the Open Offer will be rounded down to the nearest whole number of Open Offer Shares, with fractional entitlements being aggregated and made available under the Excess Application Facility.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 3) and your Open Offer Entitlements (in Box 4).

If you are a Qualifying CREST Shareholder, application will be made for your Open Offer Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 15 April 2019. The Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Subject to availability, the Excess Application Facility will enable Qualifying Shareholders, provided they have taken up their Open Offer Entitlement in full, to apply for further Open Offer Shares in excess of their Open Offer Entitlement. Further details in relation to the Excess Application Facility are set out in Part IV “Questions and Answers about the Open Offer” and, for Qualifying Non-CREST Shareholders, the Application Form. Qualifying CREST Shareholders will have their Open Offer Entitlement and Excess CREST Open Offer Entitlement credited to their stock accounts in CREST and should refer to paragraph 3.2 of this Part III “Terms and Conditions of the Open Offer” for information on the relevant CREST procedures and further details on the Excess Application Facility. Qualifying CREST Shareholders can also refer to the CREST Manual for further information on the relevant CREST procedures.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, Open Offer Shares will be scaled back *pro rata* to the number of excess shares applied for by Qualifying Shareholders under the Excess Application Facility.

Please refer to paragraphs 3.1(f) and 3.2(k) of this Part III “Terms and Conditions of the Open Offer” for further details of the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear’s Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.

The attention of Overseas Shareholders is drawn to paragraph 6 of this Part III.

The Open Offer Shares will when issued and fully paid, rank in full for all dividends and other distributions declared, made or paid after the date of this document and otherwise *pari passu* in all respects with the Existing Ordinary Shares. The Open Offer Shares are not being made available in whole or in part to the public except under the terms of the Open Offer.

2. Conditions and further terms of the Open Offer

The Open Offer is conditional on the Firm Placing becoming or being declared unconditional in all respects and not being terminated before Admission. The principal conditions to the Firm Placing are:

- (a) the passing of all of the Resolutions at the General Meeting;
- (b) The Firm Placing and Open Offer Agreement having become or being declared unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms; and
- (c) Admission of the Firm Placing Shares and the Open Offer Shares occurring not later than 8.00 a.m. on 2 May 2019 (or such later time and/or date as the Company and Cenkos Securities may agree being no later than 8.00 a.m. on 30 May 2019).

Accordingly, if these conditions are not satisfied or waived (where capable of waiver), the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (at the applicant's sole risk), without payment of interest, as soon as practicable thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form within 10 Business Days of Admission.

In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST by 15 April 2019.

Applications will be made for the Open Offer Shares to be admitted to trading on AIM. Admission is expected to occur on 2 May 2019, when dealings in the Open Offer Shares are expected to begin.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document, the Company will notify the London Stock Exchange and make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

3. Procedure for application and payment

The action to be taken by you in respect of the Open Offer depends on whether, at the relevant time, you are sent an Application Form in respect of your Open Offer Entitlement under the Open Offer or your Open Offer Entitlement and Excess CREST Open Offer Entitlement is credited to your CREST stock account.

Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in certificated form will receive the Application Form, enclosed with this document. The Application Form shows the number of Existing Ordinary Shares held in certified form at the Record Date. It will also show Qualifying Shareholders their Open Offer Entitlement that can be allotted in certificated form. Qualifying Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST.

Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 3.2(f) of this Part III "Terms and Conditions of the Open Offer".

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements and Excess CREST Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST.

3.1 If you have an Application Form in respect of your Open Offer Entitlement under the Open Offer

(a) *General*

Subject to paragraph 6 of Part III “Terms and Conditions of the Open Offer” in relation to Overseas Shareholders, Qualifying Non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in their name on the Record Date in Box 3. It also shows the Open Offer Entitlement allocated to them set out in Box 4. Entitlements to Open Offer Shares are rounded down to the nearest whole number and any fractional entitlements to Open Offer Shares will be aggregated and made available under the Excess Application Facility. Box 5 shows how much they would need to pay if they wish to take up their Open Offer Entitlement in full. Qualifying Non-CREST Shareholders may apply for less than their entitlement should they wish to do so. Qualifying Non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim.

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement at the Record Date. The Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer in relation to Qualifying Non-CREST Shareholders.

(b) *Bona fide market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 26 April 2019. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should contact his broker or other professional adviser authorised under FSMA through whom the sale or purchase was effected as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holding should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. The Application Form should not, however be forwarded to or transmitted in or into the United States of America, any Restricted Jurisdiction, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 3.2 below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire Open Offer Shares (whether in respect of all or part of their Open Offer Entitlement or in addition to their Open Offer Entitlement under the Excess Application Facility) should complete the Application Form in accordance with the instructions printed on it. Qualifying Non-CREST Shareholders may only apply for Excess Shares if they have agreed to take up their Open Offer Entitlements in full. The Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Excess monies in respect of applications by Qualifying Shareholders will be returned to the applicant (at the applicant's risk), without payment of interest, as soon as practicable thereafter.

Completed Application Forms should be posted to Computershare, Corporate Actions Projects, Bristol, BS99 6AH, or returned by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road Bristol BS13 8AE so as to be received by no later than 11.00 a.m. on 30 April 2019. The Company reserves the right to treat any application not strictly complying with the terms and conditions of application as nevertheless valid. The Company further reserves the right (but shall not be obliged) to accept either Application Forms or remittances received after 11.00 a.m. on 30 April 2019. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Application Form is being sent by first-class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

The Company may in its sole discretion, but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either:

- (i) Application Forms received after 11.00 a.m. on 30 April 2019; or
- (ii) Applications in respect of which remittances are received before 11.00 a.m. on 30 April 2019 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

All documents and remittances sent by post by, to, from or on behalf of an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk.

(d) *Payments*

All payments must be in pounds sterling and made by cheque made payable to Computershare RE. Tasty plc – Open Offer A/C and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or the British Isles which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the back of the cheque to confirm that the relevant Qualifying Shareholder has title to the underlying funds. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted.

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct Computershare to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending

clearance thereof). No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

If Open Offer Shares have already been allotted to a Qualifying Non-CREST Shareholder and such Qualifying Non-CREST Shareholder's cheque is not honoured upon first presentation or such Qualifying Non-CREST Shareholder's application is subsequently otherwise deemed to be invalid, Computershare shall be authorised (in its absolute discretion as to manner, timing and terms) to make arrangements, on behalf of the Company, for the sale of such Qualifying Non-CREST Shareholder's Open Offer Shares and for the proceeds of sale (which for these purposes shall be deemed to be payments in respect of successful applications) to be paid to and retained by the Company. None of Computershare, Cenkos Securities or the Company nor any other person shall be responsible for, or have any liability for, any loss, expense or damage suffered by such Qualifying Non-CREST Shareholders.

(e) *Incorrect Sums*

If an Application Form encloses a payment for an incorrect sum, the Company through Computershare reserves the right:

- (i) to reject the application in full and return the cheque or refund the payment to the Qualifying Non-CREST Shareholder in question without interest; or
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the Qualifying non-CREST Shareholder in question without interest, save that any sums of less than £1 will be retained for the benefit of the Company; or
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all of the Open Offer Shares referred to in the Application Form, refunding any unutilised sums to the Qualifying Non-CREST Shareholder in question without interest, save that any sums of less than £1 will be retained for the benefit of the Company.

All monies received by Computershare in respect of Open Offer Shares will be held in a separate non interest bearing account.

(f) *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Non-CREST Shareholder to apply for Excess Shares. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Box 7 of the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back *pro rata* to the number of excess shares applied for by Qualifying Shareholders under the Excess Application Facility. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Qualifying Non-CREST Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form.

Should the Open Offer become unconditional and applications for Open Offer Shares exceed 6,294,262 Open Offer Shares, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but

not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable thereafter, without payment of interest and at the applicant's sole risk.

(g) *Effect of application*

All documents and remittances sent by post by, to, from, or on behalf of or to an applicant (or as the applicant may direct) will be sent entirely at the applicant's own risk. By completing and delivering an Application Form the applicant:

- (i) represents and warrants to the Company and Cenkos Securities that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees with the Company and Cenkos Securities that all applications under the Open Offer and contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (iii) confirms to the Company and Cenkos Securities that in making the application he is not relying on any information or representation in relation to the Group other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this document, he will be deemed to have had notice of all information in relation to the Group contained in this document (including information incorporated by reference);
- (iv) represents and warrants to the Company and Cenkos Securities that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlement;
- (v) represents and warrants to the Company and Cenkos Securities that if he has received some or all of his Open Offer Entitlement from a person other than the Company he is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares to which he will become entitled shall be issued to him on the terms set out in this document and the Application Form subject to the articles of association of the Company;
- (vii) represents and warrants to the Company and Cenkos Securities that he is not, nor is he applying on behalf of any person who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of the United States of America, any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of the United States of America, any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that application in the United States or to, or for the benefit of, a person who he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
- (viii) represents and warrants to the Company and Cenkos Securities that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at

any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and

- (ix) confirms that in making the application he is not relying and has not relied on the Company or Cenkos Securities or any person affiliated with the Company or Cenkos Securities in connection with any investigation of the accuracy of any information contained in this document or his investment decision.

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to Computershare Corporate Actions Projects, Bristol, BS99 6AH, or returned by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road Bristol BS13 8AE, or you can contact them on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

- (h) *Proxy*

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. However, you are encouraged to vote at the General Meeting in person or by completing and returning the enclosed Form of Proxy.

A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST. Please see paragraph 3.2(f) below for more information.

3.2 If you have an Open Offer Entitlement and an Excess CREST Open Offer Entitlement credited to your stock account in CREST in respect of your entitlement under the Open Offer

- (a) *General*

Subject to paragraph 6 of Part III “Terms and Conditions of the Open Offer” in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply under the Open Offer plus the number of Excess Shares for which he is entitled to apply under the Excess CREST Open Offer Entitlement. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any Open Offer Entitlements have therefore also been rounded down. Any fractional entitlements to Open Offer Shares arising will be aggregated and made available under the Excess Application Facility.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlements and Excess CREST Open Offer Entitlements have been allocated.

If for any reason Open Offer Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 3.00 p.m. on 25 April 2019, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement and Excess CREST Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Computershare on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

(b) *Market claims*

Each of the Open Offer Entitlements and Excess CREST Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements and Excess CREST Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements and Excess CREST Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and Excess CREST Open Offer Entitlements will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) and Excess CREST Open Offer Entitlement(s) will thereafter be transferred accordingly.

(c) *Unmatched Stock Event (“USE”) instructions*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements and their Excess CREST Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an USE instruction to Euroclear (“**USE Instruction**”) which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of Computershare under the participant ID and member account ID specified below, with a number of Open Offer Entitlements or Excess CREST Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements in favour of the payment bank of Computershare in respect of the amount specified in the USE Instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 3.2(c)(i) above.

(d) *Content of USE instruction in respect of Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to Computershare);
- (ii) the ISIN of the Open Offer Entitlement. This is GB00BJ5K3195;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of Computershare in its capacity as a CREST receiving agent. This is 3RA52;
- (vi) the member account ID of Computershare in its capacity as a CREST receiving agent. This is TASTY001;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction.

This must be the full amount payable on application for the number of New Ordinary Shares referred to in (i) above;

- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 30 April 2019; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 30 April 2019. In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 30 April 2019 in order to be valid is 11.00 a.m. on that day. In the event that the Firm Placing and the Open Offer do not become unconditional by 8.00 a.m. on 2 May 2019 (or such later time and date as the Company and Cenkos Securities determine being no later than 8.00 a.m. on 30 May 2019), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Computershare will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(e) *Content of USE Instruction in respect of Excess CREST Open Offer Entitlements*

The USE Instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Shares for which application is being made (and hence being delivered to Computershare);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BJ5K3203;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of Computershare in its capacity as a CREST receiving agent. This is 3RA52;
- (vi) the member account ID of Computershare in its capacity as a CREST receiving agent. This is TASTY001;
- (vii) the amount payable by means of a CREST payment on settlement of the USE Instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 30 April 2019; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE Instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 30 April 2019.

In order to assist prompt settlement of the USE Instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE Instruction:

- (i) a contract name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE Instruction may settle on 30 April 2019 in order to be valid is 11.00 a.m. on that day.

In the event that the Firm Placing and the Open Offer do not become unconditional by 8.00 a.m. on 2 May 2019 (or such later time and date as the Company and Cenkos Securities determine being no later than 8.00 a.m. on 30 May 2019), the Open Offer will

lapse, the Open Offer Entitlements admitted to CREST will be disabled and Computershare will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

(f) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and entitlement to apply under the Excess Application Facility is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 30 April 2019. After depositing their Open Offer Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by Computershare.

If you have received your Application Form by virtue of a *bona fide* market claim, the declaration below Box 10 must be made or (in the case of an Application Form which has been split) marked 'Declaration of sale or transfer duly made'. If you wish to take up your Open Offer Entitlement, the CREST Deposit Form in Box 13 of your Application Form must be completed and deposited with the CREST Courier and Sorting Service in accordance with the instructions above. A holder of more than one Application Form who wishes to deposit Open Offer Entitlements shown on those Application Forms into CREST must complete Box 13 of each Application Form.

In particular, having regard to normal processing times in CREST and on the part of Computershare, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 25 April 2019 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 24 April 2019 in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 30 April 2019.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Computershare by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 2 of the Application Form, and a declaration to the Company and Computershare from the relevant CREST member(s) that it/they is/are not in the United States or citizen(s) or resident(s) of any Restricted Jurisdiction or any other jurisdiction in which the application for New Ordinary Shares is prevented by law and, where such deposit is

made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 30 April 2019 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 30 April 2019. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are however, encouraged to vote at the General Meeting in person or by completing and returning the enclosed Form of Proxy.

(j) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through Computershare, reserves the right: (i) to reject the application in full and refund the payment to the CREST member in question (without interest); (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question (without interest); and (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction, refunding any unutilised sum to the CREST member in question (without interest).

(k) *The Excess Application Facility*

The Excess Application Facility enables Qualifying CREST Shareholders, who have taken up their Open Offer Entitlement in full, to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date. If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares will be scaled back *pro rata* to the number of excess shares applied for by Qualifying Shareholders under the Excess Application Facility. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Excess CREST Open Offer Entitlements may not be sold or otherwise transferred. Subject as provided in paragraph 6 of this Part III in relation to Overseas Shareholders, the CREST accounts of Qualifying CREST Shareholders will be credited with Excess CREST Open Offer Entitlements to enable applications for Excess Shares to be settled through CREST. Qualifying CREST Shareholders should note that, although the Open Offer Entitlement and the Excess CREST Open Offer Entitlements will be admitted to CREST, they will have limited settlement capabilities. Neither the Open Offer Entitlement nor the Excess CREST Open Offer Entitlements will be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.

To apply for Excess Shares pursuant to the Open Offer, Qualifying CREST Shareholders should follow the instructions above and must not return a paper form and cheque.

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement and the relevant Open Offer Entitlement(s) be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlement(s) claim, but will be transferred as a separate claim. Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlement credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser. Please note that an additional USE Instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement.

Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 6,294,262 Open Offer Shares, resulting in a scale back of applications under the Excess Application Facility, each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the excess Open Offer Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant’s sole risk by way of cheque or CREST payment, as appropriate. Fractions of Open Offer Shares will be aggregated and made available under the Excess Application Facility.

All enquiries in connection with the procedure for applications under the Excess Application Facility and your Excess CREST Open Offer Entitlement should be addressed to Computershare, Corporate Actions Projects, Bristol, BS99 6AH , or can be contacted on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

(l) *Effect of valid application*

A CREST member who makes or is treated as making a valid application for some or all of his *pro rata* entitlement to the Open Offer Shares in accordance with the above procedures thereby:

- (i) represents and warrants to the Company and Cenkos Securities that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to Computershare payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iii) agrees with the Company and Cenkos Securities that all applications under the Open Offer and contracts resulting therefrom, and only non-contractual obligations related thereto, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirms to the Company and Cenkos Securities that in making the application he is not relying on any information or representation in relation to the Group other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the

opportunity to read this document, he will be deemed to have had notice of all the information in relation to the Group contained in this document (including information incorporated by reference);

- (v) represents and warrants that he is the Qualifying Shareholder originally entitled to the Open Offer Entitlements;
 - (vi) represents and warrants to the Company and Cenkos Securities that if he has received some or all of his Open Offer Entitlements from a person other than the Company, he is entitled to apply under the Open Offer in relation to such Open Offer Entitlement by virtue of a *bona fide* market claim;
 - (vii) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document, subject to the memorandum of association and articles of association of the Company from time to time;
 - (viii) represents and warrants to the Company and Cenkos Securities that he is not, nor is he applying on behalf of any Shareholder who is, in the United States or is a citizen or resident, or which is a corporation, partnership or other entity created or organised in or under any laws, of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law and he is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a Shareholder who is a citizen or resident or which is a corporation, partnership or other entity created or organised in or under any laws of any Restricted Jurisdiction or any other jurisdiction in which the application for Open Offer Shares is prevented by law (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which it (in its absolute discretion) regards as unduly burdensome), nor acting on behalf of any such person on a non-discretionary basis nor (a) person(s) otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer;
 - (ix) represents and warrants that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
 - (x) confirms that in making the application he is not relying and has not relied on Cenkos Securities or any person affiliated with the Company or Cenkos Securities in connection with any investigation of the accuracy of any information contained in this document or his investment decision.
- (m) *Company's discretion as to the rejection and validity of applications*
The Company may in its sole discretion:
- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III "Terms and Conditions of the Open Offer";
 - (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
 - (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which Computershare receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or Computershare has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and

(iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Computershare in connection with CREST.

(n) *Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 2 May 2019 or such later time and date as the Company and Cenkos Securities may agree (being no later than 8.00 a.m. on 30 May 2019), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Computershare will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

4. Money Laundering Regulations

4.1 Holders of Application Forms

To ensure compliance with the Money Laundering Regulations, Computershare may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the “**verification of identity requirements**”). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of Computershare. In such case, the lodging agent’s stamp should be inserted on the Application Form.

The person lodging the Application Form with payment and in accordance with the other terms as described above (the “**acceptor**”), including any person who appears to Computershare to be acting on behalf of some other person, accepts the Open Offer in respect of such number of Open Offer Shares as is referred to therein (for the purposes of this paragraph 4 the “**relevant Open Offer Shares**”) shall thereby be deemed to agree to provide Computershare with such information and other evidence as they may require to satisfy the verification of identity requirements.

If Computershare determines that the verification of identity requirements apply to any acceptor or application, the relevant Open Offer Shares (notwithstanding any other term of the Open Offer) will not be issued to the relevant acceptor unless and until the verification of identity requirements have been satisfied in respect of that acceptor or application. Computershare is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any acceptor or application and whether such requirements have been satisfied, and neither Computershare nor the Company will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly, as a result of the exercise of such discretion.

If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in delays in the despatch of share certificates or in crediting CREST accounts. If, within a reasonable time following a request for verification of identity, Computershare has not received evidence satisfactory to it as aforesaid, the Company may, in its absolute discretion, treat the relevant application as invalid, in which event the monies payable on acceptance of the Open Offer will be returned (at the acceptor’s risk) without interest to the account of the bank or building society on which the relevant cheque was drawn.

Submission of an Application Form with the appropriate remittance will constitute a warranty to each of the Company, Computershare and Cenkos Securities from the applicant that the Money Laundering Regulations will not be breached by application of such remittance.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no.91/308/EEC));
- (ii) if the acceptor is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £13,000).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by cheque in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques, should be made payable to "Computershare RE: Tasty plc – Open Offer A/C" in respect of an application by a Qualifying Shareholder and crossed "A/C Payee Only". Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder by stamping or endorsing the cheque to such effect. The account name should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to Computershare. If the agent is not such an organisation, it should contact Computershare, Corporate Actions Projects, Bristol, BS99 6AH.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact Computershare on 0370 702 0000. Calls may be recorded and randomly monitored for security and training purposes. Please note Computershare cannot provide financial or taxation advice or comment on the merits of the Open Offer or as to whether applicants should take up their Open Offer Entitlement.

If the Application Form(s) is/are in respect of Open Offer Shares with an aggregate subscription price of 4 pence or more and is/are lodged by hand by the acceptor in person, or if the Application Form(s) in respect of Open Offer Shares is/are lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by no later than 11.00 a.m. on 30 April 2019, Computershare has not received evidence satisfactory to it as aforesaid, Computershare may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the payee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

4.2 Open Offer Entitlements in CREST

If you hold your Open Offer Entitlement and Excess CREST Open Offer Entitlement in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlement and Excess CREST Open Offer Entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, Computershare is obliged to take reasonable

measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact Computershare before sending any USE Instruction or other instruction so that appropriate measures may be taken.

Submission of a USE Instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to Computershare such information as may be specified by Computershare as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to Computershare as to identity, who may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

5. Admission, settlement and dealings

The result of the Open Offer is expected to be announced on 1 May 2019. Applications will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. Subject to the Firm Placing and the Open Offer becoming unconditional in all respects (save only as to admission), it is expected that Admission will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 2 May 2019.

The Existing Ordinary Shares are already admitted to CREST. No further application for admission to CREST is accordingly required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 30 April 2019 (the latest date for applications under the Open Offer). If the condition(s) to the Open Offer described above are satisfied, New Ordinary Shares will be issued in uncertificated form to those persons who submitted a valid application for New Ordinary Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

On 15 April 2019, Computershare will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Admission. The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE Instruction was given. Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by Computershare in connection with CREST.

No temporary documents of title will be issued and, transfers will be certified against the UK share register of the Company. All documents or remittances sent by, to, from or on behalf of applicants, or as they may direct, will (in the latter case) be sent through the post and will (in both cases) be at the risk of the applicant. For more information as to the procedure for application, Qualifying Non-CREST Shareholders are referred to paragraph 3.1 above and their respective Application Form.

6. Overseas Shareholders

The comments set out in this paragraph 6 are intended as a general guide only and any Overseas Shareholders who are in any doubt as to their position should consult their professional advisers without delay.

6.1 General

The distribution of this document and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens,

residents in or nationals of, countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdictions. It is the responsibility of those persons to consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirement or other formalities to enable them to apply for Open Offer Shares under the Open Offer.

No action has been or will be taken by the Company, Cenkos Securities, or any other person, to permit a public offering or distribution of this document (or any other offering or publicity materials or application form(s) relating to the Open Offer Shares) in any jurisdiction where action for that purpose may be required, other than in the United Kingdom. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement or an Excess CREST Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in any jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

Application Forms will not be sent to, and Open Offer Entitlements and Excess CREST Open Offer Entitlements will not be credited to stock accounts in CREST of, persons with registered addresses in the United States or a Restricted Jurisdiction or their agent or intermediary, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

It is the responsibility of any person (including, without limitation, custodians, agents, nominees and trustees) outside the United Kingdom wishing to apply for Open Offer Shares under the Open Offer to satisfy themselves as to the full observance of the laws of any relevant territory in connection therewith, including obtaining any governmental or other consents that may be required, observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such territory.

None of the Company, Cenkos Securities, nor any of their respective representatives, is making any representation to any offeree or purchaser of the Open Offer Shares regarding the legality of an investment in the Open Offer Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer Open Offer Entitlements or Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company and Cenkos Securities determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this document and/or an Application

Form and/or transfers Open Offer Entitlements or Excess CREST Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III “Terms and Conditions of the Open Offer” and specifically the contents of this paragraph 6.

The Company reserves the right to treat as invalid any application or purported application for Open Offer Shares that appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any other jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of the share certificates of Open Offer Shares or in the case of a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST, to a CREST member whose registered address would be, in the United States or a Restricted Jurisdiction or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates or make such a credit.

Notwithstanding any other provision of this document or the relevant Application Form, the Company and Cenkos Securities reserve the right to permit any person to apply for Open Offer Shares in respect of the Open Offer if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No public offer of Open Offer Shares is being made by virtue of this document or the Application Forms into the United States or any Restricted Jurisdiction. Receipt of this document and/or an Application Form and/or a credit of an Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

6.2 United States

The New Ordinary Shares have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold, re-sold, taken up, transferred, delivered or distributed, directly or indirectly, within the United States except in reliance on an exemption from the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States unless an exemption from the registration requirements of the US Securities Act is available and, subject to certain exceptions, neither this document nor the Application Form constitutes or will constitute an offer or an invitation to apply for or an offer or an invitation to acquire any New Ordinary Shares in the United States. Subject to certain exceptions, neither this document nor an Application Form will be sent to, and no New Ordinary Shares will be credited to a stock account in CREST of, any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from or postmarked in the United States will be deemed to be invalid and all persons acquiring New Ordinary Shares and wishing to hold such New Ordinary Shares in registered form must provide an address for registration of the New Ordinary Shares issued upon exercise thereof outside the United States.

Subject to certain exceptions, any person who acquires New Ordinary Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this document or the Application Form and delivery of the New Ordinary Shares, that they are not, and that at the

time of acquiring the New Ordinary Shares they will not be, in the United States or acting on behalf of, or for the account or benefit of a person on a non-discretionary basis in the United States or any state of the United States.

The Company reserves the right to treat as invalid any Application Form that appears to the Company or its agents to have been executed in, or despatched from, the United States, or that provides an address in the United States for the receipt of New Ordinary Shares, or which does not make the warranty set out in the Application Form to the effect that the person completing the Application Form does not have a registered address and is not otherwise located in the United States and is not acquiring the New Ordinary Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such New Ordinary Shares in the United States or where the Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements.

The Company will not be bound to allot or issue any New Ordinary Shares to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any New Ordinary Shares may be transferred. In addition, the Company and Cenkos Securities reserve the right to reject any USE instruction sent by or on behalf of any CREST member with a registered address in, or who is otherwise located in, the United States in respect of the New Ordinary Shares. In addition, until 45 days after the commencement of the Open Offer, an offer, sale or transfer of the New Ordinary Shares within the United States by a dealer (whether or not participating in the and Open Offer) may violate the registration requirements of the US Securities Act.

6.3 Restricted Jurisdictions

Due to restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements or Excess CREST Open Offer Entitlements. The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

No offer or invitation to apply for Open Offer Shares is being made by virtue of this document or the Application Form into any Restricted Jurisdiction.

6.4 Other overseas territories

Application Forms will be sent to Qualifying Non-CREST Shareholders and Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or the Restricted Jurisdictions may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and the Application Form. Qualifying Shareholders who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, countries other than the United Kingdom should, however, consult appropriate professional advisers as to whether they require any governmental or other consents or need to observe any further formalities to enable them to apply for any Open Offer Shares in respect of the Open Offer.

6.5 Representations and warranties relating to Overseas Shareholders

(a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, Cenkos Securities and Computershare that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not requesting registration of the relevant Open Offer Shares from within the

United States or any Restricted Jurisdiction; (ii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) such person is not acquiring Open Offer Shares with a view to offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories. The Company and/or Computershare may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed, effected or dispatched from the United States or a Restricted Jurisdiction or in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or a Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the warranty required by this subparagraph (a).

(b) *Qualifying CREST Shareholders*

A CREST member or CREST sponsored member who makes a valid acceptance in accordance with the procedures set out in this Part III “Terms and Conditions of the Open Offer” represents and warrants to the Company and Cenkos Securities that, except where proof has been provided to the Company’s satisfaction that such person’s acceptance will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) he or she is not within the United States or any Restricted Jurisdiction; (ii) he or she is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares; (iii) he or she is not accepting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as otherwise agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (iv) he or she is not acquiring any Open Offer Shares with a view the offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories.

6.6 **Waiver**

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company and Cenkos Securities in their absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply to them jointly and to each of them.

7. **Option Holders**

The Open Offer is not being extended to the holders of share options, save to the extent that any such share options are or have been validly exercised and Ordinary Shares have been allotted in consequence of such exercise prior to the Record Date.

8. **Times and Dates**

The Company shall, in agreement with Cenkos Securities and after consultation with its financial and legal advisers, be entitled to amend the dates that Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the London Stock Exchange, and make an announcement on a Regulatory Information Service but Qualifying Shareholders may not receive any further written communication.

If a supplementary circular is issued by the Company two or fewer Business Days prior to the latest time and date for acceptance and payment in full under the Open Offer specified in this

document, the latest date for acceptance under the Open Offer shall be extended to the date that is three Business Days after the date of issue of the supplementary circular (and the dates and times of principal events due to take place following such date shall be extended accordingly).

9. Taxation

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable professional adviser.

10. Further information

Your attention is drawn to the further information set out in this document and also, in the case of Qualifying Non-CREST Shareholders and other Qualifying Shareholders to whom the Company has sent Application Forms, to the terms, conditions and other information printed on the accompanying Application Form.

11. Governing law and jurisdiction

The terms and conditions of the Open Offer as set out in this document, the Application Form and any non-contractual obligation related thereto shall be governed by, and construed in accordance with, English law.

The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document or the Application Form. By taking up Open Offer Shares, by way of their Open Offer Entitlement and the Excess Application Facility (as applicable), in accordance with the instructions set out in this document and, where applicable, the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

PART IV

QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

The questions and answers set out in this Part IV “Questions and Answers about the Open Offer” are intended to be in general terms only and, as such, you should read Part III “Terms and Conditions of the Open Offer” of this document for full details of what action to take. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under the FSMA if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This Part IV deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the United Kingdom who hold their Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part III “Terms and Conditions of the Open Offer” of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Open Offer Entitlement. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part III “Terms and Conditions of the Open Offer” of this document for full details of what action you should take.

If you are a CREST sponsored member, you should also consult your CREST sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please call the Shareholder helpline on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

1. What is an open offer?

An open offer is a way for companies to raise money. Companies usually do this by giving their existing Shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings. In this instance Shareholders will also be offered the opportunity to apply for additional Ordinary Shares in excess of their entitlement to the extent that other Qualifying Shareholders do not take up their entitlement in full. The fixed price is normally at a discount to the market price of the Existing Ordinary Shares prior to the announcement of the Open Offer.

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to an aggregate of 6,294,262 new Ordinary Shares at a price of 4 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located in the United States, or any other Restricted Jurisdiction, you should be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 2 Offer Shares for every 19 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Offer Share and your entitlement will be rounded down to the nearest whole number. The Issue Price of 4 pence per Offer Share represents discount of 32.8 per cent. to the closing middle-market price quotation as derived from the Daily Official List of the London Stock Exchange of 5.95 pence per Ordinary Share on 11 April 2019 (being the latest practicable date prior to the date of this document).

The Excess Application Facility allows Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement. Applications made under the Excess Application Facility may be allocated in such manner as the Directors may determine in their absolute discretion if applications are received from Qualifying Shareholders for more than the available number of Open Offer Shares, and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

Unlike in a rights issue, Application Forms are not negotiable documents and neither they nor Open Offer Entitlements can themselves be traded. Shareholders will not be able to apply for any New Ordinary Shares which are the subject of the Firm Placing.

2. I hold my Existing Ordinary Shares in certificated form. How do I know I am eligible to participate in the Open Offer?

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located in the United States of America or any other Restricted Jurisdiction, then you should be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares before 8.00 a.m. on 12 April 2019 (the time when the Existing Ordinary Shares are expected to be marked “ex-entitlement” by the London Stock Exchange).

3. I hold my Existing Ordinary Shares in certificated form. How do I know how many Open Offer Shares I am entitled to take up?

If you hold your Existing Ordinary Shares in certificated form and, subject to certain exceptions, do not have a registered address and are not located in the United States or any Restricted Jurisdiction, you will be sent an Application Form that shows:

- how many Existing Ordinary Shares you held at 06:00 p.m. on the Record Date;
- how many Open Offer Shares are comprised in your Open Offer Entitlement; and
- how much you need to pay if you want to take up your right to buy all your entitlement to the Open Offer Shares.

Subject to certain exceptions, if you have a registered address in the United States or any of the Restricted Jurisdictions, you will not receive an Application Form.

If you would like to apply for any of or all of the Open Offer Shares comprised in your Open Offer Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms should be returned, along with a cheque drawn in the appropriate form, by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal office hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to be received by them by no later than 11.00 a.m. on 30 April 2019, after which time Application Forms will not be valid.

4. I hold my Existing Ordinary Shares in certificated form and am eligible to receive an Application Form. What are my choices in relation to the Open Offer?

(a) If you do not want to take up your Open Offer Entitlement

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. You will also not receive any money when the Open Offer Shares you could have taken up are sold, as would happen under a rights issue.

You cannot sell your Application Form or your Open Offer Entitlement to anyone else. If you do not return your Application Form subscribing for the Open Offer Shares to which you are entitled by 11.00 a.m. on 30 April 2019, the Company has made arrangements under which the Company has agreed to issue the Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility.

If you do not take up your Open Offer Entitlement then following the issue of the Open Offer Shares pursuant to Open Offer, your interest in the Company will be significantly diluted. Even if a Qualifying Shareholder subscribes for the basic entitlement under the Open Offer, their proportionate economic interest would be diluted by the issue of New Ordinary Shares pursuant to the Excess Application Facility and the Firm Placing.

(b) If you want to take up some but not all of your Open Offer Entitlement

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Boxes 6 and 8 of your Application Form; for example, if you are entitled to take up 50 shares but you only want to take up 10 shares, then you should write ‘10’ in Boxes 6 and 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, ‘10’) by £0.04, which is the price in pounds of each Offer

Share (giving you an amount of £0.40 in this example). You should write this amount in Box 9, rounding up to the nearest whole pence and this should be the amount your cheque is made out for. You should then return the completed Application Form, together with a cheque for that amount, by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal office hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to be received by them by no later than 11.00 a.m. on 30 April 2019, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque made payable to "Computershare RE: Tasty plc Open Offer A/C" and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third party cheques will not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque to such effect. The account name should be the same as that shown on the application. Post-dated cheques may not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted (see paragraph 4 of Part III).

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct Computershare to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you by no later than 10 Business Days from Admission.

(c) If you want to take up all of your Open Offer Entitlement

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque for the amount (as indicated in Box 9 of your Application Form), by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal office hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to be received by them by no later than 11.00 a.m. on 30 April 2019, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in pounds sterling and made by cheque made payable to "Computershare RE: Tasty plc – Open Offer A/C and crossed "A/C Payee Only". Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques will not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant's name at the building society or bank by stamping or endorsing the cheque to such effect. The account name should be the same as that shown on the application.

Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you by no later than 10 Business Days from Admission.

(d) If you want to apply for more than your Open Offer Entitlement

Provided you have agreed to take up your Open Offer Entitlement in full, you can apply for further Open Offer Shares under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date. You should write the number of Open Offer Shares comprised in your Open Offer Entitlement (as indicated in Box 4 of the Application Form) in Box 6 and write the number of Excess Shares for which you would like to apply in Box 7. You should then add the totals in Boxes 6 and 7 and insert the total number of Open Offer Shares for which you would like to apply in Box 8. For example, if you have an Open Offer Entitlement for 50 Open Offer Shares but you want to apply for 75 Open Offer Shares in total, then you should write '50' in Box 6, '25' in Box 7 and '75' in Box 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '75') by £0.04, which is the price in pounds sterling of each Offer Share (giving you an amount of £3.00 in this example). You should write this amount in Box 9. You should then return your Application Form by post to Computershare, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal office hours only) to Computershare, The Pavilions, Bridgwater Road, Bristol, BS13 8AE so as to be received by them by no later than 11.00 a.m. on 30 April 2019, after which time Application Forms will not be valid. If you post your application form by first class post, you should allow at least four Business Days for delivery.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion. No assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up and otherwise successfully apply for using the Excess Application Facility. Your definitive share certificate for Open Offer Shares is expected to be despatched to you, at your own risk, by no later than 10 Business Days from Admission.

5. I hold my Existing Ordinary Shares in uncertificated form in CREST. What do I need to do in relation to the Open Offer?

CREST members should follow the instructions set out in Part III "Terms and Conditions of the Open Offer" of this document. Persons who hold Existing Ordinary Shares through a CREST member should be informed by the CREST member through which they hold their Existing Ordinary Shares of (i) the number of Open Offer Shares which they are entitled to acquire under their Open Offer Entitlement and (ii) how to apply for Open Offer Shares in excess of their Open Offer Entitlement under the Excess Application Facility provided they choose to take up their Open Offer Entitlement in full and should contact them should they not receive this information.

6. I acquired my Existing Ordinary Shares prior to the Record Date and hold my Existing Ordinary Shares in certificated form. What if I do not receive an Application Form or I have lost my Application Form?

If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 10 April 2019 and who have converted them to certificated form;

- Qualifying non-CREST Shareholders who bought Existing Ordinary Shares before 10 April 2019 but were not registered as the holders of those shares at 06:00 p.m. on 10 April 2019; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact the Shareholder helpline on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

7. Can I trade my Open Offer Entitlement?

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non- CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although Open Offer Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims only), Open Offer Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which an application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Open Offer Entitlement will have no rights under the Open Offer or receive any proceeds from it. The Open Offer Shares are not underwritten.

8. What if I change my mind?

If you are a Qualifying non-CREST Shareholder, once you have sent your Application Form and payment to Computershare you cannot withdraw your application or change the number of Open Offer Shares for which you have applied, except in the very limited circumstances which are set out in this document.

9. What if the number of Open Offer Shares to which I am entitled is not a whole number: am I entitled to fractions of Open Offer Shares?

If the number is not a whole number, you will not receive a fraction of an Offer Share and your entitlement will be rounded down to the nearest whole number.

10. I hold my Existing Ordinary Shares in certificated form. What should I do if I have sold some or all of my Existing Ordinary Shares?

If you hold Existing Ordinary Shares in the Company directly and you sell some or all of your Existing Ordinary Shares before 10 April 2019, you should contact the buyer or the person/ company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. If you sell any of your Existing Ordinary Shares on or after 10 April 2019, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

11. I hold my Existing Ordinary Shares in certificated form. How do I pay?

Completed Application Forms should be returned with a cheque drawn in the appropriate form. All payments must be in pounds sterling and made by cheque made payable to Computershare RE: Tasty plc – Open Offer A/C and crossed “A/C Payee Only”. Cheques must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner. Third party cheques may not be accepted with the exception of building society cheques where the building society or bank has confirmed the name of the account holder and the number of an account held in the applicant’s name at the building society or bank by stamping or endorsing the cheque to such effect. The account name should be the same as that shown on the application. Post-dated cheques will not be accepted. Third party cheques (other than building society cheques where the building society or bank has confirmed that the relevant Qualifying Shareholder has title to the underlying funds) will not be accepted.

12. Will the Existing Ordinary Shares that I hold now be affected by the Open Offer?

If you decide not to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your entitlement, your proportionate ownership and voting interest in the Company will be reduced.

13. I hold my Existing Ordinary Shares in certificated form. Where do I send my Application Form?

You should send your completed Application Form together with the monies in the appropriate form, by post to Computershare Corporate Actions Projects, Bristol, BS99 6AH, or returned by hand (during normal business hours only) to Computershare, The Pavilions, Bridgwater Road Bristol BS13 8AE or by hand (during normal office hours only). If you post your Application Form by first-class post, you should allow at least four Business Days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

14. I hold my Existing Ordinary Shares in certificated form. When do I have to decide if I want to apply for Open Offer Shares?

Computershare must receive the Application Form by no later than 11.00 a.m. on 30 April 2019, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

15. How do I transfer my entitlements into the CREST system?

If you are a Qualifying Non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (contained in the Application Form), and ensure it is delivered to the CREST Courier and Sorting Services in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this.

16. I hold my Existing Ordinary Shares in certificated form. When will I receive my new share certificate?

It is expected that Computershare will post all new share certificates within 10 Business Days from Admission.

17. If I buy Existing Ordinary Shares after the Record Date, will I be eligible to participate in the Open Offer?

If you bought your Existing Ordinary Shares after the Record Date, you are unlikely to be able to participate in the Open Offer in respect of such Ordinary Shares. If you do not receive an application form but think you should have received one please contact the receiving agent Computershare on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

18. Will I be taxed if I take up my entitlements?

Shareholders who are in any doubt as to their tax position should consult an appropriate professional adviser immediately.

19. What should I do if I live or am located outside the United Kingdom?

Your ability to apply to acquire Open Offer Shares may be affected by the laws of the country in which you live or are located and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are located or resident in the United States or any other Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part III “Terms and Conditions of the Open Offer” of this document.

20. Further assistance

Should you require further assistance please call the Shareholder helpline on 0370 702 0000. The helpline is open between 9.00 a.m. – 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.

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

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|---|---|
| “Admission” | the admission to trading on AIM of the New Ordinary Shares and Existing Ordinary Shares of 0.1 pence each becoming effective in accordance with Rule 6 of the AIM Rules |
| “AIM” | AIM, the market of that name operated by the London Stock Exchange |
| “AIM Rules” | the AIM Rules for Companies as published by the London Stock Exchange from time to time |
| “Application Form” | the non-CREST Application Form |
| “Articles” | the articles of association of the Company |
| “Basic Entitlement” | the number of Open Offer Shares which Qualifying Holders are entitled to subscribe for at the Issue Price <i>pro rata</i> to their holding of Existing Ordinary Shares pursuant to the Open Offer as described in Part III of this document |
| “Board” or “Directors” | the directors of the Company |
| “Business Day” | a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England |
| “Cenkos” or “Cenkos Securities” | Cenkos Securities plc (company number: 05210733) whose registered office is at 6.7.8 Tokenhouse Yard, London EC2R 7AS |
| “certificated” or “in certificated form” | a share or other security which is not in uncertificated form (that is, not in CREST) |
| “Companies Act” | the Companies Act 2006, as amended |
| “Company” or “Tasty” | Tasty plc, a company incorporated in England and Wales with registered number 5826464 |
| “Computershare” | Computershare Investor Services PLC |
| “Concert Party” | together, Adam Kaye, Jonny Plant, Sam Kaye, Jonathan Kaye, Philip Kaye, Anne Kaye, Samantha Sanson and Doreen Kaye |
| “CREST” | the computerised settlement system to facilitate transfer of title to, or interests in, securities in uncertificated form operated by Euroclear UK & Ireland Limited |
| “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, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) as published by Euroclear |
| “CREST member” | a person who has been admitted to CREST as a system-member (as defined in the CREST Manual) |
| “CREST member account ID” | the identification code or number attached to a member account in CREST |
| “CREST participant” | a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations) |
| “CREST participant ID” | shall have the meaning given in the CREST Manual issued by Euroclear |
| “CREST payment” | shall have the meaning given in the CREST Manual issued by Euroclear |

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| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended) |
| “CREST sponsor” | a CREST participant admitted to CREST as a CREST sponsor |
| “CREST sponsored member” | a CREST member admitted to CREST as a sponsored member |
| “CSOP” | the Company Share Option Plan established by the Company on 27 February 2014 |
| “Deferred Shares” | the Deferred Shares of 9.9 pence each in the capital of the Company having the rights set out in paragraph 11 of Part 1 of this Circular |
| “Enlarged Share Capital” | the entire issued ordinary share capital of the Company immediately following Admission of the New Ordinary Shares |
| “EU” | the European Union |
| “Euroclear” | Euroclear UK & Ireland Limited |
| “Excess Application Facility” | the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of their Open Offer Entitlement in accordance with the terms and conditions of the Open Offer |
| “Excess CREST Open Offer” | in respect of each Qualifying CREST Shareholder, their entitlement (in addition to his Open Offer Entitlement) to apply for Open Offer Shares pursuant to the Excess Application Facility, which is conditional on him taking up his Open Offer Entitlement in full |
| “Excess CREST Open Offer Entitlement” | in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement to apply for Open Offer Shares in addition to his Basic Entitlement credited to his stock account in CREST, pursuant to the Excess Application Facility, which may be subject to scaling back in accordance with the provisions of this document |
| “Excess Shares” | Open Offer Shares applied for by Qualifying Shareholders under the Excess Application Facility |
| “Existing Ordinary Shares” or “Existing Issued Share Capital” | the 59,795,496 ordinary shares of 10 pence each in issue at the date of this document and, as from the passing of the Share Capital Reorganisation resolution, 59,795,496 ordinary shares of 0.1 pence each |
| “Ex-entitlement Date” | the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 12 April 2019 |
| “FCA” | the Financial Conduct Authority of the UK |
| “Firm Placing” | the placing by the Company of the Firm Placing Shares with certain institutional investors and existing Shareholders (or their associated investment vehicles), otherwise than on a pre-emptive basis, at the Issue Price |
| “Firm Placing and Open Offer Agreement” | the agreement dated 11 April 2019 entered into between the Company, Adam Kaye, Sam Kaye, Jonny Plant and Cenkos Securities in respect of the Firm Placing and the Open Offer, as described in this document |
| “Firm Placing Shares” | the 75,000,000 New Ordinary Shares of 0.1 pence each to be issued by the Company pursuant to the Firm Placing |
| “Form of Proxy” | the form of proxy for use at the General Meeting which accompanies this document |
| “FSMA” | Financial Services and Markets Act 2000 (as amended) |
| “General Meeting” | the General Meeting of the Company, convened for 11.00 a.m. on 1 May 2019 or at any adjournment thereof, notice of which is set out at the end of this document |

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| “Gresham House” | the Gresham House funds formerly managed by Livingbridge VP LLP including LF Gresham House UK Micro Cap Fund and/or LF Gresham House UK Multi Cap Income Fund and /or Baronsmead Venture Trust plc and /or Baronsmead Second Ventures Trust plc |
| “Group” | the Company and its subsidiary undertakings |
| “Independent Director” | Keith Lassman, who is deemed to be an Independent Director by virtue of his not participating in the Firm Placing |
| “ISIN” | International Securities Identification Number |
| “Issue Price” | 4 pence per Firm Placing Share and Open Offer Share |
| “London Stock Exchange” | London Stock Exchange plc |
| “Long Stop Date” | 30 May 2019 |
| “Money Laundering Regulations” | the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the money laundering provisions of the Criminal Justice Act 1993 and the Proceeds of Crime Act 2002 |
| “New Ordinary Shares” | together, the Firm Placing Shares and the up to 6,294,262 Open Offer Shares |
| “Notice of General Meeting” | the notice of the General Meeting, which is set out at the end of this document |
| “Open Offer” | the conditional invitation made to Qualifying Shareholders to apply to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in Part III of this document and, where relevant, in the Application Form |
| “Open Offer Shares” | up to 6,294,262 new Ordinary Shares of 0.1 pence each being made available to Qualifying Shareholders pursuant to the Open Offer |
| “Open Offer Entitlement” | the entitlement of Qualifying Shareholders to subscribe for Open Offer Shares allocated to Qualifying Shareholders on the Record Date pursuant to the Open Offer |
| “Overseas Shareholders” | a Shareholder with a registered address outside the United Kingdom |
| “Panel” | the Panel on Takeovers and Mergers |
| “Placees” | subscribers for Firm Placing Shares |
| “Prospectus Rules” | the Prospectus Rules by the FCA under section 73A of FSMA, as amended from time to time |
| “Qualifying CREST Shareholders” | Qualifying Shareholders holding Existing Ordinary Shares in a CREST account |
| “Qualifying Non-CREST Shareholders” | Qualifying Shareholders holding Existing Ordinary Shares in certificated form |
| “Qualifying Shareholders” | holders of Existing Ordinary Shares on the register of members of the Company at the Record Date (but excluding any Overseas Shareholder who has a registered address in the United States of America or any other Restricted Jurisdiction) |
| “Receiving Agents” | Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6AH |
| “Record Date” | 6.00 p.m. on 10 April 2019 in respect of the entitlements of Qualifying Shareholders under the Open Offer |
| “Registrars” | Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE |
| “Regulatory Information Service” | has the meaning given in the AIM Rules for Companies |

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| “Resolutions” | the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting which is set out at the end of this document |
| “Restricted Jurisdiction” | United States of America, Canada, Australia, Japan, New Zealand, the Republic of South Africa, Cayman Islands, Singapore, Barbados, Switzerland or the State of Kuwait and any other jurisdiction where the extension or availability of the Firm Placing and the Open Offer would breach any applicable law |
| “Securities Act” | US Securities Act of 1933 (as amended) |
| “Shareholder(s)” | holder(s) of Existing Ordinary Shares |
| Share Capital Reorganisation | the proposal to sub-divide each Existing Ordinary Share into 1 ordinary share of 0.1 pence each and one Deferred Share of 9.9 pence each as set out in paragraph 10 of Part 1 of this Circular |
| “Takeover Code” | the City Code on Takeovers and Mergers |
| “Transaction” | the Firm Placing and the Open Offer |
| “UK” or “United Kingdom” | the United Kingdom of Great Britain and Northern Ireland |
| “Uncertificated” or “in Uncertificated form” | recorded on the relevant register or other record of the Ordinary Shares or other security concerned 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 |
| “US” or “United States” | the United States of America |
| “USE” | has the meaning given in paragraph 3.2 (c) of Part III of this document |
| “USE Instruction” | has the meaning given in paragraph 3.2 (c) of Part III of this document |

NOTICE OF GENERAL MEETING

TASTY PLC

NOTICE IS HEREBY GIVEN that a General Meeting of Tasty plc (the “**Company**”) will be held at the offices of the Company at 32 Charlotte Street, London, W1T 2NQ at 11.00 a.m. on 1 May 2019 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolutions 1 to 3 as ordinary resolutions, and, in the case of Resolution 4 as a special resolution.

For the purposes of these Resolutions, capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to the Shareholders dated 12 April 2019 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. THAT, subject to the passing of Resolution 2:
 - 1.1 a new class of Deferred Shares of 9.9 pence each in the capital of the Company be created having the rights set out in the articles of association to be adopted pursuant to Resolution 2 below; and
 - 1.2 each of the ordinary shares in issue on 1 May 2019 be subdivided into 1 ordinary share of 0.1 pence in nominal value having the same rights and ranking *pari passu* in all respects with the Existing Ordinary Shares, and one Deferred Shares of 9.9 pence each in the capital of the Company.
2. That, subject to the passing of Resolution 1, the articles of association produced to the meeting, and for the purposes of identification initialled by the Chairman, be adopted as the articles of association of the Company.
3. That, the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act):
 - (A) up to an aggregate nominal amount of £81,294.26 in connection with the Firm Placing and the Open Offer; and
 - (B) otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of £47,029.92,

provided that this authority shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

4. That, subject to and conditional upon the passing of Resolution 3, the Directors be empowered pursuant to Section 570(1) and Section 571(1) of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1, as if Section 561(1) of the Act did not apply to any such allotment, provided that such power shall be limited to:
 - (A) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

(B) the allotment of equity securities in connection with the Firm Placing and the Open Offer pursuant to the authority conferred by Resolution 3(A);

(C) the allotment (otherwise than pursuant to paragraphs (A) and (B)) of equity securities up to an aggregate nominal amount of £14,108.98,

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Keith Lassman
Company Secretary
Tasty plc

Registered office:
32 Charlotte Street
London W1T 2NQ

Date: 12 April 2019

Notes

- (1) A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a Form of Proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Registrars, Computershare, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of holding of the General Meeting. The Form of Proxy should therefore be completed and deposited with the Company's Registrars by 11:00 a.m. on 29 April 2019. Completion of a Form of Proxy does not preclude a member from subsequently attending and voting at the General Meeting in person if he or she so wishes. If a member has appointed a proxy and attends the General Meeting in person, such proxy appointment will automatically be terminated.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members at close of business on 29 April 2019, or in the event that the above General Meeting is adjourned, on such register at 6.00 p.m. on the date two days before the adjourned General Meeting (excluding any part of a day that is not a business day), shall be entitled to attend or vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. If you wish to appoint more than one proxy, please contact the Registrars, Computershare on 0370 702 0000. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, for additional Forms of Proxy and for assistance.
- (5) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (6) Any corporation which is a member of the Company 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 Existing Ordinary Share.
- (7) As at the date of this document, the Company's issued share capital comprised 59,795,496 ordinary shares of 10 pence each. Each Existing Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 59,795,496.
- (8) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- (9) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 10 below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the General Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- (10) A corporation's Form of Proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
- (11) Any power of attorney or any other authority under which the Form of Proxy is signed (or duly certified copy of such power of authority) must be included with the Form of Proxy.

