

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the contents of this document, or the action you should take, you should consult a person authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

This document, which comprises an AIM admission document, has been drawn up in accordance with the AIM Rules and has been issued in connection with the application for admission to trading on AIM of the entire issued and to be issued share capital of the QUIZ plc (the "Company"). This document does not constitute an offer of transferable securities or constitute any part of an offer to the public within the meaning of sections 85 and 102B of FSMA. Accordingly, this document does not constitute a prospectus under the Prospectus Rules published by the FCA and has not been approved by or filed with the FCA. The definitions used in this document are at pages 11 to 14.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. The London Stock Exchange has not itself examined or approved the contents of this document. The rules of AIM are less demanding than those of the Official List. The Ordinary Shares are not traded on any other recognised investment exchange and no application has been made for the Ordinary Shares to be listed on any other recognised investment exchange.

**Application will be made for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on AIM on 28 July 2017.**

The Company, whose registered office appears on page 9, and the Directors and the Proposed Directors, whose names appear on page 9, accept responsibility, both individually and collectively, for the information contained in this document and for the Company's compliance with the AIM Rules. To the best of the knowledge and belief of the Company and the Directors and the Proposed Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Each AIM company is required pursuant to the AIM Rules for Companies to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.**

**Prospective investors should read the whole text of this document, should be aware that an investment in the Company involves a high degree of risk and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. In particular, the attention of prospective investors is drawn to the risk factors set out in Part II of this document.**

# QUIZ plc

*(a company incorporated in Jersey under the Companies (Jersey) Law 1991 with registered number 123460)*

**Placing of 63,760,320 Ordinary Shares at 161 pence per share  
and  
Admission to trading on AIM**

**Financial Adviser, Nominated Adviser and Broker**

**PANMURE GORDON & CO**

## Share capital immediately following Admission

	<i>Issued and Fully Paid</i>	
	<i>Number</i>	<i>Nominal Value</i>
Ordinary Shares of 0.3 pence each	124,230,905	£372,692.715

Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as nominated adviser and broker to the Company in connection with Admission and the Placing and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person (including a recipient of this document) on the contents of this document or any transaction or arrangement referred to herein. Panmure Gordon has not authorised the contents of any part of this document for the purposes of FSMA. The responsibilities of Panmure Gordon as the Company's nominated adviser and broker under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or any Director, Shareholder or any other person in respect of a decision to subscribe for Ordinary Shares. Apart from the responsibilities and liabilities, if any, which may be imposed on Panmure Gordon by FSMA or the regulatory regime established thereunder, Panmure Gordon does not accept any responsibility whatsoever for the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares, Admission or the Placing, Panmure Gordon accordingly disclaims all and any liability, whether arising in tort, contract or otherwise (save as referred to above) in respect of this document or any such statement.

In making any investment decision in respect of the Ordinary Shares, no information or representation should be relied upon other than as contained in this document. No person has been authorised to give any information or make any representation other than that contained in this document and, if given or made, such information or representation must not be relied upon as having been authorised.

None of the Company, the Directors, the Proposed Directors or Panmure Gordon are providing prospective investors with any representations or warranties or any legal, financial, business, tax or other advice. Prospective investors should consult with their own advisers as needed to assist them in making their investment decision and to advise them whether they are legally permitted to acquire Ordinary Shares.

**This document does not constitute an offer to sell or issue, or the solicitation of an offer to subscribe for or buy, securities in any jurisdiction in which such offer or solicitation is unlawful.**

The Company and Panmure Gordon do not make any representation to any offeree, subscriber or acquirer of Ordinary Shares regarding the legality of an investment in the Ordinary Shares by such offeree, subscriber or acquirer under the law applicable to such offeree, subscriber or acquirer. Each investor should consult with his or its own advisers as to the legal, tax, business, financial and related aspects of an acquisition of Ordinary Shares.

***United States***

The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), or under the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, resold, transferred or delivered, directly or indirectly, into or within the United States. This document and the securities referenced herein may be distributed in “offshore transactions” as defined in, and in reliance on, Regulation S under the US Securities Act.

**THIS DOCUMENT IS NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES AND DOES NOT CONSTITUTE AN OFFER OF ORDINARY SHARES TO ANY PERSON WITH A REGISTERED ADDRESS, OR WHO IS LOCATED OR RESIDENT IN, THE UNITED STATES.**

Panmure Gordon may arrange for any Ordinary Shares to be offered and sold only outside the United States in accordance with Regulation S under the US Securities Act.

In addition, until 40 days after Admission, an offer, sale or transfer of the Ordinary Shares into or within the United States by a dealer (whether or not participating in the Placing) may violate the registration requirements of the US Securities Act.

***Canada, Australia, the Republic of South Africa and Japan and other restricted countries or territories***

**This document is not for distribution into Canada, Australia, the Republic of South Africa and Japan. The Ordinary Shares have not been and will not be registered under the applicable securities laws of any province or territory of Canada, Australia, the Republic of South Africa or Japan, nor in any country or territory where to do so may contravene local securities laws or regulations and will not be made to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities law of any such jurisdictions.**

## IMPORTANT INFORMATION

Prospective investors should only rely on the information contained in this document. No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representation must not be relied upon as having been so authorised by the Company, the Directors, the Proposed Directors or Panmure Gordon. No representation or warranty, express or implied, is made by Panmure Gordon as to the accuracy or completeness of such information, and nothing contained in this document is, or shall be relied upon as, a promise or representation by Panmure Gordon as to the past, present or future. No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied upon as having been so authorised. Without prejudice to any legal or regulatory obligation of the Company to publish a supplementary admission document pursuant to the AIM Rules for Companies, neither the delivery of this document nor any subscription or sale made pursuant to this document shall, under any circumstances, create any implication that there has been no change in the business or affairs of the Group taken as a whole since the date of this document or that the information in it is correct as of any time after the date of this document.

The Company will update the information provided in this document by means of a supplement to it if a significant new factor, material mistake or inaccuracy arises or is noted relating to the information included in this document. Any supplementary admission document will be made public in accordance with the AIM Rules for Companies.

The contents of this document are not to be construed as legal, financial or tax advice. Each prospective investor should consult a legal adviser, an independent financial adviser duly authorised under FSMA or a tax adviser for legal, financial or tax advice in relation to any investment in or holding of Ordinary Shares. Each prospective investor should consult with such advisers as needed to make its investment decision and to determine whether it is legally permitted to hold shares under applicable legal investment or similar laws or regulations. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time.

Investing in and holding Ordinary Shares involves financial risk. Prior to investing in Ordinary Shares, investors should carefully consider all of the information contained in this document, paying particular attention to the section entitled Risk Factors in Part II of this document. Investors should consider carefully whether an investment in Ordinary Shares is suitable for them in light of the information contained in this document and their personal circumstances.

In connection with the Placing, Panmure Gordon and any of its affiliates, acting as investors for their own accounts, may acquire Ordinary Shares, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Ordinary Shares and other securities of the Company or related investments in connection with the Placing or otherwise. Accordingly, references in this document to the Ordinary Shares being offered, subscribed, acquired, placed or otherwise dealt with should be read as including any offer to, or subscription, acquisition, dealing or placing by, Panmure Gordon and any of its affiliates acting as investors for their own accounts. Panmure Gordon does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Panmure Gordon and its affiliates may have in the past engaged, and may in the future, from time to time, engage in transactions with, and provided various investment banking, financial advisory and other ancillary activities in the ordinary course of their business with the Company, in respect of which they have received, and may in the future receive, customary fees and commissions. As a result of these transactions, these parties may have interest that may not be aligned, or could possibly conflict, with the interests of investors.

Investment in the Company carries risk. There can be no assurance that the Company's strategy will be achieved and investment results may vary substantially over time. Investment in the Company is not intended to be a complete investment programme for any investor. The price of Ordinary Shares and any income from Ordinary Shares can go down as well as up and investors may not realise the value of their initial investment. Prospective Shareholders should carefully consider whether an investment in Ordinary Shares is suitable for them in light of their circumstances and financial resources and should be able and willing to withstand the loss of their entire investment (see the risk factors set out in Part II of this document).

If you are in any doubt about the contents of this document, you should consult a person authorised under FSMA, who specialises in advising on the acquisition of shares and other securities.

Investment in the Company is suitable only for financially sophisticated individuals and institutional investors who have taken appropriate professional advice, who understand and are capable of assuming the risks of an investment in the Company and who have sufficient resources to bear any losses, which may result therefrom.

### **Forward-Looking statements**

Certain statements contained herein are forward-looking statements and are based on current expectations, estimates and projections about the potential returns of the Group, industry, and markets in which the Group will operate. Words such as “expects”, “anticipates”, “should”, “intends”, “plans”, “believes”, “seeks”, “estimates”, “projects”, “pipeline”, “aims”, “may”, “targets”, “would”, “could” and variations of such words and similar expressions are intended to identify such forward-looking statements and expectations. These statements are not guarantees of future performance or the ability to identify and consummate investments and involve certain risks, uncertainties, outcomes of negotiations and due diligence and assumptions that are difficult to predict, qualify or quantify. Therefore, actual outcomes and results may differ materially from what is expressed in such forward-looking statements or expectations. Among the factors that could cause actual results to differ materially are: the general economic climate, competition, interest rate levels, loss of key personnel, the result of legal and commercial due diligence, the availability of financing on acceptable terms and changes in the legal or regulatory environment.

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 Group’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 for Companies.

### **Market and financial information**

The data, statistics and information and other statements in this document regarding the markets in which the Group operates, or its position therein, are based on Group’s records or are taken or derived from statistical data and information derived from the sources described in this document.

In relation to these sources, such information has been accurately reproduced from the published information, and, so far as the Directors and Proposed Directors are aware and are able to ascertain from the information provided by the suppliers of these sources, no facts have been omitted which would render such information inaccurate or misleading.

### **Presentation of financial information**

The report on financial information included in Part III of this document has been prepared in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom and the related consent to its inclusion in this document appearing in paragraph 18.3 of Part IV of this document has been included as required by the AIM Rules for Companies and solely for that purpose.

Unless otherwise indicated, financial information in this document, including audited financial statements for the Subsidiaries for the three years ended 31 March 2017, and the notes to those financial statements, has been prepared on an aggregated basis and in accordance with International Financial Reporting Standards. QUIZ plc’s was incorporated on 1 February 2017 and acquired its Subsidiaries pursuant to the Share Exchange Agreements on 5 April 2017, details of which are set out in paragraphs 3.7 of Part IV of this document.

### **Non-IFRS information**

This document contains certain financial measures that are not defined or recognised under IFRS, including EBITDA. EBITDA result from Group operating profit adjusted for depreciation and amortisation, share-based payments and exceptional items. Information regarding EBITDA or similar measures is sometimes used by investors to evaluate the efficiency of a company’s operations and its ability to employ its earnings toward repayment of debt, capital expenditures and working capital requirements. There are no generally accepted principles governing the calculation of EBITDA or similar measures and the criteria upon which EBITDA or similar measures are based can vary from company to company. EBITDA alone does not provide a sufficient basis to compare the Company’s performance with that of other companies and should not be considered in isolation or as a substitute for operating profit or any other measure as an indicator of operating performance, or as an alternative to cash generated from operating activities as a measure of liquidity.

## **Rounding**

Certain data in this document, including financial, statistical and operational information, has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent.

## **Currency presentation**

In the document, references to "sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom, references to "€", "EUR" and "euro" are to the lawful currency of the member states of the European Union that adopt the single currency in accordance with the EC Treaty and references to "\$", "USD" and "dollars" are to the lawful currency of the United States.

Unless otherwise indicated, the financial information contained in this document has been expressed in sterling. The Group presents its financial statements in sterling.

## **No incorporation of website information**

The contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and investors should not rely on them.

## **Defined terms and references**

Certain terms used in this document and certain technical and other terms used in this document are defined or explained (as appropriate) in the section of this document on pages 11 to 14 under the heading "Definitions".

All times referred to in this document are, unless otherwise stated, references to London time.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

## **Jersey regulatory statements**

The Jersey Financial Services Commission (the "**Commission**") has given, and has not withdrawn, its consent under Article 2 of the Control of Borrowing (Jersey) Order 1958 to the issue of shares by the Company. A copy of this document has been delivered to the Jersey registrar of companies in accordance with Article 5 of the Companies (General Provisions) (Jersey) Order 2002 and the registrar has given, and has not withdrawn, its consent to its circulation. It must be distinctly understood that, in giving this consent, neither the Jersey registrar of companies nor the Commission takes any responsibility for the financial soundness of the Company or for the correctness of any statements made, or opinions expressed, with regard to it.

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## EXPECTED TIMETABLE FOR THE PLACING AND ADMISSION

Publication of this document	20 July 2017
Admission becomes effective and dealings in the Enlarged Share Capital expected to commence on AIM	at or about 8.00 a.m. 28 July 2017
CREST stock accounts credited for Ordinary Shares in uncertificated form	28 July 2017
Despatch of definitive share certificates for Placing Shares (where applicable)	by 10 August 2017

### Notes

*Each of the times and dates in the above timetable is subject to change. All times are London times unless otherwise stated.*

## PLACING STATISTICS

Placing Price per Placing Share	161 pence
Number of Existing Ordinary Shares	117,647,054
Number of New Shares to be issued by the Company pursuant to the Placing	6,583,851
Number of Sale Shares to be sold by the Selling Shareholders pursuant to the Placing	57,176,469
Number of Ordinary Shares in issue immediately following Admission	124,230,905
Percentage of Enlarged Share Capital represented by Placing Shares	51.3 per cent.
Percentage of Enlarged Share Capital represented by New Shares	5.3 per cent.
Percentage of Enlarged Share Capital represented by Sale Shares	46.0 per cent.
Gross proceeds of the Placing	£102.7 million
Gross proceeds of the Placing receivable by the Company, before expenses	£10.6 million
Estimated net proceeds of the Placing receivable by the Company, after expenses	£9.4 million
Gross proceeds of the Placing receivable by the Selling Shareholders, before expenses	£92.1 million
Estimated net proceeds of the Placing receivable by the Selling Shareholders, after expenses	£89.8 million
Expected market capitalisation of the Company at the Placing Price immediately following Admission <sup>(1)</sup>	£200.0 million
TIDM	QUIZ
ISIN	JE00BZ00SF59
SEDOL	BZ00SF5
DESC	ORD GBP0
OPOL	XLON
Website	<a href="http://www.quizgroup.co.uk">www.quizgroup.co.uk</a>

### Notes

(1) *The market capitalisation of the Company at any given time will depend on the market price of the Ordinary Shares at that time. There can be no assurance that the market price of an Ordinary Share will equal or exceed the Placing Price.*

## DIRECTORS, OFFICERS AND ADVISERS

<b>Directors</b>	Tarak Ramzan ( <i>Chief Executive Officer</i> ) Gerard (Gerry) Sweeney ( <i>Chief Financial Officer</i> ) Sheraz Mohammed Ramzan ( <i>Chief Commercial Officer</i> ) Roger Thomas Mather ( <i>Independent Non-executive Director</i> )
<b>Proposed Directors</b>	Peter Alan Cowgill ( <i>Independent Non-executive Chairman</i> ) Charlotte Rose O’Sullivan ( <i>Independent Non-executive Director</i> )
<b>Company Secretary</b>	Gerard Sweeney
<b>Assistant Company Secretary</b>	Mourant Ozannes Secretaries (Jersey) Limited 22 Grenville Street St Helier Jersey Channel Islands JE4 8PX
<b>Registered Office</b>	22 Grenville Street St Helier Jersey Channel Islands JE4 8PX
<b>Principal Place of Business</b>	61 Hydepark Street Glasgow G3 8BW
<b>Website</b>	<a href="http://www.quizgroup.co.uk">www.quizgroup.co.uk</a>
<b>Financial Adviser, Nominated Adviser and Broker</b>	Panmure Gordon (UK) Limited One New Change London EC4M 9AF
<b>Reporting Accountants</b>	RSM Corporate Finance LLP 25 Farringdon Street London EC4A 4AB
<b>Auditors</b>	RSM UK Audit LLP Centenary House 69 Wellington Street Glasgow G2 6HG
<b>Legal counsel to the Company as to Scottish and English Law</b>	Maclay Murray & Spens LLP Quartermile One 15 Lauriston Place Edinburgh EH3 9EP
<b>Legal counsel to the Company as to Jersey Law</b>	Mourant Ozannes LP 22 Grenville Street St Helier Jersey Channel Islands JE4 8PX

**Legal counsel to the  
Nominated Adviser**

CMS Cameron McKenna Nabarro Olswang LLP  
Cannon Place  
78 Cannon Street  
London  
EC4N 6AF

**Financial Public Relations  
Adviser to the Company**

Hudson Sandler Limited  
29 Cloth Fair  
London  
EC1A 7NN

**Registrars**

Capita Registrars (Jersey) Limited  
12 Castle Street  
St Helier  
Jersey  
Channel Islands  
JE2 3RT

## DEFINITIONS

<b>"Admission"</b>	admission of the Enlarged Share Capital to trading on AIM becoming effective in accordance with the AIM Rules for Companies
<b>"AIM"</b>	AIM, a market operated by the London Stock Exchange
<b>"AIM Rules"</b>	the AIM Rules for Companies and AIM Rules for Nominated Advisers, as appropriate
<b>"AIM Rules for Companies"</b>	the rules for AIM companies published by the London Stock Exchange
<b>"AIM Rules for Nominated Advisers"</b>	the rules for nominated advisers to AIM companies published by the London Stock Exchange
<b>"Articles"</b>	the articles of association of the Company, a summary of which is set out in paragraph 4 of Part IV of this document
<b>"Board"</b>	the board of directors of the Company including the Directors and Proposed Directors
<b>"CAGR"</b>	compound annual growth rate
<b>"Companies Act"</b>	the Companies Act 2006 (as amended)
<b>"Companies Law"</b>	the Companies (Jersey) Law 1991 (as amended)
<b>"Company" or "QUIZ"</b>	QUIZ plc, a company incorporated in Jersey (registered number 123460) and having its registered office at 22 Grenville Street, St Helier, Jersey, Channel Islands, JE4 8PX
<b>"Corporate Governance Guidelines"</b>	the corporate governance guidelines for AIM companies published by the QCA in May 2013
<b>"CREST"</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland is the operator (as defined in the CREST Regulations)
<b>"CREST Regulations"</b>	the Companies (Uncertificated Securities) (Jersey) Order 1999 (as amended)
<b>"DC"</b>	the Group's distribution centre located at 2 Belgowan Street, Bellshill, near Glasgow
<b>"Directors"</b>	the directors of the Company from time to time
<b>"Disclosure and Transparency Rules" or "DTR"</b>	the disclosure rules and transparency rules made by the UKLA under Part VI of FSMA
<b>"EBITDA"</b>	earnings before interest, tax, depreciation and amortisation
<b>"Enlarged Share Capital"</b>	the Ordinary Shares in issue immediately following Admission and the Placing
<b>"equity securities" and "relevant securities"</b>	have the meanings given to them in the Articles
<b>"EUR" or "euro" or "€"</b>	lawful currency of the member states of the European Union that adopt the single currency in accordance with the EC Treaty
<b>"Euroclear UK &amp; Ireland"</b>	Euroclear UK & Ireland Limited
<b>"Existing Ordinary Shares"</b>	the 117,647,054 Ordinary Shares in issue at the date of this document
<b>"Existing Shareholders"</b>	the holders of the Existing Ordinary Shares, namely Tarak Ramzan, Nusrat Ramzan, Haris Ramzan, Sheraz Ramzan, Romana Ramzan,

	Omar Aziz, Fatima Aziz, Kasim Akram, Khalid Ramzan, Mussarat Ramzan and the Santh Family (PCT) Limited as trustee for The Santh Family Trust
<b>"FCA"</b>	the UK Financial Conduct Authority
<b>"FSMA"</b>	the United Kingdom Financial Services and Markets Act 2000 (as amended)
<b>"FY2015"</b>	financial year ended 31 March 2015
<b>"FY2016"</b>	financial year ended 31 March 2016
<b>"FY2017"</b>	financial year ended 31 March 2017
<b>"FY2018"</b>	financial year ending 31 March 2018
<b>"FY2019"</b>	financial year ending 31 March 2019
<b>"GBP", "sterling", "pence" or "£"</b>	lawful currency of the United Kingdom
<b>"Group" or "QUIZ"</b>	the Company and its subsidiaries
<b>"IFRS"</b>	International Financial Reporting Standards, as issued by the International Standards Accounting Board, as adopted by the European Commission for use in the European Union
<b>"Independent Non-executive Directors"</b>	Peter Cowgill, Roger Mather and Charlotte O'Sullivan
<b>"IP"</b>	intellectual property rights
<b>"ISIN"</b>	international security identification number
<b>"Jersey"</b>	the Bailiwick of Jersey
<b>"LFL"</b>	like-for-like
<b>"Lock-in Agreement"</b>	the lock-in agreement between the Company, Panmure Gordon and the Selling Shareholders, summary details of which are set out in paragraph 10.2 of Part IV of this document
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"New Shares"</b>	the 6,583,851 new Ordinary Shares to be issued by the Company pursuant to the Placing
<b>"Nominated Adviser" or "Nomad" or "Panmure Gordon"</b>	Panmure Gordon (UK) Limited, a company incorporated in England and Wales (registered number 4915201) and having its registered office at One New Change, London, EC4M 9AF
<b>"Nominated Adviser and Broker Agreement"</b>	the agreement between the Company and Panmure Gordon dated 28 July 2017 pursuant to which the Company has appointed Panmure Gordon to act as nominated adviser and broker to the Company for the purposes of the AIM Rules for Companies and for the purpose of making the application for Admission
<b>"Official List"</b>	the Official List of the UK Listing Authority
<b>"Options"</b>	rights to acquire (whether by subscription or market purchase) Ordinary Shares as described in paragraph 15 of Part IV of this document
<b>"Ordinary Shares"</b>	ordinary shares of £0.00305157649 each in the share capital of the Company which are for the purposes of this document (and certain calculations based on nominal value) referred to as ordinary shares of 0.3p each

<b>“Placees”</b>	those persons who have agreed to subscribe for and/or purchase (as relevant) the Placing Shares
<b>“Placing”</b>	the conditional placing of the Placing Shares at the Placing Price by Panmure Gordon pursuant to the Placing Agreement
<b>“Placing Agreement”</b>	the conditional agreement dated 20 July 2017 between the Company, the Board, the Selling Shareholders and Panmure Gordon relating to the Placing, summary details of which are set out in paragraph 10.1 of Part IV of this document
<b>“Placing Price”</b>	161 pence per Placing Share
<b>“Placing Shares”</b>	the New Shares and the Sale Shares
<b>“Prospectus Directive”</b>	the EU Prospectus Directive 2003/71/EC including any relevant measure in each member state of the European Economic Area that has implemented the directive
<b>“Prospectus Rules”</b>	the prospectus rules of the Financial Conduct Authority made under Part VI of the FSMA
<b>“QCA”</b>	the Quoted Companies Alliance
<b>“QUIZ Limited”</b>	the former name of the Company before re-registering as a public limited company
<b>“Register”</b>	register of members of the Company
<b>“Regulation S”</b>	Regulation S under the Securities Act
<b>“Related Party Leases”</b>	the leases pursuant to which the Group leases the DC at 2 Belgowan Street, Bellshill near Glasgow and the Group’s headquarters at 61 Hydepark Street, Glasgow described in paragraph 10.5 of Part IV of this document
<b>“Relationship Agreement”</b>	the relationship agreement dated 20 July 2017 made between the Company, Panmure Gordon and the Existing Shareholders described in paragraph 10.3 of Part IV of this document
<b>“Reorganisation”</b>	the reorganisation of the Group and the acquisition of Subsidiaries by the Company which was completed on 4 April 2017 and described in paragraphs 3.7 and 3.8 of Part IV of this document
<b>“RoI”</b>	Republic of Ireland
<b>“Sale Shares”</b>	the 57,176,469 Ordinary Shares to be sold by Selling Shareholders pursuant to the Placing
<b>“Selling Shareholders”</b>	those Existing Shareholders selling Ordinary Shares in connection with the Placing whose names and business addresses are set out in paragraph 7.1 of Part IV of this document
<b>“Share Exchange Agreements”</b>	the four share exchange agreements made between QUIZ Limited and each of the former shareholders of (i) Tarak Manufacturing Company Limited; (ii) Kast Retail Ltd; (iii) Tarak International Limited; and (iv) Shoar (Holdings) Limited as described in paragraph 3.7 of Part IV of this document
<b>“Shareholders”</b>	the holders of the Ordinary Shares from time to time
<b>“Share Plans”</b>	the CSOP and the ESOP (as such terms are defined in paragraph 15.1 of Part IV)
<b>“SKU”</b>	stock keeping unit

<b>“Subsidiaries”</b>	Kast Retail Limited, Tarak International Limited, Shoar (Holdings) Limited, Kast Services Limited, Tarak Retail Limited and Kast International Spain SL
<b>“subsidiary”</b>	as defined in Articles 2 and 2A of the Companies Law
<b>“Takeover Code”</b>	the City Code on Takeovers and Mergers published by the Takeover Panel
<b>“Takeover Panel”</b>	the Panel on Takeovers and Mergers
<b>“TIDM”</b>	tradable investment display mnemonic
<b>“UAE”</b>	United Arab Emirates
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“UK Listing Authority”</b>	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of FSMA and in the exercise of its functions in respect of admission to the Official List
<b>“uncertificated” or “in uncertificated form”</b>	recorded on the relevant register of Ordinary Shares 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
<b>“USA” or “United States”</b>	United States of America, each state of the United States and the District of Columbia, its territories and possessions
<b>“USD”, “US dollar” or “\$”</b>	lawful currency of the United States
<b>“US Securities Act”</b>	the US Securities Act of 1933, as amended
<b>“VAT”</b>	value added tax
<b>“Warrant Instrument”</b>	the warrant instrument entered into between the Company and Peter Cowgill (as described in paragraph 10.6 of Part IV of this document)

# PART I

## INFORMATION ON THE GROUP

### 1. Executive summary

QUIZ is an established and distinctive omni-channel and international own brand in the women's value fast fashion sector. The brand has a focus on occasion wear and dressy casual wear primarily for 16 to 35 year olds and offers clothing, footwear and accessories that empower fashion forward females to look glamorous and stand out from the crowd at value for money prices. The Group's omni-channel approach aims to provide customers with a high quality shopping experience online, through QUIZ's website and apps, or in store, through QUIZ's 73 standalone stores and 165 concessions in the UK and the RoI. The QUIZ brand is present in 19 countries through 65 international franchise stores, concessions and wholesale partners. The Group was founded in 1993, is headquartered in Glasgow, Scotland and employs over 1,350 people. The Company is registered in Jersey, Channel Islands.

The Group's revenues increased to £89.8 million in FY2017 with a CAGR of 21.0 per cent. between FY2015 to FY2017. From FY2015 to FY2017, the Group delivered EBITDA CAGR of 30.6 per cent. and EBITDA was £10.3 million in FY2017. Online and international channels are the Group's fastest growing channels with 42.0 per cent. and 64.2 per cent. CAGRs between FY2015 and FY2017, respectively.



\* Including £4.3 million of non-recurring revenue

From the 31 March 2017 financial year end to 31 May 2017, the Group experienced total revenue growth of approximately 37 per cent. compared to the previous year, with growth of approximately 118 per cent. in its online channel and 16 per cent. across its standalone stores and concessions in the UK and the RoI, LFL growth was 16 per cent., although management considers that this exceptional LFL growth rate will moderate over the course of this financial year.

The Board believes that the QUIZ brand's proposition is attractive to a broad range of women who like to dress-up for occasions including going-out on Saturday nights, racing days and more formal events such as weddings and proms, as well as taking eveningwear on holidays. The more casual range that the QUIZ brand offers is aimed at women who wish to dress up during the day and stand out from the crowd, whether out shopping, socialising or on holiday.

Recently, the Group has materially increased its investment in its supply chain, IT systems and stores, including opening a new 180,000 sq. ft. DC near Glasgow during 2016, to provide a strong platform to support future growth. The Board believes that the Group's systems and infrastructure help de-risk its business model by providing key insights and live data on product performance, allowing informed key buying decisions to be made quickly. Focusing on very short lead times, QUIZ's "test and repeat" supply chain is able to introduce new products to its stores and website within two to four weeks from the point of order, and reorder successful lines quickly. The Group believes it has one of the fastest supply chains in the UK fashion industry, which is also a key strength of the business.

QUIZ has a clear strategy for continued growth:

- **Online:** take advantage of extensive online potential by increasing marketing activity, opening international websites, partnering with third party platforms, broadening the product range and introducing new product categories, as well as developing and improving the existing mobile channel;
- **International:** the Group has an internationally scalable business model with multiple routes to market. QUIZ's 24-month plan includes opening international websites in Spain, USA and Australia, standalone stores in Spain, concessions in Cyprus, the United States and Central America, as well as further expansion in the Middle East and the Far East, including China;
- **UK stores:** targeting the opening of approximately 20 new stores in the United Kingdom in the next 24 months subject to the Group's strict return-on-investment criteria; and
- **UK concessions:** targeting the opening of approximately 20 new concessions in the United Kingdom in the next 24 months subject to the Group's strict return-on-investment criteria.

The Board believes that Admission and a new money raise of £10.6 million will help to accelerate QUIZ's continued growth and achieve the management's vision of building QUIZ into a global omni-channel brand. It will also allow the Existing Shareholders to realise part of their investment and provide adequate free-float after Admission.

## 2. History and background

- 1981 QUIZ's founder, Tarak Ramzan, takes over his family clothing manufacturing business
- 1993 Tarak Ramzan founds QUIZ and the first three standalone stores open in Glasgow, Scotland
- 1995 Omar Aziz, current Retail Operations Director, joins the business
- 2003 Sheraz Ramzan, current Chief Commercial Officer, joins the business
- 2007 First international franchise store opens in Saudi Arabia
- 2009 Tarak Clothing Co. Limited, a company holding the business and assets of QUIZ standalone stores, enters into administration leading to the Group restructuring the cost-base of its leased property portfolio as described in paragraph 8.3 of Part IV of this document
- 2009 QUIZ starts to formulate and implement a differentiated product strategy
- 2009 Aurora, a high-end e-commerce platform, launches
- 2011 Debenhams partnership commences and first QUIZ-branded shop-in-shop concession opens
- 2012 QUIZ brand now sold in 100 outlets worldwide
- Supply chain further refined by working directly with factories in the Far East
- 2012 Award-winning enterprise resource planning/point-of-sale system, Cegid, implemented
- 2012 First third party online partnership launches with Debenhams
- 2015 First QUIZ standalone store outside the UK, in the Rol, opens
- 2015 New 180,000 sq.ft. DC opens near Glasgow
- 2016 Tailored warehouse management system software goes live at DC
- 2016 QUIZ e-commerce website relaunches
- 2017 Launch online of QUIZ CURVE and BRIDAL
- 2017 Zalando partnership launches with QUIZ products sold into mainland Europe

### 3. Key investment strengths

The Board believes that the Group's key investment strengths can be summarised as follows:

#### 3.1 ***Established and distinct brand proposition in an attractive growing market***

QUIZ is an established fast fashion brand with a distinctive selling proposition offering quality and value for money women's own brand occasion wear and dressy casual wear that is relevant to a wide age group. The Group's omni-channel approach aims to provide customers with a seamless shopping experience online, through QUIZ's website and apps, or in store, through QUIZ's 73 standalone stores and 165 concessions in the UK and the RoI. The QUIZ brand is present in 19 countries through 65 international franchise stores, concessions and wholesale partners.

#### 3.2 ***The Group is growing rapidly in the UK and international markets***

Group revenues increased to £89.8 million in FY2017 with a CAGR of 21.0 per cent. between FY2015 to FY2017. From FY2015 to FY2017, the Group delivered EBITDA CAGR of 30.6 per cent. and EBITDA was £10.3 million in FY2017. Online and international channels are the Group's fastest growing channels with 42.0 per cent. and 64.2 per cent. CAGRs between FY2015 and FY2017, respectively.

From the 31 March 2017 financial year end to 31 May 2017, the Group experienced total revenue growth of approximately 37 per cent. compared to the previous year, with growth of approximately 118 per cent. in its online channel and 16 per cent. LFL growth across its standalone stores and concessions in the UK and the RoI. In June 2017 to date, the online channel has experienced exceptionally strong performance, with growth accelerating further.

#### 3.3 ***Proven infrastructure and "test and repeat" fast fashion supply chain***

Recently, the Group has materially increased its investment in its supply chain, IT systems and stores, including opening a new 180,000 sq. ft. DC in Glasgow during 2016, to provide a strong platform to support future growth. The Board believes that the Group's systems and infrastructure help de-risk its business model by providing key insights and live data on product performance, allowing informed key buying decisions to be made quickly.

Focusing on very short lead times, QUIZ's "test and repeat" supply chain is able to introduce new products to its stores and website within weeks of identifying trends, and reorder successful lines quickly. The Group believes it has a fast fashion supply chain, which is also a key strength of the business, harnessing the speed and flexibility of the pure-play operators via an omni-channel model.

#### 3.4 ***Clear growth strategy for continued growth – online and international***

The Group's online revenue represented 13.2 per cent. of total revenue in FY2017 and growth of 51.3 per cent. year-on-year in FY2017.

The Group has identified numerous opportunities to accelerate online growth by increased marketing spend in digital and social media, international language websites, third party platforms (for example, Zalando launched in May 2017) broadening product ranges and introducing new categories (for example BRIDAL and CURVE ranges launched in 2017), and developing and improving existing mobile channels. QUIZ also plans to launch websites internationally tailored for each country's market, and in foreign languages where necessary, in Europe, Australia, and the United States, as well as collaborating with third party online platforms.

The Group's international revenue represented 18.0 per cent. of total revenue in, and growth of 87.0 per cent. year-on-year in, FY2017, excluding non-recurring revenue.

Over the last 10 years, QUIZ has developed strong relationships with its international partners and its products are currently sold in 19 countries worldwide through 65 international franchise stores, concessions and wholesale partners. The Group has operated in the Republic of Ireland via concessions since 2010 and opened its first standalone store there in 2015. The Group currently has 6 standalone stores and 19 concessions there. In the summer of 2017, QUIZ is planning to enter mainland Europe via a combination of a Spanish e-commerce store and its first three standalone stores around Madrid, Spain and plans to open three to four further stores in Spain in FY2017.

The Board believes that the flexible product range, the internationally scalable business model and choice of routes-to-market offer a significant opportunity to QUIZ to expand internationally. In the near and medium term, the Company plans to launch QUIZ branded concessions in Cyprus, the United States and Central America, as well as further expansion in the Middle East and the Far East, including China.

#### **4. Market and competition**

##### **4.1 Retail market and consumer dynamics**

The global clothing and footwear retail market is currently worth \$1.5 trillion per annum and is forecast to surpass \$1.9 trillion per annum by 2020 according to Verdict<sup>1</sup>. Emerging markets will provide impetus with growing middle-income populations and increased fashion awareness according to Verdict.

The UK value clothing market is still dominated by the predominantly store-orientated retailer Primark, which commanded 19.8 per cent. of market share in 2016<sup>1</sup>. Grocers like Asda, Tesco and Sainsbury's are also strong clothing retailers, with a combined market share of 28.8 per cent. in 2016<sup>1</sup>.

Emerging fashion retail players, such as boohoo.com and Missguided, are threatening the traditional retailers and are growing market share every year. Specialist retailers are set to achieve the fastest growth in the coming five years forecast at 24.5 per cent over that period<sup>1</sup>.

Younger shoppers typically remain more brand disloyal than their older counterparts<sup>1</sup>. With less disposable income, 16 to 35 year olds enjoy the breadth of choice on offer and retailers must work to enhance customer engagement and tailor promotions and content to the individual<sup>1</sup>. Typically, this is achieved through tracking a customer's online purchases using their e-mail address as a profile tag and sending out customised promotional materials in order to maximise the demand-pull for the retailer's products.

Consumers are attracted to competitive price points, regular refresh of products, heavy social media interaction and niche category expansion. New retailers such as boohoo.com and Missguided are challenging current market dominance by household names such as Marks & Spencer as they offer a niche alternative and are building their brand appeal<sup>1</sup>. The Board believes that QUIZ like boohoo.com and Missguided is also challenging the existing retail players, but is also able to provide its customers with a multitude of channels through which to access its products, whereas pure play retailers have only one point of contact with their customers (online).

##### **4.2 UK value and womenswear clothing market**

QUIZ operates in the UK womenswear and value clothing markets. In 2016, the total size of the UK value clothing market was £13.8 billion, or 4.3 per cent. of total UK retail spending<sup>1</sup>. Womenswear made up the majority of the UK value clothing market with a 53.3 per cent. share of the sector<sup>1</sup>. Womenswear is set to grow 24.9 per cent. to £9.2 billion in 2021 according to Verdict, and over half (58.2 per cent.) of UK women surveyed shopped the value sector over the last 12 months<sup>1</sup>.

QUIZ's target age range, 16 to 35 year olds, spent £8.0 billion on womenswear in 2016 at an average spend per head of between £973 and £1,025<sup>1</sup>.

Intense competition in the womenswear market means that retailers who differentiate their product offering and combine this with more precise customer targeting are able to capture more of the market<sup>1</sup>.

The purchase location preference for womenswear shoppers emphasises the value of retailers using an omni-channel model, with 46.2 per cent. of Verdict survey respondents visiting an indoor shopping centre, 44.1 per cent. accessing retailers online and nearly a third (31.0 per cent.) visiting a major city high street<sup>1</sup>. Although some pure play online retailers are very successful, they can miss footfall from physical stores. Stores remain highly influential in the retail sector with 80 per cent. of 16 to 35 year olds' spend made via physical stores<sup>1</sup>.

##### **4.3 UK online market**

Verdict predicts that online clothing and footwear sales in the UK will take up 32.2 per cent. of the total market by 2021, up from 22.5 per cent. in 2016<sup>1</sup>.

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<sup>1</sup> "Global Clothing and Footwear Retailing 2015-2020", Verdict with Conlumino, Verdict Sector Series, August 2016

Online womenswear was worth £6.0 billion in the UK in 2016, which was 25 per cent. of all womenswear spend<sup>1</sup>. This figure is projected to grow to £9.5 billion by 2021<sup>1</sup>. Growth online in the UK is driven by frequent newness, convenient delivery methods, personalised promotions and online exclusives.

Online is a significant portion of the UK clothing market and is set to grow its share moving forward<sup>1</sup>. Having an online presence has provided clothing retailers with new avenues to connect with consumers and market their products. It has also enabled retailers to tailor their offering to the individual customer.

The highest users of online services are 16 to 24 year old customers with 88.2 per cent. participation, and over three-quarters (80.3 per cent.) of value shoppers purchased value clothing using online service in 2016<sup>1</sup>. As confidence and ease of online shopping increases, online spend per head is anticipated to rise by £130 from 2016 to £475 in 2021 as shoppers increase both the frequency and value of their purchases<sup>1</sup>. QUIZ is aiming to capture this increase through its own UK website, app and third party online partners.

Within online, there has been an increasing shift to consumers using mobile devices to shop. 68.6 per cent. of 16 to 24 year olds bought via a mobile in 2015, up from 63.0 per cent. in 2014<sup>1</sup>. In the period since the start of this year, 72 per cent. of website sessions for boohoo.com were via mobile and tablet<sup>1</sup>. Retailers have responded to this by designing a user-friendly shopping experience through their mobile websites, or designing their own standalone app, as ASOS, boohoo.com, Missguided and Pretty Little Thing have done. QUIZ also has seen an increase in use on its standalone mobile and tablet apps. From FY2015 to FY2017, QUIZ's mobile app traffic CAGR was 51.0 per cent. and represented 65.8 per cent. of total online traffic in FY2017. The Group is planning to invest further, with a new app set to launch in summer 2017, to help to improve its conversion rates.

#### 4.4 **International fast fashion environment**

Fast fashion is being driven by the advent of and subsequent rapid increase in social media users. Celebrities and fashion brands are followed by vast numbers of users and are able to influence fashion trends through their social media posts. Social media profiles on Instagram, Facebook and Twitter transcend national borders and time zone barriers, enabling access to the latest fashion trends through an internet connection and a profile.

Over half of female shoppers state that they are influenced by their friends' fashion<sup>1</sup>. As consumers share their activities with their cohorts on social media through photos and videos, demand for new products increases. Furthermore, social media has added to an increasing culture amongst users where they avoid being photographed in the same outfit twice, thus increasing the turnover of their wardrobes and the frequency of their shopping trips, whether to physical stores or online<sup>2</sup>.

In order to keep up with fast fashion, 59.2 per cent. of respondents of a Verdict survey 'Agreed' or 'Strongly Agreed' with the statement 'I look for cheaper products when buying into short-term trends'. This increased to 66.4 per cent. of all women, and between 66.6 per cent. and 72.2 per cent. of 16 to 35 year olds<sup>1</sup>. For retailers, this illustrates the importance of being able to turnaround new products from the catwalk to shops and online rapidly in order to capitalise on these short-term trends. The Board believes QUIZ has a very fast and responsive supply chain and an adaptable product range at value prices to suit this customer demand.

The Board believes that opportunities are arising in emerging markets such as India and the Far East, which are seeing increased growth due to larger middle classes and the ability to access fashion trends through the internet<sup>1</sup>, which QUIZ is seeking to capitalise on as it expands internationally as it expands further in the Far East.

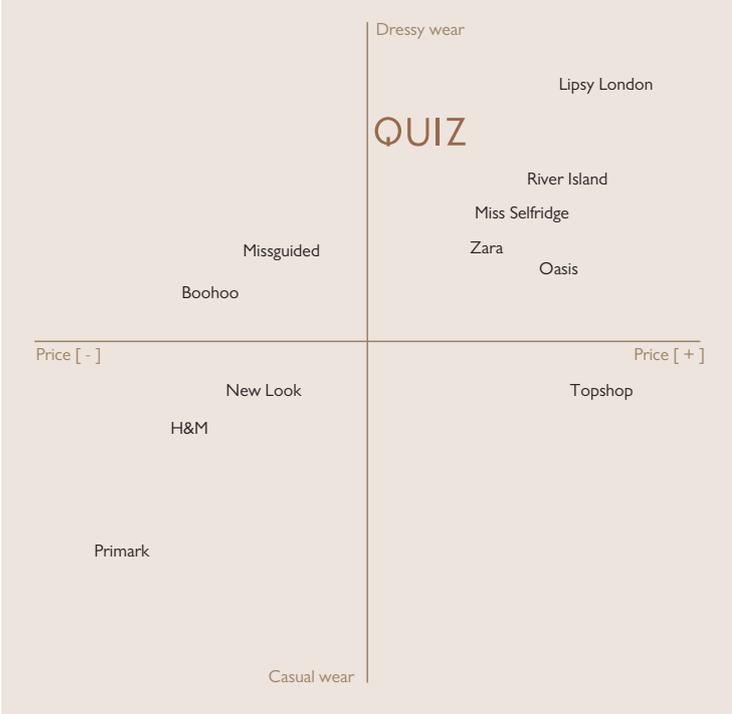
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1 "Global Clothing and Footwear Retailing 2015-2020", Verdict with Conlumino, Verdict Sector Series, August 2016

2 "Are you guilty of wearing things just once?", The Telegraph, 14 June 2015

4.5 **Market positioning and peer group**

The matrix below illustrates the Board’s perception of QUIZ’s market position against its peers group with regard to ‘dressy’ or ‘casual’ wear and price. Within the UK clothing market, brands can be broadly located between two axes, one being a scale of the formality of clothing, the other being price. The overall UK clothing market is a competitive space with many high street casual brands targeting the same customer demographics.



The Board believes that QUIZ’s peer group in terms of its fast fashion product offering primarily targeting 16 to 35 year old women are principally UK online pure play companies such as Boohoo, ASOS and Missguided and in terms of its omni-channel business model, high street retailers such as Zara, River Island and Topshop. QUIZ’s occasion wear product offering has crossover with Lipsy and Coast, but the Board believes, QUIZ’s offering has a different style and offers better value for money.

The below chart shows what the Board considers to be QUIZ’s five peers in its three key segments:

<i>Occasion wear</i>	<i>Dressy casual</i>	<i>Footwear</i>
Coast	Zara	Dune
Boohoo	Boohoo	Boohoo
Missguided	River Island	River Island
Lipsy	Missguided	Missguided
ASOS	Topshop	ASOS

The Board believes that QUIZ has developed a strong product proposition in a niche fast fashion occasion wear and dressy casual market and has a competitive position in both the UK and international markets.

5. **Business operations overview**

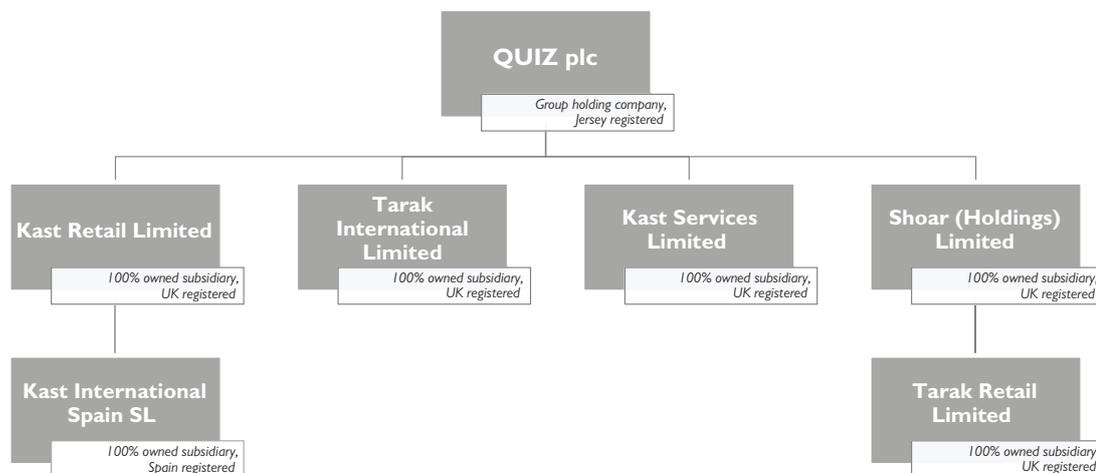
5.1 **Corporate structure**

QUIZ plc was incorporated and registered in Jersey on 22 March 2017 as the new holding company for the Group with Kast Retail Ltd, Tarak International Limited, Shoar (Holdings) Limited and Kast Services Limited as its 100 per cent. subsidiaries. Tarak Retail Limited, registered in the UK, is a 100 per cent. subsidiary of Shoar (Holdings) Limited. Kast International Spain SL, registered in Spain, is a 100 per cent. subsidiary of Kast Retail Ltd.

Kast Retail Ltd, Tarak International Limited and Shoar (Holdings) Limited became Subsidiaries of the Company following the completion of each of the Share Exchange Agreements which were executed on 5 April 2017, as described in paragraph 3.7.2 to 3.7.4 of Part IV of this document. Kast Services Limited

became a subsidiary of the Company with effect from its incorporation on 23 March 2017. The Subsidiaries are registered in the United Kingdom save for Kast International Spain SL, which is registered in Spain.

The Group structure is represented in the chart below:



Kast Retail Ltd is the operating company of the Group which holds the assets and associated revenue streams relating to the Group's standalone stores, including standalone stores in the Rol. Tarak International Limited is the operating company of the Group which holds the assets and associated revenue streams in relation to the Group's online and international business activities, excluding the standalone stores in the Rol. Kast Services Limited is a holding company for the Group's intellectual property assets. Shoar (Holdings) Limited is a holding company for Tarak Retail Limited, which is the operating company of the Group which holds the assets and associated revenue streams in relation to the Group's concessions in the United Kingdom. Kast International Spain SL is a recently incorporated company and holds the assets and associated revenue streams in relation to the Group's business activities in Spain.

## 5.2 **Property**

In addition to its store leases, the Group leases under the Related Party Leases, its new Glasgow DC located in Belgowan Street, Bellshill near Glasgow and head office located in Hydepark Street, Glasgow. The landlord of the DC is Big Blue Concepts Limited and the landlord of the head office is Tarak Manufacturing Company Limited; both companies are outside the Group structure but owned by some of the Existing Shareholders, who are deemed a related party.

Summaries of each of these Related Party Leases are set out at paragraph 10.5.1 and 10.5.2 of Part IV of this document.

The Independent Non-executive Directors of the Company, having received independent legal advice and independent commercial real estate advice, are satisfied that, in their opinion, the Related Party Leases reflect arms' length legal and commercial terms.

## 5.3 **International brand with clear and distinct focus**

QUIZ is focused on its distinct selling proposition that is integral to the Group's values and operations. The QUIZ brand offers glamorous and fashionable occasion wear and dressy casual wear at value for money prices primarily targeting 16 to 35 year old women.

The Board believes that the QUIZ brand's proposition is attractive to a broad range of women who like to dress-up for occasions including going-out on Saturday nights, racing days and more formal events such as weddings and proms, as well as taking eveningwear on holidays. The more casual range that the QUIZ brand offers is aimed at women who wish to dress up during the day and stand out from the crowd whether out shopping, socialising or on holiday.

The price point at which the Group's products are sold is also important for the QUIZ brand. The Group's aim is to provide not the cheapest product on the market, but one which is good quality and great value for its customers.

The Board believes that the QUIZ brand is also internationally marketable and the Group has seen strong demand for the QUIZ offering internationally through its franchise stores, concessions, online partners and wholesale partners, as well as international orders directly from its UK website.

#### 5.4 ***Product offering to capture and maximise customer spend***

The Company has a flexible and complementary QUIZ branded product range of clothing, footwear and accessories, including bags and jewellery. The product mix is dominated by dresses, tops, bottom and skirts due to QUIZ's dressy brand proposition, but adapts to trends and customer demand.

QUIZ introduces new products each week as trends emerge throughout the season and then rapidly reacts to customer demand whilst in season in order to give the customer more of what they want. With QUIZ's fast fashion supply times, QUIZ aims to deliver product to the customers when they want via the channel they want. QUIZ's fast fashion model, whilst not following a traditional product range approach, allows its stores, concessions and own website to receive new products every working day of the week to ensure that its product offering is fresh and that its customers have access to the latest catwalk and social media trends irrespective of seasons.

QUIZ's product offering is divided into two key areas: "occasion wear" and "dressy casual".

QUIZ's occasion wear range provides maxi and mini dresses, matching tops and bottoms, and footwear, bags and other accessories that are designed to complement a particular outfit. QUIZ's clothing offering is complemented with shoes with bags often made of the same material and with matching designs to complete the outfit. The Group aims to offer its occasion wear range for events such as proms, balls, race days and weddings.

QUIZ's dressy casual range is designed to provide the latest on-trend clothes, shoes, bags and accessories that have a glamorous edge. The product range usually includes denim, playsuits, shirts, tops and skirts. QUIZ also provides a range of outerwear such as faux fur jackets, parkas and biker jackets or whatever the latest trend dictates.

The Company launched its dedicated BRIDAL collection in May 2017 exclusively on its website and offering a selection of bridal dresses, shoes, bags and jewellery. The Company launched its CURVE Collection in April 2017 consisting of plus-size clothes from sizes 18 to 28 ranging from dresses to jumpsuits, jackets and tops. This collection consists of QUIZ's occasion wear and dressy casual main collection in larger sizes with alterations to some of the styles, and exclusive CURVE items.

The below images illustrate a selection of QUIZ's bestsellers (by cash sales) across its channels in FY2016 and FY2017:



The below table illustrates the percentage revenue mix and price ranges available in FY2017 for each product category:

	<i>% of FY2017 revenue</i>	<i>Price range</i>
Dresses and skirts	44%	from £12.99 – £99.99
Blouses and tops	22%	from £4.99 – £29.99
Outerwear and knit	10%	from £19.99 – £79.99
Footwear	8%	from £14.99 – £49.99
Playsuits	6%	from £17.99 – £44.99
Accessories	5%	from £7.99 – £34.99
Jeans and bottoms	3%	from £6.99 – £34.99
Jewellery	2%	from £2.99 – £16.99

## 5.5 ***Omni-channel business model***

QUIZ has multiple and complementary routes to market that include its own e-commerce website, and mobile and tablet apps; international operations through concessions, franchisees and online partners; and physical standalone stores and concessions in the UK and the RoI.

The Board believes QUIZ's omni-channel route to market is well suited to its fast fashion supply chain. The omni-channel model also enables QUIZ to offer a more integrated shopping experience with the ability to offer customers "click and collect" fulfilment as well as functionality to buy online when in store, which is currently being rolled out.

### *Online*

Since the Company launched its own e-commerce website in 2009, [www.quizclothing.co.uk](http://www.quizclothing.co.uk), the revenue from the online channel has experienced very strong growth. In the past three years, online revenue has grown from £5.9 million and 9.6 per cent. of total Group revenue in FY2015 to £11.9 million and 13.2 per cent. of total Group revenue in FY2017, which represents a two year CAGR of 42.0 per cent.

The Group's online channel currently consists of a country dedicated UK e-commerce website, and the mobile and tablet apps that were both launched in December 2012. More recently, the Group has begun collaborating with its existing concession partners and third party online retail platforms, such as Zalando, to increase its online presence and capture more customers.

The Group's e-commerce website key metrics are illustrated below:

	<i>FY2015</i>	<i>FY2016</i>	<i>FY2017</i>
	<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>
Website traffic	2.5m	2.3m	2.5m
Mobile traffic	3.5m	5.0m	8.0m
Tablet traffic	1.6m	1.6m	1.6m
<b>Total Traffic</b>	<b>7.6m</b>	<b>8.9m</b>	<b>12.1m</b>
Conversion ratio	1.5	1.7	2.1
Average order value	£42.95	£42.83	£46.58
Units per transaction	1.9	1.9	1.9
Return rates	29%	32%	36%

QUIZ e-commerce website traffic growth has accelerated in FY2016 and FY2017 primarily driven by mobile traffic. The website was re-launched in FY2016, improving the conversion ratio from 1.7 to 2.1.

The delivery options are competitive with the Company's UK peers' offering two day standard delivery for £3.95 and next day delivery for £5.50 with the cut off order time of 5pm. QUIZ also offers free "click and collect" to its standalone stores as well as through Collect+. The QUIZ UK website also offers international delivery to 229 countries with delivery times between 3 to 10 days and cost from £5.95 to £10.50. Customers can also benefit from free shipping if their order totals over £60.

QUIZ products are retailed through the Debenhams online website operating on a "drop ship" model with the Group fulfilling the orders directly to the Debenhams customers from its DC using Debenhams packaging. QUIZ operates on a "consignment" model with its other online third party partners such as

House of Fraser, Lipsy (Next), M&Co and Dorothy Perkins whereby the product is held and distributed by the third party partner.

More recently, QUIZ began working with online retail platforms to reach a wider customer base internationally. The Group products are sold through the Amazon website internationally on a wholesale basis. In May 2017, QUIZ products were launched on Zalando, a European online platform on a “drop shop” model giving the Group access to more markets such as Germany and other European countries. QUIZ also has a smaller online presence outside of Europe, having collaborated with online retailers such as Namshi and Sivvi in UAE and Myntra in India with more partners in the pipeline.

#### *International*

The international segment of QUIZ’s business includes all business activities that the Group conducts outside the UK, including the RoI. QUIZ products are currently sold in 18 other countries globally (including RoI) through 65 outlets and a variety of routes to market, including own stores, concessions, franchise and wholesale partners. The revenue from international operations in FY2017 was £16.1 million representing approximately 18.9 per cent. of total Group revenue and year-on-year growth of 87.0 per cent. (excluding non-recurring revenue).

The Board believes that QUIZ’s product offering and flexible supply chain has enabled it to expand internationally over the past 10 years, becoming a fashion brand destination in many countries across the world. The international product mix is tailored to local demand and consists of approximately 80 per cent. of the core UK product range and 20 per cent. of special product designed specifically for the local market. Overall, the international products are more skewed towards occasion wear rather than dressy casual, but this depends on the location of the particular outlet. QUIZ’s flexible supply chain with the ability to run smaller product orders cost effectively and pro-active merchandising of stock allows QUIZ to meet the varied demands of its international customers.

QUIZ’s international expansion strategy has been demand-led for its occasion wear and dressy casual product offering and centred on low initial capital outlay to minimise risk. The Group first entered the international market in 2007 by opening franchise stores in Saudi Arabia and Dubai, UAE. Following this initial success, QUIZ expanded its franchisee network and entered other adjacent markets such as Egypt, Morocco, Jordan, Dubai, Bahrain and Qatar where the appetite for the product offering was similar to that of Saudi Arabia and Dubai and allowed QUIZ to build on its existing experience. In 2015, having gained sufficient scale in some of its territories, the Group began shifting its international business model from franchise to “consignment” arrangements to ensure greater management of stock. This has allowed QUIZ to grow sales and to retain a higher share of the revenues generated. QUIZ currently trades in 19 countries through wholesale arrangements and 3 countries through consignment arrangements. The Group’s largest international partner is the Alhokair Group with 35 franchise QUIZ outlets.

In 2015, the Group opened its first standalone store outside the United Kingdom in the RoI, where it now has six standalone stores. QUIZ also has 19 concessions in the RoI with partners including Shaws and Debenhams.

In 2016, the Group extended its operations to mainland Europe with one of its existing Middle Eastern third party partners on a wholesale basis in Spain. Following the positive reaction to the QUIZ brand in Spain, QUIZ is planning to further expand into Spain via a combination of a local language website as well as standalone stores in the Madrid area in 2017.

QUIZ also operates internationally on a wholesale basis, selling to third party partners that include the Amazon website and Robinsons Department Store in Kuala Lumpur, Malaysia and Singapore.

#### *UK standalone stores*

The Group has a flexible and growing standalone QUIZ-branded store portfolio in the United Kingdom consisting of 67 stores. The revenue from standalone UK stores in FY2017 was £33.3 million representing approximately 37.1 per cent. of total Group revenue and year-on-year growth of 5.1 per cent. The standalone store revenue is highly diversified with no single store representing more than 4.1 per cent. of FY2017 UK standalone store revenue.

The majority of the Group’s standalone stores are located in large central city shopping centres and major out-of-town shopping destinations. Two of the standalone stores are also located on busy town high streets.

The standalone store locations in the United Kingdom as at 31 March 2017 are shown in the table below.

<i>UK location</i>	<i>Number of stores</i>	<i>Total selling space</i>
Scotland	21	28,324 sq. ft.
London and South East	12	17,508 sq. ft.
North East	10	16,305 sq. ft.
Northern Ireland	7	9,087 sq. ft.
North West	6	7,883 sq. ft.
Wales and West Midlands	5	6,792 sq. ft.
South West	3	4,597 sq. ft.
East Midlands	3	4,075 sq. ft.
<b>Total</b>	<b>67</b>	<b>77,063 sq. ft.</b>

The Group has a focused UK store roll-out strategy with a strict return-on-investment criteria targeting a capital return within 24 months. A typical QUIZ store is approximately 1,600 to 2,400 sq. ft. and costs approximately £150,000 to fit out. The Group is able to maximise its selling store space and have only a small storage area at the back of the store due to its fast fashion operating model, which allows new stock or repeat orders to be in store from the Glasgow DC next working day. The Board estimates that Group's standalone store sales densities range from approximately £350 to £700 per sq. ft.

The Group's standalone store leases are typically five years to ensure its store estate's flexibility. If QUIZ does opt to take a longer lease on a store, there will typically be a break clause around five years from the point at which the lease is entered into to maintain flexibility. The existing store portfolio has a weighted average lease term of 2.5 years. QUIZ targets a strict return on investment criteria and requires landlord incentives before committing to a longer term lease (for example rent free for a term or a cash contribution to fit-out costs) when opening a standalone store, a capital return within 24 months and a contribution threshold of approximately £50,000. The Group from time to time agrees to rental terms which include turnover rents, and in leases longer than five years there will typically be a rent review in year five, which in some cases will be an upwards-only review.

QUIZ has a dedicated team within its management structure headed by Omar Aziz, the Group's Retail Operations Director, that actively monitor the portfolio to ensure that stores make a positive contribution to the Group, as well as assessing new sites. Of the existing 67 standalone stores, only five are not making a positive contribution. The Board believes that of these five standalone stores, three should become profitable after new agreed lease terms come into force this financial year, and the other two standalone stores, of which both leases come to an end in FY2018, are actively being managed to improve their financial performance. The standalone store revenue is highly diversified with no single store representing more than 4 per cent. of FY2017 UK standalone revenue.

In FY2015, QUIZ opened one and closed one standalone store; in FY2016, QUIZ opened seven and closed nil standalone stores; and in FY2017, QUIZ opened six and closed three standalone stores.

The QUIZ standalone store ethos is a boutique-style concept with highly visible QUIZ logos, spotlights and chandeliers. Some newer stores have screens displaying the latest QUIZ collections, iPads and digital kiosks that allow customers to buy from the entire range as well as plush changing rooms with velvet curtains. The floor space in standalone stores, depending on shape and size of each store, are typically arranged in three major areas according to its merchandising guidelines. The majority of store space is split into two clothing areas – one for occasion wear and one for dressy casual clothing. The smaller section at the back houses footwear on bright shelving displays. The accessories are displayed around the floor space next to the matching clothing items. The products on sale or end-of-line items are located on a couple of rails at the back of the store. The Board believes that the Group's trained store staff are key contributors to giving customers a great experience whilst shopping, which is something that cannot be replicated online.

QUIZ standalone store environment is illustrated below:



The Board believes that the standalone stores are an integral part of QUIZ's channel to market and play an important part in its omni-channel business model. The QUIZ standalone stores allow its customers to experience the brand and the products by trying items on to ensure good fit and engage with the Group's sales staff. The standalone stores allow instant fulfilment to the customer from the products located in store, as well as "click and collect" services. The Company's "click and collect" services have grown from 15 per cent. of online orders in FY2015 to 23 per cent. in FY2017. In some of the standalone stores, staff are also equipped with iPads (currently being rolled out through the store estate) and digital kiosks with payment terminals that allow the customers to order additional products (different colour or size, for example) for collection at the store. Furthermore, the introduction of digital kiosks will allow customers to browse the website, and therefore the full product range, instore.

#### *UK concessions*

QUIZ had 148 concessions in the United Kingdom as at 31 March 2017 with Debenhams, House of Fraser, Arcadia, Shaws, Tempest and others. The revenue from UK concessions in FY2017 was £24.1 million representing approximately 26.9 per cent. of total Group revenue and year-on-year growth of 14.2 per cent.

The Group has 101 concessions with Debenhams, 11 concessions with House of Fraser and 36 other concessions. The Group's revenue generated from Debenhams concessions in the UK in FY2017 amounted to approximately 76 per cent. of the total concession revenue in the UK. The concession revenue is also highly diversified with no single concession representing more than 2.5 per cent. of FY2017 UK concession revenue.

QUIZ's concession model with Debenhams and House of Fraser in the United Kingdom is on a "shop-in-shop" basis with the Company providing the QUIZ branded fit-out and its own trained staff, consistent with its standalone stores. In return, these concession partners receive a commission rate as a percentage of sale at source. The product mix in concessions is season, trend and partner specific. QUIZ's flexibility enables the product mix to vary based on local demand.

QUIZ also has 36 concessions with 11 other partners, including Arcadia's Outfit and M&Co based on "shop-in-shop", consignment and other distribution models in the United Kingdom.

QUIZ concession environment is illustrated below:



QUIZ opened its first concession in Debenhams in 2011 and House of Fraser in 2015. A typical concession floor area is approximately 550 to 650 sq. ft. and costs on average of £20,000 to fit out. QUIZ targets

strict return-on-investment criteria when opening a “shop-in-shop” concession store of a capital return within 12 months and a contribution threshold of £20,000.

The concession locations in the United Kingdom 31 March 2017 are shown in the table below.

<i>UK location</i>	<i>Number of concessions</i>	<i>Total selling space</i>
London and South East	54	33,574 sq. ft.
Wales and West Midlands	21	12,020 sq. ft.
North East	17	10,402 sq. ft.
North West	16	8,476 sq. ft.
South West	15	9,241 sq. ft.
Northern Ireland	11	8,539 sq. ft.
Scotland	7	4,335 sq. ft.
East Midlands	7	3,785 sq. ft.
<b>Total</b>	<b>148</b>	<b>90,372 sq. ft.</b>

The Board believes that the Group has a flexible and cash generative concession portfolio, which plays an important role in its omni-channel route to market strategy. The concessions within leading UK department stores such as Debenhams and House of Fraser have a differentiated product mix and reach a different demographic compared to the Group’s standalone stores.

## 5.6 **Customers and marketing**

The QUIZ brand aims to address the social media-influenced behavioural shift of its customers by creating quality clothes that aim to empower women to feel glamorous and look great on social media. With a fast fashion supply chain, QUIZ can respond to changing celebrity styles and social media “influencers” often within two to four weeks from the point of order. The Board believes that QUIZ’s fast fashion business model is able to quickly respond to social media’s requirement for new and fresh content, hence increasing activity on social media is central to the Group’s marketing strategy going forward.

QUIZ has a strong and growing social media following. From June 2016 to June 2017, the brand’s Instagram following grew by 193 per cent. to 217,000 followers. On Facebook, in the year from 28 June 2016, the audience (the number of people who have followed the QUIZ Facebook page) grew by 47 per cent. to 476,199, while engagement (measured by the number of shares, ‘likes’ and comments on the QUIZ Facebook page) increased 257 per cent.

*Pictures of bloggers dressed in QUIZ in Ibiza, Summer 2017*



In a consumer poll commissioned by the Group in May 2017, which surveyed 1,197 UK women aged 18 to 34, approximately 56 per cent. of respondents had heard of the QUIZ brand. This figure was higher at approximately 62 per cent. in Scotland where the Group has a greater presence in physical standalone stores and concessions. The phrases that most commonly came to mind when they thought of QUIZ were “fast fashion”, “going out” and “glamorous”.

The Board believes that focusing on digital and social marketing will drive new customers to its retail channels, as well as increasing shopping frequencies and basket sizes. In the short term, the Board plans to significantly increase the Group’s marketing spend in this area to support the revenue growth.

## 5.8 ***Fast fashion supply chain – “test and repeat” model***

The Board believes that QUIZ has a low-cost and low-risk operating model.

QUIZ’s product buying, design and merchandising teams work closely together and routinely monitor the emerging trends each season. As a result of the reactive model and flexible supply chain, QUIZ is able to adapt quickly to new trends and on average can have the products in its physical outlets and online within two to four weeks from the point of order.

Throughout the season QUIZ consistently introduces new lines and trends based on customer demand and can replenish certain successful lines within two weeks from the point of order. Each season’s collections are based on the latest trends inspired by catwalk, social media and celebrity styles.

QUIZ has developed a network of over 60 core international and domestic manufacturers to source fabrics and products. The Group sources its merchandise via three routes: direct relationships with Chinese manufacturers and through Chinese agents; relationships with UK importers; and UK manufacturers. In FY2017, approximately half of the Group’s products were manufactured in the United Kingdom and half in China, Europe and other countries in the Far East.

The Group’s merchandising team allocates stock through an extensive analysis of data from online and physical outlets. The merchandising team categorises each channel based on sales and space density. The team also has the freedom to mark items down to improve stock turnover and can leverage the Group’s fast supply chain to change its merchandise in store, based on customer preferences. QUIZ’s enterprise resource planning and point-of-sale system integrated across its UK store and concession estate provides the Group with live sales data giving visibility on stock levels and success of each product.

The Group opened its 180,000 sq. ft. DC near Glasgow during 2016. The current DC is capable of being able to distribute 450,000 items to stores each week and fulfil 100,000 online orders per week. The Board believes that the existing DC is of sufficient scale that it could support a four times growth in sales.



## 5.9 ***Ethical sourcing***

The Board is aware that it has social and legal responsibilities to ensure that the Group’s products are sourced from manufacturers whose business operations conform to acceptable ethical standards and in particular that there is no slavery or human trafficking present in its supply chain regardless of whether it is purchasing products manufactured in the United Kingdom or elsewhere.

The Group has in place policies and procedures intended to ensure that its business activities comply with legal requirements in relation to slavery and human trafficking and that its employees are aware of the Group’s and their individual legal responsibilities. As part of its ongoing compliance obligations under the Modern Slavery Act 2015, the Group has a Modern Slavery statement on its website.

In addition to UK supplier audit work carried out by the Group previously, during May 2017 the Group commissioned a specialist ethical supply chain audit consultancy to carry out a full risk assessment of the Group’s supply chain. This is ongoing and involves supplier due diligence, assessment and reporting on recommendations for ongoing compliance as well as training for relevant employees, such as buyers.

The Board is committed to ensuring on an ongoing basis that there is no slavery or human trafficking present in its supply chain and that the Group complies with all applicable legal obligations in this area.

**6. Growth strategy**

The Board believes that the Group is well positioned to accelerate its growth in each of its operating channels:

**6.1 Extensive online potential**

Accelerating the growth in the online channel is the priority for the Group. In FY2017, 13.2 per cent. of QUIZ’s Group revenue was represented by online and the Board believes that this can be grown to approximately 35 per cent. of its total revenue in the medium term. From its 31 March 2017 financial year end to 31 May 2017, the Group has achieved growth of 118 per cent. compared to the same period the previous year. The Board believes that going forward, the Group can continue to target growth rates, similar to that of “pure play” online retailers.

The Group is planning to launch a number of its own e-commerce international websites, tailored for each country’s market, and in foreign languages where necessary. QUIZ is currently developing its own Spanish website to launch later in 2017 which shall complement the opening of standalone stores in Spain in the summer of 2017. The Group is also targeting launching its own websites in the United States, Australia and Europe as well as entering those territories through opening an appropriate mix of franchise stores and concessions.

The Group’s website launches in the new territories will be supported by QUIZ’s existing digital marketing techniques focused on return-on-investment and similar to the ones currently employed in the UK, as well as online blogger and influencer activity to raise awareness of the brand. The approach to entering the United States market will be supported by a “test and learn” marketing strategy.

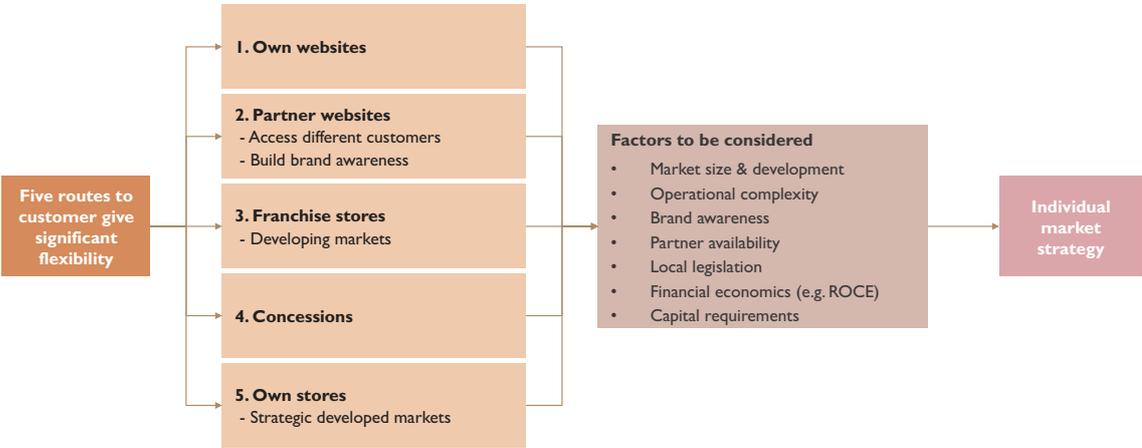
In order to expand its online presence and reach more customers, the Group has been collaborating with third party partners such as Debenhams, House of Fraser and Lipsy (Next) in the United Kingdom and, more recently, with Zalando in Europe. The Board plans to launch the sale of QUIZ products on additional third party platforms in Europe and the United States over the coming two years.

As well as launching e-commerce international websites and expanding relationships with third party platforms, the Group also plans to build on the recent successful online launches of its CURVE and BRIDAL ranges by extending its online product range and launching new product categories.

**6.2 International expansion**

The Board believes that growing the Group’s international operations is its second biggest opportunity after online. QUIZ plans to expand its existing international footprint which is currently in 65 locations in 19 countries on four continents.

The Group’s omni-channel operating model gives it a choice of multiple routes to international markets, including online as described above, as well as standalone stores, concessions, and franchise and wholesale partners. QUIZ will assess factors such as market size, infrastructure development, operational complexity and partner availability when entering a new market and tailor its approach accordingly.



This financial year, the Group is planning to open six standalone stores around Madrid, Spain, having entered the Spanish market through a wholesale franchise partner in 2016. To extend its presence further in the Spanish-speaking market, QUIZ is also planning to open four franchise stores in Central America this financial year.

In terms of concessions, the Group is planning to take the opportunity to open further concessions in Cyprus and the Middle East (such as in Iran) with existing partners and further concessions with new partners in the short term. Two other key territories for the Group are the United States and the Far East, including China. QUIZ is intending to adopt a prudent strategy in these territories and initially enter these primarily through a mix of online and concessions.

The Board believes that the Group is well positioned to continue its international expansion due to its relevant and flexible product range of occasion wear and dressy casual wear, as well as having robust infrastructure in the UK to support this expansion.

### 6.3 ***UK standalone store strategy***

The Board believes that standalone stores in the United Kingdom will remain an important part of the Group's strategy going forward and see the potential for further 40 to 50 stores opening across the country in the medium to long term. Each new standalone store must meet a strict internal return-on-investment criteria and QUIZ carefully selects sites on that basis.

The Group is planning to open additional UK sites in cities and towns with the right demographic mix for its brand and products. These new standalone stores will primarily be in locations where QUIZ does not have many standalone stores, such as the Midlands and the South of England, where the QUIZ brand is under represented (based on population), providing opportunity for further expansion. The Group is also looking to open slightly bigger stores of approximately 2,500 to 3,500 sq. ft. to accommodate a broader product range.

QUIZ has a strong UK standalone store opening pipeline and has already identified approximately 20 potential sites, which are being reviewed. The Group is targeting to open approximately 14 new standalone stores in FY2018, and approximately six new standalone stores in FY2019. The Group will continue to apply its strict internal return-on-investment focused appraisal approach to opening further standalone stores in the UK, as well as continuing to ensure that its leases remain flexible. The Board believes this will continue to enable QUIZ to scale up or down its property estate in response to demand and not be tied into long onerous lease terms.

### 6.4 ***UK concession strategy***

The Board believes that the Group's portfolio of 146 concessions in the United Kingdom is relatively mature with a strong nationwide coverage. However, the Board also believes that there is further room for expansion with the Group's existing and new partners and is planning to open approximately 20 new UK concessions in the next two financial years subject to the Group's strict return-on-investment criteria.

## **7. Summary financial information**

The following financial information for the Group for the years ended 31 March 2015 to 31 March 2017 has been derived from the historical financial information contained in Part III of this document prepared on an aggregated basis and in accordance with IFRS, and should be read in conjunction with the full text of this document. Investors should not rely solely on the summarised information below.

## 7.1 Summary income statement and KPIs

### Summary income statement

	Year ended 31 March		
	2017	2016	2015
	£000	£000	£000
	Audited	Audited	Audited
<b>Revenue</b>	89,767	69,305	61,289
<i>year-on-year growth</i>	29.5%	13.1%	
<b>Gross profit</b>	56,256	43,454	37,114
<i>year-on-year growth</i>	29.5%	17.1%	
<b>EBITDA</b>	10,259	7,109	6,012
<i>year-on-year growth</i>	44.3%	18.2%	
Depreciation and amortisation	(2,124)	(1,428)	(1,096)
Net interest	(23)	9	(42)
Tax	(1,495)	(1,322)	(996)
<b>Net income</b>	6,618	4,368	3,877
<i>year-on-year growth</i>	51.5%	12.7%	

### KPIs

	Year ended 31 March		
	2017	2016	2015
	£000	£000	£000
	Unaudited	Unaudited	Unaudited
<b>Revenue breakdown</b>			
UK standalone stores	33,325	31,695	29,637
UK concessions	24,143	21,137	18,186
Online	11,884	7,853	5,897
International	20,415	8,620	7,570
% online revenue	13.2%	11.3%	9.6%
% international revenue	22.7%	12.4%	12.4%
	<i>Audited</i>	<i>Audited</i>	<i>Audited</i>
<b>Profitability</b>			
Gross profit margin	62.7%	62.7%	60.6%
EBITDA margin	11.4%	10.3%	9.8%
Net income margin	7.4%	6.3%	6.3%
	<i>Unaudited</i>	<i>Unaudited</i>	<i>Unaudited</i>
<b>Number of outlets</b>			
UK stores	67	65	62
UK concessions	148	142	104
International outlets	65	56	58
Total UK selling space	211,041 sq.ft.	197,527 sq.ft.	159,592 sq.ft.

The 29.5 per cent. increase in Group revenues for the year ended 31 March 2017 compared to the previous year was complemented by a 51.5 per cent. increase in net income.

The higher revenues reflected strong growth in international sales, which increased by 136.9 per cent. or 86.0 per cent. excluding non-recurring revenue, and a 51.3 per cent. uplift in online sales in FY2017. International and online sales represented 35.9 per cent. of Group revenues in FY2017 and it is anticipated that these revenue channels will continue to increase as a proportion of total revenues. The Group has continued to grow sales through its UK stores and concessions through a combination of new store and concession openings combined with positive sales growth in each year in FY2016 and FY2017.

Gross profits have been maintained by the Group at an average of approximately 62.0 per cent. across the three year period from FY2015 to FY2017. Operating expenses excluding depreciation and amortisation have reduced from 52.4 per cent. of revenues in FY2016 to 51.2 per cent. in FY2017 reflecting the benefit of the higher revenues against the fixed cost base. As a result, EBITDA margins have improved by 116 basis points to 11.4 per cent. The Group's depreciation charges have increased in the period reflecting the investment in fixed assets in the last three financial years.

## 7.2 **Working capital and seasonality**

The Group manages its working capital with the focus of ensuring that forward commitments on stock are reduced and the business remains responsive to customer demand with a stock turn of 4.2 times in FY2017. In FY2017, the maximum stock held by the Group was £10.7 million. The Group's stock levels are impacted by seasonality with stock levels increasing in the autumn in anticipation of higher sales in November and December. UK stores and online sales have nil debtor days whilst UK concessions and international operations have higher debtor days reflecting their agreed payment terms.

## 7.3 **Capital expenditure**

The Group has consistently reinvested profits generated back into the business. QUIZ's capital expenditure in the last three financial years totalled £10.9 million. Of this spend, £3.1 million was in relation to the development of the new 180,000 sq. ft. DC near Glasgow. A similar amount was spent by the Group on opening 20 new stores in the UK and the RoI in the period from FY2015 and FY2017 and £1.6 million was expended increasing and developing concessions in the UK over the same period. The Group's spend on IT amounted to £0.8 million in the last three financial years.

## 7.4 **Indebtedness**

As at 31 March 2017, the Company had net debt of £2.01 million, comprising debt balances of £4.07 million offset by cash and cash equivalents of £2.06 million. Balances due in respect of director loans were repaid on 23 June. On Admission, the Company expects to receive approximately £9.00 million in net IPO proceeds. It has been agreed that within five business days of Admission the Company will receive settlement of balances due from connected companies of £1.23 million. Receipt of these funds will eliminate the bank overdraft balance and the remaining debt will relate to the £0.97 million of bank loans.

## 7.5 **Foreign exchange**

The Group currently undertakes foreign exchange transactions. The primary inflow of foreign exchange relates to the Euro denominated revenues generated in the RoI. The primary outflow of foreign exchange relates to the purchase of stock, primarily in Chinese Renminbi. The Group manages the risk associated with foreign currency fluctuations through the use of forward contracts for the sale or the purchase of the respective currency for a period between six and 12 months in advance.

## 8. **Current trading and prospects**

The Group has traded in line with management's expectations in the period since 31 March 2017.

From 31 March 2017 to 31 May 2017, the Group has experienced total revenue growth of approximately 37 per cent. compared to the previous year, with growth of 118 per cent. in its online channel. Across its standalone stores and concessions in the UK and the RoI, LFL growth was 16 per cent., although management consider that this exceptional LFL growth rate will moderate over the course of this financial year.

Since the end of May 2017, online trading has strengthened further, albeit against softer comparatives.

The Board believes that the business is well positioned to deliver its growth strategy as set out in paragraph 6 of this Part of the document and remains confident about the future prospects of the Group.

## 9. **Details of the Directors, Proposed Directors and senior management**

Summarised biographies of the Directors, Proposed Directors and Senior Management, and details of their roles, including the principal activities performed outside the Group, are set out below.

### 9.1 **Board of Directors**

#### **Peter Cowgill** (*Proposed Independent Non-executive Chairman, Age 64*)

Peter Cowgill was appointed executive chairman of JD Sports Fashion Plc in March 2004, prior to which he was finance director. Peter has been instrumental in driving the strong performance of JD Sports Fashion over the past decade. Peter is also the non-executive chairman of United Carpets Plc and was appointed as a non-executive director of Better Bathrooms (UK) Limited in January 2017.

**Tarak Ramzan** (*Founder and Chief Executive Officer, Age 64*)

Tarak is the driving force behind the Group's success to date. He opened his first QUIZ retail store in Glasgow in 1993. After inheriting his father's manufacturing business aged 18, Tarak made the decision to move into retail once UK manufacturers began to move off-shore. With his passion for retail and a keen eye for fashion and product, he has steered the Group to success using a strategy that is centred around QUIZ's distinctive selling proposition and ability to stay ahead of the competition.

Tarak has developed QUIZ's fast fashion business model over the years and is responsible for brand strategy, buying and merchandising.

**Gerard Sweeney** (*Chief Financial Officer, Age 49*)

Gerard joined QUIZ in September 2016 as Chief Financial Officer. He was previously the group finance director at Robert Wiseman Dairies PLC where he worked for 15 years. Gerard is responsible for the finance function and the development of systems and reporting to support the continued growth of the business. After completing an Accountancy degree he qualified as a Chartered Accountant when working with Arthur Andersen. Gerard will also be the Company Secretary following Admission and he will be assisted in this role by Maurant Ozannes Secretaries (Jersey) Limited who will be appointed as assistant Company Secretary, following Admission.

**Sheraz Ramzan** (*Chief Commercial Officer, Age 36*)

Sheraz joined QUIZ in 2003 after completing a degree in Engineering and then MA in Business Management. Initially tasked with raising the profile of the non-clothing merchandise part of the business, he developed a fast and flexible Far East supply chain supporting growth of the footwear and accessories ranges. In his current role, Sheraz is responsible for strategic planning, brand marketing and facilitating the Group's growth by engaging with new partners and territories. As online sales presented themselves as the biggest retail opportunity in recent years, he plays a vital role in overseeing the development of QUIZ's domestic and international online operations.

**Roger Mather** (*Non-executive Director, Age 52*)

Roger joined the QUIZ Board in May 2017. Previously, he was the group finance director and a board member of Mulberry Group plc for eight years, stepping down in May 2016. Roger is a Fellow of the Institute of Chartered Accountants in England and Wales having trained professionally with Price Waterhouse. Prior to joining Mulberry he spent 10 years in senior finance and commercial roles within the multinational Otto Group based in both Hong Kong and United Kingdom. He is also a director and trustee of Beaudesert Park School Trust Limited. Roger will chair the Audit Committee and the Remuneration Committee of QUIZ following Admission.

**Charlotte O'Sullivan** (*Proposed Non-executive Director, Age 35*)

Charlotte will join the Company on Admission. She has over 15 years' experience in luxury marketing and leading omni-channel business transformation. She is currently the marketing and digital director at Mulberry Group plc where she is an executive board member and is responsible for driving an integrated, customer-centric business strategy across the marketing, press and digital teams. Charlotte studied Modern History at Oxford University and previously held e-commerce and marketing roles with decoration specialist St Nicolas and luxury lingerie brand Myla, before joining Mulberry in 2007. Charlotte will chair the Nomination Committee of QUIZ following Admission.

## 9.2 **Senior management**

**Omar Aziz** (*Retail Operations Director*)

Omar joined QUIZ in 1995 after completing a degree in Business Administration. He was charged with building a retail management infrastructure for the first seven stores that existed in 1995 and expanding that estate to now over 240 stores and concessions. Omar played a key role in opening sites that were selected for profitability and which raised awareness of the QUIZ brand on the high street. In his current role, Omar is responsible for managing the retail store portfolio, as well as driving its expansion in the UK, the RoI and overseas.

**Keith Austin** (*Head of International*)

Keith joined QUIZ in 2012 as International Business Manager tasked with managing the existing franchise estate and maximising sales potential in new markets. His previous roles include Head of Retail at Terra Planna and International Franchise Manager at Faith Shoes. An accomplished merchandiser and business

manager, Keith drives the international business by building tailored stock packages for international franchises, maximising sales through dynamic merchandising and building strong relationships with new and existing partners.

**Haroun Saleemi** (*Head of e-Commerce*)

Haroun developed the QUIZ website from scratch after joining the business in 2005 following his MA in Business IT. He was tasked with successfully developing the e-commerce channel as an exciting new revenue stream for QUIZ. Online revenue in FY2017 accounted for 13.2 per cent. of total Group revenue and is growing. Haroun is responsible for delivering a digital strategy that includes growth on the UK website, expansion in international territories, third party opportunities and driving sales through digital marketing.

**Katie Williams** (*Head of Merchandising*)

Katie joined QUIZ in 2015 as Merchandising Manager. Katie was previously a Senior Merchandiser with the Arcadia Group, where she worked for 10 years across a variety of product areas, covering both the UK and international markets. As Merchandising Manager at QUIZ, Katie is responsible for ensuring that the product range is balanced and profitable. She ensures stock flow is managed seamlessly by reacting quickly to trends, maximising opportunity on best-selling categories and effectively clearing stock.

**Karen Dougall** (*Senior Buyer*)

Karen began her career as a Junior Buyer at QUIZ in 2001 after completing a degree in Textile and Fashion Design Management. She has played an integral part in the buying team as the business has grown over the years and now effectively manages a team of seven junior buyers. Karen is responsible for sourcing materials, anticipating and monitoring trends and building strong relationships with suppliers to ensure QUIZ has the best quality and on-trend garments on offer at all times.

## **10. Corporate governance**

The Board recognises the importance of sound corporate governance and confirms that although compliance with the UK Corporate Governance Code is not compulsory for AIM companies, following Admission, it intends to comply with the QCA Corporate Governance Guidelines, (as devised by the QCA in consultation with a number of significant institutional small company investors), to the extent appropriate and practicable for a company of its nature and size. Following Admission, the Board will comprise six Directors of which three will be executive and three non-executive, and will reflect a blend of different experience and backgrounds. The Board considers the three non-executive Directors to be independent.

Following Admission, the Board will meet regularly to review, formulate and approve the Group's strategy, budgets, and corporate actions and oversee the Group's progress towards its goals. In accordance with best practice, the Company has established audit, remuneration and nomination committees with formally delegated duties and responsibilities and with written terms of reference. From time to time separate committees may be set up by the Board to consider specific issues when the need arises.

### ***Audit committee***

The audit committee will assist the Board in discharging its responsibilities, within agreed terms of reference, with regard to corporate governance, financial reporting and external and internal audits and controls, including, amongst other things, reviewing the Group's annual financial statements, reviewing and monitoring the extent of the non-audit services undertaken by external auditors, advising on the appointment of external auditors and reviewing the effectiveness of the Group's internal controls and risk management systems. The ultimate responsibility for reviewing and approving the annual report and accounts and the half yearly reports remains with the Board. Membership of the audit committee comprises Roger Mather and Peter Cowgill and it will be chaired by Roger Mather. The audit committee will meet formally not less than two times every year and otherwise as required.

### ***Remuneration committee***

The remuneration committee will be responsible, within agreed terms of reference, for establishing a formal and transparent procedure for developing policy on executive remuneration and to set the remuneration packages of individual Directors. This includes agreeing with the Board the framework for remuneration of the executive Directors, the Company Secretary and such other members of the executive management of the Group as it is designated to consider. It is furthermore responsible for determining the total individual remuneration packages

of each Director including, where appropriate, bonuses, incentive payments and share options. No Director may be involved in any decision as to his/her own remuneration. The membership of the remuneration committee comprises Roger Mather, Charlotte O'Sullivan and Gerry Sweeney and the committee will be chaired by Roger Mather. The remuneration committee will meet not less than two times each year and at such other times as the chairman of the committee shall require.

### **Nomination committee**

The nomination committee will have responsibility for reviewing the structure, size and composition of the Board and recommending to the Board any changes required for succession planning and for identifying and nominating for approval of the Board candidates to fill vacancies as and when they arise. The committee is also responsible for reviewing the results of the Board performance evaluation process and making recommendations to the Board concerning suitable candidates for the role of senior independent director and the membership of the Board's committees and the re-election of Directors at the annual general meeting. The membership of the nomination committee comprises of Roger Mather, Charlotte O'Sullivan and Tarak Ramzan and the committee will be chaired by Charlotte O'Sullivan. The nomination committee will meet not less than once a year and at such other times as the chairman of the committee shall require.

## **11. The Placing**

Panmure Gordon has, as agent for the Company and the Selling Shareholders, pursuant to the Placing Agreement conditionally agreed to use its reasonable endeavours to procure places for the 6,583,851 New Shares and the 57,176,469 Sale Shares at the Placing Price of 161 pence per share. The Placing Shares will be placed with institutional investors introduced by Panmure Gordon.

The Placing will raise approximately £9.4 million (net of expenses) for the Company and approximately £89.8 million (net of expenses) for the Selling Shareholders. The Placing of New Shares will represent approximately 5.3 per cent. of the Enlarged Share Capital and the Placing of Sale Shares will represent approximately 46.0 per cent. of the Enlarged Share Capital. Overall, the Placing Shares will represent approximately 51.3 per cent. of the Enlarged Share Capital.

The New Shares will be issued credited as fully paid and will, on issue, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions thereafter declared, made or paid on the Enlarged Share Capital.

The Placing is conditional, *inter alia*, on Admission becoming effective and the Placing Agreement becoming unconditional in all other respects by no later than 8.00 a.m. on 28 July 2017 or such later date (being no later than 25 August 2017) as the Company and Panmure Gordon may determine.

The Placing Agreement, which contains customary representations, warranties and indemnities from the Company to Panmure Gordon, certain representations and warranties from the Board and Selling Shareholders to Panmure Gordon and certain indemnities in favour of the Company from the Selling Shareholders, also contains customary provisions entitling Panmure Gordon to terminate the Placing prior to Admission becoming effective. If this right is exercised, the Placing will lapse. The Placing has not been underwritten by Panmure Gordon.

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Enlarged Share Capital will commence on 28 July 2017.

## **12. Reasons for Admission and use of proceeds**

The Board believes that Admission will be an important step in the Group's development and will assist in achieving its growth and profitability ambitions.

The Board intends to use the gross proceeds from the Placing of New Shares of £10.6 million receivable by the Company as follows:

- approximately £6.0 million on marketing and advertising, and in particular to support the Company's expansion into mainland Europe and the United States;
- approximately £2.0 million to fund further capital expenditure and operating costs required to support the Company's continued growth, and in particular, IT infrastructure; and

- approximately £2.6 million on Admission expenses, additional working capital and broadening QUIZ's product range.

In addition, Board expects that the Placing and Admission will provide a public market for the Ordinary Shares, which will benefit employee shareholders, and will enable the Company, if required, to access the capital markets for additional finance to support its strategic objectives.

The net proceeds of £89.8 million from the Placing of Sale Shares receivable by the Selling Shareholders will enable the Selling Shareholders who founded QUIZ to realise, in part, their investment in the Company.

### **13. Dividend policy**

The Board intends to pursue a progressive dividend policy whilst understanding the need to retain sufficient earnings for the future growth of the Group. Therefore, any dividend will be paid in two tranches of one third in respect of first half of the Company's financial year and two thirds in respect of the second half of the Company's financial year. It is currently intended that, in the absence of unforeseen circumstances, the first dividend following Admission will be paid in respect of the second half of the current financial year to 31 March 2018.

### **14. Share dealing code**

The Company has adopted, with effect from Admission, a share dealing code for the Board and certain employees (and their persons closely associated), which is appropriate for a company whose shares are admitted to trading on AIM (particularly relating to dealing during close periods in accordance with EU Market Abuse Regulation (No 596/2014)) and the Company will take all reasonable steps to ensure compliance by the Board and any relevant employees.

### **15. Share incentive arrangements**

#### **15.1 Share Plans**

The Board recognises the importance of share participation as a mechanism for incentivising and rewarding employees and aligning their interests with those of Shareholders.

Accordingly, the Company has established, conditional on Admission, the Share Plans, under which executives and other members of staff will be granted options to acquire Ordinary Shares.

It is currently anticipated that, immediately on Admission, options over an aggregate of up to 893,877 Ordinary Shares, representing 0.72 per cent. of the Enlarged Share Capital, will be granted pursuant to the Share Plans to a selection of senior managers (including an executive director) and certain long-serving employees. The exercise price applicable to these options will be equal to the Placing Price and, subject to the continued employment of the relevant participants, they will ordinarily vest and become exercisable on the third anniversary of their grant. Thereafter, it is envisaged that the Share Plans (which will be administered by the remuneration committee of the Board) will be used to provide regular grants of options to selected members of the management team. However, there is no current intention for options to be granted under the Share Plans to any of the Existing Shareholders, notwithstanding the fact that they may otherwise be eligible to participate in these arrangements.

Options granted under the Share Plans that are satisfied by newly issued Ordinary Shares will be limited in total to 5 per cent. of the Company's issued share capital from time to time.

Further details of the Share Plans, including additional information on the terms of the awards that will be granted on Admission, are set out in paragraph 15 of Part IV of this document.

#### **15.2 Warrant Instrument**

The Company has entered into the Warrant Instrument with Peter Cowgill, pursuant to which he has been granted the right to subscribe for 186,335 Ordinary Shares at a price of 80.5 pence per share. No performance conditions attach to the warrants but they cease to be exercisable on the earlier of (i) their full exercise; (ii) Peter Cowgill ceasing to be a director; or (iii) a takeover of the Company. Peter Cowgill's warrants shall be capable of transmission to his personal representatives if after the first anniversary of the date of the instrument he dies while serving as a director.

Further details of the Warrant Instrument are set out in paragraphs 6.3 and 10.6 of Part IV of this document.

## **16. Lock-in and orderly market arrangements**

The Existing Shareholders who, post Admission, will hold in aggregate 60,470,585 Ordinary Shares (representing approximately 48.7 per cent. of the Enlarged Share Capital) have undertaken, save in limited circumstances, not to dispose of any of their interests in Ordinary Shares at any time prior to the first anniversary of Admission.

In addition, in order to ensure an orderly market in the Ordinary Shares the Existing Shareholders have further undertaken, in respect of themselves and each of their connected persons, that for a further period of 12 months thereafter they will not (subject to certain limited exceptions) deal or otherwise dispose of any such interests other than through Panmure Gordon (or such other broker appointed by the Company from time to time).

Further details of the Lock-in Agreement and orderly market arrangements are set out in paragraph 10.2 of Part IV of this document.

## **17. Relationship Agreement**

The Company has entered into the Relationship Agreement with the Existing Shareholders to regulate the ongoing relationship between the Company and the Existing Shareholders, to ensure that the Group is capable of carrying on its business independently of the Existing Shareholders, and that any transactions and relationships between the Company and the Existing Shareholders are at arm's length and do not affect the Company's continuing appropriateness as an AIM company.

The Relationship Agreement applies for as long as both (i) the Existing Shareholders and any persons connected to them hold and/or control carrying the right to cast twenty per cent. or more of the votes capable of being cast at a general meeting of the Company, and (ii) the share capital of the Company is admitted to trading on AIM.

Further details of the Relationship Agreement are set out in paragraph 10.3 of Part IV of this document.

## **18. Admission, settlement and dealings**

Application will be made to the London Stock Exchange for the Enlarged Share Capital to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Enlarged Share Capital will commence on 28 July 2017.

The Articles permit the Company to issue Ordinary Shares in uncertificated form in accordance with the CREST Regulations. CREST is a computerised share transfer and settlement system. The system allows shares and other securities to be held in electronic form rather than paper form, although a shareholder can continue dealing based on share certificates and notarial deeds of transfer. For private investors who do not trade frequently, this latter course is likely to be more cost-effective.

For more information concerning CREST, Shareholders should contact their brokers or Euroclear UK & Ireland Limited at 33 Cannon Street, London EC4M 5SB.

## **19. Taxation information for investors**

The attention of investors is drawn to the information regarding taxation which is set out in paragraph 16 of Part IV of this document. These details are, however, only intended as a guide to the current taxation law position in the UK. **Investors who are in any doubt as to their tax position or who are subject to tax in jurisdictions other than the UK are strongly advised to consult their professional advisers.**

## **20. Applicability of the Takeover Code**

The Takeover Code is issued and administered by the Panel. QUIZ is subject to the Takeover Code and therefore, all Shareholders are entitled to the protections afforded by it. The Existing Shareholders, together with those deemed to be acting in concert with them (the "**Concert Party**"), are deemed to be acting in concert and will hold 60,470,585 Ordinary Shares immediately following Admission representing 48.7 per cent. of the Enlarged Share Capital.

As the Concert Party will hold between 30 per cent. and 50 per cent. of the Enlarged Share Capital, under the Code, if it was to increase the percentage of the aggregate voting rights held by it in the Company, then it would

be obliged, except with the consent of the Takeover Panel, to extend a mandatory cash offer for the Ordinary Shares not already owned by the Concert Party at a price not less than the highest price paid for Ordinary Shares by the Concert Party during the previous 12 months. Further details are set out in paragraph 5 of Part IV of this document.

## **21. Risk factors**

Prospective investors should consider carefully the risk factors described in the section headed "Risk Factors" and set out in Part II of this document in addition to the other information set out in this document and their own circumstances, before deciding to invest in Ordinary Shares.

## **22. Further information**

Your attention is drawn to Part IV of this document, which provides additional information on the Company and the markets in which it operates.

## PART II

### RISK FACTORS

This document contains forward looking statements, which have been made after due and careful enquiry and are based on the Board's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. These forward-looking statements are subject to, amongst other things, the risk factors described in this Part II. The Board believes that the expectations reflected in these statements are reasonable, but they may be affected by a number of variables which could cause actual results or trends to differ materially. Each forward-looking statement speaks only as of the date of the particular statement.

Factors that might cause a difference or result in a different outcome include, but are not limited to, those described in this Part II. Given these uncertainties, prospective investors are cautioned not to place any undue reliance on such forward looking statements. The Company and the Board disclaim any obligation to update any such forward looking statements in the document to reflect future events or developments.

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 in this Part II, before making any investment decision with respect to the Ordinary 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 Group is exposed or may in the future be 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. The Board believes the risks identified in this Part II to be the most significant for potential investors. However, additional risks and uncertainties not presently known to the Board, or which the Board currently deems immaterial, may also have an adverse effect upon the Group.

If any of the following risks were to materialise, in whole or in part, the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations may be materially adversely affected. In such case, the value of the Ordinary 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 or her in the light of his or her personal circumstances and the financial resources available to him or her. 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 future performance.

Any economic downturn either globally or locally in any area in which the Group operates may have an adverse effect on demand for the Group's products. A more prolonged downturn may lead to an overall decline in sales. Economic uncertainty might have an adverse impact on the Group's operations and business results.

## **RISKS RELATING TO THE BUSINESS AND OPERATIONS OF THE GROUP**

### ***Material disruption in IT systems***

In common with other multi-channel retailers, QUIZ relies to a significant degree on its IT systems to track inventory, manage its supply chain, record and process transactions, summarise results and manage its business. The Group's IT systems are also integral to its ability to sell online and interact with customers via social media. The failure of QUIZ's IT systems to operate effectively, even for a short period of time, could adversely affect its business, revenue, financial condition, profitability, results, prospects and/or future operations. In particular, should it be required as the business expands, the implementation of new IT systems could take longer than expected, disrupt QUIZ's current systems and/or incur cost overruns.

In addition, the Group's IT systems may be subject to damage and/or interruption from: natural disasters; power outages; computer, network and telecommunications failures; computer viruses; security breaches; acts of war or terrorism; and usage errors by its employees. If QUIZ's IT systems are damaged or cease to function properly, it may have to make a significant investment to fix or replace them, and it may suffer loss of critical data and interruptions or delays in its operations. Any significant disruption in the Group's IT systems could harm its operations and reputation, and have a material adverse effect on its business, revenue, financial condition, profitability, results, prospects and/or future operations.

During June 2016, the Group became aware of a cyber hacking attack on its servers which led to the theft of payment card details during some online transactions, including some customer personal data. As a consequence the Group has invested in a number of IT system upgrades to mitigate against the risk of similar future cyber breaches: a new third party payment portal, a level 1 Payment Card Industry Data Security Standard compliant ("PCI compliant") hosting solution, a new security monitoring system, upgraded anti-virus and anti-malware packages, an upgraded file detection system and quarterly security reviews with its IT platform provider to ensure a pro-active approach is taken to cyber security. The Group is also fully PCI compliant for the purposes of e-commerce. However, as a consequence of the Group's contractual arrangements with its merchant acquirer and its merchant acquirer's contractual arrangements with Mastercard and Visa, the Group's merchant acquirer is seeking to recover from the Group a fine of £140,000 which the Group understands was in turn levied by Visa against the Group's merchant acquirer as a consequence of this incident. The Group is currently assessing the validity of the claim by its merchant acquirer but it is possible that the Group will have to pay this sum in order to continue to have access to merchant acquirer services. The Board is cognisant of the financial, operational, commercial and reputation risks which breaches of cyber security may have for a retailer which has an online sales channel and so will continue to monitor cyber risk on an ongoing basis and where necessary or advisable invest in new, enhanced or upgraded IT systems in order to protect the integrity of its online sales platform and protect the business and revenues of the Group. This may result in the Group being required to incur additional costs, which could have an adverse effect on the returns available on an investment in the Company. However, the Board is aware that notwithstanding ongoing investment in its IT systems no business or other organisation is immune to hacking and cyber attacks, and accordingly future breaches of cyber security could harm its operations and reputation, and have a material adverse effect on its business, revenue, financial condition, profitability, results, prospects and/or future operations.

QUIZ relies on third parties, including data centres and bandwidth providers, to host and operate its websites and other IT systems. Any failure or interruption in the services provided by these third parties could harm its operations and reputation. In addition, the Group may have little or no control over these third parties, which increases its vulnerability to service problems. Any disruption in the network access, co-location or hosting services provided by these parties or any failure of these providers to handle current or higher visitor traffic or transaction volumes could significantly harm QUIZ's business. The Group may in the future experience disruptions in these services. If these providers were to suffer financial or other difficulties (such as security breaches and computer viruses), their services to QUIZ could be interrupted or discontinued and replacement providers may be uneconomical, unavailable or not capable of being replicated sufficiently quickly. Any of these events could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations and on the QUIZ brand.

The warehouse management IT system which is used to operate the Group's DC located near Glasgow, Scotland is considered to be a business critical system. The contractual arrangements under which this system were procured are favourable to the supplier and the terms are such that the Group has limited contractual protections in the event of a failure of the IT system or non-performance by the supplier. In such circumstances the terms of such contracts may restrict the Group's ability to fully recover loss and damage arising from breaches or failures by the supplier, or restrict the range of sanctions (including termination rights) available to the Group. The Board believes that in the short term the Group has limited scope to renegotiate these arrangements, although it plans

to keep the contracts under review and may in future decide to serve notice and re-tender the arrangements. The Board notes that to date the Group's relationship with the relevant supplier has been positive and its current assessment is that a failure of the IT system or non-performance by the supplier is a low probability, although the impact on the Group could potentially be high depending on the duration of a period of unavailability. From a disaster recovery planning perspective, in the event the IT system fails or is unavailable for a period of time the Group has a manual operation contingency plan which in the short term would allow it to operate the DC and stock processing and despatch system manually and fulfil the stock needs of retail stores, concessions, franchisees, wholesale customers and online customers, although the manual operating system contingency would not be as efficient as the warehouse management IT system. The failure of QUIZ's warehouse management IT system to operate effectively, even for a short period of time, could adversely affect its business, revenue, financial condition, profitability, results, prospects and/or future operations.

#### ***Damage to the Group's DC or disruption to its distribution networks***

The Group retains stocks of clothing and accessories at a central DC located near Glasgow, Scotland and is dependent on the distribution of products to and from this central DC. As the QUIZ business expands, it may also need to develop and implement other distribution centres to expand its network both for capacity and geographical reach. A fire, damage or other issue preventing the normal running of the Group's DCs or the operations of its logistics partners could significantly hinder the Group and may prevent or delay the distribution of QUIZ's products (both to the Group's DCs and from those distribution centres to retail stores and direct to customers).

A material or prolonged disruption to QUIZ's logistics and distribution networks (including road, rail, air and shipping networks) could also have the same effect. A disruption to the Group's logistics and distribution networks could arise for a number of reasons, including a failure to expand logistics and distribution processes or capacity, inclement weather, labour unrest, political or diplomatic events or circumstances, acts (or threatened acts) of terrorism, failures on the part of logistics partners and other events which may be outside of the control of the Group.

Dependent on the severity of the issue concerned and regardless of the proceeds of any insurance policy which may be available, a material interruption to QUIZ's ability to receive and distribute products to its customers and retail stores could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations and on the QUIZ brand.

#### ***Protection of intellectual property***

The commercial success of the Group depends in part on its ability to protect its intellectual property rights and to preserve the confidentiality of its own know-how and business information. QUIZ relies upon various intellectual property protections, including copyright, trademarks and contractual provisions, to preserve its intellectual property rights and protect confidentiality. No assurance is given that the Group will be able to protect and preserve its intellectual property rights or the confidentiality of its own know-how or to exclude competitors with similar products.

Substantial costs may be incurred if QUIZ is required to defend its intellectual property rights against third parties. Other parties may copy without authorisation the Group's intellectual property. QUIZ may not be able effectively to detect and prevent any infringement of its intellectual property rights. Policing unauthorised use of intellectual property is difficult, and some foreign laws do not protect proprietary rights to the same extent as the laws of the UK. To protect the Group's intellectual property, QUIZ may become involved in litigation, which, even if successful could result in substantial expense, divert the attention of management, cause significant delays, materially disrupt the conduct of the Group's business or adversely affect its business, revenue, financial condition, profitability, results, prospects and/or future operations.

In any event, the Group's intellectual property rights may not provide sufficiently meaningful commercial protection for its products or trademarks.

#### ***The ability of the Group to continue to exploit its intellectual property rights***

While the Board believes that QUIZ's products and other intellectual property rights do not infringe upon the proprietary rights of third parties, there can be no assurance that the Group will not receive communications from third parties asserting that QUIZ's products and other intellectual property rights infringe, or may infringe, their proprietary rights. Any such claims, with or without merit, could be time consuming, result in costly litigation and the diversion of management personnel, cause product delays or require the Group to develop non-infringing products or intellectual property rights or enter into royalty or licensing agreements or re-brand

products. Such royalty or licensing agreements, if required, may not be available on terms acceptable to QUIZ or at all. In the event of a successful claim of infringement against the Group and any failure or inability to develop or licence non-infringing products or intellectual property rights, the Group's business or adversely affect its business, revenue, financial condition, profitability, results, prospects and/or future operations could be materially adversely affected.

### ***QUIZ operates in a competitive environment***

QUIZ operates in a competitive environment. The Group competes with companies which may have greater financial resources and negotiation power with suppliers, wholesale accounts and landlords than it does. Competition is generally based on product style, quality, brand name recognition and service, together with the number and location of stores and quality of online offering. QUIZ's competitors may be able to respond more quickly to changes in customer requirements and adopt aggressive pricing policies, expand store portfolios or online offerings, undertake more extensive marketing and advertising campaigns or sell products which may be more attractive to customers than the Group's products.

Any inability to compete successfully could have a material adverse effect on QUIZ's business, revenue, financial condition, profitability, results, prospects and/or future operations.

The Board believes that the Group's products and marketing strategy are targeted at demographics and markets where QUIZ has previously been successful in achieving market penetration and growing market share. Although the Board believes that the Group will compete favourably in its targeted markets, there can be no assurance that the Group can maintain its competitive position against current and any potential competitors, especially those with greater financial, marketing, service, support, technical and other resources, or achieve or maintain any specific rate of growth.

### ***Achievement of strategic aims***

The value of an investment in Ordinary Shares is dependent on QUIZ achieving its strategic aims. The Group's strategy is outlined in Part I. While the Board is optimistic about the prospects for the Group, there is no certainty that it will be capable of achieving its strategy or the anticipated revenues, profitability or growth. The Group's future operating results will be highly dependent upon how well it manages its planned expansion strategy and the timeframe within which that strategy is executed.

### ***Dependence on customers***

The Group's customers may cease to buy or reduce their purchases of the Group's products. Were a material number of customers to cease to buy or reduce their purchases of the Group's products, and those customers and their former levels of purchases not replaced with new customers or increased purchasing by existing customers, then this could materially and adversely affect the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Dependence on third party partners***

The Group is currently dependent on a small number of third party partners across its franchise and concessions arrangements.

In particular, in relation to franchisees, Alhokair Group is the Group's largest international partner. The Group's products are currently sold in 65 international outlets in total and 35 of these outlets are Alhokair Group's. Also, at 31 March 2017, the Group's had 148 concessions in the UK, of which 101 were located in stores operated by its largest UK concession partner, Debenhams.

Failure or material delay by these counterparties to perform, or a breach of their obligations under, the relevant agreements or failure or delay by the Group to renew such agreements, or such agreements being renewed on less favourable commercial terms, could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Dependence on key executives and personnel***

The Group's future development and prospects depends to a significant degree on the experience, performance and continued service of its senior management team including the Board. QUIZ has invested in its management team at all levels. The Board also believes that the senior management team is appropriately structured for the Group's size and is not overly dependent upon any particular individual. QUIZ has also entered into contractual

arrangements with these individuals with the aim of securing the services of each of them. However, retention of these services or the identification of suitable replacements cannot be guaranteed. The loss of the services of any of the Board or other members of the senior management team and the costs of recruiting replacements may have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

#### ***Ability to recruit and retain skilled personnel***

The Board believes the Group operates a progressive and competitive remuneration policy which includes share incentives and this will allow QUIZ to continue attract and retain the calibre of employees necessary to ensure the efficient management and development of the Group. However, any difficulties encountered in hiring appropriate employees and the failure to do so, or a change in market conditions that renders current incentivisation structures lacking, may have a detrimental effect upon the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations. The ability to attract new employees with the appropriate expertise and skills cannot be guaranteed.

#### ***Financial controls and internal reporting procedures***

The Group has systems and controls in place to allow it to produce accurate and timely financial statements and to monitor and manage risks. If any of these systems or controls were to fail QUIZ may be unable to produce financial statements accurately or on a timely basis or expose the Group to risk. Any concerns investors may have over the potential lack of available and current financial information and the controls the Group has in place could adversely affect the Company's share price.

#### ***Counterparty risk***

There is a risk that parties with whom the Group trades or has other business relationships (including partners, customers, suppliers, subcontractors and other parties) may become insolvent. This may be as a result of general economic conditions or factors specific to that party. In the event that a party with whom the Group trades becomes insolvent, this could have an adverse impact on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations. This risk may be higher where the counterparty is located or registered outside the United Kingdom, as the costs of enforcing the Group's rights to payment or performance may be higher than would be the case in the United Kingdom, or the local legal system may not function in a manner which is conducive to expeditious recovery or enforcement. The Board seeks to mitigate these risks through, for example, carrying out credit checks on new business customers or business partners and requiring certain customers or business partners to put in place letters of credit or similar payment guarantee arrangements before extending them more than an appropriate level of credit.

#### ***Existing Shareholder influence***

Following Admission, the aggregate beneficial interest in the Company of the Existing Shareholders, together with those deemed to be acting in concert with them, will amount to 60,470,585 Ordinary Shares, being 48.7 per cent. of the Enlarged Share Capital. Accordingly, the Existing Shareholders will be in a position to have significant influence over the Company's operations and business strategy. In order to mitigate this risk the Company has entered into a relationship agreement with the Existing Shareholders in order to regulate the ongoing relationship between the Company and the Existing Shareholders, and which contains a number of undertakings as to how the Existing Shareholders may exercise their voting rights in relation to the Company. Further information in relation to this relationship agreement is set out in paragraph 10.3 of Part IV of this document.

#### ***Directors' significant interest in and influence over the Group***

Immediately following Admission, the Board will continue to have an interest in approximately 25.8 per cent. of the Enlarged Share Capital. As a result, the Board will possess sufficient voting power to have a significant influence over all matters requiring shareholder approval. In order to mitigate this risk the Company has entered into a relationship agreement with the Existing Shareholders in order to regulate the ongoing relationship between the Company and the Existing Shareholders, and which contains a number of undertakings as to how the Existing Shareholders may exercise their voting rights in relation to the Company. Further information in relation to this relationship agreement is set out in paragraph 10.3 of Part IV of this document.

### ***Exchange rate risk***

Due to the international nature of its business, the Group is exposed to changes in foreign currency rates. QUIZ's functional currency used in its financial statements is Pounds Sterling. However, it conducts and will continue to conduct transactions in currencies other than Pounds Sterling, including Euro and Chinese Renminbi. In addition, QUIZ pays certain suppliers in Chinese Renminbi and therefore it incurs its cost of goods sold largely in Chinese Renminbi. The Group sets the sales prices for its products at periodic fixed intervals. If there is a significant weakening of the exchange rate between the local currency in which the revenue is generated prior to the sale and subsequent to its fixing of prices, then its expected margins may be reduced.

Although QUIZ seeks to manage its foreign currency risks in order to minimise any negative effects caused by exchange rate fluctuations, including by engaging in foreign exchange hedging transactions, there can be no assurance it will be able to do so successfully, and fluctuations in exchange rates could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Dependence on economic conditions and consumer confidence***

Many factors affect the level of consumer spending in any particular jurisdiction, including the state of the economy as a whole, stock market performance, interest rates, currency exchange rates, recession, inflation or deflation, political uncertainty, the availability of consumer credit, taxation, unemployment and other matters that influence consumer confidence and/or levels of disposable income. All of these are outside the Group's control. Sales of QUIZ's products may in the future decline during recessionary periods or periods of slow economic growth when the average level of disposable income tends to be lower or when consumer confidence is low. The Group distributes its products internationally and may be affected by the same factors in some or all of these markets at any particular time. A significant decline in the UK and/or global economy and/or in consumers' confidence could have a material adverse effect on QUIZ's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Brexit risk***

On 23 June 2016, the United Kingdom held a referendum on the United Kingdom's continued membership of the European Union. This resulted in a vote for the United Kingdom to exit the European Union. There are significant uncertainties in relation to the terms and time frame within which such an exit will be effected, and there are significant uncertainties as to what the impact will be on the fiscal, monetary and regulatory landscape in the UK, including inter alia, the UK's tax system, the conduct of cross-border business and export and import tariffs. There is also uncertainty in relation to how, when and to what extent these developments will impact on the economy in the UK and the future growth of its various industries and on levels of investor activity and confidence, on market performance and on exchange rates. There is also a risk that the vote by the UK to leave could result in other member states re-considering their respective membership of the European Union. Although it is not possible to predict fully the effects of the UK's exit from the European Union, any of these risks, taken singularly or in the aggregate, could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Brand image and reputation***

The Group's financial performance is influenced by the image, perception and recognition of the QUIZ brand, which, in turn, depends on many factors such as product design, the distinctive character and quality of its products, website design and functionality, the image of its stores, its communication activities including marketing, social media, public relations and commercial partnerships and its general corporate and market profile (which is influenced by factors such as product sourcing ethics and corporate social responsibility activities).

The Board believes that the reputation and the quality of the QUIZ brand has played an important role in the success of the Group and that this will continue to be the case in future. Therefore any incident that negatively affects customer loyalty towards the QUIZ brand could materially adversely affect the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

The QUIZ brand may be negatively affected by any negative publicity, regardless of accuracy or provenance. This includes any negative commentary on social media platforms, including weblogs, social media websites and other forms of internet based communications that provide individuals with access to a broad audience of consumers and other interested parties.

### ***Changes in client preferences and fashion trends***

The Group's continued success depends on its ability to create products that follow fashion trends, as well as to anticipate and respond quickly to changing customer demands and fashion trends in the design, styling, production, merchandising and pricing of its products. QUIZ's products must appeal to a customer base whose preferences cannot be predicted with certainty and are subject to change. If the Group misjudges the market for its products, it may be faced with excess inventories for some products. Conversely, if QUIZ fails to anticipate increased customer demand for its products, it may experience inventory shortages, which would result in lost sales and could negatively impact the Group's customer goodwill, brand image and profitability.

In addition, there can be no assurance that QUIZ will be able to produce, distribute or market new products efficiently or that any product category will achieve sales levels sufficient to generate profits. Any of these outcomes could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***QUIZ's domestic growth strategy is dependent upon its ability to successfully open new retail stores***

As part of its growth strategy, QUIZ intends to continue increasing the number of its retail stores in the UK. Successful execution of this roll-out strategy depends upon a number of factors, including: the identification of suitable available sites in optimal locations; the negotiation of acceptable financial terms; the hiring, training and retention of skilled personnel; the Group's ability to integrate new sites into its operations on an economically acceptable basis; its IT capabilities; and general macroeconomic conditions in the UK. There may continue to be competition for suitable or desirable sites and there can be no assurance that QUIZ will be able to open new sites on a timely basis or that it will be able to secure sites on acceptable terms.

### ***QUIZ cannot ensure that any expansion into new jurisdictions will be successful***

As part of its growth strategy, the Group intends to explore opportunities in markets outside the UK. Any expansion into new markets would expose QUIZ to a variety of risks including: different regulatory requirements; compliance with international trading rules including sanctions regimes; different customer preferences; managing foreign operations; exchange rate risk; new or enhanced exposure to local economies and consumer confidence; and the potential for higher rates of fraud. Equally, any expansion into a new territory may not be successful if the Group is not able to achieve a sufficiently strong brand image, perception and/or recognition in any particular territory. Successful entry into new jurisdictions will also depend on QUIZ's ability to identify and engage appropriately with the right retailers, logistics providers and/or wholesale partners.

The Group may be unable to identify and engage with the right retailers, logistics providers and/or wholesale partners to facilitate expansion into new jurisdictions. QUIZ may expend resource on expansion into a territory which ultimately either proves to be unsuccessful or takes a much longer period than anticipated to become successful. Failures and/or delays in successfully launching into new territories may have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***QUIZ is subject to risks associated with leasing retail space***

All of QUIZ's standalone stores are leased from third parties and therefore the Group is subject to risks associated with negotiating or re-negotiating lease terms. When QUIZ renews expiring leases, it may have to compete over desirable property sites with other retail businesses, some of which are considerably larger than the Group and have greater economic and financial firepower. QUIZ's ability to maintain its existing rental rates or to renew any lease on favourable terms will depend on many factors which are outside of the Group's control, including the local real estate market and relationships with current and prospective landlords.

Any inability to renew existing leases may result in, among other things, significant alterations to rental terms, the closure of stores in desirable locations or failure to secure suitable alternative locations. Any of these events affecting the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

The leasing of commercial premises will sometimes entail exposure to rent reviews and dilapidations costs. The Group's policy of seeking where possible to negotiate five year terms or longer leases with break clauses helps mitigate its exposure to rent reviews. In relation to dilapidations costs the Group seeks to mitigate this risk by ensuring schedules of condition are prepared at the start of each relevant lease and where appropriate taking advice from experienced commercial property advisers.

### ***QUIZ is subject to risks associated with third party production***

The Group outsources the production of its products to external manufacturers with appropriate expertise and capacity. A significant proportion of QUIZ products are manufactured in China. The inability of third-party manufacturers to produce and dispatch orders in a timely and appropriate manner, to the required quality, or to comply with their obligations or other laws and regulations could have a negative impact on QUIZ's operations and business. Similarly, if QUIZ expands beyond the production capacity of its current suppliers, it may not be able to find new suppliers with an appropriate level of expertise and capacity in a timely manner. If any of these risks were to develop, it could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

The Group is required to comply with laws and regulations regarding slavery and human trafficking including the Modern Slavery Act 2015. As set out in paragraph 5.9 of Part I of this document, the Group seeks to ensure that its products are sourced from manufacturers whose business operations conform to acceptable ethical standards and it has in place policies and procedures intended to ensure that its business activities comply with legal requirements in relation to slavery and human trafficking. In addition, the Group has commissioned a supplier audit from a specialist ethical supply chain audit consultancy in order to ensure its supply chain is free from slavery or human trafficking. Apart from any risk to the Group arising from non-compliance with applicable law and regulation, the Board is aware that any failure by the Group to ensure it is sourcing products from manufacturers whose business operations conform to acceptable ethical standards could generate adverse publicity, result in the loss of the goodwill of its customers, damage the Group's reputation and deter new customers. If any of these risks were to develop, it could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Changes in input and raw material prices***

The Group's manufacturing suppliers purchase substantial amounts of raw materials, including cotton and rubber, for use in manufacturing QUIZ's products. The price of these raw materials has a direct impact on the price the Group pays its manufacturers for its products. The price and availability of certain raw materials has fluctuated in the past, and may fluctuate in the future, depending on a variety of factors, including crop yield, weather, supply conditions, government regulation, war, terrorism, labour unrest, the economic climate, exchange rates, global demand for raw materials and other unpredictable factors. Additionally, costs of third party providers for QUIZ's transportation costs may increase. Any increase in the price of raw materials or QUIZ's transportation costs could cause delays in product deliveries, affect the availability of QUIZ's products and/or increase the cost of QUIZ's products, some or all of which QUIZ may not be able to pass on to its customers and so profitability could be impacted. All of the foregoing factors could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Under performance of suppliers***

A significant proportion of QUIZ's merchandise is manufactured in markets outside of the UK, principally in China. There are a variety of risks generally associated with doing business in foreign markets and importing items from such regions, including delays associated with customs procedures, risks related to labour practices and supply chain ethics, heightened anti-bribery and corruption concerns, quality assurance concerns, environmental risks, risks of transportation of products by sea and imposition of taxes. Any of these risks could restrict the availability of products and/or increase the costs of QUIZ's products and/or change consumers' perceptions about the quality of its products and could have a material and adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Commercial contracts***

Members of the Group have engaged and will continue to engage with suppliers with more negotiating leverage than is available to QUIZ. Such parties may be suppliers of goods, services, utilities or operational systems such as the Group's IT platform and the software used by the Group to operate its business. The standard commercial terms of such entities may not be subject to negotiation and the Group may be required to tolerate terms which are less favourable than might be anticipated or preferred. If for any reason a member of the Group comes to breach such terms, the financial and operational penalties could be severe and have a material adverse impact on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations. Similarly, the terms of such contracts may restrict the Group's ability to fully recover loss and damage arising from breaches by such counterparty, or restrict the range of sanctions (including termination rights) available to the Group.

As the Group has grown in size and sophistication it has continued to develop its processes and procedures for the review and negotiation of commercial contracts. The Board intends to continue to monitor this area of the business and further develop these processes and procedures in order to ensure that so far as possible the Group is able to achieve a favourable outcome in relation to contractual negotiations. Where necessary or advisable the Board will invest in the Group's commercial contracting processes and procedures for this purpose. This may result in the Group being required to incur additional costs, which could have an adverse effect on the returns available on an investment in the Company.

It is possible that Admission may constitute a change of control under some of the contracts to which members of the Group are party and entitle the counterparty to terminate such agreement. The Board has identified those such contracts which it believes are material to the business and operations of the Group and obtained confirmation from the counterparty that it does not intend to exercise any such termination right.

### ***Insurance risk***

There can be no certainty that the Group's insurance cover is adequate to protect against every eventuality. The occurrence of an event for which the Group did not have adequate insurance cover could have a materially adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

### ***Estimates in financial statements***

Preparation of consolidated financial statements requires the Group to use estimates and assumptions. Accounting for estimates requires management to use its judgment to determine the amount to be recorded on its financial statements in connection with these estimates. The Group's accounting policies require management to make certain estimates and assumptions as to future events and circumstances. In addition, the carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. If the estimates and assumptions are inaccurate, QUIZ could be required to write down the value of certain assets. On an ongoing basis, the Group re-evaluates its estimates and assumptions. However, the actual amounts could differ from those estimates and assumptions.

## **REGULATORY, TAX AND LEGAL RISKS**

### ***Regulatory risks***

As the Group has grown in size and sophistication it has continued to develop its risk management and compliance procedures in conjunction with its advisers in order to ensure its compliance with current legislation, regulation, rules and practices and the Board's interpretation thereof. Such interpretation may not be correct and legislation, regulation, rules and practice may change, possibly with retrospective effect. Any such changes may require the Group's risk management and compliance procedures to be amended and require investment in ensuring ongoing legal compliance.

The Board monitors the Group's risk management and compliance procedures and will continue to do so following Admission. Where necessary or advisable it will invest in the Group's risk management and compliance procedures in order to ensure ongoing legal compliance.

Any change in legislation, regulation, rules, or practice may result in the Group being required to incur additional costs, as would further investment in the Group's risk management and compliance procedures. Each of these could have an adverse effect on the returns available on an investment in the Company.

### ***Risks relating to taxation and changes in legislation***

This document has been prepared on the basis of current legislation, regulation, rules and practices and the Board's interpretation thereof. Such interpretation may not be correct and legislation, regulation, rules and practice may change, possibly with retrospective effect. Any change in legislation, regulation, rules, or practice, and in particular in the tax status or tax residence of the Group or the Company, may have an adverse effect on the returns available on an investment in the Company.

### ***Legal risks***

Legal risks include the inability to enforce security arrangements, an absence of adequate protection for intellectual property rights, an inability to enforce foreign judgments relating to contracts entered into by the Group that are governed by law outside the UK, absence of a choice of law, and an inability to refer disputes to

arbitration or to have a choice with regard to arbitration rules, venue and language. Mitigation measures for these risks may be limited.

### ***Pricing provisions in the Group's franchise and distribution agreements***

The Group has identified that some of its agreements with international franchisees and distributors contain pricing provisions, which could be interpreted as giving the Group control over fixed or the minimum prices at which its franchisees and distributors can sell products supplied by the Group. This practise is widely known as resale price maintenance ("**RPM**"). In many jurisdictions and in particular, the European Union, RPM is unlawful and is capable of giving rise to the imposition of financial penalties by competition authorities. The Group is aware that if it was found to have breached competition law by engaging in RPM, the consequences could include invalidity of the relevant contracts and the imposition of fines determined with reference to the Group's revenue, the value of relevant sales, duration and the gravity of the infringement.

The Directors, who have received relevant legal advice, consider the risk of incurring legal penalties by competition authorities for any potential RPM breaches by the Group to be low. The control of resale pricing was not a driver behind the clauses contained in some of its agreements with international franchisees and distributors and there have been no instances where the Group has sought to prevent a customer from pricing at a lower level than that stated on the price tag.

### ***Packaging waste responsibility compliance***

The Group's DC and physical outlets handle packaging waste which holds, protects, delivers and presents its products. The United Kingdom has producer responsibility legislation relating to packaging waste, which obliges businesses which handle packaging waste above certain specified thresholds to register as "obligated packaging producers" and comply with applicable legislation. Non-compliance with applicable legislation is an offence and the appropriate regulator either can prosecute or, as a result of more recent enforcement powers, potentially impose a financial penalty, or accept a financial offering, reflective of the perceived severity of the non-compliance.

Prior to completion of the Share Exchange Agreements referred to at paragraph 3.7 of Part IV of this document, neither the Group collectively, nor any of its subsidiaries individually that handled packaging waste (Kast Retail Limited, Tarak International Limited and Tarak Retail Limited (together the "**Operating Subsidiaries**")), had registered as an "obligated packaging producer". The Group has appointed a specialist environmental consultant to assist it in establishing, as a factual matter, whether and to what extent the Group or any of its Operating Subsidiaries has been historically non-compliant with producer responsibility legislation relating to packaging waste. This work is ongoing. The Group is aware that if it was found to have not complied with the relevant legislation and the enforcing authority, the Scottish Environment Protection Agency ("**SEPA**"), was to be successful in the prosecution of it or any of its Operating Subsidiaries for historical non-compliance, the consequences could include fines with reference to any cost savings achieved as a result of non-compliance and the length of time throughout which the identified non-compliance has occurred.

It has been confirmed that Kast Retail Limited and Tarak Retail Limited have reached the specified packaging waste threshold which requires each of them to register as an "obligated packaging producer" in the current year and, consequently, to comply with the applicable legislation. Accordingly Kast Retail Limited and Tarak Retail Limited have each registered as a "packaging producer" with SEPA. Going forward the Group intends to meet all of its recovery and recycling waste packaging obligations, and obtain evidence of compliance with these obligations.

### ***The rights afforded to shareholders are governed by Jersey law***

The rights afforded to shareholders will be governed by Jersey law and by the Articles, and these rights differ in certain respects from the rights of shareholders in typical UK companies. In particular, Jersey law significantly limits the circumstances under which shareholders of companies may bring derivative actions and, in most cases, only the Company may be the proper claimant or plaintiff for the purposes of maintaining proceedings in respect of any wrongful act committed against it. Neither an individual nor any group of shareholders has any right of action in such circumstances.

### ***Data privacy breaches or failure to protect confidential information***

QUIZ is subject to a number of laws relating to privacy and data protection, including the UK's Data Protection Act 1988 and the Privacy and Electronic Communications (EC Directive) Regulations 2003, as well as relevant

non-EEA data protection and privacy laws. Such laws govern the Group's ability to collect, use and transfer personal information relating to its customers, including the use of that information for marketing purposes and by its advertisers to focus their advertising campaigns, as well as its employees. QUIZ relies on third party contractors and its own employees to collect personal data and to maintain its databases and, therefore, is exposed to the risk that such data could be wrongfully accessed, appropriated, lost, disclosed, damaged or processed in breach of data protection regulations.

The Group processes employee personal data and customer personal data (including name, address, usage data (traffic data) and, through third parties, bank and/or credit card details) as part of its business and therefore must comply with strict data protection and privacy laws in the European Union and certain other jurisdictions in which the Group operates. Those laws restrict QUIZ's ability to collect, use and delete personal information. The Group is exposed to the risk that personal data could in the future be wrongfully accessed, appropriated, lost, disclosed, damaged or processed in breach of data protection regulations.

If the Group or any of the third party service providers on which it relies fails to process and/or transfer customer information and payment details online in a secure manner, or if any unauthorised or unlawful loss, theft, disclosure or destruction of personal data were otherwise to occur, the Group may be subject to sanctions by card merchants, claims from third parties relating to the infringement of privacy rights or data protection laws and/or investigative or enforcement action (including criminal proceedings and significant pecuniary penalties) by the Information Commissioner's Office in the UK or similar regulatory authorities in other jurisdictions in which QUIZ operates. This could also result in the loss of the goodwill of its customers, damage the Group's reputation and deter new customers. Each of these factors could harm the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

Despite controls to protect the confidentiality and integrity of customer and other information, QUIZ may breach restrictions or may be subject to attack from computer programs that attempt to penetrate its network security and misappropriate confidential information. Any perceived or actual failure to protect confidential data could harm the Group's reputation and credibility, reduce its sales, reduce its ability to attract and retain customers or result in litigation or other actions being brought against it or the imposition of fines and, as a result, could have a material adverse effect on the Group's business, revenue, financial condition, profitability, results, prospects and/or future operations.

Whilst QUIZ strives to comply with all applicable laws, regulations, policies and legal obligations relating to privacy and data protection, it is possible that such requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or the Group's practices.

## **RISKS RELATING TO THE ORDINARY SHARES**

### ***Investment risk and AIM***

Prior to Admission, there has been no public market in the Ordinary Shares. Whilst the Company is applying for Admission, there can be no assurance that an active trading market for the Ordinary Shares will develop, or if developed, that it will be maintained. AIM is a market for emerging or smaller companies and may not provide the liquidity normally associated with the Official List or other exchanges. The future success of AIM and the liquidity in the market for Ordinary Shares cannot be guaranteed. In particular, the market for Ordinary Shares may be, or may become, relatively illiquid, particularly given the Lock-in Arrangements and Orderly Market Arrangements described in paragraph 10.2 of Part IV of this document and therefore the Ordinary Shares may be or may become difficult to sell.

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in investor sentiment regarding the Ordinary Shares or in response to various factors and events, including QUIZ's performance generally, variations or anticipated changes in the Group's interim or full year operating results, market conditions in the sector, the industries of customers and the economy as a whole, business developments of the Group and/or its competitors, significant purchases or sales of Ordinary Shares or trading volumes in the Ordinary Shares, sales by Directors or substantial shareholders legislative or regulatory changes, and general economic, political or regulatory conditions, and other factors outside the control of the Group.

Potential investors should be aware that the value of securities and the income from them can go down as well as up, and investors may realise less than, or lose all of, their investment. The market price of the Ordinary Shares may not reflect the underlying value of the Group and an investment in a security which is traded on AIM might be less realisable and generally carries a higher risk than a security quoted on the Official List. The price which

investors may realise for their holding of Ordinary Shares, and when they are able to do so, may be influenced by a large number of factors, some of which are specific to the Group and others of which are extraneous.

#### ***Lack of active market***

On Admission, there will be a limited number of Shareholders in the Group and therefore it is possible that an active trading market may not develop. Even if an active trading market develops, the market price for the Ordinary Shares may fall below the Placing Price. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected.

#### ***Valuation of Shares***

The Placing Price per Ordinary Share has been determined by the Company, and may not relate to the Group's net asset value, net worth or any established value or valuation criteria. There can be no guarantee that the Ordinary Shares will be able to achieve higher valuations or, if they do so, that such higher valuations can be maintained.

#### ***Market perception***

Market perception of the Group may change, potentially affecting the value of investors' holdings and the ability of the Group to raise further funds by the issue of further Ordinary Shares or otherwise.

#### ***Substantial sales of Ordinary Shares and Lock-in Agreement and orderly marketing provisions***

Following Admission, the Existing Shareholders, will own beneficially, in aggregate, 48.7 per cent. of the Enlarged Share Capital. The Existing Shareholders are subject to restrictions on the sale and/or transfer of their respective holdings in Ordinary Shares pursuant to the Lock-in Agreement that includes orderly marketing provisions, details of which are set out in paragraph 10.2 of Part IV of this document. There can be no assurance that Existing Shareholders will not elect to sell their Ordinary Shares following the expiry of the relevant periods set out in the Lock-in Agreement and summarised in paragraph 10.2 of Part IV of this document. The market price of Ordinary Shares could decline as a result of any such sales of Ordinary Shares or as a result of the perception that these sales may occur. In addition, if these or any other sales were to occur, the Company may in the future have difficulty in offering Ordinary Shares for subscription at a time or at a price it deems appropriate.

#### ***Additional capital and dilution***

It is possible that the Company will need or choose to raise extra capital in the future to finance the development of new products, to develop fully the Group's business, to take advantage of acquisition opportunities or respond to new competitive pressures. If in such circumstances the Board is unable to obtain financing on acceptable terms then the Group may be forced to curtail its development. If additional funds are raised through the issue of new equity or equity-linked securities of the Company 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 Placing Price or higher.

#### ***No guarantee that the Ordinary Shares will continue to be traded on AIM***

The Company cannot assure investors that the Ordinary Shares will always continue to be traded on AIM or on any other exchange. If such trading were to cease, certain investors may decide to sell their Ordinary Shares, which could have an adverse impact on the price of the Ordinary Shares. Additionally, if in the future the Company decides to obtain a listing on another exchange in addition or as an alternative to AIM, the level of liquidity of the Ordinary Shares traded on AIM could decline.

#### ***Dividends***

There can be no assurance as to the level of future dividends, if any. The declaration, payment and amount of any future dividends of the Company is subject to the discretion of the Board and will depend upon, among others, the Company's earnings, financial position, cash requirements and availability of profits, as well as the provisions of relevant laws and generally accepted accounting practice.

#### ***Forward-looking statements***

This document contains forward-looking statements that involve risks and uncertainties. All statements, other than those of historical fact, contained in this document are forward-looking statements. The Group's actual

results could differ materially from those anticipated in the forward-looking statements as a result of many factors. Investors are urged to read this entire document carefully before making an investment decision.

The forward-looking statements in this document are based on the Board's beliefs and assumptions and information only as of the date of this document, and the forward-looking events discussed in this document might not occur. Therefore, investors should not place any reliance on any forward-looking statements. Except as required by law or regulation, the Board undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future earnings or otherwise.

**It should be noted that the risk factors listed above are not intended to be exhaustive and do not necessarily comprise all of the risks to which QUIZ is or may be exposed or all those associated with an investment in the Group. In particular, the Group's performance is likely to be affected by changes in market and/or economic conditions, political, judicial, and administrative factors and in legal, accounting, regulatory and tax requirements in the areas in which it operates and holds its major assets. There may be additional risks and uncertainties that the Board does not currently consider to be material or of which they are currently unaware, which may also have an adverse effect upon the Group.**

## PART III

### HISTORICAL FINANCIAL INFORMATION

Part III contains the historical financial information of the Subsidiaries for the three years ended 31 March 2017. On 5 April 2017, the Company acquired its Subsidiaries pursuant to the Share Exchange Agreements, details of which are set out in paragraph 3.7 of Part IV of this document.

#### SECTION A: ACCOUNTANTS' REPORT ON THE HISTORICAL FINANCIAL INFORMATION



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The Directors and the Proposed Directors  
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22 Grenville Street  
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Dear Sirs,

#### **Kast Retail Limited, Tarak International Limited, Shoar (Holdings) Limited, Kast Services Limited, Tarak Retail Limited and Kast International Spain SL (the "Subsidiaries")**

We report on the historical financial information of the Subsidiaries set out in Section B of Part III of the Admission Document dated 20 July 2017 ("Admission Document") of QUIZ plc (the "Company"). This historical financial information has been prepared for inclusion in the Admission Document on the basis of the accounting policies set out at note 2 to the historical financial information. This report is required by paragraph 20.1 of Annex I of Appendix 3.1.1 of the Prospectus Rules as applied by paragraph (a) of Schedule Two to the AIM Rules for Companies and is given for the purpose of complying with that paragraph and for no other purpose.

Save for any responsibility we may have to those persons to whom this report is expressly addressed and for any responsibility arising under paragraph 20.1 of Annex I of Appendix 3.1.1 of the Prospectus Rules as applied by paragraph (a) of Schedule Two to the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law, we do not accept or assume responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with paragraph 20.1 of Annex I of Appendix 3.1.1 of the Prospectus Rules as applied by paragraph (a) of Schedule Two to the AIM Rules for Companies, or consenting to its inclusion in the Admission Document.

#### **Responsibilities**

The Directors and the Proposed Directors of the Company are responsible for preparing the historical financial information in accordance with International Financial Reporting Standards as adopted by the European Union, Union, except that certain accounting conventions, commonly used for the preparation of historical financial information for inclusion in investment circulars, as described in the Annexure to Standard for Investment Reporting 2000 issued by the Financial Reporting Council in the United Kingdom, have been applied.

It is our responsibility to form an opinion on the historical financial information and to report our opinion to you.

### **Basis of opinion**

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdictions other than the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those other standards and practices.

### **Opinion**

In our opinion, the historical financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Subsidiaries as at the dates stated and of their results, cash flows and changes in equity for the periods then ended in accordance with the accounting policies set out in note 2 of the historical financial information and in accordance with International Financial Reporting Standards as adopted by the European Union.

### **Declaration**

For the purposes of paragraph (a) of Schedule Two to the AIM Rules for Companies we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with item 1.2 of Annex I and item 1.2 of Annex III of Appendix 3.1.1 of the Prospectus Rules as if it had been applied by paragraph (a) of Schedule Two to the AIM Rules for Companies.

Yours faithfully

### **RSM Corporate Finance LLP**

Regulated by the Institute of Chartered Accountants in England and Wales

## SECTION B: HISTORICAL FINANCIAL INFORMATION

### AGGREGATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	Year to 31 March 2017	Year to 31 March 2016	Year to 31 March 2015
<b>Continuing operations</b>				
Revenue	5	89,766,792	69,305,130	61,289,422
Cost of sales		<u>(33,510,823)</u>	<u>(25,850,696)</u>	<u>(24,175,175)</u>
<b>Gross profit</b>		56,255,969	43,454,434	37,114,247
Administrative costs	7	(34,527,027)	(28,498,639)	(25,443,663)
Distribution costs		(13,601,790)	(9,275,580)	(6,756,235)
Other operating income		<u>7,753</u>	<u>1,034</u>	<u>1,063</u>
<b>Operating profit</b>	6	8,134,905	5,681,249	4,915,412
Finance income	10	7,245	50,684	707
Finance costs	10	<u>(29,757)</u>	<u>(41,800)</u>	<u>(42,638)</u>
<b>Profit before income tax</b>		8,112,393	5,690,133	4,873,481
Income tax charge	11	<u>(1,494,745)</u>	<u>(1,321,727)</u>	<u>(996,126)</u>
<b>Total comprehensive income for the year attributable to shareholders of the Company</b>		<u>6,617,648</u>	<u>4,368,406</u>	<u>3,877,355</u>

## AGGREGATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 31 March 2017 £	As at 31 March 2016 £	As at 31 March 2015 £
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	13	12,118,539	10,627,534	6,497,503
Intangible assets – other than goodwill	14	341,443	386,328	361,804
Goodwill	14	6,175,401	6,175,401	6,175,401
<b>Total non-current assets</b>		<u>18,635,383</u>	<u>17,189,263</u>	<u>13,034,708</u>
<b>Current assets</b>				
Inventories	15	9,311,874	6,189,229	4,135,103
Trade and other receivables	16	10,732,962	6,308,947	4,839,562
Cash and cash equivalents	17	2,058,983	2,995,995	1,465,952
<b>Total current assets</b>		<u>22,103,819</u>	<u>15,494,171</u>	<u>10,440,617</u>
<b>Liabilities</b>				
<b>Current liabilities</b>				
Loans and borrowings	18	3,788,251	2,321,395	521,503
Trade and other payables	18	11,172,967	9,316,564	6,427,349
<b>Total current liabilities</b>		<u>14,961,218</u>	<u>11,637,959</u>	<u>6,948,852</u>
<b>Net current assets</b>		<u>7,142,601</u>	<u>3,856,212</u>	<u>3,491,765</u>
<b>Non-current liabilities</b>				
Loans and borrowings	18	279,149	417,828	588,507
Deferred tax liabilities	12	574,067	399,131	138,855
<b>Total non-current liabilities</b>		<u>853,216</u>	<u>816,959</u>	<u>727,362</u>
<b>Net assets</b>		<u>24,924,768</u>	<u>20,228,516</u>	<u>15,799,111</u>
<b>Equity</b>				
Called up share capital	21	1,453,900	3,453,900	3,453,900
Retained earnings	22	23,470,868	16,774,616	12,345,211
<b>Total equity attributable to shareholders of the Company</b>		<u>24,924,768</u>	<u>20,228,516</u>	<u>15,799,111</u>

## AGGREGATED STATEMENT OF CHANGES IN EQUITY

	Notes	<i>Attributable to shareholders of the Company</i>		
		<i>Share capital</i>	<i>Retained earnings</i>	<i>Total equity</i>
		£	£	£
<b>As at 1 April 2014</b>		3,453,900	8,592,091	12,045,991
Total comprehensive income		–	3,877,355	3,877,355
Foreign exchange loss on non UK assets		–	(89,996)	(89,996)
Dividends	10	–	(34,239)	(34,239)
<b>As at 31 March 2015</b>		<u>3,453,900</u>	<u>12,345,211</u>	<u>15,799,111</u>
Total comprehensive income		–	4,368,406	4,368,406
Foreign Exchange gain on non UK assets		–	95,238	95,238
Dividends	10	–	(34,239)	(34,239)
<b>As at 31 March 2016</b>		<u>3,453,900</u>	<u>16,774,616</u>	<u>20,228,516</u>
Total comprehensive income		–	6,617,648	6,617,648
Foreign Exchange gain on non UK assets		–	92,843	92,842
Dividends		–	(14,239)	(14,239)
Cancellation of preference shares	21	(2,000,000)	–	(2,000,000)
<b>As at 31 March 2017</b>		<u>1,453,900</u>	<u>23,470,868</u>	<u>24,924,767</u>

## AGGREGATED STATEMENT OF CASH FLOWS

	Notes	Year to 31 March 2017 £	Year to 31 March 2016 £	Year to 31 March 2015 £
<b>Cash flows from operating activities</b>				
Cash generated by operations	25	4,178,017	6,433,277	5,230,933
Interest paid		(32,961)	(23,275)	(42,638)
Income taxes paid		(902,605)	(923,516)	(567,371)
<b>Net cash flows from operating activities</b>		<u>3,242,451</u>	<u>5,486,486</u>	<u>4,620,924</u>
<b>Cash flow from investing activities</b>				
Payments to acquire intangible assets		(33,055)	(102,744)	(108,497)
Payments to acquire property, plant and equipment		(3,536,721)	(5,494,914)	(1,618,141)
Proceeds from disposal of fixed assets		–	9,000	–
Interest received		7,245	50,684	707
<b>Net cash flows used in investing activities</b>		<u>(3,562,531)</u>	<u>(5,537,974)</u>	<u>(1,725,931)</u>
<b>Cash flows from financing activities</b>				
Proceeds of new borrowings		591,390	847,874	–
Repayment of borrowings		(1,831,201)	(736,698)	(1,140,543)
Repayment of finance leases		(1,037)	(17,326)	(22,210)
Dividends paid	10	(14,239)	(34,239)	(34,239)
<b>Net cash (used)/generated by financing activities</b>		<u>(1,255,087)</u>	<u>59,611</u>	<u>(1,196,992)</u>
<b>Net (decrease)/increase in cash and cash equivalents</b>		(1,575,167)	8,123	1,698,001
<b>Cash and cash equivalents at beginning of period</b>		1,021,954	1,011,034	(669,085)
Effect of foreign exchange rates		69,526	2,797	(17,882)
<b>Cash and cash equivalents at end of period</b>		<u>(483,687)</u>	<u>1,021,954</u>	<u>1,011,034</u>
Represented by:				
Cash		2,058,983	2,995,995	1,465,952
Bank overdraft		(2,542,670)	(1,974,041)	(454,918)
		<u>(483,687)</u>	<u>1,021,954</u>	<u>1,011,034</u>

## NOTES TO THE HISTORICAL FINANCIAL INFORMATION

### 1. THE SUBSIDIARIES AND PRINCIPAL ACTIVITY

#### 1.1 *Reporting overview*

This historical financial information includes the results of Kast Retail Limited (and its subsidiary, Kast International Spain SL), Tarak International Limited, Shoar (Holdings) Limited (and its subsidiary, Tarak Retail Limited) and Kast Services Limited (together the "Subsidiaries") for the years ended 31 March 2017, 31 March 2016 and 31 March 2015 (the "Historical Financial Information") and is prepared for the purposes of the admission of the ordinary shares of QUIZ plc (the "Company"), the parent company of the Subsidiaries, to the AIM market operated by London Stock Exchange plc.

The Company was incorporated and registered in Jersey on 22 March 2017 as Quiz Limited, a private limited company, and on 17 July 2017 was re-registered as a public limited company. Kast Services Limited became a subsidiary of the Company with effect from its incorporation on 23 March 2017 and Kast Retail Ltd, Tarak International Limited and Shoar (Holdings) Limited became subsidiaries of the Company following the completion of Share Exchange Agreements on 5 April 2017. The Company is now the parent holding company of the Subsidiaries (together the "Group").

The Historical Financial Information has been prepared by the Directors and the Proposed Directors on a going concern basis and under the historical cost convention and is presented in pounds' sterling (£) being the functional currency of the Subsidiaries.

The registered office of the Subsidiaries is 61 Hydepark Street, Glasgow, G3 8BQ. The principal activity of the Subsidiaries is the retail of ladies fashion clothing, footwear and accessories.

#### 1.2 *Going concern*

This Historical Financial Information has been prepared on the going concern basis, which assumes that the Subsidiaries will continue to be able to meet their liabilities as they fall due for the foreseeable future. In adopting the going concern basis the Directors have considered the receipt of the net proceeds from the placing of shares by the Company upon admission to AIM.

### 2. Summary of significant accounting policies

The principle accounting policies adopted are set out below:

#### 2.1 *Basis of preparation*

The Subsidiaries were under common control of the same ultimate beneficial owners and effectively operated as a group under common management throughout the period covered by the Historical Financial Information although they did not comprise a group as defined by International Financial Reporting Standards. In order to assist readers of this Historical Financial Information in understanding the trading performance and financial position of the Subsidiaries, the assets, liabilities and results of the individual companies have been aggregated (with intercompany transaction and balances eliminated) under the principles of merger accounting to present the results and balances that would have been shown had the Subsidiaries been under the control of a single common parent throughout the financial periods presented.

The Historical Financial Information has been prepared in accordance with applicable International Financial Reporting Standards and International Financial Reporting Interpretations Committee interpretations (collectively "IFRSs") as adopted for use in the European Union, except as described below.

IFRSs as adopted by the European Union do not provide for the preparation of aggregated financial information and accordingly in preparing the Historical Financial Information certain accounting conventions commonly used for the preparation of historical financial information for inclusion in investment circulars as described in the Annexure to SIR 2000 (Investment Reporting Standard applicable to public reporting engagements on historical financial information) issued by the Financial Reporting Council in the UK have been applied. The application of these conventions results in a material departure from IFRSs as adopted by the European Union. In all other respects, IFRSs as adopted by the European Union have been applied.

### 2.3 **Intangible assets**

#### *Goodwill*

Goodwill represents the excess of the cost of an acquisition over the fair value of the Subsidiaries' share of net identifiable assets of the acquired business at the date of acquisition. Goodwill is not amortised. Instead, goodwill is tested annually for impairment or if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

#### *Other intangible assets*

Intangible assets purchased are recognised when future economic benefits are probable and are initially recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets are amortised to profit or loss on a straight-line basis over their useful lives, as follows:

Computer software	between 7 and 10 years
-------------------	------------------------

Amortisation is revised prospectively for any significant change in useful life or residual value. On disposal, the difference between the net disposal proceeds and the carrying amount of the intangible asset is recognised in profit or loss.

All amortisation has been charged to administrative expenses in the statement of comprehensive income.

### 2.4 **Property, plant and equipment**

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost or valuation of each asset to its estimated residual value on a straight line basis over its expected useful life, as follows:

Property leasehold	straight line over the life of the lease
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Computer equipment	between 7 and 9 years
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Fixtures, fittings and equipment	between 5 and 10 years
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Motor vehicles	between 4 and 5 years
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All depreciation has been charged to administrative expenses in the statement of comprehensive income.

### 2.5 **Impairment of assets**

An assessment is made at each reporting date as to whether there are indications that an asset may be impaired or that an impairment loss previously recognised has fully or partially reversed. If such indications exist, the recoverable amount is estimated or, for goodwill, the recoverable amount of the cash-generating unit to which the goodwill belongs.

Shortfalls between the carrying value of an asset and its recoverable amount, being the higher of fair value less costs to sell and value-in-use, are recognised as impairment losses. Impairments of revalued assets are treated as a revaluation loss. All other impairment losses are recognised in profit or loss.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Reversal of impairment losses are recognised in profit or loss of for revalued assets, as a revaluation gain. On reversal of an impairment loss, the depreciation or amortisation is adjusted to allocate the asset's revised carrying amounts (less any residual value) over its remaining useful life.

### 2.6 **Revenue recognition**

#### *Sale of goods-retail*

The Subsidiaries operate a chain of retail outlets for selling clothing products. Sales of goods are recognised when an entity sells a product to the customer. Retail sales are usually settled in cash or by payment card.

### *Internet revenue*

Revenue from the provision of the sale of goods on the internet is recognised at the point that the risk and rewards of the inventory have passed to the customer, which is the point of delivery. Transactions are settled by credit or payment card.

Revenue is recognised at fair value of the consideration received or receivable for the sale net of staff discounts and Value Added Tax.

## **2.7 Taxation**

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using the tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised using the balance sheet liability method, on temporary differences arising between the tax base of assets and liabilities and their carrying amount in the historical financial information. Deferred tax is calculated at the tax rates that have been enacted or substantively enacted by the reporting date and are expected apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date.

Deferred tax assets and liabilities are offset against each other when there is a legally enforceable right to set off current tax assets against current tax liabilities and it is the intention to settle these on a net basis.

Deferred tax is charge or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also recognised as equity.

Current and deferred tax is charged or credited in the profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction for event it relates to and is also charged or credited other comprehensive income, or equity.

## **2.8 Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis. At each reporting date, the impairment of stock is assessed. Any excess of the carrying amount of stocks over its estimated selling price is recognised as an impairment loss in the profit or loss.

## **2.9 Finance income and finance costs**

The Subsidiaries' finance income and finance costs include interest income and expense and interest on any hire purchase arrangements in place. Interest income is accrued on a time-apportioned basis, by reference to the principal outstanding at the effective interest rate.

## **2.10 Leasing**

### *Finance leases*

An asset and corresponding liability are recognised for leasing agreements that transfer to the Subsidiaries substantially all the risks and rewards incidental to ownership. The amount capitalised is the fair value of the lease asset or, if lower, the present value of the minimum lease payments payable during the lease term, both determined at inception of the lease. Lease payments are treated as consisting of capital interest elements. The interest is charged to profit and loss to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are expensed as incurred.

### *Operating Leases*

All other leases are operating leases and the annual rentals are charged to profit or loss on a straight-line basis over the lease term. Rent free periods or other incentives received for entering an operating lease are

accounted for as a reduction to the expense and are recognised, on a straight-line basis over the lease term.

#### 2.11 **Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or are capitalised as an intangible fixed asset or a tangible fixed asset.

#### 2.12 **Retirement benefits**

The Subsidiaries operate defined contribution pension schemes. For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions paid are shown as either accruals or prepayments.

#### 2.13 **Foreign currency transactions**

##### *Functional and presentation currency*

The individual financial statements of each Subsidiary are presented in the currency of the primary economic environment in which it operates (its functional currency). For the aggregated historical financial information, the results and financial position of each Subsidiary are expressed in pounds' sterling, which is the functional currency of the Company, and the presentation currency for the aggregated historical financial information.

##### *Transactions and balances*

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets, and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

#### 2.14 **Provisions**

Provisions are recognised when the Subsidiaries have an obligation at the reporting date because of a past event which it is probable will result in the transfer of economic benefits and that obligation can be estimated reliably.

Provisions are measured at the best estimate of the amounts required to settle the obligation. When the effect of the time value of money is material, the provision is based on the present value of those amounts, discounted at the pre-tax discounts rate that reflects the risks specific to the liability. The unwinding of the discount is recognised within interest payable and similar charges.

#### 2.15 **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, being the board of Directors. The chief operating decision-maker is responsible for allocating resources and assessing performance of operating segments.

The Directors consider that there are no identifiable business segments that are subject to risks and returns different to the core business. The information reported to the Directors, for the purposes of resource allocation and assessment of performance, is based wholly on the overall activities of the Subsidiaries.

The Directors have therefore determined that there is only one reportable segment under IFRS 8. The results and assets for this segment can be determined by reference to the statement of comprehensive income and statement of financial position.

## 2.16 ***New standards not yet applied***

The IASB has issued the following standards to be applied to financial statements with years commencing on or after the following dates:

		<i>Effective for accounting periods on or after</i>
IFRS 9	Financial Instruments – will ultimately replace IAS 39 Financial Instruments: Recognition and Measurement in its entirety. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortised cost or fair value, replacing the many different rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial assets.	1 January 2018
IFRS 15	Revenue from Contracts with Customers – is intended to clarify the principles of revenue recognition and establish a single framework for revenue recognition. This supersedes IAS 18 Revenue and the core principle is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expected to be entitled in exchange for those goods or services.	1 January 2017
IFRS 16	IFRS16 establishes principles for the recognition, measurement, presentation and disclosures of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS16 applies to all leases and will require lessees to recognise a right-of-use asset and corresponding lease liability.	1 January 2019

In addition to these new standards, the following amendments are also issued, but not yet effective:

- Amendments to IFRS 2 Share Based Payments (effective 1 January 2018)
- Amendments to IAS 7 Statement of Cash Flows (effective 1 January 2017)
- Amendments to IAS 12 Income Taxes (effective 1 January 2017)
- Clarifications to IFRS 15 Revenue from Contracts with Customers (effective 1 January 2018)

The Directors do not anticipate that the adoption of IFRS 9, IFRS 15 or the amendments to IFRS 2 will have a material impact on the financial statements in the period of initial application and have decided not to adopt early where possible. The Directors are considering the impact of other new standards and interpretations, and have yet to conclude on the impact.

## 2.17 ***Financial instruments***

Financial assets and financial liabilities are recognised when the Subsidiaries become party to the contractual provisions of the instrument, and are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### ***Financial assets***

Trade debtors and other debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at transaction price. Trade debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

When the arrangement with a debtor constitutes a financing transaction, the debtor is initially measured at the present value of future payment discounted at a market rate of interest for a similar debt instrument and subsequently measured at amortised cost.

A provision for impairment of trade debtors is established when there is objective evidence that the amounts due will not be collected per the original terms of the contract. Impairment losses are recognised in profit or loss for the excess of the carrying value of the trade debtor over the present value of the future

cash flows discounted using the original effective interest rate. Subsequent reversals of an impairment loss that objectively relate to an event occurring after the impairment loss was recognised, are recognised immediately in profit or loss.

### **Financial liabilities**

Bank overdrafts are presented within creditors: amounts falling due within one year.

#### *Financial Liabilities and equity*

Financial instruments are classified as liabilities and equity instruments per the substance of the contractual arrangements entered. An equity instrument is any contract that evidences a residual interest in the assets of the Company and after deducting all its liabilities.

#### *Trade and other payables*

Trade and other payables within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled. When the arrangement with a trade payable constitutes a financing transaction, the creditor is initially and subsequently measured at the present value of future payments discounted at a market rate of interest for a similar instrument.

#### *Borrowing*

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised based on the effective interest method and is included in interest payable and other similar charges.

#### *Derecognition of financial liabilities*

Financial liabilities are derecognised when and only when, the company's contractual obligations are discharged, cancelled or they expire.

## 2.18 **Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

## **3. Financial risk management**

### 3.1 **Financial risk factors**

The Subsidiaries' activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The policy for each of the above risks is described in more detail below.

#### *Credit risk*

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers and connected companies.

The carrying amount of financial assets represents the maximum credit exposure.

#### *Liquidity risk*

Liquidity risk is the risk that the group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the group's reputation.

#### *Market Risk*

Market risk is the risk that changes in market prices – such as foreign exchange rates – will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while

optimising the return. All such transactions are carried out within the guidelines set by the board of Directors.

### 3.2 **CAPITAL RISK MANAGEMENT**

#### *Capital management*

For the purpose of the group's capital management, capital includes issued share capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the group's capital management is to maximise shareholder value.

The group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of investors. To maintain or adjust the capital structure, the group may adjust the dividend paid to shareholders, return capital to shareholders or issue new shares. The group's policy is to maintain sufficient capital to allow for future investment in growth of the business.

## **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

In the application of the company's accounting policies, the Directors are required to make judgments, estimates and assumptions about the carrying value of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Information about such estimations and judgments are contained in individual accounting policies. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognised in the aggregated historical financial information.

#### ***Impairment of goodwill***

The Directors are required to test, where indicators of impairment exist, whether goodwill has suffered an impairment. The Directors believe that the value in use is greater than the carrying value and do not consider goodwill to be impaired.

#### ***Depreciation and Amortisation***

The Directors exercise judgment to determine useful lives and residual values of tangible and intangible assets. The assets are depreciated or amortised over their estimated useful lives.

#### ***Inventory provision***

Provision is made for those items of inventory where the net realisable value is estimated to be lower than cost. Net realisable value is based on both historical experience and assumptions regarding future selling prices, and is consequently a source of estimation uncertainty. The provision is determined based on the choice of an appropriate percentage in accordance with the ageing of stock.

## 5. REVENUE

An analysis of the Subsidiaries' revenue by geographical destination is as follows:

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
United Kingdom	68,063,180	60,258,575	53,168,690
Overseas	<u>21,703,612</u>	<u>9,046,555</u>	<u>8,120,732</u>
	<u>89,766,792</u>	<u>69,305,130</u>	<u>61,289,422</u>

## 6. OPERATING PROFIT

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
<b>Operating profit is stated after charging/(crediting):</b>			
Amortisation	77,940	78,220	61,803
Depreciation	2,045,716	1,349,326	1,034,461
Loss on disposal of fixed assets	–	6,557	–
Auditors remuneration	32,240	32,250	24,250
Loss/(profit) on foreign exchange translation	2,342	(207,650)	15,339
Operating lease rentals	5,345,923	4,616,201	4,243,764
Pension to former employee	39,000	39,000	34,000

## 7. EXPENSES BY NATURE

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Administrative costs:			
Employment costs	15,601,108	13,163,389	11,456,642
Depreciation	2,045,716	1,349,326	1,034,461
Amortisation	77,940	78,220	61,803
Operating lease payments	5,345,923	4,616,201	4,243,764
Other expense	<u>11,456,340</u>	<u>9,291,503</u>	<u>8,646,993</u>
	<u>34,527,027</u>	<u>28,498,639</u>	<u>25,443,663</u>

## 8. DIRECTORS' EMOLUMENTS

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Emoluments for qualifying services	358,903	299,092	308,230
Social security costs	40,573	33,439	34,700
Pension contributions to defined contribution schemes	<u>49,462</u>	<u>49,000</u>	<u>49,000</u>
	<u>448,938</u>	<u>381,530</u>	<u>391,930</u>

Emoluments disclosed above include the following amounts paid to the highest paid director:

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Emoluments for qualifying services	61,201	61,201	61,454
Social security costs	7,326	7,326	7,361
Compensation for loss of office	–	–	–
Pension contributions to defined contribution schemes	<u>20,124</u>	<u>20,000</u>	<u>20,000</u>

The number of directors to whom pension benefits were accruing under defined contribution schemes amounted to 5 (31 March 2016: 5).

## 9. EMPLOYEES

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
<b>Employment costs</b>			
Wages and salaries	14,759,659	12,333,987	10,735,775
Social security costs	784,397	688,032	588,044
Other pension costs	57,052	141,370	132,823
	<u>15,601,108</u>	<u>13,163,389</u>	<u>11,456,642</u>

### Number of employees

The average monthly number of employees (including directors) during the period was as follows:

	<i>Year ended 31 March 2017</i>	<i>Year ended 31 March 2016</i>	<i>Year ended 31 March 2015</i>
Shop staff	1,276	1,151	1,085
Distribution staff	22	21	19
Administrative staff	79	57	62
Directors	13	10	10
	<u>1,390</u>	<u>1,239</u>	<u>1,176</u>

## 10. FINANCE INCOME AND EXPENSE

### Income

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Interest on loans and overdrafts	1,907	50,684	707
Other interest	5,338	–	–
	<u>7,245</u>	<u>50,684</u>	<u>707</u>

### Expense

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Bank interest	29,757	41,800	42,638
	<u>29,757</u>	<u>41,800</u>	<u>42,638</u>

## 10. DIVIDENDS

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Dividends	14,239	34,239	34,239
	<u>14,239</u>	<u>34,239</u>	<u>34,239</u>

The dividends relate to the preference shares and represent a dividend of £0.01 per share. They were paid in the period for which they were declared. No dividends have been declared since the end of the reporting period.

## 11. TAXATION

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
<b>Current income tax</b>			
UK corporation tax – current year	1,308,826	962,944	834,816
UK corporation tax – prior year	(192,371)	16,542	–
Foreign tax	203,855	82,030	69,868
Deferred tax – current year	17,008	93,983	91,442
Deferred tax – prior year	157,427	166,228	–
<b>Tax on profit on ordinary activities</b>	<u>1,494,745</u>	<u>1,321,727</u>	<u>996,126</u>
<b>Reconciliation of effective tax rate</b>			
Profit on ordinary activities before taxation	8,112,393	5,690,133	4,873,481
Profit on ordinary activities multiplied by standard rate of UK corporation tax of 20% (31 March 2016: 20%, 31 March 2015: 21%)	1,622,479	1,138,027	1,023,431
Expenses not deductible for tax purposes	60,483	80,809	20,324
Adjustments to previous periods	(34,944)	182,770	–
Foreign tax adjustments	(153,273)	(48,466)	(42,874)
Change in standard rate of UK corporation tax	–	(31,413)	(34,755)
<b>Total</b>	<u>1,494,745</u>	<u>1,321,727</u>	<u>966,126</u>

Reductions in the UK Corporation Tax to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. The rate will further reduce to 17% (effective 1 April 2017) and to 18% (effective from 1 April 2020), as enacted on 15 September 2016. This will reduce the subsidiaries' future current tax charge accordingly.

## 12. DEFERRED TAX

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Deferred tax assets	–	–	–
Deferred tax liabilities	574,067	399,131	138,855
<b>Net deferred tax liability</b>	<u>574,067</u>	<u>399,131</u>	<u>138,855</u>
<b>Reconciliation of net deferred tax liability</b>			
Opening balance as at 1 April	399,131	138,855	47,413
Recognised in profit or loss	174,435	260,211	91,442
Effect of foreign exchange rates	501	65	–
<b>Closing balance at 31 March</b>	<u>574,067</u>	<u>399,131</u>	<u>138,855</u>

**The deferred tax liability is made up as follows:**

	<i>As at 31 March 2017 £</i>	<i>As at 31 March 2016 £</i>	<i>As at 31 March 2015 £</i>
Accelerated capital allowances	574,067	399,131	138,855
	<u>574,067</u>	<u>399,131</u>	<u>138,855</u>

**13. PROPERTY, PLANT AND EQUIPMENT**

	<i>Leasehold Property £</i>	<i>Motor vehicles £</i>	<i>Computer Equipment £</i>	<i>Fixtures, fittings and equipment £</i>	<i>Total £</i>
<b>Cost</b>					
At 1 April 2014	329,948	113,685	607,512	7,871,006	8,922,151
Additions	37,713	18,520	118,968	1,442,940	1,618,141
As at 31 March 2015	<u>367,661</u>	<u>132,205</u>	<u>726,480</u>	<u>9,313,946</u>	<u>10,540,292</u>
At 1 April 2015	367,661	132,205	726,480	9,313,946	10,540,292
Additions	192,580	50,334	170,768	5,081,232	5,494,914
Disposals	–	(16,233)	–	–	(16,233)
As at 31 March 2016	<u>560,241</u>	<u>166,306</u>	<u>897,248</u>	<u>14,395,178</u>	<u>16,018,973</u>
At 1 April 2016	560,241	166,306	897,248	14,395,178	16,018,973
Additions	88,511	–	221,327	3,226,883	3,536,721
As at 31 March 2017	<u>648,752</u>	<u>166,306</u>	<u>1,118,575</u>	<u>17,622,061</u>	<u>19,555,694</u>
<b>Accumulated depreciation</b>					
At 1 April 2014	197,832	43,267	199,245	2,567,984	3,008,328
Charge for the year	56,598	18,762	64,183	894,918	1,034,461
Disposals	–	–	–	–	–
As at 31 March 2015	<u>254,430</u>	<u>62,029</u>	<u>263,428</u>	<u>3,462,902</u>	<u>4,042,789</u>
At 1 April 2015	245,430	62,029	263,428	3,462,902	4,042,789
Charge for the year	84,768	25,551	80,212	1,158,795	1,349,326
Disposals	–	(676)	–	–	(676)
As at 31 March 2016	<u>339,198</u>	<u>86,904</u>	<u>343,640</u>	<u>4,621,697</u>	<u>5,391,439</u>
At 1 April 2016	339,198	86,904	343,640	4,621,697	5,391,439
Charge for the year	71,382	30,896	114,170	1,829,268	2,045,716
Disposals	–	–	–	–	–
As at 31 March 2017	<u>410,580</u>	<u>117,800</u>	<u>457,810</u>	<u>6,450,965</u>	<u>7,437,155</u>
<b>Net book value</b>					
At 31 March 2017	<u>238,172</u>	<u>48,506</u>	<u>660,765</u>	<u>11,171,096</u>	<u>12,118,539</u>
At 31 March 2016	<u>221,043</u>	<u>79,402</u>	<u>553,608</u>	<u>9,773,481</u>	<u>10,627,534</u>
At 31 March 2015	<u>113,231</u>	<u>70,176</u>	<u>463,052</u>	<u>5,851,044</u>	<u>6,497,503</u>

## 14. INTANGIBLE ASSETS

	<i>Goodwill</i> £	<i>Computer software</i> £	<i>Total</i> £
<b>Cost</b>			
At 1 April 2014	6,175,401	389,215	6,564,616
Additions	–	108,497	108,497
As at 31 March 2015	<u>6,175,401</u>	<u>497,712</u>	<u>6,673,113</u>
At 1 April 2015	6,175,401	497,712	6,673,113
Additions	–	102,744	102,744
As at 31 March 2016	<u>6,175,401</u>	<u>600,456</u>	<u>6,775,857</u>
At 1 April 2016	6,175,401	600,456	6,775,857
Additions	–	33,055	33,055
As at 31 March 2017	<u>6,175,401</u>	<u>633,511</u>	<u>6,808,912</u>
<b>Accumulated amortisation</b>			
At 1 April 2014	–	74,105	74,105
Charge for the year	–	61,803	61,803
As at 31 March 2015	<u>–</u>	<u>135,908</u>	<u>135,908</u>
At 1 April 2015	–	135,908	135,908
Charge for the year	–	78,220	78,220
As at 31 March 2016	<u>–</u>	<u>214,128</u>	<u>214,128</u>
At 1 April 2016	–	214,128	214,128
Charge for the year	–	77,941	77,941
As at 31 March 2017	<u>–</u>	<u>292,068</u>	<u>292,068</u>
<b>Net book value</b>			
At 31 March 2017	<u>6,175,401</u>	<u>341,443</u>	<u>6,516,844</u>
At 31 March 2016	<u>6,175,401</u>	<u>386,328</u>	<u>6,561,729</u>
At 31 March 2015	<u>6,175,401</u>	<u>361,804</u>	<u>6,537,205</u>

The carrying amount of goodwill reflects the difference between the fair value of the consideration transferred and the fair value of assets and liabilities purchased. Goodwill is assessed for impairment by comparing the carrying value to value in use calculations. Values have been estimated using cash flow projections based on detailed budgets and forecasts over the period to 31 March 2019, with a discount rate of 10 per cent. applied, being the Directors' estimate of the Subsidiaries' cost of capital, with no terminal value. The budgets and forecasts are based on historical data and the past experience of the Directors as well as the future plans of the business. The Directors do not consider goodwill to be impaired. The Directors believe that no reasonably possible change in assumptions will cause the value in use to fall below the carrying value and hence impair the goodwill.

## 15. INVENTORIES

	<i>As at 31 March 2017</i> £	<i>As at 31 March 2016</i> £	<i>As at 31 March 2015</i> £
Finished goods and goods for resale	<u>9,311,874</u>	<u>6,189,229</u>	<u>4,135,103</u>
Cost of inventories recognised as an expense	<u>36,633,468</u>	<u>27,605,864</u>	<u>24,375,737</u>

## 16. TRADE AND OTHER RECEIVABLES

	<i>As at</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2015</i> <i>£</i>
<b>Current</b>			
Trade receivables	6,531,214	3,390,343	2,814,098
Other receivables	590,070	561,557	350,596
Prepayments and accrued income	2,329,653	1,188,010	574,577
Amounts owed by related parties	1,282,025	1,169,037	1,100,291
	<u>10,732,962</u>	<u>6,308,947</u>	<u>4,839,562</u>

## 17. CASH AND CASH EQUIVALENTS

	<i>As at</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2015</i> <i>£</i>
Cash on hand and balances with banks	2,058,983	2,995,995	1,465,952

The cash and cash equivalents are held with bank and financial institution counterparties, which are rated P-1 and A-1, based on Moody's ratings.

## 18. TRADE AND OTHER PAYABLES

	<i>As at</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2015</i> <i>£</i>
<b>Current</b>			
Trade payables	5,584,567	4,294,573	3,281,365
Corporation tax	1,425,717	1,008,513	870,578
Other taxes and social security costs	502,151	472,875	297,540
Accruals	3,139,113	3,113,481	1,498,852
Deferred income	177,275	200,125	84,375
Other creditors	293,646	225,960	376,276
Finance lease and hire purchase	–	1,037	18,363
Amounts due to related parties	50,498	–	–
	<u>11,172,967</u>	<u>9,316,564</u>	<u>6,427,349</u>
	<i>Year ended</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>Year ended</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>Year ended</i> <i>31 March</i> <i>2015</i> <i>£</i>
<b>Loans and borrowings</b>			
<b>Financial assets measured at amortised cost</b>			
Bank loans	969,958	714,517	64,857
Bank overdraft	2,542,670	1,974,041	454,918
Directors loans	554,772	50,665	590,235
	<u>4,067,400</u>	<u>2,739,223</u>	<u>1,110,010</u>
Current	3,788,251	2,321,395	521,503
Non-current	279,149	417,828	588,507
	<u>4,067,400</u>	<u>2,739,223</u>	<u>1,110,010</u>

Trade payables are mainly contractually due to be paid within one month.

Bank loan, overdraft and other credit facilities are secured by an unlimited multilateral and cross company guarantee given by Kast Retail Limited and Tarak International Limited and also by a limited guarantee given, and by a floating charge over the assets of Kast Retail Limited and Tarak International Limited. The bank also holds a right of set-offs between Kast Retail Limited and Tarak International Limited.

In addition, bank overdraft and other credit facilities are secured by a bond and floating charge from Tarak Retail Limited over the whole of its property and undertakings.

Bank overdrafts are annual facilities, subject to review at various dates during 2017 and 2018 and are repayable on demand.

Borrowings are denominated and repaid in pounds sterling, have contractual interest rates that are either fixed rates or variable rates linked to LIBOR that are not leveraged, and do not contain conditional returns or repayment provisions other than to protect the lender against credit deterioration or changes in relevant legislation or taxation. The Subsidiaries make monthly repayments of the bank borrowings.

## 19. FINANCIAL INSTRUMENTS – ACCOUNTING CLASSIFICATIONS AND FAIR VALUE

The following table shows the Subsidiaries' carrying amounts and fair values of financial assets and financial liabilities. All financial assets and liabilities are measured at amortised cost, with the exception of the derivative liability. The derivative liability is measured at fair value, is level 2 in the fair value hierarchy, and as disclosed in Note 18.

	<i>As at</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2015</i> <i>£</i>
<b>Loans and receivables</b>			
<b>Financial assets measured at amortised cost</b>			
Trade and other receivables	8,403,308	5,120,937	4,264,985
Cash and cash equivalents	<u>2,058,983</u>	<u>2,995,995</u>	<u>1,465,952</u>
	<u>10,462,291</u>	<u>8,116,932</u>	<u>5,730,937</u>

Excluded from financial assets are prepayments as these assets fall out with the scope of financial instruments due to the cash element having been settled.

	<i>As at</i> <i>31 March</i> <i>2017</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2016</i> <i>£</i>	<i>As at</i> <i>31 March</i> <i>2015</i> <i>£</i>
<b>Loans and payables</b>			
<b>Other financial liabilities measured at amortised cost</b>			
Trade and other payables	9,067,824	7,634,014	5,156,493
Bank and other borrowings	4,067,400	2,739,223	1,110,010
Finance lease and hire purchase	–	<u>1,037</u>	<u>18,363</u>
	<u>13,135,224</u>	<u>10,374,274</u>	<u>6,284,866</u>

Excluded from financial liabilities are the corporation tax payable, other taxes and social security and deferred income.

The fair value and carrying value of financial instruments have been assessed and there is deemed to be no material differences between fair value and carrying value.

## 20. FINANCIAL RISK MANAGEMENT

The Subsidiaries have exposure to the following risks arising from their operations:

- credit risk;
- liquidity risk; and
- market risk.

### **Risk management framework**

The board of Directors has overall responsibility for the establishment and oversight of the Subsidiaries' risk management framework.

The Subsidiaries' risk management policies are established to identify and analyse the risks faced by the Subsidiaries, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Subsidiaries' activities. The Subsidiaries through its training and management standards and procedures, aim to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The board of Directors oversees how management monitors compliance with the Subsidiaries' risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Subsidiaries on an ongoing basis.

### **Credit risk**

Credit risk is the risk of financial loss to the Subsidiaries if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Subsidiaries' receivables from customers and connected companies.

The carrying amount of financial assets represents the maximum credit exposure.

### **Trade and other receivables**

The Subsidiaries' exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Subsidiaries do not require collateral in respect of trade and other receivables.

At 31 March 2017, 2016 and 2015 the maximum exposure to credit risk for trade receivables by geographic region was as follows:

#### *Carrying amount*

	<i>As at 31 March 2017 £</i>	<i>As at 31 March 2016 £</i>	<i>As at 31 March 2015 £</i>
UK	3,070,434	2,470,453	1,715,652
Europe	330,079	298,926	272,199
Rest of the world	3,130,701	620,964	826,247
	<u>6,531,214</u>	<u>3,390,343</u>	<u>2,814,098</u>

At 31 March, the ageing of trade receivables that were not impaired was as follows:

	<i>As at 31 March 2017 £</i>	<i>As at 31 March 2016 £</i>	<i>As at 31 March 2015 £</i>
Neither past due nor impaired	3,619,114	2,902,175	2,209,281
Past due 1 – 30 days	516,841	230,666	221,972
Past due 31 – 90 days	2,149,822	132,350	216,920
Past due 91+ days	245,437	125,152	165,925
	<u>6,531,214</u>	<u>3,390,343</u>	<u>2,814,098</u>

Provision for impairment of receivables

	<i>Year ended</i> 31 March 2017 £	<i>Year ended</i> 31 March 2016 £	<i>Year ended</i> 31 March 2015 £
Opening provision	–	–	–
Release in the year	–	–	–
Provided for in the year	49,870	–	–
Closing provision	<u>49,870</u>	<u>–</u>	<u>–</u>

**Liquidity risk**

Liquidity risk is the risk that the subsidiaries will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The subsidiaries' approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the subsidiaries' reputation.

*Exposure to liquidity risk*

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest repayments.

	<i>Total</i>	<i>Contractual cash flows</i>		
		<i>2 months or less £</i>	<i>2 – 12 months £</i>	<i>&gt; 1 year £</i>
<b>31 March 2017</b>				
Trade payables	5,259,015	5,090,035	168,980	–
Other payables	6,136,083	6,136,083	–	–
Hire purchase	–	–	–	–
Loans and borrowings	3,512,755	2,609,638	623,968	279,149
	<u>14,907,853</u>	<u>13,835,756</u>	<u>792,948</u>	<u>279,149</u>
<b>31 March 2016</b>				
Trade payables	4,294,573	3,925,624	368,949	–
Other payables	5,053,093	5,053,093	–	–
Hire purchase	1,037	1,037	–	–
Loans and borrowings	2,697,558	2,032,489	247,241	417,828
	<u>12,046,261</u>	<u>11,012,243</u>	<u>616,190</u>	<u>417,828</u>
<b>31 March 2015</b>				
Trade payables	3,281,365	2,965,055	316,310	–
Other payables	3,717,856	3,129,349	–	588,507
Hire purchase	18,364	3,061	15,303	–
Loans and borrowings	519,776	465,728	54,048	–
	<u>7,537,361</u>	<u>6,563,193</u>	<u>385,661</u>	<u>588,507</u>

*Sensitivity to liquidity risk*

The loans and borrowings are sensitive to changes in interest rates. A 50 basis point change in the base rate would have an impact of £17,563 on the profit for the year ended 31 March 2017 (2016: £13,488, 2015: £2,599)

**Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates – will affect the Subsidiaries' income or the value of their holdings of financial instruments. The objective of market risk management is to

manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the board of Directors.

The Subsidiaries are exposed to currency risk to the extent that there is a fluctuation in foreign exchange rate between the date of the transaction, and the date when amounts are paid. The functional currency of the Subsidiaries is sterling, but the Subsidiaries receive some revenues in Euros and make some purchases in Chinese Renminbi. As at 31 March 2017, about 39% (2016:9%, 2015: 10%) of the Subsidiaries' trade receivables balances were denominated in Euros and 5% (2016: 10%, 2015: 8%) of the Subsidiaries' trade payable balances were denominated in Chinese Renminbi.

The summary quantitative data about the Subsidiaries' exposure to currency risk as reported to the management of the Subsidiaries is as follows:

	<i>Trade receivables</i> £	<i>Trade payables</i> £	<i>Net exposure</i> £
<b>2017</b>			
Euro	2,523,373	58,119	2,465,254
CNY	–	387,613	387,613
<b>2016</b>			
Euro	298,926	127,477	171,449
CNY	–	302,926	302,926
<b>2015</b>			
Euro	272,199	1,331	270,868
CNY	–	146,154	146,154

The following significant exchange rates have been applied during the year:

	<i>Average rate</i> 2017	<i>Year-end spot rate</i> 2017	<i>Average rate</i> 2016	<i>Year-end spot rate</i> 2016	<i>Average rate</i> 2015	<i>Year-end spot rate</i> 2015
<i>GBP</i>						
Euro	1.19	1.17	1.37	1.28	1.27	1.37
CNY	9.50	9.50	9.50	9.50	9.65	9.65

## 21. SHARE CAPITAL

	<i>As at 31 March 2017</i> £	<i>As at 31 March 2016</i> £	<i>As at 31 March 2015</i> £
<b>Allotted, called up and fully paid</b>			
Ordinary shares of £1 each	30,000	30,000	30,000
Preference shares of £1 each	1,423,900	3,423,900	3,423,900
	<u>1,453,900</u>	<u>3,453,900</u>	<u>3,453,900</u>

The Subsidiaries' ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

Preference shareholders have no voting rights. They are entitled to a fixed cumulative dividend of £0.01 per annum per preference share.

On 1 April 2016, the existing issued and paid up share capital of the Subsidiaries was reduced by £2,000,000 by the cancelling of 2,000,000 preference shares of £1 each. The amount by which the share capital was so reduced was credited to a loan amount owed to the holders of the cancelled preference shares.

## 22. RESERVES

Retained earnings are the cumulative net profits in the consolidated statement of comprehensive income. Movements on these reserves are set out in the consolidated statement of changes in equity.

## 23. LEASE COMMITMENTS

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Lease payments under operating leases recognised as an expense this year	<u>5,345,923</u>	<u>4,616,201</u>	<u>4,243,764</u>

Operating lease payments represent rentals payable by the Subsidiaries for certain items of plant and machinery, required in its production facility. Finance lease payments represent rentals payable by the Subsidiaries for certain plant and machinery and motor vehicles. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

At the balance sheet date, the company had outstanding commitments for future minimum lease payments under non-cancellable leases which fall due as follows:

	<i>As at 31 March 2017 £</i>	<i>As at 31 March 2016 £</i>	<i>As at 31 March 2015 £</i>
Within one year	5,940,834	5,565,440	6,004,870
From two to five years	14,393,476	15,030,750	17,054,217
In more than five years	<u>1,162,253</u>	<u>3,645,348</u>	<u>3,031,591</u>
	<u>21,496,563</u>	<u>24,241,538</u>	<u>26,090,678</u>

## 24. CONTROL

Kast Retail Ltd, Tarak International Limited and Shoar (Holdings) Limited became subsidiaries of the Company following the completion of Share Exchange Agreements on 5 April 2017. Kast Services Limited became a subsidiary of the Company with effect from its incorporation on 23 March 2017. The Company is therefore now the ultimate controlling party of the Group.

## 25. CASH GENERATED BY OPERATIONS

	<i>Year ended 31 March 2017 £</i>	<i>Year ended 31 March 2016 £</i>	<i>Year ended 31 March 2015 £</i>
Profit before taxation	8,112,393	5,690,133	4,873,481
Depreciation of tangible assets	2,045,716	1,349,326	1,034,461
Amortisation of intangible assets	77,940	78,220	61,803
Loss on disposal of tangible fixed assets	–	6,557	–
Finance income	(7,245)	(50,684)	(707)
Finance costs	29,757	41,800	42,638
Effects of foreign exchange on non-UK profits	23,315	92,441	(72,114)
Working capital adjustments:			
1) Increase in stocks	(3,122,645)	(2,054,126)	(417,981)
2) Increase in debtors	(4,424,015)	(1,469,385)	(265,160)
3) Increase/(decrease) in creditors	<u>1,442,801</u>	<u>2,748,995</u>	<u>(25,488)</u>
<b>Net cash consumed by operations</b>	<u>4,178,017</u>	<u>6,433,277</u>	<u>5,230,933</u>

## 26. RELATED PARTY TRANSACTIONS

The amounts of the transactions and balances due to and from the related parties during the year and at the year-end are:

	<i>Sales to</i>			<i>Purchased from</i>		
	<i>2017</i>	<i>2016</i>	<i>2015</i>	<i>2017</i>	<i>2016</i>	<i>2015</i>
Tarak Manufacturing Limited	–	–	8,481	112,000	112,000	424,333
Big Blue Concepts Limited	–	–	–	120,000	120,000	60,000
	<i>Balance owed to</i>			<i>Balance due from</i>		
	<i>2017</i>	<i>2016</i>	<i>2015</i>	<i>2017</i>	<i>2016</i>	<i>2015</i>
Tarak Manufacturing Limited	54,000	–	290,000	142,860	41,813	25,000
Koast Investments Limited	–	–	–	773,615	763,157	737,752
Big Blue Concepts Limited	–	–	–	364,067	364,067	337,540

### *Remuneration of key management personnel*

The total remuneration of the directors who are considered to be the key management personnel of the Subsidiaries was £448,938 (2016: £381,530, 2015: £391,930) including Employers National Insurance of £40,573 (2016: £33,439, 2015: £34,700) and pension contributions paid in the year of £49,462 (2016: £49,000, 2015: £49,000).

## 27. POST BALANCE SHEET EVENTS

On 5 April 2017, the Company acquired by way of share for share agreements Kast Retail Ltd, Tarak International Limited and Shoar (Holdings) Limited.

## PART IV

### ADDITIONAL INFORMATION

#### 1. RESPONSIBILITY

- 1.1 The Company whose registered office address is set out in paragraph 2.2 of this Part IV and the Board (whose names appear on page 9) accept responsibility individually and collectively for the information contained in this document, including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Board, each of whom has taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 The business address of each member of the Board and their respective functions are set out on page 9.

#### 2. THE COMPANY AND SUBSIDIARIES

- 2.1 The Company was incorporated and registered in Jersey on 22 March 2017 under the Companies Law as a private company limited by shares with registered number 123460 and the name QUIZ Limited. The Company is domiciled in Jersey.
- 2.2 The registered office of the Company is at 22 Grenville Street, Jersey, Channel Islands, JE4 8PX. The principal place of business of the Company is 61 Hydepark Street, Glasgow, G3 8BW. The telephone number of the Company is +44 (0) 141 569 1544.
- 2.3 On 17 July 2017, the Company was re-registered as a public limited company under the Companies Law and its name was changed to QUIZ plc. Conditional upon and with effect from Admission the Company has adopted the Articles in substitution for its then existing articles of association.
- 2.4 The Company's accounting reference date is 31 March.
- 2.5 The liability of the shareholders is limited. The principal legislation under which the Company was formed and now operates is the Companies Law.
- 2.6 The Company's website addresses are [www.quizgroup.co.uk](http://www.quizgroup.co.uk) and [www.quizclothing.co.uk](http://www.quizclothing.co.uk).
- 2.7 The Company is the holding company of the Group. As at the date of this document, the Company has the following subsidiaries:

<i>Company name</i>	<i>Place of incorporation</i>	<i>Percentage of issued share capital or interest held and proportion of voting power</i>	<i>Principal activity</i>
Kast Retail Ltd (SC355901)	Scotland, United Kingdom	100%	Fashion retailer
Shoar (Holdings) Limited (SC401265)	Scotland, United Kingdom	100%	Holding company of Tarak Retail Limited
Tarak Retail Limited (SC352770)	Scotland, United Kingdom	100%	Fashion retailer
Tarak International Limited (SC350728)	Scotland, United Kingdom	100%	Online fashion retailer
Kast Services Limited (SC561380)	Scotland, United Kingdom	100%	Holder of the intellectual property for the Group
Kast International Spain SL Fashion retailer	Spain	100%	

- 2.8 Save as set out above, there are no undertakings in which the Company has any interest likely to have a significant effect on the assessment of the Group's assets and liabilities, financial position or profits and losses.

### 3. SHARE CAPITAL OF THE COMPANY

- 3.1 On incorporation of the Company, 900 ordinary shares of 1p were issued to the subscriber, who, on 22 March 2017, transferred those shares to Tarak Ramzan, Nusrat Ramzan, Omar Aziz, Kasim Akram, Khalid Ramzan, and Mussarat Ramzan. On 31 March 2017, the Company passed a special resolution increasing its authorised share capital to £50,000,000 divided into 5,000,000,000 ordinary shares of 1p each.

- 3.2 By a special resolution dated 14 July 2017, the Company adopted, conditional upon and with effect from Admission, the Articles which provide that the share capital shall be comprised only of Ordinary Shares.

- 3.3 On 14 July 2017 each of the authorised and issued ordinary shares of 1p each in the capital of the Company were divided into approximately 3.28 ordinary shares of 0.3p each. Any fractions of ordinary shares of 0.3p each arising on sub-division were bought back by the Company and cancelled. At the same time the total authorised share capital of the Company was increased to 20,000,000,000 ordinary shares of 0.3p each.

- 3.4 The Ordinary Shares were created under the Companies Law. The ISIN (International Security Identification Number) of the Ordinary Shares to be admitted is JE00BZ00SF59.

- 3.5 Immediately prior to Admission, the Company's issued ordinary share capital will be as follows:

	<i>Nominal value (£)</i>	<i>Number of Ordinary Shares of 0.3p each</i>
Issued and fully paid	352,941.162	117,647,054

- 3.6 Following implementation of the Placing and Admission, the Company's issued share capital is expected to be as follows (assuming the Placing is fully subscribed):

	<i>Nominal value (£)</i>	<i>Enlarged Ordinary Share Capital of 0.3p each</i>
Issued and fully paid	372,692.715	124,230,905

- 3.7 Since incorporation and prior to the share split referred to at paragraph 3.3 above 35,900,000 ordinary shares of 1p each in the capital of the Company have been issued in aggregate to the shareholders of Tarak Manufacturing Company Limited, Kast Retail Ltd, Tarak International Limited and Shoar (Holdings) Limited respectively at a value equivalent to the market value of the shares exchanged therefor pursuant to each of the following share exchange agreements:

- 3.7.1 an agreement dated 31 March 2017 and made between (1) QUIZ Limited and (2) the former shareholders of Tarak Manufacturing Company Limited in terms of which those shareholders agreed to transfer their shares in Tarak Manufacturing Company Limited to the Company in consideration for the allotment and issue to each of them of ordinary shares of 1p each in the capital of the Company. On 31 March 2017 the former shareholders of Tarak Manufacturing Company Limited were each allotted and issued 1 such ordinary share for every 1 share of £1.00 which they held in Tarak Manufacturing Company Limited;

- 3.7.2 an agreement dated 5 April 2017 and made between (1) QUIZ Limited and (2) the former shareholders of Kast Retail Ltd in terms of which those shareholders agreed to transfer their shares in Kast Retail Ltd to the Company in consideration for the allotment and issue to each of them of ordinary shares of 1p each in the capital of the Company. On 5 April 2017 the former shareholders of Kast Retail Ltd were each allotted and issued 1,497.9 such ordinary shares for every 1 share of £1.00 which they held in Kast Retail Ltd.

- 3.7.3 an agreement dated 5 April 2017 and made between (1) QUIZ Limited and (2) the former shareholders of Tarak International Limited in terms of which those shareholders agreed to transfer their shares in Tarak International Limited to the Company in consideration for the allotment and issue to each of them of ordinary shares of 1p each in the capital of the Company. On 5 April 2017 the former shareholders of Tarak International Limited were each allotted and issued 1,239.258 such ordinary shares for every 1 share of £1.00 which they held in Tarak International Limited; and

- 3.7.4 an agreement dated 5 April 2017 and made between (1) QUIZ Limited and (2) the former shareholders of Shoar (Holdings) Limited in terms of which those shareholders agreed to transfer their shares in Shoar (Holdings) Limited to the Company in consideration for the allotment and issue to each of them of ordinary shares of 1p each in the capital of the Company. On 5 April 2017 the former shareholders of Shoar (Holdings) Limited were each allotted and issued 852.842 such ordinary shares for every 1 share of £1.00 which they held in Shoar (Holdings) Limited.
- 3.8 Following the completion of the Share Exchange Agreement referred to at paragraph 3.7.1 the Company undertook a simultaneous capital reduction and return of capital whereby the issued share capital of the Company was reduced by 900 Ordinary Shares and its share premium account was reduced in its entirety. The capital reduction was approved by special resolution passed on 31 March 2017 and it became effective on 3 April 2017. A demerger agreement was entered into on 4 April 2017 between (1) certain of the shareholders of the Company, (2) QUIZ Limited and (3) Tarak Manufacturing Holdings Limited pursuant to which the Company satisfied the return of capital by transferring its entire shareholding in Tarak Manufacturing Company Limited to Tarak Manufacturing Holdings Limited which then issued 900 ordinary shares of £1.00 each to those shareholders pro rata to their original interests in Tarak Manufacturing Company Limited. As a consequence Tarak Manufacturing Company Limited ceased to be part of the Group.
- 3.9 Save as disclosed in paragraphs 3.1, 3.3, 3.7 and 3.8 of this Part IV, there has been no change in the amount of the authorised or issued share capital of the Company since its incorporation.
- 3.10 By special resolutions passed on 19 July 2017:
- 3.10.1 the Directors were authorised for the purposes of the Articles and conditional upon Admission to allot relevant securities in the capital of the Company on such terms and conditions as they may in their discretion think fit:
- (a) up to a maximum number of 6,583,851 to be allotted pursuant to the Placing;
  - (b) otherwise than pursuant to 3.10.1(a) and 3.10.3(c) up to an aggregate number equivalent to one third of the Enlarged Share Capital); and
  - (c) up to an aggregate number equivalent to two thirds of the Enlarged Share Capital (subject to reduction by the number of relevant securities allotted under 3.10.1(b)) in connection with an offer by way of a rights issue;
- provided that the authorisation shall expire, unless sooner revoked or altered by ordinary resolution on 30 September 2018 or if earlier at the conclusion of the next annual general meeting of the Company; and
- 3.10.2 subject to the passing of the resolution detailed in paragraph 3.10.1 above, the Directors were empowered to allot equity securities pursuant to the Articles as if Article 12 (pre-emption rights) of the Articles did not apply to such allotment, such power being limited to:
- (a) up to an aggregate number of 6,583,851 Ordinary Shares in connection with the Placing;
  - (b) otherwise than pursuant to 3.10.2(a), the allotment of equity securities in connection with a rights issue; and
  - (c) otherwise than pursuant to 3.10.2(a) or (b), the allotment of equity securities up to an aggregate number of Ordinary Shares equal to ten per cent. of the Enlarged Share Capital;
- such power to expire on 30 September 2018 or, if earlier, on the date of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company prior to or on that date).
- 3.11 The proposed issue of new Ordinary Shares pursuant to the Placing will be carried out in accordance with the expected timetable of events set out on page 7.
- 3.12 The Articles confer on Shareholders rights of pre-emption in respect of the allotment of equity securities and sales of equity securities held in treasury which are, or are to be, paid in cash, and apply to the unissued share capital of the Company to the extent not dis-applied as described in this paragraph 3. Subject to certain limited exceptions, unless the approval of Shareholders in a general meeting is obtained,

the Company must normally offer Ordinary Shares to be issued for cash to holders of existing Ordinary Shares on a *pro rata* basis.

- 3.13 No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.
- 3.14 The Ordinary Shares are in registered form and capable of being held in uncertificated form. Application has been made for the Ordinary Shares to be admitted to CREST with effect from Admission and Euroclear UK & Ireland has agreed to such admission. No temporary documents of title will be issued. It is expected that definitive certificates will be posted to those Shareholders who are to receive their Ordinary Shares in certificated form by 10 August 2017. Share certificates are posted at the shareholders' risk.
- 3.15 The New Shares will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.
- 3.16 There are no shares held by or on behalf of the Company in itself or by any other member of the Group.
- 3.17 The Company has agreed to issue warrants over 186,335 Ordinary Shares which will be exercisable on the terms of the deeds as set out at paragraph 10.6 of this Part IV.
- 3.18 The Company will, following Admission, grant initial awards over 893,877 Ordinary Shares which will be exercisable on the terms of the Share Plans as set out at paragraph 15 of this Part IV.
- 3.19 Save as is disclosed in paragraphs 3.17 , 3.18 , 6.3 and 15 of this Part IV, no share or loan capital of the Company or any of its subsidiaries is under option or agreed conditionally or unconditionally to be put under option, nor are there any outstanding convertible securities, exchangeable securities or securities with warrants issued by the Company.
- 3.20 Save as is disclosed in paragraph 3.19 of this Part IV, no person has any acquisition right over, and the Company has incurred no obligation over, its unissued share capital or given any undertaking to increase its capital.
- 3.21 Save as disclosed in paragraphs 6.3 and 10.6 of this Part IV in relation to the Warrant Instrument issued to Peter Cowgill and options over shares which are to be granted under the terms of the Share Plans, the Company does not have in issue any securities not representing share capital.

#### **4. SUMMARY OF THE ARTICLES**

The Articles include provisions to the following effect:

##### **4.1 Capital Structure**

The share capital of the Company comprises only Ordinary Shares having the rights described in the Articles. The Ordinary Shares all rank *pari passu*.

##### **4.2 Variation of class rights**

Whenever the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class may, subject to the statutes (as defined in the Articles as being, in summary, the Companies Law and orders, regulations and subordinate legislation thereunder) (the "**Statutes**"), be varied or abrogated either in such manner (if any) as may be provided by those rights or (in the absence of any such provision) either with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of that class (excluding any such shares held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class, but not otherwise.

##### **4.3 Convening general meetings**

4.3.1 Annual general meetings of the Company shall be held in accordance with the Statutes, at such time and place as the Directors may determine. The Directors may convene other general meetings whenever they think fit, and are required to do so if requisitioned by members in accordance with the Articles and the Statutes. If the Directors fail to convene a general meeting when requisitioned, the meeting may be convened by the requisitionists. Annual general meetings shall be called by

not less than 21 clear days' notice in writing, and other general meetings shall be called by not less than 14 clear days' notice in writing.

4.3.2 If the Company has fewer than two Directors and the Director (if any) is unable or unwilling to appoint sufficient Directors to make up a quorum or to call a general meeting to do so, two or more members may call a general meeting for the purpose of appointing one or more Directors.

4.3.3 The Directors may determine the time, being no more than 48 hours (excluding non-working days) before the time fixed for the meeting, by which a person must be entered on the register of members in order to be entitled to attend or vote at a general meeting.

#### 4.4 **Alteration of share capital**

Subject to the Statutes and if so authorised by special resolution, the Company may consolidate, or consolidate and divide, all or any of its share capital into shares of a larger nominal amount than its existing shares and sub-divide its shares, or any of them, (whether or not following a consolidation) into shares of a smaller nominal amount than its existing shares. Any resolution authorising the Company to sub-divide its shares or any of them may provide that, as between the shares resulting from such sub-division, any of them may, as compared with the others, have any such preferred, deferred or other rights, or be subject to any such restrictions, as the Company has power to attach to new shares.

Where any difficulty arises as a result of any consolidation or sub-division of shares in the Company, the Directors may settle the same as they consider expedient and, in particular, may make such provision as they think fit for any fractional entitlements which may or would arise, including arrangements under which such fractions are sold.

The Articles do not impose any conditions governing changes in the capital of the Company.

#### 4.5 **Ownership threshold and change of control**

4.5.1 The provisions of DTR 5 are deemed to be incorporated by reference into the Articles and accordingly the vote holder and issuer notification rules set out in DTR 5 apply to the Company and each shareholder for as long as the Company is admitted to AIM.

4.5.2 If the Company determines that a shareholder has not complied with the provisions of DTR 5 or the Articles with respect to some or all of the shares held by such shareholder (the "**Default Shares**"), the Company shall have the right by delivery of notice to that shareholder (the "**Defaulting Holder**") (a "**Default Notice**") to:

- (a) suspend the right of such Defaulting Holder to vote the Default Shares in person or by proxy at any meeting of the Company;
- (b) withhold, without any obligation to pay interest thereon, any dividend or other amount payable with respect to the Default Shares with such amount to be payable only after the Default Notice ceases to have effect with respect to the Default Shares;
- (c) render ineffective any election to receive shares of the Company instead of cash in respect of any dividend or part thereof; and/or
- (d) prohibit the transfer of any shares of the Company held by the Defaulting Holder except with the consent of the Company or if the Defaulting Holder can provide satisfactory evidence to the Company to the effect that, after due inquiry, such member has determined that the shares to be transferred are not Default Shares.

4.5.3 Other than the foregoing, the Articles do not prescribe any other ownership threshold above which Shareholder ownership must be disclosed.

4.5.4 There are no provisions in the Articles which are intended to have the effect of delaying, deferring or preventing a change of control of the Company.

#### 4.6 **Form and transfer of shares**

4.6.1 Shares may be held in uncertificated form and uncertificated shares may be transferred otherwise than by a written instrument in accordance with the CREST Regulations and rules of any relevant

system (such as CREST). The Directors may refuse to register a transfer of any such share if the transfer is in favour of more than four persons jointly or in any other circumstances permitted by those Regulations, except where to do so would disturb the market in the shares.

- 4.6.2 Transfers of shares in certificated form may be effected by an instrument of transfer in any usual form or in any other form approved by the Directors. A certificated share may be transferred if the transferor delivers for registration to the registrar's office, (or such other place as the Directors have specified) a properly signed and completed instrument of transfer together with the certificate(s) for the shares to which the transfer relates (or an indemnity in a form satisfactory to the Directors) and such other evidence as the Directors may reasonably require to prove the title of the transferor to make the transfer and the due execution by the transferor or authority of the person executing the transfer on the transferor's behalf.

The Directors may refuse to register the transfer of a share held in certificated form unless the instrument of transfer:

- (a) is signed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee;
- (b) identifies the number and class of shares being transferred;
- (c) states the name and address of the transferee;
- (d) relates to one class of shares only;
- (e) is in favour of a single transferee or not more than four joint transferees; and
- (f) is duly stamped (if required).

- 4.6.3 In addition, the Directors may refuse to register the transfer of a share which is not fully paid provided that such refusal shall not be exercised so as to disturb the market in those shares.

- 4.6.4 A transferor shall remain the holder of the share concerned (whether a certificated share or an uncertificated share) until the name of the transferee is entered in the register of members as the holder of that share.

#### 4.7 ***Restrictions on voting, distributions and transfer of default shares***

- 4.7.1 The provisions of section 793 of the Companies Act are incorporated into the Articles. If a member or any person appearing to be interested in shares in the Company has been duly served with a notice under the Articles and is in default in supplying to the Company the information thereby required within the period stipulated in such notice (which must not be less than 14 days after the service of such notice), the board may serve on such member a notice ("**a direction notice**") in respect of the shares in relation to which the default occurred ("**default shares**").

- 4.7.2 A direction notice may direct that the default shares shall not confer on the member concerned any entitlement to attend or vote or speak, either personally or by proxy, at a general meeting or class meeting of the Company.

- 4.7.3 Where default shares represent at least 0.25 per cent. of the class of shares concerned (excluding any shares of that class held as treasury shares), a direction notice may direct that:

- (a) the whole or any part of any dividend or other distribution (including shares issued in lieu of a dividend) which would otherwise be payable on the default shares shall be retained by the Company without liability to pay interest or compensation; and/or
- (b) all or any shares which would otherwise be issued by the Company in lieu of a cash dividend or other cash distribution on the default shares shall be withheld from the member or otherwise retained by the Company (without any liability to pay compensation in respect of such shares if and when they are finally issued or released to the member); and/or
- (c) no transfer of any certificated default shares shall be registered unless the transfer is an approved transfer; and/or

- (d) subject to the CREST Regulations and the rules, procedures and practices of the relevant system, any computer-based entries in the relevant system relating to the holding of any default shares in uncertificated form be altered so as to divest the holder of such shares of the power to transfer such shares unless the transfer is an approved transfer.

For this purpose, an “**approved transfer**” is a transfer by the acceptance of a takeover offer or a transfer on sale to a *bona fide* unconnected third party (including through a sale through a recognised investment exchange as defined in the FSMA).

- 4.7.4 The terms of a direction notice shall apply as soon as it has been duly served and shall cease to have effect seven days following due compliance, to the reasonable satisfaction of the Directors, with the notice served under the Articles or, if earlier, the transfer of any default shares by an approved transfer, but only in respect of the default shares which are transferred.

#### 4.8 **Authority to allot and pre-emption rights**

Subject to the Companies Law, the Articles and to any relevant authority of the Company in general meeting required by the Articles, the board may offer, allot (with or without conferring rights of renunciation), grant options over or otherwise deal with or dispose of shares or grant rights to subscribe for or convert any equity security into shares to such persons, at such times and upon such terms as the board may decide.

Although the Companies Law does not provide any statutory pre-emption rights, the Articles provide that when proposing to allot Ordinary Shares or fractions of Ordinary Shares, the Company must first offer such shares to existing shareholders in proportion to their respective holdings of Ordinary Shares then in issue (i.e. the provisions relating to statutory pre-emption rights under English companies law have been broadly replicated in the Articles).

Such pre-emption rights shall not apply:

- (a) in the case of bonus shares;
- (b) where the shares to be allotted are or are to be wholly or partly paid otherwise than in cash; and
- (c) where the shares are being allotted pursuant to the terms of an employee share scheme (as defined in the Articles); or
- (d) where they have been dis-applied by way of a special resolution requiring 75 per cent. majority.

The Company has passed resolutions relating to, inter alia, the Directors’ authorities to allot relevant equity securities and disapplication of pre-emption rights under the Articles. Please refer to paragraph 3.10 of Part IV of this document.

#### 4.9 **Redemption and conversion**

The Company may issue shares which can be redeemed or converted or are liable to be redeemed or converted at the option of the Company or the holder. The existing Ordinary Shares are not redeemable or convertible.

#### 4.10 **Participation in profits and assets**

Subject to the superior rights of any other class or classes of shares that are, or may be, issued by the Company, the rights and restrictions attaching to the Ordinary Shares as regards participation in the profits and assets of the Company are as follows:

- 4.10.1 any profits which the Company or Directors may determine to distribute in respect of any financial year (and any other dividend or other distributions declared by the Company) shall be distributed among the holders of the Ordinary Shares *pro rata* according to the number of shares held by each member save that, where a share is not fully paid, dividends and other distributions shall be declared, apportioned and paid on that share in the same proportion as the amount paid up on that share bears to the aggregate issue price of that share during the portion or portions of the period in respect of which the dividend or other distribution is paid (and for these purposes no amount paid up on a share in advance of a call shall be treated as paid up on that share); and

4.10.2 the capital and assets of the Company on a winding-up shall be applied in repaying to the holders of the Ordinary Shares pro rata to the number of shares held by each member at the time of the commencement of the winding up. If any share is not fully paid up, that share shall only carry the right to receive a distribution calculated on the basis of the proportion that the amount paid up on that share bears to the issue price of that share.

#### 4.11 **Voting**

4.11.1 On a show of hands, every member present in person has one vote, each authorised person appointed by a corporate member has one vote and every proxy present has one vote, unless he has been appointed by more than one member and has been instructed by one or more of those members to vote for the resolution and by one or more others to vote against it, in which case he has one vote for and one vote against the resolution.

4.11.2 In the case of a poll every member has one vote for every share held by him and his voting rights may be exercised by one or more proxies.

4.11.3 These voting rights are subject to any special rights or restrictions as to entitlement to vote on a particular resolution or at particular meetings imposed by or pursuant to the Articles or attached to any shares. These include, for example, that a person becoming entitled to a share by reason of a transmission event (such as death or bankruptcy) shall not be entitled to vote with respect to those shares before being registered as holder of such shares.

#### 4.12 **Dividends and other distributions**

4.12.1 The Ordinary Shares do not confer any fixed dividend entitlement. The Company may, by ordinary resolution, declare dividends or any other distributions but no such dividend shall exceed the amount recommended by the Directors. The Directors may from time to time pay such interim dividends or distributions as they think fit. Dividends and other distributions shall be distributed among the holders of Ordinary Shares *pro rata* according to the number of shares held by each member save that, where a share is not fully paid, dividends and other distributions shall be declared, apportioned and paid on that share in the same proportion as the amount paid up on that share bears to the aggregate issue price of that share during the portion or portions of the period in respect of which the dividend or other distribution is paid (and for these purposes no amount paid up on a share in advance of a call shall be treated as paid up on that share).

4.12.2 Where the Company has a lien on any share and a sum in respect of which the lien exists is presently payable, the Directors may retain any dividend or other moneys payable in respect of that share instead of enforcing the lien.

4.12.3 In addition, the Directors may retain any dividend or other moneys payable in respect of a share in the circumstances where a person who has become entitled to a share as a consequence of a transmission event (such as death or bankruptcy) fails to comply within 90 days of receipt of a notice from the Directors requiring that person to elect to be registered as the holder of the share concerned or to transfer that share.

4.12.4 All unclaimed dividends, interest or other moneys payable in respect of a share may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend which has remained unclaimed for a period of twelve years from the date on which such dividend became due for payment shall be forfeited and shall revert to the Company.

#### 4.13 **Directors**

##### 4.13.1 *Number of directors*

Unless otherwise determined by the Company by ordinary resolution, the number of directors shall not be less than two but shall not be subject to any maximum number.

##### 4.13.2 *Shareholding qualification*

A director is not required to hold any shares in the Company. A director who is not a member of the Company shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings and class meetings.

#### 4.13.3 *Directors' remuneration and expenses*

- (a) Remuneration paid to the Directors for their services as officers of the Company shall be such aggregate amount as the Directors shall decide, and shall accrue daily. Any such remuneration shall be distinct from any salary, remuneration or other amounts payable to the director pursuant to any other provision of the Articles or any service agreement between the Company or any associated company and the relevant director.
- (b) Any director who performs services which, in the opinion of the Directors, go outside of the scope of the ordinary duties of a director, may be paid such additional remuneration and may receive such other benefits as the Directors or the remuneration committee may determine.
- (c) The Company may also pay or repay to any director all travelling, hotel and other expenses reasonably and properly incurred in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise incurred in connection with the business of the Company.
- (d) The Directors may establish and/or contribute to any pension, retirement or superannuation scheme or fund and may pay or agree to pay pension, retirement, superannuation benefits, annuities and other emoluments to (or to any person in respect of) any person who is or was at the time a director or officer or employee of the Company or any associated company, for his benefit or for the benefit of any member of his family. The Directors may also establish and/or contribute to any death and/or disability scheme for the benefit of any person who is or was at the time a director or officer or employee of the Company or any associated company or for the benefit of any member of his family.

#### 4.13.4 *Interests and conflicts*

- (a) Subject to the Articles, a Director who has, directly or indirectly, an interest in a transaction entered into or proposed to be entered into by the Company or by a subsidiary undertaking of the Company which to a material extent conflicts or may conflict with the interests of the Company and of which the Director is aware, must disclose the nature and extent of the Director's interest to the Company in line with the Articles.
- (b) Subject to the Articles, provided the Director has disclosed to the other Directors the nature and extent of their interest pursuant to article 75 of the Companies Law or otherwise in accordance with the Articles (as the case may be), a Director, notwithstanding his office;
  - (i) may be a party to, or otherwise directly or indirectly interested in any contract, arrangement, transaction or proposal with the Company or with a subsidiary undertaking of the Company or in which the Company or any subsidiary undertaking of the Company is otherwise interested and may hold any other office or place of profit under the Company (except that of Auditor or of Auditor of a subsidiary undertaking) in addition to the office of Director and may act by himself or through his firm in a professional capacity for the Company and in any such case on such terms as to remuneration and otherwise as the Directors may arrange either in addition to or in lieu of any remuneration provided for by any of the Articles;
  - (ii) may be a member, Director or other officer of, or employed by, or hold any other office or position with, or be directly or indirectly interested in, any contract, arrangement, transaction or proposal with or a party to or otherwise directly or indirectly interested in, any group company;
  - (iii) may count in the quorum of any Directors' meeting or committee meeting;
  - (iv) may vote on any transaction or arrangement in which the Director has an interest except the Director's own employment by, or appointment to hold any

office or position of profit under, the Company or the terms employment or appointment; and

- (v) shall not, by reason of his office, be liable to account to the Company for any dividend, profit, remuneration, superannuation payment or other benefit which he derives from any office, employment contract, arrangement, transaction or proposal or other interest permitted pursuant to making a valid declaration of interests under article 75 of the Companies Law or the Articles.

#### 4.13.5 *Alternate directors*

- (a) Any director (other than an alternate director) has the power to appoint as his alternate, to exercise his powers and carry out his responsibilities during his absence (whether for a limited or an unlimited term), either, without the approval of other directors, another director, or any other person approved for that purpose by a resolution of the Directors.
- (b) The appointment of an alternate director automatically determines: if his appointor terminates the appointment by notice in writing to the Company or tendered at a meeting of the Directors specifying when it is to terminate; or on the happening of any event which, if he were a director, would cause him to vacate the office of director; or if he resigns such appointment; or if his appointor ceases for any reason to be a director otherwise than by retiring and being re-appointed at the same general meeting.
- (c) An alternate director is entitled to receive notice of meetings of the Directors and to attend and, in place of his appointor, to vote and be counted for the purpose of a quorum at any such meeting at which his appointor is not personally present and generally to perform all functions as a director of his appointor in his absence.
- (d) An alternate director may be paid or repaid by the Company such expenses as might properly have been paid or repaid to him if he had been a director but shall not in respect of his office of alternate director be entitled to receive any remuneration from the Company except such part of his appointor's remuneration as his appointor may direct by notice in writing to the Company. An alternate director shall be entitled to be indemnified by the Company to the same extent as if he were a director.

#### 4.13.6 *Vacation of office*

A director shall cease to be a director on the happening of any of the following events:

- (a) he becomes prohibited by law from acting as a director, or shall cease to be a director by virtue of any provision of the Statutes;
- (b) he resigns or offers to resign and the Directors resolve to accept such offer;
- (c) having been appointed for a fixed term, the term expires;
- (d) he has a bankruptcy order made against him or settles or makes any arrangement or composition with his creditors generally or applies to the court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act or any similar order, arrangement or composition is made in any jurisdiction outside the United Kingdom;
- (e) he becomes incapable by reason of illness or injury of managing and administering his property and affairs and the Directors resolve that his office be vacated;
- (f) he and his alternate (if any) are absent from meetings of the Directors for the greater of six consecutive months and six consecutive meetings without the consent of the Directors and the Directors resolve that his office be vacated;
- (g) having retired pursuant to the Articles, he is not re-appointed as a director;
- (h) he is removed from office as a director by notice in writing signed by all his co-directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed to be an act of the Company

and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company or otherwise;

- (i) he is removed from office by ordinary resolution.

#### 4.13.7 *Retirement of Directors*

At the first annual general meeting of the Company, all the directors shall retire from office and at every subsequent annual general meeting the following directors shall retire and shall be eligible for re-appointment: (a) any director who has been appointed by the Directors since the last annual general meeting and (b) any director who was not appointed or re-appointed at one of the two preceding annual general meetings.

#### 4.13.8 *Appointment*

- (a) The Company may by ordinary resolution appoint any person who is willing to act and is permitted by law to do so to be a director. Without prejudice thereto, the Directors have power at any time so to do, but so that the total number of directors shall not thereby exceed any maximum number fixed by or in accordance with the Articles. Any person so appointed by the Directors shall hold office only until the conclusion of business at the next annual general meeting.
- (b) No person, other than a director retiring at the meeting, shall be eligible for appointment or re-appointment as a director at any general meeting unless: (i) he is recommended by the Directors; or (ii) the resolution to propose him is accompanied by notice in writing signed by a Shareholder other than the nominee, containing specified information about the nominee and notifying the Shareholder's intention to propose him for appointment, together with a notice signed by the nominee of his willingness to be appointed.

#### 4.13.9 *Proceedings of directors*

- (a) The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number shall be two.
- (b) Questions arising at any meeting of the Directors shall be determined by a majority of votes and, subject to the restrictions on voting noted below, each director present has one vote. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- (c) The continuing directors or a sole continuing director may act notwithstanding any vacancies but, if and so long as the number of directors is reduced below the minimum number fixed by or in accordance with the Articles, the continuing directors or director may act only for the purpose of appointing directors or of calling a general meeting to do so. Any additional director so appointed by the Directors or director shall hold office until the conclusion of business at the following annual general meeting.
- (d) A resolution in writing signed by such number of the Directors as are for the time being entitled to receive notice of a meeting of the Directors and comprise together in number not less than a quorum for a meeting of the Directors shall be as effective as a resolution duly passed at a meeting of the Directors.

#### 4.13.10 *Restrictions on voting*

- (a) Save as provided in the Articles, a director shall not vote (or, if he does, his vote shall not be counted) at a meeting of the Directors in respect of any contract, arrangement, transaction or any other kind of proposal in which he has a direct or indirect interest otherwise than by virtue of his interests in shares, debentures or other securities of, or otherwise in or through, the Company. This prohibition does not apply if the director's interest cannot reasonably be regarded as likely to give rise to conflict of interests, or to any resolution concerning any of the following matters, which he has disclosed to the

other Directors pursuant to Article 75 of the Companies Law or otherwise in accordance with the Articles:

- (i) any contract, arrangement, transaction or other proposal concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase, in an offer in which he is or may be entitled to participate;
  - (ii) any contract, arrangement, transaction or other proposal to which the Company is or is to be a party concerning any other body corporate in which he does not to his knowledge, directly or indirectly, hold an interest in shares (as that term is defined in sections 820 to 825 (inclusive) of the Companies Act) representing one per cent. or more of either any class of the equity share capital of, or the voting rights in, such body corporate (excluding any shares, or voting rights attached to any shares, held as treasury shares);
  - (iii) any contract, arrangement, transaction or other proposal concerning in any way a pension, retirement, superannuation, death and/or disability benefits scheme or fund or employees' share scheme under which he may benefit and which either has been approved, or is conditional on approval, by HMRC for taxation purposes; or relates both to employees and directors of the Company (or any associated company) and does not award him any privilege or benefit not generally awarded to the employees to whom such scheme or fund relates; and
  - (iv) any contract or other proposal concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any persons including directors.
- (b) A director shall not be counted in the quorum present at a meeting in relation to any resolution on which he is not entitled to vote.

#### 4.13.11 *Borrowing powers*

Subject to the Statutes and the Articles, the Directors may exercise all the powers of the Company to borrow or raise money and mortgage, charge or grant any security over all or any part of its undertaking, property and assets (present and future) and uncalled capital, to create and issue debentures, other loan stock and other securities and to give security, whether outright or as collateral security for any debt, liability or obligations of the Company or of any third party.

#### 4.13.12 *Indemnity and insurance*

- (a) Subject to the Statutes and Articles, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director or secretary (or former director or secretary) of the Company or of any associated company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in the execution or discharge of his duties or in the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office.
- (b) The indemnity provisions do not operate to provide an indemnity against any liability attaching to a Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or any associated company except as permitted by law.
- (c) The Directors have power to purchase and/or maintain insurance at the expense of the Company for, or for the benefit of, anyone who is or was at any time a director, alternate director or secretary of the Company or any associated company or who is or was at any time a trustee of any retirement benefits scheme or employee share scheme in which employees of the Company or any associated company are or were interested, including insurance against any liability incurred by such persons which may lawfully be

insured against by the Company in respect of any act or omission in the execution of their powers and/or otherwise in relation to the Company or in connection with their duties, powers or offices in relation to any associated company, or any such retirement benefits scheme or employee share scheme.

#### 4.14 **Untraced shareholders**

The Company shall be entitled to sell, at the best price reasonably obtainable at the time of sale, the shares of a member or the shares to which a person is entitled by transmission if, during a period of 12 years at least three dividends (whether interim or final) in respect of those shares have become payable and no dividend in respect of those shares during that period has been claimed and within a further period of three months following the date of advertisements giving notice of its intention to sell such shares placed after the expiry of the period of 12 years, the Company, so far as the Directors are aware, has not received any communication from such member or person (in his capacity as member or person entitled by transmission). The net proceeds of any such sale shall belong to the Company.

#### 4.15 **Applicability of the Articles**

The provisions of the Articles applying to the Existing Ordinary Shares will apply to the same extent and on the same terms to the Placing Shares following their creation.

### 5. TAKEOVER CODE

#### 5.1 **Mandatory Bid**

The Takeover Code applies to the Company for so long as it remains listed on AIM and for a period of 10 years following delisting, or it remains a public (or, in some circumstances, private) Jersey company with its central management and control in the UK, Channel Islands and Isle of Man. Therefore, the shareholders are entitled to the protections afforded by the Takeover Code.

Under the Takeover Code, if an acquisition of Ordinary Shares were to increase the aggregate interest in shares of the acquirer and any parties acting in concert with it to shares carrying 30 per cent. or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties (if any) would be required (except with the consent of the Takeover Panel) to make a cash offer for the outstanding shares in the Company not already owned by the acquirer and its concert parties (if any) at a price not less than the highest price paid for Ordinary Shares by the acquirer or its concert parties (if any) during the previous 12 months. This requirement would also be triggered on the acquisition of shares by a person holding (together with its concert parties, if any) shares carrying at least 30 per cent., but not more than 50 per cent., of the voting rights in the Company if the effect of such acquisition were to increase the percentage of the aggregate voting rights held by the acquirer and its concert parties (if any).

The Takeover Code defines persons "acting in concert" as comprising persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control of a company or to frustrate the successful outcome of an offer for a company. "Control" means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control. A person and each of its affiliated persons who will be deemed to be acting in concert with each other. There is a non-exhaustive list of persons who will be presumed to be acting in concert with other persons in the same category unless the contrary is established.

This list includes:

- (a) the close relatives of a founder of a company to which the Takeover Code applies and the related trusts of any of them, all with each other; and
- (b) shareholders in a private company who sell their shares in that company in consideration for the issue of new shares in a company to which the Takeover Code applies, or who, following the re-registration of that company as a public company in connection with an initial public offering or otherwise, become shareholders in a company to which the Takeover Code applies.

Accordingly, all of the Existing Shareholders together with those deemed to be acting in concert with them (the "**Concert Party**") are deemed to be acting in concert due to the circumstances set out above and

will hold 60,470,585 Ordinary Shares immediately following Admission representing 48.7 per cent. of the Enlarged Share Capital.

If the Concert Party was to increase the percentage of the aggregate voting rights held by it in the Company, then it would be obliged, except with the consent of the Takeover Panel, to extend a mandatory offer as referred to above.

## 5.2 **Squeeze-out**

Under the Companies Law, if an offeror were to acquire 90 per cent. of the Ordinary Shares within four months of making its offer, it could then compulsorily acquire the remaining ten per cent. It would do so by sending a notice to outstanding Shareholders, not more than two months after the date on which it acquired 90 per cent. in nominal value of the Ordinary Shares, telling them that it will compulsorily acquire their outstanding Ordinary Shares and then, six weeks later, it would execute a transfer of the outstanding Ordinary Shares in its favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding Shareholders. The consideration offered to the Shareholders whose shares are compulsorily acquired under the Companies Law must, in general, be the same as the consideration that was available under the takeover offer unless the Shareholders can show that the offer value is unfair.

## 5.3 **Sell-out**

The Companies Law also gives minority Shareholders a right to be bought out in certain circumstances by an offeror who had made a takeover offer. If a takeover offer related to all the Ordinary Shares and at any time before the end of the period within which the offer could be accepted the offeror held or had agreed to acquire not less than 90 per cent. in nominal value of the Ordinary Shares, any holder of shares to which the offer relates who has not accepted the offer can by a written communication to the offeror require it to acquire those shares. The offeror would be required to give any Shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of minority Shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period. If a Shareholder exercises its rights, the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

## 6. **DISCLOSURE OF INTERESTS**

### 6.1 **Directors' and other interests**

At the date of this document and immediately following Admission, the interests, whether direct or indirect, of the Board and their families (within the meaning set out in the AIM Rules) in the issued share capital of the Company are as follows:

	<i>At the date of this document</i>		<i>Immediately following Admission</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
<i>Board member</i>				
Tarak Ramzan <sup>(5)</sup>	39,350,945 <sup>(1)</sup>	33.45	25,313,539 <sup>(2)</sup>	20.38
Sheraz Ramzan <sup>(5)</sup>	18,647,449 <sup>(3)</sup>	15.85	6,579,334 <sup>(4)</sup>	5.30
Gerard Sweeney	–	–	12,422	0.01
Peter Cowgill	–	–	93,168	0.07
Roger Mather	–	–	12,422	0.01
Charlotte O'Sullivan	–	–	6,213	0.005

#### **Notes**

- (1) Of these Ordinary Shares: (a) 25,346,515 (representing 21.54 per cent. of Existing Ordinary Shares) are held by Tarak Ramzan directly and (b) 14,004,430 (representing 11.90 per cent. of Existing Ordinary Shares) are held by Nusrat Ramzan, the spouse of Tarak Ramzan.
- (2) Of these Ordinary Shares: (a) 17,706,625 (representing 14.25 per cent. of Enlarged Share Capital) are held by Tarak Ramzan directly and (b) 7,606,914 (representing 6.12 per cent. of Enlarged Share Capital) are held by Nusrat Ramzan, the spouse of Tarak Ramzan.

- (3) Of these Ordinary Shares: (a) 12,647,597 (representing 10.75 per cent. of Existing Ordinary Shares) are held by Sheraz Ramzan directly and (b) 5,999,852 (representing 5.10 per cent. of Existing Ordinary Shares) are held by Romana Ramzan, the spouse of Sheraz Ramzan.
- (4) All these Ordinary Shares are held by Sheraz Ramzan directly.
- (5) Tarak Ramzan and Sheraz Ramzan are potential beneficiaries of The Santh Family Trust that holds 4,705,882 Ordinary Shares at the date of this document (representing 4.00 per cent. of Existing Ordinary Shares). This entitlement is not included in their interests disclosed in this document. Immediately following Admission, The Santh Family Trust will not hold any Ordinary Shares.

6.1.1 Save as disclosed in paragraph 6.1 and 6.3 of this Part IV:

- (a) none of the members of the Board or their families (within the meaning of the AIM Rules) has any interest in the issued share capital of the Company or its subsidiaries; and
- (b) as at the date of this document, no member of the Board has any option over or warrant to subscribe for any shares in the Company.

6.1.2 Save for the service agreements and letters of appointment referred to in paragraph 9.1 of this Part IV, the Placing Agreement and the Lock-In Agreement, there are no agreements, arrangements or understandings (including compensation agreements) between any of the members of the Board or Shareholders connected with or dependent upon Admission.

6.1.3 On 14 July 2017 Shoar (Holdings) Limited carried out a reduction of capital and reduced to zero all of the 1,423,900 preference shares of £1.00 each in its issued share capital, thereby creating a distributable reserve of £1,423,900. No monies were paid out to the former registered holders of the preference shares, who were Omar Aziz (406,971 preference shares), Kasim Akram (377,902 preference shares), Sheraz Ramzan (377,403 preference shares) and Khalid Ramzan (261,624 preference shares).

## 6.2 Major Shareholders

In addition to those disclosed at paragraph 6.1 of this Part IV, the Company is aware of the following persons who, at the date of this document and following completion of Admission and the Placing, have interests in voting rights over 3 per cent. or more of the issued share capital of the Company:

<i>Shareholder</i>	<i>At the date of this document</i>		<i>Immediately following Admission</i>	
	<i>Number of Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Number of Ordinary Shares</i>	<i>Percentage of Enlarged Share Capital</i>
Kasim Akram	15,294,225	13.00	7,861,232	6.33
Haris Ramzan	12,589,623	10.70	6,192,107	4.98
Omar Aziz	9,573,556	8.14	8,004,730	6.44
Khalid Ramzan	7,000,552	5.95	2,034,670	1.64
Fatima Aziz <sup>(1)</sup>	5,999,849	5.10	–	–
Santh Family (PTC) Limited as trustee for The Santh Family Trust <sup>(2)</sup>	4,705,882	4.00	–	–
Mussarat Ramzan <sup>(3)</sup>	4,484,973	3.81	4,484,973	3.61
Hargreave Hale Limited	–	–	8,068,857	6.50
River and Mercantile Asset Management Ltd	–	–	7,694,614	6.19
Schroder Investment Management Limited	–	–	6,801,038	5.47
BlackRock Investment Management (UK) Limited	–	–	6,231,935	5.02
Kames Capital plc	–	–	4,813,665	3.87
Lombard Odier Asset Management (Europe) Limited	–	–	4,462,234	3.59
AXA Investment Managers	–	–	4,149,600	3.34
Slater Investments Limited	–	–	3,823,602	3.08

## Notes

- (1) Fatima Aziz is the wife of Omar Aziz.
- (2) Tarak Ramzan and his remoter issue including his adult children namely, Sheraz Ramzan, Haris Ramzan and Sabrina Butt are potential beneficiaries of The Santh Family Trust that holds 4,705,882 Ordinary Shares at the date of this document (representing 4.00 per cent. of Existing Ordinary Shares). This entitlement is not included in their interests disclosed in this document. Immediately following Admission, The Santh Family Trust will not hold any Ordinary Shares.
- (3) Mussarat Ramzan is the wife of Khalid Ramzan.

Save as disclosed above, the Board are not aware of any person or persons who, directly or indirectly, have an interest in the Company which represents 3 per cent. or more of its issued share capital or voting rights who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

## 6.3 Warrants and options

- 6.3.1 As at the date of this document and following Admission, the following warrants have been granted to the Board:

*Peter Cowgill*

<i>Date of grant</i>	<i>Number of share warrants</i>	<i>Subscription period</i>	<i>Subscription price</i>
18 July 2017	186,335	See below	80.5 pence

The warrants are exercisable at any time following Admission until the earlier of (i) their full exercise; (ii) Peter Cowgill ceasing to be a director; or (iii) a takeover of the Company. No performance conditions attach to the warrants. Further details of the Warrant Instrument which governs the exercise of the warrants is set out at paragraph 10.6 of Part IV of this document.

- 6.3.2 Immediately on Admission the Remuneration Committee intends to grant the first options under the Share Plans to the following people, in each case on the basis set out in the table below:

<i>Name</i>	<i>No. of Ordinary Shares under option</i>	<i>Exercise period</i>	<i>Exercise price</i>
Gerard Sweeney, Chief Financial Officer	161,490	see below	161 pence
Other managers and selected employees	732,387	see below	161 pence

The above options will each vest and become capable of exercise on such date or dates as the Remuneration Committee may determine, which is expected to be the third anniversary of the date of grant. The options will lapse on the tenth anniversary of their grant.

- 6.3.3 The Ordinary Shares allotted upon exercise under the Warrant Instrument or the Share Plans will be credited as fully paid and will, on issue, rank equally in all respects with, and confer the same rights as are conferred upon, the existing Ordinary Shares (except in the case of Ordinary Shares allotted under the Share Plans in respect of rights arising prior to the date on which the optionholder is entered into the register of members of the Company).

If the Company's share capital is trading on AIM and/or any other stock exchange, the Company is obliged to make an application for the Ordinary Shares issued on the exercise of the option to be admitted to trading on AIM and/or any other stock exchange with effect from the earliest practicable date after the date of issue, and shall use all reasonable endeavours to procure that such Ordinary Shares are so admitted upon unconditional use and allotment.

- 6.4 Neither any members of the Board nor any substantial shareholders have different voting rights to other holders of the share capital of the Company.

## 7. SELLING SHAREHOLDERS

7.1 The name and business address of each Selling Shareholder and the number of Ordinary Shares to be sold by each Selling Shareholder pursuant to the Placing is set out below:

<i>Name</i>	<i>Business address</i>	<i>Relationship to the Company (if any)</i>	<i>No. of Ordinary Shares to be sold</i>
Kasim Akram	61 Hydepark Street Glasgow G3 8BW	Shareholder	7,432,993
Fatima Aziz	61 Hydepark Street Glasgow G3 8BW	Shareholder	5,999,849
Omar Aziz	61 Hydepark Street Glasgow G3 8BW	Employee	1,568,826
Haris Ramzan	61 Hydepark Street Glasgow G3 8BW	Employee	6,397,516
Khalid Ramzan	61 Hydepark Street Glasgow G3 8BW	Shareholder	4,965,882
Nusrat Ramzan	61 Hydepark Street Glasgow G3 8BW	Shareholder	6,397,516
Romana Ramzan	61 Hydepark Street Glasgow G3 8BW	Shareholder	5,999,852
Sheraz Ramzan	61 Hydepark Street Glasgow G3 8BW	Director	6,068,263
Tarak Ramzan	61 Hydepark Street Glasgow G3 8BW	Director	7,639,890
Santh Family (PTC) Limited	PO Box 3469 Geneva Place, Waterfront Drive, Road Town, Tortola, British Virgin Islands	Shareholder	4,705,882

7.2 During the period prior to Admission Mussarat Ramzan was employed by Tarak International Limited, Tarak Retail Limited and Kast Retail Limited as an Online User Experience Adviser and received salaries of £13,600 in aggregate in respect of these roles. Ms Ramzan has resigned from her employment by Tarak Retail Limited and Kast Retail Limited with effect from Admission. Following Admission she will be employed by Tarak International Limited as an Online User Experience Adviser and will continue to receive a salary of £4,300 per annum.

7.3 During the period prior to Admission Fatima Aziz was employed by Tarak International Limited, Tarak Retail Limited and Kast Retail Limited as a Mystery Shopper and received salaries of £15,000 in aggregate in respect of these roles. Ms Ramzan has resigned from the foregoing employment and her last day of employment with the Group will be 31 August 2017.

7.4 During the period prior to Admission Romana Ramzan was employed by Tarak International Limited, Tarak Retail Limited and Kast Retail Limited as a Social Media Adviser and received salaries of £15,000 in aggregate in respect of these roles. Ms Ramzan has resigned from the foregoing employment and her last day of employment with the Group will be 31 August 2017.

- 7.5 During the period prior to Admission Nusrat Ramzan was employed by Tarak International Limited, Tarak Retail Limited and Kast Retail Limited as a Product Adviser and received salaries of £15,000 in aggregate in respect of these roles. Ms Ramzan has resigned from the foregoing employment and her last day of employment with the Group will be 31 August 2017.
- 7.6 During the period prior to Admission Khalid Ramzan received an ex-gratia and non-contractual pension of £32,000 per annum from the Group. It has been agreed with Mr Ramzan that payment of this pension will terminate with effect from Admission.
- 7.7 During the period prior to Admission Kasim Akram was employed by Kast Retail Limited as a Warehouse Manager and received a salary of £30,800 in respect of that role. Mr Akram has resigned from the foregoing employment and his last day of employment with the Group will be 31 August 2017.

## 8. ADDITIONAL INFORMATION ON THE MEMBERS OF THE BOARD

- 8.1 The Board members currently hold (other than their directorships of the Company) the following directorships and are partners in the following partnerships and have held the following directorships and have been partners in the following partnerships within the five years prior to the publication of this document:

<i>Board member</i>	<i>Current directorships or interests in partnerships</i>	<i>Former directorships or interests in partnerships held in last five years</i>
Tarak Ramzan	QUIZ plc Big Blue Concepts Limited Firstbay Limited Kast Retail Ltd Kast Services Limited Koast Investments Limited MFS Retail Limited Ramaco Holdings Limited Roam Investments Limited Shoar (Holdings) Limited Tarak International Limited Tarak Manufacturing Company Limited Tarak Manufacturing Holdings Limited Tarak Retail Limited Vetail Holdings Limited Zantram Ventures Limited	Tarak Clothing Co. Limited
Sheraz Ramzan	QUIZ plc Big Blue Concepts Limited Kast Retail Ltd Kast Services Limited Kast International Spain SL Koast Investments Limited MFS Retail Limited Roam Investments Limited Shoar (Holdings) Limited Smashdom Limited Tarak International Limited Tarak Manufacturing Company Limited Tarak Manufacturing Holdings Limited Tarak Retail Limited Zantram Ventures Limited	None

<i>Board member</i>	<i>Current directorships or interests in partnerships</i>	<i>Former directorships or interests in partnerships held in last five years</i>
Gerard Sweeney	QUIZ plc Kast Retail Ltd Kast Services Limited Shoar (Holdings) Limited Tarak International Limited Tarak Retail Limited	Aberdeen Milk Co. Limited Assured Food Standards Dairy Energy Savings Limited Fast Forward Ffw Limited Gilmour's Dairy Limited Kcsubco 1 Limited Kingdom Cheese Company (1999) Limited Kingdom Cheese Company Limited Kingdom Dairy Company Limited Müller Wiseman Dairies Limited Müller Wiseman Leasing Limited Müller Wiseman Trust Company Limited Robert Wiseman & Sons Limited Robert Wiseman Property Holdings Limited Robert Wiseman Property Investments Limited Robert Wiseman Property Limited Scottish Highlands And Islands Cheese Company Limited Scottish Milk Dairies Limited Scottish Milk Limited Scottish Milk Marketing Limited Scottish Milk Products Limited The Cornish Dairy Limited The Devon Dairy Limited The First Milk Cheese Company Limited The Lake District Dairy Company Limited The Little Cheese Shop Limited Westbury Dairies Limited
Peter Cowgill	Actionstrength Limited Activinstinct Holdings Limited Activinstinct Ltd Allsports (Retail) Limited Allsports.Co.Uk Limited Alpine Bikes Limited Alpine Group (Scotland) Limited Ark Fashion Limited Aspecto Trading Limited Betterbathrooms (Uk) Limited C.C.C. (Camping & Caravan Centre) Limited C.C.C. (Wholesale Leisure) Limited Cccoutdoors Limited Cheshire Polythene Film Company Limited Cowgill Holloway LLP D III LLP Duffer Of St George Limited Ensco 1092 Limited Exclusive Footwear Limited First Sport Limited Focus Brands Limited Focus Equipment Limited	Bank Fashion Limited Berkeley Square Capital Limited Canterbury Cotton Oxford Limited Canterbury European Fashionwear Limited Canterbury Limited Canterbury Of New Zealand Limited Cowgill Holloway Care 1 Limited Fly53 Limited Frank Harrison Limited JD Sports Fashion Distribution Limited Jog Shop Limited Lyons 3 Limited Mayfair Artist Limited MBL Group Plc Morgan Packaging Ltd Peter Storm Limited Planet Fear Limited Squirrel Sports Limited

<i>Board member</i>	<i>Current directorships or interests in partnerships</i>	<i>Former directorships or interests in partnerships held in last five years</i>
Peter Cowgill (continued)	<p>Focus International Limited</p> <p>Focus Sports And Leisure International Limited</p> <p>Footpatrol London 2002 Limited</p> <p>George Fisher Holdings Limited</p> <p>Getthelabel.Com Limited</p> <p>Go Explore Consulting Limited</p> <p>Go Outdoors Limited</p> <p>Highbank Management Company Limited</p> <p>Hip Store Limited</p> <p>JD Sports Limited</p> <p>JD Sports Active Limited</p> <p>JD Sports Gyms Limited</p> <p>Kooga Rugby Limited</p> <p>Kukri Sports Ltd.</p> <p>Mainline Menswear Limited</p> <p>Marathon Sports Limited</p> <p>Millets Limited</p> <p>Mitchell's Practical Campers Limited</p> <p>Nanny State Limited</p> <p>Onetruesaxon Limited</p> <p>Open Fashion Limited</p> <p>Oswald Bailey Limited</p> <p>Outdoorclearance Company Limited</p> <p>Peter Werth Limited</p> <p>Premium Fashion Limited</p> <p>Prima Designer Limited</p> <p>Robin Acquisitionco Limited</p> <p>Size? Limited</p> <p>Sonneti Fashions Limited</p> <p>Source Lab Limited</p> <p>Sundown Limited</p> <p>Tessuti Group Limited</p> <p>Tessuti Ltd</p> <p>The Alpine Group Limited</p> <p>The Film Development Partnership II LLP</p> <p>The John David Group Limited</p> <p>Topgrade Sportswear Limited</p> <p>Touchwood Sports,Limited</p> <p>United Carpets Group Public Limited Company</p> <p>Aspecto Holdings Limited</p> <p>Athleisure Limited</p> <p>Blacks Outdoor Retail Limited</p> <p>Blue Retail Ltd</p> <p>Cloggs Online Limited</p> <p>Clothingsites Holdings Limited</p> <p>Clothingsites.Co.Uk Limited</p> <p>Cowgill Holloway Property Finance Limited</p> <p>Dapper (Scarborough) Limited</p> <p>Focus Group Holdings Limited</p> <p>George Fisher Limited</p> <p>Go Outdoors Topco Limited</p>	

<i>Board member</i>	<i>Current directorships or interests in partnerships</i>	<i>Former directorships or interests in partnerships held in last five years</i>
Peter Cowgill (continued)	Graham Tiso Limited Henleys Clothing Limited I R G Bury Limited I R G Stockport Limited Infinities Retail Group Holdings Limited Infinities Retail Group Limited IRG Altrincham Limited IRG Birkenhead Ltd IRG Blackburn Limited IRG Bradford Limited IRG Chesterfield Limited IRG Denton Limited IRG Derby Limited IRG Stoke Limited IRG Warrington Limited JD Sports Fashion Plc Kukri Gb Limited Mainline Menswear Holdings Limited Millet Sports Limited Nicholas Deakins Ltd. Pink Soda Limited R. D. Scott Limited Tessuti Retail Limited The Alpine Store Limited Tiso Group Limited Topgrade Sportswear Holdings Limited Topgrade Trading Limited Ultimate Outdoors Limited United Carpets Group Plc Varsity Kit Limited	
Roger Mather	Quiz plc Beaudesert Park School Trust Limited	Mulberry (UK) Limited Mulberry Company (Design) Limited Mulberry Company (Europe) Limited Mulberry Company (Holdings) Limited Mulberry Company (Shoes) Limited Mulberry Fashions Limited Mulberry Leathers Limited Mulberry Company (Sales) Limited Mulberry Group Plc
Charlotte O'Sullivan	33 St Charles Square Management Company Limited Portsand PTY. LTD. Tamarit PTY. LTD.	None

8.2. Save as set out in this document, none of the members of the Board has:

8.2.1. any unspent convictions in relation to indictable offences;

8.2.2. any bankruptcy order made against him or entered into any individual voluntary arrangements;

8.2.3. ever been a director of a company which has been placed in receivership, creditors' voluntary liquidation, compulsory liquidation or administration, or been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors, whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

- 8.2.4. ever been a partner in any partnership which has been placed in compulsory liquidation or administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;
  - 8.2.5. owned, or been a partner in a partnership which owned, any asset which, while he owned that asset, or while he was a partner or within 12 months after his ceasing to be a partner in the partnership which owned that asset, entering into receivership;
  - 8.2.6. been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or
  - 8.2.7. been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.
- 8.3. Tarak Ramzan was a director of Tarak Clothing Co. Limited (“Tarak Clothing”), a company holding the business and assets of QUIZ standalone stores, at the time of it entering administration. On 20 March 2009, administrators were appointed at the request of the directors of Tarak Clothing and on the same day a sale of its business and assets to Kast Retail Limited, a subsidiary of the Group, was completed at a price of £329,833. Following the sale, the leases of all but four of the stores held by Tarak Clothing were successfully assigned to Kast Retail Limited.

The financial outcomes from the administration of Tarak Clothing as set out in liquidators’ final report to creditors dated 20 April 2012 were as follows: the secured creditor and preferential creditors were paid in full, and the 85 unsecured creditors who had claimed a total of approximately £1,211,757 received 6.62 pence in the pound. Tarak Clothing was finally dissolved on 23 August 2012.

In Tarak Ramzan’s and Sheraz Ramzan’s view, placing Tarak Clothing into administration and the sale of its business and assets in 2009 resulted in the best outcome for its employees and other stakeholders and provided the stable platform from which the Group has grown into an international omni-channel business with a flexible operating model today.

- 8.4. Peter Cowgill was appointed as a director of Bank Fashion Limited on 7 December 2007 and resigned as director on 25 November 2014. On 5 January 2015, the company was placed into administration and dissolved on 11 April 2017. The deficiency as regards secured creditors was approximately £2.3 million, unsecured creditors received 10.5 pence in the pound and preferential creditors were paid in full.
- 8.5. Peter Cowgill was appointed as a director of Morgan Packaging Limited on 30 July 2009. On 21 September 2012, the company appointed liquidators for the purposes of voluntarily winding-up the company and on 13 February 2014, the company was dissolved. The deficiency as regards secured creditors was approximately £60,000, preferential creditors remained owed £8,583 and unsecured creditors’ claims of £127,842 were not satisfied.

## **9. DIRECTORS’ SERVICE AGREEMENTS AND TERMS OF APPOINTMENT**

- 9.1 The Board members have each entered into service contracts or letters of appointment which are summarised below. Save for these agreements there are no service agreements or letters of appointment between any member of the Board and the Company or any of the subsidiaries not determinable without payment of compensation (other than statutory compensation) within one year and none are proposed to be entered into.

- 9.1.1 The Company entered into a service agreement with Tarak Ramzan which will commence on 28 July 2017. Tarak will act as chief executive officer of the Company for a salary of £180,000 per annum plus a car allowance of £12,000. He is entitled to participate in a discretionary annual bonus scheme on the terms decided by the Remuneration Committee from time to time. This shall include a requirement that the targets are agreed between the Remuneration Committee and Tarak. Salary is subject to annual review by the Remuneration Committee. The first review will take place on 1 April 2018. Tarak shall continue to participate in the Company auto-enrolment pension scheme, with a 12.5 per cent. employer pensions contribution.

The agreement is terminable on 12 months’ prior written notice by either party. However, the Company may elect to pay Tarak a payment in lieu of his contractual notice equal to his basic salary entitlement together with for the same period his car allowance, pension contribution and the continuation of private medical cover, or place him on garden leave. The agreement contains

restrictive covenants relating to competition, current and prospective customers, suppliers, concession holders and certain employees of the Group. The length of the restrictive covenant period is 12 months with the period being reduced by any period spent by Tarak on garden leave immediately before termination. The agreement also contains provisions for the protection of the intellectual property and confidential information of the Group.

The agreement sets out the circumstances in which the Company can terminate Tarak's service agreement without notice or payment in lieu of notice and includes where he is in breach of the requirements, rules or regulations of the UK Listing Authority, is disqualified as acting as a Director or resigns as a Director from the Group without the prior written consent of the board and other customary termination events.

The agreement provides that Tarak must not resign as a director of the Group without the prior consent of the board. If he ceases to be a director, for example because he is not re-elected, the agreement provides that he nevertheless continues to be employed under the terms of the service agreement.

- 9.1.2 The Company entered into a service agreement with Gerard Sweeney which will commence on 28 July 2017. Mr Sweeney will act as chief financial officer of the Company for a salary of £130,000 per annum plus a car allowance of £8,000. He is entitled to participate in a discretionary annual bonus scheme on the terms decided by the Remuneration Committee from time to time. This shall include a requirement that the targets are agreed between the Remuneration Committee and Mr Sweeney. Salary is subject to annual review by the Remuneration Committee. The first review will take place on 1 April 2018. In lieu of a pension contribution Mr Sweeney shall receive a pension allowance, equivalent to 10 per cent. of his basic salary. This shall be paid monthly in arrears along with basic salary and subject to PAYE deductions.

The agreement is terminable on 12 months' prior written notice by either party. However, the Company may elect to pay Mr Sweeney a payment in lieu of his contractual notice entitlement equal to his basic salary entitlement together with for the same period his car allowance, pension contribution and the continuation of private medical cover, or place him on garden leave. The agreement contains restrictive covenants relating to competition, current and prospective customers, suppliers, concession holders and certain employees of the Group. The length of the restrictive covenant period is 12 months with the period being reduced by any period spent by Mr Sweeney on garden leave immediately before termination. The agreement also contains provisions for the protection of the intellectual property and confidential information of the Group.

The agreement sets out the circumstances in which the Company can terminate Mr Sweeney's service agreement without notice or payment in lieu of notice and includes where he is in breach of the requirements, rules or regulations of the UK Listing Authority, is disqualified as acting as a Director or resigns as a Director from the Group without the prior written consent of the board and other customary termination events.

The agreement provides that Mr Sweeney must not resign as a director of the Group without the prior consent of the board. If he ceases to be a director, for example because he is not re-elected, the agreement provides that he nevertheless continues to be employed under the terms of the service agreement.

- 9.1.3 The Company entered into a service agreement with Sheraz Ramzan which will commence on 28 July 2017. Sheraz will act as chief commercial officer of the Company for a salary of £130,000 per annum plus a car allowance of £8,000. He is entitled to participate in a discretionary annual bonus scheme on the terms decided by the Remuneration Committee from time to time. This shall include a requirement that the targets are agreed between the Remuneration Committee and Sheraz. Salary is subject to annual review by the Remuneration Committee. The first review will take place on 1 April 2018. Sheraz shall continue to participate in the Company auto-enrolment pension scheme, with a 10 per cent. employer pensions contribution.

The agreement is terminable on 12 months' prior written notice by either party. However, the Company may elect to pay Sheraz a payment in lieu of his contractual notice entitlement equal to his basic salary entitlement together with for the same period his car allowance, pension contribution and the continuation of private medical cover, or place him on garden leave. The agreement contains restrictive covenants relating to competition, current and prospective

customers, suppliers, concession holders and certain employees of the Group. The length of the restrictive covenant period is 12 months with the period being reduced by any period spent by Sheraz on garden leave immediately before termination. The agreement also contains provisions for the protection of the intellectual property and confidential information of the Group.

The agreement sets out the circumstances in which the Company can terminate Sheraz's service agreement without notice or payment in lieu of notice and includes where he is in breach of the requirements, rules or regulations of the UK Listing Authority, is disqualified as acting as a Director or resigns as a Director from the Group without the prior written consent of the board and other customary termination events.

The agreement provides that Sheraz must not resign as a director of the Group without the prior consent of the board. If he ceases to be a director, for example because he is not re-elected, the agreement provides that he nevertheless continues to be employed under the terms of the service agreement.

- 9.1.4 On 29 June 2017 Peter Cowgill entered into a contract for services with the Company and has agreed to act as non-executive chairman of the Company for a fee of £75,000 per annum. The appointment is for an initial term of 36 months, unless terminated earlier by either party giving the other two months' written notice or on the occurrence of other customary termination events. For a period of 12 months following the termination of the appointment, Peter is restricted from being engaged, concerned or interested in any business which is (or intends to be) in competition with the Company.
- 9.1.5 On 2 June 2017 Roger Mather entered into a contract for services with the Company and has agreed to act as a non-executive director of the Company for a fee of £30,000 per annum. Roger will also receive a fee of £10,000 per annum for serving as chair of the Audit and Remuneration Committees. The appointment is for an initial term of 36 months commencing 29 May 2017 and is terminable on two months' notice by either side, or on the occurrence of other customary termination events. For a period of 12 months following the termination of the appointment, Roger is restricted from being engaged, concerned or interested in any business which is similar to or is (or intends to be) in competition with the Company.
- 9.1.6 On 16 June 2017 Charlotte O'Sullivan entered into a contract for services with the Company and has agreed to act as a non-executive director of the Company for a fee of £30,000 per annum. Charlotte will also receive a fee of £5,000 per annum for serving as chair of the Nomination Committee. The appointment is for an initial term of 36 months commencing with effect from Admission and is terminable on two months' notice by either side, or on the occurrence of other customary termination events. The Company may elect to pay Charlotte a payment in lieu of her contractual notice entitlement or put her on garden leave for the duration or any part of her notice period. For a period of 12 months following the termination of the appointment, Charlotte is restricted from being engaged, concerned or interested in any business which is (or intends to be) in competition with the Company.
- 9.2 The aggregate emoluments of the Directors for the financial period ended 31 March 2017 were approximately £193,800 and for the year ending 31 March 2018 are expected to be approximately £528,500 under the arrangements described in this document.

## **10. MATERIAL CONTRACTS**

The following contracts, together with the Share Exchange Agreements summarised in paragraph 3.7 of this Part IV, not being contracts entered into in the ordinary course of business, have been entered into by the Company or its subsidiaries within the two years immediately preceding the date of this document and are, or may be, material in the context of the Group:

### **10.1 *Placing Agreement***

The Placing Agreement dated 20 July 2017 and made between (1) the Company, (2) the Board, (3) the Selling Shareholders, and (4) Panmure Gordon whereby, subject to the conditions stated below, Panmure Gordon, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the New Shares, and as agent of the Selling Shareholders, has agreed to use its reasonable endeavours to procure purchasers for the Sale Shares.

The Placing is conditional, *inter alia*, upon Admission taking place on or before 28 July 2017 or such later date as Panmure Gordon and the Company may agree but in any event no later than 25 August 2017.

Subject to the terms and conditions of the Placing Agreement, the Company will pay to Panmure Gordon a corporate finance fee and a commission on the relevant percentage of the gross aggregate proceeds raised by the Placing of the New Shares, and the Selling Shareholders will pay a commission on the relevant percentage of the gross aggregate proceeds raised by the sale of the Sale Shares. All fees and commissions will additionally be subject to VAT if applicable. The Placing Agreement provides for the Company to pay all expenses of and incidental to the Placing and the application for Admission, including the fees and costs of other professional advisers, all costs relating to Placing, including printing and distribution charges, registrars' fees and the fees payable to London Stock Exchange.

The Placing Agreement contains certain customary representations, warranties and indemnities given by the Company, the Board and the Selling Shareholders in favour of Panmure Gordon as to, *inter alia*, the accuracy of the information contained in this document and a customary indemnity from the Company in favour of Panmure Gordon. The Selling Shareholders have given certain indemnities in favour of the Company in relation to (i) certain tax matters, (ii) certain potential environmental related liabilities and (iii) certain anti trust related issues.

Panmure Gordon may terminate the Placing Agreement in specified circumstances prior to Admission, principally in the event of a material breach of the Placing Agreement or of any of the warranties contained in it, where any event or omission relating to the Company is, or will be, in the opinion of Panmure Gordon, materially prejudicial to the successful outcome of the Placing, or where any change in financial, monetary, economic, political or market conditions is, or will be, in the opinion of Panmure Gordon, materially prejudicial to the successful outcome of the Placing.

## 10.2 **Lock-in Agreement and orderly market arrangements**

The Lock-In Agreement dated 20 July 2017 and made between (1) the Company, (2) Panmure Gordon, and (3) each of the Existing Shareholders and the Board, pursuant to which the Existing Shareholders and the Board have agreed on a several basis conditional on Admission not, directly or indirectly, to transfer, sell, mortgage, charge, assign, grant options or other rights over or otherwise dispose of, or enter into any agreement to do the same, directly or indirectly, any part of their interests in any Ordinary Shares (and any Ordinary Shares which are issued to them on the exercise of any Options over Ordinary Shares) held at Admission for the period of 12 months from Admission, subject to certain customary exceptions.

Furthermore, each of the Existing Shareholders and the Board has undertaken that, for a further 12 month period, any such disposals of such Ordinary Shares are to be conducted through Panmure Gordon with its consent in accordance with its requirements for an orderly market, subject to certain customary exceptions.

## 10.3 **Relationship Agreement**

The Company has entered into the Relationship Agreement with the Existing Shareholders on 20 July 2017 to regulate the ongoing relationship between the Company and the Existing Shareholders, to ensure that the Group is capable of carrying on its business independently of the Existing Shareholders, and that any transactions and relationships between the Company and the Existing Shareholders are at arms' length and do not affect the Company's continuing appropriateness as a company quoted on AIM.

The Relationship Agreement applies for as long as (i) the Existing Shareholders and any persons connected to them hold and/or control shares carrying the right to cast twenty per cent. or more of the votes capable of being cast at a general meeting of the Company; and (ii) the share capital of the Company is admitted to trading on AIM.

Under the Relationship Agreement the Existing Shareholders have agreed to exercise their voting rights so that the Group may be managed for the benefit of the Company's shareholders as a whole and independently of the interests of some or all of the Existing Shareholders. Any transaction, arrangement or agreement between any member of the Group and any Existing Shareholder must be undertaken on arms' length commercial terms and will not be implemented unless it has been approved by a majority of the independent non-executive Directors. Furthermore, each Existing Shareholder who is a Director undertakes to the Company and, separately, to the nominated adviser, that he or she will abstain from voting, and will procure that any of their connected persons who is a Director will abstain from voting,

on any board resolution where an Existing Shareholder has a material interest and/or in respect of which the majority of the independent Directors consider that an Existing Shareholder has a material interest.

In addition, under the Relationship Agreement, the Existing Shareholders shall agree to exercise his or her voting rights, to procure that at all times at least two of the non-executive Directors shall be independent Directors, and, if any independent Director ceases to be either an independent Director or a Director, one or more new independent Directors will be appointed to the Board.

#### 10.4 **Nomad and broker engagement letter**

A nominated adviser, financial adviser and broker engagement letter dated 28 July 2017 and made between (1) the Company and (2) Panmure Gordon pursuant to which the Company has appointed Panmure Gordon to act as nominated adviser, financial adviser and corporate broker to the Company for the purposes of the AIM Rules. The Company has agreed to pay Panmure Gordon an annual retainer fee for its services as nominated adviser, financial adviser and broker along with certain out of pocket expenses. The engagement letter is terminable upon not less than 3 months' prior written notice by either the Company or Panmure Gordon and otherwise by Panmure Gordon in the event that the Company is in breach of the terms of the engagement.

#### 10.5 **Related Party Leases**

10.5.1 Pursuant to a lease dated 19 July 2017 between Tarak Manufacturing Company Limited (the "Landlord") and Kast Retail Limited ("Kast") (with its permitted assignees being the "Tenant"), the Tenant has taken a lease of property at 61 Hydepark Street, Glasgow comprising ground, first, second, third and fourth floors, together with the internal courtyard for employee and customer parking (the "Premises") for a term of 10 years until 18 July 2027 with the Tenant having a right to renew for a further 10 years (the "Hydepark Lease"). Kast also has a personal tenant only break option on the fifth anniversary of the date of entry into the lease upon giving at least 6 months' prior notice of its intention to exercise the break. If exercised the Tenant must pay the Landlord 3 months' rent. The initial annual rent is £262,500 payable in advance on the 28 February, May, August and November in each year, albeit as a personal concession, Kast can elect to pay the rent monthly in advance. Notwithstanding this, for so long as Kast is tenant, the initial rent shall be reduced to £196,875 per annum (being 75 per cent. of the said initial rent) until the rent review in year 5. As a further concession personal to Kast while it remains as tenant, the annual rent during the first 12 months will be at 50 per cent. of the discounted rate (of £196,875 per annum) so in the first year the rent will be £98,487.50 pa (being equivalent to a 6 months' rent free).

The discounted rent rate, reduced rent during the first 12 months, and tenant-only break are all personal to Kast while they remain as the tenants under the Hydepark Lease.

The Tenant has a non-exclusive licence to use associated car parking for (i) employee and customer parking and (ii) parking thereon of a fast food van with the corresponding right for the Tenant to collect and retain income from the fast food operator. Either party can break on 3 months' prior notice but the Landlord may only do so in the case of potential redevelopment.

The first rent review is on the fifth anniversary of the date of entry into the lease when the annual rent will then be to the full open market rental value of the Premises. The rent will be reviewed to the full open market rent on the fifth anniversary of the date of entry (provided Kast has not exercised its break option). If the renewal option is exercised at the end of the lease, the new lease will provide for an immediate rent review on entry and another 5 years later. In all cases, the rent will be reviewed to the higher of (i) the then passing rent, and (ii) the full open market rent at that date.

The Tenant must reimburse to the Landlord the cost of the Landlord insuring the Premises. The Tenant has undertaken to keep the Premises in good and substantial repair and condition, and where necessary for such purpose of repair, renew and reinstate the Premises, excepting insured risk damage. The Tenant's repairing obligation is subject to a photographic schedule of condition, such that the Tenant is not required to put the Premises into any better condition than is evidenced by the schedule of condition. Equally, the Tenant must ensure that the Premises do not fall below the condition as evidenced by the schedule of condition. The schedule of condition is to be agreed post completion and a contract has been entered into regarding that. The repairing

covenant on the Tenant is further diluted in that (i) the Tenant has no responsibility for latent or inherent defects and (ii) personal to Kast, in the case of extraordinary repairs (subject always to the schedule of condition), the cost of these will be met 50:50 by the Landlord and the Tenant during the first 5 years of the Hydepark Lease.

The permitted use of the Premises is as offices, warehousing and distribution and ancillary thereto, as a photographic studio.

While Kast are the tenants, assignments of the whole Lease are prohibited during the first 2 years of the Hydepark Lease. Otherwise, the Tenant may assign the whole Premises with the Landlord's prior consent (not to be unreasonably withheld or delayed). This also applies to assignments of the whole Hydepark Lease to related companies. Subletting of the whole is permitted with landlord's consent (not to be unreasonably withheld or delayed).

Should the Landlord ever decide to sell the Premises, Kast shall have a personal right of first refusal to buy the Premises at the same price and terms that the Landlord has agreed with any prospective purchaser.

- 10.5.2 Pursuant to a lease dated 19 July 2017 between Big Blue Concepts Limited (the "**Landlord**") and Kast Retail Limited (with its permitted assignees being the "**Tenant**"), the Tenant has taken a lease of the DC. The Big Blue Shed, 2 Belgowan Street, Bellshill Industrial Estate, Bellshill ML4 3NS ("**the Premises**") for a term of 10 years until 18 July 2027, with the Tenant having a right to renew for a further 10 years (the "**DC Lease**"). Kast Retail Limited ("**Kast**") also has a personal right to a tenant only break option on the fifth anniversary on giving at least 6 months' notice of its intention to exercise the break. If exercised the Tenant must pay the Landlord 3 months' rent.

The initial annual rent is £249,250 payable in advance on the 28 February, May, August and November in each year, albeit as a personal concession, Kast can elect to pay the rent monthly in advance. For so long as the said Kast are tenants, the initial rent shall be reduced to £186,938 per annum (being 75 per cent. of the initial open market rental value) until the first rent review in year 5. As a further personal concession to Kast, during the first 12 months the annual rent will be 50 per cent. of the discounted rate (of £186,938 per annum), so in the first year the rent will be £93,469.90 (being equivalent to 6 months' rent free).

Kast shall only pay rent for space it occupies, and so will not pay rent for unoccupied space in the DC, although it will pay rent for any additional space that is occupied during the term of the lease even if subsequently unoccupied again. The rent figures above are therefore based on current occupancy levels.

The first rent review is at year 5 when the rent shall be reviewed to the higher of the (i) then passing rent, and (ii) the full open market rent of the whole of the Premises.

However, while Kast remain as the tenants, only the space that Kast actually occupies shall be reviewed (with unoccupied space being disregarded) provided however that it will pay rent for any additional space that is occupied during the term of the lease even if subsequently unoccupied again. The rent will be reviewed to the full open market rent on the 5th anniversary of the date of entry (provided Kast has not exercised its break option). If the renewal option is exercised at the end of the lease, the new lease will provide for an immediate full open market rent review on entry and another 5 years later.

Should Kast elect to occupy any of the vacant space after lease commencement, then that space will immediately be reviewed to its open market rental value as at date the date of Kast's occupation, with a personal concession while Kast are the tenants they will pay 75 per cent. of the open market rent for such space until the review date in year 5.

For so long as Kast are the tenants, at each rent review, only the space that Kast then occupies will be reviewed and vacant space will be disregarded (subject to our comments above). Notwithstanding this, it shall be assumed that Kast is occupying at least 75 per cent. of the actual GIA of the whole of the Premises, irrespective of what Kast is actually occupying.

The Tenant must reimburse to the Landlord the cost of the Landlord insuring the DC.

The Tenant has undertaken a full repairing and insuring obligation, save for insured risk damage.

Certain concessions personal to Kast have been agreed in relation to the repairing covenant as follows:

- (i) During the first 5 years of the DC Lease, the cost of making good extraordinary repairs shall be shared with the Landlord equally (i.e. on a 50:50 basis). If the parties cannot agree whether or not such repairs are necessary, either party may refer the question for third party determination.
- (ii) The full repairing obligation has also been diluted for the upkeep of the roof and the drainage at the Premises such that the cost of maintaining the roof or the drainage in good and substantial condition shall be shared between the Landlord and the Tenant, with the Tenant's share being in the proportion that the space occupied by the Tenant from time to time bears to the whole of the Premises.
- (iii) So, for example, (i) if the Tenant occupies 100 per cent. of the Premises, the Tenant shall meet 100 per cent. of roof repair costs, or (ii) if the Tenant occupies only 40 per cent. of the Premises, the Tenant shall meet 40 per cent. of such costs, with the Landlord meeting the balance.

The permitted use of the DC is as offices, warehousing and distribution. Change of use requires Landlord consent, which will not be unreasonably withheld or delayed. Assignations of the whole are prohibited during the first 2 years of the DC Lease. Thereafter, the Tenant may assign the whole Premises with the Landlord's prior consent (not to be unreasonably withheld or delayed). This also applies to assignations of the whole DC Lease to related companies. Subletting of the whole is permitted with landlord's consent (not to be unreasonably withheld or delayed).

Should the Landlord ever decide to sell the Premises, Kast shall have a personal right of first refusal to buy the Premises at the same price and terms that the Landlord has agreed with any prospective purchaser.

#### **10.6 Warrant Instrument**

The Company has entered into the Warrant Instrument with Peter Cowgill dated 18 July 2017, pursuant to which Peter Cowgill may subscribe for up to 186,335 Ordinary Shares and exercisable in whole or in part at a subscription price equal to 80.5 pence. Peter Cowgill shall be allotted and issued Ordinary Shares arising from the exercise of subscription rights under the Warrant Instrument subject to the condition that, save with the prior written consent of the Company, such Ordinary Shares cannot be sold or transferred by Peter Cowgill where the sale or transfer price thereof per Ordinary Share is equal to or less than the Placing Price. The warrants are exercisable from Admission until the earlier of (i) their full exercise, (ii) Peter Cowgill ceasing to be a director, or (iii) a takeover of the Company. Peter Cowgill's warrants shall be capable of transmission to his personal representatives if after the first anniversary of the date of the instrument he dies whilst serving as a director of the Company.

#### **11. RELATED PARTY TRANSACTIONS**

Save as disclosed in this document the Company has not entered into any related party transactions of the type set out in the standards adopted according to the Regulation (EC) No. 1606/2002 during the period covered by the historical financial information set out in Section B of Part III and up to the date of this document.

#### **12. LITIGATION**

The Group is not, nor has at any time in the 12 months immediately preceding the date of this document, been engaged in any governmental, legal or arbitration proceedings and the Board are not aware of any governmental, legal or arbitration proceedings pending or threatened by or against the Group, nor of any such proceedings having been pending or threatened at any time in the 12 months preceding the date of this document in each case which may have, or have had in the 12 months preceding the date of this document, a significant effect on the Group's financial position or profitability.

#### **13. EMPLOYEES**

As at the date at the end of the period covered by the financial information set out in Part III of this document the Group had 1,390 employees.

The employee headcount by main category of activity as at that date was as follows:

Category	
Shop staff	1,276
Distribution staff	22
Administration staff	79
Directors	13

#### 14. WORKING CAPITAL

The Board are of the opinion that, having made due and careful enquiry and taking into account the net proceeds of the Placing, the working capital available to the Company and the Group will be sufficient for its present requirements, that is for at least 12 months from the date of Admission.

#### 15. THE SHARE PLANS

##### 15.1 Introduction

The Company adopted the Quiz Company Share Option Plan (the "**CSOP**") and the Quiz Employee Share Option Plan (the "**ESOP**") on 19 July 2017, conditional on Admission. Awards under the CSOP will take the form of options to acquire Ordinary Shares that are intended to satisfy the requirements of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 and to benefit from favourable UK tax treatment ("**CSOP Options**"). Awards under the ESOP will be non-tax advantaged options to acquire Ordinary Shares ("**ESOP Options**").

##### 15.2 Administration

The CSOP and the ESOP (together, the "**Share Plans**") are discretionary arrangements and will be administered by the remuneration committee of the Board (the "**Remuneration Committee**").

##### 15.3 Eligibility and details of Admission Options

Any employee (including an executive director) of the Group will generally be eligible to be granted CSOP Options and/or ESOP Options (together, "**Options**") under the Share Plans at the discretion of the Remuneration Committee.

Immediately on Admission, the Remuneration Committee intends to grant the following Options with an exercise price per Ordinary Share equal to the Placing Price (the "**Admission Options**"):

- Options over 161,490 Ordinary Shares to Gerard Sweeney, the Chief Financial Officer; and
- Options over up to an aggregate of 732,387 Ordinary Shares to other managers and selected employees.

It is envisaged that, in the future, participation in the Share Plans will be limited to senior executives of the Group who will receive regular annual grants of awards. However, there is no current intention for Options to be granted under these arrangements to any of the Existing Shareholders.

##### 15.4 Grant of Options

Options may normally be granted within the period of forty two days commencing on:

- the date of Admission; or
- a results announcement by the Company in any year.

Additionally, Options may also be granted on any day on which the Remuneration Committee resolves that exceptional circumstances exist which justify the making of such awards.

No Options will be granted more than ten years after the date of adoption of the Share Plans. No payment is required for the grant of an Option. Options are not pensionable. Options are personal to the participant and, subject to the rights of a participant's personal representatives, may not be transferred.

### 15.5 **Exercise price**

The price payable for each Ordinary Share on the exercise of an Option will be specified by the Remuneration Committee but will not be less than the higher of:

- the market value of an Ordinary Share on the date of grant; and
- (for newly issued Ordinary Shares) their nominal value.

For the above purposes, the market value of an Ordinary Share on the date of grant will be set in accordance with the basis agreed with HMRC Shares and Assets Valuation and will normally be taken as being:

- in the case of the Admission Options, the Placing Price; and
- in the case of all other Options, the middle market closing price of an Ordinary Share on the business day immediately prior to the date of grant as derived from the London Stock Exchange.

### 15.6 **Individual limits applicable to the Share Plans**

No person may at any time hold Options granted under the CSOP (or any other non savings-related tax favoured option scheme operated by the Group) over Ordinary Shares having a total market value at the time of grant of more than £30,000.

Save as specified below, and other than awards that are considered to be made in exceptional circumstances, the maximum total market value (at date of grant) of Ordinary Shares over which an individual may be granted Options under the CSOP and the ESOP (and any other discretionary share scheme operated by the Company) in any financial year will not exceed 200 per cent. of his annual base salary in that financial year. Within this limit, the value of Ordinary Shares over which an Option is granted will be determined at the sole discretion of the Remuneration Committee.

For the purposes of operating the above 200 per cent. of salary limit, the Admission Options will be ignored.

### 15.7 **Performance conditions**

The Remuneration Committee may, in its absolute discretion, make the exercise of an Option subject to the achievement of objective performance conditions. No such conditions will be applied to the Admission Options; however, the Remuneration Committee will, at the applicable time, consider their introduction for future Options granted under the Share Plans.

The Remuneration Committee will have the power to vary the terms of any performance conditions attaching to an outstanding Option in exceptional circumstances, provided that the amended conditions are, in their opinion, neither materially easier nor more difficult to achieve than the original performance conditions as envisaged by the Remuneration Committee at the date of grant of that Option.

### 15.8 **Exercise and lapse of Options**

Options will generally vest and become capable of exercise on such date or dates as the Remuneration Committee may specify at the date of grant and then only if, and to the extent that, any applicable performance conditions have been satisfied. In the case of the Admission Options, it is anticipated that they will be granted with a normal vesting date of the third anniversary of their grant.

Options will lapse on the day immediately preceding the tenth anniversary of the date of grant or sooner on the occurrence of certain corporate events or where the participant ceases to hold employment with the Group (subject to certain exceptions, details of which are set out below).

### 15.9 **Source of Shares and dilution limit**

Options may be satisfied either by the issue of new Ordinary Shares, the transfer of Ordinary Shares from treasury or the transfer of existing Ordinary Shares purchased in the market.

The maximum number of new Ordinary Shares that may be issued to satisfy Options granted under the Share Plans (and rights granted under any other employees' share scheme established by the Company)

in any 10 year period commencing on or after Admission may not exceed 5 per cent. of the total number of Ordinary Shares in issue from time to time.

For the purpose of the above limit:

- treasury shares will count as new issue Ordinary Shares unless institutional investors decide that they need not count; and
- no account will be taken of any Ordinary Shares where the right to acquire them was released or lapsed prior to vesting/exercise.

#### 15.10 **Shareholder rights**

Options will not confer any shareholder rights unless and until they have vested and been exercised and the participants have received their Ordinary Shares.

Ordinary Shares will normally be transferred or allotted on the exercise of an Option within twenty eight days of the date of exercise. Any Ordinary Shares issued or transferred to participants will rank equally with the other Ordinary Shares then in issue (except in respect of rights arising prior to the date on which the allottee or transferee is entered into the register of members of the Company). Application will be made for permission for any such Ordinary Shares to be admitted to trading on AIM

#### 15.11 **Clawback and malus**

The number of Ordinary Shares over which an ESOP Option subsists may be reduced by the Remuneration Committee in accordance with the terms of any clawback arrangement entered into between the Company and the relevant participant.

#### 15.12 **Cessation of employment**

As a general rule, an unexercised Option will lapse immediately if the participant ceases to be an employee or director of the Group.

If, however, a participant ceases to be an employee or director by reason of injury, permanent disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Group or in other circumstances at the discretion of the Remuneration Committee (i.e. a "good leaver"), then his Option will not lapse and will continue to vest on the date when it would have vested had he not ceased such employment or office.

The extent to which an Option will vest in these circumstances will depend upon two factors:

- the extent to which any performance conditions have, in the opinion of the Remuneration Committee, been satisfied over the original performance measurement period; and
- the pro-rating of the Option to reflect the period of time between its grant and the date of cessation, although the Remuneration Committee can decide not to pro-rate an Option if it regards it as inappropriate to do so in the particular circumstances.

Alternatively, if a participant ceases employment as a good leaver, the Remuneration Committee can decide that his Option will vest at or around the time when he leaves, subject to performance condition satisfaction (measured at that time) and time pro-rating (unless the Remuneration Committee determines otherwise).

Finally, if a participant dies then his or her Option may be exercised during the following period of 12 months, but only to the extent that it had already vested prior to the date of death (or to such greater extent as the Remuneration Committee permits).

#### 15.13 **Corporate events**

In the event of a takeover or winding up of the Company all Options will vest early subject to: (i) the extent to which any performance conditions have been satisfied at that time; and (ii) the pro-rating of the Options to reflect the reduced period of time between their grant and vesting, although the Remuneration Committee can decide not to pro-rate an Option if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, Options may be replaced by equivalent rights over shares in a new holding company.

#### 15.14 **Variation of capital**

In the event of any capitalisation issue, rights issue, open offer, consolidation, subdivision or reduction of capital, demerger or any other event affecting the share capital of the Company, the number and/or nominal value of Ordinary Shares comprised in Options may be adjusted by the Remuneration Committee.

#### 15.15 **Amendments to the Share Plans**

The Remuneration Committee may, at any time, amend the provisions of the Share Plans in any respect, provided that:

- no alteration which would materially and adversely affect the subsisting rights of a participant may normally be made without his prior consent; and
- no amendment may be made to a key feature of the CSOP if it would result in the relevant statutory requirements for arrangements of that type no longer being met.

### 16. **TAXATION**

#### 16.1 **United Kingdom taxation**

The following information is intended as a general guide only and is provided in summary form based on legislation and published HMRC practice as it exists at the present time. The information relates to the tax position of Shareholders in the capital of the Company that are resident in the United Kingdom for tax purposes, holding shares as investments. The statements below do not constitute advice to any Shareholder on their personal tax position, and may not apply to certain classes of Shareholders such as dealers in securities, persons who have acquired their Ordinary Shares by reason of any office or employment, insurance companies or collective investment schemes.

The summary is not exhaustive and does not generally consider tax reliefs and exemptions. Any person who is in any doubt about their tax position, or who is subject to taxation in any jurisdiction other than that of the UK, should consult their own professional advisers without delay.

Investors should note that tax law and interpretation can change and that in particular the levels and basis of and reliefs from taxation may change (possibly with retrospective effect).

##### *The Company*

The Company is understood to be UK tax resident and so is automatically subject to UK corporation tax on its worldwide income and gains unless another territory makes a claim under a relevant double taxation arrangement. The UK corporation tax rate is 19 per cent., but based on current law this rate will fall to 17 per cent. from April 2020.

##### 16.1.1 *Taxation of dividends*

###### *Company*

Under current UK tax legislation, no withholding tax will be deducted at source from dividends paid by the Company.

###### *Individuals*

UK resident individual shareholders may, depending on their circumstances, be liable to UK income tax in respect of dividends paid by the Company.

In tax year 2017/18 there is no income tax payable in respect of the first £5,000 of dividend income received in the tax year by a UK resident individual (although such income still counts towards the basic, higher and additional rate thresholds) regardless of the level of non-dividend income received. Dividend income received above £5,000 in a tax year is taxable at 7.5 per cent., 32.5 per cent. and 38.1 per cent. for basic rate, higher rate and additional rate taxpayers, respectively. In the Spring 2017 Budget, it was announced that there is an intention to reduce this dividend allowance to £2,000 per tax year from April 2018. While this has not been enacted, it

has been indicated that this provision will be reintroduced at the earliest opportunity of the next parliament

UK resident individual shareholders should therefore seek the appropriate advice on how receiving any dividends from the Company may impact their personal tax affairs.

#### Companies

A UK resident corporate Shareholder will be liable to UK corporation tax unless the dividend falls within one of the exempt classes set out in Part 9A of the Corporation Tax Act 2009. It is anticipated that dividends should fall within one of such exempt classes (subject to anti-avoidance rules and provided all conditions are met).

If the conditions for exemption are not, or cease to be, satisfied, or such a Shareholder elects for an otherwise exempt dividend to be taxable, the Shareholder will be subject to UK corporation tax on dividends received from the Company at the rates already stated above.

Shareholders within the charge to UK corporation tax are advised to consult their independent professional tax advisers to determine whether dividends received will be subject to UK corporation tax.

#### Other shareholders

The annual tax free dividend allowance of £5,000 available to individuals will not be available to UK resident trustees of a discretionary trust. From 6 April 2016, UK resident trustees of a discretionary trust in receipt of dividends are liable to income tax at a rate of 38.1 per cent., on trust income above the standard rate band (which can be up to £1,000) which mirrors the dividend additional rate.

Generally, non-UK residents will not be subject to any UK taxation in respect of UK dividend income. Non-UK resident shareholders may be subject to tax on UK dividend income under any law to which that person is subject outside the UK. Non-UK resident shareholders should consult their own tax advisers with regard to their liability to taxation in respect of dividends.

### 16.1.2 *Taxation of chargeable gains*

Any gains on transfers or disposals of Ordinary Shares (including a disposal on a winding-up of the Company) by UK resident Shareholders or Shareholders who carry on a trade in the UK through a permanent establishment with which their investment in the Company is connected may, depending on their circumstances, give rise to a liability to UK tax on capital gains.

#### Individuals

UK resident Shareholders who are individuals (or otherwise not within the charge to UK corporation tax) and who are basic rate taxpayers are currently subject to tax on their chargeable gains at a flat rate of 10 per cent. Individuals who are higher or additional rate taxpayers are currently subject to tax on their chargeable gains at a flat rate of 20 per cent.

No indexation allowance will be available to such Shareholders but they may be entitled to an annual exemption from capital gains to the extent this has not been used against other gains, and any other tax reliefs available such as existing capital losses.

For trustees and personal representatives of deceased persons, capital gains tax on gains in excess of the current annual exempt amount will be charged at a flat rate of 20 per cent.

Shareholders who are individuals and who are temporarily non-resident in the UK may, under anti-avoidance legislation, still be liable to UK tax on any capital gain realised (subject to any available exemption or relief).

#### Companies

Shareholders within the charge to UK corporation tax may be subject to corporation tax on chargeable gains arising on a disposal of Ordinary Shares, depending on the circumstances and

subject to any available exemption or relief. Indexation allowance may apply to reduce any chargeable gain arising on disposal of the Ordinary Shares.

Corporation tax is charged on chargeable gains at the rate applicable to that company at the date of disposal. Such tax would be applied at the relevant corporation tax rates already stated above, depending on the timing of the disposal.

### 16.1.3 *Stamp Duty and SDRT*

The following comments are intended as a guide to the general UK stamp duty and SDRT position and do not relate to person such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements or clearance services to whom special rules apply.

No stamp duty or SDRT should be payable on the issue of Ordinary Shares.

AIM qualifies as a recognised growth market for the purposes of the UK stamp duty and SDRT legislation. Therefore, for so long as the Ordinary Shares are admitted to trading on AIM and are not listed on any other market (and being admitted to trading on AIM will not constitute a listing for these purposes) no charge to UK stamp duty or SDRT should arise on their subsequent transfer.

Shareholders and prospective investors should consult their own professional advisers on whether an investment in an AIM security is suitable for them. Companies whose shares trade on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation.

## 16.2 **Jersey taxation**

The following summary of the anticipated treatment of the Company and (unless they are tax resident in Jersey) the Shareholders is based on Jersey tax law and practice as it is understood to apply at the present time. It does not constitute legal or tax advice and does not address all aspects of Jersey tax law and practice. Shareholders should consult their professional advisers on the implications of acquiring, holding, selling or otherwise disposing of Ordinary Shares under the laws of the jurisdictions in which they may be liable to tax. Shareholders should be aware that tax laws and practice and their interpretation may change.

### 16.2.1 *Income tax*

Under Article 123(1) of the Income Tax (Jersey) Law 1961 (the Income Tax Law), the Company will be regarded as tax resident in Jersey unless:

- (a) its business is centrally managed and controlled outside Jersey in a country or territory where the highest rate at which any company may be charged to tax on any part of its income is ten per cent or higher; and
- (b) the company is resident for tax purposes in that country or territory (under the tax legislation of that jurisdiction).

The Company is understood to be UK tax resident and therefore would not be tax resident in Jersey. However, if the Company were to be regarded as resident in Jersey, under Article 123C of the Income Tax Law, the Company (being neither a financial services company nor a specified utility company under the Income Tax Law at today's date) would be subject to Jersey income tax at a rate of zero per cent.

Nevertheless, if the Company derives any income from the ownership, exploitation or disposal of land in Jersey or the trade of importing or supplying hydrocarbon oil to or in Jersey, that income will be charged to Jersey income tax at the rate of 20 per cent. It is not anticipated that the Company will derive any such income.

The Company is entitled to pay dividends or other distributions to Shareholders without making any deduction or withholding for or on account of Jersey income tax. Unless they are tax resident in Jersey, Shareholders will not be subject to any tax in Jersey in respect of the acquisition, ownership, exchange, sale or other disposition of Ordinary Shares.

The attention of Shareholders tax resident in Jersey is drawn to Article 134A and other provisions of the Income Tax Law the effect of which may be to render any gains and distributions in respect of their Ordinary Shares chargeable to Jersey income tax.

#### 16.2.2 *Goods and Services Tax*

The Company is an international services entity (“**ISE**”) for the purposes of the Goods and Services Tax (Jersey) Law 2007 (the “**GST Law**”) and, accordingly, it is not required to:

- (a) register as a taxable person pursuant to the GST Law;
- (b) charge goods and services tax in Jersey in respect of any supply made by it; or
- (c) pay goods and services tax in Jersey in respect of any supply made to it.

An annual fee must be paid for each calendar year for the Company to retain its ISE status.

#### 16.2.3 *Stamp duty*

No stamp duty is payable in Jersey on the acquisition, ownership, exchange, sale or other disposition of Ordinary Shares except when a Shareholder dies.

Stamp duty of up to 0.75 per cent (subject to a maximum of £100,000) is payable on the registration in Jersey of a grant of probate or letters of administration if:

- (a) the deceased died domiciled in Jersey and the net value of the deceased’s entire estate wherever situated (including any Ordinary Shares) exceeds £10,000; or
- (b) the deceased died domiciled outside of Jersey and the net value of the deceased’s estate situated in Jersey (including any Ordinary Shares) exceeds £10,000.

In addition, application and other fees may be payable.

Jersey does not otherwise levy death or estate duties, capital gains, gift, wealth, inheritance or capital transfer taxes.

### **17. CREST**

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Ordinary Shares have been made eligible for settlement in CREST as contemplated by the CREST Regulations. The Company has applied for the Ordinary Shares to be admitted to CREST and it is expected that the Ordinary Shares will be so admitted, and accordingly enabled for settlement in CREST, as soon as practicable after Admission has occurred.

### **18. GENERAL**

- 18.1 The gross proceeds of the Placing receivable by the Company are expected to amount to approximately £10.6 million. Total costs and expenses payable by the Company in connection with the Admission (including professional fees, commissions, the costs of printing and the fees payable to the registrars) are estimated to amount to approximately £1.2 million (excluding VAT). The estimated total net amount of the proceeds of the Placing receivable by the Company is approximately £9.4 million.
- 18.2 The historical financial information relating to the Subsidiaries set out in Section B of Part III of this document does not comprise statutory accounts within the meaning of the Companies Law.
- 18.3 RSM Corporate Finance LLP has given and has not withdrawn its written consent to the inclusion of its report in Section A of Part III of this document in the form and context in which it is included.
- 18.4 Khokhar McAdam Ltd resigned by mutual consent as auditors of Shoar (Holdings) Limited, Tarak Retail Limited, Kast Retail Ltd and Tarak International Limited on 17 May 2016. They were replaced by RSM UK Audit LLP, who were appointed as auditors of the Subsidiaries on 17 May 2016 and to the Group on Admission. RSM UK Audit LLP is regulated by the Institute of Chartered Accountants in Scotland.
- 18.5 Panmure Gordon has given and has not withdrawn its consent to the inclusion in this document of the references to its name in the form and context in which they are included.

- 18.6 There has been no significant change in the trading or financial position of the Subsidiaries since 31 March 2017, being the date to which the historical financial information set out in Section B of Part III of this document was prepared.
- 18.7 Save for the share transactions set out in paragraph 3 of this Part IV, there has been no significant change in the trading or financial position of the Company since its incorporation on 22 March 2017.
- 18.8 Save as disclosed in paragraphs 3.7 and 18.8.3 of this Part IV, no person (other than a professional adviser referred to in this document or trade suppliers or customers dealing with members of the Group) has:
- 18.8.1 received directly or indirectly, from the Group within the 12 months preceding the Company's application for Admission; or
  - 18.8.2 entered into contractual arrangements (not otherwise disclosed in this document) to receive directly or indirectly, from the Group on or after Admission, any of the following:
    - (a) fees totalling £10,000 or more;
    - (b) securities in the Company with a value of £10,000 or more calculated by reference to the Placing Price; or
    - (c) any other benefit with a value of £10,000 or more at the date of Admission.
  - 18.8.3 The Group has paid fees of approximately £36,000 in aggregate to Mishcon de Reya for the provision of tax and legal advice connected to the restructuring associated with the Share Exchange Agreements, fees of £10,000 to Shepherd and Wedderburn LLP for legal advice related to the establishment of the Share Plans, fees of £10,000 to Maclay Murray & Spens LLP for legal advice relating to the negotiation of the DC lease and the HydePark Lease and fees of £11,500 to Sterling Financial Print Limited in respect of the costs of printing this document.
- 18.9 Save as disclosed in this document, there are no investments in progress, and there are no future investments on which the Board have already made firm commitments, which are or may be significant to the Group.
- 18.10 No financial information contained in this Document is intended by the Company to represent or constitute a forecast of profits by the Company or to constitute publication of accounts by it.
- 18.11 QUIZ relies on intellectual property laws to protect certain aspects of its business. A 'QUIZ' word mark, a 'QUIZ' stylised word mark and a 'QUIZ' series mark all associated with QUIZ's products are important to the Group in protecting its brand and maximising its use in domestic and international markets in which it operates. Save as disclosed above, the Board are not aware of any patents or intellectual property rights, licences or industrial, commercial or financial contracts or new technological processes which may be of material importance to the Company's business or profitability.
- 18.12 No public takeover bids have been made by third parties in respect of the Company's issued share capital since its incorporation up to the date of this document.
- 18.13 Save as disclosed in this document, the Board are unaware of any exceptional factors which have influenced the Company's recent activities.
- 18.14 Save as disclosed in the paragraph entitled "packaging waste responsibility compliance" within Part II of this document, the Board are not aware of any environmental issues that may affect the Company's utilisation of its tangible fixed assets.
- 18.15 Save as disclosed in this document, there are not, either in respect of the Company or its subsidiaries, any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year.
- 18.16 There are no arrangements known to the Company, the operation of which may at a subsequent date result in a change of control of the Company.

18.17 Other than the current application for Admission, the Ordinary Shares have not been admitted to dealings on any recognised investment exchange nor has any application for such admission been made or refused nor are there intended to be any other arrangements for dealings in the Ordinary Shares.

#### **19. THIRD PARTY INFORMATION**

Where information has been sourced from a third party, the Company confirms that the information has been accurately reproduced and that as far as it is aware and is able to ascertain from information published by each of those third parties, no facts have been omitted which would render the information reproduced inaccurate or misleading.

#### **20. AVAILABILITY OF ADMISSION DOCUMENT**

Copies of this document are available for inspection during normal business hours on any weekday (Saturdays and public holidays excepted) at the offices of Maclay Murray & Spens LLP, One London Wall, London, EC2Y 5AB and the registered office of the Company from the date of this document until at least one month after the date of Admission and on the Company's website, [www.quizgroup.co.uk](http://www.quizgroup.co.uk).

DATED 20 July 2017

## PART V

### TERMS AND CONDITIONS OF THE PLACING

MEMBERS OF THE PUBLIC ARE NOT ELIGIBLE TO TAKE PART IN THE PLACING. THIS DOCUMENT AND THESE TERMS AND CONDITIONS ARE FOR INFORMATION PURPOSES ONLY AND ARE DIRECTED ONLY AT: (A) PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (EACH A "MEMBER STATE") WHO ARE QUALIFIED INVESTORS ("QUALIFIED INVESTORS") WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE EU PROSPECTUS DIRECTIVE (WHICH MEANS DIRECTIVE 2003/71/EC AND INCLUDES ANY RELEVANT IMPLEMENTING DIRECTIVE MEASURE IN ANY MEMBER STATE) (THE "PROSPECTUS DIRECTIVE"); (B) IN THE UNITED KINGDOM, QUALIFIED INVESTORS WHO ARE PERSONS WHO (I) FALL WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (THE "ORDER"); (II) FALL WITHIN ARTICLE 49(2)(A) TO (D) (HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS, ETC.) OF THE ORDER; OR (III) ARE PERSONS TO WHOM IT MAY OTHERWISE BE LAWFULLY COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS DOCUMENT AND THESE TERMS AND CONDITIONS MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THESE TERMS AND CONDITIONS RELATE IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS.

Each Placee should consult with its own advisers as to legal, tax, business and related aspects in relation to any acquisition of Placing Shares.

#### 1. INTRODUCTION

- 1.1 These terms and conditions ("**Terms and Conditions**") apply to persons making an offer to acquire Placing Shares under the Placing.
- 1.2 Each person to whom these Terms and Conditions apply, as described above, who confirms its agreement to Panmure Gordon to acquire Placing Shares (which may include Panmure Gordon or its nominee(s)) (a "**Placee**") hereby agrees with the Company, the Selling Shareholders and Panmure Gordon to be bound by these Terms and Conditions with respect to its acquisition of Placing Shares under the Placing. A Placee shall, without limitation, become bound by these Terms and Conditions if Panmure Gordon confirms its allocation of Placing Shares.
- 1.3 The Company and/or Panmure Gordon may require any Placee to agree to such further terms and/or conditions and/or give such additional warranties and/or representations as it (in its absolute discretion) sees fit and/or may require any Placee to execute a separate investor letter (an "**Investor Letter**").

#### 2. SUMMARY OF THE PLACING

- 2.1 The Placing Price is 161 pence per Placing Share and the Placing comprises the issue by the Company of 6,583,351 New Shares and the sale of, in aggregate, 57,176,469 Sale Shares being offered by the Selling Shareholders.
- 2.2 All Placing Shares sold pursuant to the Placing will be sold, payable in full, at the Placing Price.
- 2.3 The Placing is subject to satisfaction of the conditions set out in the Placing Agreement, including Admission occurring and becoming effective by no later than 8.00 a.m. on 28 July 2017 or such later time and/or date as the Company and Panmure Gordon may agree, being not later than 8.00 a.m. on 25 August 2017, and to the Placing Agreement not having been terminated in accordance with its terms.
- 2.4 Application will be made to the London Stock Exchange for the Ordinary Shares to be admitted to AIM. It is expected that Admission will take place and dealings in the Ordinary Shares will commence on AIM at 8.00 a.m. (London time) on 28 July 2017.
- 2.5 Admission is expected to take place and dealings in the Ordinary Shares are expected to commence on AIM on 28 July 2017.
- 2.6 The Placing Shares will rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions after Admission declared, made or paid on the ordinary share

capital of the Company. Further details of the rights attached to the Placing Shares are set out in paragraphs 4.1, 4.2 and 4.10 to 4.12 of Part IV of this document.

- 2.7 The Placing Shares have not been, and will not be, registered under the US Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Placing Shares may not be offered or sold, directly or indirectly, in, into or within the United States or to or for the account or benefit of any persons within the United States.
- 2.8 Certain restrictions that apply to the distribution of this Admission Document and the Placing Shares being issued or sold under the Placing in jurisdictions outside the United Kingdom are described in paragraph 3 below headed "Selling and Transfer Restrictions".

### **3. SELLING AND TRANSFER RESTRICTIONS**

#### **3.1 General**

The distribution of this document and the offer of Placing Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any restrictions, including those set out in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No action has been, or will be, taken in any jurisdiction that would permit a public offering of the Placing Shares, or possession or distribution of this document or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Placing Shares may not be offered or sold, directly or indirectly, and neither this document nor any other offering material or advertisement in connection with the Placing Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction.

This document and these Terms and Condition do not constitute an offer or invitation to acquire, underwrite or dispose of, or any solicitation of any offer or invitation to acquire, underwrite or dispose of, any Ordinary Shares or other securities of the Company to any person in any jurisdiction to whom it is unlawful to make such offer, invitation or solicitation in such jurisdiction. Persons who seek to participate in the Placing must inform themselves about and observe any such restrictions and must be persons who are able to lawfully receive this document in their jurisdiction. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither this document nor these Terms and Conditions constitutes an offer or invitation (or a solicitation of any offer or invitation) to acquire, underwrite or dispose of or otherwise deal in any Ordinary Shares or other securities of the Company in the United States, Canada, Australia, the Republic of South Africa or Japan, or in any other jurisdiction in which any such offer, invitation or solicitation is or would be unlawful.

#### **3.2 Members of the public**

Members of the public are not eligible to take part in the Placing.

#### **3.3 Persons in the United Kingdom**

In the United Kingdom this document (including these Terms and Conditions) is only being distributed to persons to, and is directed only at: persons who are "qualified investors" (within the meaning of Article 2(1)(e) of the EU Prospectus Directive 2003/71/EC including any relevant measure in each member state of the European Economic Area ("**Member State**") that has implemented the directive (the "**Prospectus Directive**") and who are persons who (i) are persons who have professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "**Order**"); (ii) are high net worth companies, unincorporated associations, and other bodies within the meaning of Article 49(2)(a) to (d) of the Order or (iii) are persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as "**Relevant Persons**"). It is not directed at and may not be relied on by anyone other than a Relevant Person. Any investment or investment activity to which these terms and conditions relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. By receiving this document and/or by accepting a Placing participation a Placee in the United Kingdom is deemed to represent and warrant to the Company, each Selling Shareholder and Panmure Gordon that it is a Relevant Person and agrees to comply with the contents of these Terms and Conditions.

### 3.4 **European Economic Area**

In relation to each Member State, no Ordinary Shares have been offered, or will be offered, to the public in a Member State, prior to the publication of a prospectus in relation to Ordinary Shares which has been approved by the competent authority in that member State, all in accordance with the Prospectus Directive, except that an offer to the public in that Member State of any Ordinary Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Member State:

- (a) to any legal entity which is a “qualified investor” as defined under the Prospectus Directive;
- (b) to fewer than 100, or, if that Member State has implemented the relevant provisions of the 2010 Prospectus Amending Directive (Directive 2010/73/EC), 150 natural or legal persons (other than “qualified investors” as defined in the Prospectus Directive) per Member State, subject to obtaining the prior consent of Panmure Gordon; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Ordinary Shares shall result in a requirement for the Company or Panmure Gordon to publish a prospectus pursuant to Article 3 of the Prospectus Directive or a supplemental prospectus pursuant to Article 16 of the Prospectus Directive and each person in a Member State who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, warranted and agreed to and with the Company, each Selling Shareholder and Panmure Gordon that it is a “qualified investor” within the meaning of the law in that Member State implementing Article 2(1)(e) of the Prospectus Directive. Notwithstanding the above, a person who is not a qualified investor and who has notified Panmure Gordon of such fact in writing may, with the consent of Panmure Gordon, be permitted to acquire Ordinary Shares in the Placing.

For the purposes of this provision, the expression an “offer to the public” in relation to any Ordinary Shares in any Member State means the communication in any form and by any means of sufficient information on the terms of the Placing and any Ordinary Shares so as to enable an investor to decide to acquire any Ordinary Shares, as the same may be varied for that Member State by any measure implementing the Prospectus Directive in that Member State.

In the case of Placing Shares being offered to a financial intermediary as that term is used in Article 3(2) of the Prospectus Directive, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Placing Shares acquired by it in the Placing have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Placing Shares to the public other than their offer or resale in a Member State to qualified investors as so defined or in circumstances in which the prior consent of Panmure Gordon has been obtained to each such proposed offer or resale.

The Company, the Selling Shareholders, Panmure Gordon and their respective affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement.

### 3.5 **United States**

The Ordinary Shares have not been and will not be registered under the US Securities Act or under the securities laws or regulations of any state or other jurisdiction of the United States and may not be offered, sold, resold, transferred or delivered, directly or indirectly, in or into the United States. There will be no public offer of the Ordinary Shares in the United States. The Ordinary Shares are being offered and sold outside the United States in “offshore transactions” in reliance on Regulation S.

In addition, until 40 days after the commencement of the Placing, an offer or sale of Ordinary Shares within the United States by any dealer (whether or not participating in the Placing) may violate the registration requirements of the US Securities Act if such offer or sale is made otherwise than in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

### 3.6 **Australia**

This document has not been and will not be lodged with the Australian Securities and Investments Commission or the Australian Stock Exchange and is not a disclosure document for purposes of Australian

law. This document (whether in preliminary or definitive form) may not be issued or distributed in Australia and no offer or invitation may be made in relation to the issue, sale or purchase of any Ordinary Shares in Australia (including an offer or invitation received by a person in Australia) and no Ordinary Shares may be sold in or into Australia or to or for the account or benefit of any resident in Australia. Unless otherwise agreed with Panmure Gordon in an Investor Letter, each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, warranted and agreed to and with the Company, each Selling Shareholder and Panmure Gordon that it is not in Australia. The Company, the Selling Shareholders, Panmure Gordon and their respective affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement.

### 3.7 **Canada**

The relevant clearances have not been and will not be, obtained from the Securities Commission of any province or territory of Canada. Accordingly, subject to certain exceptions the Ordinary Shares may not, directly or indirectly, be offered or sold within Canada, or offered or sold to a resident of Canada or to or for the account or benefit of any resident in Canada. Unless otherwise agreed with Panmure Gordon in an Investor Letter, each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, warranted and agreed to and with the Company, each Selling Shareholder and Panmure Gordon that it is not in Canada. The Company, the Selling Shareholders, Panmure Gordon and their respective affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement.

### 3.8 **Republic of South Africa**

The relevant clearances have not been and will not be, obtained from the South African Reserve Bank nor any other applicable body in the Republic of South Africa. Accordingly, the Placing Shares will not, directly or indirectly, be offered or sold within the Republic of South Africa or to or for the account or benefit of any resident in the Republic of South Africa. Unless otherwise agreed with Panmure Gordon in an Investor Letter, each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, warranted and agreed to and with the Company, each Selling Shareholder and Panmure Gordon that it is not in the Republic of South Africa. The Company, the Selling Shareholders, Panmure Gordon and their respective affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement.

### 3.9 **Japan**

The Placing Shares have not been and will not be registered under the Securities and Exchange Law of Japan and may not be offered or sold directly or indirectly in Japan or to or for the account or benefit of any resident in Japan except under circumstances that result in compliance of all applicable laws, regulations and guidelines promulgated by the relevant governmental and regulatory authorities in effect at the relevant time. Unless otherwise agreed with Panmure Gordon in an Investor Letter, each person who initially acquires any Ordinary Shares or to whom any offer is made under the Placing will be deemed to have represented, warranted and agreed to and with the Company, each Selling Shareholder and Panmure Gordon that it is not in Japan. The Company, the Selling Shareholders, Panmure Gordon and their respective affiliates, representatives and others will rely upon the truth and accuracy of the foregoing representation, warranty, acknowledgement and agreement.

## **4. PARTICIPATION IN AND PRINCIPAL TERMS OF THE PLACING**

4.1 Each Placee will be deemed to have read these Terms and Conditions in their entirety.

4.2 Conditional upon: (i) Admission occurring and becoming effective by no later than 8.00 a.m. on 28 July 2017 (or such other time as Panmure Gordon may notify to the Company but, in any event, no later than 8.00 a.m. on 25 August 2017); (ii) the Placing Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms; and (iii) the Placee being allocated Placing Shares, the Placee agrees to become a member of the Company and agrees to acquire those Placing Shares allocated to it at the Placing Price. To the fullest extent permitted by law, the Placee acknowledges and agrees that it will not be entitled to exercise any remedy of rescission at any time. This does not affect any other rights which the Placee may have.

- 4.3 Participation in the Placing will only be available to persons who may lawfully be, and are, invited to participate by Panmure Gordon. Panmure Gordon and its affiliates may participate in the Placing as principal.
- 4.4 An offer to acquire Placing Shares, which has been communicated by a prospective Placee to Panmure Gordon which has not been withdrawn or revoked prior to publication of this document, will not be capable of withdrawal or revocation immediately following the publication of this document without the consent of Panmure Gordon.
- 4.5 Each Placee will have an immediate, separate, irrevocable and binding obligation, owed to Panmure Gordon, to pay in cleared funds immediately on the settlement date, in accordance with the registration and settlement requirements set out below, an amount equal to the product of the Placing Price and the number of Placing Shares allocated to such Placee. Panmure Gordon will procure the allotment or transfer of the Placing Shares to each Placee following each Placee's payment to Panmure Gordon of such amount.
- 4.6 Irrespective of the time at which a Placee's allocation pursuant to the Placing is confirmed, settlement for all Placing Shares to be acquired pursuant to the Placing will be required to be made at all times and on the basis explained below under "Registration and Settlement".
- 4.7 To the fullest extent permissible by law, neither the Company, the Selling Shareholders, Panmure Gordon nor any of their respective affiliates, directors or employees shall have any liability to Placees (or to any other person whether acting on behalf of a Placee or otherwise) under these Terms and Conditions. In particular, neither the Company, the Selling Shareholders, Panmure Gordon nor any of their respective affiliates shall have any liability (including to the fullest extent permissible by law, any fiduciary duties) in respect of Panmure Gordon's conduct of the Placing.
- 4.8 Panmure Gordon is acting for the Company and no one else in connection with the Placing and will not regard any other person (whether or not a recipient of these Terms and Conditions) as a client in relation to the Placing and to the fullest extent permitted by law and applicable Financial Conduct Authority rules, neither Panmure Gordon nor any of its affiliates will have any liability to Placees or to any person other than the Company in respect of the Placing.

## **5. ALLOCATION**

- 5.1 Panmure Gordon has solicited indications of interest from prospective Placees to acquire Ordinary Shares in the Placing. On this basis, prospective Placees have been asked to specify the number of Ordinary Shares that they are prepared to acquire at different prices. Multiple applications under the Placing are permitted.
- 5.2 A number of factors have been considered in deciding the Placing Price and the bases of allocation, including prevailing market conditions, the level and the nature of the demand for Ordinary Shares, the objective of encouraging long-term ownership of the Ordinary Shares. The Placing Price has been established at a level determined in accordance with these arrangements, taking into account indications of interest received from persons (including market-makers and fund managers) connected with Panmure Gordon. Accordingly, the Placing Price may be lower than the highest price at which all of the Ordinary Shares, in respect of which indications of interest have been received or which are available for subscription or sale in the Placing, could have been accepted.
- 5.3 Placees will be advised verbally or by electronic mail of their allocation as soon as practicable following allocation.

## **6. REGISTRATION AND SETTLEMENT**

- 6.1 Each Placee undertakes to pay the Placing Price for the Placing Shares acquired by such Placee in the manner and by the time directed by Panmure Gordon.
- 6.2 Each Placee is deemed to agree that, if it fails to pay the Placing Price for the Placing Shares acquired by it, Panmure Gordon may sell any or all of the Placing Shares allocated to it and which have not been paid for on its behalf and retain from the proceeds, for Panmure Gordon's account and benefit (as agent for the Company and the Selling Shareholders (as the case may be)), an amount equal to the aggregate amount owed by the Placee plus any interest due. Any excess proceeds will be paid to the relevant Placee at its risk. The relevant Placee will, however, remain liable and indemnifies the Company, the Selling Shareholders and Panmure Gordon on demand for any shortfall below the aggregate amount owed by it

and may be required to bear any stamp duty or SDRT or securities transfer tax (together with any interest or penalties) which may arise upon the sale of such Placing Shares on its behalf. By agreeing to acquire Placing Shares, each Placee confers on Panmure Gordon all such authorities and powers necessary to carry out any such sale and agrees to ratify and confirm all actions which Panmure Gordon lawfully takes in pursuance of such sale.

- 6.3 The Ordinary Shares are in registered form and can be held in certificated or uncertificated form. Title to certificated Ordinary Shares (if any) will be evidenced in the register of members of the Company and title to uncertificated Ordinary Shares will be evidenced by entry into the operator register maintained by the Registrar (which will form part of the register of members of the Company).
- 6.4 It is intended that allocations of Placing Shares to Placees who wish to hold Placing Shares in uncertificated form will take place through CREST on Admission. It is intended that, where applicable, definitive share certificates in respect of the Placing Shares will be posted by first class post as soon as is practicable following 28 July 2017 and will be sent at the relevant Placee's risk in each case. Dealings in advance of the crediting of the relevant CREST stock account shall be at the risk of the person concerned. Prior to the despatch of definitive share certificates in respect of any Placing Shares which are not settled in CREST, transfers of those Placing Shares will be certified against the register of members of the Company. No temporary documents of title will be issued.

## **7. PLACING AGREEMENT**

- 7.1 The Company, the Directors, the Selling Shareholders and Panmure Gordon have entered into the Placing Agreement, pursuant to which Panmure Gordon has agreed, subject to certain conditions, to use its reasonable endeavours to procure subscribers for the New Shares, and as agent for the Selling Shareholders, to use its reasonable endeavours to procure purchasers for the Sale Shares, in each case at the Placing Price.
- 7.2 The Placing Agreement contains provisions entitling Panmure Gordon to terminate the Placing (and the arrangements associated with it) at any time prior to Admission in certain circumstances. If this right is exercised, the Placing and these arrangements will lapse and any monies received in respect of the Placing will be returned to Placees without interest.
- 7.3 The Placing Agreement provides for Panmure Gordon to be paid a commission in respect of the Placing Shares acquired by Placees. Any commission received by Panmure Gordon may be retained and any Placing Shares acquired by them may be retained or dealt in, by it, for its own benefit.

## **8. REPRESENTATIONS, WARRANTIES AND UNDERTAKINGS**

By agreeing to acquire Placing Shares under the Placing, each prospective Placee which enters into a commitment to acquire Placing Shares will (for itself and any person(s) procured by it to acquire Placing Shares and any nominee(s) for any such person(s)) be deemed to agree, represent and warrant to each of the Company, the Selling Shareholders, Panmure Gordon and the Registrar that:

- 8.1 It has read this document in its entirety and it is relying solely on this document (and any supplementary admission document published by the Company subsequent to the date of this document) and not on any other information given, or representation or statement made at any time, by any person concerning the Group or the Placing.
- 8.2 It acknowledges that its participation in the Placing shall be made solely on the terms and conditions set out in these Terms and Conditions, the Placing Agreement and the Articles. It agrees that these Terms and Conditions and the contract note issued by Panmure Gordon to it represent the whole and only agreement between it, the Company, the Selling Shareholders and Panmure Gordon in relation to its participation in the Placing and supersedes any previous agreement between any such parties in relation to such participation.
- 8.3 It acknowledges that neither Panmure Gordon, any of its affiliates nor any person acting on its or their behalf is making any recommendation to it, advising it regarding the suitability of any transactions it may enter into in connection with the Placing or providing any advice in relation to the Placing, and participation in the Placing is on the basis that it is not and will not be a client of Panmure Gordon or any of its affiliates, that Panmure Gordon is acting for the Company and no-one else and that none of Panmure Gordon or any of its affiliates have any duties or responsibilities to it for providing protections

afforded to its or their respective clients or for providing advice in relation to the Placing nor in respect of any representations, warranties, undertaking or indemnities contained in these Terms and Conditions.

- 8.4 It agrees that, having had the opportunity to read this document, it shall be deemed to have had notice of all information and representations contained in this document, that it is acquiring Placing Shares solely on the basis of this document and any supplementary admission document published by the Company subsequent to the date of this document and no other information and that in accepting a participation in the Placing it has had access to all information it believes necessary or appropriate in connection with its decision to acquire Placing Shares. It agrees that none of the Company, the Selling Shareholders, Panmure Gordon nor the Registrar, nor any of their respective directors, officers, agents or employees, will have any liability for any other information or representation. It irrevocably and unconditionally waives any rights it may have in respect of any other information or representation. This paragraph shall not exclude any liability for fraudulent misrepresentation.
- 8.5 The contents of this document and any supplementary admission document published by the Company subsequent to the date of this document are exclusively the responsibility of the Company and its Directors and apart from the responsibilities and liabilities, if any, which may be imposed on the Company, the Selling Shareholders or Panmure Gordon by FSMA or the regulatory regime established thereunder, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, none of the Company, the Selling Shareholders, Panmure Gordon nor any person acting on their behalf nor any of their affiliates accept any responsibility whatsoever for and makes no representation or warranty, express or implied, as to the contents of this document or any supplementary admission document published by the Company subsequent to the date of this document or for any other statement made or purported to be made by it, or on its behalf, in connection with the Group, the Placing Shares or the Placing and nothing in this document and any supplementary admission document published by the Company subsequent to the date of this document may be relied upon as a promise or representation in this respect, whether or not to the past or future. The Company, the Selling Shareholders and Panmure Gordon accordingly disclaim all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which they might otherwise have in respect of this document or any supplementary admission document published by the Company subsequent to the date of this document or any such statement. This paragraph shall not exclude any liability for fraudulent misrepresentation.
- 8.6 It acknowledges that no person is authorised in connection with the Placing to give any information or make any representation other than as contained in this document and any supplementary admission document published by the Company subsequent to the date of this document and, if given or made, any information or representation must not be relied upon as having been authorised by Panmure Gordon, the Company or the Selling Shareholders.
- 8.7 It acknowledges that time shall be of the essence as regards its obligations to settle payment for the Placing Shares and to comply with its other obligations under the Placing.
- 8.8 It has the funds available to pay the Placing Price in respect of the Placing Shares for which it commits to acquire under the Placing, and each other person (including, without limitation, any local authority or the managers of any pension fund) on whose behalf it commits to acquire Placing Shares under the Placing or to whom it allocates Placing Shares has the capacity and authority to enter into and to perform its obligations as a Placee and will comply with the obligations under the Terms and Conditions as if directly binding on them.
- 8.9 It: (i) is entitled to acquire the Placing Shares under the laws of all relevant jurisdictions; (ii) represents, warrants and undertakes that none of the Company, the Selling Shareholder or Panmure Gordon will infringe any laws outside the United Kingdom as a result of its agreement to acquire Placing Shares or any actions arising from the Placee's rights and obligations under the Placee's agreement to acquire Placing Shares and under the Articles (and, in making this representation and warranty, the Placee confirms that it is aware of the selling and transfer restrictions set out in paragraph 3 above; (iii) has fully observed such laws; (iv) has the requisite capacity and authority and is entitled to enter into and to perform its obligations as an acquirer of Placing Shares and will honour such obligations; and (v) has obtained all necessary consents and authorities (including, without limitation, in the case of any person on whose behalf it is acting, all necessary consents and authorities to agree to the terms set out or referred to in this paragraph to enable it to enter into the transactions contemplated hereby and to perform its obligations in relation thereto and, in particular, if the Placee is a pension fund or investment company, it is aware of

and acknowledges that it is required to comply with all applicable laws and regulations with respect to its acquisition of Placing Shares under the Placing.

- 8.10 It understands that no action has been or will be taken in any jurisdiction by the Company or any other person that would permit a public offering of the Placing Shares, or possession or distribution of this Admission Document, in any country or jurisdiction where action for that purpose is required.
- 8.11 If it is in the United Kingdom:
- 8.11.1 it is a Relevant Person and undertakes that it will acquire, hold, manage or dispose of any Placing Shares that are allocated to it for the purposes of its business;
- 8.11.2 it is acting as principal only in respect of the Placing, or, if it is acting for any other person:
- (a) it is and will remain liable to the Company, the Selling Shareholders and Panmure Gordon for the performance of all its obligations as a Placee in respect of the Placing (regardless of the fact that it is acting for another person);
  - (b) it is both an "authorised person" for the purposes of FSMA and a "qualified investor" as defined at Article 2.1(e)(i) of the Prospectus Directive acting as agent for such person; and
  - (c) such person is either (1) a "qualified investor" or (2) its "client" (as defined in section 86(2) of FSMA) that has engaged it to act as the client's agent on terms which enable it to make decisions concerning the Placing or any other offers of transferable securities on his behalf without reference to the client.
- 8.12 If it is in a Member State which has implemented the Prospectus Directive it is: (a) a legal entity which is a "qualified investor" as defined under the Prospectus Directive; or (b) otherwise permitted by law to be offered and sold Placing Shares in circumstances which do not require the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive or other applicable laws.
- 8.13 It will not make any offer to the public of the Placing Shares and has not offered or sold and will not offer or sell any Placing Shares to persons in the United Kingdom or elsewhere in the European Economic Area prior to Admission except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their business or otherwise in circumstances which have not resulted in and which will not result in an offer to the public in the United Kingdom within the meaning of section 85(1) of FSMA or an offer to the public in any other member state of the European Economic Area within the meaning of the Prospectus Directive (which includes any relevant implementing measure in any Member State of the European Economic Area).
- 8.14 If it is in a Member State, in the case of any Placing Shares acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive: (x) the Placing Shares acquired by it in the Placing have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any relevant member state other than qualified investors, as that term is defined in the Prospectus Directive, or in other circumstances falling within Article 3(2) of the Prospectus Directive and the prior consent of Panmure Gordon has been given to the offer or resale; or (y) where Placing Shares have been acquired by it on behalf of persons in any relevant Member State other than qualified investors, the offer of those Placing Shares to it is not treated under the Prospectus Directive as having been made to such persons. For the purposes of this provision, the expression an "offer" in relation to any of the Placing Shares in any relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Placing Shares to be offered so as to enable an investor to decide to purchase or acquire the Placing Shares, as the same may be varied in that relevant Member State by any measure implementing the Prospectus Directive in that relevant Member State.
- 8.15 It is not a national, resident or citizen of the United States, Australia, Canada, the Republic of South Africa or Japan or a corporation, partnership or other entity organised under the laws of the United States, Australia, Canada, the Republic of South Africa or Japan, it will not offer, sell, renounce, transfer or deliver, directly or indirectly, any of the Placing Shares in or into the United States, Australia, Canada, the Republic of South Africa, or Japan or to any national, resident or citizen of the United States, Australia, Canada, the Republic of South Africa, or Japan and it acknowledges that the Placing Shares have not been, and will not be, registered under the applicable securities laws of the United States, Australia, Canada, the Republic of South Africa or Japan and that the same are not being offered for subscription or sale, and

may not, directly or indirectly, be offered, sold, transferred or delivered, in or into the United States, Australia, Canada, the Republic of South Africa or Japan.

- 8.16 It acknowledges that the Placing Shares and the Ordinary Shares have not been and will not be registered under the US Securities Act or under any relevant securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States.
- 8.17 It acknowledges that until 40 days after Admission, the commencement of any offer, sale or transfer of the Placing Shares within the United States by a dealer (whether or not participating in the Placing) may violate the registration requirements of the US Securities Act.
- 8.18 It acknowledges that it is not located within the United States, it is acquiring Placing Shares in an “offshore transaction” as defined in Regulation S and where it is acquiring Placing Shares for one or more managed, discretionary or advisory accounts, it is authorised in writing for each such account: (i) to acquire the Placing Shares for each such account; (ii) to make on each such account’s behalf the representations, warranties and agreements set out in this document; and (iii) to receive on behalf of each such account any documentation relating to the Placing in the form provided by the Company and/or Panmure Gordon, and is deemed to represent, warrant and agree as follows:
- 8.18.1 it and any person, if any, for whose account it is acquiring the Placing Shares, is purchasing the Placing Shares outside the United States in an offshore transaction meeting the requirements of Regulation S and the transaction was not pre-arranged with a buyer in the United States;
- 8.18.2 it is not in any jurisdiction in which it is unlawful to make or accept an offer to acquire the Placing Shares;
- 8.18.3 it is aware that the Placing Shares have not been and will not be registered under the US Securities Act and are being offered and sold in “offshore transactions” outside the United States in reliance on Regulation S;
- 8.18.4 it is not acquiring the Placing Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Placing Shares into the United States or any jurisdiction referred to above;
- 8.18.5 if in the future it decides to offer, sell, transfer, assign or otherwise dispose of the US Ordinary Shares, it will do so only pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act;
- 8.18.6 it has received, carefully read and understands this document and has not distributed, forwarded, transferred or otherwise transmitted this document or any other presentation or offering materials concerning the Placing Shares to any persons within the United States, nor will it do any of the foregoing;
- 8.18.7 it is not acting on a non-discretionary basis for the account or benefit of a person located within the United States at the time the undertaking to acquire Placing Shares is given and it is not acquiring the Placing Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any Placing Shares in or into the United States; and
- 8.18.8 that the Company, the Selling Shareholders, Panmure Gordon, their respective affiliates and others, will rely upon the truth and accuracy of the foregoing acknowledgements, representations or agreements made by it, if it becomes aware that the foregoing acknowledgements, representations or agreements are no longer accurate or have not been complied with, it will immediately notify the Company and Panmure Gordon and, if it is acquiring any Placing Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make such foregoing acknowledgements, representations and agreements on behalf of each such account.

- 8.19 It has not taken any action or omitted to take any action which will or may result in the Company, the Selling Shareholders, Panmure Gordon or any of their respective directors, officers, agents, affiliates, employees or advisers being in breach of the legal or regulatory requirements of any territory in connection with the Placing or its acquisition of Placing Shares pursuant to the Placing.
- 8.20 It confirms that any of its clients, whether or not identified to Panmure Gordon or any of its affiliates or agents, will remain its sole responsibility and will not become clients of Panmure Gordon or any of their affiliates or agents for the purposes of the rules of the FCA or for the purposes of any other statutory or regulatory provision.
- 8.21 It acknowledges that where it or any person acting on its behalf is dealing with Panmure Gordon, any money held in an account with Panmure Gordon on its behalf and/or any person acting on its behalf will not be treated as client money within the meaning of the relevant rules and regulations of the FCA which therefore will not require Panmure Gordon to segregate such money as that money will be held by Panmure Gordon under a banking relationship and not as trustee.
- 8.22 It acknowledges that the Company has only communicated, or caused to be communicated, and will only communicate, or cause to be communicated, any invitation or inducement to engage in investment activity (within the meaning of section 21 of FSMA) relating to the Placing Shares in circumstances in which section 21(1) of FSMA does not require approval of the communication by an authorised person and the investor acknowledges and agrees that this Admission Document is not being issued by Panmure Gordon in its capacity as an authorised person under section 21 of FSMA and such documents may not therefore be subject to the controls which would apply if it was made or approved as a financial promotion by an authorised person.
- 8.23 It accepts and acknowledges that:
- 8.23.1 if the Placing does not proceed and/or the conditions to Panmure Gordon's obligations in respect of the Placing under the Placing Agreement are not satisfied and/or the Placing Agreement is terminated prior to Admission for any reason whatsoever and/or the Placing Shares are not admitted to trading on AIM for any reason whatsoever, neither the Company, the Selling Shareholders, Panmure Gordon nor any of their respective affiliates, nor persons controlling, controlled by or under common control with any of them nor any of their respective employees, agents, officers, members, stockholders, partners or representatives, shall have any liability whatsoever to it or any other person;
- 8.23.2 Panmure Gordon is entitled to exercise any of its rights under the Placing Agreement or any other right in its absolute discretion, including the right to terminate the Placing Agreement, without any liability whatsoever to it (or any person on whose behalf it is acting) and Panmure Gordon shall not have any obligation to consult or notify Placees in relation to any right or discretion given to it or which it is entitled to exercise; and
- 8.23.3 Panmure Gordon expressly reserves the right to determine, at any time prior to Admission, not to proceed with the Placing, and that if such right is exercised, the Placing (and the arrangements associated with it) will lapse and any monies received in respect of the Placing will be returned to Placees without interest.
- 8.24 In connection with its participation in the Placing it has observed all relevant laws and regulations, in particular (but without limitation) those relating to money laundering and countering terrorist financing including under the Proceeds of Crime Act 2002, the Terrorism Act 2000, the Terrorism Act 2006 and the Money Laundering Regulations 2007 and that it accepts full responsibility for any requirement to identify and verify the identity of its clients and other persons in respect of whom it has applied. In addition, it warrants that it is a person: (i) subject to the Money Laundering Regulations 2007 in force in the United Kingdom; or (ii) subject to the Money Laundering Directive (2005/60/EC of the European Parliament and of the EC Council of 26 October 2005 on the prevention of the use of the financial system for the purpose of money laundering and terrorist financing) ("**Money Laundering Directive**"); or (iii) acting in the course of a business in relation to which an overseas regulatory authority exercises regulatory functions and is based or incorporated in, or formed under the law of, a country in which there are in force provisions at least equivalent to those required by the Money Laundering Directive.
- 8.25 It understands that due to anti-money laundering and the countering of terrorist financing requirements, the Company and/or the Selling Shareholders and/or Panmure Gordon may require proof of identity of the

Placee and related parties and verification of the source of the payment before the offer commitment can be processed and that, in the event of delay or failure by the Placee to produce any information required for verification purposes, the Company and/or the Selling Shareholders and/or Panmure Gordon may refuse to accept the offer commitment and the subscription moneys relating thereto. It holds harmless and will indemnify the Company, the Selling Shareholders and Panmure Gordon against any liability, loss or cost ensuing due to the failure to process the offer commitment, if such information as has been required has not been provided by it or has not been provided timeously.

- 8.26 It is aware of the obligations regarding insider dealing in the Criminal Justice Act 1993, section 118 of FSMA and the Proceeds of Crime Act 2002 and confirms that it has complied and will continue to comply with those obligations.
- 8.27 As far as it is aware, it is not acting in concert (within the meaning given in the City Code) with any other person in relation to the Company and it is not a related party of the Company for the purposes of the AIM Rules for Companies.
- 8.28 It is not applying as, nor is it 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 section 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986 and no instrument under which it acquires Placing Shares (whether as principal, agent or nominee) would be subject to stamp duty or SDRT at the increased rates referred to in those sections and that it, or the person specified by it for registration as a holder of Placing Shares, are not participating in the Placing as nominee or agent for any person or persons to whom the allocation, transfer or delivery of Placing Shares would give rise to such a liability.
- 8.29 It, or the person specified by it for registration as a holder of the Placing Shares, will be liable for any stamp duty or SDRT liability under any of sections 67, 70, 93 or 96 of the Finance Act 1986 (depository receipts and clearance services), registration, documentary or other duties or taxes (including any interest, fines or penalties relating thereto), if any, payable on acquisition of any of the Placing Shares and acknowledge and agree that, save for the Selling Shareholders who have agreed to pay any stamp duty or SDRT under section 87 of the Finance Act 1986, none of the Company, the Selling Shareholders nor Panmure Gordon nor any of their respective affiliates nor any person acting on behalf of them will be responsible for any other liability to stamp duty or SDRT resulting from a failure to observe this requirement.
- 8.30 It confirms that it is not and at Admission will not be, an affiliate of the Company or a person acting on behalf of such affiliate and it is not acquiring Placing Shares for the account or benefit of an affiliate of the Company or of a person acting on behalf of such an affiliate.
- 8.31 It confirms that it will (or will procure that its nominee will) if applicable, make notification to the Company of the interest in its Ordinary Shares in accordance with Rule 5 of the Disclosure and Transparency Rules as they apply to the Company.
- 8.32 It accepts that the allocation of Placing Shares will be determined by Panmure Gordon in its absolute discretion following consultation with the Company and that Panmure Gordon may scale down any placing commitments on such basis as it may determine.
- 8.33 It acknowledges that the representations, undertakings and warranties given by it as contained in this Part V or in any Investor Letter, where relevant, are irrevocable. It acknowledges that the Company, the Selling Shareholders, Panmure Gordon and their respective affiliates will rely upon the truth and accuracy of such representations, undertakings and warranties and it agrees that if any of the representations, undertakings or warranties made or deemed to have been made by its application for Placing Shares are no longer accurate, it shall promptly notify the Company and Panmure Gordon.

## **9. INDEMNITY**

Each Placee irrevocably agrees, on its own behalf and on behalf of any person on whose behalf it is acting, to indemnify and hold the Company, the Selling Shareholders, Panmure Gordon and their respective affiliates harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of any breach by it any person on whose behalf it is acting of the representations, warranties, undertakings, agreements and acknowledgements in these Terms and Conditions.

## **10. SUPPLY AND DISCLOSURE OF INFORMATION**

If the Company, Panmure Gordon or the Registrar or any of their agents request any information in connection with a Placee's agreement to acquire Placing Shares under the Placing or to comply with any relevant legislation, such Investor must promptly disclose it to them.

## **11. MISCELLANEOUS**

- 11.1 The Company, the Selling Shareholders and Panmure Gordon expressly reserve the right to modify the Placing (including, without limitation, its timetable and settlement) at any time before allocations are determined including the right of Panmure Gordon to notify to the Company the extension for the dates and times for satisfaction of any or all of the conditions in the Placing Agreement (provided that such conditions are not extended beyond 8.00 a.m. on 25 August 2017).
- 11.2 The rights and remedies of the Company, the Selling Shareholders, Panmure Gordon and the Registrar under these Terms and Conditions are in addition to any rights and remedies which would otherwise be available to each of them and the exercise or partial exercise of one will not prevent the exercise of others.
- 11.3 The Placee irrevocably appoints any Director and any director of Panmure Gordon to be its agent and on its behalf (without any obligation or duty to do so), to sign, execute and deliver any documents and do all acts, matters and things as may be necessary for, or incidental to, its acquisition of all or any of the Placing Shares for which it has given a commitment under the Placing, in the event of its own failure to do so.
- 11.4 On the acceptance of its placing commitment, if a Placee is a discretionary fund manager, that Placee may be asked to disclose in writing or orally the jurisdiction in which its funds are managed or owned.
- 11.5 All documents provided in connection with the Placing will be sent at the Placee's risk. They may be returned by post to the Placee at the address notified by the Placee.
- 11.6 The Placee agrees to be bound by the Articles (as amended from time to time) once the Placing Shares, which the Placee has agreed to acquire pursuant to the Placing, have been acquired by the Placee.
- 11.7 The contract to acquire Placing Shares under the Placing and the appointments and authorities mentioned in this document will be governed by and construed in accordance with, the laws of England. For the exclusive benefit of the Company, the Selling Shareholders, Panmure Gordon and the Registrar, the Placee irrevocably submits to the jurisdiction of the courts of England and Wales and waives 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. This does not prevent an action being taken against an Investor in any other jurisdiction.
- 11.8 In the case of a joint agreement to acquire Placing Shares under the Placing, references to a "Placee" in these terms and conditions are to each of the Investors who are a party to that joint agreement and their liability is joint and several.
- 11.9 Panmure Gordon may, and its affiliates acting as an investor for its or their own account(s) may, acquire Placing Shares and, in that capacity may retain, purchase, offer to sell or otherwise deal for its or their own account(s) in the Placing Shares, any other securities of the Company or other related investments in connection with the Placing or otherwise. Accordingly, references in these Terms and Conditions to the Placing Shares being offered, subscribed, sold, acquired or otherwise dealt with should be read as including any offer to, or subscription, acquisition or dealing by, Panmure Gordon and/or any of their respective affiliates acting as an Investor for its or their own account(s). Neither the Company nor Panmure Gordon intend to disclose the extent of any such investment or transaction otherwise than in accordance with any legal or regulatory obligation to do so.
- 11.10 Each Placee which acquires Placing Shares will be deemed to undertake that it agrees that it is liable for any capital duty, stamp duty, stamp duty reserve tax and all other stamp, issue, securities, transfer registration, documentary or other duties or taxes (including any interest, fines or penalties relating thereto) payable outside the United Kingdom by such investor or any other person on the acquisition by such Placee of any Placing Shares or the agreement by such Placee to acquire any Placing Shares.

