

**This letter is important and explains the impact of the Acquisition on your Phantom Share Awards and what you need to do. Please read this letter carefully as it requires your immediate attention.**

If you are in any doubt as to the contents of this letter, or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial 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 taking advice in a territory outside the United Kingdom.

27 June 2022



Dear Participant

**Phantom Share Awards granted under the ContourGlobal plc Long Term Incentive Plan 2017 (“LTIP”) and the recommended cash offer for ContourGlobal plc by Cretaceous Bidco Limited**

As you know, the boards of ContourGlobal plc (“**ContourGlobal**”) and Cretaceous Bidco Limited (“**Bidco**”) announced on 17 May 2022 that they had reached agreement on the terms of a recommended cash acquisition by Bidco for 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 (“**KKR**”).

**No action is required to be taken by you as a result of this letter.**

**1. Why are we writing to you?**

We are writing to explain how the Acquisition will affect your Phantom Share Awards. Please read everything in this letter and the Appendix carefully. **Their contents are very important.**

Please note that under the LTIP, conditional awards were granted to you in the form of Phantom Share Awards over a notional number of ContourGlobal Shares. When your Phantom Share Awards vest you will receive a cash sum only. You will not receive ContourGlobal Shares.

This letter only applies to Phantom Share Awards. If you hold other options or awards under the LTIP you will receive separate letters about the effect of the Acquisition on your other options or awards. Please also read those letters carefully.

**2. The Acquisition**

The Acquisition will result in ContourGlobal and its subsidiaries becoming wholly-owned subsidiaries of Bidco. The Acquisition will take place through what is called a “scheme of arrangement” (the “**Scheme**”). This is a procedure that is subject to approval by ContourGlobal

Shareholders and the Court. In particular, as part of the Acquisition, the Court will sanction the Scheme on a date referred to in this letter as “**Court Sanction**”. Once the date of Court Sanction is known, ContourGlobal will announce this via a Regulatory Information Service. That announcement will be made available on ContourGlobal’s website at <https://www.contourglobal.com/rns-filings>.

Court Sanction is not the date on which the Acquisition will be completed. The Acquisition is currently expected to complete a couple of days after Court Sanction (“**Completion**”).

Further information about the Scheme is set out in the Scheme Document sent to ContourGlobal Shareholders on 13 June 2022. This letter should be read together with the Scheme Document. A copy of the Scheme Document is also available on ContourGlobal’s website at <https://www.contourglobal.com/recommended-offer-kkr>.

You will find a list of definitions in the Appendix which explains the key defined terms used in this letter. Terms defined in the Scheme Document will have the same meaning in this letter unless specified otherwise.

### **3. What are the terms of the Acquisition?**

The terms of the Acquisition are set out in full in the Scheme Document. In summary, ContourGlobal Shareholders will be entitled to receive the Offer Price for each ContourGlobal Share they own at the Scheme Record Time.

### **4. When is Completion due to take place?**

Completion is currently expected to take place in the fourth quarter of 2022. An expected timeline of key events is available in the Scheme Document.

### **5. How will the Acquisition affect my Phantom Share Awards?**

As a result of the Acquisition your Phantom Share Awards will vest automatically on Court Sanction. You do not need to take any action to effect this.

You will receive a cash sum on vesting of your Phantom Share Awards. The total proceeds will be calculated by multiplying the Offer Price by the number of notional ContourGlobal Shares over which your Phantom Share Awards vest, less any income tax and social security contributions that ContourGlobal is required to withhold. You will not receive ContourGlobal Shares.

### **6. When will I receive the money? And in what currency?**

You will be paid through payroll as soon as reasonably practicable after Completion.

You will be paid in your payroll currency. If your payroll currency is not GBP, the amount per ContourGlobal Share received may vary, depending on the prevailing exchange rate, and any risk associated with this will be taken by you.

## **7. What if the Acquisition does not go ahead?**

If Court Sanction does not happen for any reason, your Phantom Share Awards will continue as normal under the rules of the LTIP. Your Phantom Share Awards will vest on the normal vesting date in accordance with and subject to the rules of the LTIP.

## **8. What if I leave employment with the ContourGlobal Group?**

If you leave employment with the ContourGlobal Group before your Phantom Share Awards vest (or if you have already left as a “good leaver”, for example if you leave because of injury, disability, retirement, your office or employment transferring out of the ContourGlobal group, or any other reason at the discretion of the Remuneration Committee), the leaver provisions under rule 11 of the LTIP will apply in the normal way. If you leave the ContourGlobal Group before Court Sanction and you do not qualify as a “good leaver”, your Phantom Share Awards will lapse. You will not receive any money for Phantom Share Awards that lapse.

## **9. What if I have any questions?**

If you have any questions that relate to your Phantom Share Awards, please contact the Equiniti helpline on (0)3713842030 (UK) or +44 (0)1214157047 (if calling from UK). Lines are open 08:30 – 17:30 Monday to Friday, excluding weekends and UK Bank Holidays. Please note that no legal, tax or financial advice on the merits of the Acquisition or its effect on your Phantom Share Awards can be provided.

Details of your Phantom Share Awards are available to view on the Equiniti share portal.

To login to your account you will need to do the following:

- access the portal at: <https://premier.equiniti.com/contourglobal>;
- enter your username; and
- then enter your password (when you first registered you will have been asked to create a password). If you have forgotten your password, select ‘Reset your password?’ and you will be asked some security questions before being prompted to re-set your password.

If you are yet to register on the portal:

- go to <https://premier.equiniti.com/contourglobal>;
- click the ‘Register’ button;
- enter the ‘Token’ – this is the unique token provided to you in the welcome email you will have previously received. If you can’t find the token please contact the Equiniti helpline; and
- follow the steps to complete registration.

Please register using your company email address if possible so that your activation code can be emailed to you immediately following your registration. If you use a personal email address the activation will be posted to you which may cause some delays.

If you experience any difficulties registering or logging in, please contact the Equiniti helpline.

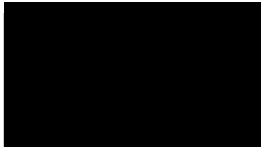
**10. Important notes**

Nothing in this letter or the Appendix constitutes financial advice to any holder of shares, share awards or share options in ContourGlobal or Bidco.

If you have received this letter electronically, you may request a hard copy of this letter, free of charge, by contacting (0)3713842030 (UK) or +44 (0)1214157047 (if calling from outside UK) or writing to: Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. You may also request that all future documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

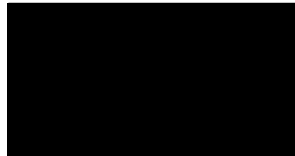
If there is a conflict between the information in this letter and the Appendix and the rules of the LTIP or any relevant legislation, the rules and the legislation will prevail.

Yours faithfully



For and on behalf of  
ContourGlobal plc

Yours faithfully



For and on behalf of  
Cretaceous Bidco Limited

## Appendix

### A brief explanation of some definitions

**“Acquisition”** means the proposed acquisition by Bidco of the entire issued, and to be issued, share capital of ContourGlobal not already owned or controlled by the Bidco Group, to be implemented by means of the Scheme, and where the context admits, any subsequent revision, variation, extension or renewal thereof;

**“Bidco”** means Cretaceous Bidco Limited, a newly-incorporated private limited company incorporated in England and Wales;

**“Bidco Directors”** means the directors of Bidco whose names are set out in paragraph 2.2 of Part VIII of the Scheme Document;

**“Bidco Group”** means Bidco and its parent undertakings and its and such parent undertakings’ subsidiary undertakings and associated undertakings;

**“Business Day”** means a day, not being a public holiday, Saturday or Sunday, on which clearing banks in London are open for normal business;

**“Completion”** means the date on which the Scheme becomes effective in accordance with its terms;

**“ContourGlobal”** means ContourGlobal plc;

**“ContourGlobal Directors”** means the directors of ContourGlobal, whose names are set out in paragraph 2.1 of Part VIII of the Scheme Document;

**“ContourGlobal Group”** means ContourGlobal and its subsidiaries and subsidiary undertakings and, where the context permits, each of them;

**“ContourGlobal Shareholders”** means the holders of ContourGlobal Shares from time to time;

**“ContourGlobal Shares”** means ordinary shares of £0.01 each in the capital of ContourGlobal;

**“Court”** means the High Court of Justice in England and Wales;

**“Court Sanction”** means the date on which the Court sanctions the Scheme under section 899 of the Companies Act 2006;

**“KKR Responsible Persons”** means the persons whose names are set out in paragraph 2.3 of Part VIII of the Scheme Document;

**“LTIP”** means the ContourGlobal plc Long Term Incentive Plan, as adopted by the board of directors of ContourGlobal on 8 November 2017 and as amended from time to time;

**“Offer Price”** means 259.6 pence that ContourGlobal Shareholders will be entitled to receive in cash for each ContourGlobal Share they own at the Scheme Record Time (or such higher price

as may be agreed by ContourGlobal and Bidco, but if any dividends are declared by ContourGlobal between 17 May 2022 and Completion, Bidco may reduce the price by the amount of the dividend);

**“Phantom Share Award”** means an award over a number of notional ContourGlobal Shares granted to employees and former employees of the ContourGlobal Group under the LTIP in the form of a phantom share award (including any such award granted after the date of this letter);

**“Remuneration Committee”** means the remuneration committee of the board of directors of ContourGlobal;

**“Scheme”** means the proposed scheme of arrangement under Part 26 of the Companies Act 2006 between ContourGlobal and holders of Scheme Shares (as defined in the Scheme Document), as set out in the Scheme Document, with or subject to any modification, addition or condition approved or imposed by the Court and agreed by ContourGlobal and Bidco;

**“Scheme Document”** means the document setting out the terms of the Scheme dated 13 June 2022 sent to ContourGlobal Shareholders;

**“Scheme Record Time”** 6:00 p.m. (London time) on the Business Day immediately following Court Sanction (or such other date and/or time as ContourGlobal and Bidco may agree); and

**“Takeover Code”** means the City Code on Takeovers and Mergers, as amended from time to time.

## Important Notes

The release, publication or distribution of this letter and any accompanying documents (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this letter comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

This letter does not constitute, and may not be used for the purposes of, an offer to sell or an invitation or the solicitation of an offer to subscribe for or buy, any securities by any person in any jurisdiction: (a) in which such offer or invitation is not authorised; (b) in which the person making such offer or invitation is not qualified to do so; or (c) in which, or to any person to whom, it is unlawful to make such offer, solicitation or invitation or where the making of such offer, solicitation or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on ContourGlobal, Bidco or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this letter other than in any jurisdiction where action for that purpose is required. Neither ContourGlobal nor Bidco nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The ContourGlobal Directors, whose names are set out in paragraph 2.1 of Part VIII of the Scheme Document, accept responsibility for the information contained in this letter (including expressions of opinion), other than information for which responsibility is taken by the Bidco Directors, and the KKR Responsible Persons as set out below. To the best of the knowledge and belief of the ContourGlobal Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Directors, whose names are set out in paragraph 2.2 of Part VIII of the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to Bidco, the Bidco Group, the Bidco Directors and their respective close relatives, related trusts of and persons connected with the Bidco Directors, and persons acting in concert with Bidco (as such term is defined in the Takeover Code). To the best of the knowledge and belief of the Bidco Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The KKR Responsible Persons, whose names are set out in paragraph 2.3 of Part VIII of the Scheme Document, each accept responsibility for the information contained in this letter (including any expressions of opinion) relating to KKR, investment funds managed or affiliated with KKR, the Bidco Group, the Bidco Directors and their respective close relatives, related trusts of and persons connected with the Bidco directors and persons acting in concert (as such term is defined in the Takeover Code) with Bidco. To the best of the knowledge and belief of the KKR Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this letter (including any expressions of opinion) for which they accept

responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.