

CONTOURGLOBAL[®]



CONTOURGLOBAL PLC

If you are in any doubt as regards the contents of this letter, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom. If you have sold or otherwise transferred all of your ordinary shares in ContourGlobal plc, please send this document at once 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. If you have sold or transferred only part of your holding, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted in whole or in part in, into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

13 June 2022

To: ContourGlobal plc shareholders, persons with information rights and holders of securities convertible into, rights to subscribe for and/or options over shares in ContourGlobal plc

Dear Shareholder

Publication of important documentation in relation to the recommended cash offer for ContourGlobal plc (“ContourGlobal” or the “Company”)

On 17 May 2022, the boards of ContourGlobal and Cretaceous Bidco Limited (“**Bidco**”) announced that they had agreed the terms of a recommended cash acquisition pursuant to which Bidco will acquire the entire issued and to be issued ordinary share capital of ContourGlobal (the “**Acquisition**”). Bidco is a newly formed company indirectly owned by funds advised by Kohlberg Kravis Roberts & Co. L.P. and its affiliates.

It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the “**Scheme**”). Please find enclosed the scheme circular (which contains the Scheme and an explanatory statement in compliance with section 897 of the Act) (the “**Scheme Document**”) which was published today by the Company. A copy of this letter and the Scheme Document can also be found on the Company’s website at www.contourglobal.com, along with certain other documents, announcements and information published in relation to the Acquisition.

ContourGlobal Shareholders will also find enclosed with this letter hard copies of the following important documents in relation to the Acquisition:

1. a BLUE Form of Proxy for the Court Meeting on 6 July 2022;
2. a YELLOW Form of Proxy for the General Meeting on 6 July 2022;
3. a pre-paid envelope, for use in the United Kingdom only for the return of the BLUE Form of Proxy and the YELLOW Form of Proxy; and
4. a guide explaining how ContourGlobal Shareholders and Scheme Shareholders can remotely access and participate in the Court Meeting and the General Meeting via the Virtual Meeting Platform, as described below (the “**Virtual Meeting Guide**”).

CONTOURGLOBAL PLC

Registered office: 5th Floor 55 Baker Street London W1U 8EW England
Registered in England & Wales
Company Number: 10982736

Please read the Scheme Document and the enclosed documents carefully. Please note that this letter is not a summary of the information and proposals set out in the Scheme Document, and should not be regarded as a substitute for reading the Scheme Document in full.

ContourGlobal Meetings

In order to become effective, the Scheme requires the approval of ContourGlobal Shareholders at two meetings – the Court Meeting and the General Meeting (together, the “**Meetings**”) – both of which will be held in person at the offices of Slaughter and May at One Bunhill Row, London, EC1Y 8YY, United Kingdom and electronically via the Virtual Meeting Platform (as described below) at 11:00 a.m. and 11:15 a.m. (or as soon thereafter as the Court Meeting concludes or is adjourned) respectively on 6 July 2022.

Whilst COVID-19 restrictions have been lifted as at the date of writing this letter, the COVID-19 situation continues to evolve and the UK Government may change current restrictions or implement further measures relating to the holding of shareholder meetings. As such, while Scheme Shareholders and ContourGlobal Shareholders will be permitted to attend the Court and/or General Meeting in person if they are entitled to and wish to do so (subject to any applicable COVID-19 restrictions then in force), ContourGlobal Shareholders and Scheme Shareholders are nevertheless encouraged to appoint “the Chairman of the meeting” as their proxy for the General Meeting and the Court Meeting, respectively.

ContourGlobal Shareholders and Scheme Shareholders are also reminded that they can remotely attend, ask questions (and in the case of the Court Meeting, raise objections) and vote at the General Meeting and the Court Meeting via the Virtual Meeting Platform, as described in the Virtual Meeting Guide.

Scheme Document

The Scheme Document contains further details of the Acquisition as well as the notices of the Meetings. Notice of the Court Meeting is set out in Part X of the Scheme Document. Notice of the General Meeting is set out in Part XI of the Scheme Document.

Appointment of a proxy – please appoint a proxy as soon as possible

It is important that, for the Court Meeting in particular, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders.

Whether or not you intend to attend and/or vote at the Meetings, you are therefore strongly encouraged to: (i) sign and return your Forms of Proxy by post; or (ii) transmit a proxy appointment and voting instruction online via Equiniti’s online facility or through the CREST electronic proxy appointment service as soon as possible.

If appointing a proxy, you are strongly encouraged to appoint “the Chairman of the meeting” as your proxy, for the General Meeting and the Court Meeting, respectively. If any other person is appointed as proxy and COVID-19 restrictions are introduced which affect the holding of the Meetings, that proxy may not be permitted to attend the relevant Meeting in person (but will be able to electronically attend, ask questions and vote (and/or, in the case of the Court Meeting, raise any objections) at the relevant Meeting via the Virtual Meeting Platform, further details of which are set out in the Scheme Document and in the Virtual Meeting Guide.

Scheme Shareholders and ContourGlobal Shareholders are therefore asked to complete and sign the Forms of Proxy in accordance with the instructions printed on them, and return them to Equiniti, the Company's Registrar, by post to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, United Kingdom, so as to be received as soon as possible and in any event not later than the relevant times set out below:

- BLUE Forms of Proxy for the Court Meeting: 11:00 a.m. on 4 July 2022
- YELLOW Forms of Proxy for the General Meeting: 11:15 a.m. on 4 July 2022

or, if in either case the Meeting is adjourned, the relevant Form of Proxy should be received not later than 48 hours (excluding any part of such 48-hour period falling on a day that is not a working day) before the time fixed for the adjourned Meeting.

If the BLUE Form of Proxy for the Court Meeting is not lodged by 11:00 a.m. on 4 July 2022, it may be: (i) scanned and emailed to Equiniti at the following email address: proxyvotes@equiniti.com; or (ii) presented in person to the Equiniti representative who will be present in person at the Court Meeting, any time prior to the commencement of the Court Meeting (or any adjournment thereof). **However, if the YELLOW Form of Proxy for the General Meeting is not lodged by 11:15 a.m. on 4 July 2022, it will be invalid.**

The completion and return of the Forms of Proxy by post (or transmission of a proxy appointment or voting instruction online, through CREST or via Equiniti's online facility) will not prevent you from attending, asking questions and voting (and/or, in the case of the Court Meeting, raising any objections) at the Court Meeting or the General Meeting, if you are entitled to and wish to do so (in each case in person or electronically (via the Virtual Meeting Platform as described above and in the Virtual Meeting Guide).

Please refer to the Scheme Document for detailed information about how to appoint proxies online through Equiniti's online facility or electronically through CREST.

General

For the avoidance of doubt, the content of the Company's website is not incorporated into, and does not form part of, this letter. Any capitalised terms not otherwise defined in this letter shall have the meaning given to them in the Scheme Document.

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

Should you wish to contact the Company regarding administrative matters in view of the Scheme Document, please call Amanda Schreiber, General Counsel, on +1 (917) 355 0360 during normal business hours EST/EDT.

Yours faithfully

Craig A. Huff
Chairman

Directors' responsibility statement

The directors of the Company (the “**Directors**”) accept responsibility for the information contained in this letter relating to the Company. 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 letter is in accordance with the facts and does not omit anything likely to affect the import of such 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, 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 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.