

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

FOR IMMEDIATE RELEASE

28 March 2024

Publication of Scheme Document and disclosure under Rule 2.10(a) of the Code in respect of the

**RECOMMENDED ACQUISITION
OF
MATTIOLI WOODS PLC
BY
TIGER BIDCO LIMITED**

**(a wholly-owned subsidiary of investment vehicles advised and managed by
POLLEN STREET CAPITAL LIMITED)**

to be effected by means of a scheme of arrangement under Part 26 of the Companies Act 2006

PUBLICATION OF SCHEME DOCUMENT

On 8 March 2024, the boards of directors of Mattioli Woods plc ("**Mattioli Woods**") and Tiger Bidco Limited ("**Bidco**") announced that they had reached agreement on the terms and conditions of a recommended cash acquisition pursuant to which Bidco will acquire the entire issued, and to be issued, share capital of Mattioli Woods (the "**Acquisition**"). The Acquisition is intended to be effected by means of a Court-sanctioned scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (the "**Act**").

Publication of the Scheme Document

Mattioli Woods is pleased to announce that a circular in relation to the Scheme (the "**Scheme Document**") has been published today, setting out (among other things) a letter from the Chair of Mattioli Woods, an explanatory statement pursuant to section 897 of the Act, the full terms and conditions of the Acquisition, an expected timetable of principal events, notices of the Court Meeting and the General Meeting and details of the actions to be taken by Mattioli Woods Shareholders, together with the related Forms of Proxy for the Court Meeting and the General Meeting. The Scheme Document will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, at Mattioli Woods' website at <https://mattioliwoods.com/investor/recommended-offer> and Bidco's website at <https://tiger.pollencap.com/>.

Hard copies of the Scheme Document (or, depending on Mattioli Woods Shareholders' communication preferences, a letter or email giving details of the website where the Scheme Document may be accessed) and Forms of Proxy for the Court Meeting and the General Meeting will be sent to Mattioli Woods Shareholders, other than to Mattioli Woods Shareholders in Restricted Jurisdictions.

Capitalised terms used in this announcement shall, unless otherwise stated, have the same meanings as set out in the Scheme Document. All references to times in this announcement are to London times unless otherwise stated.

Action required

As further detailed in the Scheme Document, in order to become Effective, the Scheme will require, among other things, that the requisite majority of: (i) eligible Scheme Shareholders vote in favour of the Scheme at the Court Meeting; and (ii) eligible Mattioli Woods Shareholders vote in favour of the Special Resolutions at the General Meeting. The Scheme must also be sanctioned by the Court. The Scheme is also subject to the satisfaction or waiver (where applicable) of the other Conditions and further terms, as described more fully in the Scheme Document (including the FCA Condition).

Notices of the Court Meeting and the General Meeting of Mattioli Woods, both of which will be held at 1 New Walk Place, Leicester LE1 6RU on 25 April 2024, are set out in the Scheme Document. The Court Meeting will start at 10.00 a.m. on that date and the General Meeting at 10.15 a.m. or as soon thereafter as the Court Meeting concludes or is adjourned.

Any changes to the arrangements for the Court Meeting and the General Meeting will be communicated to Scheme Shareholders and Mattioli Woods Shareholders before the Meetings, through Mattioli Woods' website at <https://mattioliwoods.com/investor/recommended-offer> and by announcement through a Regulatory Information Service.

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of shareholder opinion. Mattioli Woods Shareholders are strongly encouraged to submit proxy appointments and instructions for the Court Meeting and the General Meeting as soon as possible, using any of the methods set out in the Scheme Document, to ensure their vote is recorded.

Recommendation

The Mattioli Woods Directors, who have been so advised by Fenchurch as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing its advice to the Mattioli Woods Directors, Fenchurch has taken into account the commercial assessments of the Mattioli Woods Directors. Fenchurch is providing independent financial advice to the Mattioli Woods Directors for the purposes of Rule 3 of the Code.

Accordingly, in order to implement the Acquisition, the Mattioli Woods Directors recommend unanimously that the Scheme Shareholders vote in favour of the Scheme at the Court Meeting and Mattioli Woods Shareholders vote in favour of the Special Resolutions to be proposed at the General Meeting, as the Mattioli Woods Directors who hold Mattioli Woods Shares have irrevocably undertaken to do in respect of their own beneficial holdings (and the beneficial holdings of their close relatives and related trusts).

Mattioli Woods Shareholders should carefully read the Scheme Document in its entirety before making a decision with respect to the Scheme.

Timetable

The Scheme Document contains an expected timetable of principal events in relation to the Scheme, which is also set out in the Appendix to this announcement. The Scheme remains conditional on the approval of the requisite majority of eligible Scheme Shareholders at the Court Meeting, the requisite majority of eligible Mattioli Woods Shareholders at the General Meeting and on the satisfaction (or, where applicable, waiver) of the other Conditions set out in the Scheme Document, including the FCA Condition and the sanction of the Court. The Scheme is expected to become effective during the second or third quarter of the calendar year 2024.

If the Scheme is sanctioned as outlined above, it is expected that the last day of dealings in, and registration of transfers of, Mattioli Woods Shares on AIM of the London Stock Exchange will be the Business Day after the Court Sanction Hearing and no transfers shall be registered after 6.00 p.m. on that date, and dealings in Mattioli Woods Shares will be suspended from 7.30 a.m. on the second Business Day after the Court Sanction Hearing. It is intended that prior to the Effective Date an application will be made to the London Stock Exchange for Mattioli Woods Shares to cease to be admitted to trading on AIM, to take effect at 7.00 a.m. on the Business Day immediately following the Effective Date.

ADDITIONAL IRREVOCABLE UNDERTAKINGS AND LETTER OF INTENT RECEIVED

In accordance with Rule 2.10(a) of the Code, Bidco announces that, following the announcement made on 8 March 2024 in accordance with Rule 2.7 of the Code (the "**Offer Announcement**"), it has procured 18 additional irrevocable undertakings from management and employee shareholders of Mattioli Woods, including from co-founder, Robert Woods; from senior consultants, Murray Smith and Adeline Christie; from founder of Hurley Partners, Anthony Hurley; and from Managing Director of Doherty, Terry Lappin, to vote (or, where applicable, procure voting) in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting (or in the event that the Acquisition is implemented by an Offer, to accept or procure acceptance of such Offer) in respect of their own beneficial holdings of Mattioli Woods Shares and those of their close relatives and related trusts (or those Mattioli Woods Shares over which they, or their close relatives and related trusts, have control), as follows:

Name	Number of Mattioli Woods Shares in respect of which undertaking is given	Percentage of existing issued share capital of Mattioli Woods
Robert Woods	662,030	1.27%
Anthony Hurley	542,133	1.04%
Andrew Craig	406,991	0.78%
Stella Panu	406,991	0.78%
Andrew Ferguson	254,370	0.49%
Terence Lappin	195,599	0.38%
David Hardman	172,942	0.33%
Colin Anderson	92,263	0.18%
Murray Smith	77,878	0.15%

Adeline Christy	66,622	0.13%
Alan Thomson	65,232	0.13%
Paul Johnston	58,930	0.11%
Claire Hughes	53,158	0.10%
Emma Thomas	46,118	0.09%
Ewan Mackinnon	45,455	0.09%
David Milroy	45,455	0.09%
John Doohar	43,423	0.08%
Richard Shepherd-Cross	32,614	0.06%

In addition, in accordance with Rule 2.10(a) of the Code, Bidco announces that it has also procured a non-binding letter of intent from Unicorn Asset Management Limited (also signing for and on behalf of Unicorn AIM VCT PLC) confirming its intention, as at the date of the letter, to vote in favour of any resolutions proposed by Mattioli Woods (whether at a general meeting of Mattioli Woods or any meeting convened by a court in relation to the scheme of arrangement (including, in each case, any separate class meeting and any adjournment thereof)) with respect to the implementation of the Acquisition and, if the Acquisition is implemented by way of takeover offer, to promptly accept the offer when made, in respect of, in aggregate, 1,215,380 Mattioli Woods Shares, representing approximately 2.34 per cent. of the existing issued ordinary share capital of Mattioli Woods as at close of business on 26 March 2024 (being the latest practicable date prior to the date of this announcement).

The obligations contained in the irrevocable undertakings referred to above lapse and cease to have effect: (i) if Bidco announces that it does not intend to proceed with the Acquisition and no new, revised or replacement Scheme or Offer is announced by the Offeror in accordance with Rule 2.7 of the Code at the same time; or (ii) on the earlier of (I) the Long Stop Date; or (II) the date on which the Acquisition (whether implemented by way of a Scheme or an Offer) is withdrawn or lapses in accordance with its terms, provided that sub-limb (II) shall not apply where the Acquisition is withdrawn or lapses as a result of the Offeror exercising its right to implement the Acquisition by way of an Offer in accordance with the Code rather than by way of a Scheme or vice versa.

In total therefore, together with the irrevocable undertakings from the Mattioli Woods Directors and Management Shareholders disclosed in the Offer Announcement, Bidco has procured irrevocable undertakings, and a non-binding letter of intent, in respect of, in aggregate, 10,936,658 Mattioli Woods Shares, representing approximately 21.06 per cent. of the existing issued ordinary share capital of Mattioli Woods as at close of business on 26 March 2024 (being the latest practicable date prior to the date of this announcement).

Capitalised terms in this section (*Additional irrevocable undertakings and letter of intent received*), unless otherwise stated, have the meanings given to them in the Offer Announcement.

Questions

If Mattioli Woods Shareholders have any questions about this announcement, the Scheme Document, the Court Meeting or the General Meeting, or you are in any doubt as to how to complete the Forms of Proxy or to submit your proxies electronically, please contact Mattioli Woods' registrars, Link Group, either by email shareholderenquiries@linkgroup.co.uk or call between 9.00 a.m. and 5.30 p.m., Monday

to Friday (excluding public holidays in England and Wales) on 0371 664 0321 if calling from the UK, or +44 (0) 371 664 0321 if calling from outside the UK. Calls will be charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Enquiries:

Mattioli Woods plc

Ian Mattioli MBE, *Chief Executive Officer*
Ravi Tara, *Chief Financial Officer*
Michael Wright, *Deputy Chief Executive Officer*
Nathan Imlach, *Chief Strategic Adviser*

+44 (0) 116 240 8700

Fenchurch Advisory Partners LLP (Financial Adviser to Mattioli Woods)

Graham Marchant
Divya Dhar
Anthony Ambler
Romane Zarzycki

+44 (0) 207 382 2222

Canaccord Genuity Limited (Nominated Adviser and Joint Corporate Broker to Mattioli Woods)

Emma Gabriel, *Managing Director*
Harry Pardoe, *Vice President*

+44 (0) 207 523 8000

Singer Capital Markets Advisory LLP (Joint Corporate Broker to Mattioli Woods)

Tom Salvesen, *Head of Investment Banking*
James Moat, *Director*
Charles Leigh-Pemberton, *Director*

+44 (0) 207 496 3000

Camarco (Capital Market Communications Ltd) (Financial PR Adviser to Mattioli Woods)

Louise Dolan, *Senior Director*
Julia Tilley, *Senior Director*
Alex Campbell, *Senior Consultant*

+44 (0) 20 3757 4998

Rothschild & Co (Financial Adviser to Bidco)

Gaurav Parkash
Peter Brierley

+44 (0) 20 7280 5000

FGS Global (Communications adviser to Pollen Street Capital)

Chris Sibbald

+44 (0) 7855 955 531

Slaughter and May is acting as legal adviser to Pollen Street Capital. Walker Morris LLP is acting as legal adviser to Mattioli Woods.

APPENDIX

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The following indicative timetable is based on Mattioli Woods' and Bidco's current expected dates for the implementation of the Scheme and is subject to change. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to Mattioli Woods Shareholders by announcement through a Regulatory Information Service, with such announcement also being made available on Mattioli Woods' and Bidco's websites.

Event	Time and/or date (2024)⁽¹⁾
Publication of this Document	28 March
Latest time for lodging Forms of Proxy for the:	
Court Meeting (BLUE form)	10.00 a.m. on 23 April ⁽²⁾
General Meeting (YELLOW form)	10.15 a.m. on 23 April ⁽³⁾
Scheme Voting Record Time	6.00 p.m. on 23 April ⁽⁴⁾
Court Meeting	10.00 a.m. on 25 April
General Meeting	10.15 a.m. on 25 April ⁽⁵⁾

The following dates and times are indicative only and are subject to change.⁽¹⁾

Court Sanction Hearing	A date ("D") expected to be in the second or third quarter of calendar year 2024, subject to regulatory clearances
Last day for dealings in, and for the registration of transfers of, and disablement in CREST of, Mattioli Woods Shares	D+1 Business Days
Scheme Record Time	6.00 p.m. on D+1 Business Days
Suspension of dealings in Mattioli Woods Shares	at 7.30 a.m. on D+2 Business Days
Effective Date of the Scheme	D+2 Business Days
Cancellation of admission to trading of Mattioli Woods Shares on AIM	at 7.00 a.m. on D+3 Business Days
Latest date for despatch of cheques and crediting of CREST accounts for cash consideration due under the Scheme	14 days after the Effective Date
Long Stop Date ⁽⁶⁾	7 December 2024

- (1) The dates and times given are indicative only and are based on current expectations and are subject to change. The dates and times will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) a copy of the Court Order is delivered to the Registrar of Companies.

Participants in the Mattioli Woods Share Plans will receive a separate communication to inform them of the effect of the Scheme on their rights under the Mattioli Woods Share Plans, including details of any appropriate proposals being made to them and dates and times relevant to them.

- (2) It is requested that BLUE Forms of Proxy for the Court Meeting be received at least 48 hours prior to the time appointed for the Court Meeting or, if the Court Meeting is adjourned, 48 hours prior to the time fixed for any adjourned Court Meeting (excluding, in each case, any part of such 48-hour period falling on a non-working day). If the BLUE Form of Proxy for the Court Meeting is not received by the deadline referred to above, it may be handed to the Chair of the Court Meeting or to the registrar, Link Group, on behalf of the Chair of the Court Meeting before the start of the Court Meeting (or any adjournment of it).
- (3) In order to be valid, the YELLOW Forms of Proxy for the General Meeting must be received no later 48 hours prior to the time appointed for the General Meeting or, if the General Meeting is adjourned, at least 48 hours before the start of the adjourned General Meeting (in each case, excluding any part of such 48-hour period falling on a non-working day). The YELLOW Forms of Proxy cannot be presented in person to the Link Group representative at the General Meeting and will be invalid if submitted after the deadline referred to above.
- (4) If either the Court Meeting or the General Meeting is adjourned, the Scheme Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the day which is two Business Days prior to the date of the adjourned Meeting.
- (5) To commence at 10.15 a.m. or as soon thereafter as the Court Meeting concludes or is adjourned.
- (6) This is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Bidco and Mattioli Woods may, with the consent of the Panel, agree and (if required) the Court may allow.

IMPORTANT NOTICES

This announcement is for information purposes only and is not intended to, and does not, constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Acquisition or otherwise, nor shall there be any sale, issuance or transfer of securities of Mattioli Woods in any jurisdiction in contravention of applicable law. The Acquisition will be implemented solely pursuant to the terms of the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document), which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the Acquisition. Any vote in respect of the Scheme or other response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if the Acquisition is implemented by way of a Takeover Offer, the offer document).

This announcement does not constitute a prospectus or a prospectus-equivalent document.

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or independent financial adviser duly authorised under the FSMA, if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

Notices relating to financial advisers and nominated adviser

N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated by the Financial Conduct Authority in the United Kingdom, is acting exclusively for Bidco and for no-one else in connection with the Acquisition and will not regard any other person as its client in relation to the Acquisition and will not be responsible to anyone other than Bidco for providing the protections afforded to clients of Rothschild & Co, nor for providing advice in relation to any matter referred to in this announcement.

Fenchurch Advisory Partners LLP ("**Fenchurch**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Mattioli Woods and no-one else in connection with the Acquisition described in this announcement and accordingly will not be responsible to anyone other than Mattioli Woods for providing the protections afforded to its clients nor for providing advice in relation to the matters described in this announcement.

Canaccord Genuity Limited ("**Canaccord Genuity**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and corporate broker exclusively for Mattioli Woods and for no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than Mattioli Woods for providing the protections afforded to clients of Canaccord Genuity, nor for providing advice in relation to the contents of this announcement or any other matter referred to in this announcement.

Singer Capital Markets Advisory LLP ("**Singer**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as corporate broker exclusively for Mattioli Woods and for no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters referred to in this announcement and will not be responsible to anyone other than Mattioli Woods for providing the protections afforded to clients of Singer, nor for providing advice in relation to the contents of this announcement or any other matter referred to in this announcement.

Overseas Shareholders

This announcement has been prepared in accordance with and for the purpose of complying with English law, the Code, the Market Abuse Regulation, the AIM Rules and the Disclosure Guidance and Transparency Rules and information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions other than England.

The release, publication or distribution of this announcement in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable requirements of their jurisdictions.

The availability of the Acquisition to Mattioli Woods Shareholders who are not resident in and citizens of the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not resident in and citizens of the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. In particular, the ability of persons who are not resident in and citizens of the United Kingdom to vote their Mattioli Woods Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Code, and permitted by applicable law and regulation, the Acquisition is not being, and will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Acquisition by any such use, means or instrumentality or from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any formal documentation relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement and all such documents relating to the Acquisition (including, without limitation, agents, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. If the Acquisition is implemented by way of a Takeover Offer (unless otherwise permitted by applicable law and regulation), the Takeover Offer may not be made, directly or indirectly, in or into, or by the use of mails or any other means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer shall not be capable of acceptance by any such use, means, instrumentality or facilities.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Cautionary note regarding forward-looking statements

This announcement (including information incorporated by reference in this announcement), oral statements made regarding the Acquisition, and other information published by Bidco and Mattioli

Woods contain certain statements which are, or may be deemed to be, “forward-looking statements”. Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Bidco and/or Mattioli Woods (as the case may be) about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements.

These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “goal”, “believe”, “hope”, “aims”, “continue”, “will”, “may”, “should”, “would”, “could”, or other words of similar meaning or derivatives thereof. These statements are based on assumptions and assessments made by Mattioli Woods and/or Bidco in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve known and unknown risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this announcement could cause actual results, performance or developments to differ materially from those expressed in or implied by such forward-looking statements. The factors that could cause actual results to differ materially from those described in the forward-looking statements, include, but are not limited to: the ability to complete the Acquisition, the ability to obtain requisite regulatory and shareholder approvals and the satisfaction of other Conditions on the proposed terms, changes in the global, political, economic, business or competitive environments and in market and regulatory forces, changes in financial regulatory matters, changes in future exchange and interest rates, changes in tax law or rates and future business combinations or dispositions.

Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Neither Mattioli Woods nor Bidco assumes any obligation to update or correct the information contained in this announcement (whether as a result of new information, future events or otherwise), except as required by applicable law.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person’s interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company; and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company; and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Rule 26.1 disclosure

In accordance with Rule 26.1 of the Code, a copy of this announcement, the Scheme Document and the documents required to be published under Rule 26 of the Code will be made available (subject to certain restrictions relating to persons resident in Restricted Jurisdictions) on Mattioli Woods' website at <https://mattioliwoods.com/investor/recommended-offer> and Bidco's website at <https://tiger.pollencap.com/> by no later than 12 noon (London time) on the business day following the date of this announcement. For the avoidance of doubt, the contents of these websites are not incorporated by reference and do not form part of this announcement.

No profit forecasts, estimates or quantified financial benefits statements

No statement in this announcement is intended as a profit forecast, profit estimate or quantified benefits statement for any period and no statement in this announcement should be interpreted to mean that earnings or earnings per share for Bidco or Mattioli Woods for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Bidco or Mattioli Woods, as appropriate.

Requesting hard copy documents

In accordance with Rule 30.3 of the Code, Mattioli Woods Shareholders, persons with information rights and participants in Mattioli Woods Share Plans may request a hard copy of this announcement by contacting Mattioli Woods' registrars, Link Group, by submitting a request by email at shareholderenquiries@linkgroup.co.uk, or in writing to Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL or by calling between 9.00 a.m. and 5.30 p.m., Monday to Friday (except public holidays in England and Wales) on 0371 664 0321 if calling from the UK, or +44 (0) 371 664 0321 if calling from outside the UK. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

Electronic Communications

Please be aware that addresses, electronic addresses and certain other information provided by Mattioli Woods Shareholders, persons with information rights and other relevant persons for the receipt of communications from Mattioli Woods may be provided to Bidco during the offer period as required under Section 4 of Appendix 4 of the Code to comply with Rule 2.11(c) of the Code.