

Best of the Best 2 Plato Place 72-74 St. Dionis Road London SW64TU

t +44 (0) 207 371 8866

w www botb com e info@botb com

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt regarding the contents of this document, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK or an appropriately authorised independent financial adviser if you are outside the UK.

If you have sold or otherwise transferred all of your shares in Best of the Best plc subject to the restrictions on distribution described below and in the enclosed announcement, please send this letter and its enclosure as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, this documentation should not be forwarded or transmitted in or into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RELEVANT LAWS.

## **BEST OF THE BEST PLC**

(Incorporated in England and Wales with registered number 03755182)
Registered office: 2 Plato Place, 72-74 St Dionis Road, London, SW6 4TU

Strictly Private and Confidential

20 June 2023

Dear colleagues,

Recommended cash acquisition of the entire issued and to be issued share capital of Best of the Best plc (the "Company" or "Best of the Best") not already held by Globe Invest Limited ("GIL").

We are required by the City Code on Takeovers and Mergers (the "Takeover Code") to make this announcement readily available to you. No action is required on your part unless you want to make a comment in relation to this Rule 2.11 notice.

I refer to the announcement made earlier today by GIL (the "Announcement") that the board of Best of the Best and GIL have reached agreement on the terms of a recommended cash acquisition of the Company by GIL pursuant to which GIL will acquire the entire issued and to be issued share capital of the Company not already held by GIL or any persons acting in concert with it (the "Offer"). It is intended that the Offer will be implemented by way of contractual offer under Part 28 of the Companies Act 2006. The Offer is proceeding with the unanimous recommendation of the Company's board save for Mr. Charles Butler, non-executive chairman, who is not deemed to be independent for the purposes of the Offer as he is also a representative of GIL. The Announcement has put the Company into an 'offer period' under, and for the purposes of, the Takeover Code, to which the Company is subject. The Takeover Code seeks to ensure equal and fair treatment, so far as is practicable, of shareholders.

In accordance with Rule 2.11 of the Takeover Code, I enclose a copy of the Announcement issued by GIL to keep you informed of developments relating to the Offer. The enclosed Announcement includes

a summary of the disclosure requirements under Rule 8 of the Takeover Code, which are also included at the end of this letter.

This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full. This letter and the enclosed Announcement will be available, subject to certain restrictions relating to persons resident in certain restricted jurisdictions, on the offer microsite on the Company's website at botb.com/about/investors/offer by no later than 12 noon (London time) on the business day following the date of this letter. For the avoidance of doubt, the content of the website referred to in this letter is not incorporated into and does not form part of this letter.

## Addresses may be provided to GIL

Please note that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company (e.g. elections to receive communications in a particular form) may be provided to GIL during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

## Opinion of employee representatives

Best of the Best employees should be aware of their right to appoint representatives, and the right of such of their representatives under Rule 25.9 of the Takeover Code to have a separate opinion on the effects of the Offer on employment appended to any circular that may be published by Best of the Best in accordance with Rule 25.1 of the Takeover Code. If any such opinion is not received in good time before publication of a circular (and provided that it is received no later than 14 days after the date on which the offer is declared wholly unconditional) then the Company will publish the opinion on the Company's website and announce that it has been published via an RNS announcement. The Company will also be responsible for the costs reasonably incurred by the employee representatives in obtaining the advice required for the verification of the information contained in their opinion and the costs of the publication of any such opinion received.

If you have any queries in relation to this letter, you should contact Chris Lane or Toto Berger via Buchanan Communications, on +44 (0)20 7466 5000, without delay. However, please note that neither the above contacts nor the Company will be able to provide you with any legal, financial, tax planning or investment advice.

Yours faithfully,

William Hindmarch

Chief Executive Officer, Best of the Best plc

## Disclosure requirements of the Takeover Code

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

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

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

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4). Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.