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If you have sold or otherwise transferred all of your Old Rasmala Shares, please forward this document, together with the accompanying documents (including the Forms of Proxy), to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or transferee. However, neither this document nor any accompanying document should be forwarded to, or transmitted into, any jurisdiction where to do so may constitute a violation of local securities laws or regulations. If you have sold or otherwise transferred only part of your registered holding of Old Rasmala Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The release, publication or distribution of this document and/or the accompanying documents into jurisdictions other than the United Kingdom may be restricted by law and therefore this document and/or the accompanying documents may not be distributed or published in any jurisdiction except under circumstances which result in compliance with applicable laws and regulations. Therefore, persons into whose possession this document and/or the accompanying documents come should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction. **This document does not constitute an invitation or offer to sell or exchange, or the solicitation of an invitation or offer to buy or exchange, any security or to become a member of New Rasmala. None of the securities referred to in this document shall be sold, issued, exchanged or transferred in any jurisdiction in contravention of applicable law.**

RASMALA PLC

(incorporated and registered in England and Wales with registered number 05328847)

Recommended proposals for:

- (i) the introduction of a new parent company by means of a scheme of arrangement under Part 26 of the Companies Act 2006; and**
 - (ii) the cancellation of the admission of Old Rasmala Shares to trading on AIM;**
- and**

Notices of Court Meeting and General Meeting

Old Rasmala Shareholders should read the whole of this document and each of the accompanying documents. The Directors (details of whom appear on page 25 of this document) and the Company accept responsibility, individually and collectively, 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.

Your attention is drawn to the letter from the Chairman set out in Part I of this document, which contains the unanimous recommendation of the Board that you vote in favour of the Scheme at the Court Meeting and the Resolution to be proposed at the General Meeting. A letter from Stockdale Securities Limited explaining the Scheme appears in Part II of this document.

Notices of the Court Meeting and the General Meeting, each of which are expected to be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 13 December 2018, are set out in Part VII of this document. The Court Meeting will start at 11.00 a.m. and the General Meeting at 11.15 a.m. (or as soon thereafter as the Court Meeting has concluded). The action to be taken by Old Rasmala Shareholders in respect of the Meetings is set out in paragraph 8 of Part I of this document.

Old Rasmala Shareholders will find accompanying this document a pink Form of Proxy for use in connection with the Court Meeting and a blue Form of Proxy for use in connection with the General Meeting. **Whether or not you intend to attend the Meetings in person, please complete and sign each of the accompanying Forms of Proxy in accordance with the instructions printed on them and return them to Rasmala's Registrars, Link Asset Services, at the address indicated on the Forms of Proxy as soon as possible but, in any event, so as to be received by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting.** If the pink Form of Proxy for the Court Meeting is not returned by the relevant time, it may be handed to the chairman of the Court Meeting or the Registrars before the start of the Court Meeting and will still be valid. However, in the case of the General Meeting, unless the blue Form of Proxy is returned by the relevant time, it will be invalid.

Old Rasmala Shareholders who hold their shares through CREST and who wish to appoint a proxy or proxies for the Meetings or any adjournment(s) thereof may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. **Proxies submitted via CREST must be received by the Registrar by no later than 48 hours (excluding non-Business Days) before the appointed time for the relevant Meeting.**

The completion and return of a Form of Proxy or CREST proxy instruction will not prevent you from attending and voting in person at the Meetings or any adjournment thereof if you so wish and are so entitled.

Application has been made to the London Stock Exchange, conditional on the Scheme becoming effective, for the cancellation of the admission to trading of Old Rasmala Shares on AIM. If the Scheme proceeds as envisaged, it is expected that such cancellation will take effect on the Scheme Effective Date.

Stockdale, which is authorised and regulated in the UK by the FCA, is acting as financial adviser, nominated adviser and broker to the Company in connection with the Scheme and is not acting for and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the matters described in this document. Stockdale's responsibilities as nominated adviser under the AIM Rules are solely owed to the London Stock Exchange. No representation or warranty, express or implied, is made by Stockdale as to any of the contents of this document. Stockdale has not authorised the contents of, or any part of, this document and (without limiting the statutory rights of any person to whom this document is issued) no liability whatsoever is accepted by Stockdale for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which the Company and its Directors are solely responsible.

The New Rasmala Shares have not been, and will not be, registered under the US Securities Act. The Court Order will, if granted, constitute a basis for the exemption from the registration requirements under the US Securities Act with respect to the New Rasmala Shares issued pursuant to the Scheme. Neither the SEC nor any US state securities commission or regulatory authority has reviewed or approved this document or the Scheme. Any representation to the contrary is a criminal offence in the United States.

Forward-looking statements

This document includes certain forward-looking statements, which can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "projects", "expects", "intends", "may", "will", "seeks" or "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 relate to matters that are not historical facts and include statements regarding the Group and its subsidiaries and the Directors' current intentions, beliefs or expectations concerning, amongst other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which the Group operates.

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 an assurance of future performance. The Group's actual results of operations, financial condition and liquidity, and the development of the business sector in which the Group operates, may differ materially from those suggested by the forward-looking statements contained in this document. Neither Old Rasmala nor New Rasmala undertakes any obligation to update any forward-looking statements to reflect actual results, or any change in events, conditions or assumptions or other factors, unless required to do so by the AIM Rules or the Companies Act or BVI law (as applicable).

Definitions and interpretation

Definitions used in this document are as defined in Part VI unless defined elsewhere herein or the context requires otherwise.

Unless otherwise indicated, all references in this document to "**sterling**", "**pounds sterling**", "**£**", "**pence**", "**penny**" or "**p**" are to the lawful currency of the UK. All references to "**\$**" are to the lawful currency of the United States.

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

The terms "**parent undertaking**" and "**subsidiary undertaking**" shall have the same meanings as defined in section 1162 of the Companies Act and references to "**parent**" and "**subsidiary**" shall be interpreted accordingly.

All references to a statutory provision or law or to any order or regulation shall be construed as a reference to that provision or law, order or regulation as extended, modified, replaced or re-enacted from time to time.

This document is dated 19 November 2018.

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COMPANY AND ADVISER INFORMATION

Company name	Rasmala plc
Company number	05328847
Directors	Abdallah Yahya Al-Mouallimi (<i>Chairman</i>) Zak Hydari (<i>Chief Executive Officer</i>) Neil Thomas McDougall (<i>Chief Financial Officer</i>) John Wright (<i>Non-Executive Director</i>) Martin Gilbert Barrow (<i>Non-Executive Director and Senior Independent Director</i>) Michael Hjelm Willingham-Toxvaerd (<i>Non-Executive Director</i>)
Company secretary	Neil McDougall
Registered office	6th Floor 65 Gresham Street London EC2V 7NQ
Website	www.rasmala.com
Financial adviser, nominated adviser and broker	Stockdale Securities Limited 100 Wood Street London EC2V 7AN
Legal advisers as to English law	Bryan Cave Leighton Paisner LLP Adelaide House, London Bridge London EC4R 9HA
Legal advisers as to BVI law	Walkers 6 Gracechurch Street London EC3V 0AT
Auditors	Crowe Clark Whitehill LLP St Bride's House 10 Salisbury Square London EC4Y 8EH
Registrars	Link Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of circulation of this document	19 November 2018
Latest time for lodging Form of Proxy for the Court Meeting (pink form)	11.00 a.m. on 11 December 2018
Latest time for lodging Form of Proxy for the General Meeting (blue form)	11.15 a.m. on 11 December 2018
Voting record time for the Court Meeting and the General Meeting	6.00 p.m. on 11 December 2018
Court Meeting	11.00 a.m. on 13 December 2018
General Meeting	11.15 a.m. on 13 December 2018
Last day of dealings in Old Rasmala Shares	14 December 2018
Scheme Record Time	6.00 p.m. on 14 December 2018
Court hearing to sanction the Scheme	17 December 2018
Scheme Effective Date	18 December 2018
Cancellation of the admission to trading on AIM of Old Rasmala Shares	18 December 2018

Notes:

- (1) References to times are to London time.
- (2) Dates set out above are indicative and may be subject to change. Final dates and times will depend on, amongst other things, when the Court sanctions the Scheme.
- (3) Pink forms of proxy for the Court Meeting not returned by the time stated above may be handed to the Registrars or to the chairman of the Court Meeting before the start of the Court Meeting.

SUMMARY: FREQUENTLY ASKED QUESTIONS AND ANSWERS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. 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 manager, solicitor, accountant, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This document explains the proposals for: (i) a reorganisation of the Rasmala Group by way of a scheme of arrangement under Part 26 of the Companies Act which will result in New Rasmala becoming the parent company of the Group; and (ii) the cancellation of the admission of Old Rasmala Shares to trading on AIM. After the Scheme becomes effective, New Rasmala will own all the shares in Old Rasmala. Cancellation of the admission of Old Rasmala Shares to trading on AIM is expected to take effect at the same time as the Scheme becomes effective. Following the Scheme becoming effective, Old Rasmala will be re-registered as a private limited company.

Here is what you need to do now:

- read this summary and the remainder of this document; and
- read the Chairman's letter on pages 10 to 12 of this document which explains what is happening and also includes your Board's unanimous recommendation that you should vote in favour of the Scheme and the Resolution.

You should read the whole of this document and not just rely on this summary. This summary should not be regarded as a substitute for reading the whole document.

1. Why is Rasmala proposing the Scheme and the Cancellation?

The Board has concluded that a lack of liquidity and the costs associated with being an AIM company mean that admission to trading on AIM no longer serves the interests of Rasmala or its shareholders. Rasmala accordingly proposes to cancel the admission of its shares to trading on AIM.

The Board also considers (particularly in view of the proposed cancellation of the admission of the Company's shares to trading on AIM) that a UK holding company is no longer the most appropriate structure for the Group given that the majority of the Company's shareholders are non-UK investors and the business of the Group operates principally outside of the UK.

Accordingly, the Board, after detailed consideration, is of the view that the introduction of a newly incorporated BVI entity as the new holding company of the Group will provide the most appropriate structure for the Group for the future and best support its ongoing strategic and commercial aims.

2. Why is Rasmala implementing the introduction of the new parent company by way of a scheme of arrangement?

The simplest procedure to introduce New Rasmala as the new parent company of the Group is by way of a scheme of arrangement, a formal procedure under the Companies Act and one which is commonly used to carry out similar corporate re-organisations.

The Scheme will be carried out on a share-for-share basis with the result that all Old Rasmala Shareholders will become shareholders in New Rasmala and New Rasmala's share register immediately after the Scheme becomes effective will replicate exactly the shareholdings in Old Rasmala immediately before the Scheme becomes effective.

The Scheme requires the approval of Old Rasmala Shareholders and the Court. If the relevant approvals are obtained, all Old Rasmala Shareholders will be bound by the Scheme regardless of whether or how they voted.

3. Why am I being sent this document?

In order to bring the Scheme and certain ancillary matters into effect, Old Rasmala Shareholders are required to vote on certain proposals at both the Court Meeting and the General Meeting. This document contains information to assist you in your voting decision in relation to the Scheme.

4. Why are there two meetings and do I need to attend both?

There will be two meetings of Old Rasmala Shareholders, being the Court Meeting and the General Meeting, both of which are expected to be held on 13 December 2018, the General Meeting immediately after the Court Meeting.

The sole purpose of the Court Meeting is to seek the approval of Old Rasmala Shareholders to the Scheme itself. In order for the Scheme to be approved, a majority in number representing 75 per cent. in value of the shares held by Old Rasmala Shareholders present and voting (in person or by proxy) will need to support the Scheme.

The General Meeting, which will be held immediately after the Court Meeting, is being called to enable Old Rasmala Shareholders to approve the Resolution which relates to an ancillary matter in connection with the Scheme, as described more fully in Part II of this document, and as set out in the Notice of the General Meeting in Part VII of this document.

If you hold Old Rasmala Shares, you are entitled and encouraged to attend both meetings. If you do not attend, you are still entitled to vote at the Meetings by appointing a proxy – see below for further details.

5. Do I need to vote?

It is important that as many Old Rasmala Shareholders as possible cast their votes (whether in person or by proxy). This applies to both the Court Meeting and the General Meeting. In particular, it is important that a considerable number of votes are cast at the Court Meeting so that the Court can be satisfied that there is a fair and reasonable representation of Old Rasmala Shareholder opinion.

The resolutions at both the Court Meeting and the General Meeting will be decided by way of a poll. On a poll, each Old Rasmala Shareholder present in person or by proxy will have one vote for each share held. **Your votes count.**

If you do not wish, or are unable, to attend the Court Meeting and/or the General Meeting you may appoint someone (known as a “proxy”) to act on your behalf and vote at the Court Meeting and/or the General Meeting. You may appoint your proxy by completing the pink Form of Proxy (for the Court Meeting) and the blue Form of Proxy (for the General Meeting) and returning them in accordance with the instructions set out in paragraph 8 of Part I (Letter from the Chairman) of this document and on the relevant Form of Proxy. Each of the Forms of Proxy provides details of how Old Rasmala Shareholders holding shares in uncertificated form in CREST may appoint a proxy or proxies electronically through CREST and details are also set out below. **You are strongly encouraged to complete, sign and return your Forms of Proxy as soon as possible.**

6. What will I end up with after the Scheme comes into effect?

Once the Scheme has become effective, you will hold one New Rasmala Share for each Old Rasmala Share that you held at the Scheme Record Time (which is expected to be 6.00 p.m. on 14 December 2018). The register of members of New Rasmala will be updated to reflect your shareholding on the Scheme becoming effective. All New Rasmala Shares will be held in certificated form and accordingly new share certificates in respect of your New Rasmala Shares will be sent to you in due course. It will not be possible to hold New Rasmala Shares in uncertificated form (i.e. in CREST).

7. Do I have to pay anything under the Scheme?

No. All New Rasmala Shares are being issued to Old Rasmala Shareholders in return for their Old Rasmala Shares. No additional payment is required from you.

8. Will there be any change to the percentage of my shareholding?

As each Old Rasmala Shareholder will receive the same number of New Rasmala Shares under the Scheme as they currently hold of Old Rasmala Shares, your percentage shareholding (including as to voting rights) will not change as a result of the Scheme.

9. What about future dividends? Do I need to change my existing instructions so far as the payment of dividends is concerned?

You shall be entitled to participate in dividends or distributions made, paid or declared after the Scheme Record Time on the issued shares of New Rasmala on the same basis as your current entitlement in respect of Old Rasmala, subject to compliance with BVI law and any changes in New Rasmala's distribution policy from time to time. Your present dividend instructions will be continued in relation to New Rasmala after the Scheme becomes effective, unless and until you amend or revoke them. If you wish to change your instructions, you should contact Link Asset Services, the details of which are included on page 5 of this document.

10. What do I do with my old share certificates?

When the Scheme becomes effective, if you currently hold Old Rasmala Shares in certificated form, your certificates for those shares will cease to be valid and you will be sent share certificates in respect of your holding of New Rasmala Shares, upon receipt of which your share certificates for Old Rasmala Shares should be destroyed.

11. When will I receive share certificates for my New Rasmala Shares?

It is currently proposed that share certificates for New Rasmala Shares will be despatched to all shareholders within 14 days of the Scheme Effective Date. All New Rasmala Shares will be held in certificated form.

12. Will I have to pay any tax as a result of the Scheme?

While the tax consequences of the Scheme will depend on your individual circumstances, there should generally be no tax liabilities for UK-resident Rasmala Shareholders arising from the Scheme. Details of the UK tax treatment of Rasmala Shareholders arising under the Scheme are set out in paragraph 8 of Part IV (Additional Information) of this document.

If you are in any doubt about your tax position, you should consult a professional adviser immediately.

13. What if I am resident outside of the UK?

You should refer to paragraph 12 of Part II (Explanatory Statement) of this document.

14. Do I need to take further action?

It is important that you vote at the Court Meeting and the General Meeting. You are strongly encouraged to complete, sign and return your Forms of Proxy or transmit CREST proxy instructions as soon as possible. See question 5 above.

15. What if I still have questions?

If you have read this document and still have questions, please call the Company's registrars, 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 am – 5.30 pm, 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.

PART I

LETTER FROM THE CHAIRMAN

Directors:

Abdallah Yahya Al-Mouallimi (*Chairman*)
 Zak Hydari (*Chief Executive Officer*)
 Neil Thomas McDougall (*Chief Financial Officer*)
 John Wright (*Non-Executive Director*)
 Martin Gilbert Barrow (*Non-Executive Director and Senior Independent Director*)
 Michael Hjelm Willingham-Toxvaerd (*Non-Executive Director*)

Registered Office:

6th Floor
 65 Gresham Street
 London
 EC2V 7NQ

19 November 2018

To Old Rasmala Shareholders

Dear Shareholder

1. Introduction

Rasmala plc (“**Old Rasmala**” or the “**Company**”), the current parent company of the Group, announced on 16 November 2018 details of proposals to cancel the admission of its shares to trading on AIM (the “**Cancellation**”) and to change the Group’s corporate structure by inserting a new company, incorporated in the BVI, as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act (the “**Scheme**”).

For this purpose, Rasmala Holdings Limited (“**New Rasmala**”) was incorporated on 9 November 2018 in accordance with BVI law under registered number 1997633 and with its registered office at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, British Virgin Islands.

Upon the Scheme, which will be subject to certain conditions as described in paragraph 4 of Part II of this document, becoming effective, New Rasmala will become the holding company of the Group and Old Rasmala will be re-registered as a private limited company. The Cancellation is expected to take effect at the same time as the Scheme becomes effective.

The purpose of this letter is to explain why the Board considers the Proposals to be in the best interests of Old Rasmala Shareholders as a whole.

2. Reasons for the Proposals

The Board has concluded that a lack of liquidity and the costs associated with being an AIM company mean that admission to trading on AIM no longer serves the interests of the Company or its shareholders. The Company accordingly proposes to cancel the admission of its shares to trading on AIM.

The Board also considers (particularly in view of the proposed cancellation of the admission of the Company’s shares to trading on AIM) that a UK holding company is no longer the most appropriate structure for the Group given that the majority of the Company’s shareholders are non-UK investors and the business of the Group operates principally outside of the UK.

Accordingly, the Board, after detailed consideration, is of the view that the introduction of a newly incorporated BVI entity as the new holding company of the Group will provide the most appropriate structure for the Group and best support its ongoing strategic and commercial aims.

In order to allow shareholders who do not wish to remain investors in an unquoted group an opportunity to realise their investment, New Rasmala will undertake a tender offer to buy back up to 20 per cent. of its issued shares (the “**Tender Offer**”) at the tender price of 150 pence per share. The Tender Offer will open immediately following the Scheme becoming effective and will remain open for six weeks. A circular explaining the terms of the Tender Offer is provided to Rasmala Shareholders together with this document.

Old Rasmala Shareholders holding, in aggregate, approximately 15 per cent. of the issued share capital of Old Rasmala as at 15 November 2018 (the latest practicable date before the publication of this document), and who will hold equivalent holdings of New Rasmala Shares upon the Scheme becoming effective, have given expressions of intent not to tender their New Rasmala Shares under the Tender Offer.

3. The Cancellation

Application has been made to the London Stock Exchange in respect of the cancellation of the admission to trading on AIM of the Old Rasmala Shares, contingent on the Scheme becoming effective. It is expected that admission to trading on AIM of the Old Rasmala Shares will be cancelled at the same time as the Scheme becomes effective and the last day of dealings in Old Rasmala Shares is therefore expected to be 14 December 2018.

4. The Scheme

The introduction of New Rasmala as the new parent company of the Group will be carried out by way of a scheme of arrangement in accordance with Part 26 of the Companies Act.

Under the Scheme, all Old Rasmala Shares will be transferred to New Rasmala and in consideration for this Old Rasmala Shareholders will receive one New Rasmala Share for each Old Rasmala Share transferred. The transfer of the Old Rasmala Shares to New Rasmala will result in Old Rasmala becoming a wholly owned subsidiary of New Rasmala. Information on the New Rasmala Shares to be issued to Old Rasmala Shareholders is included in paragraph 3 of Part IV of this document.

The Scheme requires the approval of Old Rasmala Shareholders at the Court Meeting. If the Scheme is approved by the requisite majority of Old Rasmala Shareholders, an application will be made to the Court to sanction the Scheme.

If the Scheme is sanctioned by the Court, the Scheme will come into effect on the Scheme Effective Date.

If the Scheme has not become effective by the Longstop Date, it will lapse, in which event there will not be a new parent company of the Group, Old Rasmala Shareholders will remain shareholders of Rasmala and the Old Rasmala Shares will continue to be admitted to trading on AIM.

5. New Rasmala Board

The Directors of Old Rasmala are also the directors of New Rasmala.

Details of the indirect interests of certain of the Directors in the share capital of Old Rasmala are set out in paragraph 5 of Part IV of this document.

6. Shareholder safeguards

As a company with its registered office in the UK the shares of which are admitted to trading on AIM, Old Rasmala is subject to the provisions of the Takeover Code. New Rasmala, as a BVI-incorporated company, will not be subject to the Takeover Code, and acquisitions of shares in, or offers for shares of, New Rasmala, will not be subject to the protections afforded by the Takeover Code. For further details please see paragraph 8 of Part II of this document.

For details of key differences between shareholder rights afforded by English law and the articles of association of Old Rasmala, and BVI law and the articles of association of New Rasmala, please refer to paragraph 6 of Part IV of this document.

7. Overseas Shareholders

The implications of the Scheme for, and the distribution of this document and the accompanying documents to, Overseas Shareholders may be affected by the laws of relevant jurisdictions. Such persons should therefore inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy themselves as to their full observance of the laws of the relevant jurisdiction in connection with the Scheme.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal, financial and tax consequences of the Scheme in their particular circumstances. Further information in this regard is included in paragraph 12 of Part II of this document.

8. Action to be taken

It is expected that on 13 December 2018 the Court Meeting and General Meeting will be held to seek shareholder approval for the Scheme and certain ancillary matters. The notice of the Court Meeting and the notice of the General Meeting are each set out in Part VII of this document.

Please check that you have received the following with this document:

- a pink Form of Proxy for use in respect of the Court Meeting; and
- a blue Form of Proxy for use in respect of the General Meeting.

If you have not received all of these documents, 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 am – 5.30 pm, 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.

Whether or not you plan to attend the Meetings, if you hold your Old Rasmala Shares:

- **in certificated form, you are requested to complete, sign and return to the Registrars the pink Form of Proxy for use at the Court Meeting and the blue Form of Proxy for use at the General Meeting; and**
- **in uncertificated form, you are requested to complete and return CREST proxy instructions to the Registrars in respect of the Court Meeting and the General Meeting,**

in each case in accordance with the instructions included on the relevant Form of Proxy and the instructions included on the relevant notice of Meeting set out in Part VII of this document and so as to be received as soon as possible and, in any event, by no later than 48 hours (excluding non-Business Days) before the time appointed for the relevant meeting.

9. Recommendation

The Directors believe the Proposals to be in the best interests of Old Rasmala and its shareholders as a whole and, accordingly, unanimously recommend that Old Rasmala Shareholders vote in favour of the Scheme at the Court Meeting and vote in favour of the Resolution to be proposed at the General Meeting.

Yours faithfully,

H.E. Abdallah Yahya Al-Mouallimi
Chairman

PART II

EXPLANATORY STATEMENT

(in compliance with section 897 of the Companies Act 2006)

Stockdale Securities Limited
7th Floor, 100 Wood Street
London EC2V 7AN

19 November 2018

To Old Rasmala Shareholders

Dear Shareholder

1. Introduction

Old Rasmala, the current parent company of the Group, announced on 16 November 2018 details of proposals to change the Group's corporate structure by inserting a new company, incorporated in the BVI, as the ultimate parent company of the Group. It is intended that this new corporate structure will be implemented by way of a scheme of arrangement under Part 26 of the Companies Act.

The Scheme will require the approval of Old Rasmala Shareholders at the Court Meeting.

Your attention is drawn to the letter from the Chairman of Rasmala set out in Part I (Letter from the Chairman) of this document, which (along with Parts III and IV of this document) forms part of this Explanatory Statement. That letter contains the unanimous recommendation by the Directors to Old Rasmala Shareholders to vote in favour of the Scheme at the Court Meeting and to vote in favour of the Resolution to be proposed at the General Meeting.

That letter also states that the Directors believe the Scheme to be in the best interests of Old Rasmala and its shareholders as a whole.

The Directors have been advised by Stockdale in connection with the Scheme and we have been authorised by the Directors to write to you to explain the terms of the Scheme and to provide you with other relevant information.

Statements made in this letter which refer to the background to the recommendation of the Directors reflect the views of the Directors.

The full text of the Scheme is set out in Part III (Scheme of Arrangement) of this document. The full text of each of the resolutions to be proposed at the Court Meeting and the General Meeting is set out in the notices of the Court Meeting and General Meeting, respectively, in Part VII of this document.

2. Reasons for the Scheme

The reasons for the Scheme are described in Part I (Letter from the Chairman) of this document.

3. Summary of the Scheme

Under the Scheme, all Old Rasmala Shares will be transferred to New Rasmala and in consideration for this Old Rasmala Shareholders will receive one New Rasmala Share for each Old Rasmala Share transferred. The transfer of the Old Rasmala Shares to New Rasmala will result in Old Rasmala becoming a wholly owned subsidiary of New Rasmala.

Upon the Scheme becoming effective, the rights attaching to the New Rasmala Shares will be, for all practical purposes, the same as those attaching to the existing Old Rasmala Shares and a New Rasmala Shareholder will have the same proportionate interest in the capital and income of New Rasmala as they had in Old Rasmala immediately prior to the Scheme becoming effective. A summary of the differences between the rights of Old Rasmala Shareholders and New Rasmala Shareholders arising from differences between English company law and BVI company law, and between the respective articles of association of Old Rasmala and New Rasmala, is included in paragraph 6 of Part IV of this document.

The Group will have the same business and operations immediately following the Scheme becoming effective as it has immediately before the Scheme becomes effective. The assets and liabilities of the Group immediately following the Scheme becoming effective will not differ from the assets and liabilities of the Group immediately before the Scheme becomes effective, save that New Rasmala will hold all of the Old Rasmala Shares then in issue.

4. Conditions to implementation of the Scheme

The implementation of the Scheme is conditional on the following having occurred:

- (A) the Scheme being approved by a majority in number, representing at least 75 per cent. in value, of the Old Rasmala Shareholders present and voting, either in person or by proxy, at the Court Meeting;
- (B) the Scheme being sanctioned by the Court; and
- (C) a copy of the order of the Court sanctioning the Scheme having been delivered to the Registrar of Companies.

The Directors will not take the necessary steps to implement the Scheme unless the above conditions have been satisfied and they consider that it continues to be in the best interests of the Company and its shareholders that the Scheme should be implemented.

The Court hearing to sanction the Scheme is expected to be held on 17 December 2018. Old Rasmala Shareholders have the right to attend the Court hearing in person or by counsel to support or oppose the sanction of the Scheme.

If the Scheme is sanctioned by the Court and the other conditions to the Scheme are satisfied, the Scheme will become effective on the Scheme Effective Date. The Scheme will technically become effective upon the delivery to the Registrar of Companies of a copy of the order of the Court sanctioning the Scheme.

If the Scheme has not become effective by the Longstop Date, it will lapse, in which event the Scheme will not proceed, Old Rasmala Shareholders will remain shareholders of Old Rasmala and the Old Rasmala Shares will continue to be admitted to trading on AIM.

The Scheme contains a provision for Old Rasmala and New Rasmala jointly to consent, on behalf of all persons concerned, to any modification of, or addition or condition to, the Scheme that the Court may think fit to approve or impose. The Court would be unlikely to approve or impose any modification of, or addition or condition to, the Scheme which might be material to the interests of shareholders unless shareholders were informed of any such modification, addition or condition. It will be a matter for the Court to decide, in its discretion, whether or not further meetings of shareholders should be held. If the Court does approve or impose a modification of, or addition or condition to, the Scheme which, in the opinion of the Directors, is such as to require the consent of Old Rasmala Shareholders, the Scheme will not be able to become effective unless and until such consent is obtained.

5. Effect of the Scheme

Under the Scheme, Old Rasmala Shareholders will have their Old Rasmala Shares replaced by the same number of New Rasmala Shares, which will be denominated in sterling. Old Rasmala Shareholders' proportionate entitlements in Old Rasmala's capital and income will be replicated in New Rasmala. Old Rasmala Shareholders will not receive any amount in cash pursuant to the terms of the Scheme.

New Rasmala is a newly incorporated company which has not traded since its incorporation and, prior to the Scheme becoming effective, will not own any assets or have any liabilities. Immediately following the Scheme becoming effective, New Rasmala will own all of the Old Rasmala Shares and, as the new parent company of the Group, its assets, liabilities and earnings on a consolidated basis will be those of the Group (albeit Old Rasmala's own assets, liabilities and earnings will not be transferred to New Rasmala).

6. Cancellation of admission to trading on AIM

Application has been made to the London Stock Exchange in respect of the cancellation of the admission to trading on AIM of the Old Rasmala Shares. It is expected that admission to trading on AIM of the Old Rasmala Shares will be cancelled with effect from the Scheme Effective Date.

Dates may be deferred if it is necessary to adjourn either or both of the Court Meeting and/or the General Meeting, or if there is any delay in obtaining the Court's sanction of the Scheme. In the event of a delay, the application for the cancellation of admission to trading on AIM of the Old Rasmala Shares will be deferred so that such admission to trading will not be cancelled until the Scheme becomes effective.

7. Settlement

Subject to the Scheme becoming effective, settlement of the New Rasmala Shares to which a shareholder is entitled under the Scheme will be effected in the manner set out in this paragraph 7.

- (A) **Share certificates.** All New Rasmala Shares will be held in certificated form. It will not be possible to hold New Rasmala Shares in CREST. Definitive share certificates in respect of the New Rasmala Shares are expected to be despatched within 14 days of the Scheme Effective Date. In the case of joint shareholders, certificates will be despatched to the person whose name appears first in New Rasmala's register of members. As from the Scheme Effective Date: (i) existing certificates representing holdings in certificated form of Old Rasmala Shares will cease to be valid for any purpose and Old Rasmala Shareholders who hold their Old Rasmala Shares in certificated form should, if so requested by Old Rasmala, destroy such certificates or send them to Old Rasmala for cancellation; and (ii) each holding of Old Rasmala Shares credited to any account in CREST will be disabled and will be removed from CREST in due course.
- (B) **General.** All documents sent by or to Old Rasmala Shareholders, or as such persons shall direct, will be sent at their own risk and will be sent by post either to the holder's address as set out on Old Rasmala's register of members at the Scheme Record Time or to such other address of the holder as is notified as a change of address in writing by an Old Rasmala Shareholder to Old Rasmala prior to the Scheme Effective Date and, in the case of joint holders, to the joint holder whose name stands first in such register in respect of the joint holdings concerned. Settlement of the New Rasmala Shares will be implemented in full without regard to any lien, right of set-off, counter claim or other analogous right to which Old Rasmala or New Rasmala may be, or claim to be, entitled against such shareholder.

8. Takeover Code

As a company with its registered office in the UK the shares of which are admitted to trading on AIM, Old Rasmala is currently subject to the provisions of the Takeover Code. Following the Scheme becoming effective, Old Rasmala Shareholders will become shareholders in New Rasmala, a company whose registered office is not in the UK. As a result, following the Scheme becoming effective, the Takeover Code will not apply to any offer made to shareholders of New Rasmala to acquire their shares.

Accordingly, Old Rasmala Shareholders should note that, if the Scheme is implemented, they will not continue to receive the protections afforded by the Takeover Code, including in the event of an offer to acquire their shares in New Rasmala.

Brief details of the Panel, the Takeover Code and the protections given by the Takeover Code are set out below.

- (A) **The Takeover Code.** The Takeover Code is issued and administered by the Panel. The Takeover Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.
- (B) **General principles and rules of the Takeover Code.** The Takeover Code is based on a number of general principles which are essentially statements of standards of commercial behaviour. These general principles are set out in Part V of this document and apply to all transactions with

which the Takeover Code is concerned. They are expressed in broad terms and the Takeover Code does not define the precise extent of, or the limitations on, their application. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose. In addition to the general principles, the Takeover Code contains a series of rules, of which some are effectively expansions of the general principles and examples of their application and others are provisions governing specific aspects of takeover procedure. Although most of the rules are expressed in more detailed language than the general principles, they are not framed in technical language and, like the general principles, are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a rule in certain circumstances.

- (C) **Protections of the Takeover Code.** A summary of key points regarding the application of the Takeover Code to takeovers generally is set out in Part V of this document. **You are encouraged to read this information carefully as it outlines certain important protections which you will be giving up upon the Scheme becoming effective.**

9. Directors' interests

Abdallah Y. Al-Mouallimi and Zak Hydari are interested in Old Rasmala by virtue of their indirect interests in HBG Small Cap 3 Limited, which holds 8.84 per cent. of the shares in Old Rasmala. No other Directors hold interests in Old Rasmala directly or indirectly.

Save as otherwise stated in this document, the interests of the Directors in the Scheme do not differ from the like interests of other persons.

10. Irrevocable undertakings

HBG Small Cap 3 Limited has given an irrevocable undertaking in respect of its shareholding in Old Rasmala (as referred to in paragraph 9 above) to vote in favour of the Scheme at the Court Meeting and in favour of the Resolution at the General Meeting.

Irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and in favour of the Resolution at the General Meeting have also been procured from other Old Rasmala Shareholders holding, in aggregate, 13.57 per cent. of the issued shares of Old Rasmala.

Therefore, Shareholders holding, in aggregate, 22.41 per cent. of the issued shares of Old Rasmala as at 15 November 2018 (the latest practicable date before the publication of this document) have given irrevocable undertakings to vote in favour of the Scheme at the Court Meeting and in favour of the Resolution at the General Meeting.

11. Taxation

A summary of certain aspects of the UK taxation consequences of the Scheme is set out in paragraph 8 of Part IV (Additional Information) of this document.

The summary information on taxation in this document is intended as a guide only. Any Rasmala Shareholders who are in any doubt about their tax position, or who are resident for tax purposes outside the UK, are strongly advised to contact an appropriate independent professional adviser immediately.

12. Overseas Shareholders

The implications of the Scheme for, and the distribution of this document and the accompanying documents to, Overseas Shareholders may be affected by the laws of relevant jurisdictions. Such persons should therefore inform themselves about and observe all applicable legal requirements.

It is the responsibility of any person into whose possession this document comes to satisfy themselves as to their full observance of the laws of the relevant jurisdiction in connection with the Scheme, the distribution of this document and any accompanying documents, the obtaining of any governmental, exchange control or other consents which may be required and/or compliance with other necessary formalities which are required to be observed, the issue of New Rasmala Shares under the Scheme and the payment of any issue, transfer or other taxes due in such jurisdiction.

If, in respect of any Overseas Shareholder, New Rasmala is advised that the allotment and issue of New Rasmala Shares would or might infringe the laws of any jurisdiction outside the United Kingdom, or would or might require New Rasmala to obtain any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of New Rasmala, it would be unable to comply or which it regards as unduly onerous, the Scheme provides that New Rasmala may determine either: (a) that the relevant Overseas Shareholder's entitlement to New Rasmala Shares pursuant to the Scheme shall be issued to such Overseas Shareholder and then sold on his behalf as soon as reasonably practicable at the best price which can be reasonably obtained at the time of sale, with the net proceeds of sale being remitted to the relevant Overseas Shareholder; or (b) that the relevant Overseas Shareholder's entitlement to New Rasmala Shares shall be issued to a nominee for such Overseas Shareholder appointed by New Rasmala and then sold, with the net proceeds being remitted to the Overseas Shareholder concerned. Any remittance of the net proceeds of sale referred to in this paragraph shall be at the risk of the relevant Overseas Shareholder.

This document has been prepared for the purposes of complying with English and BVI law and the information disclosed in it may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions other than the United Kingdom and the BVI.

Overseas Shareholders should consult their own legal and tax advisers with respect to the legal, financial and tax consequences of the Scheme in their particular circumstances.

13. Meetings

Court Meeting

It is expected that the Court Meeting shall be held at 11.00 a.m. on 13 December 2018. At the Court Meeting the Old Rasmala Shareholders will consider and, if thought fit, approve the Scheme.

Voting at the Court Meeting will be by poll and each Old Rasmala Shareholder present in person or by proxy will be entitled to one vote for each Old Rasmala Share held. The statutory majority required to approve the Scheme at the Court Meeting is a majority in number of the members present and voting (either in person or by proxy) at the Court Meeting representing not less than 75 per cent. in value of the Old Rasmala Shares voted (either in person or by proxy) by such members.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court can be satisfied that there is a fair and reasonable representation of opinion of Old Rasmala Shareholders. You are therefore strongly encouraged to take the action referred to in paragraph 15 below.

If the Scheme becomes effective, it will be binding on all Old Rasmala Shareholders irrespective of whether they attended the Court Meeting and irrespective of the manner in which they voted.

You will find the Notice of the Court Meeting in Part VII of this document.

General Meeting

It is expected that the General Meeting shall be held at 11.15 a.m. on 13 December 2018 (or as soon thereafter as the Court Meeting has been concluded). At the General Meeting, Old Rasmala Shareholders will consider and, if thought fit, pass the Resolution set out in the notice of the General Meeting (contained in Part VII of this document) to approve, conditional on the Scheme becoming effective, the re-registration of Old Rasmala as a private limited company.

Voting at the General Meeting will be by poll and each Old Rasmala Shareholder present in person or by proxy will be entitled to one vote for each Old Rasmala Share held. The majority required for the passing of the Resolution is not less than 75 per cent. of the votes cast (in person or by proxy) at the General Meeting.

14. Tender Offer

In order to allow Rasmala Shareholders the opportunity to realise their investment in New Rasmala, particularly given that New Rasmala will be the holding company of an unquoted Group with effect from the Scheme becoming effective, New Rasmala will, subject to certain conditions, buy back up to 20 per

cent. of its issued shares at the tender price of 150 pence per share pursuant to the Tender Offer. The Tender Offer will open immediately upon the Scheme becoming effective and will remain open for six weeks.

A circular explaining the terms of the Tender Offer is provided to Rasmala Shareholders together with this document.

Old Rasmala Shareholders holding, in aggregate, approximately 15 per cent. of the issued share capital of Old Rasmala as at 15 November 2018 (the latest practicable date before the publication of this document), and who will hold equivalent holdings of New Rasmala Shares upon the Scheme becoming effective, have given expressions of intent not to tender their New Rasmala Shares under the Tender Offer.

15. Action to be taken

Forms of Proxy for Old Rasmala Shareholders are included with this document as follows:

- a pink Form of Proxy for use in respect of the Court Meeting; and
- a blue Form of Proxy for use in respect of the General Meeting.

Whether or not you plan to attend the Meetings, you are requested to complete, sign and return both Forms of Proxy as soon as possible and in any case no later than 48 hours (excluding any day that is not a Business Day) before the time fixed for the holding of the relevant meeting.

If the pink Form of Proxy for use at the Court Meeting is not returned by the above time, it may be handed to the chairman of the Court Meeting or the Registrars before the start of the Court Meeting. However, in the case of the General Meeting, if the blue Form of Proxy is not returned so as to be received by the time mentioned above, it will be invalid.

If you hold your Old Rasmala Shares in uncertificated form (that is, in CREST) you may return CREST proxy instructions to the Registrars in respect of the Court Meeting and the General Meeting (please refer to the notes included in the notices convening the Court Meeting and the General Meeting set out in Part VII of this document), in any case no later than 48 hours (excluding any day that is not a Business Day) before the time fixed for the holding of the relevant meeting.

16. Further information

The terms of the Scheme are set out in full in Part III (Scheme of Arrangement) of this document. Your attention is also drawn to the letter from your chairman set out in Part I of this document and the Additional Information set out in Part IV of this document.

Yours faithfully,

Antonio Bossi
 Director, Corporate Finance
 Stockdale Securities Limited

PART III

SCHEME OF ARRANGEMENT

**IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES
COMPANIES COURT (ChD)**

IN THE MATTER OF RASMALA PLC

– and –

IN THE MATTER OF THE COMPANIES ACT 2006

SCHEME OF ARRANGEMENT

(under Part 26 of the Companies Act 2006)

between

RASMALA PLC

and

THE HOLDERS OF THE SCHEME SHARES

(as hereinafter defined)

PRELIMINARY

(A) In this Scheme, unless inconsistent with the subject or context, the following expressions shall bear the following meanings:

“**Business Day**” means a day (excluding Saturdays and Sundays and public holidays in England and Wales) on which banks are generally open for business in the City of London and the BVI for the transaction of normal banking business;

“**BVI**” means the British Virgin Islands;

“**certificated**” or “**in certificated form**” means, in relation to a share or other security, a share or other security which is not in uncertificated form (i.e. not in CREST);

“**Clause**” means a clause of this Scheme;

“**Company**” or “**Old Rasmala**” means Rasmala plc, a public limited company incorporated in England and Wales and registered with number 05328847;

“**Companies Act**” means the Companies Act 2006, as amended from time to time;

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

“**Court Hearing**” means the hearing by the Court of the application to sanction the Scheme under Part 26 of the Companies Act;

“**Court Meeting**” means the meeting of the members of the Company to be convened by order of the Court pursuant to section 896 of the Companies Act to consider and, if thought fit, approve the Scheme;

“**Court Order**” means the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;

“**CREST**” means the computerised system for the paperless settlement of trades in securities and the holding of securities in uncertificated form operated by Euroclear in accordance with the CREST Regulations;

“**CREST Regulations**” means the Uncertificated Securities Regulations 2001, as amended from time to time;

“Encumbrances” means mortgages, charges, pledges, liens, options, equitable rights, rights of pre-emption or any other third party rights of any nature whatsoever;

“Euroclear” means Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 02878738, the operator of CREST;

“New Rasmala” means Rasmala Holdings Limited a company incorporated in the BVI with registered number 1997633;

“New Rasmala Shares” means ordinary shares of 50 pence each in New Rasmala to be issued to Scheme Shareholders in accordance with the terms of this Scheme;

“Old Rasmala Shares” means ordinary shares of 50 pence each in the capital of Old Rasmala;

“Scheme” means this scheme of arrangement to be made under Part 26 of the Companies Act, with or subject to any modification, addition or condition approved or imposed by the Court;

“Scheme Circular” means the circular dated 19 November 2018 sent by Old Rasmala to Old Rasmala Shareholders containing, amongst other things, this Scheme, an explanatory statement in compliance with Part 26 of the Companies Act and the notice of the Court Meeting;

“Scheme Effective Date” means the date on which this Scheme becomes effective, expected to be 18 December 2018;

“Scheme Record Time” means 6.00 p.m. (London time) on the day two Business Days before the Scheme Effective Date;

“Scheme Shareholders” means holders of Scheme Shares;

“Scheme Shares” means:

- (i) all Old Rasmala Shares in issue at the date of this Scheme;
- (ii) all (if any) Old Rasmala Shares issued after the date of this Scheme and before the Voting Record Time; and
- (iii) all (if any) Old Rasmala Shares issued at or after the Voting Record Time and before the Scheme Record Time in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme;

“uncertificated” or **“in uncertificated form”** means, in relation to a share or other security, a share or other security the title to which is recorded 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;

“Voting Record Time” means 6.00 p.m. on 11 December 2018; and

“£”, “pence” or **“sterling”** means the lawful currency of the United Kingdom.

- (B) The issued share capital of Old Rasmala at the date of this Scheme is £7,906,441 divided into 15,812,882 ordinary shares of 50 pence each, all of which are credited as fully paid.
- (C) New Rasmala was incorporated in the BVI on 9 November 2018 with registered number 1997633. At the date of this Scheme, New Rasmala is authorised to issue 100,000,000 shares of 50 pence each. The number of shares issued by New Rasmala at the date of this Scheme is 1, which shall be surrendered and cancelled upon the Scheme becoming effective.
- (D) The purpose of this Scheme is to provide for the transfer of the Scheme Shares to New Rasmala in consideration for the allotment and issue of the New Rasmala Shares to the Scheme Shareholders.
- (E) New Rasmala has agreed to appear by counsel at the Court Hearing, to consent to the Scheme, to undertake to be bound thereby and to execute and do or procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by it for the purpose of giving effect to this Scheme including (without limitation) the allotment and issue of New Rasmala Shares to the Scheme Shareholders.

THE SCHEME

1. Transfer of Scheme Shares

- (a) On the Scheme Effective Date, New Rasmala shall acquire all the Scheme Shares with full title guarantee and free from Encumbrances together with all rights attaching thereto including voting rights and the right to receive all dividends and other distributions declared, paid or made by Old Rasmala on or after the Scheme Effective Date.
- (b) For the purposes of such acquisition, the Scheme Shares shall be transferred to New Rasmala and such transfer shall be effected by means of a form or forms of transfer or other instrument or instruction of transfer and any person may be appointed by Old Rasmala as attorney or agent and shall be authorised on behalf of the holder concerned to execute and deliver as transferor such form of transfer or other instrument or instruction of transfer of such Scheme Shares and every form, instrument or instruction of transfer so executed shall be as effective as if it had been executed by the holder or holders of the Scheme Shares thereby transferred.

2. Consideration for the transfer of the Scheme Shares

- (a) In consideration for the transfer of the Scheme Shares to New Rasmala as provided in Clause 1 of this Scheme, on the Scheme Effective Date New Rasmala shall, subject to as hereinafter provided, allot and issue (credited as fully paid) New Rasmala Shares to the Scheme Shareholders on the basis of one New Rasmala Share for each Scheme Share held at the Scheme Record Time.
- (b) The provisions of this Clause 2 shall be subject to any prohibition or condition imposed by law.

3. New Rasmala Shares

- (a) The New Rasmala Shares to be issued pursuant to Clause 2 shall be issued free from Encumbrances and shall rank in full for all dividends, distributions and other entitlements declared, made or paid by New Rasmala on or after the Scheme Effective Date.
- (b) Without prejudice to the generality of the foregoing, if, in respect of any Scheme Shareholder who is a citizen, resident or national of any jurisdiction outside the United Kingdom or the BVI, New Rasmala is advised that the allotment and issue of New Rasmala Shares pursuant to Clause 2 would infringe the laws of any jurisdiction outside the United Kingdom or the BVI or would require New Rasmala to observe any governmental or other consent or effect any registration, filing or other formality with which, in the opinion of New Rasmala, it would be unable to comply or which it regards as unduly onerous, then New Rasmala may in its sole discretion either:
 - (i) determine that such New Rasmala Shares shall be sold, in which event the New Rasmala Shares shall be issued to such Scheme Shareholder and New Rasmala shall appoint a person to act pursuant to this Clause 3(b)(i) and such person shall be authorised on behalf of such Scheme Shareholder to procure that any New Rasmala Shares in respect of which New Rasmala has made such a determination shall, as soon as practicable following the Scheme Record Time, be sold at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses and commissions, including any amount in respect of value added tax payable thereon) shall be paid to such Scheme Shareholder by sending a cheque to such Scheme Shareholder in accordance with the provisions of Clause 4. To give effect to any such sale, the person so appointed shall be authorised on behalf of such Scheme Shareholder to execute and deliver a form of transfer and to give such instructions and do all such things which he may consider necessary or expedient in connection with such sale. In the absence of fraud, none of Old Rasmala, New Rasmala or any person so appointed shall have any liability for any loss or damage arising as result of the timing or terms of any such sale; or
 - (ii) determine that no such New Rasmala Shares shall be allotted and issued to such Scheme Shareholder under Clause 2 but instead such New Rasmala Shares shall be allotted and issued to a nominee appointed by New Rasmala as trustee for such Scheme Shareholder, on terms that they shall, as soon as practicable following the Scheme Record Time, be sold on behalf of such Scheme Shareholder at the best price which can reasonably be obtained at the time of sale and the net proceeds of such sale (after the deduction of all expenses

and commissions, including any amount in respect of value added tax payable thereon) shall be paid to such Scheme Shareholder by sending a cheque to such Scheme Shareholder in accordance with the provisions of Clause 4. In the absence of fraud, none of Old Rasmala, New Rasmala or any broker or agent of either of them shall have any liability for any loss arising as a result of the timing or terms of any such sale,

and not later than 15 days following any sale pursuant to this Clause 3(b), New Rasmala shall procure that any nominee or person so appointed to act under this Clause 3(b) shall account for the cash payable by despatching cheques by post to the persons entitled thereto.

4. Settlement

- (a) As soon as reasonably practicable (and not more than 14 days) after the Scheme Effective Date:
- (i) Old Rasmala shall update its register of members to reflect the transfer of shares pursuant to the Scheme; and
 - (ii) New Rasmala shall send by post to the allottees of New Rasmala Shares, certificates in respect of such shares. All New Rasmala Shares will be held in certificated form.
- (b) All certificates required to be sent by New Rasmala pursuant to this Clause 4 shall be sent by post in pre-paid envelopes addressed to the persons respectively entitled thereto at their respective addresses appearing in the register of members of Old Rasmala at the Scheme Record Time (or, in the case of joint holders, to the address of the first-named shareholder in respect of the Scheme Shares concerned) or in accordance with any special instructions regarding communications received at the registered office of Old Rasmala before the Scheme Record Time. None of Old Rasmala, New Rasmala or their respective agents or nominees shall be responsible for any loss or delay in the despatch of certificates or cheques in accordance with this Clause 4.
- (c) All cheques payable under Clause 3(b) shall be made payable to the relevant Scheme Shareholder (or, in the case of joint holders, to the first-named shareholder in respect of the Scheme Shares concerned) in sterling drawn on a UK clearing bank and the encashment of any such cheque shall be a complete discharge to New Rasmala for the monies represented thereby.
- (d) This Clause 4 shall be subject to any prohibition or condition imposed by law.

5. Certificates representing Scheme Shares

With effect from and including the Scheme Effective Date, all certificates representing holdings of Scheme Shares shall cease to be valid. The Scheme Shareholders in respect of such Scheme Shares shall be bound at the request of Old Rasmala to destroy or deliver up such certificates for cancellation. With effect from and including the Scheme Effective Date, each holding of Scheme Shares credited to any account in CREST will be disabled and removed from CREST in due course.

6. Mandated payments and other instructions

Each mandate in force at the Scheme Record Time relating to the payment of dividends on Scheme Shares and each instruction then in force as to notices and other communications from Old Rasmala shall, unless and until varied or revoked, be deemed as from the Scheme Effective Date to be a valid and effective mandate or instruction to New Rasmala in relation to the corresponding New Rasmala Shares to be allotted and issued pursuant to the Scheme.

7. Effective Date

- (a) This Scheme shall become effective in accordance with its terms as soon as a copy of the Court Order shall have been delivered to the Registrar of Companies.
- (b) Unless this Scheme shall have become effective on or before 6.00 p.m. (London time) on 28 February 2019 or such later date, if any, as Old Rasmala and New Rasmala may agree and the Court may allow, it shall lapse.

8. Modification

Old Rasmala and New Rasmala may jointly consent on behalf of all persons concerned to any modification of or addition to this Scheme or to any condition which the Court may think fit to approve or impose.

9. Governing Law

This Scheme is governed by English law and is subject to the jurisdiction of the courts of England and Wales.

Dated: 19 November 2018

PART IV

ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names and functions are set out in paragraph 4 below, and the Company accept responsibility, individually and collectively, 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.

2. Information on the Rasmala Group

Rasmala is a public limited company incorporated in England and Wales with its registered office at 6th Floor, 65 Gresham Street, London EC2V 7NQ.

Rasmala is a leading independent investment holding company with assets under management of approximately US \$1.9 billion.

In 2017, earnings from fees and commissions was strong, continuing year-on-year growth. The Rasmala Group has significantly reduced its cost base over the past year and has maintained a strong and liquid balance sheet, which is ready to be deployed in support of investments made throughout the Group.

The Group's principal operating subsidiary, Rasmala Investment Bank Limited (the "**Subsidiary**"), is based in Dubai, UAE. The Subsidiary provides customised investment solutions and a broad range of investment strategies to institutions and private investors. This year assets under management have continued to increase despite a backdrop of challenging financial markets. The Subsidiary is continuing to expand its offering to keep up with investors' demands.

Rasmala remains optimistic about its business and will continue to work closely with its stakeholders to deliver a positive return from investment opportunities.

The Group's financial performance has remained consistent with that reported in the Group's interim financial results for the six months ended 30 June 2018. Assets under management ("**AUM**") as at 30 September 2018 were \$1.853 million, a slight decrease compared with AUM of \$1.929 million as at 30 June 2018.

There are no current ratings or outlooks publicly accorded to the Rasmala Group.

3. Information on New Rasmala

New Rasmala was incorporated in the BVI on 9 November 2018 with registered number 1997633 and with its registered office at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110, British Virgin Islands.

New Rasmala has not traded or conducted any business operations since its incorporation. New Rasmala has no investments and does not own any securities.

New Rasmala was incorporated with one issued ordinary share of 50 pence. This share will be surrendered and cancelled upon the Scheme becoming effective.

The rights attaching to the New Rasmala Shares will be, for all practical purposes, the same as those attaching to the Old Rasmala Shares and a New Rasmala Shareholder will have the same proportionate interest in the capital and income of New Rasmala immediately following the Scheme becoming effective as they had in Old Rasmala immediately prior to the Scheme becoming effective. A summary comparison of the respective rights of Old Rasmala Shareholders and New Rasmala Shareholders arising from differences between English company law and BVI company law, and between the respective articles of association of Old Rasmala and New Rasmala, is included in paragraph 6 below.

4. Directors of Old Rasmala and New Rasmala

The Directors of Old Rasmala and their respective positions are as follows:

Abdallah Yahya Al-Mouallimi	(Chairman)
Zak Hydari	(Chief Executive Officer)
Neil Thomas McDougall	(Chief Financial Officer)
John Wright	(Non-Executive Director)
Martin Gilbert Barrow	(Non-Executive Director and Senior Independent Director)
Michael Hjelm Willingham-Toxvaerd	(Non-Executive Director)

The Directors were each appointed as directors of New Rasmala on 15 November 2018, save for Neil McDougall who was appointed as a director of New Rasmala on its incorporation on 9 November 2018.

The terms upon which the Directors are engaged by the Group will not change as a result of the implementation of the Scheme. Details of the remuneration of the Directors are included in the Group's annual report and accounts for the financial year ended 31 December 2017, a copy of which is available on the Group's website at www.rasmala.com.

5. Directors' interests

Abdallah Y. Al-Mouallimi and Zak Hydari are interested in Old Rasmala by virtue of their indirect interests in HBG Small Cap 3 Limited, which, as at 15 November 2018 (the last practicable date prior to the publication of this document), holds 8.84 per cent. of the issued share capital of Old Rasmala. HBG Small Cap 3 Limited will be issued with a corresponding proportion of New Rasmala Shares upon the Scheme becoming effective.

There have been no direct or indirect dealings in the shares of the Company by any director or their connected persons in the last 12 months.

Save as set out in this paragraph 5, none of the Directors or their connected persons has any interest in the share capital of any member of the Rasmala Group. There are no outstanding loans or guarantees granted or provided by the Group for the benefit of any of the Directors.

6. Summary of the principal differences between the rights of Old Rasmala Shareholders and New Rasmala Shareholders arising under English company law and BVI company law and the respective articles of association of Old Rasmala and New Rasmala

The following is a summary comparison of material differences between the rights of Old Rasmala Shareholders and New Rasmala Shareholders arising from the differences between English company law and BVI company law and the respective articles of association of Old Rasmala and New Rasmala.

The below is a summary only and not a complete description of English or BVI law nor a substitute for reading the articles of association of Old Rasmala or New Rasmala. Copies of the articles of association of Old Rasmala (the "Old Rasmala Articles") and the memorandum and articles of association of New Rasmala (the "New Rasmala Articles") will be made available on the Company's website (see paragraph 10 of this Part IV (Additional Information) for further details).

Voting Rights

Provisions currently applicable to Old Rasmala Shareholders

Under the Old Rasmala Articles, a shareholder who is present in person or by proxy and entitled to vote at a shareholders' meeting is entitled to one vote on a show of hands regardless of the number of shares he or she holds. On a poll, each shareholder having the right to vote, including proxies for shareholders, is entitled to one vote for each share held in Old Rasmala.

Under the Old Rasmala Articles, two shareholders present in person or by proxy and entitled to vote on the business to be transacted constitute a quorum for the purposes of a general meeting.

The Old Rasmala Articles provide that resolutions put to a vote at a shareholders' meeting will be decided on a show of hands, unless a poll is demanded by:

- (1) the chairman of the meeting;
- (2) at least two shareholders present in person or by proxy that have the right to vote on the resolution;
- (3) a shareholder or shareholders representing not less than 10 per cent. of the total voting rights of all the members having the right to vote on the resolution; or
- (4) any shareholder or shareholders holding shares that have voting rights on the resolution on which the aggregate sum paid on its or their shares is equal to at least 10 per cent. of the total sum paid on all the shares having those voting rights on the resolution.

Under English law, ordinary resolutions must be approved by at least a majority of the votes cast by shareholders present in person or by proxy. If a poll is demanded, the resolution conducted on a poll must be approved by shareholders representing at least a majority of the total voting rights of shareholders who vote on the resolution in person or by proxy.

Special resolutions, if decided on a show of hands, require the approval of at least 75 per cent. of the votes cast by shareholders present in person or by proxy. If a poll is demanded, a special resolution conducted on a poll must be approved by shareholders representing at least 75 per cent. of the total voting rights of shareholders who vote on the resolution in person or by proxy. Special resolutions generally involve resolutions to: (1) change the name of a company; (2) alter its capital structure; (3) change or amend the rights of shareholders; (4) disapply shareholders' pre-emptive rights; (5) amend a company's articles of association; or carry out other matters for which the Companies Act 2006 prescribes that a "special resolution" is required.

Under the Old Rasmala Articles, proxies of shareholders are entitled to attend and speak at shareholders' meetings and to demand or to join in demanding a poll, and vote at shareholders' meetings on a poll or on a show of hands.

Provisions that will be applicable to New Rasmala Shareholders

Under the New Rasmala Articles, a shareholder will have the same entitlement on a show of hands as under the Old Rasmala Articles. A shareholder (and any proxies) will have the same entitlement on a poll as under the Old Rasmala Articles.

Under the New Rasmala Articles, two persons present in person or by proxy constitute a quorum for the purposes of a general meeting.

The New Rasmala Articles contain provisions to the same effect as the provisions of the Old Rasmala Articles in respect of a poll being demanded.

Under BVI law, resolutions must be approved by at least a majority of the votes cast by shareholders in person or by proxy. The same requirements apply under BVI law as under English law in respect of poll voting.

BVI law does not recognise the concept of a special resolution. However, a company's memorandum and articles of association may provide either generally or specifically that particular matters require the approval of a specified majority. The New Rasmala Articles provide for special resolutions in a manner consistent with the Old Rasmala Articles and English law.

BVI law allows for a BVI company's memorandum of association to include one more of the following provisions: (1) that specified provisions of the memorandum or articles of association may not be amended; (2) that a resolution passed by a specified majority of members, greater than 50 per cent., is required to amend. The New Rasmala Articles do not make provision in this regard.

The New Rasmala Articles contain provisions to the same effect as the provisions of the Old Rasmala Articles in respect of the entitlements of proxies.

Written Resolutions

Provisions currently applicable to Old Rasmala Shareholders

Under English law, the shareholders of a public company such as Old Rasmala are not permitted to pass resolutions in writing rather than at a general meeting.

Provisions that will be applicable to New Rasmala Shareholders

Neither BVI law nor the New Rasmala Articles restrict the ability of New Rasmala Shareholders to pass written resolutions.

Shareholder Proposals and Shareholder Nominations of Directors

Provisions currently applicable to Old Rasmala Shareholders

Under English law, shareholders may demand that a resolution be voted on at an annual general meeting if the demand is made by shareholders holding at least 5 per cent. of the total voting power of shares having a right to vote on the resolution. The only shareholders who count towards this threshold are those having at the date of the requisition a right to vote at the annual general meeting to which the resolution relates.

In general, resolutions to appoint directors of a public company must be put to shareholders on the basis of one resolution for each nominated director. A resolution including more than one director may be presented to be voted upon at a general meeting only if the shareholders have first unanimously approved so doing.

Provisions that will be applicable to New Rasmala Shareholders

Under the New Rasmala Articles, members entitled to exercise at least 5 per cent. of the voting rights in respect of the matter for which the meeting is requested may request the directors of a BVI company to call a meeting of the members of the company and on receipt of such a request the directors shall convene such a meeting.

The New Rasmala Articles require that every resolution of a general meeting for the appointment of a director shall relate to one named person and a single resolution for the appointment of two or more persons shall be void unless a resolution that it shall be so proposed has first been agreed to by the meeting without any vote being cast against it.

Dividends

Provisions currently applicable to Old Rasmala Shareholders

Subject to the prior rights of holders of any preferred shares, an English company may pay dividends on its shares only out of its distributable profits, defined as accumulated, realised profits less accumulated, realised losses, and not out of share capital, which includes share premiums (being the excess of the consideration for the issue of shares over the aggregate nominal amount of such shares).

In addition, under English law, Old Rasmala is not permitted to make a distribution if, at the time, the amount of its net assets is less than the aggregate of its issued and paid-up share capital and undistributable reserves or if the distribution would result in the amount of its net assets being less than that aggregate. The Board may declare dividends to be paid to shareholders and fix the time of payment of such dividends. The Board has the power under the Old Rasmala Articles to pay such interim dividends as appear to the Board to be justified by the financial position of Old Rasmala.

A dividend may be paid in any currency or currencies decided by the Board. The Board may agree with a shareholder that any dividend declared or which may become due in one currency will be paid to the member in another currency.

The Board may deduct from any dividend payable to a shareholder such sums as may be due from that shareholder to Old Rasmala in relation to their shares in Old Rasmala. No dividend payable shall bear interest as against Old Rasmala.

Provisions that will be applicable to New Rasmala Shareholders

A BVI company may pay dividends on its shares provided that the solvency test prescribed by the BVI Act has been satisfied.

A BVI company satisfies the solvency test if: (1) the value of the company's assets exceeds its liabilities; and (2) the company is able to pay its debts as they fall due (the "**solvency test**").

The board of New Rasmala may, by ordinary resolution, declare dividends to be paid to shareholders and fix the time of payment of such dividends provided that the directors are satisfied on reasonable grounds that New Rasmala will, immediately after the dividend is paid, satisfy the solvency test.

The New Rasmala Articles contain provisions to the same effect as the provisions of the Old Rasmala Articles in respect of the currency of dividends and deductions from dividends.

Rights of Purchase and Redemption

Provisions currently applicable to Old Rasmala Shareholders

Under English law, a public company may issue redeemable shares provided it is authorised to do so by its articles. The Old Rasmala Articles permit the issuance of redeemable shares.

Under English law, Old Rasmala may purchase its own shares (subject to any restrictions in its articles), if: (a) in the case of a market purchase, authority to make the market purchase has been given by an ordinary resolution of its shareholders; or (b) in the case of an off-market purchase, the purchase is pursuant to a contract which has first been approved by a special resolution of its shareholders.

Under English law, a company may purchase its own shares only if the shares are fully paid and, in the case of a public company such as Old Rasmala, only out of: (1) distributable profits; or (2) the proceeds of a new issue of shares made for the purpose of financing the purchase.

Provisions that will be applicable to New Rasmala Shareholders

Under BVI law, a business company may issue redeemable shares provided it is authorised to do so by its memorandum and articles of association. The New Rasmala Articles permit the issuance of redeemable shares.

The New Rasmala Articles permit the purchase by New Rasmala of its own shares. Additionally, New Rasmala may purchase its own shares if authorised to do so by resolution of the directors and subject to and in accordance with the provisions of the BVI Act by means of:

(a) an offer to all shareholders (a “**statutory pre-emptive offer**”) to purchase or redeem shares that would (if accepted) leave the relative voting and distribution rights of the shareholders unaffected and gives each shareholder a reasonable opportunity to accept the offer; or

(b) an offer to one or more shareholders (a “**non pre-emptive offer**”) to purchase or redeem shares to which all shareholders have consented in writing and is permitted by the company’s memorandum or articles of association.

In the case of a statutory pre-emptive offer, the terms of the offer may allow the company to acquire additional shares from a shareholder if another shareholder does not accept the offer in whole or part.

In the case of a non pre-emptive offer, the directors may only make the offer if they have passed a resolution stating that in their opinion (and including their reasons for such opinion):

(a) the purchase or redemption is to the benefit of the remaining shareholders; and

(b) the terms of the offer (including the consideration offered for the shares) are fair and reasonable to the company and the remaining shareholders.

A BVI company may purchase its own shares provided that the directors authorising the purchase are satisfied on reasonable grounds that the company will, immediately after the purchase, satisfy the solvency test.

Shareholder Meetings

Provisions currently applicable to Old Rasmala Shareholders

Under the Old Rasmala Articles, all general meetings of shareholders will be held at the time and place determined by the Board.

Under English law, a general meeting of shareholders may be called: (1) by the Board; or (2) on the requisition of shareholders holding at least 5 per cent. of the paid-up capital of the Company carrying voting rights at the general meeting.

Provisions that will be applicable to New Rasmala Shareholders

Under the New Rasmala Articles, all general meetings of shareholders will be held at the time and place determined by the board of New Rasmala.

Under BVI law and the New Rasmala Articles, a general meeting of shareholders may be called at any time: (1) by the board; (2) such person or persons as may be authorised by the memorandum or articles to call the meeting; or (3) on requisition in writing by shareholders entitled to exercise at least 5 per cent. of the voting rights in respect of the matter for which the meeting is requested.

Under the Old Rasmala Articles, requisite notice periods for general meetings are those prescribed under the Companies Act 2006, namely:

- (1) in the case of an annual general meeting, at least 21 clear days' notice; and
- (2) in any other case, at least 14 clear days' notice.

In addition, general meetings may be called upon shorter notice if: (1) in the case of an annual general meeting, all the shareholders who are permitted to attend and vote agree to the shorter notice; or (2) in the case of a general meeting, a majority of the shareholders having a right to attend and vote at the meeting and who hold at least 95 per cent. in nominal value of the shares giving that right so agree.

"Clear days' notice" means calendar days and excludes both the day on which notice is given and the day of the meeting itself. The Old Rasmala Articles provide that documents sent by post are deemed received on the business day following the day it was put in the post.

Under BVI law, the requisite notice period for general meetings is not less than seven clear days' notice. A company's articles may provide for a longer period of notice to be given. The New Rasmala Articles do not prescribe any such longer period.

General meetings may also be called upon shorter notice if members holding 90 per cent. of the total voting rights on all the matters to be considered at the meeting have waived notice of the meeting.

"Clear days' notice" carries the same meaning in BVI law as under English law i.e. both the day on which notice is given and the day of the meeting itself are to be excluded in calculating the notice period. The New Rasmala Articles contain equivalent provisions to the Old Rasmala Articles in respect of deemed receipt of documents sent by post.

Pre-emptive Rights

Provisions currently applicable to Old Rasmala Shareholders

Under English law, the issuance for cash of (i) equity securities, being those which, with respect to dividends or capital, carry a right to participate beyond a specified amount; or (ii) rights to subscribe for or convert into equity securities, must be offered first to the existing equity shareholders in proportion to the respective nominal values of their holdings, unless a special resolution to the contrary has been passed by shareholders in a general meeting.

Provisions that will be applicable to New Rasmala Shareholders

While BVI law does not provide for any statutory pre-emption rights on the issuance of shares, the New Rasmala Articles include pre-emption rights which have substantially the same effect as the pre-emption rights conferred by English law and summarised opposite.

Amending Constitutional Documents

Provisions currently applicable to Old Rasmala Shareholders

Under English law, shareholders have the power to amend any provisions of a company's articles of association, by special resolution.

Amendments affecting the rights of the holders of any class of shares may, depending on the rights attached to the class and the nature of the amendments, also require approval by special resolution of the classes affected in separate class meetings. See "Share Class Rights" below.

Provisions that will be applicable to New Rasmala Shareholders

Under the New Rasmala Articles, shareholders have the power to amend any provisions of a company's memorandum or articles of association by special resolution.

BVI law does not prescribe restrictions where the rights of holders of any class of shares are affected. However, the New Rasmala Articles contain certain provisions in respect of share class rights. See "Share Class Rights" below.

Share Class Rights

Provisions currently applicable to Old Rasmala Shareholders

The Old Rasmala Articles provide that:

- (1) the rights of any class of shares may only be changed as provided by those rights or with the consent in writing of 75 per cent. of the total nominal value of shares of that class or by a special resolution passed at a separate class meeting of the holders of the relevant class of shares;
- (2) the quorum required for separate class meetings is at least two people who hold, or act as proxies for, at least one-third of the total nominal value of the existing shares of the class, except that at any adjournment of a class meeting two shareholders constitute a quorum, regardless of the number of shares those shareholders hold; and
- (3) every holder of shares of a class having a separate class meeting is entitled to one vote in respect of each share held of that class.

Provisions that will be applicable to New Rasmala Shareholders

The provisions of the Old Rasmala Articles summarised opposite have been retained in the New Rasmala Articles.

Shareholder Approval of Certain Transactions

Provisions currently applicable to Old Rasmala Shareholders

The Companies Act provides for schemes of arrangement, which are arrangements or compromises between a company and any class of shareholders or creditors and used in certain types of reconstructions, amalgamations, capital reorganisations or takeovers. These arrangements require the approval of: (1) a majority in number of each class of shareholders or creditors representing at least 75 per cent. in value of the capital held by or debt owed to that class present and voting in person or by proxy at special meetings convened by order of the Court; and (2) the Court.

Once approved, sanctioned and effective, all shareholders and creditors of the relevant class and the Company are bound by the terms of the scheme.

Shareholder approval is required under the AIM Rules for any disposal by an AIM company such as Old Rasmala which, when aggregated with any other disposal(s) over the previous 12 months, exceeds 75 per cent. or more of the assets, profits, or gross capital of that company.

Shareholder approval may also be required for an acquisition or disposal of assets between an AIM company and related parties, including:

- (a) any director of the AIM company or of any subsidiary or parent undertaking of that AIM company;
- (b) any person who is, or was in the last 12 months preceding the date of the transaction, a director of the company or its subsidiaries; and
- (c) a substantial shareholder.

Provisions that will be applicable to New Rasmala Shareholders

The BVI Act provides for schemes of arrangement in materially identical terms to the provisions of the Companies Act.

Under BVI law, shareholder approval is required for any sale, transfer, lease, exchange or other disposition, other than a mortgage, charge or other encumbrance or the enforcement thereof, of more than 50 per cent. in value of the assets of the company if not made in the usual or regular course of the business carried on by the company.

BVI law does not require shareholder consent to an acquisition or disposal of assets between a BVI company and related parties.

Inspection Rights

Provisions currently applicable to Old Rasmala Shareholders

Except when closed pursuant to the Companies Act 2006, the register and index of names of shareholders of an English company may be inspected by its shareholders and, for a fee, by any member of the public.

The shareholders of an English public company may also inspect, without charge: (1) minutes of meetings of the shareholders and obtain copies of the minutes for a fee; and (2) service contracts of the company's directors and obtain copies of the contracts for a fee. In addition, the published annual accounts of a public company are required to be available for shareholders at a general meeting and a copy of these accounts sent to every shareholder.

Provisions that will be applicable to New Rasmala Shareholders

Under BVI law, a shareholder of a company is entitled on giving written notice to the company to inspect, make copies or take extracts from the company's register of members. The company's board may refuse to permit a shareholder from inspecting any of the above mentioned documents, including limiting the making of copies or the taking of extracts of such documents, if they are satisfied that it would be contrary to the company's interests to permit a shareholder to do so.

The register of members of a BVI company is not available to the public unless the company has elected to file it with the BVI Registrar of Companies.

A shareholder of a BVI company may also, on written notice, inspect make copies or take extracts from: (1) the memorandum and articles of association; (2) the register of directors and (3) minutes of meetings and resolutions of members and of those classes of members of which such shareholder is a member. The board may again refuse to permit a shareholder from inspecting any of the above mentioned documents if they are satisfied that it would be contrary to the company's interests to permit a shareholder to do so.

BVI law does not require that New Rasmala prepare or file accounts and, accordingly, there is no requirement of BVI law that New Rasmala send its shareholders a copy of its annual report and accounts. However, the New Rasmala Articles contain a requirement that New Rasmala prepare and circulate annual accounts and reports in accordance with the requirements of the Companies Act.

Directors' Duties

Provisions currently applicable to Old Rasmala Shareholders

Under English law, a director has fiduciary and certain statutory duties. The general statutory duties of directors are:

- (1) to act in accordance with their powers;
- (2) to promote the success of the company for the benefit of members as a whole;
- (3) to exercise independent judgement;
- (4) to exercise reasonable care, skill and diligence;
- (5) to avoid conflicts of interest;
- (6) not to accept benefits from third parties; and
- (7) to declare an interest in a proposed transaction or arrangement.

In promoting the success of a company, the directors must have regard to the following factors:

- (1) the likely consequences of any decision in the long term;

Provisions that will be applicable to New Rasmala Shareholders

Under BVI law, a director has fiduciary and statutory duties. A director of a BVI company: (i) must act honestly and in good faith and in what he believes to be in the best interests of the company; and (ii) shall exercise his powers as a director for a proper purpose and shall not act, or agree to act, in a manner that contravenes BVI law or the memorandum or articles of the company.

When exercising powers or performing duties, a director shall exercise the care, diligence, and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation: (a) the nature of the company; (b) the nature of the decision; and (c) the position of the director and the nature of the responsibilities undertaken by him.

- (2) the interests of the company's employees;
- (3) the need to foster business relationships with suppliers, customers and others;
- (4) the impact of operations on the community and environment;
- (5) the desirability of maintaining high standards of business conduct; and
- (6) the need to act fairly between members of the company.

A director of a company who has any direct or indirect interest in a contract or proposed contract with Old Rasmala must declare his interest at a board meeting.

Under the Old Rasmala Articles the Board has the power to authorise matters where a Director has or can have a direct or indirect interest that conflicts or may conflict with that of Old Rasmala. No interested Director can count towards the quorum at the meeting considering the matter or have his vote counted when authorising the conflict.

A director who has any direct or indirect interest in a contract or proposed contract with New Rasmala must declare his interest at a board meeting. The New Rasmala Articles give the board the power to authorise matters where a director has or may have a direct or indirect interest that conflicts or may conflict with the interests of New Rasmala. The New Rasmala Articles restrict the circumstances in which a director may vote or be counted in a quorum at the meeting or parts of a meeting relating to a transaction or arrangement with New Rasmala in which he is interested.

Retirement of Directors

Provisions currently applicable to Old Rasmala Shareholders

The Old Rasmala Articles provide that at each annual general meeting, any Director who was appointed by the board since the previous annual general meeting, and certain other directors as determined in accordance with the provisions of the articles, shall retire. These retired Directors will be eligible for re-election at that annual general meeting.

Provisions that will be applicable to New Rasmala Shareholders

The provisions of the Old Rasmala Articles summarised opposite have been retained in the New Rasmala Articles.

Removal of Directors

Provisions currently applicable to Old Rasmala Shareholders

Under the Companies Act, shareholders may remove a director without cause by ordinary resolution, irrespective of any provisions of the service contract the director has with the Company, provided that special notice of the resolution to remove the Director is given to the company at least 28 days before the meeting at which it is moved.

Provisions that will be applicable to New Rasmala Shareholders

The New Rasmala Articles retain the requirement for the giving of special notice for the removal of a director as set out opposite.

The New Rasmala Articles also permit the removal of a Director by the service on him of a notice to that effect signed by all the other directors.

Any such removal of a director is without prejudice to any claim which such director may have for damages for breach of any agreement between him and the company.

Vacancies on the board of Directors

Provisions currently applicable to Old Rasmala Shareholders

Shareholders may by ordinary resolution appoint a person to be a Director to fill a vacancy or to become an additional Director.

The Board has the power to appoint a Director to fill a vacancy or to become an additional Director, to serve until the next annual general meeting of Old Rasmala, whereupon the Director concerned is required to retire but will be eligible for election.

The Board currently consists of six members. Under Old Rasmala's articles, the minimum number of directors is two and the maximum is 12.

Provisions that will be applicable to New Rasmala Shareholders

The New Rasmala Articles contain provisions equivalent to those of the Old Rasmala Articles summarised opposite.

Directors' Liabilities

Provisions currently applicable to Old Rasmala Shareholders

English law does not permit a company to exempt a director from any liability arising from negligence, default, breach of duty or breach of trust against the company.

However, a company may by ordinary resolution ratify a director's conduct amounting to negligence, default, breach of duty or breach of trust (note however a shareholder's right to bring an action against the company in certain circumstances as set out in "Shareholders' Actions" below). The director in question and any shareholders connected with him are not entitled to vote on the resolution. Shareholders can also ratify acts of directors by unanimous consent.

Provisions that will be applicable to New Rasmala Shareholders

BVI law follows English law in this respect.

Indemnification of Directors and auditors

Provisions currently applicable to Old Rasmala Shareholders

The Old Rasmala Articles contain provisions stating that each Director shall be indemnified out of the assets of Old Rasmala against any liability incurred by or attaching to him in connection with any liability arising from negligence, default, breach of duty or breach of trust by him in relation to Old Rasmala other than, in particular, any liability to Old Rasmala or any associated company, any criminal liability or any penalty arising as a result of non-compliance with a regulatory requirement.

In addition, Old Rasmala is permitted to provide a Director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to Old Rasmala or an associated company.

English law does not permit a company:

- (1) to exempt an auditor from any liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of

trust in relation to the company occurring in the course of the audit of accounts; or

Provisions that will be applicable to New Rasmala Shareholders

The provisions of the Old Rasmala Articles in respect of director indemnification and expenditure have been retained in the New Rasmala Articles.

BVI law does not expressly provide for the circumstances in which a company may or may not exempt or indemnify an auditor nor does it provide for the circumstances in which a company may limit the liability of an auditor.

The BVI Act allows a company to purchase and maintain insurance in relation to a person who is or was a director of the company against any liability asserted against the person and incurred by the person in that capacity. It is intended that New Rasmala will maintain directors' and officers' insurance.

- (2) to provide directly or indirectly an indemnity for an auditor of the company or an associated company against any liability in connection with any negligence, default, breach of duty or breach of trust in relation to the company of which he is auditor occurring in the course of the audit of accounts.

Under English law, a company may enter into an agreement limiting the amount of liability owed to it by its auditor in respect of any negligence, default, breach of duty or breach of trust occurring in the course of the audit of accounts. Such an agreement must comply with the Companies Act and be approved by the company's shareholders.

The Companies Act allows companies to purchase and maintain insurance for directors, officers and auditors against any liability arising from negligence, default, breach of duty or breach of trust against the company. Old Rasmala maintains directors' and officers' insurance.

Shareholders' Actions

Provisions currently applicable to Old Rasmala Shareholders

The Companies Act permits a shareholder whose name is on the register of members of the company to apply for a court order: (1) when the company's affairs are being or have been conducted in a manner unfairly prejudicial to the interests of all or some shareholders, including the shareholder making the claim; or (2) when any actual or proposed act or omission of the company is or would be so prejudicial. A court has wide discretion in granting relief, and may authorise civil proceedings to be brought in the name of the company by a shareholder on terms that the court directs.

English law also permits actions by shareholders on behalf of the company or on behalf of other shareholders in circumstances where there is an actual or proposed act or omission involving negligence, default, breach of duty or breach of trust by a director of the company.

Before such proceedings can be brought, the applicant is required to show a *prima facie* case against the defendant and the claim can only proceed with the court's permission.

Provisions that will be applicable to New Rasmala Shareholders

BVI law permits a shareholder who considers that the affairs of the company have been, or are likely to be, conducted in a manner that is likely to be oppressive, unfairly discriminatory, or unfairly prejudicial to him in that capacity, to apply to court for relief. The court has a wide discretion in granting relief and may, amongst other things, require the company or any other person to pay compensation, appoint a receiver of the company, appoint a liquidator of the company or set aside any decision made or action taken by the company or its directors in breach of BVI law or the memorandum and articles of association of the company.

BVI law also permits a shareholder, with the leave of the court, to bring proceedings in the name and on behalf of the company or to intervene in proceedings to which the company is a party for the purpose of continuing, defending or discontinuing the proceedings on behalf of the company. Before such proceedings can be brought the shareholder must obtain the leave of the court which will be granted only if the court is satisfied, amongst other things, that the member is acting in good faith, that the action is in the interests of the company taking account of the views of the company's directors on commercial matters and that the proceedings are likely to succeed.

Takeovers

Provisions currently applicable to Old Rasmala Shareholders

A takeover of Old Rasmala would be regulated by the Takeover Code. Further details of the protections afforded by the Takeover Code in respect of Old Rasmala Shareholders are included in Part V of this document.

Provisions that will be applicable to New Rasmala Shareholders

The Takeover Code will not apply to New Rasmala.

Reporting and Disclosure Requirements

Provisions currently applicable to Old Rasmala Shareholders

Old Rasmala is required to provide shareholders with certain information under the Companies Act and the AIM Rules.

In addition, Old Rasmala must send to shareholders a copy of its annual report and accounts.

Under the AIM Rules, Old Rasmala is currently required to announce and/or send to shareholders details relating to certain acquisitions, dispositions, takeovers, mergers and offers either made by or in respect of Old Rasmala, depending on their size and importance, as well as announcing without delay any new developments which are not public knowledge which, if made public, would be likely to lead to a significant movement in Old Rasmala's Share Price.

There are also disclosure requirements under the Market Abuse Regulation (596/2014) requiring a company whose financial instruments are admitted to trading on a multi-lateral trading facility (which includes AIM) to inform the public as soon as possible of inside information which directly concerns the company. Inside information means information of a precise nature, which has not been made public, relating directly or indirectly, to the company or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.

Disclosure obligations apply to shareholders of UK public companies whose shares are admitted to trading on a regulated market or on a prescribed market (which includes AIM). For example the provisions of Chapter 5 of the Disclosure Guidance and Transparency Rules sourcebook (as published by the FCA from time to time) apply once a person has a holding of 3 per cent. or more of the Company's total voting rights and capital in issue (including through his direct or indirect holding of financial instruments), and also if such holding increases or decreases through any single percentage point. In any such case, notification must be made to the company as soon as possible and in any event within two trading days.

Provisions that will be applicable to New Rasmala Shareholders

New Rasmala is required to provide shareholders only with limited information under BVI law, as detailed under "Inspection Rights" above.

BVI law imposes no similar requirements on New Rasmala as the AIM Rule requirements summarised opposite. New Rasmala will not be subject to the Market Abuse Regulation (596/2014) and neither New Rasmala nor its shareholders will be subject to the Disclosure Guidance and Transparency Rules.

AIM Rules

Provisions currently applicable to Old Rasmala Shareholders

As an AIM-quoted company, Old Rasmala is required to comply with the AIM Rules.

Provisions that will be applicable to New Rasmala Shareholders

New Rasmala will not be required to comply with the AIM Rules.

7. Irrevocable undertakings

Certain Old Rasmala Shareholders have provided irrevocable undertakings to vote in favour of the Scheme and the Resolution, as further described in paragraph 10 of Part II of this document.

8. Taxation

The summary information on taxation in this document is intended as a guide only. Any Rasmala Shareholders who are in any doubt about their tax position, or who are resident for tax purposes outside the UK, are strongly advised to contact an appropriate independent professional adviser immediately.

General

The following paragraphs, which are intended as a general guide only and not a substitute for detailed tax advice, are based on current legislation and on what is understood to be current HM Revenue & Customs practice. They summarise certain limited aspects of the UK taxation consequences of the Scheme and the holding and disposing of New Rasmala Shares and assume that the transaction is taking place for bona fide commercial reasons and is not taking place with the main purpose, or one of the main purposes, being the avoidance of tax.

Except where express reference is made to the position of non-UK residents, these paragraphs apply only to shareholders who are resident in the UK for tax purposes. They relate only to such shareholders who currently hold their shares, and who will hold their new shares, directly as an investment (other than under individual savings accounts) and who are absolute beneficial owners of those shares.

Unless they expressly provide to the contrary, these paragraphs do not deal with certain types of shareholders, such as persons who hold or who have acquired Old Rasmala Shares or New Rasmala Shares (or options or rights in respect thereof) in the course of trade or by reason of their, or another's, employment, collective investment schemes, insurance companies, or persons who are resident in a jurisdiction other than the UK. Any holder of Old Rasmala Shares or New Rasmala Shares who is in any doubt as to their taxation position should consult an appropriate professional adviser immediately.

UK taxation consequences of the Scheme

Taxation of chargeable gains

An Old Rasmala Shareholder should not be treated as having made a disposal or part disposal of his Old Rasmala Shares for the purposes of UK taxation of chargeable gains on implementation of the Scheme. Instead, any chargeable gain or allowable loss which would otherwise have arisen on a disposal of such holder's Old Rasmala Shares should be "rolled over" into his New Rasmala Shares. As a result, the New Rasmala Shares should be treated as the same asset and as having been acquired at the same time and for the same consideration as the Old Rasmala Shares from which they derived.

UK stamp duty and stamp duty reserve tax ("SDRT")

No stamp duty or SDRT will be payable by Old Rasmala Shareholders as a result of the transfer of Old Rasmala Shares and the issue of New Rasmala Shares under the Scheme.

UK taxation consequences of holding New Rasmala Shares

Distributions received from New Rasmala

No amounts in respect of tax will be withheld by New Rasmala when it pays a dividend.

An individual shareholder who is resident for tax purposes in the UK is entitled to a tax-free dividend allowance. This allowance exempts from tax the first £2,000 of dividend income received by such an individual in the tax year 2018-2019 and subsequent tax years. However, dividends within the allowance will count as taxable income when determining how much of the basic rate band or higher rate band has been used.

Dividend income in excess of £2,000 will be taxable at the rate of 7.5 per cent. to the extent it falls within an individual's basic rate band, 32.5 per cent. to the extent it falls within an individual's higher rate band and 38.1 per cent. to the extent it is taxed as additional rate income. For the purposes of determining

which of the taxable bands dividend income falls into, dividend income is treated as the highest part of the individual's total income.

Corporate Shareholders who are UK resident are potentially liable to corporation tax on dividends paid by New Rasmala. However, most dividends paid on the New Rasmala Shares to UK resident corporate Shareholders that are not micro or small enterprises (within EU Commission definitions) are likely to fall within one or more of the classes of dividend qualifying for exemption from corporation tax (although the exemptions are not comprehensive and are also subject to anti-avoidance rules). Shareholders within the charge to corporation tax (and particularly Shareholders that are micro or small enterprises) should consult their own professional advisers.

Disposal of New Rasmala Shares

A subsequent disposal of New Rasmala Shares by a New Rasmala Shareholder who is an individual resident in the UK may, depending on their circumstances, including the availability of any exemptions, reliefs and/or allowable losses, give rise to a chargeable gain or allowable loss for the purposes of UK taxation on chargeable gains. Any gain accruing to a corporate New Rasmala Shareholder from a disposal of New Rasmala Shares (other than corporates exempt from UK taxation on chargeable gains) will be included in such shareholder's profits chargeable to corporation tax and taxed at the appropriate rate. Any gain accruing to an individual New Rasmala Shareholder will be taxed at the appropriate rate of capital gains tax. The principal factors which will determine the amount of capital gains tax payable by an individual are the level of the annual allowance of tax-free capital gains in the tax year in which the disposal takes place, the extent to which the New Rasmala Shareholder realises any other capital gains in that year and the extent to which the New Rasmala Shareholder has incurred capital losses in that or any earlier tax year.

A subsequent disposal of New Rasmala Shares by a New Rasmala Shareholder who is an individual not resident in the UK for tax purposes but who carries on a trade, profession or vocation in the UK through a branch, agency or permanent establishment and has used, held or acquired the New Rasmala Shares for the purposes of such trade, profession or vocation or such branch, agency or permanent establishment may, depending on individual circumstances, give rise to a chargeable gain or allowable loss for the purposes of UK taxation on chargeable gains. An individual New Rasmala Shareholder who ceases to be resident (for tax purposes) in the UK, or falls to be regarded as resident in a territory outside the UK for the purposes of double taxation relief arrangements for a temporary period (a period of several tax years may be regarded as "temporary") and who disposes of the shares during that period may be liable on that shareholder's return to the UK to tax on any chargeable gain realised on the disposal (subject to any available exemption or relief).

On the basis that a New Rasmala Shareholder was able to "roll over" any chargeable gain or allowable loss which would otherwise have arisen on the disposal of such holder's Old Rasmala Shares on implementation of the Scheme (as set out above in the section entitled "UK taxation consequences of the Scheme"), any chargeable gain or allowable loss on the disposal of New Rasmala Shares should be calculated taking into account the original date of acquisition and allowable original cost to the Old Rasmala Shareholder of acquiring the Old Rasmala Shares from which the New Rasmala Shares are derived. In general, any chargeable gain or allowable loss on a disposal of New Rasmala Shares will be calculated by reference to the consideration received for the disposal of the New Rasmala Shares less the allowable cost to the shareholder of acquiring such New Rasmala Shares. It should be noted that the amount of any capital gain will be calculated using the pounds sterling values of acquisition cost and disposal proceeds, such that foreign currency movements could affect the amount of any gain.

For corporate shareholders only, indexation allowance on the relevant proportion of the original allowable cost should be taken into account for the purposes of calculating a chargeable gain (but not an allowable loss) arising on a disposal or part disposal of New Rasmala Shares (though it should be noted that indexation is only available up to 31 December 2017).

UK stamp duty and SDRT on transfers of New Rasmala Shares

The statements in this paragraph summarise the current position on UK stamp duty and SDRT and are intended as a general guide only. They assume that the New Rasmala Shares will not be registered in a register kept in the UK by or on behalf of New Rasmala. New Rasmala has confirmed that it does not intend to keep such a register in the UK.

Stamp duty should generally not need to be paid on an instrument executed outside the United Kingdom transferring New Rasmala Shares. No SDRT will generally be payable in respect of any agreement to transfer New Rasmala Shares.

9. Consent

Stockdale Securities Limited, of 100 Wood Street, 7th Floor, London EC2V 7AN, has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and the references to it in the form and context in which they are included.

10. Documents available on website

Copies of the following documents will be made available on the Company's website at www.rasmala.com during the period from the date on which this document is published up to and including the Scheme Effective Date (or the date on which the Scheme lapses):

- (i) this document and the Forms of Proxy;
- (ii) any announcements issued by the Company in connection with the Scheme;
- (iii) the annual report and accounts of the Group for the two financial years ended 31 December 2017;
- (iv) the articles of association of Old Rasmala;
- (v) the memorandum and articles of association of New Rasmala;
- (vi) the consent letter referred to in paragraph 9 of this Part IV; and
- (vii) the Tender Offer Document.

PART V

THE TAKEOVER CODE

1. General Principles and Application of the Takeover Code

As noted in paragraph 8 of Part II of this document, as New Rasmala is incorporated in the BVI, once the Scheme has become effective, the Takeover Code will not apply to New Rasmala. As such, following implementation of the Scheme, an offer for the issued shares of New Rasmala will not be subject to the provisions of the Takeover Code and Rasmala Shareholders will not receive the protections afforded under the Takeover Code.

The following is a summary of the key provisions and principles of the Takeover Code which apply to transactions to which the Takeover Code applies.

(A) *General Principles.*

- (i) All holders of the securities of an offeree company of the same class must be afforded equivalent treatment; moreover, if a person acquires control of a company, the other holders of securities must be protected.
- (ii) The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of directors of the offeree company must give its views on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's places of business.
- (iii) The board of directors of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
- (iv) False markets must not be created in the securities of the offeree company, of the offeror company or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
- (v) An offeror must announce a bid only after ensuring that it can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
- (vi) An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

(B) *Detailed application of the Takeover Code.*

- (i) **Equality of treatment.** General Principle 1 of the Takeover Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 of the Takeover Code requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the company if there are favourable conditions attached which are not being extended to all shareholders.
- (ii) **Information to shareholders.** General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.
- (iii) **Opinion of the offeree board of directors and independent advice.** The board of directors of the offeree company is required by Rule 3.1 of the Takeover Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable and the substance of such advice must be made known to its shareholders. Rule 25.2 of the Takeover Code requires that the board of directors of the offeree company

must send to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: the effects of implementation of the offer on all the company's interests, including, specifically, employment; and on the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business. The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings. Rule 20.1 of the Takeover Code states that, except with the consent of the Panel or as provided in the Notes on Rule 20.1 of the Takeover Code, information and opinions relating to an offer party or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

- (iv) **Option holders and holders of convertible securities or subscription rights.** Rule 15 of the Takeover Code provides that, when a Takeover Code offer is made for voting equity share capital or other transferable securities carrying voting rights and the offeree company has convertible securities outstanding, the offeror must make an appropriate offer or proposal to the stockholders to ensure their interests are safeguarded. Rule 15 also applies in relation to holders of options and other subscription rights. Upon the Scheme becoming effective these protections will be lost.

PART VI

DEFINITIONS

The following definitions apply throughout this document (other than in those parts of this document containing separate definitions), unless the context otherwise requires.

AIM	the AIM market operated by the London Stock Exchange
AIM Rules	the AIM Rules for Companies, incorporating guidance notes, published by the London Stock Exchange governing, inter alia, admission to AIM and the continuing obligations of companies admitted to AIM, as amended from time to time
Board	the board of Directors of Old Rasmala, whose names and functions are set out on page 25 of this document
Business Day	a day (excluding Saturdays and Sundays and public holidays in England and Wales) on which banks are generally open for business in the City of London and the BVI for the transaction of normal banking business
BVI	the British Virgin Islands
BVI Act	the BVI Business Companies Act, 2004, as amended from time to time
Cancellation	the proposed cancellation of the admission of the Old Rasmala Shares to trading on AIM, conditional on the Scheme coming into effect
certificated or in certificated form	in relation to a share or a security, a share or security which is not in uncertificated form (i.e. not in CREST)
Companies Act	the Companies Act 2006, as amended from time to time
Company	see Old Rasmala
Court	the Insolvency and Companies List (formerly known as the Companies Court) of the Business and Property Courts within the Chancery Division of the High Court of Justice in England and Wales
Court Meeting	the meeting of the members of the Company to be convened by order of the Court pursuant to section 896 of the Companies Act and expected to be held at 11.00 a.m. on 13 December 2018 to consider and, if thought fit, approve the Scheme, notice of which is set out in Part VII of this document
Court Order	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act
CREST	the computerised system for the paperless settlement of trades in securities and the holding of securities in uncertificated form operated by Euroclear in accordance with the CREST Regulations
CREST Regulations	the Uncertificated Securities Regulations 2001, as amended from time to time
Directors	the members of the Board, and Director shall be construed accordingly

Euroclear	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 02878738, the operator of CREST
FCA	the Financial Conduct Authority of the United Kingdom
Forms of Proxy	the pink and blue forms of proxy enclosed with this document for use in connection with (i) the Court Meeting; and (ii) the General Meeting, respectively, and Form of Proxy means either of them
General Meeting	the general meeting of the members of the Company expected to be held at 11.15 a.m. on 13 December 2018 (or, if later, immediately following the conclusion of the Court Meeting) to consider and, if thought fit, approve an ancillary matter in connection with the Scheme, notice of which is set out in Part VII of this document
Group	see Rasmala Group
London Stock Exchange	London Stock Exchange plc
Longstop Date	28 February 2019 or such later date as the Board may determine and agree with the Court, or as the Court may stipulate
Meetings	the Court Meeting and the General Meeting, and Meeting means either of them
New Rasmala	Rasmala Holdings Limited, a company incorporated in BVI with registered number 1997633
New Rasmala Shareholder	a holder of New Rasmala Shares
New Rasmala Shares	ordinary shares of 50 pence each in New Rasmala to be issued to New Rasmala Shareholders in accordance with the terms of the Scheme
Old Rasmala or the Company	Rasmala plc, a public limited company incorporated in England and Wales and registered with number 05328847
Old Rasmala Shareholder	a holder of Old Rasmala Shares
Old Rasmala Shares	ordinary shares of 50 pence each in the capital of Old Rasmala
Overseas Shareholders	Shareholders of Rasmala who are resident in, located in, or citizens of, jurisdictions outside the UK
Panel	the Panel on Takeovers and Mergers in the UK
Proposals	(i) the Scheme and (ii) the Cancellation
Rasmala	prior to the Scheme Effective Date, Old Rasmala and, on and following the Scheme Effective Date, New Rasmala
Rasmala Group or Group	prior to the Scheme Effective Date, Old Rasmala and its subsidiary undertakings and, on and following the Scheme Effective Date, New Rasmala and its subsidiary undertakings
Rasmala Shareholder or Shareholder	prior to the Scheme Effective Date, an Old Rasmala Shareholder and, on and from the Scheme Effective Date, a New Rasmala Shareholder
Registrars	Link Asset Services
Resolution	the resolution set out in the notice of General Meeting in Part VII of this document, to be proposed and, if thought fit, passed at the

	General Meeting in connection with the implementation of the Scheme
Scheme	the scheme of arrangement proposed to be made under Part 26 of the Companies Act between the Company and its members pursuant to which New Rasmala will become the new parent company of the Group, as set out in Part III of this document, subject to any modification, addition or condition stipulated by the Court
Scheme Effective Date	the date on which the Scheme becomes effective, expected to be 18 December 2018
Scheme Record Time	6.00 p.m. (London time) on the day two Business Days before the Scheme Effective Date
Scheme Shareholders	holders of Scheme Shares
Scheme Shares	<ul style="list-style-type: none"> (i) all the Old Rasmala Shares in issue at the date of this document; (ii) all (if any) Old Rasmala Shares issued after the date of this document and before the Voting Record Time; and (iii) all (if any) Old Rasmala Shares issued at or after the Voting Record Time and before the Scheme Record Time in respect of which the original or any subsequent holders thereof are, or shall have agreed in writing to be, bound by the Scheme
SEC	the United States Securities and Exchange Commission
Shareholder	see Rasmala Shareholder
Stockdale	Stockdale Securities Limited, financial adviser, nominated adviser and broker to the Company
Takeover Code	The City Code on Takeovers and Mergers (as amended from time to time) issued by the Panel
Tender Offer	the proposed buyback by New Rasmala of up to 20 per cent. of its issued shares at a tender price of 150 pence per share, as described in this document and the Tender Offer Document
Tender Offer Document	the document published by New Rasmala in connection with the Tender Offer, as enclosed with this document
uncertificated or in uncertificated form	in relation to a share or other security, a share or other security the title to which is recorded as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
United States or US	the United States of America
US Securities Act	the United States Securities Act of 1933, as amended from time to time
Voting Record Time	6.00 p.m. on 11 December 2018

PART VII

NOTICES OF MEETINGS

NOTICE OF COURT MEETING

**IN THE HIGH COURT OF JUSTICE,
BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES,
COMPANIES COURT (ChD)
DEPUTY INSOLVENCY AND COMPANIES COURT JUDGE ADDY QC**

IN THE MATTER OF RASMALA PLC

– and –

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that by an Order dated 16 November 2018 made in the above matters, the High Court of Justice (the “Court”) has given permission for a meeting (the “**Court Meeting**”) to be convened of the Scheme Shareholders (as defined in the document of which this Notice forms part (the “**Scheme Circular**”)) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between the Company and the Scheme Shareholders and that such meeting will be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 13 December 2018 at 11.00 a.m. at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme of Arrangement and a copy of the explanatory statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the Scheme Circular of which this Notice forms part. Capitalised terms used but not defined in this Notice shall have the meaning given to them in the Scheme Circular.

Scheme Shareholders entitled to attend and vote at the Court Meeting may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their place. A pink Form of Proxy for use at the Court Meeting is enclosed with this notice. Scheme Shareholders who hold their shares in uncertificated form (i.e. in CREST) are requested to complete CREST proxy instructions in accordance with the procedures described in the CREST Manual, which can be viewed at www.euroclear.com/CREST. Completion of the pink Form of Proxy, or the appointment of a proxy through CREST, will not prevent a Scheme Shareholder from attending and voting at the Court Meeting, or any adjournment thereof.

It is requested that Forms of Proxy (and any power of attorney or other authority under which the same are signed) and CREST proxy instructions be lodged with the Registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, in each case not less than 48 hours (excluding any day that is not a Business Day) before the time appointed for the Court Meeting. Forms of Proxy not so lodged may be handed to the Chairman or the Registrars at the Court Meeting before the Court Meeting commences.

In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

Entitlement to attend and vote at the Court Meeting, or any adjournment thereof, and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company as at 6.00 p.m. on the day which is two Business Days before the date of the Court Meeting or adjourned meeting (as the case may be). In each case, changes to the register of members of the Company after such time will be disregarded for the purposes of determining entitlement to attend and vote.

By the said Order, the Court has appointed Neil McDougall or, failing him, Zulfi Hydari or, failing him, any other director of the Company to act as chairman of the Court Meeting and has directed the chairman to report the result thereof to the Court.

The Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Dated 19 November 2018

Rasmala Plc
6th Floor
65 Gresham Street
London
EC2V 7NQ

NOTICE OF GENERAL MEETING

RASMALA PLC

(incorporated in England and Wales with registered number 05328847)

Notice is hereby given that a general meeting (the “**General Meeting**”) of Rasmala plc (the “**Company**”) will be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 13 December 2018 at 11.15 a.m. (or as soon thereafter as the Court Meeting shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution. Capitalised terms in this Notice shall, unless defined herein, have the same meanings as defined in the document of which this Notice forms part.

SPECIAL RESOLUTION

1. **THAT**, conditional on the Scheme becoming effective, the Company be re-registered as a private limited company.

By order of the Board

H.E. Abdallah Yahya Al-Mouallimi
Chairman

Registered Office:

6th Floor
65 Gresham Street
London
EC2V 7NQ

Notes:

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes cast), shareholders must be entered on the Company's register of members at 6.00 p.m. (London time) on 11 December 2018 or, in the event that the meeting is adjourned, on the Company's register of members at 6.00 p.m. (London time) on the date two days before the date of any adjourned meeting.
2. A shareholder of the Company who is entitled to attend and vote at this meeting is entitled to appoint another person (who need not be a member of the Company) to attend and vote in his place. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
3. A blue Form of Proxy is enclosed with this document. To be valid, the blue Form of Proxy (together with any power of attorney or authority under which it is signed) must be received by the Company's registrars, Link Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours before the time appointed for the meeting or, as the case may be, the adjourned meeting. Completion and return of the blue Form of Proxy will not prevent you from attending and voting at the meeting instead of the proxy should you so wish.
4. In the case of joint shareholders, the vote of the first named in the register of members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
5. In the case of a shareholder which is a corporation, the Form of Proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

NOTE FOR CREST MEMBERS

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (available at www.euroclear.com/CREST). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, 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 Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it related to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the Company's registrars, Link Asset Services, by the latest time(s) for receipt of proxy appointments specified above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland Limited 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 a CREST Proxy Instruction. 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, to procure that his/her CREST sponsor or voting service provider takes) 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.

