

**THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.**

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

If you have sold or otherwise transferred all of your Existing Ordinary Shares prior to the Ex-entitlement Date, please immediately forward this Document, together with the accompanying Form of Proxy and (if relevant) the Application Form as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, these documents should not be forwarded into a Restricted Jurisdiction or transmitted in or into any jurisdiction in violation of local securities laws. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately and refer to the instructions regarding split applications which will be in the Application Form (if relevant).

The distribution of this Document and/or any accompanying documents into a jurisdiction other than the United Kingdom may be restricted by law or regulation and therefore this Document and/or any accompanying documents should not be distributed, forwarded to or transmitted in or into Australia, Canada, Japan, New Zealand, the Republic of South Africa or the United States, nor in or into any other jurisdiction where the extension of the Open Offer would breach any applicable law or regulation. If you have sold or transferred part of your holding of Existing Ordinary Shares prior to the Ex-entitlement Date, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected and refer to the instructions regarding split applications set out in the accompanying Application Form.

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

The Company and the Directors, whose names are set out on page 6, accept responsibility, both collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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# Eden Research plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered no. 03071324)*

**Placing of 151,666,834 New Ordinary Shares and Subscription  
for 16,666,500 New Ordinary Shares at 6 pence per share**

**and**

**Open Offer of up to 8,287,573 New Ordinary Shares at 6 pence per share**

**and**

**Notice of General Meeting**

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Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this Document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below and to the section headed "Risk Factors" in Part II of this Document. The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 17 March 2020. The procedure for application and payment under the Open Offer is set out in paragraph 3 of Part III of this Document, and, where relevant, in the accompanying Application Form to be sent to Qualifying Non-CREST Shareholders.

Notice of a General Meeting of the Company, to be held at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF, at 11.00 a.m. on 18 March 2020, is set out at the end of this Document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Link Asset Services, by not later than 11.00 a.m. on 16 March 2020 (or, in the case of an adjourned meeting, no later than 48 hours before the time of such meeting, excluding any part of a day that is not a Business Day). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on AIM. It is expected, subject to, *inter alia*, the passing of the Resolutions at the General Meeting: (i) conditional on the First Admission occurring, the EIS/VCT Shares are expected to be admitted to trading on AIM and that dealings in the EIS/VCT Placing Shares is expected to commence at 8.00 a.m. on 19 March 2020, and (ii) conditional on Second Admission occurring, the General Placing Shares are expected to be admitted to trading on AIM and that dealings in the General Placing Shares is expected to commence at 8.00 a.m. on 20 March 2020. The New Ordinary Shares will, following each of the First Admission and the Second Admission, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares after the date of their respective issue and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

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 acting as competent authority for the purposes of Part V of FSMA. 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. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this Document. The AIM Rules for Companies are less demanding than those of the Official List of the FCA. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Ordinary Shares to the Official List of the FCA.

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

This Document does not constitute an offer to sell or an invitation to subscribe for, or solicitation of an offer to subscribe for or buy New Ordinary Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation. In particular, this Document must not be taken, transmitted, distributed or sent, directly or indirectly, in, or into, the United States of America, Canada, Australia, the Republic of South Africa or Japan or transmitted, distributed or sent to, or by, any national, resident or citizen of such countries, where to do so would breach any applicable law or regulation. Accordingly, the New Ordinary Shares may not, subject to certain exceptions, be offered or sold, directly or indirectly, in, or into, the United States of America, Canada, Australia, New Zealand, the Republic of South Africa or Japan or in any other country, territory or possession where to do so may contravene local securities laws or regulations. The New Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "Securities Act") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, New Zealand, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, New Zealand, the Republic of South Africa or Japan.

Copies of this Document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Eden Research plc at 6 Priory Court Priory Court Business Park, Poulton, Cirencester, England, GL7 5JB, for a period of one month from the date of this Document.

## IMPORTANT INFORMATION

The New Ordinary Shares have not been and will not be registered under the Securities Act, or under the applicable securities laws of any state or other jurisdiction of the United States or qualified for distribution under any applicable securities laws in any other Restricted Jurisdiction. The New Ordinary Shares may not be offered, sold, taken up, resold, transferred or delivered, directly or indirectly, within, into or in the United States except pursuant to an applicable exemption from, or in a transaction not subject to the registration requirements of the Securities Act and in compliance with the securities laws of any state or other jurisdiction of the United States. Subject to certain exceptions, the New Ordinary Shares are being offered and sold only outside the United States in offshore transactions within the meaning of, and in accordance with, the safe harbour from the registration requirements in Regulation S under the Securities Act. There will be no public offer of the New Ordinary Shares in the United States.

Centos Securities makes no representation or warranty to any offeree or subscriber for the New Ordinary Shares regarding the legality of any investment in the securities by such offeree or purchaser under the laws applicable to such offeree or purchaser. Each investor should consult with his, her or its own advisers as to the legal, tax, business, financial and related aspects of a purchase of the New Ordinary Shares. None of the New Ordinary Shares, the Application Form, this Document, the Form of Proxy, nor any other document connected with the Fundraise have been or will be approved or disapproved by the United States Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities or any securities commission passed upon or endorsed the merits of the offering of the New Ordinary Shares, the Application Form or the accuracy or adequacy of this Document or any other document connected with the Fundraise. Any representation to the contrary is a criminal offence.

Notwithstanding anything to the contrary herein, each prospective investor may disclose to any and all persons, without limitation of any kind, the US federal income tax treatment and tax structure of the Company and of the transactions contemplated by the Company. For this purpose, "tax structure" shall mean any fact that may be relevant to understanding the purported or claimed US federal tax treatment of the transaction; provided that none of the following shall for this purpose constitute tax treatment or tax structure information: the name of or other identifying information relating to the performance of the Company or its operations.

Not all Shareholders will be Qualifying Shareholders. Subject to certain exceptions, Shareholders in the United States or who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, any other Restricted Jurisdiction will not qualify to participate in the Fundraise and will not be sent an Application Form or otherwise be permitted to participate in the Fundraise. The attention of Overseas Shareholders is drawn to paragraph 6 of Part III of this Document.

**The latest time and date for acceptance and payment in full under the Open Offer is 11.00 a.m. on 17 March 2020. The procedure for application and payment for under the Open Offer is set out in Part III of this Document, and, where relevant, in the accompanying Application Form.**

This Document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "forecasts", "plans", "prepares", "anticipates", "projects", "expects", "intends", "may", "will", "seeks", "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Document and include statements regarding the Company's and the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's prospects, growth and strategy. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The Company's actual performance, achievements and financial condition may differ materially from those expressed or implied by the forward-looking statements in this Document. In addition, even if the Company's results of operations, performance, achievements and financial condition are consistent with the forward-looking statements in this Document, those results or development may not be indicative of results or developments in subsequent periods. Any forward-looking statements that the Company makes in this Document speak only as of the date of such statement and (other than in

accordance with their legal or regulatory obligations) neither the Company, nor Cenkos Securities nor any of their respective associates, directors, officers or advisers undertakes any obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

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## DIRECTORS AND ADVISERS

<b>Directors</b>	Lykele van der Broek ( <i>Non-Executive Chairman</i> ) Sean Smith ( <i>Chief Executive Officer</i> ) Alex Abrey ( <i>Chief Finance Officer</i> ) Robin Cridland ( <i>Non-Executive Director</i> )
<b>Registered Office</b>	6 Priory Court Priory Court Business Park Poulton Cirencester GL7 5JB
<b>Company website</b>	<a href="http://www.edenresearch.com/">www.edenresearch.com/</a>
<b>Nominated Adviser and Broker</b>	Cenkos Securities plc 6.7.8 Tokenhouse Yard London EC2R 7AS
<b>Legal advisers to the Company</b>	DAC Beachcroft LLP 25 Wallbrook London EC4N 8AF
<b>Legal advisers to Cenkos</b>	Pinsent Masons LLP 30 Crown Place London EC2A 4ES
<b>Registrars</b>	Link Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
<b>Receiving Agent</b>	Link Asset Services Corporate Actions The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

## PLACING AND SUBSCRIPTION STATISTICS

Issue Price (per share)	6 pence
Number of Existing Ordinary Shares	207,189,337
Number of General Placing Shares	65,484,334
Number of EIS/VCT Placing Shares	86,182,500
Total number of Placing Shares	151,666,834
Number of Subscription Shares	16,666,500
Placing Shares and Subscription Shares as a percentage of the Enlarged Share Capital*	44 per cent.
Gross proceeds of the Placing and Subscription	£10.1 million

## OPEN OFFER STATISTICS

Issue Price (per share)	6 pence
Number of Open Offer Shares	up to 8,287,573
Basis of the Open Offer	1 Open Offer Shares for every 25 Existing Ordinary Shares
Gross proceeds of the Open Offer*	up to approximately £0.5 million
Enlarged Share Capital following the Placing, Subscription and the Open Offer*	383,810,244
Open Offer Shares as a percentage of the Enlarged Share Capital*	2.16 per cent.
ISIN of the Open Offer Entitlements	GB00BL2HXG24
ISIN of the Excess CREST Open Offer Entitlements	GB00BL2HXF17

\* on the assumption that the maximum number of Placing Shares and Subscription Shares are issued pursuant to the Placing and the Subscription and that the Open Offer is fully subscribed

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record Date for the Open Offer	6.00 p.m. on 27 February 2020
Announcement of the Placing, Subscription and the Open Offer	28 February 2020
Publication and posting of this Document, Form of Proxy and to Qualifying Non-CREST shareholders only, the Application Form	2 March 2020
Existing Ordinary Shares marked “ex” by the London Stock Exchange	8.00 a.m. on 2 March 2020
Open Offer Entitlements and Excess Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	3 March 2020
Recommended latest time and date for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. on 11 March 2020
Latest time for depositing Open Offer Entitlements and Excess CREST Open Offer Entitlements into CREST	3.00 p.m. on 12 March 2020
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m. on 13 March 2020
Latest time and date for receipt of completed Forms of Proxy	11.00 a.m. on 16 March 2020
Record time and date for entitlement to vote at the General Meeting	Close of business on 16 March 2020
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 17 March 2020
General Meeting	11.00 a.m. on 18 March 2020
Announcement of result of General Meeting and the Open Offer	18 March 2020
First Admission and commencement of dealings in the EIS/VCT Shares on AIM	8.00 a.m. on 19 March 2020
Second Admission and commencement of dealings in the General Placing Shares, the Subscription Shares and the Open Offer Shares on AIM	8.00 a.m. on 20 March 2020
New Ordinary Shares credited to CREST members’ accounts in respect of the EIS/VCT Shares	19 March 2020
New Ordinary Shares credited to CREST members’ accounts in respect of General Placing Shares, the Subscription Shares and the Open Offer Shares	20 March 2020
Despatch of definitive share certificates in certificated form	by 26 March 2020

Notes:

- (i) References to times in this Document are to London time (unless otherwise stated).
- (ii) If any of the details contained in the timetable above should change, the revised times and dates will be notified by means of an announcement through a Regulatory Information Service.



## DEFINITIONS

The following definitions apply throughout this Document unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006 (as amended)
<b>AIM</b>	the market of that name operated by the London Stock Exchange
<b>AIM Rules</b>	the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>Application Form</b>	the application form relating to the Open Offer which accompanies this Document (in the case of Qualifying Non-CREST Shareholders only)
<b>Basic Entitlement</b>	the number of Open Offer Shares which Qualifying Shareholders are entitled to subscribe for at the Issue Price <i>pro rata</i> to their holding of Existing Ordinary Shares pursuant to the Open Offer as described in Part III of this Document
<b>Business Day</b>	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
<b>Cenkos or Cenkos Securities</b>	Cenkos Securities plc
<b>certificated form or in certificated form</b>	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
<b>Company or Eden</b>	Eden Research plc, a company incorporated and registered in England and Wales under the Companies Act 2006 with registered number 03071324
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
<b>CREST Manual</b>	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) as published by Euroclear
<b>CREST member</b>	a person who has been admitted to CREST as a system-member (as defined in the CREST Manual)
<b>CREST member account ID</b>	the identification code or number attached to a member account in CREST
<b>CREST participant</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations)
<b>CREST participant ID</b>	shall have the meaning given in the CREST Manual issued by Euroclear
<b>CREST payment</b>	shall have the meaning given in the CREST Manual issued by Euroclear

<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
<b>CREST sponsor</b>	a CREST participant admitted to CREST as a CREST sponsor
<b>CREST sponsored member</b>	a CREST member admitted to CREST as a sponsored member
<b>Dealing Day</b>	a day on which the London Stock Exchange is open for business in London
<b>Directors or Board</b>	the directors of the Company whose names are set out on page 6 of this Document, or any duly authorised committee thereof
<b>Document</b>	this Document which, for the avoidance of doubt, does not comprise a prospectus (under the Prospectus Regulation) or an admission document (under the AIM Rules)
<b>EIS</b>	enterprise investment scheme
<b>EIS/VCT Placing</b>	the Placing Shares to be issued under the Placing and either (i) in respect of which EIS relief is to be claimed; or (ii) constituting a qualifying holding for VCT purposes
<b>EIS/VCT Placing Shares</b>	the 86,182,500 new Ordinary Shares to be issued and allotted to the Placees pursuant to the EIS/VCT Placing
<b>Enlarged Share Capital</b>	the entire issued share capital of the Company following completion of the Placing, Subscription and Open Offer following First Admission and Second Admission
<b>EU</b>	the European Union
<b>Euroclear</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>Excess Application Facility</b>	to the extent that Basic Entitlements to Open Offer Shares are not subscribed for by Qualifying Shareholders in full, such Open Offer Shares will be available to satisfy excess applications, subject to a maximum of 8,287,573 Open Offer Shares in aggregate, as described in Part III of this Document
<b>Excess CREST Open Offer Entitlement</b>	in respect of each Qualifying CREST Shareholder who has taken up his Basic Entitlement in full, the entitlement to apply for Open Offer Shares in addition to his Basic Entitlement credited to his stock account in CREST, pursuant to the Excess Application Facility, which may be subject to scaling back in accordance with the provisions of this Document
<b>Excess Entitlements</b>	the entitlement for Qualifying Shareholders to apply to acquire any number of Open Offer Shares subject to the limit on applications under the Excess Application Facility, as described in Part III of this Document
<b>Excess Shares</b>	Open Offer Shares applied for by Qualifying Shareholders in accordance with the Excess Application Facility
<b>Ex-entitlement Date</b>	the date on which the Existing Ordinary Shares are marked “ex” for entitlement under the Open Offer, being 2 March 2020
<b>Existing Ordinary Shares</b>	the 207,189,337 Ordinary Shares in issue at the date of this Document, all of which are admitted to trading on AIM

<b>FCA</b>	the UK Financial Conduct Authority
<b>FDA</b>	the US Food and Drug Administration
<b>First Admission</b>	the admission to trading on AIM of the EIS/VCT Placing Shares
<b>Form of Proxy</b>	the form of proxy for use in connection with the General Meeting which accompanies this Document
<b>FSMA</b>	the Financial Services and Markets Act 2000 (as amended)
<b>Fundraise</b>	the Placing, Subscription and the Open Offer
<b>General Meeting</b>	the general meeting of the Company to be held at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF at 11.00 a.m. on 18 March 2020 (or any adjournment of that general meeting), notice of which is set out at the end of this Document
<b>General Placing</b>	the Placing Shares to be issued which do not constitute EIS/VCT Shares
<b>Group</b>	the Company and its subsidiaries
<b>HMRC</b>	Her Majesty's Revenue and Customs (which shall include its predecessors, the Inland Revenue and HM Customs and Excise)
<b>ISIN</b>	International Securities Identification Number
<b>Issue Price</b>	6 pence per Placing Share, Subscription Share and per Open Offer Share
<b>Link Asset Services</b> or <b>Link</b>	a trading name of Link Market Services Limited
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Long Stop Date</b>	2 April 2020
<b>Money Laundering Regulations</b>	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017, the Criminal Justice Act 1993 and the Proceeds of Crime Act 2002
<b>New Ordinary Shares</b>	together, the Placing Shares, the Subscription Shares and the Open Offer Shares
<b>Notice of General Meeting</b>	the notice convening the General Meeting which is set out at the end of this Document
<b>Open Offer</b>	the conditional invitation made to Qualifying Shareholders to apply to subscribe for the Open Offer Shares at the Issue Price on the terms and subject to the conditions set out in Part III of this Document and, where relevant, in the Application Form
<b>Open Offer Shares</b>	up to 8,287,573 new Ordinary Shares being made available to Qualifying Shareholders pursuant to the Open Offer
<b>Open Offer Entitlement</b>	the entitlement of Qualifying Shareholders to subscribe for Open Offer Shares allocated to Qualifying Shareholders on the Record Date pursuant to the Open Offer
<b>Ordinary Shares</b>	ordinary shares of £0.01 each in the capital of the Company

<b>Overseas Shareholders</b>	a Shareholder with a registered address outside the United Kingdom
<b>Placee</b>	the subscribers for the Placing Shares pursuant to the Placing
<b>Placing</b>	the EIS/VCT Placing and General Placing
<b>Placing and Open Offer Agreement</b>	the agreement entered into between the Company and Cenkos Securities in respect of the Placing and Open Offer dated 28 February 2020, as described in this Document
<b>Placing Shares</b>	the EIS/VCT Placing Shares and the General Placing Shares
<b>Prospectus Regulation</b>	the EU Prospectus Regulation (Regulation (EU) 2017/1129) in relation to offers of securities to the public and the admission of securities to trading on a regulated market
<b>Qualifying CREST Shareholders</b>	Qualifying Shareholders holding Existing Ordinary Shares in a CREST account
<b>Qualifying Non-CREST Shareholders</b>	Qualifying Shareholders holding Existing Ordinary Shares in certificated form
<b>Qualifying Shareholders</b>	holders of Existing Ordinary Shares on the register of members of the Company at the Record Date (but excluding any Overseas Shareholder who has a registered address in the United States or any other Restricted Jurisdiction)
<b>Receiving Agents</b>	Link Asset Services
<b>Record Date</b>	6.00 p.m. on 27 February 2020 in respect of the entitlements of Qualifying Shareholders under the Open Offer
<b>Regulatory Information Service</b>	has the meaning given in the AIM Rules for Companies
<b>Resolutions</b>	the resolutions set out in the Notice of General Meeting
<b>Restricted Jurisdiction</b>	each and any of Australia, Canada, Japan, New Zealand, the Republic of South Africa or the United States and any other jurisdiction where the Offer would breach any applicable law or regulations
<b>Second Admission</b>	the admission to trading on AIM of the General Placing Shares
<b>Shareholders</b>	holders of Ordinary Shares
<b>Sipcam</b>	S.I.P.C.A.M. Societa Italiana Prodotti Chimici per l'Agricoltura Milano S.P.A.
<b>Subscription</b>	the Subscription by Sipcam for the Subscription Shares
<b>Subscription Shares</b>	the 16,666,500 new Ordinary Shares to be subscribed pursuant to the Subscription
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>Uncertificated or Uncertificated form</b>	recorded on the relevant register or other record of the shares or other security concerned as being held in uncertificated form in CREST, and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

<b>US Person</b>	has the meaning given in the United States Securities Act 1933 (as amended)
<b>VCT</b>	Venture Capital Trust
<b>voting rights</b>	means all voting rights attributable to the share capital of the Company which are currently exercisable at a general meeting
<b>£ and p</b>	United Kingdom pounds sterling and pence respectively, the lawful currency of the United Kingdom

## PART I

### LETTER FROM THE CHAIRMAN OF EDEN RESEARCH PLC

# Eden Research plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered no. 03071324)*

*Directors:*

Lykele van der Broek (*Non-Executive Chairman*)  
Sean Smith (*Chief Executive Officer*)  
Alex Abrey (*Chief Finance Officer*)  
Robin Cridland (*Non-Executive Director*)

*Registered office:*

6 Priory Court  
Priory Court Business Park  
Poulton  
Cirencester  
GL7 5JB

2 March 2020

Dear Shareholder

**PROPOSED PLACING OF 151,666,834 PLACING SHARES AND SUBSCRIPTION FOR 16,666,500 SUBSCRIPTION SHARES AT 6 PENCE PER SHARE AND OPEN OFFER OF UP TO 8,287,573 OPEN OFFER SHARES AT 6 PENCE PER SHARE AND NOTICE OF GENERAL MEETING.**

#### **1. Introduction**

On 28 February 2020, the Company announced a proposed Placing, Subscription and Open Offer, pursuant to which it proposes to raise, subject to certain conditions (i) £10.1 million (before expenses) by the conditional Placing and Subscription of 168,333,334 new Ordinary Shares at the Issue Price to certain institutional and other investors including Sipcam; and (ii) up to approximately £0.5 million (before expenses) by way of an Open Offer made to Qualifying Shareholders of up to 8,287,573 new Ordinary Shares at the Issue Price.

The net proceeds of the Placing, Subscription and Open Offer will be used to advance the development, registration and commercialisation of new product categories, including new insecticide formulations and seed treatments, as well as to provide additional working capital for the Group associated with the new development areas, as described in more detail in paragraph 3 of this Part I. The Placing, Subscription and Open Offer are conditional (amongst other things) upon the Company obtaining approval from its Shareholders to disapply statutory pre-emption rights and to grant the Board authority to allot the New Ordinary Shares following the First Admission and the Second Admission respectively. The Issue Price equates to a discount of 23.9 per cent. to the closing middle market price of 7.88 pence per Ordinary Share on 27 February 2020 (being the last Business Day before the announcement of the Fundraise).

The purpose of this Document is to provide you with background information and the rationale for the Placing, Subscription and Open Offer. It will explain why the Board considers the Placing, Subscription and Open Offer to be in the best interests of the Company and its Shareholders, as a whole, and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this Document.

#### **2. Background to and rationale for the Fundraise**

The Company's vision is to become the leader in sustainable bioactive products and the Board believes Eden is well positioned to capitalise on the global shift towards more environmentally friendly methods of crop protection, as demonstrated by the European Chemicals Agency's proposed EU-wide restriction on the use of intentionally added microplastic particles. Eden is currently the only UK-quoted company focused on biopesticides for sustainable agriculture. Eden develops and supplies innovative biopesticide products to the global crop protection market, using the Company's patented microencapsulation technology, Sustaine™. Sustaine™ microcapsules are naturally sourced, plastic-free, biodegradable micro-spheres derived from yeast extract. Importantly, the Sustaine™ microencapsulation technology enables the technical viability of naturally occurring terpenes for use in commercial crop protection.

The Company is pursuing the Fundraise to continue to drive commercial progress and to build the foundations for the next stage of its development in significant markets. The Company intends to use the net proceeds from the Fundraise to (i) register and commercialise the Company's first insecticide product, (ii) develop the use of Sustaine™ with conventional agrochemicals, (iii) expand the Company's product portfolio and (iv) to capitalise on opportunities arising from its relationship with Corteva Agriscience.

### **Market Opportunity for Biopesticides**

While the use of effective pesticides has been fundamental to the farming revolution over the last 100 years, governments and consumers have increasingly begun to acknowledge the risk to the environment and human health posed by conventional pesticides. This has led to the banning or restriction (especially in Europe) of some common pesticides such as Neonicotinoids and Chlorothalonil.

This has subsequently increased the use of biopesticides and, as a result, the biopesticides market is growing at a CAGR of approximately 15 per cent. per annum and is projected to be worth more than \$10 billion by 2025.

Eden's biopesticide solutions solve a number of the issues of conventional pesticides. Using plant derived active ingredients that are generally accepted as safe by regulators around the world means that the products are not subject to residue limits, long per-harvest intervals and can be used as a post-harvest treatments, subject to regulatory approval.

In addition, the Company's yeast based Sustaine™ encapsulation technology allows Eden's products and conventional pesticides to be used without the presence of plastics. There are currently global concerns regarding the volume of micro-plastics in the environment and the impact their presence has on human health and wildlife. In response, there have been new regulations proposed which could restrict the intentional addition of plastic to pesticides, which has created a need for the major pesticide producers to actively look for alternate approaches to encapsulation of existing chemical treatments.

From a broader perspective, concerns regarding the impact on human health of pesticides has increased the consumer appetite for organic products and encouraged regulators to put stricter controls around spraying of crops and residue limits. These restrictions mean that the time and cost of bringing new agrochemical products to market has increased to around 10 to 12 years and approximately \$300 million.

Another advantage of Eden's proposition is that its three EU-registered active ingredients, geraniol, eugenol and thymol, were all approved for use in organic farming in January 2020, following inclusion in the EU's Organic Production Regulation. Entry into the organic farming arena opens up new commercial opportunities for the Company and is relevant to all products that utilise the Company's three EU-registered active ingredients. In 2017, Organic farming covered 12.6 million hectares of agricultural land in the EU Member States, equivalent to 7 per cent. of the total utilised agricultural area. Between 2012-2017, land assigned for organic growing within these Member States increased by 25 per cent. In two of the Company's key territories, Italy and Spain, the share of organic production totals 15.2 per cent. and 9.3 per cent. respectively.

### **Eden's Current Products and Technology**

#### **Sustaine™ – Microencapsulation Technology**

Eden proposes to use part of the proceeds to actively develop formulations with traditional chemical products using its Sustaine™ microencapsulation technology. Following the Fundraise, it plans to undertake trials to demonstrate the range of benefits that Sustaine™ offers to potential partners.

By 2025 in the EU, pesticides containing synthetic polymer microplastics are likely to be severely restricted or banned entirely and removed from the market. The Directors believe that only acceptable alternative is the substitution with biodegradable formulations. Reformulated products will likely need to be evaluated and registered within the five-year transition period.

Eden has developed a natural formulation technology, Sustaine™ using particles derived from natural yeast cells. The technology was originally developed as a drug delivery method for human health applications before Eden adapted it for use in the encapsulation of pesticides. By creating a stabilised aqueous emulsion, Sustaine™ enables the formulation of pesticides using a number of terpene based active ingredients which would not be functional without being encapsulated. The encapsulation provides for the sustained release



of these ingredients when in contact with water and closing once dry, enabling their safe, more efficient use. The benefit of Sustaine™ is that it is cost effective, useful for a wide range of active ingredients, plastic-free, high capacity, robust, sustainable and facilitates reduced phytotoxicity.

Sustaine™ is a proven and viable solution to the microplastics problem in formulations requiring encapsulation. Even before the EU regulation of microplastics, the Company has a small number of projects underway where it is testing the compatibility of Sustaine™ with third-party active ingredients to determine whether benefits such as formulation stability, dose reduction or resistance management could be achieved. However, the new, proposed restriction of microplastic particles may open up a further, significant opportunity for Eden to deploy its Sustaine™ technology on a very large scale.

### **Mevalone™ – Fungicide Product**

Eden's first biopesticide, Mevalone™, is a fungicide used in the prevention and treatment of botrytis in table and wine grapes, as well as the control of powdery mildew on grapevines and, in certain territories, the treatment of botrytis on a range of crops ranging from kiwis to onions.

During 2016, Mevalone™ was approved and distribution was in place to cover four southern European countries and Kenya. The first commercial sales of Mevalone™ were made in the same year in Kenya, Greece, Italy and Spain. Approval in France for table and wine grapes followed in 2017. During 2018, the Company initiated the approval process for Mevalone™ and the three associated active substances (terpenes) with the US Environmental Protection Agency (EPA) and currently expects to receive approval during 2020. It is also currently undergoing the regulatory approval process in a number of additional countries, including key wine growing regions Australia and New Zealand.

In 2019, Mevalone™ received an emergency use authorisation in France for the treatment of postharvest storage diseases on apples. Over one third of apples produced in France go into storage, and it is under storage conditions that a number of diseases can develop. It has been demonstrated that Mevalone™, when applied shortly before harvest, is effective at combating storage diseases and that the product provided a solution that met the requirements of growers where there is a lack of suitable commercially available alternatives.

The Company currently has distribution agreements for Mevalone™ with Sipcam and Sumi Agro for the major territories. A full list of the regulatory approvals for Mevalone™ can be found in the Appendix to the Chairman's letter.

### **Cedroz™ – Nematicide Product**

In addition to Mevalone™, Eden has developed a nematicide product which is used to tackle nematode infestations which can damage crops and affect yield. Nematodes are parasites that affect a wide range of crops grown in open fields and in greenhouses.

In 2016, Eden signed an exclusive distribution agreement with Eastman Chemical for the nematicide product which has since been branded Cedroz™. Eastman acquired the rights to register and sell Cedroz™ in 29 countries. Cedroz™ recently received its first zonal approval from Malta in February 2019 and was granted approval for emergency use in Italy in April 2019. It has since been approved in Belgium and Mexico. Additional applications for Cedroz™ have been made for certain larger markets such as Italy, Spain and France. The Company also submitted an application for registration to the EPA in the US in 2018. A full list of the regulatory approvals for Cedroz™ can be found in the Appendix to the Chairman's letter.

### **The Corteva Agreement**

The Fundraise will allow the Company to capitalise on opportunities arising from its relationship with Corteva Agriscience. Eden signed an exclusive evaluation agreement with Corteva Agriscience, the world's fourth largest agriculture input company, in January 2020. Significantly for Eden, regulatory change led to the withdrawal of one of Corteva Agriscience's key seed treatment product lines in the EU. Initial trials by Corteva Agriscience have shown strong results using Eden's products and formulation technology. Eden's formulation technology has been shown to be stable, environmentally friendly and complies with emerging EU regulations concerning polymers.



Further trials will be undertaken under a one-year evaluation agreement and, subject to the results, Corteva Agriscience and Eden will look to sign a distribution agreement for the EU, Russia, Ukraine and Turkey giving Eden the opportunity to capture a significant share of this market. The Directors estimate that, if successful, there is the opportunity to generate up to c. €40 million of revenue for Eden from European geographies alone (current market) from this product.

### **Insecticide Opportunity**

The Company intends to use a proportion of the proceeds to pursue the registration and commercialisation of its first insecticide product. The funding will enable a more efficient and concurrent approach to registration as the Company will be able to run efficacy trials in parallel, rather than in sequence, which are necessary for regulatory product authorisations around the world. By funding these trials directly, it is expected that Eden will be able to fully control and ultimately commercially leverage its intellectual property and product authorisations. The Company may seek to appoint local distributors where appropriate, thereby optimising and significantly simplifying the value chain resulting in margin expansion.

The insecticide product will be an addition to the Company's current suite of products, and follows an assessment of various new product development opportunities, one of which addresses significant unmet needs in the agrochemical insecticide market. Using a combination of Eden's active ingredients, which are registered in the EU already, and various co-formulants, Eden has developed an effective insecticide product with good activity against multiple key insect pests including whitefly, aphids, thrips and mites, as proven in a number of Good Experimental Practice standard field trials undertaken by well-known Contract Research Organisations.

The Company has identified this market as having a strong need for an effective alternative to conventional insecticides due to strong consumer and regulatory pressure driven by persistence, bio-accumulation, toxicity and susceptibility to resistance. To open this significant market opportunity for Eden, the Company will need to complete a number of further efficacy and safety trials in target markets. The initial investment will target the highest value markets such as mites in the highest value crops (citrus, tree fruit and grapes).

#### *Estimated Market Sizes*

<i>(€m)</i>	<i>Mites</i>	<i>Whitefly</i>	<i>Thrips</i>	<i>Aphids</i>	<i>Total</i>
US	€159m	€5m	€59m	€107m	€330m
Europe (incl. Turkey)	€147m	€97m	€85m	€192m	€521m

Company estimates

### **Product Portfolio Expansion**

For some time, the Company has been aware of potential commercial opportunities in seed treatments and broad-acre crops. To date, investment in developing products for these areas of application has been limited due to general resource constraints. However, given the success that the Company has seen with the commercialisation of its existing products, it now wishes to expedite development of these additional product areas.

The funds will be used to undertake laboratory screening, formulation work and pot/field trials. This should, where successful, allow Eden to bring these products to a stage where they can be registered and commercialised through the Company's distribution channels.

### **Company Strategy**

The Company's near-term focus is to maximize the opportunity for sales of its two approved products, Mevalone™ and Cedroz™, the use of Sustaine™ with third party active ingredients, the exploitation of seed treatment opportunities with Corteva Agriscience and the development of its insecticide product. The Company continues to explore additional business line diversification including ongoing work with Bayer Animal Health, as well as potential for consumer product launches. In addition, the Company will seek to expand the crops and diseases treated by its products and will look to undertake further geographic diversification (seasonal and climatic variation).

### 3. Use of proceeds

The Directors intend to use the net proceeds from the Fundraising for the following purposes:

- £6.0 million to develop and commercialise the Company's first insecticide product and seed treatments;
- £2.0 million to develop use of Sustaine™ with traditional agrochemicals; and
- £2.0 million to expand the Company's product portfolio in seed treatments, broad-acre crops and the home and garden.

### 4. Current Trading and Prospects

On 14 January 2020, the Company provided a year end trading update for the year ended 31 December 2019. The Company reported that revenue for the year is expected to be approximately £2.0 million (2018: £2.8 million) and operating loss for the year will be approximately £1.4 million (2018: loss of £0.5 million), in line with market expectations. The Company confirmed that £1.7 million of the £2.0 million of revenue was derived from product sales (2018: £1.6 million), achieved despite unfavourable growing conditions in the Southern EU, with milestone and upfront payments making up the balance.

The well-publicised hot and dry growing conditions across southern Europe during the peak 2019 growing season negatively impacted the development of Botrytis and this resulted in botryticide usage generally being impacted. Despite the resulting overall contraction of the botryticide market, product sales revenue increased as a whole compared to the previous year.

During 2020, the Company expects to build on the sales achieved in the territories where it had approvals during 2019 as well as seeing further sales from the territories where it announced new approvals at the end of last year (Belgium and Mexico). In addition, the Company expects to see sales arising from new approvals for Cedroz™ in Spain, Italy, France, Belgium, the Netherlands and the United Kingdom where the applications for registrations have now been outstanding from the early part of 2019 and the constituent active ingredients are already approved.

The Company also currently expects approval during 2020 of Mevalone™ and Cedroz™ from the EPA so that the products can be sold into the United States. However, these will constitute entirely new approvals and timing is harder to predict. Although the Company might expect to see some level of channel stocking, the overall levels of sales will depend in part on the timing during the year when the approvals come through in relation to the growing season.

### 5. Directors' participation, appointment rights and LTIP

#### **Directors' participation in the Placing**

As part of the Fundraise, certain Directors and their connected persons intend to subscribe (either personally or through a nominee) for an aggregate of 416,500 Placing Shares at the Issue Price. Details of the Placing Shares for which the Directors intend to subscribe (either personally or through a nominee) are displayed below:

<i>Name</i>	<i>Title</i>	<i>Number of existing Ordinary Shares<sup>#</sup></i>	<i>Number of Placing Shares intended to be subscribed for<sup>#</sup></i>	<i>Value of Placing Shares intended to be subscribed for<sup>#</sup></i>
Sean Smith	Chief Executive Officer	433,393	183,333	£11,000
Alex Abrey	Chief Financial Officer	1,152,824	150,000	£9,000
Robin Cridland	Non-Executive Director	47,000	83,167	£4,990

<sup>#</sup> The number of Ordinary Shares presented in this table as being held or subscribed for by Directors refers to the number of Ordinary Shares held or subscribed for by them either personally or through a nominee.

## **LTIP**

It is proposed that, following First Admission and Second Admission, the Company will implement a new long term incentive plan (LTIP) to award the performance of the executive management team. The new LTIP would replace the Company's existing LTIP, and is deemed a more appropriate scheme to incentivise management given the Company's stage of development. Pursuant to the new LTIP, the Company will grant options over 10.5 million new Ordinary Shares in Eden, at a strike price of 6p each, in the amounts of 6 million awarded to Sean Smith and 4.5 million awarded to Alex Abrey. The options will vest immediately and will lapse in three equal tranches in June 2022, June 2023 and June 2024. For the first five years following the grant of options, no shares arising from the exercise of these options may be sold unless the Company's prevailing share price is equal to or in excess of 10p. The LTIP will include a net cashless mechanism whereby a number of shares may be deducted from the participant's option pool upon exercise, equivalent to half the exercise cost based on the prevailing market price of Eden's Ordinary Shares, and provided the remaining exercise cost is paid in cash. The shares arising from exercise of options shall be subject to a one-year lock-in restriction, followed by a one-year orderly market restriction. Further details of the LTIP will be announced following First Admission and Second Admission once formally implemented.

## **Director appointment right**

As part of their placing participation of 58,333,000 Placing Shares (amounting to approximately £3.5 million), BGF has been granted the right to appoint a director to the board of the Company for as long as it retains a minimum interest of five per cent. of the issued share capital of the Company.

## **6. Details of the Placing and the Subscription**

Eden is proposing to raise £9.1 million (before expenses) pursuant to the Placing. The Placing has conditionally raised a total of approximately £5.2 million through the placing of the EIS/VCT Placing Shares and a total of approximately £3.9 million through the placing of the General Placing Shares. Admission of the Ordinary Shares to trading on AIM will occur over two Business Days to assist investors in the EIS/VCT Placing Shares to claim certain tax reliefs available to EIS and VCT investors.

Subject to, *inter alia*, the passing of the Resolutions at the General Meeting, the EIS/VCT Placing Shares are expected to be admitted to trading on AIM on or around 8.00 a.m. on 19 March 2020, being one Business Day prior to admission to trading on AIM of the General Placing Shares and Subscription Shares, which are expected to be admitted to trading on AIM on or around 8.00 a.m. on 20 March 2020. The allotment of the EIS/VCT Placing Shares will be conditional on First Admission occurring. The allotment of the General Placing Shares will be conditional on Second Admission occurring. Shareholders and potential investors should be aware of the possibility that the First Admission and Second Admission may not occur.

Although the Company currently expects to satisfy the relevant conditions for EIS/VCT Placing Shares, and the Directors are not aware of any subsequent change in the qualifying conditions or the Company's circumstances that would prevent the EIS/VCT Placing Shares from being eligible for EIS and VCT investments on this occasion, neither the Directors nor the Company, nor Cenkos, nor any of their respective directors, officers, employees, affiliates or advisers give any warranty or undertaking or other assurance that relief will be available in respect of any investment in the EIS/VCT Placing Shares, nor do they warrant or undertake or otherwise give any assurance that the Company will conduct its activities in a way that qualifies for or preserves its status.

As the rules governing EIS and VCT reliefs are complex and interrelated with other legislation, if Shareholders, or other potential investors, are in any doubt as to their tax position, require more detailed information, or are subject to tax in a jurisdiction other than the United Kingdom, they should consult their professional adviser.

In addition, Eden has entered into a conditional Subscription Agreement with Sipcam, one of its commercial partners, pursuant to which Sipcam will subscribe for 16,666,500 new Ordinary Shares at the Issue Price conditional on passing the resolutions at the General Meeting and Second Admission. The Issue Price of 6 pence per share equates to a discount of 23.9 per cent. to the closing price of 7.88 pence on 27 February 2020, the latest Business Day prior to the announcement of the Fundraise.

The Placing Shares and Subscription Shares will represent approximately 44 per cent. of the Enlarged Share Capital (on the assumption that the maximum number of Placing Shares and Subscription Shares are issued

pursuant to the Placing and Subscription and that the Open Offer is fully subscribed). The New Ordinary Shares will, following each of the First Admission and Second Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued Ordinary Share capital of the Company after the date of their respective issue and will otherwise rank equally in all other respects with the Existing Ordinary Shares.

## 7. The Placing and Open Offer Agreement

Pursuant to the terms of the Placing and Open Offer Agreement, Cenkos Securities has conditionally agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares with certain institutional and other investors. The Placing, the Subscription and the Open Offer have not been underwritten.

The Placing and Open Offer Agreement is conditional upon, *inter alia*:

- Resolutions 1 and 2 being passed without amendment at the General Meeting;
- compliance by the Company in all material respects with its obligations under the Placing Agreement; and
- with respect to the issue of the General Placing Shares only, Second Admission becoming effective by not later than 8.00 a.m. on 20 March 2020 (or such later date as is agreed between the Company and Cenkos, being not later than 8.00 a.m. on the Long Stop Date).

The Placing and Open Offer Agreement contains warranties from the Company in favour of Cenkos Securities in relation to, *inter alia*, the accuracy of the information in this Document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify Cenkos Securities in relation to certain liabilities it may incur in respect of the Placing. Cenkos has the right to terminate the Placing and Open Offer Agreement in certain circumstances prior to the First Admission and/or Second Admission, in particular, in the event of a breach of the warranties given to Cenkos in the Placing and Open Offer Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing and Open Offer Agreement, the occurrence of a *force majeure* event or a material adverse change affecting the condition, or the earnings, management business, affairs, solvency or prospects of the Group as a whole.

## 8. Details of the Open Offer

Eden is proposing to raise up to approximately £0.5 million (before expenses) pursuant to the Open Offer. The Issue Price per Open Offer Share equates to a discount of 23.9 per cent. to the closing price of 7.88 pence on 27 February 2020, the latest Business Day prior to the announcement of the Fundraise. All Qualifying Shareholders are being given the opportunity to participate in the Open Offer.

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

### 1 Open Offer Share for every 25 Existing Ordinary Shares

Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Basic Entitlement. Qualifying Shareholders who do not take up their Basic Entitlements in full will experience a dilution to their interests of approximately 43.86 per cent. following Second Admission (assuming full subscription under the Placing, Subscription and the Open Offer).

**Qualifying Shareholders should note that the Open Offer Shares have neither been placed under the Placing subject to clawback under the Open Offer nor have they been underwritten, and that neither the Placing nor the Subscription is conditional upon the number of applications received under the Open Offer.**

The Open Offer is subject to, amongst other matters, the satisfaction of the conditions set out in paragraph 7 of Part I of this Document and the passing of the Resolutions, as set out in the Notice of General Meeting. The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Second Admission.

It is not anticipated that EIS/VCT relief will be available in respect of the Open Offer Shares.

### **Excess applications**

The Open Offer is structured to allow Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price *pro rata* to their existing holdings of Ordinary Shares on the Record Date.

Qualifying Shareholders may also make applications in excess of their Basic Entitlements. To the extent that Basic Entitlements are not subscribed by Qualifying Shareholders, such Open Offer Shares will be available to satisfy such excess applications, subject to a maximum of 8,287,573 Open Offer Shares in aggregate.

To the extent that applications are received in respect of an aggregate of more than 8,287,573 Open Offer Shares, excess applications will be scaled back accordingly.

However, excess applications will be rejected if and to the extent that acceptance would result in the Qualifying Shareholder, together with those acting in concert with him/her/it for the purposes of the City Code on Takeovers and Mergers, holding 30 per cent. or more of the Enlarged Share Capital immediately following Second Admission. Those Placees who are Qualifying Shareholders will also be entitled to participate in the Open Offer.

### **Qualifying Shareholders should note that the Open Offer is not a rights issue**

Qualifying Non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that, in the Open Offer, unlike in a rights issue, any entitlements to Open Offer Shares not applied for or not taken up will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

### **Overseas Shareholders**

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

In particular, Qualifying Shareholders who have registered addresses in or who are resident in, or who are citizens of, countries other than the UK, should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to take up their entitlements under the Open Offer.

### **CREST Instructions**

Application has been made for the Basic Entitlements for Qualifying CREST Shareholders to be admitted to CREST. It is expected that the Basic Entitlements will be admitted to CREST on 3 March 2020.

The Excess CREST Open Offer Entitlements will also be admitted to CREST on 3 March 2020. Applications through the CREST system may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying Non-CREST Shareholders will receive an Application Form which gives details of their Basic Entitlement under the Open Offer (as shown by the number of the Open Offer Shares allocated to them) with this Document. If they wish to apply for Open Offer Shares under the Open Offer, they should complete the accompanying Application Form in accordance with the procedure for application set out in this Document and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post or by hand (during normal business hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to arrive as soon as possible and in any event no later than 11.00 a.m. on 17 March 2020.

Qualifying CREST Shareholders will receive no Application Form with this Document but will receive a credit to their appropriate stock account in CREST in respect of their Basic Entitlement and if appropriate their Excess Entitlement. They should refer to the procedure for application set out in Part III of this Document. The relevant CREST instruction must have settled by no later than 11.00 a.m. on 17 March 2020.



The latest time for applications under the Open Offer to be received is 11.00 a.m. on 17 March 2020. The procedure for application and payment depends on whether, at the time at which application and payment is made, a Qualifying Shareholder has an Application Form in respect of their Basic Entitlement or has their Basic Entitlement credited to their stock account in CREST.

**If you are in any doubt as to what action you should take, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.**

## 9. General Meeting

The Directors do not currently have authority to allot all of the New Ordinary Shares and, accordingly, the Board is seeking the approval of Shareholders to allot the New Ordinary Shares at the General Meeting.

A notice convening the General Meeting, which is to be held at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF at 11.00 a.m. on 18 March 2020, is set out at the end of this Document. At the General Meeting, the following Resolutions will be proposed:

- Resolution 1, which is an ordinary resolution, to authorise the Directors to allot relevant securities for cash up to an aggregate nominal amount of £1,766,209.07, being equal to 176,620,907 New Ordinary Shares (i.e. the maximum number of New Ordinary Shares available under the Placing, Subscription and Open Offer); and
- Resolution 2, which is conditional on the passing of Resolution 1 and is a special resolution, to authorise the Directors to allot 176,620,907 New Ordinary Shares for cash pursuant to the Placing, Subscription and Open Offer on a non-pre-emptive basis.

The authorities to be granted pursuant to the Resolutions will expire on whichever is the earlier of (a) the conclusion of the next Annual General Meeting of the Company; and (b) the date falling six months from the date of the passing of the Resolutions (unless renewed, varied or revoked by the Company prior to or on that date) and shall be in addition to the Directors' authorities to allot relevant securities and dis-apply statutory pre-emption rights granted at the Company's Annual General Meeting held on 14 May 2019.

For the purposes of section 571(6)(c) of the Act, the Directors determined the Issue Price after consideration of applicable market and other considerations and having taken appropriate professional advice.

Shareholders will find accompanying this Document a Form of Proxy for use in connection with the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions thereon so as to be received by Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event not later than two Business Days before the time of the General Meeting. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting at the General Meeting.

## 10. Recommendation

The Directors believe the Placing, Subscription and the Open Offer and the passing of the Resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions as they intend so to do in respect of their beneficial shareholdings amounting to 1,991,717 Ordinary Shares, representing approximately 1 per cent. of the existing issued ordinary share capital of the Company.

**As the Placing and Subscription and Open Offer are conditional, *inter alia*, upon the passing by Shareholders of the Resolutions at the General Meeting, Shareholders should be aware that, if the Resolutions are not passed and First Admission and Second Admission does not take place, the proceeds of the Placing and Subscription will not be received by the Company. In addition, the Open Offer will not proceed. Whilst the Company has sufficient working capital on its current business plan to fund its operations for the next 12 months, it is expected to remain loss making in the near term as it funds the development and commercialisation of new products. If the**

**proceeds of the Fundraising are not received, the Company will be forced to curtail its development plans, including the pursuit of new regulatory clearances, in order to preserve capital until suitable alternative means of funding further development works are identified and secured. The timing and certainty of such funding are unclear.**

Yours faithfully

**Lykele van der Broek**  
*Non-Executive Chairman*

## Appendix to Chairman's Letter

### Mevalone™ Regulatory Approval Log

<i>Mevalone™ Territory</i>	<i>Registration Details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
France	Apples, storage diseases	Apples	Emergency use approval	0.5	Sumi Agro
France	Botrytis in field	Table grapes, Wine Grapes	Approved	51.7	Sumi Agro
Malta	Botrytis in field	Table Grape, Wine grape	Approved	<0.5	N/A
Bulgaria	Botrytis in Field	Table Grape, Wine grape	Approved	1.1	KNE Certis
Cyprus	Botrytis in field	Table Grape, Wine grape	Approved	<0.5	KNE/Coststas Christodoulou
Cyprus	Minor Use – Botrytis in field and glasshouse	Aubergine, Kiwi, Pomegranate, Spring onion	Approved	<0.5	KNE/Coststas Christodoulou
Portugal	Botrytis in field	Table Grape, Wine grape	Approved	1.2	Sipcam
Italy	Botrytis in open field	Table grape and Wine grape	Approved	30.5	Sipcam
Italy	Emergency Use Authorisations – botrytis in field	Kiwi	Emergency authorization period from 18 June 2019 to 15 October 2019	<0.5	Sipcam
Italy	Emergency Use Authorisations – botrytis in field and glasshouse	STRAWBERRY AND SMALL FRUITS (blackberries, wild blackberries, raspberries, blueberries, American giant blueberries, currants, gooseberries, rose hips, mulberries, blueberries, elderberries, other berries)	Emergency authorization period from 8 April 2019 to 5 August 2019 (2)	19.5	Sipcam



<i>Mevalone™ Territory</i>	<i>Registration Details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
Italy	Emergency Use Authorisations – botrytis in field	Pomegranate	Emergency authorization period from 8 April 2019 to 5 August 2019 (2)	<0.5	Sipcam
Kenya	Botrytis in field and glasshouse	Squash, French Beans	Approved	<0.5	Lachlan
Kenya	Powdery mildew and botrytis in field and glasshouse	Roses, Snow Peas	Approved	2.8	Lachlan
Spain	Botrytis and control of powdery mildew	Table grape and wine grapes	Approved	14.0	Sipcam
Greece, Balkans	Botrytis in field and glasshouse	Table grapes, wine grapes	Approved	3.7	Efthymiadis
Greece, Balkans	Minor Use – Botrytis in field and glasshouse	Aubergines, kiwis, pomegranates and spring onions.	Approved	5.4	Efthymiadis
FYROM	Botrytis in field	Table grapes, wine grapes	Approved	<0.5	Efthymiadis
FYROM	Minor Use – Botrytis in field and glasshouse	Aubergines, kiwis, pomegranates and spring onions.	Approved	<0.5	Efthymiadis
Albania	Botrytis in field	Table grapes, wine grapes	Approved	<0.5	Efthymiadis
Albania	Minor Use – Botrytis in field and glasshouse	Aubergines, kiwis, pomegranates and spring onions.	Approved	<0.5	Efthymiadis
Australia	Botrytis in field	Grapes	Submitted	<0.5	Sipcam
New Zealand	Botrytis in field	Grapes	TBC	6.9	Sipcam
United States	Botrytis in field	Grapes	Submitted to EPA	12.6	Eastman
Benelux	Botrytis in field	Grapes	Dossier being finalised for submission in 2020	Grape <0.5 Other crops – 4.9	Sipcam

<i>Mevalone™ Territory</i>	<i>Registration Details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
Germany and Poland and three other central European markets	Fungicide for grapes and treatment of storage diseases on apples	Grapes and Apples	Dossier being finalised for submission in 2020	Grape Botrytis – 14.0 Apples – 0.1	SumiAgro
Serbia	Botrytis in field	Table grape and wine grapes	Submitted 2019	<0.5	KNE Certis
Romania	Botrytis in field	Table grape and wine grapes	Submitted 2019	1.3	KNE Certis

## Cedroz™ Regulatory Approval Log

<i>Cedroz™ Territory</i>	<i>Registration details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
Malta	Nematodes in open fields and glasshouse for wide range of crops	cucurbitaceous (cucumbers, courgettes, melons, pumpkins, watermelons), fruiting vegetables (aubergine, pepper, sweet pepper, chili, pepino), strawberries	Approved	<0.5	Eastman
Mexico	Nematodes in open fields and glasshouse for wide range of crops	Tomatoes, potato, pepper, eggplant, melon, watermelon, cucumber, pumpkin, chayote squash	Approved	4.8	Eastman
Belgium	Nematodes in greenhouses for wide range of crops	strawberries (production field), strawberries (selection and multiplication field), tomatoes, bell pepper, Spanish pepper, aubergine/eggplant and pepino, cucumber, courgette/patisson, melon, pumpkin	Approved	<0.5	Eastman
Italy	Nematodes open field and in greenhouses	tomato, peppers, eggplant, chili, melon, watermelon, pumpkin, cucumber, courgette, strawberries	Emergency Approval	30.6	Eastman

<i>Cedroz™ Territory</i>	<i>Registration details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
Spain	Nematodes open fields and in greenhouses	tomato, peppers, eggplant, chili, melon, watermelon, pumpkin, cucumber, courgette, strawberries	Submitted and Pending	14.4	Eastman
USA	Nematodes open fields and in greenhouses	Fruiting Vegetables: Eggplant, Okra, Pepper, Tomato Cucurbit Vegetables: Cantaloupe, Cucumber, Muskmelon, Pumpkin, Squash, Watermelon, Zucchini	Submitted and Pending	83.0	Eastman
United Kingdom	Nematodes in greenhouses.	tomato, (sweet) peppers, eggplant, chili, pepino, melon, pumpkin, cucumber, courgette, strawberries	Submitted and Pending	<0.5	Eastman
Netherlands	Nematodes in greenhouses.	strawberries, Cucurbitaceae (edible peel), Cucurbitaceae (not edible peel), Solanaceae	Submitted and pending (decision expected imminently)	0.6	Eastman
France	Nematodes in greenhouses	tomato, peppers, eggplant, chili, melon, pumpkin, cucumber, courgette, strawberries	Submitted and Pending	5.0	Eastman

<i>Cedroz™ Territory</i>	<i>Registration details</i>	<i>Crops</i>	<i>Regulatory position</i>	<i>Estimated Market size (€m)</i>	<i>Distributor</i>
Greece	Nematodes open fields and in greenhouses	tomato, peppers, eggplant, chili, melon, watermelon, pumpkin, cucumber, courgette, strawberries	Dossier prepared	3.2	Eastman
Portugal	Nematodes open fields and in greenhouses	tomato, peppers, eggplant, chili, melon, watermelon, pumpkin, cucumber, courgette, strawberries	Dossier submitted and pending	1.9	Eastman
Morocco	Nematodes open fields and in greenhouses	tomato, peppers, eggplant, chili, melon, watermelon, pumpkin, cucumber, courgette, strawberries, (raspberry and green bean)	In progress	6.3	Eastman
Costa Rica	Nematodes open fields	tomato, melon, potato, peppers	Trials done. Dossier being prepared	0.4	Eastman
Guatemala,	Nematodes open fields	tomato, melon, potato, peppers	In progress	0.9	Eastman
Honduras	Nematodes open fields	tomato, melon, potato, peppers	In progress	<0.5	Eastman
Israel	Nematodes open fields	Multiple, TBC	In progress	TBC	Eastman

## **PART II**

### **RISK FACTORS**

Any investment in the Company is subject to a number of risks. Accordingly, prospective investors should carefully consider the risks set out below as well as the other information contained in this Document and any other publicly available information about the Company before making a decision whether to invest in the Company. The risks described below are not the only risks that the Company faces. Additional risks and uncertainties that the Directors are not aware of or that the Directors currently believe are immaterial may also impair the Company's operations. Any of these risks may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. In that case, the price of the Ordinary Shares could decline and investors may lose all or part of their investment. Prospective investors should consider carefully whether an investment in the Company is suitable for them in light of the information in this Document and their personal circumstances.

Before making an investment, prospective investors are strongly advised to consult an investment adviser authorised under the FSMA who specialises in investments of this kind. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances, the financial resources available to him or her and his or her ability to bear any loss which might result from such investment.

The following factors, which are not presented in any order of priority, do not purport to be a complete list or explanation of all the risks involved in investing in the Company. In particular, the Company's performance may be affected by changes in the market and/or economic conditions and in legal, regulatory, tax and operational requirements.

#### **1. Risks relating specifically to the Group**

##### ***VCT and EIS eligibility***

The Company has received advance assurance from HMRC that the EIS Placing Shares should, on the basis of the information provided by the Company, satisfy the requirements for tax relief under EIS. Having obtained advice from specialist EIS/VCT advisors, the Company believes that the Placing Shares satisfy the requirements for tax relief under EIS and constitute a qualifying holding for a VCT. However, if the Company were to cease to carry on its business as outlined in this Document or were to acquire or commence a business which is not insubstantial to the Company's activities and which is a non-qualifying trade under the VCT or EIS legislation, this could prejudice the qualifying status of the Company under the EIS/VCT schemes. This will be monitored by the Directors with a view to preserving the Company's qualifying status but such preservation cannot be guaranteed.

##### ***Current and future profitability***

To date the Group has not been profitable and future Group profitability will depend on generating significant revenue from its product offerings. The Group has incurred significant losses since its inception and it anticipates that it will continue to incur significant losses until significant revenues are generated from its products. The Group's products are at a development stage and have not generated significant revenues to date. The Group's ability to generate revenue and become profitable depends on its ability to successfully complete the development of, obtain the necessary regulatory approvals for and successfully commercialise these products. While the Group is currently generating revenues from its sales of Mevalone™ and other one-off receipts, there can be no assurance that the Group will ever be able to generate revenue from the sale of any of its products nor that the revenues from these products will ever generate sufficient cash to reach operational break even for the Group. The Group has sustained losses in each year since its inception, including net losses of £0.6 million and £0.3 million for the years ended 31 December 2017 and 2018 respectively. As of 30 June 2019, the Group had an accumulated deficit of £36.5 million. Prior losses, combined with expected future losses, have had and may continue to have, an adverse effect on working capital. Moreover, the net losses that the Group incurs may fluctuate from year-to-year, such that a period-to-period comparison of results of operations may not be a good indicator of future performance.

### ***Product development***

Inherent risk exists in the development of products and there are a number of stages involved, each of which can trigger a risk of failure and the accompanying loss of the value of the financial and other resources which have been committed to that product (to the extent those resources cannot be reassigned).

Initial formulation work can present problems which are unsurmountable, even with the use of technical solutions, in which case the product being developed will fail at an early stage.

Once a formulation is stable and essentially satisfactory, lab screening may show that there is insufficient activity of the formula to be useful for its intended use.

Following lab screening, small pot trials may be undertaken and, despite successful lab screening, the product may not be effective.

This is also true for field trials where even with successful pot trials, the results may not be replicable in the field due to environmental factors.

### ***Commercialisation of the Group's Products***

Whilst products are developed based on perceived market opportunities, external factors may negatively impact their commercial success.

In the agrochemical sector, for example, many product application areas are dependent on the weather. Cool, wet conditions can cause the infestation by pest such as spider mites or whitefly to diminish, thereby reducing the need to apply products to protect crops. In this situation, growers would not need to purchase such products and so sales could be significantly, negatively impacted.

Eden's business model is to appoint distributors to sell the Company's products that it has developed. Whilst care is taken to choose these partners, there is the risk that the partners have their own failure which could potentially impact sales of the products.

### ***Regulatory risk***

The Group's products are subject to regulation in every jurisdiction in which they are sold. Further, the Group is in the process of obtaining approvals and/or accreditations that are required for the sale of a number of products in the Group's pipeline. Changes in either the content or timetable of regulatory requirements or the process for obtaining approvals and/or accreditations could affect the functional suitability of some of the Company's products or adversely affect the timing or level of related product sales. Should it be the case that the Group's products become subject to further regulatory or other restrictions and or lose their regulatory status all together, the Group would incur further research and/or development costs and could be required to reapply for regulatory approvals, that could have a material adverse effect on its financial position or prospects.

### ***Sales of the Group's products are dependent on developments within the sector***

For the most part, the products that Eden sells are highly regulated and require specific approvals to enable their sale.

There is no certainty that approval will be granted by the regulatory authorities and, as such, there is significant risk that it may not be possible to sell products developed by Eden.

In addition, regulations can and do change which is outside of Eden's control and the effect of which may impact the ability for the Company to sell its products.

In recent years, there has been significant technological advancement in the agrochemical market. Equipment used to monitor pests and disease has led to precision farming, the effect of which can be to reduce the use of agrochemicals where previously growers would be more inclined to apply pesticides just in case. For Eden, this potentially means that sales of product may be impacted where the new technology indicates that protection from disease or pests is not required.

### ***Strategic relationships or collaboration***

In certain cases, the Company has entered into agreements where Eden may be reliant on its partner to develop or commercialise products on a collaborative basis.

There is risk that the partner company is not successful in its development or commercialisation of products, or that the partner company may fail, in which case there would be a negative impact on Eden.

In the event that relationships with collaborative partners break down, for a variety of potential reasons, again this would likely negatively impact Eden.

A collaborative or strategic partner may have a change of control, or simply a change of direction which could lead to any potential benefits which were expected to derive from that partnership being extinguished.

### ***Intellectual property***

The Company has a relatively large portfolio of patents which are intended to protect the Company's products and technologies.

Whilst a good number of the patents have been granted, there is inherent risk that patents are opposed or may fail during the application process.

In addition, it is inherently not certain that the Company has the freedom to operate, based on its current patent portfolio.

### ***Competition***

The main competition for Eden is other companies that are selling agrochemical products.

Other companies may already, or may come to, produce products which are superior to those that Eden has commercialised, or intends to commercialise, in terms of their cost, reliability or efficacy, for example.

### ***Litigation***

Whilst the Company is not currently in litigation or aware of any pending or potential litigation, and whilst it takes steps to ensure that appropriate protection is in place to prevent any risk of litigation, through product liability insurance, for example, the Company cannot be certain that it will not find itself in litigation at some point in the future.

There is inherent uncertainty that the Company would be able to fund any such litigation.

### ***Market-wide adoption***

The particular type of products that Eden is developing are called 'biopesticides' or 'biologicals'. These are still a relatively new product area within the agrochemicals sector and, as such, are still being adopted by growers in addition to, or in replacement of, more traditional chemical products.

The adoption of biopesticides is rapidly increasing, though this varies by geography and is sometimes dependent on factors such as regulation, cost of alternative chemistries, or how technologically advanced the growers are.

As such, it is not certain that the products that Eden intends to develop will receive market-wide adoption, contrary to Eden's expectations.

### ***Additional capital requirements in the future***

The Group may need to obtain additional funding in the longer-term in connection with the further development of some of its products. The funds raised by this Placing, Subscription and Open Offer will be applied to the purposes set out in paragraph 3 of Part I of this Document.

The Group's ability to obtain additional financing will be subject to a number of factors, including market conditions, its operating performance and investor sentiment. As such, additional financing may not be available when needed, on acceptable terms, or at all. If the Group is unable to raise capital when needed



or on attractive terms, the Group could be forced to delay, reduce or terminate its research and development programmes or any future commercialisation efforts, or it could be forced to obtain funds by entering agreements on unattractive terms, or may be forced to enter into additional strategic collaborations that could require the Group to share commercial rights to its products with third parties in ways that it does not currently intend, or on terms that may not be favourable to the Group. The Group's resource allocation decisions and the termination of development programmes may result in a failure to capitalise on profitable market opportunities. Furthermore, any additional fundraising in capital markets may be dilutive for shareholders and any debt-based funding may bind the Group to restrictive covenants and curb its operating activities and ability to pay potential future dividends even when profitable.

### ***United Kingdom exit from the European Union***

Following the United Kingdom's exit from the EU on 31 January 2020 ("Brexit") and entrance into the transition period, the likelihood of a no deal Brexit has increased, which could have significant negative impact on the Group. The extent of the impact will depend in part on the nature of the arrangements if any that are put in place between the UK and the EU at the end of the transition period and, the extent to which the UK continues to apply laws that are based on EU legislation from 1 January 2021. In addition, the macroeconomic effect of Brexit on the Group's business is unknown. As such, it is not possible to state the impact that Brexit would have on the Group. It could also potentially make it more difficult for the Group to operate its business in the EU as a result of any increase in tariffs and/or more burdensome regulations being imposed on UK companies (such as changes in applicable legislation affecting the regulatory pathway of the Group's products, both in Europe and in the UK). This could restrict the Group's future prospects and adversely impact its financial condition.

### ***Personnel***

The Group is currently dependent upon a relatively small number of staff who might be hard to replace. The loss of certain staff may have a material adverse impact on the business. The Group's response to this risk has been to offer competitive remuneration to encourage talented people to join and remain with the Group.

## **2. General industry risks**

### ***General economic conditions***

Market conditions may affect the value of the Company's share price regardless of operating performance. The Group's business could be affected by unforeseen events outside its control, including natural disasters, adverse weather patterns, terrorist attacks and political unrest and/or government legislation or policy. General economic conditions may affect interest rates and inflation rates. Movements in these rates will have an impact on the Group's cost of raising and maintaining financing. Similarly, general economic conditions may impact on the customers, impacting on the ability of the Group ability to win new business and the potential recoverability of amounts owed.

### ***Political, economic, legal or regulatory changes***

Adverse developments in the political, legal, economic and regulatory environment may materially and adversely affect the financial position and business prospects of the Group. Political and economic uncertainties include, but are not limited to, expropriation, nationalisation, changes in interest rates, the retail prices index, changes in taxation, changes in trade tariffs and trade treaties and changes in law. The extent of the impact of the US government imposing increased tariffs on overseas products sold into the US would depend on the scope and nature of the tariffs. Consequently, it is not possible to state the impact that increased US protectionism might have on the Group. It could potentially make it more difficult for the Group to operate its business in the US as a result of any increase in tariffs and/or more burdensome regulations being imposed on UK companies. This could restrict the Group's future prospects and adversely impact its financial condition.

While the Group strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic, legal and regulatory factors will not materially and adversely affect the Group. In the event of changes in regulatory requirements and guidance, the Group may need to amend trial protocols submitted to applicable regulatory authorities or conduct additional studies to reflect these changes.

## ***Taxation***

Any change in the Company's tax status or in taxation legislation could affect the Company's ability to provide returns to Shareholders. Any statements in this Document concerning the taxation of investors in Ordinary Shares are based on current UK tax law and practice which is subject to change. The taxation of an investment in the Company depends on the individual circumstances of investors.

### **3. Risks relating to an investment in Ordinary Shares**

#### ***Dilution***

Regardless of whether a Qualifying Shareholder takes up his/her/its entitlements under the Open Offer, the effect of the Placing will be a reduction of his/her/its proportionate ownership and voting interests in Eden (unless a Shareholder applies for and obtains Excess Shares under the Open Offer to such an extent that his/her proportionate interest is not reduced). Shareholders will experience greater dilution in their ownership of, and voting interests in, the Company to the extent they do not subscribe in full for their Basic Entitlement and/or Excess Entitlement. Those Shareholders in a Restricted Jurisdiction, subject to certain exceptions, will in any event not be able to participate in the Open Offer.

#### ***Realisation of investment***

Potential investors should be aware that the value of shares and income from these shares can go down as well as up and that First Admission and/or Second Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Existing Ordinary Shares and/or the New Ordinary Shares may thus be difficult to realise.

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

The New Ordinary Shares will be admitted to AIM and it is emphasised that no application is being made for admission of the New Ordinary Shares to the Official List or to any other stock exchange. An investment in shares quoted on AIM may be less liquid and may carry a higher risk than an investment in shares quoted on the Official List. The rules of AIM are less demanding than those of the Official List. Further, London Stock Exchange has not itself examined or approved the contents of this Document. 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.

#### ***Market for the Company's shares and volatility of share price***

Prospective investors should be aware that the value of an investment in the Company may go down as well as up. In addition, the Company can give no assurance that an active trading market for its shares will develop, or if developed, be sustained in the future. If an active trading market is not developed or maintained, the liquidity and trading price of the Company's shares could be adversely affected. Furthermore, the trading price of the Company's shares may not reflect the underlying value of the business of the Company and may be subject to wide fluctuations in response to a number of events and factors, such as variations in operating results, the timing of investments, changes in the regulatory environment and stock market sentiment towards agrochemical companies.

**Investors should consider carefully whether an investment in Eden is suitable for them in light of the risk factors outlined above, their personal circumstances and the financial resources available to them. This list should not be considered an exhaustive statement of all potential risks and uncertainties.**

## PART III

### TERMS AND CONDITIONS OF THE OPEN OFFER

#### Introduction

As explained in the letter from the Chairman set out in Part I of this Document, the Company is proposing to raise up to approximately £9.6 million (before expenses) by way of the Placing and the Open Offer, of which up to approximately £0.5 million (before expenses) will be raised from the offer of the Open Offer Shares at the Issue Price to Qualifying Shareholders (assuming the Open Offer is subscribed in full).

The purpose of this Part III is to set out the terms and conditions of the Open Offer. Up to 8,287,573 new Ordinary Shares will be issued through the Open Offer. Qualifying Shareholders are being offered the right to subscribe for Open Offer Shares in accordance with the terms of the Open Offer. The Open Offer has not been underwritten and none of the Open Offer Shares have been conditionally placed with institutional or other investors.

The latest time and date for receipt of a completed Application Form and payment in full under the Open Offer and settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 17 March 2020 with admission to trading on AIM and commencement of dealings in the Open Offer Shares expected to take place at 8.00 a.m. on 20 March 2020.

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

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

The Open Offer is an opportunity for Qualifying Shareholders to apply for up to 8,287,573 Open Offer Shares *pro rata* (except fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer.

Qualifying Shareholders are also being offered the opportunity to apply for additional Open Offer Shares in excess of their Open Offer Entitlement to the extent that other Qualifying Shareholders do not take up their Open Offer Entitlements in full. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlements as at the Record Date. Further details in relation to the Excess Application Facility are set out in Part IV “Questions and Answers about the Open Offer” in this Document and, for Qualifying Non-CREST Shareholders, within the Application Form. The Open Offer is not conditional upon the level of applications made to subscribe under the Open Offer or upon any minimum level of proceeds being raised. For the purposes of section 578 of the Act, the Open Offer is being made on the basis that the Open Offer Shares subscribed for will be allotted in any event. Accordingly, even if the Open Offer is not fully subscribed, Open Offer Shares will be issued to Qualifying Shareholders who have applied (subject to the terms and conditions set out in this Document and the Application Form).

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

#### 1. The Open Offer

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

in full on application. The Issue Price equates to a discount of 23.9 per cent. to the closing middle market price of 7.88 pence per Existing Ordinary Share on 27 February 2020 (being the last practicable date before the announcement of the Fundraise).

The Open Offer provides Qualifying Shareholders with the opportunity to apply to acquire Open Offer Shares at the Issue Price *pro rata* to their holdings of Existing Ordinary Shares as at the Record Date on the following basis:

### **1 Open Offer Share for every 25 Existing Ordinary Shares**

Entitlements to apply to acquire Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Basic Entitlement. Qualifying Shareholders who do not take up their Basic Entitlements in full will experience a dilution to their interests of approximately 43.86 per cent. following Second Admission (assuming full subscription under the Placing and the Open Offer).

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

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

If you are a Qualifying CREST Shareholder, application will be made for your Open Offer Entitlement and Excess CREST Open Offer Entitlement to be credited to your CREST account. Open Offer Entitlements and Excess CREST Open Offer Entitlements are expected to be credited to CREST accounts on 3 March 2020. The Existing Ordinary Shares are already admitted to CREST. Accordingly, no further application for admission to CREST is required for the New Ordinary Shares. All such shares, when issued and fully paid, may be held and transferred by means of CREST.

Qualifying Shareholders holding fewer than 25 Existing Ordinary Shares will have no entitlement to subscribe under the Open Offer.

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

The aggregate number of New Ordinary Shares available for subscription pursuant to the Open Offer is 8,287,573.

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

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

**If you have sold or otherwise transferred all your Existing Ordinary Shares before the Ex-Entitlement Date, you are not entitled to participate in the Open Offer. Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Qualifying Non-CREST Shareholders should also note that their respective Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements and Excess CREST Open Offer Entitlements will be credited through CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be**

**made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer. Any Open Offer Shares which are not applied for by Qualifying Shareholders under the Open Offer will not be issued by the Company as the Open Offer is not underwritten.**

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

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

## **2. Conditions and further terms of the Open Offer**

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

- (a) the passing of all of the Resolutions at the General Meeting;
- (b) the Placing and Open Offer Agreement having become or being declared unconditional in all respects (save for the condition relating to First Admission and Second Admission) and not having been terminated in accordance with its terms; and
- (c) with respect to the issue of the General Placing Shares only, Second Admission becoming effective by not later than 8.00 a.m. on 20 March 2020 (or such later date as is agreed between the Company and Cenkos, being not later than 8.00 a.m. on the Long Stop Date).

Accordingly, if these conditions are not satisfied or waived (where capable of waiver) by 8.00 a.m. on 20 March 2020 (or such later time and/or date as the Company and Cenkos may agree being not later than 8.00 a.m. on 2 April 2020) the Open Offer will not proceed and any applications made by Qualifying Shareholders will be rejected. In such circumstances, application monies will be returned (in each case at the applicant's sole risk) without payment of interest, as soon as practicable thereafter. Any Open Offer Entitlements admitted to CREST will thereafter be disabled.

No temporary documents of title will be issued in respect of Open Offer Shares held in uncertificated form. Definitive certificates in respect of Open Offer Shares taken up are expected to be posted to those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in certificated form by 26 March 2020.

In respect of those Qualifying Shareholders who have validly elected to hold their Open Offer Shares in uncertificated form, the Open Offer Shares are expected to be credited to their stock accounts maintained in CREST as soon as reasonably practicable on 20 March 2020.

Application will be made for the Open Offer Shares to be admitted to trading on AIM. Second Admission is expected to occur on 20 March 2020, when dealings in the Open Offer Shares are expected to begin.

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

## **3. Procedure for application and payment**

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

Qualifying Shareholders who hold all or part of their Existing Ordinary Shares in certificated form will receive the Application Form, enclosed with this Document. The Application Form shows the number of Existing



Ordinary Shares held at the Record Date. It will also show Qualifying Shareholders their Open Offer Entitlement that can be allotted in certificated form.

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

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

**Qualifying Shareholders who do not want to apply for Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form, or send a USE message through CREST. Qualifying Shareholders are, however, encouraged to vote at the General Meeting by attending in person or by completing and returning the Form of Proxy enclosed with this Document.**

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

#### (a) *General*

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

Under the Excess Application Facility, provided they have agreed to take up their Open Offer Entitlement in full, Qualifying Non-CREST Shareholders may apply for more than the amount of their Open Offer Entitlement should they wish to do so by completing Boxes 6 to 9. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Open Offer Entitlement as at the Record Date. The Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

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

#### (b) *Bona fide market claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 13 March 2020. The Application Form is not a negotiable document and cannot be separately traded. A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of his holding of Existing Ordinary Shares prior to the date upon which

the Existing Ordinary Shares were marked “ex” the entitlement to participate in the Open Offer, should contact his broker or other professional adviser authorised under FSMA through whom the sale or purchase was effected as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser(s) or transferee(s).

Qualifying Non-CREST Shareholders who have sold all or part of their registered holding should, if the market claim is to be settled outside CREST, complete Box 11 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. Subject to certain exceptions, the Application Form should not, however be forwarded to or transmitted in or into any Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedure set out in paragraph 3.2 below

(c) *Application procedures*

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

Completed Application Forms should be posted in the accompanying pre-paid envelope to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, or returned by hand (during normal business hours only) so as to be received by Link Asset Services by not later than 11.00 a.m. on 17 March 2020. Qualifying Non-CREST Shareholders should note that applications, once made, will be irrevocable and receipt thereof will not be acknowledged. Multiple applications will not be accepted. If an Application Form is being sent by first-class post in the UK, Qualifying Non-CREST Shareholders are recommended to allow at least four Business Days for delivery.

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

- (i) Application Forms received after 11.00 a.m. on 17 March 2020; or
- (ii) applications in respect of which remittances are received before 11.00 a.m. on 17 March 2020 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days.

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

(d) *Payments*

All payments must be in pounds sterling and made by cheque made payable to Link Market Services Limited Re: Eden Research plc – Open Offer A/C and crossed “A/C Payee Only”. Cheques or banker’s drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or

bank account holder and has added the building society or bank branch stamp on the back of the cheque. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct Link to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity (and withhold definitive share certificates (or crediting to the relevant member account, as applicable) pending clearance thereof). No interest will be paid on payments. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents, cheques and banker's drafts sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted. If the Open Offer does not become unconditional, no Open Offer Shares will be issued and all monies will be returned (at the applicant's sole risk), without payment of interest, to applicants as soon as practicable following the lapse of the Open Offer.

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

(e) *Incorrect Sums*

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

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

All monies received by Link in respect of Open Offer Shares will be held in a separate client account.

(f) *The Excess Application Facility*

Provided they choose to take up their Open Offer Entitlement in full, the Excess Application Facility enables a Qualifying Non-CREST Shareholder to apply for Excess Shares. Qualifying Non-CREST Shareholders wishing to apply for Excess Shares may do so by completing Boxes 6 to 9 of the Application Form.

If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take up of Open Offer Entitlements, the Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Non-CREST Shareholders will be met in full or in part or at all. Qualifying Non-CREST Shareholders who wish to apply for Excess Shares must complete the Application Form in accordance with the instructions set out on the Application Form.



Should the Open Offer become unconditional and applications for Open Offer Shares exceed 8,287,573 Open Offer Shares, resulting in a scale back of applications, each Qualifying Non-CREST Shareholder who has made a valid application for Excess Shares and from whom payment in full for the Excess Shares has been received will receive a pounds sterling amount equal to the number of Excess Shares applied and paid for but not allocated to the relevant Qualifying Non-CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable, without payment of interest and at the applicant's sole risk.

(g) *Effect of application*

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

- (i) represents and warrants to the Company and Cenkos Securities that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) confirms to the Company and Cenkos Securities that in making the application he is not relying and has not relied on Cenkos Securities or any other person affiliated with Cenkos Securities in connection with any investigation of the accuracy of any information contained in this Document or his investment decision;
- (iii) agrees with the Company and Cenkos Securities that all applications under the Open Offer and any contracts resulting therefrom, and any non-contractual obligations related thereto, shall be governed by and construed in accordance with the laws of England;
- (iv) confirms to the Company and Cenkos Securities that in making the application he is not relying on any information or representation in relation to the Group other than that contained in this Document, and the applicant accordingly agrees that no person responsible solely or jointly for this Document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this Document, he will be deemed to have had notice of all information in relation to the Group contained in this Document;
- (v) represents and warrants to the Company and Cenkos Securities that he is the Qualifying Non-CREST Shareholder originally entitled to the Open Offer Entitlement or that he received such Open Offer Entitlement by virtue of a *bona fide* market claim;
- (vi) requests that the Open Offer Shares to which he will become entitled shall be issued to him on the terms set out in this Document and the Application Form subject to the Articles of Association of the Company;
- (vii) represents and warrants to the Company and Cenkos Securities that (i) he is not, nor is he applying for the account or benefit of, or acting on a non-discretionary basis on behalf of, any person who is (A) a US Person or (B) within, or is a resident of, or is a corporation, partnership or other entity created or organised in or under the laws of the United States or any other Restricted Jurisdiction;
- (viii) he is acquiring the Open Offer Shares for his own account and is not applying with a view to reoffering, reselling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a person who is a US Person or within any other Restricted Jurisdiction, or to, or for the benefit of, a person who is a resident of, or which is a corporation, partnership or other entity created or organised in or under any laws of, any Restricted Jurisdiction (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which the Company (in its absolute discretion) regards as unduly burdensome); and he is not otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer or the Excess Application Facility;
- (ix) represents and warrants to the Company and Cenkos Securities that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the

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

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

All enquiries in connection with the procedure for application and completion of the Application Form should be addressed to Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

(h) *Form of Proxy*

Qualifying Non-CREST Shareholders who do not want to take up or apply for the Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form. However, you are encouraged to vote at the General Meeting by completing and returning the enclosed Form of Proxy. A Qualifying Non-CREST Shareholder who is also a CREST member may elect to receive the Open Offer Shares to which he is entitled in uncertificated form in CREST. Please see paragraph 3.2(f) below for more information.

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

(a) *General*

Subject to paragraph 6 of this Part III “Terms and Conditions of the Open Offer” in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to his stock account in CREST of his Open Offer Entitlement equal to the maximum number of Open Offer Shares for which he is entitled to apply under the Open Offer plus the number of Excess Shares for which he is entitled to apply under the Excess CREST Open Offer Entitlement. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlement to Open Offer Shares will be disregarded in calculating the Basic Entitlement.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the relevant Open Offer Entitlement and Excess CREST Open Offer Entitlement have been allocated. If for any reason Open Offer Entitlements and/or the Excess CREST Open Offer Entitlements cannot be admitted to CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 5.00 p.m. on 3 March 2020, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlement and Excess CREST Open Offer Entitlement which should have been credited to his stock account in CREST. In these circumstances the expected timetable as set out in this Document will be adjusted as appropriate and the provisions of this Document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares and their Excess CREST Open Offer Entitlements should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

(b) *Bona fide market claims*

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

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

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

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

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

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

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlements being delivered to Link);
- (ii) the ISIN of the Open Offer Entitlements. This is GB00BL2HXG24;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of Link in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of Link in its capacity as a CREST receiving agent. This is 20513EDE;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of New Ordinary Shares referred to in (d)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 17 March 2020; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 17 March 2020. In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 17 March 2020 in order to be valid is 11.00 a.m. on that day. In the event that the Placing and the Open Offer do not become unconditional by 8.00 a.m. on 20 March 2020 (or such later time and date as the Company and Cenkos Securities determine being not later than 8.00 a.m. on 2 April 2020), the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Link will refund the amounts paid by Qualifying CREST Shareholders by way of a CREST payment, without interest, as soon as practicable thereafter.

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

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

- (i) the number of Excess Shares for which application is being made (and hence the number of Excess CREST Open Offer Entitlements being delivered to Link);
- (ii) the ISIN of the Excess CREST Open Offer Entitlement. This is GB00BL2HXF17;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess CREST Open Offer Entitlements are to be debited;
- (v) the participant ID of Link in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of Link in its capacity as a CREST receiving agent. This is 20513EDE;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (e)(i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 17 March 2020; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application in respect of an Excess CREST Open Offer Entitlement under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 17 March 2020.

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

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

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 17 March 2020 in order to be valid is 11.00 a.m. on that day. In the event that the Placing and the Open Offer do not become unconditional by 8.00 a.m. on 20 March 2020 (or such later time and date as the Company and Cenkos Securities determine being not later than 8.00 a.m. on 2 April 2020), the Open Offer will lapse, the Excess CREST Open Offer Entitlements admitted to CREST will be disabled and Link will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter.

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

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in Box 4 on his Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer and entitlement to apply under the Excess Application Facility is reflected in an Application

Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A Qualifying Non-CREST Shareholder who wishes to make such a deposit should sign Box 2 and complete Box 13 of their Application Form, entitled 'CREST Deposit Form' and then deposit their Application Form with the CREST Courier and Sorting Service. In addition, the normal CREST stock deposit procedures will need to be carried out, except that (a) it will not be necessary to complete and lodge a separate CREST transfer form (as prescribed under the Stock Transfer Act 1963) with the CREST Courier and Sorting Service and (b) only the Open Offer Entitlement shown in Box 4 of the Application Form may be deposited into CREST. After depositing their Open Offer Entitlement into their CREST account, CREST holders will shortly thereafter receive a credit for their Excess CREST Open Offer Entitlement, which will be managed by Link.

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

In particular, having regard to normal processing times in CREST and on the part of Link, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements and Excess CREST Open Offer Entitlements in CREST, is 3.00 p.m. on 12 March 2020 and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements and Excess CREST Open Offer Entitlements from CREST is 4.30 p.m. on 11 March 2020 in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements and the entitlement to apply under the Excess Application Facility, as the case may be, prior to 11.00 a.m. on 17 March 2020. CREST holders inputting the withdrawal of their Open Offer Entitlements from their CREST account must ensure that they withdraw both their Open Offer Entitlements and Excess CREST Open Offer Entitlements.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Link by the relevant CREST member(s) that it/they is/are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" on page 4 of the Application Form, and a declaration to the Company and Link from the relevant CREST member(s) that it/they is/ are not in the United States or any other Restricted Jurisdiction or citizen(s) or resident(s) of any Restricted Jurisdiction and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by not later than 11.00 a.m. on 17 March 2020 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such



action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 17 March 2020. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Form of Proxy*

If a Qualifying CREST Shareholder does not wish to apply for the Open Offer Shares under the Open Offer, they should take no action. They are however, encouraged to vote at the General Meeting by completing and returning the enclosed Form of Proxy (or otherwise making use of the CREST electronic proxy appointment service).

(j) *Incorrect or incomplete applications*

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

(k) *The Excess Application Facility*

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

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

Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlements and the relevant Open Offer Entitlements be transferred, the Excess CREST Open Offer Entitlements will not transfer with the Open Offer Entitlements claim, but will be transferred as a separate claim.

Should a Qualifying CREST Shareholder cease to hold all of his Existing Ordinary Shares as a result of one or more *bona fide* market claims, the Excess CREST Open Offer Entitlements credited to CREST and allocated to the relevant Qualifying Shareholder will be transferred to the purchaser or transferee. Please note that an additional USE instruction must be sent in respect of any application under the Excess CREST Open Offer Entitlement. Should the Open Offer become unconditional and applications for Open Offer Shares by Qualifying Shareholders under the Open Offer exceed 8,287,573 Open Offer Shares, the Excess Shares may be allocated in such manner as the Directors may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all. Each Qualifying CREST Shareholder who has made a valid application pursuant to his Excess CREST Open Offer Entitlement and from whom payment in full for the Excess Shares has been received, will receive a pounds sterling amount equal to the number of Open Offer Shares validly applied and paid for but which are not allocated to the relevant Qualifying

CREST Shareholder multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable following the completion of the scale back, without payment of interest and at the applicant's sole risk by way of a CREST payment as appropriate.

All enquiries in connection with the procedure for applications under the Excess Application Facility and Excess CREST Open Offer Entitlements should be addressed to Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

(l) *Effect of application*

A CREST member who makes or is treated as making an application in accordance with the above procedures:

- (i) represents and warrants to the Company and Cenkos Securities that he has the right, power and authority, and has taken all action necessary, to make the application under the Open Offer and to execute, deliver and exercise his rights, and perform his obligations, under any contracts resulting therefrom and that he is not a person otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares or acting on behalf of any such person on a non-discretionary basis;
- (ii) confirms to the Company and Cenkos Securities that in making the application he is not relying and has not relied on Cenkos Securities or any other person affiliated with Cenkos Securities in connection with any investigation of the accuracy of any information contained in this Document or his investment decision;
- (iii) agrees to pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to Link's payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (iv) agrees with the Company and Cenkos Securities that all applications under the Open Offer and any contracts resulting therefrom, and non-contractual obligations related thereto, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (v) confirms to the Company and Cenkos Securities that in making the application he is not relying on any information or representation in relation to the Group other than that contained in this Document, and the applicant accordingly agrees that no person responsible solely or jointly for this Document or any part thereof, or involved in the preparation thereof, shall have any liability for any such information or representation not so contained and further agrees that, having had the opportunity to read this Document, he will be deemed to have had notice of all the information in relation to the Group contained in this Document;
- (vi) represents and warrants to the Company and Cenkos that he is the Qualifying CREST Shareholder originally entitled to the Open Offer Entitlements and Excess CREST Open Offer Entitlements or that he received such Open Offer Entitlements and Excess CREST Open Offer Entitlements by virtue of a *bona fide* market claim;
- (vii) requests that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this Document, subject to the Articles of Association of the Company;
- (viii) represents and warrants to the Company and Cenkos Securities that he is not, nor is he applying for the account or benefit of, or acting on a non-discretionary basis on behalf of, any person who is (A) a US Person or (B) within, or is a resident of, or is a corporation, partnership or other entity created or organised in or under the laws of the United States or any other Restricted Jurisdiction;
- (ix) he is acquiring the Open Offer Shares for his own account and is not applying with a view to re-offering, re-selling, transferring or delivering any of the Open Offer Shares which are the subject of his application in the United States or to, or for the benefit of, a person who is a US Person or within any other Restricted Jurisdiction, or to, or for the benefit of, a person who is a resident of, or which is a corporation, partnership or other entity created or organised in or under any laws

of, any Restricted Jurisdiction (except where proof satisfactory to the Company has been provided to the Company that he is able to accept the invitation by the Company free of any requirement which the Company (in its absolute discretion) regards as unduly burdensome); and (iii) he is not otherwise prevented by legal or regulatory restrictions from applying for Open Offer Shares under the Open Offer or the Excess Application Facility;

- (x) represents and warrants to the Company and Cenkos Securities that he is not, and nor is he applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986; and
- (xi) confirms that in making the application he is not relying and has not relied on the Company or Cenkos Securities or any person affiliated with the Company or Cenkos Securities in connection with any investigation of the accuracy of any information contained in this Document or his investment decision.

(m) *Company's discretion as to the rejection and validity of applications*

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part III "Terms and Conditions of the Open Offer";
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company and Cenkos Securities may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which Link receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or Link has received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Link in connection with CREST.

(n) *Lapse of the Open Offer*

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 20 March 2020 or such later time and date as the Company and Cenkos Securities may agree (being not later than 8.00 a.m. on 2 April 2020), the Open Offer will lapse, the Open Offer Entitlements and Excess CREST Open Offer Entitlements admitted to CREST will be disabled and Link will refund the amount paid by Qualifying CREST Shareholders by way of a CREST payments, without interest, as soon as practicable thereafter.

## **4. Money Laundering Regulations**

### **4.1 Holders of Application Forms**

To ensure compliance with the Money Laundering Regulations, Link may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf the Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"), the lodging agent's stamp should be inserted on the Application Form.



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

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

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

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

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no.91/308/EEC));
- (ii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the applicant’s name; or
- (iii) if the aggregate subscription price for the Open Offer Shares is less than €15,000 (approximately £12,460).

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

- (a) if payment is made by cheque or banker’s draft in sterling drawn on a branch in the United Kingdom of a bank or building society which bears a UK bank sort code number in the top right hand corner the following applies. Cheques should be made payable to “Link Market Services Limited Re: Eden Research plc – Open Offer A/C” in respect of an application by a Qualifying Shareholder and crossed “A/C Payee Only”. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp to the back of the cheque. The account name should be the same as that shown on the Application Form; or
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force, the agent should provide with the Application Form written confirmation that it has that status and a written assurance that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to Link. If the agent is not such an organisation, it should contact Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.

To confirm the acceptability of any written assurance referred to in (b) above, or in any other case, the acceptor should contact Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

If an Application Form is/are in respect of Open Offer Shares with an aggregate subscription price of €15,000 (approximately £12,460) or more and is lodged by hand by the acceptor in person, or if the Application Forms in respect of Open Offer Shares is lodged by hand by the acceptor and the accompanying payment is not the acceptor's own cheque, he or she should ensure that he or she has with him or her evidence of identity bearing his or her photograph (for example, his or her passport) and separate evidence of his or her address.

If, within a reasonable period of time following a request for verification of identity, and in any case by not later than 11.00 a.m. on 17 March 2020, Link has not received evidence satisfactory to it as aforesaid, Link may, at its discretion, as agent of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the applicant (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

#### **4.2 Open Offer Entitlements in CREST**

If you hold your Open Offer Entitlement and Excess CREST Open Offer Entitlement in CREST and apply for Open Offer Shares in respect of some or all of your Open Offer Entitlement and Excess CREST Open Offer Entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, Link is obliged to take reasonable measures to establish the identity of the person or persons on whose behalf you are making the application. You must therefore contact Link before sending any USE instruction or other instruction so that appropriate measures may be taken.

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

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

The result of the Open Offer is expected to be announced on 18 March 2020. Subject to the Placing and the Open Offer becoming unconditional in all respects (save only as to First Admission and Second Admission), it is expected that admission to trading on AIM will become effective and that dealings in the Open Offer Shares, fully paid, will commence at 8.00 a.m. on 20 March 2020.

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

Open Offer Entitlements and Excess CREST Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 17 March 2020 (the latest date for applications under the Open Offer). If the conditions to the Open Offer described above are satisfied, New Ordinary Shares will be issued in uncertificated form to those persons who submitted a valid application for New Ordinary Shares by utilising the CREST application procedures and whose applications have been accepted by the Company.

On 3 March 2020, Link will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from Second Admission. The stock accounts to be credited will be accounts under the same CREST participant IDs and CREST member account IDs in respect of which the USE instruction was given. Notwithstanding any other provision of this Document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and Excess CREST Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by Link in connection with CREST.

For Qualifying Non-CREST Shareholders who have applied by using an Application Form, share certificates in respect of the Open Offer Shares validly applied for are expected to be despatched by post by 26 March 2020.

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

## **6. Overseas Shareholders**

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

### **6.1 General**

**The distribution of this Document and the Application Form and the making or acceptance of the Open Offer to or by persons who have registered addresses in, or who are resident or ordinarily resident in, or citizens of, or which are corporations, partnerships or other entities created or organised under the laws of countries other than the United Kingdom or to persons who are nominees of or custodians, trustees or guardians for citizens, residents in or nationals of, countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdictions. It is the responsibility of those persons to consult their professional advisers as to whether they require any governmental or other consents or need to observe any applicable legal requirements or other formalities to enable them to apply for Open Offer Shares under the Open Offer.**

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

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

No person receiving a copy of this Document and/or an Application Form and/or a credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such Application Form and/or credit of Open Offer Entitlements or Excess CREST Open Offer Entitlements to a stock account in CREST unless, in the

relevant territory, such an invitation or offer could lawfully be made to him or her and such Application Form and/or credit of Open Offer Entitlements and/or Excess CREST Open Offer Entitlements to a stock account in CREST could lawfully be used, and any transaction resulting from such use could be effected, without contravention of any applicable registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this Document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

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

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

Persons (including, without limitation, custodians, agents, nominees and trustees) receiving a copy of this Document and/or an Application Form and/or a credit of Open Offer Entitlements and/or Excess CREST Open Offer Entitlements to a stock account in CREST, in connection with the Open Offer or otherwise, should not distribute or send either of those documents nor transfer any Open Offer Entitlements or any Excess CREST Open Offer Entitlements in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If a copy of this Document and/or an Application Form and/or a credit of Open Offer Entitlements and/or Excess CREST Open Offer Entitlements to a stock account in CREST is received by any person in any such territory, or by his or her custodian, agent, nominee or trustee, he or she must not seek to apply for Open Offer Shares in respect of the Open Offer unless the Company and Cenkos Securities determine that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, agents, nominees and trustees) who does forward a copy of this Document and/or an Application Form and/or transfers Open Offer Entitlements and/or Excess CREST Open Offer Entitlements into any such territory, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this Part III "Terms and Conditions of the Open Offer" and specifically the contents of this paragraph 6.

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

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

Overseas Shareholders who wish, and are permitted, to apply for Open Offer Shares should note that payment must be made in sterling denominated cheques or banker's drafts or where such Overseas Shareholder is a Qualifying CREST Shareholder, through CREST. Due to restrictions under the securities laws of the United States and the other Restricted Jurisdictions, and subject to certain exceptions, Qualifying Shareholders who have registered addresses in, or who are ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer Entitlements. No

public offer of Open Offer Shares is being made by virtue of this Document or the Application Forms into the United States or any other Restricted Jurisdiction. Receipt of this Document and/or an Application Form and/or a credit of an Open Offer Entitlement and/or Excess CREST Open Offer Entitlement to a stock account in CREST will not constitute an invitation or offer of securities for subscription, sale or purchase in those jurisdictions in which it would be illegal to make such an invitation or offer and, in those circumstances, this Document and/or the Application Form must be treated as sent for information only and should not be copied or redistributed.

## 6.2 **United States**

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

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

Subject to certain exceptions, any person who acquires New Ordinary Shares will be deemed to have declared, warranted and agreed, by accepting delivery of this Document or the Application Form and delivery of the New Ordinary Shares, that they are not, and that at the time of acquiring the New Ordinary Shares they will not be (i) a US Person; (ii) in the United States or (iii) acting on behalf of, or for the account or benefit of a US Person.

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

The Company will not be bound to allot or issue any New Ordinary Shares to any person who is a US Person, or to any person with an address in, or who is otherwise located in, the United States in whose favour an Application Form or any New Ordinary Shares may be transferred. In addition, the Company and Cenkos Securities reserve the right to reject any USE instruction sent by or on behalf of any CREST member with a registered address in, or who is otherwise located in, the United States in respect of the New Ordinary Shares.

## 6.3 **Other Restricted Jurisdictions**

Due to restrictions under the securities laws of any Restricted Jurisdictions and subject to certain exemptions, Qualifying Shareholders who have registered addresses in, or who are ordinarily resident in, or citizens of, any Restricted Jurisdiction, will not qualify to participate in the Open Offer and will not be sent an Application Form nor will their stock accounts in CREST be credited with Open Offer



Entitlements or Excess CREST Open Offer Entitlements. The Open Offer Shares have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any state, province or territory thereof and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except pursuant to an applicable exemption.

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

#### 6.4 ***Other overseas territories***

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

#### 6.5 ***Representations and warranties relating to Overseas Shareholders***

##### (a) *Qualifying Non-CREST Shareholders*

Any person completing and returning an Application Form or requesting registration of the Open Offer Shares comprised therein represents and warrants to the Company, Cenkos Securities and Link that, except where proof has been provided to the Company's satisfaction that such person's use of the Application Form will not result in the contravention of any applicable legal requirements in any jurisdiction: (i) such person is not a US Person; (ii) such person is not in the United States or any other Restricted Jurisdiction; (iii) such person is not in any territory in which it is unlawful to make or accept an offer to acquire Open Offer Shares in respect of the Open Offer or to use the Application Form in any manner in which such person has used or will use it; (iv) such person is not acting on a non-discretionary basis for a person located within any Restricted Jurisdiction (except as agreed with the Company) or any territory referred to in (ii) above at the time the instruction to accept was given; and (v) such person is not acquiring Open Offer Shares with a view to offer, sale, resale, transfer, deliver or distribute, directly or indirectly, any such Open Offer Shares into any of the above territories. The Company and/or Link may treat as invalid any acceptance or purported acceptance of the allotment of Open Offer Shares comprised in an Application Form if it: (i) appears to the Company or its agents to have been executed or effected (A) by, or for the account or benefit of, a US Person, (B) in, or dispatched from the United States or another Restricted Jurisdiction or (C) in a manner that may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents believe that the same may violate applicable legal or regulatory requirements; or (ii) provides an address in the United States or another Restricted Jurisdiction for delivery of the share certificates of Open Offer Shares (or any other jurisdiction outside the United Kingdom in which it would be unlawful to deliver such share certificates); or (iii) purports to exclude the representation and warranty required by this sub-paragraph (a).

##### (b) *Qualifying CREST Shareholders*

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

(iv) he or she is not acquiring any Open Offer Shares with a view the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into any of the above territories.

## **6.6 Waiver**

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

## **7. No withdrawal rights**

An application under the Open Offer once made is irrevocable and cannot be withdrawn or changed.

## **8. Times and Dates**

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

## **9. Taxation**

Shareholders who are in any doubt as to their tax position in relation to taking up their entitlements under the Open Offer, or who are subject to tax in any jurisdiction other than the United Kingdom, should immediately consult a suitable independent professional adviser. It is not anticipated that VCT/EIS relief will be available in respect of the Open Offer Shares.

## **10. Share option schemes**

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

## **11. Further information**

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

Please note that neither the Company nor Cenkos Securities nor Link Asset Services can provide Shareholders with any financial, legal or tax advice relating to the Fundraise or any element of it.

## **12. Governing law and jurisdiction**

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

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

## PART IV

### QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

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

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

If you are a CREST sponsored member, you should also consult your CREST sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please call the Receiving Agents Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The contents of this Document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult his, her or its own appropriate professional advisers for advice. This Document is for your information only and nothing in this Document is intended to endorse or recommend a particular course of action. Please note that neither the Company nor Cenkos Securities nor Link Asset Services can provide Shareholders with any financial, legal or tax advice relating to the Fundraise or any element of it.

#### 1. What is an open offer?

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

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to an aggregate of 8,287,573 new Ordinary Shares at a price of 6 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address or located or resident in the United States, or another Restricted Jurisdiction, you will likely be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 1 Open Offer Share for every 25 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number. The Issue Price of 6 pence per Open Offer Share equates to a discount of 23.9 per cent. to the closing middle market price of 7.88 pence per Ordinary Share on 27 February 2020 (being the latest practicable date prior to the announcement of the Fundraise).



The Excess Application Facility allows Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement. Applications made under the Excess Application Facility may be allocated in such manner as the Directors and Cenkos may determine in their absolute discretion and no assurance can be given that excess applications by Qualifying Shareholders will be met in full or in part or at all.

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

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

If you receive an Application Form and, subject to certain exceptions, are not a holder with a registered address or located or resident in the United States or any other Restricted Jurisdiction, then you will likely be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares at 8.00 a.m. on 2 March 2020 (the time when the Existing Ordinary Shares are expected to be marked “ex-entitlement” by the London Stock Exchange).

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

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

- how many Existing Ordinary Shares you held at the close of business on the Record Date;
- how many Open Offer Shares are comprised in your Basic Entitlement; and
- how much you need to pay if you want to take up your right to buy all your entitlement to the Open Offer Shares.

Subject to certain exceptions, if you have a registered address in the United States or any other Restricted Jurisdiction, you will not receive an Application Form. If you would like to apply for any of or all of the Open Offer Shares comprised in your Basic Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this Document. Completed Application Forms should be returned, along with a cheque drawn in the appropriate form, by post or by hand (during normal office hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to be received by them by no later than 11.00 a.m. on 17 March 2020, after which time Application Forms will not be valid.

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

**(a) *If you do not want to take up your Basic Entitlement***

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

You cannot sell your Application Form or your Basic Entitlement to anyone else. If you do not return your Application Form subscribing for the Open Offer Shares to which you are entitled by 11.00 a.m. on 17 March 2020, the Company has made arrangements under which it has agreed to issue those Open Offer Shares to other Qualifying Shareholders under the Excess Application Facility.

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

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

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Boxes 6, 8 and 9 of your Application Form; for example, if you are entitled to take up 50 Open Offer Shares but you only want to take up 25 Open Offer Shares, then you should write '25' in Boxes 6 and 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '25') by £0.06, which is the price in pounds of each Open Offer Share (giving you an amount of £1.50 in this example). You should write this amount in Box 9, rounding up to the nearest whole pence and this should be the amount your cheque is made out for. You should then return the completed Application Form, together with a cheque for that amount, by post or by hand (during normal office hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to be received by them by no later than 11.00 a.m. on 17 March 2020, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four Business Days for delivery.

All payments must be in pounds Sterling and made by cheque made payable to "Link Market Services Limited re Eden Research plc Open Offer A/C." and crossed "A/C payee only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp to the back of the cheque. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

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

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you on 26 March 2020.

(c) ***If you want to take up all of your Basic Entitlement***

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque for the amount (as indicated in Box 5 of your Application Form), by post or by hand (during normal office hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to be received by them by no later than 11.00 a.m. on 17 March 2020, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in Sterling and made by cheque made payable to "Link Market Services Limited re Eden Research plc Open Offer A/C" and crossed "A/C payee only". Cheques or banker's drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker's drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or

bank branch stamp on the back of the cheque. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

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

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. Your definitive share certificate for Open Offer Shares is expected to be despatched to you on 26 March 2020.

(d) ***If you want to apply for more than your Basic Entitlement***

Provided you have agreed to take up your Basic Entitlement in full, you can apply for further Open Offer Shares under the Excess Application Facility. The Excess Application Facility enables Qualifying Shareholders to apply for Excess Shares in excess of their Basic Entitlement as at the Record Date. You should write the number of Open Offer Shares comprised in your Basic Entitlement (as indicated in Box 4 of the Application Form) in Box 6 and write the number of Excess Shares for which you would like to apply in Box 7. You should then add the totals in Boxes 6 and 7 and insert the total number of Open Offer Shares for which you would like to apply in Box 8. For example, if you have a Basic Entitlement for 50 Open Offer Shares but you want to apply for 75 Open Offer Shares in total, then you should write '50' in Box 6, '25' in Box 7 and '75' in Box 8. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '75') by £0.06, which is the price in Sterling of each Open Offer Share (giving you an amount of £4.50 in this example). You should write this amount in Box 9. You should then return your Application Form by post or by hand (during normal office hours only) to Link Asset Services Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to be received by them by no later than 11.00 a.m. on 17 March 2020, after which time Application Forms will not be valid. If you post your application form by first class post, you should allow at least four Business Days for delivery.

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

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up and otherwise successfully apply for using the Excess Application Facility. Your definitive share certificate for Open Offer Shares is expected to be dispatched to you, at your own risk, on 26 March 2020.

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

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

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

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

- Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 27 February 2020 and who have converted them to certificated form;
- Qualifying Non-CREST Shareholders who bought Existing Ordinary Shares before 27 February 2020 but were not registered as the holders of those shares at the close of business on 27 February 2020; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact the Receiving Agents Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**7. Can I trade my Open Offer Entitlement?**

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

**8. What if I change my mind?**

If you are a Qualifying Non-CREST Shareholder, once you have sent your Application Form and payment to the Receiving Agents, you cannot withdraw your application or change the number of Open Offer Shares for which you have applied.

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

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

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

If you hold Existing Ordinary Shares in the Company directly and you sell some or all of your Existing Ordinary Shares before 2 March 2020, you should contact the buyer or the person/company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. However, notwithstanding the above, you should not contact the buyer if he is located or resident in, is a citizen of, or has a registered office in a Restricted Jurisdiction. If you sell any of your Existing Ordinary Shares on or after 27 February 2020, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

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

Completed Application Forms should be returned with a cheque drawn in the appropriate form. All payments must be in pounds sterling and made by cheque made payable to “Link Market Services Limited re Eden Research plc Open Offer A/C.” and crossed “A/C payee only”. Cheques or banker’s drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom or Channel Islands which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp to the back of the cheque. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

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

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

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

You should send your completed Application Form together with the monies in the appropriate form, by post or by hand (during normal office hours only) to Link Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

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

The Receiving Agents must receive the Application Form by no later than 11.00 a.m. on 17 March 2020, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

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

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

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

It is expected that the Receiving Agents will post all new share certificates on 26 March 2020.

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

If you bought your Existing Ordinary Shares after the Record Date but before the ex-entitlement date, you are likely to be able to participate in the Open Offer in respect of such Ordinary Shares.

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

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

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

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

**20. Further assistance**

Please call Link Asset Services on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.



## NOTICE OF GENERAL MEETING

# Eden Research plc

*(Incorporated in England and Wales under the Companies Act 1985 with registered no. 03071324)*

Notice is hereby given that a general meeting (the “General Meeting” or the “Meeting”) of Eden Research plc (the “Company”) will be held at 11.00 a.m. at the offices of DAC Beachcroft LLP, 25 Walbrook, London EC4N 8AF on 18 March 2020, for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1 will be proposed as ordinary resolution and resolution 2 will be proposed as a special resolution.

### ORDINARY RESOLUTION

1. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 14 May 2019, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to allot Relevant Securities (as defined below) for cash up to an aggregate nominal amount of £1,766,209.07 pursuant to the Placing, Subscription and Open Offer (as defined and set out in the document in which this notice of Meeting is included) provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 6 months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which might require Relevant Securities to be allotted after such expiry and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired. In this resolution 1, “**Relevant Securities**” means any shares in the capital of the Company and the grant of any right to subscribe for, or to convert any security into, shares in the capital of the Company.

### SPECIAL RESOLUTION

2. That, in addition to all other powers granted to the directors of the Company at the annual general meeting of the Company held on 14 May 2019 and subject to the passing of resolution 1, the directors of the Company be empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment pursuant to the authority conferred on them by resolution 1 provided that such power shall, unless renewed, varied or revoked by the Company in general meeting:
  - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1,766,209.07, in connection with the Placing, Subscription and Open Offer (as defined and set out in the document in which this notice of Meeting is included); and
  - (b) expire on the date falling 6 months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

*By order of the Board*  
**Sean Smith**  
*Chief Executive Officer*  
Eden Research plc

*Registered Office*  
6 Priory Court  
Priory Court Business Park  
Poulton  
Cirencester  
GL7 5JB



**Notes:**

1. Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2001/3755, the Company specifies that only those members registered on the Company's register of members at close of business on 16 March 2020 shall be entitled to attend and vote at the General Meeting.
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a proxy form with this notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the Chairman of the General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's registrars, Link Asset Services, at the address set out in note 5.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - (a) completed and signed by you;
  - (b) sent or delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - (c) received by them no later than 11.00 a.m. on 16 March 2020.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
7. As at close of business on the business day immediately prior to the date of posting of this Notice of General Meeting, the Company's issued share capital comprised 207,189,337 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the business day immediately prior to the date of posting of this Notice of General Meeting is 207,189,337.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members ([www.euroclear.com](http://www.euroclear.com)), and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent Link Asset Services, (ID:RA10), by 11.00 a.m. on 16 March 2020 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities 2001 (as amended).

