

MOTHERCARE PLC

(incorporated and registered in England and Wales with registered number 01950509)

APPENDIX TO SCHEDULE ONE ANNOUNCEMENT

FURTHER INFORMATION RELATING TO MOTHERCARE PLC IN CONNECTION WITH THE PROPOSED ADMISSION OF ITS ORDINARY SHARES TO TRADING ON AIM

This Appendix has been prepared in accordance with the requirements of Rule 2 of, and Schedule One (including the Supplement to Schedule One for a quoted applicant) to, the AIM Rules that, for a quoted applicant, all information that is equivalent to that required for an 'admission document' which is not currently public shall be made public. Information which is public includes, without limitation, all information available in respect of the Company accessed at the London Stock Exchange (available at www.londonstockexchange.com), all information available in respect of the Company on the FCA's National Storage Mechanism (available at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>), all information available in respect of the Company at the website of Companies House at www.beta.companieshouse.gov.uk, all information available on the Company's website (www.mothercareplc.com) and the contents of this Appendix (together comprising the "Company's Public Record").

Definitions used in this Appendix are set out on pages 3 – 5.

AIM

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 FCA.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Each AIM company is required pursuant to the AIM Rules 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.

The London Stock Exchange has not itself examined or approved the contents of this document.

Nominated Adviser and Brokers

Numis Securities Limited ("**Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as nominated adviser and joint broker to the Company in connection with the proposed AIM Admission 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 on the contents of this Appendix or in connection with the proposed AIM Admission. The responsibilities of Numis as the Company's nominated adviser under the AIM Rules and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of such person's decision to acquire shares in the Company in reliance on any part of this Appendix. Numis does not accept any responsibility whatsoever for the contents of this Appendix, and no representation or warranty, express or implied, is made by Numis with respect to the accuracy or completeness of this Appendix or any part of it. No representation or warranty, express or implied, is made by Numis as to any of the contents of this Appendix and Numis has not authorised the contents of any part of this Appendix and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Appendix or for the omission of any material information from this Appendix for which the Company and the Directors are solely responsible.

finnCap Ltd. ("**finnCap**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as joint broker to the Company in connection with AIM Admission 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 on the contents of this Appendix or in connection with AIM Admission. finnCap has not authorised the contents of any part of this Appendix for the purposes of the AIM Rules. finnCap does not accept any responsibility whatsoever for the contents of this Appendix, and no representation or warranty, express or implied, is made by finnCap with respect to the accuracy or completeness of this Appendix or any part of it.

Responsibility

The Company and the Directors, whose names and functions appear on page 2 of this Appendix, accept responsibility, individually and collectively, for the information contained in this Appendix including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (having taken all reasonable care to ensure that such is the case), the information contained in this Appendix, for which they are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE, AND ADVISERS

Directors	Clive Whiley (<i>Non-executive Chairman</i>) Andrew Cook (<i>Chief Financial Officer</i>) Brian Small (<i>Non-executive Director</i>) Gillian Kent (<i>Non-executive Director</i>) Mark Newton-Jones (<i>Non-executive Director</i>)
Company Secretary	Lynne Medini
Registered Office	Mothercare plc Westside 1 London Road Hemel Hempstead Hertfordshire HP3 9TD +44 (0)1923 241 000
Joint Corporate Broker and Nominated Adviser	Numis Securities Limited The London Stock Exchange Building 10 Paternoster Square London EC4M 7LT
Joint Corporate Broker	finnCap Ltd. One Bartholomew Close London EC1A 7BL
Legal Advisers to the Company	DLA Piper UK LLP 160 Aldersgate Street London EC1A 4HT
Legal Advisers to the Nominated Adviser	Simmons & Simmons LLP Citypoint One Ropemaker Street London EC2Y 9SS
Auditors and Reporting Accountant	Grant Thornton UK LLP 30 Finsbury Square London EC2A 1AG
Registrar	Equiniti Limited Aspect House Spencer Road Lancing, West Sussex BN99 6DA

DEFINITIONS

The definitions set out below apply throughout this document unless the context requires otherwise.

"1798 Volantis"	1798 Volantis Fund Ltd;
"1798 Small Cap"	1798 Small Cap UK Best Ideas Fund Ltd;
"2018 Prospectus"	the Prospectus dated 9 July 2018 published by the Company in relation to, inter alia, the placing and open offer of new Ordinary Shares in the Company to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange;
"2018 Shareholder Loans"	shareholder loans from DC Thomson, Lombard Odier (acting for LMAP Epsilon and 1798 Volantis) and Blake Holdings, each of which being convertible into Ordinary Shares at the option of such Shareholder and which were approved by Shareholders at the general meeting of the Company on 26 July 2018;
"2019 Shareholder Loans"	the shareholder loans from Lombard Odier (acting for 1798 Small Cap and 1798 Volantis) and Blake Holdings, each of which being convertible to New Ordinary Shares at the option of such Shareholder;
"2020 Annual Report & Accounts"	the Company's annual report and accounts for the 52 weeks ended 28 March 2020;
"2021 Circular"	the Circular dated 25 January 2021 published by the Company in relation to, inter alia, the Delisting, the CULS, the Warrants, the Waiver and the AIM Admission;
"2020 Interim Results"	the Company's interim results for the 26 weeks ended 10 October 2020, announced on 26 November 2020;
"AIM"	AIM, a market operated by the London Stock Exchange;
"AIM Admission"	the admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
"AIM Rules"	the "AIM Rules for Companies", published by the London Stock Exchange from time to time;
"Alshaya"	the Alshaya Group, the Group's most significant Franchise Partner;
"Appendix"	this document;
"Articles of Association" or "Articles"	the articles of association of the Company, as amended from time to time;
"Blake Holdings"	Blake Holdings Limited;
"Board"	the board of directors of the Company from time to time;
"Boots"	Boots UK Limited;
"certificated" or "in certificated form"	a share or other security which is not in uncertificated form (that is, not in CREST);
"Companies Act"	the Companies Act 2006, as amended, modified or re-enacted from time to time;
"Company"	Mothercare plc, a company incorporated in England and Wales with registered no. 01950509;
"Company's Public Record"	information which is in the public domain and which includes, without limitation, all information available in respect of the Company accessed at the London Stock Exchange (available at www.londonstockexchange.com), all information available in respect of the Company on the FCA's National Storage Mechanism (available at https://data.fca.org.uk/#/nsm/nationalstoragemechanism), all information available in respect of the Company at the website of Companies House at www.beta.companieshouse.gov.uk/ and all information available on the Company's website at www.mothercareplc.com ;
"Concert Party"	Richard Griffiths, Michael Bretherton, James Ede-Golightly Blake Holdings and Serendipity Capital Limited;

“Conversion Shares”	up to 189,644,132 new Ordinary Shares to be issued by the Company pursuant to the conversion of the Shareholder Loans into new Ordinary Shares pursuant to the CULS Arrangement (excluding any new Ordinary Shares which may be issued upon exercise of any Warrants);
“Covid-19”	the disease caused by a novel strain of coronavirus;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended from time to time;
“CULS”	the £13.5 million convertible unsecured loans issued pursuant to the Shareholder Loans;
“CULS Arrangement”	the arrangements entered into on 26 November 2020 by the Company with Blake Holdings, DC Thomson and Lombard Odier (on behalf of 1798 Volantis, LMAP Epsilon and 1798 Small Cap) in connection with the irrevocable commitment to convert the existing Shareholder Loans into Ordinary Shares and to enter into Warrants over an additional 14,999,997 new Ordinary Shares with the holders of the Shareholder Loans;
“DB Schemes”	the Company’s defined benefit pension schemes being (i) the Mothercare Executive Pension Scheme; and (ii) the Mothercare Staff Pension Scheme;
“DC Thomson”	DC Thomson & Co Limited;
“Delisting”	the proposed cancellation of the listing of the Company’s Ordinary Shares on the Official List and from trading on the London Stock Exchange’s main market for listed securities;
“Directors”	the directors of the Company at the date of this document and “Director” means any one of them;
“EBITDA”	earnings before taxation, net financing costs, depreciation and amortisation;
“Equiniti”	Equiniti Limited;
“Euroclear”	Euroclear UK & Ireland Limited;
“Existing Ordinary Shares”	the ordinary shares of 1 pence each in the capital of the Company;
“FCA” or “Financial Conduct Authority”	the Financial Conduct Authority of the United Kingdom or any successor body or bodies carrying out the functions currently carried out by the Financial Conduct Authority;
“finnCap”	finnCap Ltd;
“Franchise Partner”	the third parties with whom the Group has entered into franchise arrangements to sell its products in territories other than the UK (including, for the avoidance of doubt, the Group’s joint venture in Ukraine);
“FSMA”	the Financial Services and Markets Act 2000, as amended;
“GDPR”	the EU General Data Protection Regulation (EU) 2016/679;
“GBB”	GB Europe Management Services Limited ;
“General Principles”	the principles set out within section B1 of the Takeover Code;
“Group”	the Company together with its subsidiaries and subsidiary undertakings;
“IFRS”	International Financial Reporting Standards as adopted for use by the EU;
“LMAP Epsilon”	LMAP Epsilon Limited;
“Lombard Odier”	Lombard Odier Asset Management (USA) Corp;
“London Stock Exchange”	London Stock Exchange plc or its successor(s);
“MGB”	Mothercare Global Brand Limited;
“Mothercare” or “the Company”	Mothercare plc, a company incorporated in England and Wales with registered number 01950509, whose registered office is at Westside 1, London Road, Hemel Hempstead, Hertfordshire HP3 9TD;
“Nominated Adviser & Broker Agreement”	the agreement dated 11 February 2021 entered into between the Company, the Directors and Numis, details of which are set out in paragraph 10.1 of this Appendix;
“Numis”	Numis Securities Limited;
“Official List”	the list maintained by the UK Listing Authority in accordance with section 74(1) of FSMA for the purposes of Part VI of FSMA;

“Ordinary Shares”	ordinary shares of 1 pence each in the capital of the Company;
“Pounds” or “£” or “pound sterling”	the lawful currency of the United Kingdom; or “pounds sterling”;
“QCA Code”	the corporate governance code for small and mid-size companies issued by the Quoted Company Alliance, as amended from time to time;
“Reference Date”	10 February 2021, the latest practicable date prior to publication of this document;
“Registrar”	Equiniti Limited;
“Registrar of Companies”	the Registrar of Companies in England and Wales;
“Schedule One Announcement”	the announcement by the Company pursuant to Rule 2 and Schedule One to the AIM Rules to Companies, to which this Appendix is attached, in connection with AIM Admission;
“SDRT”	stamp duty reserve tax;
“Shareholder Loans”	the 2018 Shareholder Loans and the 2019 Shareholder Loans;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“subsidiary”	has the meaning given in section 1159 of the Companies Act;
“subsidiary undertaking”	has the meaning given in section 1162 of the Companies Act;
“Takeover Code”	the City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time;
“Takeover Panel”	the Panel on Takeovers and Mergers;
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations may be transferred by means of CREST;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“Waiver”	the waiver granted by the Takeover Panel (subject to the passing of Resolution 4) in respect of the obligation which would otherwise arise in respect of the Concert Party to make a mandatory general offer pursuant to Rule 9 of the Takeover Code as a result of the issue and allotment to it of Conversion Shares and new Ordinary Shares on exercise of its Warrants;
“Warrants”	the warrants to be issued by the Company to Blake Holdings, DC Thompson and Lombard Odier (on behalf of 1798 Volantis, LMAP Epsilon and 1798 Small Cap) over an aggregate of 14,999,997 new Ordinary Shares as part of the CULS Arrangement.

INFORMATION RELATING TO MOTHERCARE PLC

1. INFORMATION AND STATUS ON THE COMPANY

- 1.1 The Company was incorporated and registered in England and Wales on 26 September 1985 with registered number 01950509 as a private limited company with the name '15th Legibus plc'. The Company changed its name to 'Storehouse plc' on 6 December 1985 and was subsequently re-named 'Mothercare plc' on 3 August 2000.
- 1.2 The principal legislation under which the Company operates and which the Existing Ordinary Shares have been, and the new Ordinary Shares will be, issued is the Companies Act and regulations made thereunder. The Company is a public limited company and, accordingly, the liability of its members is limited to the amount paid up or to be paid up on their shares.
- 1.3 The Company is domiciled in the United Kingdom.
- 1.4 The business of the Group and its principal activity is the operation as a global brand for parents and young children. Presently and going forwards, the Group's revenue principally derives from royalties payable on global Franchise Partners retail sales.
- 1.5 The legal entity identifier of the Company is 213800ZL6RPV9Z9GFO74.
- 1.6 The Company is the holding company for a number of subsidiaries, and the Group an investor in one joint venture, details of which are set out in Note 13 (Subsidiaries and joint ventures) on page 87 of the 2020 Annual Report & Accounts, which form part of the Company's Public Record. MGB, a wholly-owned subsidiary of the Company, is a UK company incorporated and registered in England and Wales and the main trading company within the Group.

2. SHARE CAPITAL OF THE COMPANY

- 2.1 The Company does not have any authorised share capital and does not place any limit on the number of shares which the Company may issue.
- 2.2 The issued fully paid up share capital of the Company: (i) as at the Reference Date; and (ii) as it is expected to be following the conversion of the Shareholder Loans in full shortly after, the date of the AIM Admission, is as set out below:

	Number of Ordinary Shares	Nominal Amount
At the date of this Appendix and on Admission	374,192,494	£3,741,924.94
Post AIM Admission following conversion of the CULS	563,836,626	£5,638,366.26

- 2.3 In addition, the Company will enter into the Warrants with the holders of the CULS over an additional aggregate number of 14,999,997 Ordinary Shares (representing 4.01% of the Company's existing issued share capital).
- 2.4 All Ordinary Shares in the capital of the Company are created under the Companies Act, registered and may be held in either certificated or uncertificated form.
- 2.5 The ISIN number for the Ordinary Shares is GB0009067447.
- 2.6 The Directors were given the authority and power to allot and issue all of the new Ordinary Shares in connection with the conversion of the Shareholder Loans and the exercise of the Warrants, pursuant to Resolution 2, Resolution 3 and in respect of the conversion of Blake Holdings only, Resolution 4 of the Shareholders of the Company passed on 10 February 2021. Resolution 1 was also passed on 10 February 2021 in connection with the Delisting and the AIM Admission. The new Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.
- 2.7 The Company's Existing Ordinary Shares are currently admitted to listing on the FCA's Official List (premium listing segment) and to trading on the London Stock Exchange's Main Market, having first been so admitted on 8 January 1986. Application will be made to the London Stock Exchange for both the Existing Ordinary Shares and the new Ordinary Shares to be admitted to trading on AIM. It is expected that admission of the Existing Ordinary Shares and the new Ordinary Shares will become effective and trading in the Existing Ordinary Shares and the new Ordinary Shares will commence on AIM on or around 12 March 2021 and that admission of the Existing Ordinary Shares to listing on the FCA's Official List (premium listing segment) and to trading on the London Stock Exchange's Main Market will simultaneously be cancelled on the same date. The Existing Ordinary Shares and the new Ordinary Shares will not be admitted to trading on any other investment exchange.
- 2.8 As at the Reference Date, no Ordinary Shares were held by or on behalf of the Company. However, Mothercare Employees' Share Trustee Limited, held 5,986 Mothercare plc shares in trust on 28 March 2020 (representing 0.0016% of the Company's existing issued share capital) (30 March 2019: 5,986 shares). A separate trust, the Mothercare Employee Trust, held 925,342 shares on 28 March 2020 (representing 0.25% of the Company's existing issued share capital) (30 March 2019: 988,022 shares).
- 2.9 Save for awards and options granted by the Company under the share schemes detailed below and the Warrants detailed above, no person has any rights to purchase the unissued share capital of the Company.

- 2.10 Further information on the share capital of the Company is set out within paragraph 3 (*Information on the share capital*) of Part X (*Additional Information*) of the 2018 Prospectus and in the Company's Public Record.

3. ARTICLES OF ASSOCIATION

- 3.1 A summary of the principal provisions of the Articles (adopted on 18 July 2013 and amended on 26 July 2018) is contained in paragraph 12 (*Summary of the Articles of Association*) of Part X (*Additional Information*) of the 2018 Prospectus, which forms part of the Company's Public Record, and which may be accessed at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

- 3.2 A complete copy of the Articles may be accessed at: www.mothercareplc.com.

4. RISK FACTORS

The following specific risk factors relating to the business and operations of the Group and to the Ordinary Shares should be considered carefully in evaluating whether to make an investment in the Company. An investment in the Company is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. **If you are in any doubt as to the action you should take, you should consult a professional adviser authorised under the FSMA who specialises in advising on the acquisition of shares and other securities. This summary of risk factors is not intended to be exhaustive.**

4.1 Risks relating to the business and operations of the Group

(i) **Liquidity risk**

Global trading challenges arising from Covid-19 could result in the Group not generating the cash as forecasted. Failure to control cash management and working capital may result in breaches to banking covenants and a lack of ability to meet the Group's strategic intentions. The current Covid-19 impact and predicted global trade decline may continue to impact Franchise Partner sales and result in a margin and revenue squeeze. A reduced number of global Franchise Partners could impact revenue available and limit future growth of the business.

(ii) **Dependency on a small number of partners**

Since 2019, the Group's partner base has contracted, by design, by a third resulting in a smaller footprint for MGB. Whilst this reduction took out some smaller unprofitable partners, the Group now has a greater reliance on fewer key Franchise Partners, such as Alshaya and Boots. The success of the Group is directly dependent upon their success. Any damage to, or loss of, the Group's relationship with key Franchise Partners could have a material impact on the success of the MGB franchise model and therefore its results of operation or financial condition.

(iii) **New business model**

The UK administration and resulting creation of MGB means that the business has substantially changed. The new business model and purpose may not be clear to all partners and potential partners impacting the Group's ability to grow the business and resulting in poor financial results. A lack of articulation of the new business model may result in: (i) a lack of clarity around MGB's purpose and resultant inability to attract new partners, (ii) reduced profit and increased international debt, (iii) pricing challenges and/or (iv) poor buy-in from existing partners impacting long term profitability of the Group.

(iv) **Legacy technology**

MGB's dependency on legacy IT systems and potential failure of or attack on those could result in the loss of the Group's ability to operate. A failure of the IT infrastructure could result in an inability to support the global partners to trade effectively. Any such failure or attack relating to the warehousing systems or finance systems, especially, would impact operational efficiency of the Group.

(v) **Regulatory and legal**

A failure to comply with increasing regulatory requirements by MGB or any of the Group's partners could result in brand damage, fines or impact our ability to operate. MGB is reliant on manufacturers, suppliers and distributors to comply with employment, environmental and other laws. Increasing regulatory pressure (GDPR, EUTR, Modern Slavery Act) requires monitoring and reporting. Should any of the Group's partners (franchise or manufacturing partners) breach any such regulations damage to our brand could occur. Security breaches of Franchise Partner customer data could result in privacy issues (including financial fines) and a lack of trust in the brand by customers and partners.

(vi) **Challenging global economic and political conditions**

MGB may be negatively affected by challenging economic conditions and political developments affecting the international markets in which it operates. Economic and political uncertainty enveloping Europe, the Middle East, and those dependant on China could have a material adverse effect on the Group's business. The impacts of Covid-19 on global economies, along with rising tensions could impact the Franchise Partners' ability to operate successfully, therefore impacting on the Group's revenue.

(vii) **Brand, reputation and relationships**

As a franchisor, the Group's brand is its main asset. Failure to create a strong and desirable brand will negatively impact the Group's ability to operate a successful franchisor model. The franchisor model is built

upon successful relationships with the Group's partners. Should these be negatively impacted, the model may not be successful in the longer term. The brand could be impacted by (i) product failures and/or ineffective management of product incidents, (ii) public scandals relating to any of the Group's partners, (iii) inappropriate behaviours and/or (iv) data breaches. The relationships could also be impacted by global trade deterioration.

4.2 Financial risks

(i) Foreign currency risk

All International sales to franchisees are invoiced in Pounds sterling or US dollars. The Group therefore has some currency exposure on these sales, but they are used to offset or hedge in part the Group's US dollar denominated product purchases.

(ii) Credit risk

The Group has exposure to credit risk inherent in its trade receivables. The Group has no significant concentration of credit risk. The Group operates effective credit control procedures in order to minimise exposure to overdue debts. Before accepting any new trade customer, the Group obtains a credit check from an external agency to assess the credit quality of the potential customer and then sets credit limits on a customer by customer basis. IFRS 9 'Financial Instruments' has been applied such that receivables balances are held net of a provision calculated using a risk matrix, taking micro and macro-economic factors into consideration.

4.3 Risks relating to the Ordinary Shares

(i) The price of the Ordinary Shares may fluctuate

The value of an investment in the Ordinary Shares may go down as well as up. The price of the Ordinary Shares may fall in response to a range of external factors including the results of the Group, appointments to and resignations from the board of directors and executive management team, speculation in the market regarding the Group's business or other events affecting the Group and general stock market conditions. In addition, significant sales of Ordinary Shares by major Shareholders, could have a material adverse effect on the market price of Ordinary Shares as a whole.

(ii) Dilution of shareholding in the Company

The conversion of the CULS and the exercise of the Warrants will, and any future non pre-emptive issue of shares will further, dilute the holdings of Shareholders and could adversely affect the market price of Ordinary Shares.

(iii) There is no guarantee that the Company will pay dividends

The Company has not paid dividends on the Ordinary Shares since 3 February 2012 and may not be able to declare and pay any dividends in the future. Under the agreement reached with the Pension Protection Fund, the Company will also have to make cash payments to the pension schemes if the Company makes divided payments to its Shareholders.

(iv) Investment in AIM securities

An investment in companies whose shares are traded on AIM is perceived to involve a higher degree of risk and be less liquid than an investment in companies whose shares are listed on the Official List. AIM is a market designed primarily for emerging or smaller companies. An investment in the Ordinary Shares may be difficult to realise. Existing and prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may realise less than their investment. Further, a quotation on AIM will afford shareholders a lower level of regulatory protection than that afforded to shareholders in a company with its shares listed on the premium segment of the Official List.

5. INFORMATION ON DIRECTORS

5.1 As at the date of this Appendix and immediately following AIM Admission becoming effective in accordance with the AIM Rules, the interests (including related financial products as defined in the AIM Rules) of the Directors (including persons connected with the Directors within the meaning of section 252 of the Companies Act and any member of the Director's family (as defined in the AIM Rules)) in the issued share capital of the Company are as follows:

<i>Director</i>	<i>Legally owned Ordinary Shares</i>	<i>LTIP awards (unvested)</i>	<i>STIP deferred shares (unvested)</i>	<i>SAYE (unvested)</i>
Executive Director				
Andrew Cook	862,375	3,299,601	N/A	180,000
Non-executive Directors				
Clive Whiley	1,225,890	774,110	N/A	Nil
Brian Small	Nil	N/A	N/A	N/A
Gillian Kent	Nil	N/A	N/A	N/A

5.2 Save as stated above:

- (i) none of the Directors (nor any person connected with any of them within the meaning of section 252 of the Companies Act) has any interest, whether beneficial or non-beneficial, in the share or loan capital in the Company or any company in the Group or in any related financial product (as defined in the AIM Rules) referenced to the Ordinary Shares;
- (ii) there are no outstanding loans granted or guarantees provided by any member of the Group to or for the benefit of the Directors or provided by any Director to any member of the Group;
- (iii) none of the Directors has any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, any member of the Group;
- (iv) none of the Directors has any option or warrant to subscribe for any shares in the Company; and
- (v) none of the Directors has any interest, direct or indirect, in any contract or arrangement which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole, which were effected by any member of the Group and which remains in any respect outstanding or unperformed.

5.3 The Directors hold, or have during the five years preceding the date of this Appendix held, the following directorships or partnerships:

Director	Age	Current Directorships/Partnerships	Past Directorships/Partnerships
Clive Whiley	60	Dignity plc Y-Lee Limited China Venture Capital Management Limited First China Venture Capital Limited	Grand Harbour Marina plc Camper & Nicholsons Marina Investments Limited Stanley Gibbons Group plc Mallett Inc Evolution Securities China Limited Evolution Securities Asia Limited Dreweatts 1759 Limited
Andrew Cook	57		Stanley Gibbons Group Stanley Gibbons Limited A.H.Baldwin & Sons Limited Baldwin's of St James's Limited Stanley Gibbons Finance Limited Stanley Gibbons (Guernsey) Ltd Dreweatts 1759 Limited Orchard & Shipman Group Limited
Mark Newton-Jones	53	INGKA Holding B.V. Concentric Team Technology I Founder Partner LLP Pockit Limited	Boohoo.com plc
Gillian Kent	57	NAHL Group plc Ascential Plc Howsy Limited Theo Topco Limited Portswigger Ltd SIG plc Dignity plc	Coull Limited Pendragon Plc

Brian Small	64	Pendragon plc Pendragon Finance and Insurance Services Limited Retail Trust (Trustee Director)	DDD Investments Limited Peter Werth Limited First Sport Limited Athleisure Limited Sonneti Fashions Limited JD Sports Fashion plc Allsports.co.uk Limited R.D. Scott Limited J D Sports Limited The John David Group Limited Focus Group Holdings Limited Focus Sports and Leisure International Limited Focus Equipment Limited Focus Brands Limited Focus International Limited Allsports (Retail) Limited Varsity Kit Limited Pink Soda Limited Nicholas Deakins Ltd. KGR Rugby Limited Duffer of St George Limited Nanny State Limited Kukri Sports Ltd. Marathon Sports Limited Kukri GB Limited Blacks Outdoor Retail Limited Millets Limited Source Lab Limited Tessuti Retail Limited Prima Designer Limited Tessuti Limited Tessuti Group Limited Blue Retail Ltd Premium Fashion Limited Onetruesaxon Limited Henleys Clothing Limited Cloggs Online Limited Ark Fashion Limited Open Fashion Limited Topgrade Sportswear Limited Size? Limited Activinstinct Holdings Limited Activinstinct Ltd Millet Sports Limited JD Sports Gyms Limited Alpine Group (Scotland) Limited George Fisher Limited The Alpine Group Limited The Alpine Store Limited Graham Tiso Limited Alpine Bikes Limited Tiso Group Limited Sundown Limited George Fisher Holdings Limited Exclusive Footwear Limited Ultimate Outdoors Limited Mainline Menswear Limited Mainline Menswear Holdings Limited Oswald Bailey Limited Hip Store Limited Topgrade Trading Limited Getthelabel.com Limited Topgrade Sportswear Holdings Limited Footpatrol London 2002 Limited The JD Foundation
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			JD Sports Active Limited Aspecto Holdings Limited Aspecto Trading Limited Simon & Simon Fashion Limited Infinities Retail Group Holdings Limited Infinities Retail Group Limited Clothingsites Holdings Limited Clothingsites.co.uk Limited Touchwood Sports Limited Gol Realisations Limited C.C.C. (Wholesale Leisure) Limited CCCOutdoors Limited Outdoorclearance Company Limited Gol Realisations Holdings Limited Mitchell's Practical Campers Limited C.C.C. (Camping & Caravan Centre) Limited Go Explore Consulting Limited Go Outdoors Fishing Limited I R G Bury Limited IRG Denton Limited IRG Warrington Limited IRG Blackburn Limited IRG Chesterfield Limited IRG Bradford Limited IRG Stoke Limited I R G Stockport Limited IRG Derby Limited IRG Altrincham Limited IRG Birkenhead Ltd Castlebrook Management Company Limited JD Sports Gyms Acquisitions Limited Dantra Limited Old Brown Bag Clothing Limited Genesis Finco Limited Choice Limited Choice 33 Limited Dapper (Scarborough Limited) Planet Fear Limited Peter Storm Limited Fly53 Limited JD Sports Fashion Distribution Limited Jog Shop Limited
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5.4 Save as referred to in paragraphs 5.5 and 5.6 below, none of the Directors has:

- (i) any unspent convictions relating to indictable offences;
- (ii) had a bankruptcy order made against them or entered into any individual voluntary arrangements;
- (iii) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or entered into a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst they were a director of that company at the time of, or within the twelve months preceding, such events;
- (iv) been a partner of a firm which has been placed in compulsory liquidation or administration or which has entered into a partnership voluntary arrangement whilst they were a partner of that firm at the time of, or within twelve months preceding, such events;
- (v) had any asset belonging to them placed in receivership or been a partner of a partnership any of whose assets have been placed in receivership whilst they were a partner at the time of, or within twelve months preceding, such receivership; or
- (vi) been publicly criticised by any statutory or regulatory authority (including any recognised professional body) or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

5.5 Andrew Cook was a director of Stanley Gibbons (Guernsey) Ltd when it went into administration on 21 November 2017. Andrew resigned on 29 March 2019 and the company moved into liquidation on 2 April 2019.

5.6 Mark Newton-Jones was a director of Mothercare UK Limited when it went into administration on 5 November 2019.

6. MAJOR SHAREHOLDERS

- 6.1 The names and shareholdings in the Company held by 'significant shareholders' (being persons holding 3% or more of the Ordinary Shares in the Company), with such shareholdings expressed as a percentage of the Company's issued share capital both before and upon AIM Admission are set out in the Schedule One Announcement.
- 6.2 As at the date of this Appendix, no major shareholder has any different voting rights to the other holders of ordinary shares in the capital of the Company.
- 6.3 The Company is not aware of any person or persons who, directly or indirectly, jointly or severally, exercise(s) or could exercise control of the Company or any arrangements the operation of which may, at a subsequent date, result in a change in the control of the Company.

7. COMPANY'S FINANCIAL INFORMATION

- 7.1 The Group's audited consolidated financial statements included in the Group's 2020 Annual Report and Accounts, the Group's Annual Report and Accounts for FY 2018/19 and the Group's Annual Report and Accounts for FY 2017/18, respectively, together with the audit reports thereon, are incorporated by reference into this document. The Group's audited consolidated financial statements for FY 2019/20, FY 2018/2019 and FY 2017/18 were prepared in accordance with IFRS. The Group's unaudited interim results for the 28 week period ended 10 October 2020, which contain comparative statements for the same period in the prior financial year, are also incorporated by reference into this document. These documents are all available from the Company's website at www.mothercareplc.com:

<i>Reference document</i>	<i>Information incorporated by reference</i>	<i>Page number in the reference documents</i>
Mothercare plc interim results for the 28 week period ended 10 October 2020	Condensed Consolidated Income Statement	Page 5
	Condensed Consolidated Statement of Comprehensive Income	Pages 5 to 6
	Condensed Consolidated Balance Sheet	Page 6
	Condensed Consolidated Statement of Changes in Equity	Pages 6 to 7
	Condensed Consolidated Cash Flow Statement	Pages 7 to 8
	Notes to the Condensed Consolidated Financial Statements	Pages 8 to 14
	Mothercare plc Annual Reports and Accounts for the 52 week period ended 28 March 2020	Audited Remuneration Information
Independent Auditors' Report		Pages 55 to 60
Consolidated Income Statement		Page 61
Consolidated Statement of Comprehensive Income		Page 62
Consolidated Statement of Balance Sheet		Page 63
Consolidated Statement of changes in Equity		Page 64
Consolidated Cash Flow Statement		Page 65
Notes to Consolidated Financial Statements		Pages 66 to 113
Mothercare plc Annual Report and Accounts for 53 week period ended 30 March 2019	Audited Remuneration Information	Pages 53 to 70
	Independent Auditors' Report	Pages 73 to 83
	Consolidated Income Statement	Page 84
	Consolidated Statement of Comprehensive Income	Page 85
	Consolidated Statement of Balance Sheet	Page 86
	Consolidated Statement of Changes in Equity	Page 87
	Consolidated Cash Flow Statement	Page 88
	Notes to the Consolidated Financial Statements	Pages 89 to 135
Mothercare plc Annual Report and Accounts for 52 week period ended 24 March 2018	Audited Remuneration Information	Pages 59 to 63

Independent Auditors' Report	Pages 81 to 89
Consolidated Income Statement	Page 90
Consolidated Statement of Comprehensive Income	Page 91
Consolidated Statement of Balance Sheet	Page 92
Consolidated Statement of Changes in Equity	Page 93
Consolidated Cash Flow Statement	Page 94
Notes to the Consolidated Financial Statements	Pages 95 to 130

7.2 Grant Thornton UK LLP of 30 Finsbury Square, London EC2A 1AG are the current auditors of the Company. Deloitte LLP of 1 New Street Square, London EC4A 3HQ were the auditors for the Company up to the financial period to 30 March 2019.

8. DIVIDEND POLICY

8.1 The Board's dividend policy was most recently stated on page 6 in the Chairman's Statement contained in the 2020 Annual Report & Accounts which forms part of the Company's Public Record: "The Company has not paid a dividend since 3 February 2012. The Directors do not expect to pay dividends until the business is returned to a sustainable and stable financial footing. The Directors understand the importance of optimising value for Shareholders and it is the Directors' intention to return to paying a dividend as soon as this is possible under the Company's agreements with GBB and the pension trustees and as soon as the Directors believe it is financially prudent for the Group to do so".

8.2 Under the terms of the agreement reached with the trustees of the DB Schemes as to revised deficit payments for the next five years, the Company and MGB will pay additional contributions to the DB Schemes if the Company resumes the payment of dividends to shareholders.

9. LITIGATION AND ARBITRATION

Neither the Company nor any member of the Group is, nor has it been at any time during the 12 months immediately preceding the date of this Appendix, involved in any governmental, legal or arbitration proceedings, which may have, or have had in the recent past, a significant effect on the Company's and/or the Group's financial position or profitability and there are no such proceedings of which the Company is aware which are pending or threatened.

10. MATERIAL CONTRACTS

Save as set out in the Company's Public Record, the following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Group in the two years prior to the date of this Appendix and are, or may be, material to the Group or have been entered into by any member of the Group at any time and contain obligations or entitlements which are, or may be, material to the Group, in each case as at the date of this Appendix:

10.1 Nominated Adviser and Broker Agreement

On 11 February 2021, the Company entered into an agreement with Numis under which Numis agreed to act as nominated adviser and joint corporate broker to the Company, as required by the AIM Rules for Companies. Following Admission the Nominated Adviser and Broker Agreement is terminable by either party on one months' notice and Numis will be entitled to terminate the agreement in certain customary circumstances, including if there has been a material breach by the Company of its obligations under the agreement or if the Ordinary Shares cease to be admitted to trading on AIM. The Company has given customary undertakings, warranties and indemnities to Numis.

11. CORPORATE GOVERNANCE

11.1 Up to the date of this Appendix, the recognised corporate governance code that the Board has been applying is the UK Corporate Governance Code. As set out in the Corporate Governance Report on pages 24 - 28 of the 2020 Annual Report & Accounts, the Directors consider that the Group complied with those provisions of the UK Corporate Governance Code throughout the 52 week period ended on 28 March 2020.

11.2 The recognised corporate governance code that the Board will comply with following the AIM Admission is the QCA Code.

12. THE TAKEOVER CODE AND THE COMPANIES ACT

12.1 Mandatory takeover bids

(i) The Takeover Code applies to all takeover and merger transactions in relation to the Company and operates principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The Takeover Code provides an orderly framework within which takeovers are conducted and the Takeover Panel has now been placed on a statutory footing.

(ii) The Takeover Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. General Principle One states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment and if a person acquires control of a company, the other holders of securities must be protected. This is reinforced by Rule 9 of the Takeover Code which requires a person, together with persons acting in concert with him, who acquires shares carrying voting rights which amount to 30 per cent. or more of the voting rights to make a general offer. "Voting rights" for these purposes means all the voting rights attributable to the share capital of a company which are

currently exercisable at a general meeting. A general offer will also be required where a person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights, acquires additional shares which increase his percentage of the voting rights. Unless the Takeover Panel consents, the offer must be made to all other shareholders, be in cash (or have a cash alternative) and cannot be conditional on anything other than the securing of acceptances which will result in the offeror and persons acting in concert with him holding shares carrying more than 50 per cent. of the voting rights.

(iii) There are not in existence any current mandatory takeover bids in relation to the Company.

12.2 Squeeze out

(i) Section 979 of the Companies Act provides that if, within certain time limits, an offer is made for the share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90 per cent. in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, pay the consideration for the shares to the Company to hold on trust for the outstanding shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the Companies Act must, in general, be the same as the consideration available under the takeover offer.

12.3 Sell out

(i) Section 983 of the Companies Act permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in the Company which amount to not less than 90 per cent. in value of all the voting shares in the Company and carry not less than 90 per cent. of the voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.

13. UK TAXATION

The following summary is intended as a general guide only for Shareholders who are UK tax resident as to their tax position under current UK tax legislation and HMRC practice as at the date of this Appendix. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time.

The Company is at the date of this Appendix resident for tax purposes in the United Kingdom and the following is based on that status.

This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position applicable to shareholders resident and domiciled for tax purposes in the United Kingdom (except in so far as express reference is made to the treatment of non-UK residents) and who are absolute beneficial owners of their Ordinary Shares (as applicable) and who hold their Ordinary Shares as an investment and not as party to an arrangement that would produce a return that is economically equivalent to interest or which has the main purpose, or one of the main purposes, the obtaining of a tax advantage. This summary does not address the position of certain classes of shareholders who (together with associates) have a 10 per cent. or greater interest in the Company, or, such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds, charities or UK insurance companies or whose shares are held under a self-invested personal pension or an individual savings account or are 'employment related securities' as defined in section 421B of the Income Tax (Earnings and Pensions) Act 2003.

Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the United Kingdom should consult his or her professional advisers immediately as to the taxation consequences of his or her ownership and disposition of Ordinary Shares.

This summary is based on current United Kingdom tax legislation. Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below.

13.1 Taxation of Dividends

Under current UK taxation legislation, there is no UK withholding tax on dividends, including cases where dividends are paid to a shareholder who is not resident (for tax purposes) in the United Kingdom.

UK tax resident and domiciled or deemed domiciled individual shareholders

All dividends received from the Company by an individual shareholder who is resident and domiciled (or deemed domiciled) in the UK will, except to the extent that they are earned through an ISA, self-invested pension plan or other regime which exempts the dividend from tax, form part of the shareholder's total income for income tax purposes and will represent the highest part of that income.

A nil rate of income tax applies to the first £2,000 of dividend income received by an individual shareholder in a tax year (the "Nil Rate Amount"), regardless of what tax rate would otherwise apply to that dividend income. If an individual receives dividends in excess of this allowance in a tax year, the excess will be taxed at 7.5 per cent. (for individuals not liable to tax at a rate above the basic rate), 32.5 per cent. (for individuals subject to the higher rate of income tax) and 38.1 per cent. (for individuals subject to the additional rate of income tax) for 2020/21.

To the extent that total income exceeds any remaining standard rate band (maximum £1,000), trustees of discretionary trusts receiving dividends from shares are liable to account for income tax at the dividend trust rate, currently 38.1 per cent (a rate of 7.5 per cent applies to dividend income within the standard rate band). Trustees do not qualify for the £2,000 dividend allowance available to individuals. This is a complex area and trustees of such trusts should consult their own tax advisers.

UK pension funds and charities are generally exempt from tax on dividends which they receive.

Corporate shareholders within the charge to UK corporation tax

Shareholders within the charge to UK corporation tax which are 'small companies' for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 will generally not be subject to UK corporation tax on any dividend received provided certain conditions are met (including an anti-avoidance condition).

A UK resident corporate shareholder (which is not a 'small company' for the purposes of the UK taxation of dividends legislation in Part 9A of the Corporation Tax Act 2009) will be liable to UK corporation tax (currently at a rate of 19 per cent as from 1 April 2020) unless the dividend falls within one of the exempt classes set out in Part 9A. Examples of exempt classes (as defined in Chapter 3 of Part 9A of the Corporation Tax Act 2009) include dividends paid on shares that are 'ordinary shares' (that is shares that do not carry any present or future preferential right to dividends or to the Company's assets on its winding up) and which are not 'redeemable', and dividends paid to a person holding less than 10 per cent. of the issued share capital of the payer (or any class of that share capital in respect of which the distribution is made). However, the exemptions are not comprehensive and are subject to various conditions and anti-avoidance rules.

Non-resident shareholders

Non-UK resident corporate shareholders are not generally subject to UK tax on dividend receipts.

Non-UK resident individual shareholders who receive a dividend from the Company are treated as having paid UK income tax on their dividend income at the dividend ordinary rate (7.5 per cent.). Such income tax will not be repayable to a non-UK resident individual shareholder. A non-UK resident individual shareholder is not generally subject to further UK tax on dividend receipts.

Non-UK resident shareholders may however be subject to taxation on dividend income under local law, in their country or jurisdiction of residence and/or citizenship. Non-UK resident shareholders should consult their own tax advisers in respect of the application of such provisions, their liabilities on dividend payments and/or what relief or credit may be claimed in the jurisdiction in which they are resident.

13.2 **Taxation of Chargeable Gains**

Individual Shareholders

If an individual shareholder is within the charge to UK capital gains tax, a disposal (or deemed disposal) of all or some of his or her Ordinary Shares may give rise to a chargeable gain or an allowable loss for the purposes of capital gains tax, depending on his or her circumstances. The rate of capital gains tax on disposal of shares is 10 per cent. (2020/2021) for individuals who are subject to income tax at the basic rate and 20 per cent. (2020/2021) for individuals who are subject to income tax at the higher or additional rates. An individual shareholder is entitled to realise an annual exempt amount (£12,300 from 6 April 2020).

Corporate Shareholders

For a corporate shareholder within the charge to UK corporation tax, a disposal (or deemed disposal) of Ordinary Shares may give rise to a chargeable gain at the rate of corporation tax applicable to that shareholder (currently 19 per cent) or an allowable loss for the purposes of UK corporation tax. Indexation allowance may reduce the amount of chargeable gain that is subject to corporation tax by increasing the chargeable gains tax base cost of an asset in accordance with the rise in the retail prices index from the month of acquisition up to 31 December 2017. Indexation allowance is currently 'frozen' so that it does not increase the chargeable gains tax base cost for any period from 1 January 2018 onwards, even if the date of disposal occurs at a later point in time.

Non-resident shareholders

A shareholder who is not resident in the United Kingdom for tax purposes, but who carries on a trade, profession or vocation in the United Kingdom through a permanent establishment (where the shareholder is a company) or through a branch or

agency (where the shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such permanent establishment, branch or agency (as appropriate) may be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, holders of Ordinary Shares who are individuals and who dispose of Ordinary Shares while they are temporarily non-resident may be treated as disposing of them in the tax year in which they again become resident in the United Kingdom.

13.3 **Inheritance Tax**

Individual and trustee Shareholders domiciled or deemed to be domiciled in any part of the United Kingdom may be liable on occasions to inheritance tax ("IHT") on the value of any Ordinary Shares held by them. Under current law, the primary occasions on which IHT is charged are on the death of the Shareholder, on any gifts made during the seven years prior to the death of the Shareholder (which will also be brought into account when calculating the IHT on the death of the Shareholder), and on certain lifetime transfers, including transfers to trusts or appointments out of trusts to beneficiaries, save in very limited and exceptional circumstances.

However, a relief from IHT known as business property relief ("BPR") may apply to ordinary shares or preference shares in unlisted trading companies once these have been held with such status for two years by the Shareholder. This relief may apply notwithstanding that a company's shares will be admitted to trading on AIM (although it does not apply to companies whose shares are listed on the Official List, which was the case for the Ordinary Shares prior to admission to AIM). BPR operates by reducing the value of shares by 100 per cent. for IHT purposes which means that there will be no IHT to pay.

Shareholders should consult an appropriate professional adviser if they intend to make a gift of any kind or intend to hold any Ordinary Shares through trust arrangements. They should also seek professional advice in a situation where there is a potential for a double charge to UK IHT and an equivalent tax in another country.

13.4 **Stamp Duty and Stamp Duty Reserve Tax ("SDRT")**

Neither UK stamp duty nor SDRT should arise on transfers of Ordinary Shares on AIM (including instruments transferring Ordinary Shares and agreements to transfer Ordinary Shares) based on the following assumptions:

- (i) the Ordinary Shares are admitted to trading on AIM, but are not listed on any market (with the term 'listed' being construed in accordance with section 99A of the Finance Act 1986), and this has been certified to Euroclear; and
- (ii) AIM continues to be accepted as a 'recognised growth market' (as construed in accordance with section 99A of the Finance Act 1986). In the event that either of the above assumptions does not apply, stamp duty or SDRT may apply to transfers of Ordinary Shares in certain circumstances, at the rate of 0.5 per cent. of the amount or value of the consideration (rounded up in the case of stamp duty to the nearest £5).

13.5 **AIM**

Companies whose shares trade on AIM are deemed unlisted for the purposes of certain areas of UK taxation. Following the AIM Admission, Ordinary Shares held by individuals for at least two years from the AIM Admission may qualify for more generous exemptions from inheritance tax on death or in relation to lifetime transfers of those Ordinary Shares. Shareholders should consult their own professional advisers on whether an investment in an AIM security is suitable for them, or whether the tax benefit referred to above may be available to them.

The comments set out above are intended only as a general guide to the current tax position in the United Kingdom at the date of this Appendix. The rates and basis of taxation can change and will be dependent on a shareholder's personal circumstances.

Neither the Company nor its advisers warrant in any way the tax position outlined above which, in any event, is subject to changes in the relevant legislation and its interpretation and application.

14. **RELATED PARTY TRANSACTIONS**

- 14.1 Details of related party transactions are set out in note 34 to the 2020 Annual Report & Accounts, in note 32 to the Company's annual report & accounts for the 53 weeks ended 30 March 2019 and in note 30 to the Company's annual report & accounts for the 52 weeks ended 24 March 2018.

15. **INVESTMENTS**

- 15.1 Details of related party transactions are set out in note 3 to the company financial statements within the 2020 Annual Report & Accounts, in note 3 to the company financial statements within the Company's annual report & accounts for the 53 weeks ended 30 March 2019 and in note 3 to the company financial statements within the Company's annual report & accounts for the 52 weeks ended 24 March 2018.

16. **EMPLOYEES**

- 16.1 For the 52 week period ending 28 March 2020, the average monthly number of full and part-time employees throughout the Group in respect of continuing operations, including executive directors, was 210 employees in UK stores, 189 employees in head office and 9 employees overseas.

17. GENERAL

- 17.1 Numis has given and not withdrawn its written consent to the issue of this Appendix with the inclusion of its name and references to it in the form and context in which it is included.
- 17.2 finnCap has given and not withdrawn its written consent to the issue of this Appendix with the inclusion of its name and references to it in the form and context in which it is included.
- 17.3 No public takeover bids have been made by third parties in respect of the Company's issued share capital during the 52 weeks accounting period ended 28 March 2020 or during the current accounting period up to the date of this Appendix.
- 17.4 There are no environmental issues that affect the Group's utilisation of its tangible fixed assets.
- 17.5 Save as disclosed in the Company's Public Record (including the 2020 Interim Results and the 2021 Circular), the Directors are not aware of 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.

11 February 2021