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FOR
RELEASE

IMMEDIATE

This Announcement contains inside information.

21 February 2020

**RECOMMENDED FINAL CASH OFFER
FOR
DAEJAN HOLDINGS PLC
BY
DOCK NEWCO LIMITED**

**a newly incorporated company within the Freshwater Group
intended to be effected by means of a scheme of arrangement under Part 26
of the Companies Act**

Summary

- The board of directors of Dock Newco Limited ("**BidCo**") and the independent non-executive director (the "**Daejan Independent Director**") of Daejan Holdings plc ("**Daejan**") are pleased to announce that they have reached agreement on the terms of a recommended final cash offer (the "**Offer**") for the entire issued and to be issued share capital of Daejan not already owned directly or indirectly by the Freshwater Concert Party.
- BidCo is a newly incorporated company formed at the direction of, and is a wholly-owned subsidiary of, Centremanor and is part of the Freshwater Group. As at the date of this Announcement, the Freshwater Concert Party holds a legal and/or beneficial interest in 12,948,093 Daejan Shares, representing approximately 79.5 per cent. of the entire issued share capital of Daejan.
- Under the terms of the Offer, Relevant Daejan Shareholders will be entitled to receive:

for each Daejan Share: £80.50 cash (the "Offer Price")
- The Offer Price values the entire issued share capital of Daejan at approximately £1,311.8 million and the approximately 20.5 per cent. of free float shares at approximately £269.5 million.
- The Offer Price represents:
 - a premium of approximately 56 per cent. to the closing price of £51.70 per Daejan Share on 20 February 2020, being the last Business Day immediately prior to the date of this Announcement; and
 - a premium of approximately 58 per cent. to the volume weighted average price of £50.84 per Daejan Share for the six month period ending on 20 February 2020, being the last Business Day immediately prior to the date of this Announcement.
- The financial terms of the Offer are final and will not be increased.

- It is intended that the Offer will be implemented by means of a scheme of arrangement under Part 26 of the Companies Act.

Recommendation

- The Daejan Independent Director understands the rationale, set out in paragraph 4 below, for the Freshwater Group's belief that Daejan no longer requires a minority public listing to support its strategic direction. The Daejan Independent Director believes that it is in the interests of Relevant Daejan Shareholders that any proposed cancellation of the listing is only achieved as a result of a successful takeover of Daejan by the Freshwater Concert Party at a meaningful premium to the prevailing share price and, for that reason, that Relevant Daejan Shareholders be given the opportunity to realise their full investment in Daejan through the Offer.
- Against this background, although the Daejan Independent Director, who has been so advised by Lazard as to the financial terms of the Offer, believes that the terms of the Offer undervalue Daejan's assets by reference to the Reported NAV per Daejan Share, in light of the factors set out in paragraph 5 below, including the very substantial premium to the prevailing Daejan Share price which the Offer represents, and having taken advice from Lazard, the Daejan Independent Director intends to recommend that Relevant Daejan Shareholders vote in favour of the resolutions to be proposed at the Court Meeting and the General Meeting. In providing its advice to the Daejan Independent Director, Lazard has taken into account the commercial assessments of the Daejan Independent Director. Lazard is providing financial advice to the Daejan Independent Director for the purposes of Rule 3 of the Code.

Information on BidCo

- BidCo is a wholly-owned subsidiary of Centremanor, a property investment and development company in the commercial, industrial and residential sectors. BidCo and Centremanor are part of the Freshwater Group.

Information on Daejan

- Daejan is a real estate company and a member of the FTSE 250 Index. Daejan's property portfolio comprises residential, industrial and commercial property in the UK and on the eastern seaboard of the United States.

Timetable and Conditions

- The Offer is conditional on, among other things, certain approvals by the Relevant Daejan Shareholders and the sanction of the Scheme by the Court. In order to become effective, the Scheme must be approved by a majority in number representing not less than 75 per cent. in value of the Relevant Daejan Shareholders present and voting in person or by proxy at the Court Meeting.
- The Offer will be on the terms and subject to the Conditions set out in Appendix I to this Announcement. Full details of the Offer will be set out in the Scheme Document which will include, in accordance with Rule 29 of the Code, either updated valuations or confirmations that the valuations referred to in this Announcement continue to apply. It is expected that the Scheme Document will be published in March 2020 and that, subject to the satisfaction, or where relevant waiver, of all relevant Conditions, the Scheme will become Effective in the second quarter of 2020.

Comments

Commenting on the Offer, Mr Solly Benaim, the Daejan Independent Director said:

"The Offer represents an opportunity for shareholders to realise in cash their investment in Daejan at a premium of approximately 56 per cent. to the prevailing share price and I intend to recommend shareholders to vote in favour of the Offer."

Commenting on the Offer, Mr Benzion Freshwater, Director of Centremanor and Chairman of Daejan said:

"On behalf of the Freshwater Group, of which Centremanor is a member, I am pleased to present an offer which provides shareholders of Daejan with a meaningful premium in cash for their investment at a level which is significantly above the all-time high share price."

Daejan has not issued any further shares since floatation in 1959 and, in view of the Freshwater Group's commitment to long-term ownership of Daejan, the Freshwater Group does not believe that it will offer any of its shares for sale in the

future meaning there is no possibility of a successful third party offer for Daejan emerging. Accordingly, it seems to me that it is in the best interests of external shareholders to have the opportunity of realising their investment at this time.

I would like to take this opportunity of thanking shareholders for their loyal support over many years and to say that I hope they will feel that their confidence has been rewarded."

This summary should be read in conjunction with the full text of the following Announcement (including the Appendices). The Conditions and certain further terms of the Offer are set out, in Appendix I to this Announcement. Appendix II contains sources and bases of certain information contained in this Announcement. Appendix III contains the definitions of certain terms used in this Announcement.

The person responsible for making this Announcement is Mr Benzion Freshwater.

Enquiries:

Rothschild & Co (Financial Adviser to BidCo and the Freshwater Group)

+44 (0)20 7280 5000

Alex Midgen

Sam Green

Lazard (Financial Adviser and Rule 3 Adviser to the Independent Daejan Director)

+44 (0)20 7187 2000

Patrick Long

William Lawes

N+1 Singer (Corporate Broker to Daejan)

+44 (0)20 7496 3000

James Maxwell

James Moat

Herbert Smith Freehills LLP is acting as legal adviser to BidCo. Bryan Cave Leighton Paisner LLP is acting as legal adviser to Daejan.

Further information

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for BidCo and for no one else in connection with the Offer and will not regard any other person as its client in relation to the Offer and will not be responsible to anyone other than BidCo for providing the protections afforded to clients of Rothschild & Co, nor for providing advice in relation to any matter referred to in this Announcement.

Lazard & Co., Limited ("Lazard"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser exclusively to the Daejan Independent Director and no-one else in connection with the Offer and will not be responsible to anyone other than the Daejan Independent Director for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in connection with the Offer or the other matters referred to in this Announcement.

Nplus1 Singer Advisory LLP ("N+1 Singer"), which is authorised and regulated by the FCA in the United Kingdom, is acting as corporate broker exclusively for Daejan and no one else in connection with the Offer and the matters set out in this Announcement, and will not be responsible to any person other than Daejan for providing the protections afforded to clients of N+1 Singer, nor for providing advice in relation to the Offer or any matter referred to herein. Neither N+1 Singer nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or

responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of N+1 Singer in connection with this Announcement, any statement contained herein or otherwise.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of Daejan in any jurisdiction in contravention of applicable law.

This Announcement does not constitute a prospectus or a prospectus equivalent document.

Subject to the right of BidCo to implement the Offer by way of a Takeover Offer, the Offer will be made solely by means of the Scheme Document, which will contain the full terms and conditions of the Offer and, together with the Forms of Proxy, details for the Relevant Daejan Shareholders of how to vote in respect of the Scheme.

Any vote in respect of the Offer should only be made on the basis of the information contained in the Scheme Document. Relevant Daejan Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been dispatched.

Electronic Communications

Please be aware that addresses, electronic addresses and certain other information provided by the Relevant Daejan Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from Daejan may be provided to BidCo during the offer period as required under Section 4 of Appendix 4 of the Code.

Overseas jurisdictions

The release, publication or distribution of this Announcement in or into, jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the United Kingdom and into whose possession this Announcement comes should inform themselves about, and observe, any applicable legal or regulatory requirements. Relevant Daejan Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

This Announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

Unless otherwise determined by BidCo or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available directly or indirectly in, into or from a Restricted Jurisdiction where to do so would violate the laws of that jurisdiction. No person may vote in favour of the Offer by any use, means, instrumentality or form, and the Offer will not be capable of acceptance, from or within a Restricted Jurisdiction, if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any documentation relating to the Offer will not be and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction where to do so would violate the laws of that jurisdiction. Doing so may render invalid any related purported vote in respect of the Offer. If the Offer is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and

the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The Offer shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

Notes to US investors in Daejan

Shareholders in the United States should note that the Offer relates to the shares of an English company and is proposed to be made by means of a scheme of arrangement provided for under, and governed by, English law. Neither the proxy solicitation nor the tender offer rules under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"), will apply to the Scheme. Moreover the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements of the US proxy solicitation rules and tender offer rules. Financial information included in this Announcement and the Scheme Document has been or will be prepared in accordance with accounting standards applicable in the UK and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. If BidCo were to elect to implement the Offer by means of a Takeover Offer, such offer would be made in compliance with applicable US securities laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by BidCo and no one else.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Daejan and BidCo are located in countries other than the US and are organised under the laws of England and Wales, and some or all of their officers and directors may be residents of countries other than the United States. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its directors, officers and affiliates to subject themselves to the jurisdiction and judgment of a US court.

The receipt of cash pursuant to the Offer by a US holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Relevant Daejan Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer applicable to him.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, BidCo and its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Daejan Shares outside of the US, other than pursuant to the Offer, until the date on which the Offer becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 Code, any person who is, or becomes, interested in 1 per cent. 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, 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.

Forward-looking statements

This Announcement, including any information included or incorporated by reference in this Announcement, contains certain forward-looking statements, beliefs or opinions, including with respect to the financial conditions, objectives and expected performance of Daejan and BidCo. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. Although BidCo and Daejan believe that the expectations reflected in such forward-looking statements are reasonable, BidCo and Daejan can give no assurance that such expectations will prove to be correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Such statements relate to events and depend on circumstances that will occur in the future and are subject to risks, uncertainties and assumptions. There are a number of factors which could cause actual results and developments to differ materially from those expressed or implied by such forward looking statements, including, among others changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business acquisitions or disposals. All forward-looking statements in this Announcement are expressly qualified in their entirety by the inherent risks and uncertainties surrounding future expectations and the cautionary statements contained or referred to in this section.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for BidCo or Daejan, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for BidCo or Daejan, as appropriate.

Publication of this Announcement

A copy of this Announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Daejan's website at <http://www.daejanholdings.com> by no later than 12 noon (London time) on the

Business Day following this Announcement. The contents of Daejan's website are not incorporated into and do not form part of this Announcement.

Requesting hard copy documents

If you have received this letter in electronic form or by it being published on Daejan's website, you can obtain a hard copy of the document by contacting Daejan at 158-162 Shaftesbury Avenue, London, WC2H 8HR or by telephoning +44 (0)20 7836 1555 or by emailing mark.jenner@highdorn.co.uk. You will not receive a hard copy of this letter unless you so request. You may also inform Daejan that you wish all future documents, Announcements and information in relation to the Offer be sent to you in hard copy. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this document will not be provided unless such a request is made.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, Daejan confirms that as at the date of this Announcement, it has in issue and admitted to trading on the main market of the London Stock Exchange 16,295,357 ordinary shares of 25 pence each. Each ordinary share carries the right to one vote. Daejan does not hold any ordinary shares in treasury. The International Securities Identification Number (ISIN) of Daejan's ordinary shares is GB0002502036.

Legal Entity Identifier ("LEI")

Daejan's LEI is 213800BOXF22RPVU7184.

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21 February 2020

RECOMMENDED FINAL CASH OFFER

FOR

DAEJAN HOLDINGS PLC

BY

DOCK NEWCO LIMITED

a newly incorporated company within the Freshwater Group

intended to be effected by means of a scheme of arrangement under Part 26 of the Companies Act

1. Introduction

The board of directors of Dock Newco Limited ("**BidCo**") and the independent non-executive director (the "**Daejan Independent Director**") of Daejan Holdings plc ("**Daejan**") are pleased to announce that they have reached agreement on the terms of a final cash offer for the entire issued and to be issued share capital of Daejan not already owned directly or indirectly by the Freshwater Concert Party.

BidCo is a newly incorporated company formed at the direction of, and is a wholly-owned subsidiary of, Centremanor and is part of the Freshwater Group. As at the date of this Announcement, the Freshwater Concert Party holds a legal and/or beneficial interest in 12,948,093 Daejan Shares, representing approximately 79.5 per cent. of the entire issued share capital of Daejan.

It is intended that the Offer will be implemented by means of a Court-sanctioned scheme of arrangement between Daejan and the Relevant Daejan Shareholders under Part 26 of the Companies Act, further details of which are contained in paragraph 10 below.

2. **The Offer**

Under the terms of the Offer, Relevant Daejan Shareholders will be entitled to receive:

for each Daejan Share: £80.50 cash (the "Offer Price")

The Offer Price values the entire issued share capital of Daejan at approximately £1,311.8 million and the approximately 20.5 per cent. of free float shares at approximately £269.5 million.

The Offer Price represents:

- a premium of approximately 56 per cent. to the closing price of £51.70 per Daejan Share on 20 February 2020, being the last Business Day immediately prior to the date of this Announcement; and
- a premium of approximately 58 per cent. to the volume weighted average price of £50.84 per Daejan Share for the six month period ending on 20 February 2020, being the last Business Day immediately prior to the date of this Announcement.

The financial terms of the Offer are final and will not be increased.

3. **Daejan Independent Director**

The Daejan Independent Director is a non-executive independent director on the Daejan Board who is the only Daejan Director considered to be sufficiently independent for the purposes of considering the Offer.

4. **Background to and reasons for the Offer**

The Freshwater Group are committed to long-term ownership of Daejan and have held a majority of Daejan's issued share capital since 1959.

The Freshwater Group believes that Daejan no longer requires a minority public listing to support the strategic direction of Daejan given:

- Daejan has not raised primary equity since the reverse takeover of the business by the Freshwater Group in 1959 and has no plans to do so in the future; and
- private ownership will reduce the administrative and reporting requirements and costs associated with a public listing.

Daejan Shares are highly illiquid and the Offer represents an opportunity for the Relevant Daejan Shareholders to realise in cash their full investment in Daejan at a meaningful premium of approximately 56 per cent. to the prevailing share price.

There is no possibility of a third-party offeror successfully emerging for Daejan and as such the Offer is likely to be the only corporate liquidity event that the Relevant Daejan Shareholders will have to benefit from.

5. **Background to, and reasons for, the recommendation by the Daejan Independent Director**

Towards the end of 2019, the Daejan Independent Director received an approach from the Freshwater Group expressing its wish to acquire the Daejan Shares which it did not already own and to take Daejan private. After a period of negotiation involving a material increase in the Offer Price from that first proposed by BidCo, both parties agreed that the Offer should be presented to Relevant Daejan Shareholders because, as explained below, it represents an opportunity for them to realise their investment in Daejan at a price that is unlikely to be reflected in the market in the foreseeable future in the absence of the Offer.

The Offer Price represents:

- a premium of approximately 56 per cent. to the closing price of £51.70 per Daejan Share on 20 February 2020 (being the last Business Day before the date of this Announcement);
- a premium of approximately 58 per cent. to the volume-weighted average price of £50.84 per Daejan Share for the six-month period ending on 20 February 2020 (being the last Business Day immediately prior to the date of this Announcement); and
- a premium of approximately 15 per cent. to the all-time high price of £70.05 per Daejan Share on 18 May 2017.

In the five-year period between 20 February 2015 and 20 February 2020, there was a marked divergence between the growth in Daejan's Reported NAV per Daejan Share and the performance of the Daejan Share price. Over that time, the Reported NAV per Daejan Share increased by approximately 59 per cent. from £75.54 to £119.85, while the Daejan Share price decreased by approximately 12.3 per cent.

Factors that may have contributed to this persistent and widening discount include:

- a low dividend yield in comparison to other listed UK real estate companies. Daejan is not a REIT and is therefore not obliged to pay out a fixed proportion of its profits and has a capital allocation policy that prioritises re-investment in the business rather than distributions to shareholders;
- low liquidity in the shares - Daejan's average daily trading volume for the 30-day period ended 20 February 2020 is 4,072 shares, representing less than 0.1 per cent. of the free float and less than 0.02 per cent. of the issued share capital; and
- Daejan's corporate governance arrangements, which reflect the fact that the Freshwater Concert Party owns approximately 79.5 per cent. of the issued share capital of Daejan.

The Freshwater Group has made it clear to the Daejan Independent Director that the Offer is being made entirely at its discretion and if Relevant Daejan Shareholders do not vote in favour of the resolutions to be proposed at the Court Meeting and the General Meeting there may not be another similar opportunity in the foreseeable future.

Furthermore, the Freshwater Group has indicated that it has no intention of selling any of its Daejan Shares, which rules out the possibility of a competing offer from a third party. It has also indicated that, if the Offer is unsuccessful, it has no intention of changing Daejan's capital allocation or dividend policy and may explore other proposals for achieving a delisting of Daejan without Relevant Daejan Shareholders achieving such an attractive price for the Daejan Shares.

6. Recommendation

The Daejan Independent Director understands the rationale set out in paragraph 4 above for the Freshwater Group's belief that Daejan no longer requires a minority public listing to support its strategic direction. The Daejan Independent Director believes that it is in the interests of Relevant Daejan Shareholders that any proposed cancellation of the listing is only achieved as a result of a successful takeover of Daejan by the Freshwater Concert Party at a meaningful premium to the prevailing share price and, for that reason, that Relevant Daejan Shareholders be given the opportunity to realise their full investment in Daejan through the Offer.

Against this background, although the Daejan Independent Director, who has been so advised by Lazard as to the financial terms of the Offer, believes that the terms of the Offer undervalue Daejan's assets by reference to the Reported NAV per Daejan Share, in light of the factors set out in paragraph 5 above, including the very substantial premium to the prevailing Daejan Share price which the Offer represents, and having taken advice from Lazard, the Daejan Independent Director intends to recommend that Relevant Daejan Shareholders vote in favour of the resolutions to be proposed at the Court Meeting and the General Meeting. In providing its advice to the Daejan Independent Director, Lazard has taken into account the commercial assessments of the Daejan Independent Director. Lazard is providing financial advice to the Daejan Independent Director for the purposes of Rule 3 of the Code.

7. Information on BidCo, Centremanor and the Freshwater Group

BidCo is a newly-formed limited company registered in England and Wales. It was formed on the direction of Centremanor for the purposes of implementing the Offer. BidCo is part of the Freshwater Group. BidCo has not traded prior to the date of this Announcement nor has it entered into any obligation other than in connection with the Offer.

Centremanor

Centremanor is a property investment and development company in the commercial, industrial and residential sectors. It is a member of the Freshwater Group.

Freshwater Group

The Freshwater Group owns approximately 79.5 per cent. of Daejan and the members of the Freshwater family have been intimately involved in the business since 1959 when the Freshwater family property business conducted a reverse takeover of Daejan.

8. Information on Daejan

Daejan is a real estate company and a member of the FTSE 250 index. Daejan's property portfolio comprises residential, industrial and commercial property across the UK and the United States.

Daejan is a public limited company registered in England and Wales. Daejan Shares are listed on the premium segment of the Official List of the FCA and admitted to trading on the Main Market of the London Stock Exchange.

9. Intentions for Daejan

BidCo believes that Daejan is better suited to a private company environment. Daejan will also be free from the requirement to meet the public equity market's reporting requirements, expectations, and the costs, constraints and distractions associated with being a listed company.

The day-to-day activities of Daejan are outsourced to management companies which are responsible for the provision of the services of the staff on which Daejan relies to run the business. As part of those arrangements with the management companies, those individuals engaged on the Daejan Group's affairs hold joint employment contracts, but the management companies retain sole responsibility for the employment of their staff.

BidCo has no intention to make any material changes to the conditions of employment, or the balance of skills and functions of the employees and management of the Daejan Group.

The Daejan Independent Director intends to resign from the Daejan Board, upon or shortly following the Scheme Effective Date (or, in the event that the Offer is implemented by way of a Takeover Offer, upon or shortly following the Takeover Offer becoming or being declared wholly unconditional).

There are no bonus or incentive schemes in operation or any form of share option scheme or long term incentive plan.

BidCo does not intend that there will be any changes to any employer contributions made by Highdorn Co. Limited into personal or other pension schemes of employees engaged on the Daejan Group's affairs with joint employment contracts. The Daejan Group does not operate a pension scheme for the directors.

BidCo intends to maintain Daejan's headquarters as currently set up and has no plans to make material changes to the locations of Daejan's places of business. Given the nature of Daejan's business, Daejan has no separate research and development function and BidCo has no plans in this regard.

Daejan is currently listed on the FCA's Official List and admitted to trading on the London Stock Exchange's Main Market for listed securities. Applications shall be made to each of the London Stock Exchange for cancellation of the Daejan Shares' admission to trading and to the FCA for the cancellation of the listing of the Daejan Shares on the Official List and to re-register Daejan as a private company. Consequently, headquarters

functions associated with the listing will no longer be carried out by Daejan. However, this is not anticipated to have any impact on employment.

10. **Structure of the Offer**

It is intended that the Offer will be implemented by means of a Court-sanctioned scheme of arrangement between Daejan and the Relevant Daejan Shareholders under Part 26 of the Companies Act. The intention of the Scheme is to provide for BidCo to become the owner of the entire issued and to be issued share capital of Daejan not already owned, directly or indirectly, by the Freshwater Group.

Under the Scheme, the Scheme Shares will be transferred to BidCo and in consideration the Scheme Shareholders will receive consideration on the basis described in paragraph 2 of this Announcement above.

In order to be Effective, the Scheme requires:

- the approval of a majority in number representing not less than 75 per cent. in value of the Relevant Daejan Shareholders present and voting in person or by proxy at the Court Meeting; and
- the sanction of the Court.

Any Relevant Daejan Shareholder is entitled to attend the Scheme Court Hearing in person or through counsel to support or oppose the sanctioning of the Scheme.

The Scheme will only become Effective upon delivery to the Registrar of Companies of a copy of the Court Order.

The Scheme is also subject to certain Conditions and certain further terms referred to in Appendix I of this Announcement and to be set out in the Scheme Document. The Conditions in Appendix I provide that the Offer will lapse if, amongst other things:

- (a) the Court Meeting and General Meeting are not held on or before the 22nd day after the expected date of the meetings, which will be set out in the Scheme Document in due course (or such later date as may be agreed by BidCo and Daejan);
- (b) the Scheme Court Hearing is not held on or before the 22nd day after the expected date of the hearing, which will be set out in the Scheme Document in due course (or such later date as may be agreed by BidCo and Daejan); or
- (c) the Scheme does not become Effective by the Longstop Date (or such later date as may be agreed by BidCo and Daejan)

provided that these deadlines may be waived by BidCo.

Once the Scheme becomes Effective: (i) it will be binding on all Scheme Shareholders, whether or not they voted at the Court Meeting and the General Meeting and, if they did vote, whether or not they voted in favour of or against the resolutions proposed at those meetings; and (ii) share certificates in respect of Daejan Shares will cease to be valid and entitlements to Daejan Shares within the CREST system will be cancelled.

The Offer Price will be despatched by BidCo by no later than 14 days after the Scheme Effective Date.

BidCo reserves the right, subject to the prior consent of the Panel, to elect to implement the acquisition of the Daejan Shares by way of a Takeover Offer. In such event, such takeover offer will be implemented on the same terms (subject to appropriate amendments as described in Part 2 of Appendix I), so far as applicable, as those which would apply to the Scheme. Furthermore, if such offer is made and sufficient acceptances of such offer are received, when aggregated with Daejan Shares otherwise acquired by BidCo, it is the intention of BidCo to apply the provisions of section 979 of the Companies Act to acquire compulsorily any outstanding Daejan Shares to which such offer relates.

The Daejan Shares will be acquired pursuant to the Offer fully paid and free from all liens, charges, equitable interests, encumbrances, rights of pre-emption and any other rights or interests of any nature whatsoever and together with all rights now and hereafter attaching thereto, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of this Announcement, other than the Agreed Dividend.

If any dividend or other distribution or return of value is authorised, declared, made or paid in respect of the Daejan Shares on or after the date of this Announcement and prior to the Scheme Effective Date, other than the Agreed Dividend, or in excess of the Agreed Dividend, BidCo reserves the right to reduce the Offer Price by the amount of any such dividend or other distribution, or, in the case of a dividend or other distribution or return of value in excess of the Agreed Dividend, by the amount of all or part of any such excess, except where the Daejan Shares are or will be acquired pursuant to the Offer on a basis which entitles BidCo to receive the dividend, distribution or return of value and to retain it.

If any such dividend, distribution or return of value (other than the Agreed Dividend) is paid or made after the date of this Announcement and BidCo exercises its rights described above, any reference in this Announcement to the consideration payable under the Offer shall be deemed to be a reference to the consideration as so reduced. Any exercise by BidCo of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Offer.

The Scheme will be governed by the laws of England and Wales. The Scheme will also be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

11. **De-listing and re-registration**

It is intended that the last day of dealings in, and for registration of transfers of, Daejan Shares (other than the registration of the transfer of the Scheme Shares to BidCo pursuant to the Scheme) will be the last Business Day prior to the Scheme Effective Date, following which all Daejan Shares will be suspended from the Official List and from trading on the London Stock Exchange's Main Market for listed securities, and Daejan Shares will be disabled in CREST.

After the Scheme Record Time and before the Scheme becomes Effective, entitlements to Daejan Shares in CREST will be cancelled and such entitlements rematerialised. On the Scheme Effective Date, all share certificates in respect of Daejan will cease to be valid and should be destroyed.

Applications will be made to the FCA for the cancellation of the listing of the Daejan Shares on the Official List and to the London Stock Exchange for the cancellation of the admission to trading of Daejan Shares on the London Stock Exchange's Main Market for listed securities. It is expected that such delisting and cancellation of admission to trading will take effect on the Business Day after the Scheme Effective Date.

BidCo intends to re-register Daejan as a private company as soon as it is appropriate to do so under the provisions of the Companies Act.

12. **Offer-related arrangements**

Confidentiality Agreement

Daejan and Centremanor entered into a confidentiality agreement on 17 October 2019 (the "**Confidentiality Agreement**") pursuant to which each of Daejan and Centremanor has undertaken, amongst other things: (a) to keep confidential information relating to the Offer and to the other party confidential and not to disclose it to third parties (other than certain permitted parties) other than as required by law or regulation; and (b) to use the confidential information for the sole purposes of considering, evaluating, advising on or furthering the Offer. These confidentiality obligations will remain in force until completion of the Offer.

13. **Financing of the Offer**

Certain members of the Freshwater Group will, from their existing cash resources, provide BidCo with some of the cash consideration payable in respect of the Offer. In addition, funds will be made available to BidCo under a facility that has been arranged with Barclays Bank Plc and National Westminster Bank Plc.

BidCo entered into a loan facility agreement with Barclays Bank Plc and National Westminster Bank Plc as lenders dated 21 February 2020 (the "**Facility Agreement**") pursuant to which a £225,000,000 credit facility is being made available to BidCo to finance part of the Offer Price payable

under the Offer. BidCo intends to re-finance this facility post-completion of the Offer with financing secured on certain properties currently held by Daejan. Further details in respect of the Facility Agreement and these financing arrangements will be included in the Scheme Document.

In connection with the Facility Agreement, certain members of the Freshwater Concert Party have granted security over the Daejan Shares they own (representing approximately 50.1 per cent. of Daejan Shares in issue). The Daejan Shares acquired by BidCo following completion of the Offer will also be subject to this security charge.

BidCo intends to use funds made available to it by the Freshwater Concert Party from their existing cash resources and under the Facility Agreement to finance the acquisition of the Scheme Shares pursuant to the Offer.

Rothschild & Co is satisfied that BidCo has the necessary financial resources available to satisfy in full the consideration payable to Relevant Daejan Shareholders under the Offer.

14. Disclosure of interests in Daejan Shares

The members of the Freshwater Concert Party are making a public Opening Position Disclosure in respect of the interests in the relevant securities of Daejan held by the Freshwater Concert Party on or about the same time as this Announcement.

15. Expected timetable

Further details of the Scheme will be contained in the Scheme Document which will be sent, together with the Forms of Proxy, to Daejan Shareholders as soon as practicable and in any event within 28 days of this Announcement, unless Daejan and BidCo otherwise agree, and the Panel consents, to a later date.

Further details on the timetable for implementation of the Scheme will be set out in the Scheme Document, which will include, in accordance with Rule 29 of the Code, either updated valuations or confirmations that the valuations referred to in this Announcement continue to apply, notices of the Court Meeting and the General Meeting and specify the necessary actions to be taken by Relevant Daejan Shareholders. It is expected that the Scheme Document will be posted in March 2020 and that the Court Meeting and General Meeting will likely be held in April 2020.

Subject to satisfaction or waiver of the relevant Conditions as set out in Appendix I to this Announcement, the Scheme is expected to become Effective in the second quarter of 2020.

16. Documents available on website

Copies of the following documents will be made available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Daejan's website at <http://www.daejanholdings.com> by no later than 12 noon on the Business Day following the date of this Announcement until the Scheme has become Effective or has lapsed or been withdrawn:

- this Announcement;
- the Confidentiality Agreement;
- the Facility Agreement relating to the financing part of the cash payable under the Scheme referred to in paragraph 13 above; and
- the consent letters from each of Rothschild & Co and Lazard referred to in paragraph 17 below.

17. General

The Offer will be made subject to the Conditions and on the terms contained in Appendix I to this Announcement and on the further terms and Conditions to be set out in the Scheme Document. The Scheme will be governed by English law and subject to the applicable rules and regulations of the London Stock Exchange, the Panel and the FCA.

Each of Lazard and Rothschild & Co has given and not withdrawn their consent to the publication of this Announcement with the inclusion herein of references to their names in the form and context in which they appear.

The Conditions and certain further terms of the Offer are set out in Appendix I to this Announcement. Appendix II contains sources and bases of certain

information contained within this document. Appendix III contains the definitions of certain terms used in this Announcement.

The person responsible for making this Announcement is Mr Benzion Freshwater.

Enquiries:

Rothschild & Co (Financial Adviser to BidCo and the Freshwater Group)

+44 (0)20 7280 5000

Alex Midgen

Sam Green

Lazard (Financial Adviser and Rule 3 Adviser to the Independent Daejan Director)

+44 (0)20 7187 2000

Patrick Long

William Lawes

N+1 Singer (Corporate Broker to Daejan)

+44 (0)20 7496 3000

James Maxwell

James Moat

Herbert Smith Freehills LLP is acting as legal adviser to BidCo. Bryan Cave Leighton Paisner LLP is acting as legal adviser to Daejan.

Further information

N.M. Rothschild & Sons Limited ("Rothschild & Co"), which is authorised and regulated by the FCA in connection with the Offer and will not regard any other person as its client in relation to the Offer and will not be responsible to anyone other than BidCo for providing the protections afforded to clients of Rothschild & Co, nor for providing advice in relation to any matter referred to in this Announcement.

Lazard & Co., Limited ("Lazard"), which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser exclusively to the Daejan Independent Director and no-one else in connection with the Offer and will not be responsible to anyone other than the Daejan Independent Director for providing the protections afforded to clients of Lazard & Co., Limited nor for providing advice in connection with the Offer or the other matters referred to in this Announcement.

Nplus1 Singer Advisory LLP ("N+1 Singer"), which is authorised and regulated by the FCA in the United Kingdom, is acting as corporate broker exclusively for Daejan and no one else in connection with the Offer and the matters set out in this Announcement, and will not be responsible to any person other than Daejan for providing the protections afforded to clients of N+1 Singer, nor for providing advice in relation to the Offer or any matter referred to herein. Neither N+1 Singer nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of N+1 Singer in connection with this Announcement, any statement contained herein or otherwise.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of Daejan in any jurisdiction in contravention of applicable law.

This Announcement does not constitute a prospectus or a prospectus equivalent document.

Subject to the right of BidCo to implement the Offer by way of a Takeover Offer, the Offer will be made solely by means of the Scheme Document, which will contain the full terms and conditions of the Offer and, together with the Forms of Proxy, details for the Relevant Daejan Shareholders of how to vote in respect of the Scheme.

Any vote in respect of the Offer should only be made on the basis of the information contained in the Scheme Document. Relevant Daejan Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been dispatched.

Electronic Communications

Please be aware that addresses, electronic addresses and certain other information provided by the Relevant Daejan Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from Daejan may be provided to BidCo during the offer period as required under Section 4 of Appendix 4 of the Code.

Overseas jurisdictions

The release, publication or distribution of this Announcement in or into, jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the law of any jurisdiction other than the United Kingdom and into whose possession this Announcement comes should inform themselves about, and observe, any applicable legal or regulatory requirements. Relevant Daejan Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

This Announcement has been prepared for the purposes of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside of the United Kingdom.

Unless otherwise determined by BidCo or required by the Code, and permitted by applicable law and regulation, the Offer will not be made available directly or indirectly in, into or from a Restricted Jurisdiction where to do so would violate the laws of that jurisdiction. No person may vote in favour of the Offer by any use, means, instrumentality or form, and the Offer will not be capable of acceptance, from or within a Restricted Jurisdiction, if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this announcement and any documentation relating to the Offer will not be and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction where to do so would violate the laws of that jurisdiction. Doing so may render invalid any related purported vote in respect of the Offer. If the Offer is implemented by way of Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Takeover Offer will not be capable of acceptance by any such use, means, instrumentality or facilities or from within any Restricted Jurisdiction.

The Offer shall be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.

Notes to US investors in Daejan

*Shareholders in the United States should note that the Offer relates to the shares of an English company and is proposed to be made by means of a scheme of arrangement provided for under, and governed by, English law. Neither the proxy solicitation nor the tender offer rules under the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"), will apply to the Scheme. Moreover the Scheme will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure*

requirements of the US proxy solicitation rules and tender offer rules. Financial information included in this Announcement and the Scheme Document has been or will be prepared in accordance with accounting standards applicable in the UK and may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. If BidCo were to elect to implement the Offer by means of a Takeover Offer, such offer would be made in compliance with applicable US securities laws and regulations, including Section 14(e) of the US Exchange Act and Regulation 14E thereunder. Such a takeover would be made in the United States by BidCo and no one else.

It may be difficult for US holders to enforce their rights and claims arising out of the US federal securities laws, since Daejan and BidCo are located in countries other than the US and are organised under the laws of England and Wales, and some or all of their officers and directors may be residents of countries other than the United States. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its directors, officers and affiliates to subject themselves to the jurisdiction and judgment of a US court.

The receipt of cash pursuant to the Offer by a US holder as consideration for the transfer of its Scheme Shares pursuant to the Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Relevant Daejan Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Offer applicable to him.

In accordance with normal UK practice and pursuant to Rule 14e-5(b) of the US Exchange Act, BidCo and its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Daejan Shares outside of the US, other than pursuant to the Offer, until the date on which the Offer becomes Effective, lapses or is otherwise withdrawn. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices and would comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Disclosure requirements

Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. 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 Code, any person who is, or becomes, interested in 1 per cent. 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, 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.

Forward-looking statements

This Announcement, including any information included or incorporated by reference in this Announcement, contains certain forward-looking statements, beliefs or opinions, including with respect to the financial conditions, objectives and expected performance of Daejan and BidCo. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. Although BidCo and Daejan believe that the expectations reflected in such forward-looking statements are reasonable, BidCo and Daejan can give no assurance that such expectations will prove to be correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this Announcement. Such statements relate to events and depend on circumstances that will occur in the future and are subject to risks, uncertainties and assumptions. There are a number of factors which could cause actual results and developments to differ materially from those expressed or implied by such forward looking statements, including, among others changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business acquisitions or disposals. All forward-looking statements in this Announcement are expressly qualified in their entirety by the inherent risks and uncertainties surrounding future expectations and the cautionary statements contained or referred to in this section.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for BidCo or Daejan, as appropriate, for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for BidCo or Daejan, as appropriate.

Publication of this Announcement

A copy of this Announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Daejan's website at <http://www.daejanholdings.com> by no later than 12 noon (London time) on the Business Day following this Announcement. The contents of Daejan's website are not incorporated into and do not form part of this Announcement.

Requesting hard copy documents

If you have received this letter in electronic form or by it being published on Daejan's website, you can obtain a hard copy of the document by contacting Daejan at 158-162 Shaftesbury Avenue, London, WC2H 8HR or by telephoning +44 (0)20 7836 1555 or by emailing mark.jenner@highdorn.co.uk. You will not receive a hard copy of this letter unless you so request. You may also inform Daejan that you wish all future documents, Announcements and information in relation to the Offer be sent to you in hard copy. If you have received this Announcement in electronic form, copies of this Announcement and any document or information incorporated by reference into this document will not be provided unless such a request is made.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Rule 2.9 Disclosure

In accordance with Rule 2.9 of the Code, Daejan confirms that as at the date of this Announcement, it has in issue and admitted to trading on the main market of the London Stock Exchange 16,295,357 ordinary shares of 25 pence each. Each ordinary share carries the right to one vote. Daejan does not hold any ordinary shares in treasury. The International Securities Identification Number (ISIN) of Daejan's ordinary shares is GB0002502036.

Legal Entity Identifier ("LEI")

Daejan's LEI is 213800BOXF22RPVU7184.

APPENDIX I

CONDITIONS AND CERTAIN FURTHER TERMS OF THE SCHEME AND OFFER

Part 1 Conditions to the Scheme and Offer

Scheme Approval

1. The Offer will be conditional upon:
 - (a) the Court Meeting and General Meeting being held on or before the 22nd day after the expected date of such meetings to be set out in the Scheme Document in due course or such later date (if any) as BidCo and Daejan may agree;
 - (b) the Scheme Court Hearing being held on or before the 22nd day after the expected date of the hearing date to be set out in the Scheme Document in due course, or such later date (if any) as BidCo and Daejan may agree; and
 - (c) the Scheme becoming Effective, subject to the provisions of the Code, by no later than the Longstop Date or such later date (if any) as BidCo and Daejan may, with the consent of the Panel, agree and (if required) the Court may allow.
2. The Scheme will be conditional on:
 - (a) its approval by a majority in number representing not less than 75 per cent. in value of the Relevant Daejan Shareholders present and voting in person or by proxy at the Court Meeting;
 - (b) the sanction of the Scheme by the Court (with or without modifications, on terms acceptable to Daejan and BidCo); and
 - (c) an office copy of the Court Order being delivered for registration to the Registrar of Companies.

General antitrust and regulatory approvals

3. Subject to the requirements of the Panel, the Offer is also conditional on the following Conditions having been satisfied or, where applicable, waived and accordingly the necessary actions to make the Scheme Effective will not be taken unless such Conditions have been so satisfied or, where applicable, waived:
 - (a) no government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body, authority, court, trade agency, association, institution, environmental body, Merger Control Authority or any other person or body in any jurisdiction (each a "**Relevant Authority**") having taken, instituted, implemented or given written notice of any action, proceedings, suit, investigation, enquiry or reference (and, in each case, not having withdrawn the same), or made, proposed or enacted any statute, regulation, order or decision, and there not continuing to be outstanding any statute, regulation,

order or decision, which would or might reasonably be expected to:

- (i) make the Offer or the acquisition of any Daejan Shares, or control of Daejan by BidCo (and persons acting in concert with it) void, illegal or unenforceable in any jurisdiction or prohibit or otherwise materially restrict, materially delay or materially interfere with the implementation thereof, or impose material additional conditions or obligations with respect thereto, or require material amendment thereof or otherwise materially challenge or interfere therewith;
- (ii) require or prevent the divestiture by any member of the Daejan Group or any company of which 20 per cent. or more of the voting capital is held by any member of the Daejan Group or any partnership, joint venture, firm or company in which any member of the Daejan Group may be interested (the "**wider Daejan Group**") or by any member of the BidCo Group or any associated undertaking or any company of which 20 per cent. or more of the voting capital is held by the BidCo Group or any partnership, joint venture, firm or company in which any member of the BidCo Group may be interested (the "**wider BidCo Group**") of all or any material part of their respective businesses, assets or property or impose any material limitation on the ability of any of them to conduct their respective businesses or own any of their assets or property;
- (iii) impose any material limitation on, or result in any material delay in the ability of any member of the wider Daejan Group or the wider BidCo Group to acquire or to hold or to exercise effectively any rights of ownership of shares or loans or securities convertible into shares in any member of the wider Daejan Group or of the wider BidCo Group held or owned by it or to exercise management control over any member of the wider Daejan Group or of the wider BidCo Group to an extent which is material in the context of the wider Daejan Group taken as a whole or the wider BidCo Group taken as a whole or material in the context of the Offer (as the case may be);
- (iv) except pursuant to sections 974 to 991 of the Companies Act, require any member of the wider BidCo Group or the wider Daejan Group to acquire, or offer to acquire, any shares or other securities in any member of the wider Daejan Group; or
- (v) otherwise materially and adversely affect the assets, business, profits or prospects of any member of the wider BidCo Group or of any member of the wider Daejan Group;

and all applicable waiting and other time periods (including any extensions thereof) during which any such Relevant Authority could decide to take, institute or implement any actions, proceedings, suit, investigation, enquiry or reference having expired, lapsed or been terminated;

Notifications, waiting periods and Authorisations

- (b) all material notifications and filings which are reasonably necessary under applicable legislation or regulation of any relevant jurisdiction having been made, all applicable waiting periods (including any extensions thereof) under any applicable legislation or regulations of any jurisdiction having expired, lapsed or been terminated, in each case in respect of the Offer and the acquisition of any Daejan Shares, or of control of Daejan, by BidCo (and persons acting in concert with it), and all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals ("**Authorisations**") necessary or appropriate in any jurisdiction for, or in respect of, the Offer and the proposed acquisition of any Daejan Shares, or of control of Daejan, by BidCo (and persons

acting in concert with it) and to carry on the business of any member of the wider BidCo Group or of the wider Daejan Group having been obtained, in terms and in a form reasonably satisfactory to BidCo, from all appropriate Relevant Authorities and from any persons or bodies with whom any member of the wider BidCo Group or the wider Daejan Group has entered into contractual arrangements and all such Authorisations necessary for any member of the wider Daejan Group to carry on its business, and where the absence of any such Authorisation would have a material effect on the wider Daejan Group, remaining in full force and effect at the time at which the Offer becomes Effective and no notice of any intention or proposal to revoke, suspend or modify or not to renew any of the same having been given;

Certain matters arising as a result of any arrangement, agreement etc.

- (c) except as Disclosed, there being no provision of any arrangement, agreement, licence, permit or other instrument to which any member of the wider Daejan Group is a party, or by or to which any such member or any of their assets is or may be bound, entitled or be subject to and which, in consequence of the Offer or the acquisition or proposed acquisition of any Daejan Shares, or control of Daejan, by BidCo (and persons acting in concert with it) or otherwise, would or might reasonably be expected to result in (in each case to an extent which is material and adverse in the context of the wider Daejan Group taken as a whole):
- (i) any monies borrowed by, or other indebtedness actual or contingent of, any such member of the wider Daejan Group being or becoming repayable or being capable of being declared repayable immediately or prior to its or their stated maturity or the ability of any such member to borrow monies or incur any indebtedness being inhibited or becoming capable of being withdrawn;
 - (ii) the creation (save in the ordinary course of business) or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member or any such security (whenever arising or having arisen) being enforced or becoming enforceable;
 - (iii) any such arrangement, agreement, licence or instrument being terminated or adversely modified or any action being taken of an adverse nature or any obligation or liability arising thereunder;
 - (iv) any assets of any such member being disposed of or charged, or right arising under which any such asset could be required to be disposed of or charged, other than in the ordinary course of business;
 - (v) the interest or business of any such member of the wider Daejan Group in or with any firm or body or person, or any agreements or arrangements relating to such interest or business, being terminated or adversely modified or affected;
 - (vi) any such member ceasing to be able to carry on business under any name under which it presently does so;
 - (vii) the creation of liabilities (actual or contingent) by any such member, other than liabilities incurred in the ordinary course of business; or
 - (viii) the financial or trading position of any such member being prejudiced or adversely affected,

and no event having occurred which, under any provision of any arrangement, agreement, licence or other instrument to which any

member of the wider Daejan Group is a party, or to which any such member or any of its assets may be bound, entitled or subject, could result in any of the events or circumstances as are referred to in paragraphs (i) to (viii) of this Condition (c);

Certain events occurring since 31 March 2019

- (d) since 31 March 2019 and except as Disclosed, no member of the wider Daejan Group having:
- (i) issued, agreed to issue, or authorised the issue of, additional shares or securities of any class, or securities convertible into, or exchangeable for or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities (save as between Daejan and wholly-owned subsidiaries of Daejan), or redeemed, purchased or reduced any part of its share capital;
 - (ii) recommended, declared, paid or made or proposed to recommend, declare, pay or make any bonus, dividend or other distribution other than (i) to Daejan or a wholly-owned subsidiary of Daejan or (ii) the Agreed Dividend;
 - (iii) agreed, authorised or announced its intention to propose any merger or demerger or acquisition or disposal of assets or shares (other than in the ordinary course of trading) or to any material change in its share or loan capital (in each case to an extent which is material in the context of the wider Daejan Group taken as a whole);
 - (iv) (except for transactions between Daejan and its wholly owned subsidiaries or between wholly owned subsidiaries of Daejan or otherwise in the ordinary course of business) issued or authorised the issue of any debentures or incurred any indebtedness or contingent liability, which is material in the context of the wider Daejan Group taken as a whole;
 - (v) (except for transactions between Daejan and its wholly owned subsidiaries or between wholly owned subsidiaries of Daejan or otherwise in the ordinary course of business) acquired or disposed of or transferred, mortgaged or encumbered any asset or any right, title or interest in any asset which is material in the context of the wider Daejan Group taken as a whole;
 - (vi) entered into, or materially varied or announced its intention to enter into or materially vary any contract, arrangement or commitment (whether in respect of capital expenditure or otherwise) other than in the ordinary course which is of a long-term or unusual nature or involves an obligation of such nature or magnitude which is material in the context of the wider Daejan Group taken as a whole;
 - (vii) entered into or announced its intention to enter into any reconstruction, amalgamation, transaction or arrangement (otherwise than in the ordinary course of business);
 - (viii) (other than in respect of a member of the wider Daejan Group which is dormant and was solvent at the time) taken any corporate action or had any legal proceedings instituted or threatened in writing against it for its winding-up or dissolution or for it to enter into any arrangement or composition for the benefit of its creditors, or for the appointment of a receiver, administrator, trustee or similar officer of all or any material part of its assets (or any analogous proceedings or appointment in any overseas jurisdiction) in each case as would have a material

adverse effect on the financial position of the wider Daejan Group taken as a whole;

- (ix) been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business in each case as would or might reasonably be expected to have a material adverse effect on the financial position of the wider Daejan Group taken as a whole;
 - (x) entered into or materially varied or made any formal offer to enter into or materially vary the terms of any service agreement or arrangement with any of the directors of Daejan, which is material in the context of the wider Daejan Group taken as a whole;
 - (xi) waived, compromised or settled any claim, otherwise than in the ordinary course of business, which is material in the context of the wider Daejan Group taken as a whole; or
 - (xii) entered into or made any offer (which remains open for acceptance) to enter into any agreement, arrangement or commitment or passed any resolution with respect to any of the transactions or events referred to in this paragraph (d); and
- (e) since 31 March 2019, except as Disclosed (in each case to an extent which is or could be material in the context of the wider Daejan group taken as a whole or the wider BidCo Group taken as a whole, or material in the context of the Offer):
- (i) there having been no adverse change in the business, assets, financial or trading position or profits or prospects of any member of the wider Daejan Group;
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings having been instituted or announced by or against any member of the wider Daejan Group and no enquiry or investigation by or complaint or reference to any Relevant Authority against or in respect of any member of the wider Daejan Group having been threatened in writing, announced or instituted; and
 - (iii) no contingent or other liability having arisen or been incurred which might reasonably be expected to adversely affect any member of the Daejan Group.

Conditions 3(a) to (e) inclusive must be fulfilled, be determined by BidCo to be or remain satisfied or (if capable of waiver) be waived by BidCo by 11.59 p.m. on the date immediately preceding the Scheme Court Hearing, failing which the Scheme shall lapse.

To the extent permitted by law and subject to the requirements of the Panel, BidCo reserves the right to waive all or any of Condition 1 and/ or Conditions 3(a) to (e) inclusive, in whole or in part. BidCo shall be under no obligation to waive or treat as fulfilled any of Conditions 3(a) to (e) inclusive by a date earlier than the date specified above in Condition 1 for the fulfilment thereof notwithstanding that the other Conditions of the Offer may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.

Part 2 Certain further terms of the Offer

1. BidCo reserves the right to elect to implement the Offer by way of a Takeover Offer. In such event, such offer will (subject to the consent of the Panel) be implemented on the same terms and conditions, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in method of effecting the Offer which may include an acceptance condition set at such percentage of the voting rights then exercisable at a general meeting of Daejan as BidCo may decide.

2. If BidCo is required by the Panel to make an offer for Daejan Shares under the provisions of Rule 9 of the Code, BidCo may make such alterations to any of the above Conditions as are necessary to comply with the provisions of that Rule.
3. The Scheme and the Offer and any dispute or claim arising out of, or in connection with, them (whether contractual or non-contractual in nature) will be governed by English law and will be subject to the jurisdiction of the Courts of England and Wales. The Scheme will be subject to the applicable requirements of the Code, the Panel, the London Stock Exchange and the FCA.
4. The Daejan Shares will be acquired under the Offer fully paid and free from all liens, equitable interests, charges, encumbrances, options, rights of pre-emption and any other third party rights or interests of any nature whatsoever and together with all rights attaching thereto, including voting rights and the right to receive and retain in full all dividends and other distributions and returns of value declared, paid or made after the Scheme Effective Date. If any dividend or other distribution or return of value, save for the Agreed Dividend, is proposed, declared, made, paid or becomes payable by Daejan in respect of a Daejan Share on or after the date of this Announcement and prior to the Scheme Effective Date, BidCo will have the right to reduce the value of the consideration payable for each Daejan Share by up to the amount per Daejan Share of such dividend, distribution or return of value except where the Daejan Share is or will be acquired pursuant to the Scheme on a basis which entitles BidCo to receive the dividend, distribution or return of value and to retain it. If any such dividend or distribution or return of value, save for the Agreed Dividend, is paid or made after the date of this Announcement and BidCo exercises its rights described above, any reference in this Announcement to the consideration payable under the Scheme shall be deemed to be a reference to the consideration as so reduced. Any exercise by BidCo of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Scheme.
5. Under Rule 13.5 of the Code, BidCo may not invoke a Condition to the Offer so as to cause the Offer not to proceed, to lapse or to be withdrawn unless the circumstances which give rise to the right to invoke the Condition are of material significance to BidCo in the context of the Offer. The Conditions contained in paragraphs 1 and 2 of Part 1 of this Appendix are not subject to this provision of the Code.
6. The availability of the Offer to persons not resident in the United Kingdom may be affected by the laws of the Restricted Jurisdictions. Persons who are not resident in the United Kingdom should inform themselves about and observe any applicable requirements.
7. The financial terms of the Offer are final and will not be increased.

APPENDIX II

SOURCES AND BASES

- i. The value of the Offer has been calculated on the basis of:
 - (a) 16,295,357 Daejan Shares in issue; and
 - (b) 3,347,264 Daejan Shares in issue not held by the Freshwater Concert Party,in each case on 20 February 2020, being the last dealing day prior to the date of this Announcement.
- ii. All share prices for Daejan are derived from the information published by the London Stock Exchange and, unless otherwise stated, represent closing prices on the relevant date(s).

iii. Volume-weighted average prices have been derived from Bloomberg and have been rounded to two decimal places.

iv. Unless otherwise stated, the financial information relating to Daejan is extracted or derived (without material adjustment) from the audited consolidated financial statements of Daejan for the financial year ended 31 March 2019 and the unaudited interim results of Daejan for the six month period ended 30 September 2019.

APPENDIX III

DEFINITIONS

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

"Agreed Dividend"	the interim dividend of £0.35 per Daejan Share announced on 27 November 2019 which will be paid on 6 March 2020 to Daejan Shareholders on the register on 7 February 2020
"BidCo"	Dock Newco Limited of 158- 162 Shaftesbury Avenue, London, WC2H 8HR
"BidCo Group"	BidCo and its subsidiary undertakings, parent undertakings or a fellow subsidiary undertaking of any of its parent undertakings
"Business Day"	a day (other than a Saturday or Sunday) on which banks are open for general business in London
"Centremanor"	Centremanor Limited of Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR
"Code"	the City Code on Takeovers and Mergers
"Companies Act"	Companies Act 2006
"Conditions"	the conditions to the implementation of the Offer (including the Scheme) which are set out in Appendix I to this Announcement and to be set out in the Scheme Document
"Court"	Her Majesty's High Court of Justice in England and Wales
"Court Meeting"	the meeting of the Scheme Shareholders to be convened by an order of the Court under the Companies Act, notice of which will be set out in the Scheme Document, to consider and if thought fit approve the Scheme (with or without amendment) including any adjournment thereof
"Court Order"	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act
"CREST"	the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755)) in respect of which Euroclear UK & Ireland Ltd is the operator
"Daejan"	Daejan Holdings plc of Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR
"Daejan Directors" or "Daejan Board"	the board of directors of Daejan and "Daejan Director" means any of them

"Daejan Group"	Daejan and its subsidiary undertakings
"Daejan Shareholders"	holders of Daejan Shares
"Daejan Shares"	ordinary shares of 25p each in the capital of Daejan
"Disclosed"	any fact, matter or circumstances (A) that has been disclosed by or on behalf of Daejan: (i) in Daejan's annual report and accounts for the year ended 31 March 2019; (ii) in this Announcement; (iii) in any other announcement to a Regulatory Information Service prior to the publication of this Announcement; (iv) fairly disclosed in writing (including via the virtual data room operated by or on behalf of Daejan in respect of the Offer) prior to the date of this announcement to BidCo or BidCo's advisers (in their capacity as such); or (B) of which Bidco or any of its directors are aware
"Dealing Disclosure"	an announcement pursuant to Rule 8 of the Code containing details of dealings in interests in relevant securities of a party to an offer
"Effective"	in the context of the Offer: (i) if the Offer is implemented by way of Scheme, means the Scheme having become effective pursuant to its terms; or (ii) if the Offer is implemented by way of a Takeover Offer, such offer having become or been declared unconditional in all respects in accordance with its terms
"Excluded Shares"	any Daejan Shares in which any member of the Freshwater Concert Party has an interest
"FCA"	the Financial Conduct Authority
"Forms of Proxy"	the forms of proxy for use at the Court Meeting and at the General Meeting which will accompany the Scheme Document
"Freshwater Concert Party"	BidCo, Centremanor, Highdorn, Linnet and those persons acting in concert (within the meaning of the term given in the Code) with them
"Freshwater Group"	BidCo, Centremanor, Highdorn, Linnet and those other companies controlled by the Freshwater family, including the members of the Freshwater Concert Party
"General Meeting"	the general meeting of Daejan Shareholders to be convened in connection with the Offer, notice of which will be set out in the Scheme Document, to consider and if thought fit approve various matters in connection with the Offer, including any adjournment thereof
"Highdorn"	Highdorn Co. Limited of Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR
"Lazard"	Lazard & Co., Limited
"Linnet"	Linnet Limited of 8 St George Street, Douglas, Isle of Man
"Listing Rules"	the listing rules issued by the FCA pursuant to Part 6 of the Financial Services and Markets Act 2000
"London Stock Exchange"	London Stock Exchange plc

"Longstop Date"	31 July 2020 or such later date as may be agreed in writing by Daejan and BidCo (with the Panel's consent and as the Court may approve (if such consent(s)/approval(s) are required))
"Merger Control Authority"	any national, supra-national or regional, government or governmental, quasi-governmental, statutory, regulatory or investigative body or court, in any jurisdiction, responsible for the review and/or approval of mergers, acquisitions, concentrations, joint ventures, or any other similar matter
"Offer"	the proposed offer by BidCo to acquire the entire issued and to be issued share capital of Daejan to be implemented by means of the Scheme or, should BidCo so elect, by means of a takeover offer
"Offer Document"	should the Offer be implemented by means of a Takeover Offer, the document to be sent to the Relevant Daejan Shareholders containing the full terms and conditions of such Takeover Offer
"Offer Price"	£80.50 for each Daejan Share held by Relevant Daejan Shareholders
"Official List"	the official list maintained by the FCA pursuant to Part 6 of the Financial Services and Markets Act 2000
"Opening Position Disclosure"	an announcement pursuant to Rule 8 of the Code containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to an offer
"Panel" or "Takeover Panel"	the Panel on Takeovers and Mergers
"Registrar of Companies"	the Registrar of Companies in England and Wales
"Regulatory Information Service"	a primary information provider which has been approved by the FCA to disseminate regulated information
"Relevant Daejan Shareholders"	holders of Daejan Shares other than the Freshwater Concert Party
"Reported NAV"	the reported net asset value of Daejan as at 30 September 2019
"Restricted Jurisdictions"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to Relevant Daejan Shareholders in that jurisdiction
"Rothschild & Co"	N.M. Rothschild & Sons Limited
"Scheme" or "Scheme of Arrangement"	the Scheme of Arrangement proposed to be made under Part 26 of the Companies Act between Daejan and the holders of the Scheme Shares to be set out in the Scheme Document, with or subject to any modification, addition or condition approved or imposed by the Court
"Scheme Court Hearing"	the hearing of the Court to sanction the Scheme
"Scheme Court Hearing Date"	the date of the Scheme Court Hearing
"Scheme Document"	the document to be sent to Daejan Shareholders setting out, amongst other things, the Scheme and notices convening the Court Meeting and the General Meeting

"Scheme Effective Date"	the date on which the Scheme becomes effective pursuant to its terms
"Scheme Record Time"	the time and date specified as such in the Scheme Document, expected to be 6.00pm on the Business Day immediately preceding the Scheme Effective Date
"Scheme Shareholders"	holders of Scheme Shares
"Scheme Shares"	the Daejan Shares: (i) in issue at the date of the Scheme Document and which remain in issue at the Scheme Record Time; (ii) (if any) issued after the date of the Scheme Document but before the Voting Record Time and which remain in issue at the Scheme Record Time; and (iii) (if any) issued at or after the Voting Record Time but at or before the Scheme Record Time on terms that the holder thereof shall be bound by the Scheme or in respect of which the original or any subsequent holders thereof are, or have agreed in writing to be, bound by the Scheme and, in each case, which remain in issue at the Scheme Record Time but in each case other than the Excluded Shares
"subsidiary" and "undertaking"	"subsidiary" have the meanings given to them in the Companies Act
"Takeover Offer"	a takeover offer (as defined in Chapter 3 of Part 28 of the Companies Act)
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"United States" or "US"	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to its jurisdiction
"Voting Record Time"	the time and date specified in the Scheme Document by reference to which entitlement to vote at the Court Meeting will be determined, expected to be 6.30pm on the day which is two days before the date of the Court Meeting or if the Court Meeting is adjourned, 6.30pm on the day which is two days before such adjourned meeting
"£" or "Sterling"	pounds sterling, the lawful currency for the time being of the UK and references to "pence" and "p" shall be construed accordingly