

CREIGHTONS PLC

(a public limited company incorporated in England and Wales with registered number 01227964)

(“Company” or the “Creightons”)

APPENDIX TO SCHEDULE ONE ANNOUNCEMENT

Further information relating to Creightons plc in connection with the proposed admission of its ordinary shares to trading on AIM.

This Appendix has been prepared in accordance with the requirements of Rule 2 of, and Schedule One (including the Supplement to Schedule One for a quoted applicant) to, the AIM Rules that, for a quoted applicant, all information that is equivalent to that required for an ‘admission document’ which is not currently public shall be made public. Information which is public includes, without limitation, all information available in respect of the Company accessed at the London Stock Exchange (available at www.londonstockexchange.com), all information available in respect of the Company on the FCA’s National Storage Mechanism (available at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>), all information available in respect of the Company at the website of Companies House at www.companieshouse.gov.uk, all information available on the Company’s website (<https://www.creightonsplc.com/investors>) and the contents of this Appendix (together comprising the **“Company’s Public Record”**).

Definitions used in this Appendix are set out at pages 2 to 5.

AIM

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA.

A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Each AIM company is required pursuant to the AIM Rules to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange on admission in the form set out in Schedule Two to the AIM Rules for Nominated Advisers.

The London Stock Exchange has not itself examined or approved the contents of this document.

Nominated Adviser and Broker

Zeus Capital Limited (**“Zeus”**) is authorised and regulated by the FCA and is acting exclusively for the Company and no-one else in connection with Admission and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to Admission or the contents of this Appendix or any other matter referred to herein. Nothing in this paragraph shall serve to exclude or limit any responsibilities which Zeus may have under FSMA or the regulatory regime established thereunder. The responsibilities of Zeus as the Company’s nominated adviser under the AIM Rules and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of such person’s decision to acquire shares in the Company in reliance on

any part of this Appendix. Zeus does not accept any responsibility whatsoever for the contents of this Appendix, and no representation or warranty, express or implied, is made by Zeus with respect to the accuracy or completeness of this Appendix or any part of it. No representation or warranty, express or implied, is made by Zeus as to any of the contents of this Appendix and Zeus has not authorised the contents of any part of this Appendix and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Appendix or for the omission of any material information from this Appendix for which the Company and the Directors are solely responsible.

Responsibility

The Company and the Directors, whose names and functions appear on page 6 of this Appendix, accept responsibility, individually and collectively, for the information contained in this Appendix including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (having taken all reasonable care to ensure that such is the case), the information contained in this Appendix, for which they are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“2022 Annual Report & Accounts”	the Company's annual report and accounts for year ended 31 March 2022;
“2023 Annual Report & Accounts”	the Company's annual report and accounts for year ended 31 March 2023;
“2024 Annual Report & Accounts”	the Company's annual report and accounts for year ended 31 March 2024;
“2025 Interim Results Announcement”	the Company's interim results announcement for the 6-month period ended 30 September 2024;
“AIM”	AIM, a market operated by the London Stock Exchange;
“AIM Admission”	admission of the Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM Rules”	the “AIM Rules for Companies”, published by the London Stock Exchange from time to time;
“AIM Rules for Nominated Advisers”	the “AIM Rules for Nominated Advisers” published by the London from time to time;
“Appendix”	this document;
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time;

“Board”	the board of directors of the Company from time to time;
“Business Day”	any day on which banks are generally open in London for the transaction of business other than a Saturday or Sunday or public holiday;
“certified” or “in certified form”	a share or other security which is not in uncertificated form (that is, not in CREST);
“Companies Act”	the Companies Act 2006, as amended, modified or re-enacted from time to time;
“Creightons” or “Company”	Creightons plc, a company incorporated in England and Wales with registered number 01227964, whose registered office is at 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND;
“CREST”	a relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
“CREST Manual”	the CREST Manual published by Euroclear, as amended from time to time;
“CREST member”	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations);
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) (including as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal Act) 2018), as amended, modified or re-enacted from time to time;
“Delisting”	the proposed cancellation of the listing of the Ordinary Shares to the Equity Shares (Commercial Companies) category of the Official List and from trading on the Main Market;
“Directors”	the directors of the Company at the date of this document, whose names appear on page 6 of this document and “Director” means any one of them;
“Disclosure Guidance and Transparency Rules”	the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook), as amended, modified or re-enacted from time to time;
“Euroclear”	Euroclear UK & International Limited, a company incorporated in England and Wales with registered number 02878738, whose registered office is at 33 Cannon Street, London EC4M 5SB;
“FCA” or “Financial Conduct Authority”	the Financial Conduct Authority of the United Kingdom or any successor body or bodies carrying out the functions currently carried out by the Financial Conduct Authority;
“Form of Proxy”	the hard copy form of proxy for use at the General Meeting;

“FSMA”	the Financial Services and Markets Act 2000, as amended, modified or re-enacted from time to time;
“General Meeting”	the general meeting of the Company to be convened pursuant to the Notice of General Meeting;
“General Principles”	the principles set out within section B1 of the Takeover Code;
“Group”	the Company and its subsidiaries and subsidiary undertakings;
“Interim Results”	the unaudited consolidated results of the Company for the six-month period to 30 September 2024;
“London Stock Exchange”	London Stock Exchange plc, a company incorporated in England and Wales with registered number 02075721, whose registered office is at 10 Paternoster Square, London EC4M 7LS or its successor(s);
“Main Market”	the London Stock Exchange’s main market for listed securities;
“Notice of General Meeting”	the notice convening the General Meeting as set out in this document;
“Official List”	the list maintained by the FCA in accordance with section 74(1) of FSMA for the purposes of Part VI of FSMA;
“Ordinary Shares”	ordinary shares of one penny each in the capital of the Company;
“pounds” or “£” or “pound sterling”	the lawful currency of the United Kingdom;
“Proposed Director”	Jemima Bird, who shall be appointed to the Board on 31 March 2025;
“Prospectus Regulation Rules”	the Prospectus Regulation Rules of the FCA made under section 73A of FSMA, as amended from time to time;
“QCA Corporate Governance Code”	the Corporate Governance Code published by the Quoted Companies Alliance;
“Reference Date”	27 February 2025, the latest practicable date prior to publication of this document;
“Registrar” or “MUFG Corporate Markets”	MUFG Corporate Markets, a company incorporated in England and Wales with registered number 02605568, whose registered office is at Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“Regulatory Information Service”	one of the regulatory information services authorised by the FCA to receive, process and disseminate regulatory information from listed companies;
“Resolution”	the special resolution to be proposed at the General Meeting to approve the Delisting and AIM Admission as set out in the Notice of General Meeting;

“Schedule One Announcement”	the announcement issued by the Company subject to the passing of the Resolution which complies with the requirements of Schedule One to the AIM Rules comprising information required to be disclosed by companies transferring their securities from the Official List to AIM via the AIM Designated Market route, to which this Appendix is attached, in connection with Admission;
“Shareholder(s)”	holder(s) of Ordinary Shares;
“Share Schemes”	(a) Creightons plc Share Option Plan 2014; and (b) Creightons plc Share Option Plan 2018
“Takeover Code”	the City Code on Takeovers and Mergers issued by the Takeover Panel, as amended from time to time;
“Takeover Panel”	the Panel on Takeovers and Mergers;
“UK Corporate Governance Code”	The UK Corporate Governance Code published by the Financial Reporting Council;
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which by virtue of the CREST Regulations may be transferred by means of CREST;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“UK Listing Rules”	the listing rules made under Part VI of FSMA (as set out in the FCA Handbook), as amended, modified or re-enacted from time to time; and
“Zeus”	Zeus Capital Limited.

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	<u>Paul</u> Forster (<i>Non-Executive Chairman</i>) Philippa (<u>Pippa</u>) Beatrice Euphemia Clark (<i>Chief Executive Officer</i>) <u>Martin</u> Stevens (<i>Deputy Group Managing Director</i>) William (<u>Bill</u>) Torrance Glencross (<i>Non-Executive Director</i>) Nicholas (<u>Nick</u>) Desmond John O'Shea (<i>Non-Executive Director</i>) <u>Brian</u> Samuel Geary (<i>Non-Executive Director</i>) <u>Paul</u> Richard Watts (<i>Independent Non-Executive Director</i>)
Proposed Director	<u>Jemima</u> Chloe Bird (<i>Proposed Independent Non-Executive Director</i>)
Company Secretary	One Advisory Limited 201 Temple Chambers 3-7 Temple Avenue London EC4Y 0DT
Registered Office	Creightons plc 1210 Lincoln Road Werrington, Peterborough Cambridgeshire PE4 6ND
Nominated Adviser and Broker	Zeus Capital Limited 125 Old Broad Street London EC2N 1AR
Solicitors to the Company	Marriott Harrison LLP 80 Cheapside London EC2V 6EE
Registrar	MUFG Corporate Markets (UK) Limited Central Square 29 Wellington Street Leeds LS1 4DL

INFORMATION RELATING TO CREIGHTONS PLC

1.	Responsibility				
1.1	The Company and the Directors, whose names and functions appear on page 6 of this Appendix, accept responsibility, individually and collectively, for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (having taken all reasonable care to ensure that such is the case) the information contained in this Appendix, for which they are responsible, is in accordance with the facts and does not omit anything likely to affect the import of such information.				
2.	Information and status on the Company				
2.1	The Company was incorporated and registered in England and Wales under the Companies Act with registration number 01227964 with the name Hibavend Limited on 29 September 1975. The Company changed its name to Creightons Plc on 2 October 1997. Its registered office is 1210 Lincoln Road, Werrington, Peterborough, Cambridgeshire, PE4 6ND.				
2.2	The principal legislation under which the Company operates and which the Ordinary Shares have been issued is the Companies Act and regulations made thereunder. The Company is a public limited company and, accordingly, the liability of its members is limited to the amount paid up or to be paid up on their shares.				
2.3	The Company is domiciled in the United Kingdom.				
2.4	The business of the Group and its principal activity is to develop, manufacture and supply personal care, beauty and fragrance products. The Company is based in the UK.				
2.5	The legal entity identifier of the Company is 213800WROWAJUBGSAJ57.				
2.6	The Company is the holding company for a number of subsidiaries, details of which are set out in Note 17 (Investment in subsidiaries) on page 98 of the 2024 Annual Report & Accounts, which form part of the Company's Public Record. The Company's current subsidiaries and its ownership interests are as follows:				
	Name of subsidiary	Registered number	Country of incorporation	Direct/indirect control	Ownership
	Potter & Moore Innovations Limited	04645119	England	Direct	100%
	Potter & Moore International Inc.	3502576	United States of America	Direct	100%
	Emma Hardie GmbH	HRB119319	Germany	Direct	100%
	Potter and Moore (Devon) Limited	10001847	England	Direct	100%
	Potter and Moore Pty Limited	622863772	Australia	Direct	100%

	Emma Hardie Limited	05495827	England	Indirect	100%
	Brodie and Stone International Limited	03701249	England	Direct	100%
	Brodie and Stone Holdings Limited	03701192	England	Indirect	100%
	Potter & Moore Limited	638742	Republic of Ireland	Direct	100%
	Emma Hardie China	91310000MA D4WDYHX6	China	Direct	100%
3.	Share Capital of the Company				
3.1	The Company does not have an authorised share capital and does not place any limit on the number of shares which the Company may issue.				
3.2	All issued Ordinary Shares are fully paid.				
3.3	The issued share capital of the Company: (i) as at the Reference Date; and (ii) as it is expected to be immediately following Admission, is as set out below:				
		Number of Ordinary Shares	Aggregate Nominal Value		
	At the date of this document	70,035,383	£700,383.83		
	On Admission	70,035,383	£700,383.83		
3.5	The ISIN number for the Ordinary Shares is GB0002341666.				
3.6	<p>The Company's Ordinary Shares are currently listed on the Equity Shares (Commercial Companies) category of the Official List of the Financial Conduct Authority and admitted to trading on the London Stock Exchange's main market for listed securities, having first been so admitted on 30 August 1994. Application will be made to the London Stock Exchange for the Ordinary Shares to be admitted to trading on AIM.</p> <p>It is expected that admission of the Ordinary Shares to listing on the FCA's Official List (Equity Shares (Commercial Companies) category) and to trading on the Main Market will be cancelled on 31 March 2025. Admission of the Ordinary Shares is expected to become effective and trading in the Ordinary Shares will commence on AIM on or around 31 March 2025.</p> <p>The Ordinary Shares will not be admitted to trading on any other investment exchange.</p>				
3.7	<p>As at the Reference Date, no Ordinary Shares were held by subsidiaries of the Company.</p> <p>The Company created an employee beneficial trust on 29 October 2021. The Trust was created to purchase and hold Ordinary Shares to satisfy share awards under the Group's share option scheme. As at the Reference Date, the employee beneficial trust held 215,259 Ordinary Shares.</p>				
3.8	Further information on the share capital of the Company is set out in the Company's Public Record.				
4.	Share Schemes of the Company				

4.1	<p>The Company has two share option schemes in place, the Creightons plc Share Option Plan 2014; and the Creightons plc Share Option Plan 2018 (together, the “Share Schemes”). These were approved by the Company on 7 August 2014 and 30 August 2018 respectively.</p> <p>A summary of the principal provisions of the 2014 Share Option Plan is set out on pages 5 - 6 of the strategic report with supplementary material and notice of annual general meeting for the year ended 31 March 2014, which forms part of the Company’s Public Record, and which may be accessed at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.</p> <p>A summary of the principal provisions of the 2018 Share Option Plan is set out on pages 26 – 31 of the strategic report with supplementary material and notice of annual general meeting for the year ended 31 March 2018, which forms part of the Company’s Public Record, and which may be accessed at: https://data.fca.org.uk/#/nsm/nationalstoragemechanism.</p> <p>Details of the Creightons plc Share Schemes can be accessed in full at: https://www.creightonsplc.com/investors/reports-and-accounts</p>
4.2	<p>As at the Reference Date awards and options to subscribe for a total of 6,681,784 Ordinary Shares were outstanding under the Company’s Share Schemes. Save for the awards and options granted by the Company under the Share Schemes, no person has any rights to purchase unissued share capital of the Company.</p>
5.	<p>Articles of association</p>
5.1	<p>A complete copy of the Articles (adopted on 7 August 2014) may be accessed at: https://www.creightonsplc.com/investors/reports-and-accounts.</p>
6.	<p>Risk factors</p> <p>In addition to the principal risks and uncertainties set out in the 2024 Annual Report & Accounts and the 2025 Interim Results Announcement, the risk factors set out in this section 6 relating to the Ordinary Shares should be considered carefully when evaluating whether to make an investment in the Company. An investment in the Company is only suitable for investors who are capable or evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment.</p> <p>If you are in any doubt as to the action you should take, you should consult a professional adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities. This summary of risk factors is not intended to be exhaustive.</p>
6.1	<p>The price of the Ordinary Shares may fluctuate</p> <p>The value of an investment in the Ordinary Shares may go down as well as up. The price of the Ordinary Shares may fall in response to a range of external factors including the results of the Group, appointments to and resignations from the board of directors and executive management team, speculation in the market regarding the Group’s business or other events affecting the Group and general stock market conditions.</p> <p>In addition, significant sales of Ordinary Shares by major shareholders, could have a material adverse effect on the market price of Ordinary Shares as a whole.</p>
6.2	<p>Investment in AIM securities</p> <p>An investment in companies whose shares are traded on AIM is perceived to involve a higher degree of risk and be less liquid than an investment in companies whose shares are listed on the FCA’s Official List. AIM is a market designed primarily for emerging or smaller companies. An investment in the Ordinary Shares may be difficult to realise. Existing and prospective investors should be aware that the value of an investment in the Company may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Company. Investors may realise less than their investment.</p>

Further, a quotation on AIM will afford shareholders a lower level of regulatory protection than that afforded to shareholders in a company with its shares listed on the Equity Shares (Commercial Companies) category of the Official List.

7. Information on the Directors

7.1 As at the Reference Date and immediately following AIM Admission becoming effective in accordance with the AIM Rules, the interests (including related financial products as defined in the AIM Rules) of the Directors (including persons connected with the Directors within the meaning of section 252 of the Act and any member of the Director's family (as defined in the AIM Rules)) in the issued share capital of the Company are as follows:

Director	Beneficially Owned Shares	Share Options		Total Options held
		Exercise Period of 2021 – 2028 Price: 26.80p	Exercise Period of 2023 – 2030 Price: 36.00p	
Nicholas O'Shea	125,945	135,000	-	135,000
William Glencross	86,000	131,500	-	131,500
Philippa Clark	851,818	500,000	200,000	700,000
Martin Stevens	993,758	218,060	100,000	318,060
Paul Forster	951,318	300,000	100,000	400,00
Brian Geary	7,050,323	-	-	-
Paul Watts	-	-	-	-

There are no performance measures attributable to the share options.

7.2 Save as stated above and in the 2024 Annual Report & Accounts:

- (a) none of the Directors (nor any person connected with any of them within the meaning of section 252 of the Companies Act) has any interest, whether beneficial or non-beneficial, in the share or loan capital in the Company or any company in the Group or in any related financial product (as defined in the AIM Rules) referenced to the Ordinary Shares;
- (b) none of the Directors has any interest, direct or indirect, in any assets which have been or are proposed to be acquired or disposed of by, or leased to, any member of the Group;
- (c) none of the Directors has any option or warrant to subscribe for any shares in the Company; and
- (d) none of the Directors has any interest, direct or indirect, in any contract or arrangement which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole, which were effected by any member of the Group and which remains in any respect outstanding or

unperformed.

7.3 The Directors hold, or have during the five years preceding the Reference Date held, the following directorships or partnerships in addition to being a director of the Company:

Director	Age	Current Directorships / Partnerships	Past Directorships / Partnerships
Paul Forster	66	Emma Hardie Limited Brodie and Stone Holdings Limited Brodie and Stone International Limited Potter & Moore (Devon) Limited Potter & Moore Innovations Limited Potter & Moore Limited	Sneffle Limited
Philippa Clark	55	Brodie and Stone Holdings Limited Brodie and Stone International Limited Emma Hardie Limited Potter & Moore (Devon) Limited Potter & Moore Innovations Limited	Crockle Limited Sneffle Limited
Martin Stevens	63	Brodie and Stone Holdings Limited Emma Hardie Limited Brodie and Stone International Limited Potter & Moore (Devon) Limited Potter & Moore Innovations Limited	None
Nicholas O'Shea	70	Brodie and Stone International Limited	Crockle Limited

			<p>Brodie and Stone Holdings Limited</p> <p>Pordum Investments Limited</p> <p>Saxon Coast Consultants Limited</p> <p>Potter & Moore Innovations Limited</p> <p>Saxon Coast Services Limited</p> <p>London Defi Services Limited</p> <p>Stratton Medical Supply UK Limited</p> <p>Emma Hardie Limited</p> <p>Stratton Essential Supply UK Limited</p>	<p>Sneffle Limited</p> <p>Feather and Down Limited</p> <p>Creightons Direct Limited</p> <p>The Curl Company Limited</p> <p>The Herbal Hair Company Limited</p> <p>Curl Therapy Limited</p> <p>The Real Shaving Company Limited</p> <p>The Haircare Studio Limited</p> <p>Potter & Moore International Limited</p> <p>Ashworth & Claire Limited</p> <p>St James Perfumery Co. Limited</p> <p>Creighton's Naturally Limited</p> <p>Creightons Services Limited</p> <p>Groomed Limited</p> <p>Twisted Sista Limited</p> <p>The Hair Design Studio Limited</p> <p>The Natural Grooming Company Limited</p> <p>KWS Consultants Limited</p> <p>KWS Management Services Limited</p> <p>Spencers Food & Catering Limited</p> <p>Bon Appetit Food Vending Limited</p> <p>Stratton Medical Supply Limited</p> <p>Saxon Coast Food</p>
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			Services Limited Saxon Coast Management Limited
William Glencross	78	Potter & Moore Innovations Limited Wothorpe Park Estate Limited Wothorpe Park Estate Holdings Limited Potter and Moore Limited	None
Brian Geary	59	Antrim Hills Spring Water Company Limited Biome Technologies Plc	None
Paul Watts	61	20 Blackheath Rise Limited Farriery and Equine Orthopedics Limited Farriery Examinations Limited Farriery Craft and Education Limited Qannas Investments Limited Whitepost Management Limited The Bookshop on the Heath Limited	RSM UK Corporate Finance LLP RSM UK Tax and Advisory Services LLP RSM UK Audit LLP RSM UK Group LLP The Quoted Companies Alliance

The Proposed Director holds, or has during the five years preceding the Reference Date held, the following directorships or partnerships:

Director	Age	Current Directorships / Partnerships	Past Directorships / Partnerships
Jemima Bird	52	Pinewood Technologies Group plc Hedlam Group plc Hello Finch Limited	The Revel Collective plc The Greater Good Fresh Brewing Co Limited

			Parkplay Limited	J&W Nicholson & Co Limited Vontsira LLP Vontsira Investments (Switzerland) LLP The Football Foundation
7.4	<p>None of the Directors has:</p> <ul style="list-style-type: none"> (a) any unspent convictions relating to indictable offences; (b) had a bankruptcy order made against them or entered into any individual voluntary arrangements; (c) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation or administration or entered into a company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst they were a director of that company at the time of, or within the twelve months preceding, such events; (d) been a partner of a firm which has been placed in compulsory liquidation or administration or which has entered into a partnership voluntary arrangement whilst they were a partner of that firm at the 			

	<p>time of, or within twelve months preceding, such events;</p> <p>(e) had any asset belonging to them placed in receivership or been a partner of a partnership any of whose assets have been placed in receivership whilst they were a partner at the time of, or within twelve months preceding, such receivership; or</p> <p>been publicly criticised by any statutory or regulatory authority (including any recognised professional body) or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.</p>
8.	Board practices
8.1	<p>A summary of the terms of the service agreement for Nicholas O’Shea, William Glencross, Philippa Clark, Martin Stevens and Paul Forster is set out on pages 64 – 77 of the Company’s Strategic report with supplementary material and Notice of Annual General Meeting for the year ending 31 March 2024.</p> <p><i>Paul Watts</i></p> <p>Since the date of publication of the 2024 Annual Report and Accounts, Paul Watts has been appointed to the Board with a commencement date of 29 January 2025. A summary of the key terms of his letter of appointment is set out below.</p> <p>(a) A commencement date of 29 January 2025;</p> <p>(b) An appointment term of three years commencing on 29 January 2025 and concluding on the Company’s annual general meeting occurring three years after the commencement date unless terminated by either party giving to the other six months prior written notice.</p> <p>Paul is entitled to receive an annual fee of £25,000, plus an additional annual fee of £10,000 to serve as a chair of a board committee.</p> <p><i>Jemima Bird</i></p> <p>Since the date of publication of the 2024 Annual Report and Accounts, Jemima Bird has been proposed to the Board with a commencement date of 31 March 2025. A summary of the key terms of her letter of appointment is set out below.</p> <p>(a) A commencement date of 31 March 2025;</p> <p>(b) An appointment term of three years commencing on 31 March 2025 and concluding on the Company’s annual general meeting occurring three years after the commencement date unless terminated by either party giving to the other six months prior written notice.</p> <p>Jemima is entitled to receive an annual fee of £25,000, plus an additional annual fee of £10,000 to serve as a chair of a board committee.</p>
8.2	<p>Save as are set out in the Schedule One announcement or in the Company’s Public Record, no person (excluding professional advisers otherwise disclosed in this document and trade suppliers) has within the twelve months preceding the date of this document received directly or indirectly from the Company, or has entered into contractual arrangements to receive, directly or indirectly, from the Company on or after Admission:</p> <p>(a) fees totalling £10,000 or more;</p> <p>(b) securities where these have a value of £10,000 or more calculated by reference to the issue price; or</p> <p>(c) any other benefit with a value of £10,000 or more at the date of Admission.</p>
9.	Major shareholders

9.1	The names and shareholdings in the Company held by ‘significant shareholders’ (being persons holding 3% or more of the Ordinary Shares), with such shareholdings expressed as a percentage of the Company’s issued share capital both before and upon Admission are set out in the Schedule One announcement.																					
9.2	As at the Reference Date, no major shareholder has any different voting rights to the other holders of Ordinary Shares in the capital of the Company.																					
9.3	The Company is not aware of any person or persons who, directly or indirectly, jointly or severally, exercise(s) or could exercise control of the Company or any arrangements the operation of which may, at a subsequent date, result in a change in the control of the Company.																					
10.	Company’s financial information																					
10.1	<p>The Group's audited consolidated financial statements included in the 2024 Annual Report & Accounts, the 2023 Annual Report & Accounts and 2022 Annual Report & Accounts respectively, together with the audit reports thereon, are incorporated by reference into this document. The Group’s audited consolidated financial statements for FY 2024, FY 2023 and FY 2022 were prepared in accordance with UK-adopted International Accounting Standards.</p> <p>The Group’s unaudited interim results for the 6-month period to 30 September 2024, which contain comparative statements for the same period in the prior financial year, are also incorporated by reference into this document.</p> <p>These documents are all available from the Company’s website at (https://www.creightonsplc.com/investors/reports-and-accounts).</p>																					
10.2	<table border="1"> <thead> <tr> <th>Reference Document</th> <th>Information incorporated by reference</th> <th>Page number in reference documents</th> </tr> </thead> <tbody> <tr> <td rowspan="6">Creightons plc unaudited interim financial report for the six months ended 30 September 2024</td> <td>Consolidated income statement (unaudited)</td> <td>Page 10</td> </tr> <tr> <td>Consolidated statement of comprehensive income (unaudited)</td> <td>Pages 10 - 11</td> </tr> <tr> <td>Consolidated balance sheet (unaudited)</td> <td>Page 12</td> </tr> <tr> <td>Statement of changes in shareholders’ equity (unaudited)</td> <td>Pages 13 - 14</td> </tr> <tr> <td>Consolidated cash flow statement</td> <td>Page 15</td> </tr> <tr> <td>Notes to the unaudited interim financial report</td> <td>Pages 16 - 19</td> </tr> <tr> <td rowspan="2">Creightons plc Annual Report 2024</td> <td>Independent auditor’s report</td> <td>Pages 58 - 66</td> </tr> <tr> <td>Consolidated income statement</td> <td>Page 67</td> </tr> </tbody> </table>	Reference Document	Information incorporated by reference	Page number in reference documents	Creightons plc unaudited interim financial report for the six months ended 30 September 2024	Consolidated income statement (unaudited)	Page 10	Consolidated statement of comprehensive income (unaudited)	Pages 10 - 11	Consolidated balance sheet (unaudited)	Page 12	Statement of changes in shareholders’ equity (unaudited)	Pages 13 - 14	Consolidated cash flow statement	Page 15	Notes to the unaudited interim financial report	Pages 16 - 19	Creightons plc Annual Report 2024	Independent auditor’s report	Pages 58 - 66	Consolidated income statement	Page 67
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		Consolidated statement of comprehensive income	Page 67
		Consolidated balance sheet	Page 68
		Consolidated statement of changes in equity	Pages 70-71
		Consolidated cash flow statement	Page 73
		Notes to the financial statements	Pages 75 - 111
	Creightons plc Annual Report 2023	Independent auditor's report	Pages 45 - 54
		Consolidated income statement	Page 55
		Consolidated statement of comprehensive income	Page 55
		Consolidated balance sheet	Page 56
		Consolidated statement of changes in equity	Pages 58 – 59
		Consolidated cash flow statement	Page 61
		Notes to the financial statements	Pages 63 - 100
	Creightons plc Annual Report 2022	Independent auditor's report	Pages 37 – 43
		Consolidated income statement	Page 44
		Consolidated statement of comprehensive income	Page 44
		Consolidated balance sheet	Page 46
		Consolidated statement of changes in equity	Page 48
		Consolidated cash flow statement	Page 50
		Notes to the financial statements	Pages 52 - 85
10.3	Forvis Mazars LLP of The Pinnacle, 160 Midsummer Boulevard, Milton Keynes, Buckinghamshire, MK9 1FF are the current auditors of the Company.		

11.	Dividend policy
11.1	<p>Details of dividends declared by the Company are disclosed in the Company's Public Record.</p> <p>The declaration and payment by the Company of any dividends in the future and the amount thereof will depend on the results of the Group's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed to be relevant at the time</p>
12.	Litigation and arbitration
12.1	<p>Neither the Company nor any other member of the Group is, nor has it been at any time during the 12 months immediately preceding the date of this Appendix, involved in any governmental, legal or arbitration proceedings, which may have, or have had in the recent past, a significant effect on the Company's and/or the Group's financial position or profitability and there are no such proceedings of which the Company is aware which are pending or threatened.</p>
13.	Material contracts
13.1	<p>Save as set out in the Company's Public Record, the following are all of the contracts (not being contracts entered into in the ordinary course of business) that have been entered into by the Group in the two years prior to the Reference Date and are, or may be, material to the Group or have been entered into by any member of the Group at any time and contain obligations or entitlements which are, or may be, material to the Group, in each case as at the Reference Date:</p> <p>(a) <i>AIM Admission Agreement</i></p> <p>On 11 December 2024, the Company entered into an AIM admission agreement with Zeus pursuant to which Zeus has agreed to act as the Company's nominated adviser in relation to AIM Admission. The Company agreed that the foregoing appointment confers on Zeus all powers, authorities and discretions on behalf of the Company which are necessary for making application for Admission to AIM. The Company has given customary indemnities to Zeus.</p> <p>(b) <i>Letter of appointment for Paul Watts</i></p> <p>On 29 January 2025, the Company announced the appointment of Paul Watts as an Independent Non-Executive Director with immediate effect.</p>
14.	Corporate governance
14.1	<p>Up to the Reference Date, the recognised corporate governance code that the Board has been applying is the UK Corporate Governance Code. The Directors consider that the Group complied with those provisions of the UK Corporate Governance Code throughout the financial year ended 30 April 2024.</p>
14.2	<p>Compliance with the UK Corporate Governance Code is not mandatory for companies whose shares are admitted to trading to AIM. From AIM Admission, the Group will, as a minimum, comply with the QCA Code and, in addition, will retain such of the additional governance arrangements currently in place to meet its requirements to comply with the UK Corporate Governance Code, as it deems appropriate and commensurate with its size and structure.</p>
15.1	Mandatory takeover bids
	<p>(a) The Takeover Code applies to all takeover and merger transactions in relation to the Company and operates principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment. The Takeover Code provides an orderly framework within which takeovers are conducted</p>

	<p>and the Takeover Panel has now been placed on a statutory footing.</p> <p>(b) The Takeover Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. General Principle One states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment and if a person acquires control of a company, the other holders of securities must be protected. This is reinforced by Rule 9 of the Takeover Code which requires a person, together with persons acting in concert with him, who acquires shares carrying voting rights which amount to 30 per cent. or more of the voting rights to make a general offer. "Voting rights" for these purposes means all the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting. A general offer will also be required where a person who, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights, acquires additional shares which increase his percentage of the voting rights. Unless the Takeover Panel consents, the offer must be made to all other shareholders, be in cash (or have a cash alternative) and cannot be conditional on anything other than the securing of acceptances which will result in the offeror and persons acting in concert with him holding shares carrying more than 50 per cent. of the voting rights.</p> <p>(c) There are not in existence any current mandatory takeover bids in relation to the Company.</p>
15.2	<p>Squeeze out</p> <p>Section 979 of the Act provides that if, within certain time limits, an offer is made for the share capital of the Company, the offeror is entitled to acquire compulsorily any remaining shares if it has, by virtue of acceptances of the offer, acquired or unconditionally contracted to acquire not less than 90 per cent. in value of the shares to which the offer relates and in a case where the shares to which the offer relates are voting shares, not less than 90 per cent. of the voting rights carried by those shares. The offeror would effect the compulsory acquisition by sending a notice to any remaining minority shareholders telling them that it will compulsorily acquire their shares and then, six weeks from the date of the notice, pay the consideration for the shares to the Company to hold on trust for such shareholders. The consideration offered to shareholders whose shares are compulsorily acquired under the Act must, in general, be the same as the consideration available under the takeover offer.</p>
15.3	<p>Sell out</p> <p>Section 983 of the Act permits a minority shareholder to require an offeror to acquire its shares if the offeror has acquired or contracted to acquire shares in the Company which amount to not less than 90 per cent. in value of all the voting shares in the Company and carry not less than 90 per cent. of the voting rights. Certain time limits apply to this entitlement. If a shareholder exercises its rights under these provisions the offeror is bound to acquire those shares on the terms of the offer or on such other terms as may be agreed.</p>
16.	<p>UK Taxation</p> <p>The following statements are intended only as a general guide to certain UK tax considerations and do not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding or disposing of Shares.</p> <p>The Company is at the Reference Date resident for tax purposes in the UK. The following statements are based on current UK legislation and what is understood to be the current practice of HMRC as at the date of this Document, both of which may change, possibly with retroactive or immediate effect. They apply only to Shareholders who are resident (and, in the case of individual Shareholders, domiciled) for UK tax purposes in (and only in) the UK, who hold their Shares as an investment (other than under tax exempt arrangements such as individual savings accounts), and who are the absolute beneficial owners of both their Shares and any dividends paid on them.</p> <p>The tax position of certain categories of Shareholders who are subject to special rules, such as persons who acquire (or are deemed to acquire) their Shares in connection with their (or another person's) office or employment, traders, brokers, dealers in securities, insurance companies, banks, financial institutions,</p>

	<p>investment companies, tax-exempt organisations, persons connected with the Company or the Group, persons holding Shares as part of hedging or conversion transactions, Shareholders who are not domiciled or not resident in the UK, collective investment schemes, trusts and those who hold 5 per cent. or more of the Shares, is not considered. Nor do the following statements consider the tax position of any person holding investments in any HMRC approved arrangements or schemes, including the enterprise investment scheme, venture capital scheme or business expansion scheme.</p> <p>The comments set out below do not constitute legal or tax advice. Shareholders or prospective Shareholders who are in any doubt about his or her tax position, or who are resident or otherwise subject to taxation in a jurisdiction outside of the United Kingdom, should contact their own professional adviser on the potential tax consequences of subscribing for, purchasing, holding or selling Shares under the laws of their country and/or state of citizenship, domicile or residence.</p> <p>THIS SUMMARY OF UK TAXATION ISSUES CAN ONLY PROVIDE A GENERAL OVERVIEW OF THESE AREAS AND IT IS NOT A DESCRIPTION OF ALL THE TAX CONSIDERATIONS THAT MAY BE RELEVANT TO A DECISION TO INVEST IN THE COMPANY. THE SUMMARY OF CERTAIN UK TAX ISSUES IS BASED ON THE LAWS AND REGULATIONS IN FORCE AS AT THE DATE OF THIS DOCUMENT AND MAY BE SUBJECT TO ANY CHANGES IN UK LAWS OCCURRING AFTER SUCH DATE. LEGAL ADVICE SHOULD BE TAKEN WITH REGARD TO INDIVIDUAL CIRCUMSTANCES. ANY PERSON WHO IS IN ANY DOUBT AS TO HIS TAX POSITION OR WHERE HE IS RESIDENT, OR OTHERWISE SUBJECT TO TAXATION, IN A JURISDICTION OTHER THAN THE UK, SHOULD CONSULT HIS PROFESSIONAL ADVISER.</p> <p>NEITHER THE COMPANY NOR ITS ADVISERS WARRANT IN ANY WAY THE TAX POSITION OUTLINED BELOW.</p>
16.1	<p>Taxation of dividends</p> <p>Under current UK tax legislation, there is no UK requirement to withhold tax at source from a dividend payment made by the Company.</p> <p>UK tax resident and domiciled or deemed domiciled individual Shareholders</p> <p>An individual Shareholder who is resident for tax purposes in the UK will not be liable to UK income tax on any dividend which they receive from the Company in respect of Shares to the extent that (taking account of any other dividends received in the same tax year by that Shareholder) the amount of such dividend falls within the UK’s tax free threshold for dividend income (the “Dividend Allowance Amount”). The Dividend Allowance Amount for the tax year 2024/25 is £500. Dividends within the Dividend Allowance Amount will still count as taxable income when determining how much of the basic rate band or higher rate band has been used.</p> <p>Subject to the availability of any personal or other allowance and taking account of any other dividends received by the Shareholder in the same tax year, such Shareholder will be subject to United Kingdom income tax on the amount (if any) of a dividend received from the Company in respect of Shares in excess of the Dividend Allowance Amount for the tax year 2024/25 at the rate of:</p> <ul style="list-style-type: none"> (a) 8.75 per cent., to the extent that such amount falls within the basic rate band; (b) 33.75 per cent., to the extent that such amount falls within the higher rate band; and (c) 39.35 per cent., to the extent that such amount falls within the additional rate band. <p>For the purpose of determining which of the taxable bands dividend income falls into, dividend income is treated as the highest part of a Shareholder’s income. In addition, dividends within the nil rate band which would (if there was no nil rate amount) have fallen within the basic or higher rate bands will use up those bands respectively for the purpose of determining whether the income falls within the higher rate or additional rate bands (as applicable).</p>

UK discretionary trustees

The Dividend Allowance Amount is not available to UK resident trustees of a discretionary trust. UK resident trustees of a discretionary trust in receipt of dividends are liable to income tax at a rate of 39.35 per cent., which mirrors the dividend additional rate.

UK tax resident corporate Shareholders

A UK resident corporate Shareholder will be liable to UK corporation tax unless the dividend falls within one of the exempt classes set out in Part 9A of the Corporation Tax Act 2009 (subject to anti-avoidance rules and provided all conditions are met). It is anticipated that dividends should fall within one of such exempt classes but shareholders should seek independent advice to confirm their position (subject to anti-avoidance rules and provided all conditions are met).

If the conditions for exemption are not met, or cease to be satisfied, or such a corporate Shareholder elects for an otherwise exempt dividend to be taxable, then the corporate Shareholder will be subject to UK corporation tax on dividends received from the Company at the relevant rate applicable to the tax year in which the dividend is received (the main rate being 25 per cent. for the 2024/25 tax year).

Non-UK Shareholders

Shareholders who are not resident in the UK (and, in the case of corporate Shareholders, have no permanent establishment in the UK and hold their Shares as an investment and not in connection with any trade carried on by them in the UK), should not be subject to UK tax in respect of dividends received. Any such Shareholder may be subject to taxation on such dividend income in their local jurisdiction and should seek tax advice accordingly.

16.2

Taxation of Chargeable Gains

For the purpose of UK tax on chargeable gains, the purchase of Shares on a placing is regarded as an acquisition of a new holding in the Company's share capital. To the extent that a Shareholder acquires Shares allotted to them, the Shares so acquired will, for the purpose of tax on chargeable gains, be treated as acquired on the date of the purchase becoming unconditional.

The amount paid for the Shares will generally constitute the tax base cost of a Shareholder's holding.

A disposal or deemed disposal of all or any of the Shares by UK resident Shareholders or Shareholders who carry on a trade in the UK through a permanent establishment with which their investment in the Company is connected may, depending on the relevant shareholder's circumstances and subject to any available exemption or relief, give rise to a liability to UK taxation on chargeable gains.

(a) UK tax resident individual Shareholders

Where a UK tax resident individual Shareholder disposes of Shares at a gain, then, subject to the availability of any exemptions and reliefs such as capital losses and the annual exempt amount, Capital Gains Tax ("CGT") will be levied. The annual exempt amount for the tax year 2024/25 is £3,000, which should be available to exempt all or part of the chargeable gain to the extent it has not already been utilised by the individual to relieve other chargeable gains.

For such individuals, CGT is at the date of this Document charged at 18 per cent. where the individual's taxable income and gains are within the income tax basic rate band. To the extent that any chargeable gains, or part of any chargeable gain, aggregated with income arising in a tax year exceed the income tax basic rate band, CGT is at the date of this Document charged at 24 per cent.

For trustees and personal representatives of deceased persons, CGT on gains in excess of the annual exempt amount for the tax year in which the disposal took place are as at the date of this Document charged at a flat rate of 24 per cent.

Shareholders who are individuals and who are temporarily non-resident in the UK may, under anti-avoidance legislation, still be liable to UK tax on any capital gain realised in respect of their Shares

	<p>(subject to any available exemption or relief).</p> <p><i>(b) UK resident corporate Shareholders</i></p> <p>Where a Shareholder is within the charge to UK corporation tax, a disposal of Shares may give rise to a chargeable gain (or allowable loss), depending on the circumstances and subject to any available exemption or relief. Any such chargeable gain will be subject to corporation tax at the relevant rates (see “Taxation of Dividends” section above).</p>
16.3	<p>Inheritance tax</p> <p>Shares in AIM quoted trading companies or a holding company of a trading group may, after a two-year holding period, qualify for Business Property Relief for UK inheritance tax purposes attracting inheritance tax at 20 per cent. (versus the main rate of 40 per cent.), subject to the detailed conditions for the relief.</p>
16.4	<p>Stamp Duty and Stamp Duty Reserve Tax</p> <p>The tax treatment in relation to stamp duty and stamp duty reserve tax (“SDRT”) should be as follows:</p> <p>(a) No UK stamp duty or SDRT will generally be payable on the issue of the Shares.</p> <p>(b) Depositary interests are treated as chargeable securities for SDRT purposes and are therefore within the scope of SDRT. However, provided the underlying securities (in this case, the Shares) are admitted to trading on a recognised growth market such as AIM and not listed on any recognised stock exchange, then transfers of the depositary interests will qualify for the growth market exemption from SDRT.</p> <p>Should the growth market exemption not apply then, subject to the application of an exemption for depositary interests that constitute “foreign securities” as defined for the purposes of the Stamp Duty Reserve Tax (UK Depositary Interests in Foreign Securities) Regulations 1999 (Statutory Instrument 1999 No. 2383, as amended), transfers of depositary interests within CREST will generally be liable to SDRT (at a rate of 0.5 per cent. of the consideration paid).</p>
17.	<p>Related party transactions</p>
17.1	<p>Details of related party transactions are set out on pages 108 - 109 in note 29 to the 2024 Annual Report & Accounts, on pages 97 - 98 in note 29 to the 2023 Annual Report & Accounts and on pages 82 - 83 in note 29 to 2022 Annual Report & Accounts.</p>
18.	<p>Employees</p>
18.1	<p>Details of the average number of employees employed by the Group (including Directors) during the financial years covered by the 2024 Annual Report & Accounts, the 2023 Annual Report & Accounts and the 2022 Annual Report & Accounts were as follows:</p> <p>(a) 2024 Annual Report & Accounts – as set out in note 7;</p> <p>(b) 2023 Annual Report & Accounts – as set out in note 7; and</p> <p>(c) 2022 Annual Report & Accounts – as set out in note 7.</p>
19.	<p>General</p>
19.1	<p>Zeus has given and not withdrawn its written consent to the issue of this Appendix with the inclusion of its name and references to it in the form and context in which it is included.</p>
19.2	<p>There are no environmental issues that affect the Group's utilisation of its tangible fixed assets.</p>

19.3	Save as disclosed in the Company's Public Record, the Directors are not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year.
19.4	The contents of the Company's website, or any links accessible through the Company's website, do not form part of this document unless that information is incorporated by reference into this document.