

This document comprises a pricing statement relating to the Offer described in the prospectus published by ProCook Group Limited on 1 November 2021 (the "Prospectus"). This document must be read in conjunction with the Prospectus. Capitalised terms used in this document and not defined in this document have the meanings ascribed to them in the Prospectus. Prospective investors should not purchase any Shares on the basis of this document alone and should refer to the information in the Prospectus, in particular the section headed "Risk factors". Copies of the Prospectus are available on the Company's website, at www.procookgroup.co.uk.

Applications have been made to (i) the FCA for all of the Shares to be admitted to the premium listing segment of the Official List and (ii) the London Stock Exchange for such Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (together "Admission"). Admission to trading on the London Stock Exchange's main market for listed securities constitutes admission to trading on a regulated market situated or operating in the United Kingdom. Conditional dealings in the Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 10 November 2021. It is expected that Admission will become effective, and that unconditional dealings in the Shares on the London Stock Exchange will commence, at 8.00 a.m. on 12 November 2021. All dealings in the Shares prior to the commencement of unconditional dealings will be on a "when issued basis" and of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned. No application has been, or is currently intended to be, made for the Shares to be admitted to listing or trading on any other stock exchange.

ProCook[®]

PROCOOK GROUP PLC

(incorporated under the Companies Act 2006 and registered in England and Wales with number 13679248)

Offer of 27,400,000 Offer Shares at an Offer Price of 145 pence per Offer Share and admission of the Shares to the premium listing segment of the Official List and to trading on the Main Market of the London Stock Exchange

Sponsor, bookrunner and intermediaries co-ordinator

Peel Hunt LLP

Issued ordinary share capital immediately following Admission

Number	Nominal value
108,956,624	£0.01

The Selling Shareholders are collectively offering 27,400,000 Offer Shares, in aggregate, for sale under the Offer. The Company will not receive any of the proceeds from the sale of the Offer Shares, all of which will be paid to the Selling Shareholders.

Peel Hunt LLP ("Peel Hunt") has been appointed as sponsor, bookrunner and intermediaries co-ordinator to the Company in connection with the arrangements described in this document. Peel Hunt is authorised and regulated in the United Kingdom by the FCA and is acting exclusively for the Company and no one else in connection with the arrangements described in, or information contained in, this document and will not regard any other person (whether or not a recipient of this document) as a client in relation to the arrangements described in this document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the arrangements described in this document, the contents of this document or any transaction or arrangement referred to in this document. Peel Hunt and its affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to, the Company for which they would have received customary fees. Peel Hunt and its affiliates may provide such services to the Company or members of the Group in the future.

This document does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities other than the securities to which it relates or any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, such securities by any person in any circumstances in which such offer or solicitation is unlawful or restricted by law and, in particular, this document is not for distribution in Australia,

Canada, Japan, the Republic of South Africa, New Zealand or the United States. The Shares have not been, and will not be, registered under the Securities Act, or with any securities regulatory authority of any state or jurisdiction of the United States or under applicable securities laws in Australia, Canada, Japan, the Republic of South Africa or New Zealand.

The Offer Shares may not be offered or sold, directly or indirectly, in or into the United States except under an exemption from the registration requirements of the Securities Act. The Offer Shares are being offered and sold outside the United States in "offshore" transactions exempt from the registration requirements of the Securities Act in reliance on Regulation S. Within the United States, the Offer Shares are being offered only to QIBs, as defined in Rule 144A under the Securities Act.

The Offer Shares have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor have any such authorities passed upon, or endorsed the merits of, the Offer or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Unless otherwise determined by the Company in its sole discretion and permitted by applicable law and regulation, this document is not being, nor may it be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed, or sent outside of the United Kingdom, including in or into any of the Excluded Territories (except the United States), and persons receiving this document (including, without limitation, trustees, nominees or custodians) must not send it outside of the United Kingdom, including in or into any of the other Excluded Territories (except the United States), as to do so may constitute a violation of the securities laws of any such jurisdictions. Any person (including, without limitation, trustees, nominees or custodians) who would or otherwise intends to, or who may have a contractual or legal obligation to, forward this document to any jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Apart from the responsibilities and liabilities, if any, that may be imposed on Peel Hunt by FSMA or the regulatory regime established under it, or under the regulatory regime of any jurisdiction where the exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, neither Peel Hunt nor any of its affiliates, directors, officers, employees or representatives accepts any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to the contents of, this document, including its accuracy and completeness, or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Offer and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future. Peel Hunt and its affiliates, directors, officers, employees and representatives accordingly disclaim, to the fullest extent permitted by applicable law, all and any responsibility or liability, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this document or any such statement. No representation or warranty, express or implied, is made by Peel Hunt or any of its affiliates, directors, officers, employees or representatives as to the accuracy, completeness, verification or sufficiency of the information set out in this document, and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Company, the Shares and the terms of the Offer, including the merits and risks involved. Prospective investors also acknowledge that (i) they have not relied on Peel Hunt or any person affiliated with it in connection with any investigation of the accuracy of any information contained in this document or the Prospectus or their investment decision and (ii) they have relied only on the information contained in this document and the Prospectus.

No person has been authorised to give any information or make any representations other than those contained in this document and/or the Prospectus and, if given or made, such information or representations must not be relied on as having been so authorised by, or on behalf of, the Company, the Selling Shareholders, Peel Hunt, the officers or employees of the Company or any other person. Neither the delivery of this document or the Prospectus nor any subscription, sale or purchase made under the Prospectus shall, under any circumstances, create any implication that there has been no change in the business affairs of the Company or the Group since the date of the Prospectus or that

the information in this document and/or the Prospectus is correct as of any time subsequent to its date.

None of the Company, Peel Hunt, the Selling Shareholders or any of their respective affiliates or representatives is making any representation to any prospective investor in Shares regarding the legality of an investment in Shares by such prospective investor under the laws applicable to such prospective investor. The contents of this document should not be construed as legal, financial or tax advice. Each prospective investor should consult his, her or its own legal, financial or tax adviser for legal, financial or tax advice.

In connection with the arrangements described in this document, Peel Hunt and/or any of its or their affiliates acting as an investor for its or their own account(s) may subscribe for or purchase Shares and, in that capacity, may retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in Shares, any other securities of the Company or other related investments in connection with the Offer or otherwise. Accordingly, references in this document to the Shares being issued, offered, subscribed, sold, purchased, placed or otherwise dealt with should be read as including any issue, offer or sale to, or subscription, purchase, placement or dealing by, Peel Hunt or any of its affiliates acting as an investor for its or their own account(s). Peel Hunt does not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Without limitation, the contents of the Group's websites do not form part of this document (including the contents of any websites accessible from the hyperlinks of such website).

INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements involve known and unknown risks and uncertainties, many of which are beyond the Company's control and all of which are based on the Directors' current beliefs and expectations about future events. Forward-looking statements are sometimes identified by the use of forward-looking terminology such as "believes", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned" or "anticipates" or the negative of those terms, other variations on those terms or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the intentions, beliefs and current expectations of the Directors or the Group concerning, among other things, the results of operations, financial condition, prospects, growth, strategies and dividend policy of the Company and the industries in which it operates.

These forward-looking statements and other statements contained in this document regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved: actual events or results may differ materially as a result of risks and uncertainties facing the Group. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward-looking statements. Please refer to the section entitled "Risk factors" in the Prospectus for further confirmation in this regard.

The forward-looking statements contained in this document are made only as of the date of this document. The Company and the Directors expressly disclaim any obligation or undertaking to update these forward-looking statements contained in this document to reflect any change in their expectations or any change in events, conditions, or circumstances on which such statements are based unless required to do so by applicable law or the Prospectus Regulation Rules, the Listing Rules or the Disclosure Guidance and Transparency Rules.

DOCUMENTS AVAILABLE FOR INSPECTION

In addition to those documents set out in paragraph 21 of Part 10 (Additional information) of the Prospectus, a copy of this document will be available on the Group's website, at www.procookgroup.co.uk, for a period of 12 months following the date of this document.

NOTICE TO CERTAIN INVESTORS

The Shares are subject to selling and transfer restrictions in certain jurisdictions. Prospective investors should read the restrictions described in Part 8 (Details of the Offer) of the Prospectus. Each investor in Shares will be deemed to have made the relevant representations described in that paragraph.

The distribution of this document, any other offering or publicity material relating to the Offer and/or the offer or transfer of the Shares in certain jurisdictions other than the United Kingdom may be restricted by law or regulation and, therefore, persons into whose possession this document and/or accompanying documents come should inform themselves of such restrictions. Other than in the United Kingdom, no action has been or will be taken by the Company, the Selling Shareholders or Peel Hunt to permit a public offering of Shares or to permit the possession or distribution of this document (or any other offering or publicity materials in connection therewith). In particular, no actions have been taken to allow for a public offering of Shares under the applicable securities laws of Australia, Canada, Japan, the Republic of South Africa, New Zealand or the United States. Accordingly, neither this document nor any advertisement or any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with all applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements of Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the UK Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Offer Shares are (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in paragraph 3 of the FCA Handbook Conduct of Business Sourcebook and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, "distributors" should note that (i) the price of the Shares may decline and investors could lose all or part of their investment, (ii) the Shares offer no guaranteed income and no capital protection and (iii) and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Peel Hunt will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute (a) an assessment of suitability or appropriateness for the purposes of Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Shares and determining appropriate distribution channels.

The date of this document is 10 November 2021.

Below are certain amendments to the Prospectus which reflect outstanding or updated information relating to the Offer.

RISK FACTORS

Risks specific to the Offer and the Shares

5 Risks related to the nature of the Shares

5.2 *Following Admission, the Concert Party members will be beneficially interested in approximately 68% of the Shares. For so long as the Concert Party remains, in aggregate, a significant shareholder group of the Company, they will continue to have the ability to affect or influence the Group and the interests of the Concert Party may not necessarily be aligned with those of the other Shareholders*

The Concert Party, are beneficially interested in 100% of the existing Shares. Following Admission, the Concert Party members will be beneficially interested in approximately 68% of the Shares. As the Concert Party will hold more than 50% of the voting rights in the Company, any member of the Concert Party would be able to acquire any further Shares without incurring an obligation to make a general offer for the Company in accordance with Rule 9 of the City Code unless (save in respect of the exercise of options to acquire Shares granted at Admission as described in paragraph 6.4 of Part 10 (Additional information) of the Prospectus) (i) that member of the Concert Party is interested in Shares carrying 30% or more of the voting rights in the Company but does not hold shares carrying more than 50% of the voting rights in the Company or (ii) that member of the Concert Party's interest in Shares would increase to shares carrying 30% or more of the voting rights in the Company, in which case the Takeover Panel may deem such an obligation to have arisen.

Assuming that the options to acquire Shares granted to members of the Concert Party at Admission described in paragraph 6.4 of Part 10 (Additional information) vest in full, the interests of the Concert Party in Shares would be approximately 68%.

For so long as the Concert Party remains, in aggregate, a significant shareholder group of the Company, they will continue to have the ability, through the votes attaching to their Shares, to affect or influence the Group's legal and capital structure, matters requiring shareholder approval, including corporate transactions, as well as the election of, and any changes in, the Company's directors and the Group's management and approving other changes to its operations. Furthermore, the interests of the Concert Party may not necessarily be aligned with those of the other Shareholders. The Company has entered into the Relationship Agreement, which regulates (in part) the degree of control the Concert Party may exercise over the management of the Group.

This concentration of ownership may also have the effect of delaying, deferring or preventing a change in control, merger, consolidation, takeover or other business combination or discouraging a potential acquirer from making a tender offer or otherwise attempting to obtain control. The Concert Party's ownership may therefore prevent Shareholders from receiving a premium for their Shares or, more generally, could have an adverse effect on the trading price of the Shares.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates and times in this document are subject to change at the determination of the Company, following consultation with Peel Hunt. Any such change will be publicly announced by the Company through an RIS. All times are London, UK times.

It should be noted that, if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned. Temporary documents of title will not be issued.

<i>Event</i>	<i>Time and date</i>
Announcement of Offer Price and Offer Size through an RIS, publication of the Pricing Statement and notification of allocations	7.00 a.m. on 10 November 2021
Commencement of conditional dealings ⁽¹⁾	8.00 a.m. on 10 November 2021
Admission and commencement of unconditional dealings	8.00 a.m. on 12 November 2021
CREST accounts credited in respect of uncertificated Shares	As soon as reasonably practicable on 12 November 2021
Share certificates despatched in respect of certificated Shares	Within 10 Business Days of Admission

(1) Prospective investors who apply for Offer Shares in the REX Intermediaries Offer should consult their Intermediary as to when they will be sent documents in respect of any Offer Shares they have been allocated and when they may commence dealing in any such Offer Shares.

OFFER STATISTICS⁽¹⁾

Offer Price (per Share)	145 pence
Number of Shares subject to the Offer	27,400,000
Percentage of the existing Shares subject to the Offer	approximately 25.1%
Number of Shares in issue immediately following Admission	108,956,624
Market capitalisation of the Company on Admission ⁽²⁾	approximately £158.0 million
Net proceeds of the Offer receivable by the Selling Shareholders ⁽³⁾	approximately £38.7 million

Notes:

- (1) Assumes all of the steps set out in paragraph 3.9 of Part 10 (Additional information) of the Prospectus are completed in full. To the extent that those steps are not completed in full, the Offer will not proceed and Admission will not be sought.
- (2) The market capitalisation of the Company at any given time will depend on the market price of the Shares at that time. There can be no assurance that the market price of a Share will equal or exceed the Offer Price.
- (3) The estimated net proceeds receivable by the Selling Shareholders are stated after deduction of the estimated base placing commissions and other fees and expenses of the Offer (including VAT and excluding any stamp duties) payable by the Selling Shareholders, which are currently expected to be approximately £1.0 million.

PART 8

DETAILS OF THE OFFER

1. Summary of the Offer

This Part 8 should be read in conjunction with the sections headed "Expected timetable of principal events" and "Offer statistics" of this document.

The Offer Price is 145 pence per Share and the Offer comprises an offer of, in aggregate, 27,400,000 Shares made by way of:

- (i) an offer to certain institutional and professional investors in the United Kingdom and elsewhere outside the United States in accordance with Regulation S and in the United States to QIBs, as defined in Rule 144A under the Securities Act (the "Institutional Offer"); and
- (ii) an offer to the Intermediaries for onward distribution to retail investors in the United Kingdom (the "REX Intermediaries Offer").

The sale of 27,400,000 Offer Shares will raise net proceeds for the Selling Shareholders of approximately £38.7 million (after the deduction of base placing commissions and amounts in respect of estimated fees and expenses for which the Selling Shareholders are liable of approximately £1.0 million, in aggregate).

The Offer remains subject to satisfaction of the conditions set out in the Placing Agreement, including Admission occurring and becoming effective by no later than 8.00 a.m. on 12 November 2021 (or such later time and/or date as the Company and the Sponsor may agree, being not later than 8.00 a.m. on 26 November 2021) and the Placing Agreement not having been terminated in accordance with its terms.

If admitted to trading, the Shares will be registered with ISIN GB00BNRR8331 and SEDOL BNRR833 and will trade under the symbol "PROC".

The following table sets out the number of Offer Shares the Selling Shareholders are selling in the Offer and the interests of the Selling Shareholders following Admission:

<i>Selling Shareholder</i>	<i>Number of Offer Shares to be sold under the Offer</i>	<i>Shares owned following Admission</i>	<i>%</i>
Daniel O'Neill*	5,461,275	15,538,725	14.3%
Sarah O'Neill	5,201,215	14,798,785	13.6%
Daniel O'Neill* and Sarah O'Neill (as trustees of the O'Neill 2021 Discretionary Settlement)	2,600,608	7,399,392	6.8%
Michael O'Neill	12,742,976	36,257,024	33.3%
Stephen Sanders*	278,265	791,735	0.7%
Sarah Savery-Smith**	278,265	791,735	0.7%
Paul Neiss**	278,265	791,735	0.7%
Angeline England**	278,265	791,735	0.7%
Martin Challens**	140,433	399,567	0.4%
Andrew Kerr**	140,433	399,567	0.4%

* A Director

** An employee of the Group

PART 10

ADDITIONAL INFORMATION

3. Share capital

3.9 The Group has undertaken certain further steps as part of the reorganisation of its corporate structure referred to in paragraph 3.9 of Part 10 (Additional information) of the Prospectus and will undertake certain further steps following the date of this document, as follows:

Steps already taken

(i) on 3 November 2021, the Company was re-registered as a public limited company with the name ProCook Group plc; and

Steps expected to be taken following the date of this document

(ii) prior to Admission, the trustee of the EBT will subscribe for Shares at par in order to satisfy certain awards under share incentive schemes intended to be put in place at Admission, in particular the All-Employee Share Purchase ESP Awards as described at paragraph 5.2 of Part 10 (Additional information) of the Prospectus.

6 Directors', Senior Managers' and other interests

6.2 The interests of each Director and Senior Manager, all of which are beneficial (except as noted below), in the share capital of the Company will immediately prior to, and immediately following, Admission be as follows:

	<i>Immediately prior to Admission</i>		<i>Immediately following Admission</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Directors				
Greg Hodder	nil	-	24,137	0.02
Daniel O'Neill*	51,000,000	46.8	37,736,902	34.6
Steve Sanders**	1,070,000	1	791,735	0.7
Dan Walden	nil	-	nil	-
Gillian Davies	nil	-	17,241	0.02
Luke Kingsnorth	nil	-	10,344	0.01
David Stead***	nil	-	34,482	0.03
Senior Managers				
Sarah Savery-Smith**	1,070,000	1	791,735	0.7
Andy Kerr**	540,000	0.5	399,567	0.4
Paul Neiss**	1,070,000	1	791,735	0.7
Richard O'Neill	nil	-	nil	-
Sarah Wheatley	nil	-	nil	-

* This includes, immediately prior to Admission, 20,000,000 Shares legally and beneficially held by Sarah O'Neill (Daniel O'Neill's wife) and 10,000,000 Shares held by Daniel O'Neill and Sarah O'Neill as trustees of the O'Neill 2021 Discretionary Settlement and, immediately following Admission, 14,798,785 Shares legally and beneficially held by Sarah O'Neill (Daniel O'Neill's wife) and 7,399,392 Shares held by Daniel O'Neill and Sarah O'Neill as trustees of the O'Neill 2021 Discretionary Settlement.

** This includes the Shares which will be issued upon the exercise of the options referred to in paragraph 6.3 below.

*** This includes, immediately following Admission, 34,482 Shares held by Jane Stead (David Stead's wife).

- 6.3 The Directors and Senior Managers were also interested in unissued shares in ProCook Limited under the Share Options, which have been exchanged for options to acquire Shares. The options to acquire Shares following the exchange of options and bonus issue and capital reduction described in paragraph 3.9 of Part 10 (Additional information) of the Prospectus are set out in the table below. It is proposed that those options will be exercised immediately prior to Admission:

	<i>Exercise price</i>	<i>Shares</i>	<i>Latest exercise date</i>
Steve Sanders	£0.010173	1,070,000	21 October 2025
Paul Neiss	£0.010173	1,070,000	21 October 2025
Sarah Savery-Smith	£0.010173	1,070,000	21 October 2025
Andy Kerr	£0.010173	540,000	21 October 2025

The Directors and Senior Managers are also interested in unissued shares in ProCook Limited under the Share Options as set out in the table below, which are expected to be released immediately prior to Admission:

	<i>Exercise price</i>	<i>Shares</i>	<i>Latest exercise date</i>
Steve Sanders	£207.69	108	16 November 2030
Sarah Savery-Smith	£207.69	54	16 November 2030
Richard O'Neill	£207.69	107	16 November 2030
Andy Kerr	£207.69	53	16 November 2030

- 6.4 The Directors and Senior Managers will on Admission be interested in unissued shares in the Company under the Employee Share Plans as follows:

	<i>Employee Share Plan</i>	<i>Exercise price</i>	<i>Number of Shares</i>	<i>Exercise period</i>
Directors				
Daniel O'Neill	PSP	nil	206,896	From the fifth anniversary of Admission to the tenth anniversary of Admission
Steve Sanders	PSP	nil	137,931	From the fifth anniversary of Admission to the tenth anniversary of Admission
Steve Sanders	IPO Employee Share Plan (Replacement ESP Award)	nil	1,064,530	From the second anniversary of Admission to the tenth anniversary of Admission

	<i>Employee Share Plan</i>	<i>Exercise price</i>	<i>Number of Shares</i>	<i>Exercise period</i>
Dan Walden	PSP	nil	344,827	From the fifth anniversary of Admission to the tenth anniversary of Admission
Dan Walden	IPO Employee Share Plan (CFO Free Share ESP Award)	nil	172,413	From the third anniversary of Admission to the tenth anniversary of Admission
Dan Walden	IPO Employee Share Plan (CFO Share Purchase ESP Award)	the Offer Price	689,655	From the third anniversary of Admission to the tenth anniversary of Admission
Senior Managers				
Sarah Savery-Smith	PSP	nil	31,034	From the third anniversary of Admission to the tenth anniversary of Admission
Sarah Savery-Smith	IPO Employee Share Plan (Replacement ESP Award)	nil	532,265	From the second anniversary of Admission to the tenth anniversary of Admission
Richard O'Neill	PSP	nil	31,034	From the third anniversary of Admission to the tenth anniversary of Admission
Richard O'Neill	IPO Employee Share Plan (Replacement ESP Award)	nil	1,054,673	From the second anniversary of Admission to the tenth anniversary of Admission

	<i>Employee Share Plan</i>	<i>Exercise price</i>	<i>Number of Shares</i>	<i>Exercise period</i>
Andy Kerr	PSP	nil	31,034	From the third anniversary of Admission to the tenth anniversary of Admission
Andy Kerr	IPO Employee Share Plan (Replacement ESP Award)	nil	522,408	From the second anniversary of Admission to the tenth anniversary of Admission
Paul Neiss	PSP	nil	31,034	From the third anniversary of Admission to the tenth anniversary of Admission
Sarah Wheatley	PSP	nil	31,034	From the third anniversary of Admission to the tenth anniversary of Admission
Sarah Wheatley	IPO Employee Share Plan (All-Employee Share Purchase ESP Award)	30% of the Offer Price in respect of the first tranche of Award to vest 20% of the Offer Price in respect of the second tranche of Award to vest 10% of the Offer Price in respect of the third tranche of Award to vest	62,461	Award vests and is automatically exercised in three equal tranches commencing on the twelve month anniversary of Admission and each anniversary thereafter, provided that the share price at the date of vesting exceeds the respective exercise price applicable to such tranche. If it does not, the vesting is deferred. See paragraph 5.2.1 of Part 10 for further information

6.10 Save as disclosed in paragraphs 6.2 and 6.3 above and as set out below, the Company is not aware of any person who is, or will immediately following Admission be, directly or indirectly interested in 3% or more of the issued share capital or voting rights of the Company:

<i>Name</i>	<i>Immediately prior to Admission</i>		<i>Immediately following Admission</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Daniel O'Neill	21,000,000	19.3	15,538,725	14.3
Sarah O'Neill	20,000,000	18.4	14,798,785	13.6
Daniel O'Neill and Sarah O'Neill as trustees of the O'Neill 2021 Discretionary Settlement	10,000,000	9.2	7,399,392	6.8
Michael O'Neill	49,000,000	45.0	36,257,024	33.3
Intertrust Employee Benefit Trustee Limited as trustee of the ProCook Employee Benefit Trust	3,596,624	3.3	3,596,624	3.3
Canaccord Genuity Wealth Limited	-	-	5,310,344	4.9
Aberdeen Asset Managers Limited	-	-	4,290,498	3.9
Lupus Alpha Asset Management	-	-	3,674,168	3.4
AXA Investment Managers UK Ltd	-	-	3,638,168	3.3
Schroder Investment Management Ltd	-	-	3,328,560	3.1

