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**THIS DOCUMENT IS BEING SENT TO YOU, AS AN EMPLOYEE OF HUNTERS PROPERTY PLC OR ONE OF ITS SUBSIDIARIES, AS LEGALLY REQUIRED UNDER RULE 2.11(B) OF THE CITY CODE ON TAKEOVERS AND MERGERS.**

28 January 2021

*To: Employees of Hunters Property plc ("Hunters") or a subsidiary company of Hunters*

**ANNOUNCEMENT REGARDING THE OFFER FOR HUNTERS PROPERTY PLC BY THE PROPERTY FRANCHISE GROUP PLC ("TPFG")**

On 28 January 2021, the Board of Directors of Hunters confirmed that they have reached an agreement on the terms of a recommended cash and share offer pursuant to which The Property Franchise Group will acquire the entire issued and to be issued ordinary share capital of Hunters (the "**Acquisition**" forming the "**Enlarged Group**"). The Acquisition is to be effected by means of a court-sanctioned scheme of arrangement between Hunters and the Scheme Shareholders under Part 26 of the Companies Act.

**Rule 2.11 of the City Code on Takeovers and Mergers (the "Takeover Code")**

In accordance with Rule 2.11(a) of the Takeover Code, please find enclosed a copy of the Rule 2.7 announcement in relation to the Offer released by Hunters to the Regulatory News Service of the London Stock Exchange on 28 January 2021 (the "**Announcement**"). A copy of this letter and the Announcement can also be found on Hunters' website at <https://www.hunters.com/other-services/investor-relations/offer-property-franchise-group-plc>. For the avoidance of doubt, the content of Hunters' website is not incorporated into, and does not form part 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.

As TPFG has made a firm offer for Hunters, you, as employees of Hunters, have certain rights under the Takeover Code in relation to the offer, namely:

- Under Rule 25.9 of the Takeover Code, you are entitled to have an opinion on the effects of the offer on employment appended to the circular sent out by Hunters in relation to the offer in accordance with Rule 2.11 of the Takeover Code, so long as such opinion is provided to and received by the Hunters board of directors (the "Hunters Board") in good time before publication of that circular. Where that opinion is not received by the Hunters Board in good time to merit inclusion in the circular, Hunters will be obliged to promptly publish such opinion on its website and also make a regulatory announcement to state that it has been so published, in accordance with Rule 25.9.
- Under Note 1 on Rule 25.9 of the Takeover Code, Hunters will pay (i) for the publication of such opinion; and (ii) any costs reasonably incurred by employees in obtaining advice required for the verification of information in that opinion in order to comply with the high standards of care and accuracy that are required by Rule 19.1 of the Takeover Code for all documents or advertisements published or statements made.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Hunters may be provided to TPFG as required under Section 4 of Appendix 4 of the Takeover Code.

Yours faithfully,

Kevin Hollinrake  
Chairman

Apollo House, Eboracum Way, Heworth Green, York, YO31 7RE  
| 01904 621026 | hunters.com

### **The Takeover Code**

Hunters is subject to the Takeover Code. Details of the Takeover Code can be found on the Takeover Panel's website at: [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk). This letter is being sent in accordance with Rule 2.11 of the Takeover Code.

### **Responsibility statement**

The directors of Hunters accept responsibility for the information contained in this letter (including any expressions of opinion) and, to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information in this letter is in accordance with the facts and does not omit anything likely to affect the import of the information.

### **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](http://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.