

This letter is important and explains the impact of the Acquisition on your SIP Shares. Please read this letter carefully as it requires your immediate attention.

If you are in any doubt about the contents of this letter, or the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended from time to time), if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE SCHEME DOCUMENT REFERRED TO HEREIN.

5 April 2024



Tiger Bidco Limited

Dear Participant

Mattioli Woods plc Share Incentive Plan ("SIP") and the recommended cash acquisition of Mattioli Woods plc by Tiger Bidco Limited: SIP Shares

On 8 March 2024, the boards of Mattioli Woods plc ("**Mattioli Woods**") and Tiger Bidco Limited ("**Bidco**") (a wholly-owned subsidiary of investment vehicles advised and managed by Pollen Street Capital Limited) announced that they had reached agreement on the terms and conditions of a recommended cash offer by Bidco to acquire the entire issued and to be issued share capital of Mattioli Woods (the "**Acquisition**").

1. Why are we writing to you?

We are writing to you to explain the effect of the Acquisition on your SIP Shares and your rights in relation to those SIP Shares.

Please read everything in this letter and the appendices carefully. Their contents are very important. You will find a list of definitions used in this letter set out in Appendix 1.

In summary:

- as you own Mattioli Woods Shares through the SIP, you have the opportunity, if you wish, to vote for or against the Acquisition. As the SIP Shares are held on your behalf by the SIP Trustee, to do this you need to instruct the SIP Trustee which way to vote. A separate email invitation explaining how and the terms upon which you can instruct the SIP Trustee to vote on the Acquisition and the deadline to do so has been sent to you.

If you would like to instruct the SIP Trustee to vote in respect of your SIP Shares, you must submit your instruction online via www.shares-mattioliwoods.com as soon as possible after you receive your email invitation and by no later than 10.00 a.m. (UK time) on 22 April 2024 for the Court Meeting and 10.00 a.m. (UK time) on 22 April 2024 for the General Meeting on 25 April 2024.

No other action is required to be taken by you as a result of this letter (other than ensuring that your bank account details held within www.shares-mattioliwoods.com are up to date).

- if the Acquisition proceeds, all SIP Shares held in the SIP Trust at Scheme Record Time will be acquired by Bidco for 804 pence in cash for each Mattioli Woods Share.
- you will receive your sale proceeds in cash. Your proceeds will be sent by the SIP Trustee as soon as practicable following the completion of the Acquisition. The proceeds will be sent to your bank account details held within www.shares-mattioliwoods.com. **Please ensure your bank account details are to up to date or add them if they are missing. If you do not provide your bank account details, your proceeds will be sent via cheque to your last known address.**

2. The Acquisition

The Acquisition will result in Mattioli Woods and its subsidiaries becoming wholly-owned subsidiaries of Bidco.

The Acquisition will take place through what is called a “scheme of arrangement” (the “**Scheme**”). This is a procedure that is subject to approval by Mattioli Woods Shareholders and the Court. This means the Scheme needs to be approved by Mattioli Woods Shareholders at two separate meetings, both of which will be held on 25 April 2024:

- the “**Court Meeting**” is a meeting of the holders of “Scheme Shares” (as defined in the Scheme Document) convened with the permission of the Court; and
- the “**General Meeting**” is a meeting to approve a special resolution to:
 - authorise the Mattioli Woods Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
 - amend the articles of association of Mattioli Woods by the adoption and inclusion of a new article.

Further information about the Scheme is set out in the Scheme Document dated 28 March 2024 sent to Mattioli Woods Shareholders, a copy of which is available on Mattioli Woods’ website at <https://mattioliwoods.com/investor/recommended-offer>. The notices of Court Meeting and General Meeting, which contain full details of the resolutions to be proposed at the Court Meeting and the General Meeting, are also contained in the Scheme Document.

3. What are the terms of the Acquisition?

The terms of the Acquisition are set out in full in the Scheme Document. However, in summary, Mattioli Woods Shareholders will be entitled to receive 804 pence in cash for each Mattioli Woods Share they own at the Scheme Record Time.

If the Acquisition does not go ahead, your SIP Shares will continue to be held on your behalf in the SIP Trust.

4. When is the Acquisition likely to take place?

The Acquisition is currently expected to take effect during the second or third quarter of the calendar year 2024, subject to receipt of the relevant approvals in connection with the Scheme and the satisfaction of various conditions set out in the Scheme Document. An expected timeline of key events is available in the Scheme Document.

5. Your right to vote on the Acquisition

As you are the beneficial owner of the Mattioli Woods Shares held on your behalf by the SIP Trustee, you may instruct the SIP Trustee to vote in relation to those Mattioli Woods Shares on your behalf at the Court Meeting and the General Meeting. A separate email invitation explaining how and the terms upon which you can instruct the SIP Trustee to vote on the Acquisition and the deadline to do so has been sent to you.

If you would like to instruct the SIP Trustee to vote in respect of your SIP Shares, you must submit your instruction online via www.shares-mattioliwoods.com after you receive your email invitation and follow the online instructions. You will need to submit your online voting instruction by no later than 10.00 a.m. (UK time) on 22 April 2024 for the Court Meeting and 10.00 a.m. (UK time) on 22 April 2024 for the General Meeting on 25 April 2024. There is no need physically to attend the Court Meeting or the General Meeting to vote.

If you take no action, or if you miss the deadline, the SIP Trustee will not vote in respect of the SIP Shares it holds on your behalf and will bear no responsibility or liability if you take no action or provide late, illegible and/or incorrect instructions. The SIP Trustee is under no obligation to remind you to complete your instructions or correct incorrect forms. The Scheme will be approved (or not) by Mattioli Woods Shareholders at the Court Meeting and the General Meeting based on the votes of those Mattioli Shareholders who do vote. This will not affect the sale of your SIP Shares under the Acquisition, if the Acquisition proceeds; they will still be sold to Bidco.

6. How will the Acquisition affect my SIP Shares?

SIP Shares fall into two categories:

- Partnership Shares, which are Mattioli Woods Shares which were purchased by the SIP Trustee on your behalf using contributions made by you out of your pre-tax salary each month; and
- Matching Shares, which are Mattioli Woods Shares which were awarded to you for free on a “matching” basis to each Partnership Share you bought.

The SIP will continue as normal until completion of the Acquisition, meaning that you can continue to acquire Partnership Shares in the normal way. You are free to stop or reduce your monthly contributions to the SIP but please note that any increase to your monthly contributions may result in the loss of tax relief on withdrawal from the SIP Trust any additional SIP Shares which you acquire as a result of the Acquisition.

If the Acquisition completes, the SIP Trustee will participate in the Scheme in the same way as other Mattioli Woods Shareholders which means that any SIP Shares you hold in the SIP Trust as at the Scheme Record Time will automatically be sold to Bidco for 804 pence in cash for each SIP Share, subject to the terms of the Acquisition. The per share consideration payable to you shall be the per share amount that is paid to Mattioli Woods Shareholders under the terms of the Scheme as set out in the Scheme Document

The proceeds due to you will be paid to you in cash as soon as practicable after the Acquisition completes and Bidco has paid the money to Mattioli Woods Shareholders for the Acquisition. You do not need to take any further action in this regard, other than checking that your bank details are correct within www.shares-mattioliwoods.com.

You should not have to pay any income tax, National Insurance contributions or capital gains tax when you sell your SIP Shares to Bidco under the Acquisition (assuming that your SIP Shares are sold directly out of the SIP Trust to Bidco). This does not constitute legal, tax or financial advice and the treatment of your SIP Shares will depend on your particular individual circumstances. If you have any questions about your legal, tax or financial position, you are strongly advised to take independent legal, tax and/or financial advice.

If you are no longer employed by the Mattioli Woods Group and you only hold a dividend cash balance, the SIP Trustee will arrange for this dividend cash balance to be paid to the bank details held on the share portal or via cheque to your home address. Please be aware that if you do not hold any SIP Shares you will not be entitled to any proceeds under the Acquisition.

Appendix 2 to this letter contains some Q&As with further details on how the Scheme will affect your SIP Shares.

If the Acquisition does not happen for any reason, your SIP Shares will continue to be held on your behalf in the SIP Trust.

7. What if I have any questions?

If you have any questions in relation to the impact of the Acquisition on your SIP Shares, please contact the SIP Trustee on 0371 664 0330 or via email to emailquery@linkgroup.com. Lines are open between 9.00 a.m. – 5.30 p.m. (UK time), Monday to Friday (excluding public holidays in England and Wales).

You should note that none of the SIP Trustee, Mattioli Woods or Bidco, or any of their employees, can provide legal, tax, financial or investment advice on the Acquisition.

If you are in any doubt as to the contents of this letter or the action you should take, you are recommended to seek your own independent financial advice immediately from a stockbroker, bank manager, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended from time to time), 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.

Yours faithfully



For and on behalf of
Link Market Services Trustees Limited
acting as trustee of the Mattioli Woods plc Share Incentive Plan

Appendix 1
A brief explanation of some definitions

“Acquisition” means the proposed acquisition of the entire issued and to be issued ordinary share capital of Mattioli Woods by Bidco, to be effected by the Scheme (or by a Takeover Offer under certain circumstances described in the Scheme Document);

“Bidco” means Tiger Bidco Limited, a private limited company incorporated in Guernsey with registered number 73230;

“Business Day” means a day (other than a Saturday, Sunday or public or bank holiday) on which clearing banks in London are generally open for normal business;

“Court” means the High Court of Justice in England and Wales;

“Court Meeting” means the meeting of the holders of “Scheme Shares” (as defined in the Scheme Document) convened with the permission of the Court;

“Court Sanction Date” means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

“Effective Date” means the date on which the Scheme becomes effective in accordance with its terms;

“General Meeting” means the meeting of Mattioli Shareholders to approve the special resolution to:

- authorise the Mattioli Directors to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- amend the articles of association of Mattioli Woods by the adoption and inclusion of a new article;

“Pollen Street Capital Limited” means Pollen Street Capital Limited, a company incorporated in England and Wales with registered number 08741640;

“Mattioli Woods” means Mattioli Woods plc, a company incorporated in England and Wales with registered number 03140521;

“Mattioli Woods Directors” means the directors of Mattioli Woods as at the date of this letter;

“Mattioli Woods Group” means Mattioli Woods and its subsidiaries and subsidiary undertakings from time to time;

“Mattioli Woods Share Plans” means the SIP, the Mattioli Woods 2010 Long Term Incentive Plan adopted on 14 October 2010, as amended from time to time and the Mattioli Woods plc Long Term Incentive Plan 2021 adopted on 29 October 2021, as amended from time to time;

“Mattioli Woods Shareholders” means the registered holders of Mattioli Woods Shares from time to time;

“Mattioli Woods Shares” means ordinary shares of 1 pence each in the capital of Mattioli Woods;

“Scheme” means the procedure by which Bidco will become the holder of the entire issued and to be issued ordinary share capital of Mattioli Woods;

“Scheme Document” means the document setting out the terms of the Scheme dated 28 March 2024 sent to Mattioli Woods Shareholders;

“Scheme Record Time” means 6:00 p.m. (London time) on the Business Day immediately after the Court Sanction Date;

“SIP” means the Mattioli Woods plc Share Incentive Plan adopted on 7 April 2008, as amended from time to time;

“SIP Shares” means the Mattioli Woods Shares held under the SIP by the SIP Trustee; and

“SIP Trustee” means Link Market Services Trustees Limited acting as trustee of the SIP.

Appendix 2 FAQs

This Appendix 2 does not constitute tax, legal, investment or financial advice and the treatment of your SIP Shares will depend on your particular individual circumstances. If you have any questions about your tax, financial and/or legal position, you are strongly advised to take independent legal, financial and/or tax advice.

1. How do I know how many SIP Shares I have?

You can access information about your SIP Shares via www.shares-mattioliwoods.com.

If you experience any difficulties registering or logging in, please contact the SIP Trustee on 0371 664 0391.

2. Can I vote on the Acquisition?

Yes. You can instruct the SIP Trustee how to vote on the Acquisition in relation to your SIP Shares at both the Court Meeting and the General Meeting of Mattioli Woods Shareholders, both to be held on 25 April 2024. If you wish to instruct the SIP Trustee to vote on your behalf, please submit your instruction online via www.shares-mattioliwoods.com after you receive your email invitation. You must submit your instruction as soon as possible and **by no later than 10.00 a.m. (UK time) on 22 April 2024 for the Court Meeting and 10.00 a.m. (UK time) on 22 April 2024 for the General Meeting on 25 April 2024.**

3. Will I pay income tax and National Insurance contributions on the withdrawal of my SIP Shares?

You should not have to pay any income tax or National Insurance contributions when you sell your SIP Shares to Bidco under the Acquisition.

If the SIP Trustee is holding any residual cash for you at the Scheme Record Time, which was deducted from your salary but was insufficient to buy a Mattioli Woods Share (i.e. a Partnership Share), the cash will be paid to you after deduction of income tax and National Insurance contributions as soon as practicable after the Acquisition has completed. This will be returned to you via payroll.

If the SIP Trustee is holding any residual dividend cash balance for you, the cash will be paid to you as soon as practicable after the Acquisition has completed. Income tax may be payable to the extent the payment exceeds your annual dividend allowance in the relevant tax year. For the 2024/2025 tax year, the annual exemption is £500.

The above assumes you are resident and domiciled in the United Kingdom at all relevant times. If you are, or have been, an international assignee and worked in more than one country your tax position may be different to that described above. The above does not constitute tax advice and the tax treatment will depend on your particular individual circumstances. If you have any questions about your tax position, you are strongly advised to take independent financial and/or tax advice.

4. Will I have to pay Capital Gains Tax?

You are not expected to have to pay any Capital Gains Tax when you sell your SIP Shares to Bidco under the Acquisition, assuming that your SIP Shares are sold directly out of the SIP Trust to Bidco.

5. When will I receive the money?

The cash proceeds due to you will be paid to you as soon as practicable after the Acquisition completes and Bidco has paid Mattioli Woods Shareholders the money for the Acquisition. The proceeds will be sent to your bank account details held within www.shares-mattioliwoods.com. **Please ensure your bank account details are to up to date or add them if they are missing. If you do not provide your bank account details, your proceeds will be sent via cheque to your last known address.**

6. Will the SIP continue to operate if the Acquisition takes effect?

No. If the Acquisition takes effect, the SIP will not continue. You will be notified of the amount of any cash proceeds due to you along with any uninvested residual contributions for Partnership Shares, as soon as practicable after the Acquisition has completed.

7. What happens to the SIP before the Acquisition completes?

The SIP will continue to operate as normal until the Acquisition completes.

8. What if I participate in other Mattioli Woods Share Plans?

If you also participate in any of the other Mattioli Woods Share Plans, you will receive separate letters about the effect of the Acquisition on your other options or awards. Please also read those letters carefully as the treatment may be different from the SIP.

9. What if I leave employment with the Mattioli Woods Group?

If you leave the Mattioli Woods Group before the Acquisition proceeds, you cannot continue to participate in the SIP.

The way in which your SIP Shares will be treated if you leave employment will depend on (i) the type of SIP Shares you hold; (ii) how long you have held those SIP Shares; (iii) the value of the SIP Shares at the time you cease employment with the Mattioli Woods Group and (iv) whether you are treated as a good leaver.

- If you leave employment as a good leaver, your SIP Shares will be transferred to you and you will not have to pay income tax or National Insurance contributions when those SIP Shares are transferred to you. If the Acquisition proceeds, those shares will still be acquired by Bidco and you may have to pay Capital Gains Tax on any gain you make on that sale.
- If you leave employment and you are not a good leaver:
 - your Partnership Shares and Matching Shares (held for three years) will be transferred to you and you may have to pay income tax and National Insurance contributions on the value of those Partnership Shares and Matching Shares. The amount of income tax and National Insurance contributions that you will pay will depend on how long the relevant SIP Shares have been held in SIP; and

- Matching Shares you have held for less than three years will be forfeited.

You will be treated as a good leaver if you leave by reason of:

- your death, injury or disability;
- your redundancy;
- your retirement;
- the transfer of your employment under the Transfer of Undertakings (Protection of Employment) Regulations 2006; and/or
- an event that causes an “associated company” (within the meaning of the applicable tax legislation) by which you are employed to cease to be an associated company.

You may instruct the SIP Trustee to sell your SIP Shares rather than having them transferred to you. This may affect the Capital Gains Tax treatment of the SIP Shares.