
PROJECT FALCON

Request for Expression of Interest Document ('the document') - Important Notice

The information is communicated as a general guide to interested parties to assist them in deciding whether or not to investigate the above opportunity ('Proposed Transaction'). It is not intended to form the basis of any contract or transaction. Recipients must make their own independent assessment of the opportunity and should obtain independent professional advice. This document does not constitute an offer or invitation in respect of the Proposed Transaction or any other sale or purchase of securities, or any of the business or assets, described in this document.

A recipient cannot derive any legal claim from receipt of this Document to acquire a participating interest in the Company or to conduct negotiations with the Company or RSM Restructuring Advisory LLP, or other parties involved in the transaction with regard to such acquisition.

Status of the issuer

RSM Restructuring Advisory LLP has been appointed by the directors of 'Project Falcon' ('the Company') ('the Directors') to act as sole advisors in connection with the potential sale of business and assets of the Company together with its affiliates and its subsidiary undertakings. The content of this promotion has not been approved by an authorised person within the meaning of the Financial Services and Markets Act 2000. RSM Restructuring Advisory LLP is acting for the Company in connection with the arrangements proposed in this Document and no one else. RSM Restructuring Advisory LLP will not be responsible to anyone other than the Company for providing the protection afforded to clients or customers of RSM Restructuring Advisory LLP or for providing advice in relation to the proposal.

Status of information

Neither RSM Restructuring Advisory LLP, nor their agents, the Directors, or the Company have reviewed or verified the contents of this Document. No representation or warranty is given or is to be implied by or on behalf of the Company, its Directors or employees or any other person as to the accuracy or completeness of the information or opinions contained herein. Accordingly, none of the Company, its Directors, RSM Restructuring Advisory LLP shall be liable for any direct, indirect or consequential loss or damage suffered by any person as a result of relying on any information or opinions contained herein or in any other communication in connection with such proposed investment. In particular, they shall not be liable for the statements, projections or other information on the Company, its strategies, economic situation, market and competitive situations, regulatory environment etc. contained in the Document. Any Recipient who wishes to pursue an interest in the Company must complete their own due diligence and other enquiries as they think fit but, in any event, must not rely on the contents of this Document which is being provided for information purposes only.

This Document and the information contained herein are delivered as of the date set forth on the front cover hereof, and there shall be no implication that there has been no change in the affairs of the Company or other matters since such date. The statements contained in this Document and the facts on which they are based may be altered without prior notice. The Company and RSM Restructuring Advisory LLP assume no responsibility for updating this Document or any of the information contained herein. RSM Restructuring Advisory LLP is under no obligation to provide further information and does so at its own discretion.

The recipient acknowledges and agrees that no person has, nor is held out as having, any authority to give any statement, warranty, representation, assurance or undertaking on behalf of RSM Restructuring Advisory LLP, nor their agents, the Directors or the Company, in connection with the Proposed Transaction.

PROJECT FALCON

Confidentiality

This document has been furnished to the recipient on a confidential basis. No part of this document may be reproduced, stored in a retrieval system or transmitted in any form or any means, electronic, mechanical, photocopying, recording or otherwise other than in confidence to any professional adviser acting on their behalf without the prior written permission of RSM Restructuring Advisory LLP.

No action has been taken to permit the distribution of this Document in any jurisdiction where such action is required to be taken, other than in the United Kingdom. This document does not constitute an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. Recipients of this Document in jurisdictions outside the United Kingdom should inform themselves about and observe all applicable legal requirements in their jurisdictions. In particular this Document may not be distributed directly or indirectly in the United States of America or in its territories or possessions or areas subject to its jurisdiction or any political sub-division thereof or to any national, citizen or resident thereof or any person who is normally resident therein (including the estate of any such person and any corporation, partnership or other entity created or organised therein).

By accepting the Document you agree to be bound by the foregoing limitations.

RSM Restructuring Advisory LLP is under no obligation to provide further information and does so at its own discretion. RSM Restructuring Advisory LLP is a limited liability partnership registered in England and Wales, with registered number OC325349.

RSM Restructuring Advisory LLP

Rivermead House, 7 Lewis Court
Grove Park
Leicester
LE1 1SD
T +44 (0)116 282 0550
F +44 (0)116 282 0551
rsmuk.com

The UK group of companies and LLPs trading as RSM is a member of the RSM network. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm each of which practises in its own right. The RSM network is not itself a separate legal entity of any description in any jurisdiction. The RSM network is administered by RSM International Limited, a company registered in England and Wales (company number 4040598) whose registered office is at 50 Cannon Street, London EC4N 6JJ. The brand and trademark RSM and other intellectual property rights used by members of the network are owned by RSM International Association, an association governed by article 60 et seq of the Civil Code of Switzerland whose seat is in Zug.

RSM Corporate Finance LLP, RSM Restructuring Advisory LLP, RSM Risk Assurance Services LLP, RSM Tax and Advisory Services LLP, RSM UK Audit LLP, RSM UK Consulting LLP, RSM Employer Services Limited, RSM Northern Ireland (UK) Limited and RSM UK Tax and Accounting Limited are not authorised under the Financial Services and Markets Act 2000 but we are able in certain circumstances to offer a limited range of investment services because we are members of the Institute of Chartered Accountants in England and Wales. We can provide these investment services if they are an incidental part of the professional services we have been engaged to provide. RSM Legal LLP is authorised and regulated by the Solicitors Regulation Authority, reference number 626317, to undertake reserved and non-reserved legal activities. It is not authorised under the Financial Services and Markets Act 2000 but is able in certain circumstances to offer a limited range of investment services because it is authorised and regulated by the Solicitors Regulation Authority and may provide investment services if they are an incidental part of the professional services that it has been engaged to provide. Baker Tilly Creditor Services LLP is authorised and regulated by the Financial Conduct Authority for credit-related regulated activities. RSM & Co (UK) Limited is authorised and regulated by the Financial Conduct Authority to conduct a range of investment business activities. Before accepting an engagement, contact with the existing accountant will be made to request information on any matters of which, in the existing accountant's opinion, the firm needs to be aware before deciding whether to accept the engagement.

© 2020 RSM UK Group LLP, all rights reserved