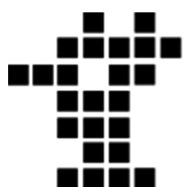


THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended), if you are resident in the United Kingdom, or if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your holding of Ordinary Shares, please immediately forward this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document should not be forwarded or sent, in whole or in part, directly or indirectly, in or into the United States or any of its territories, Canada, Australia, Japan, the Republic of Ireland or the Republic of South Africa or any other jurisdiction in which such publication, release or distribution would constitute a violation of the relevant laws or regulations of that jurisdiction and be unlawful ("**Restricted Jurisdictions**"). If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should contact the stockbroker, bank or other agent through whom the sale or transfer was effected as to the actions you should take. If you have sold or otherwise transferred only part of your holding of Ordinary Shares you should retain these documents.

The Directors of the Company, whose names and functions appear on page 5 of this document, accept responsibility (both individually and collectively) for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they respectively accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.



VICTORIA PLC

(Incorporated in England & Wales under the Companies Act 1929 with Registered No. 00282204)

Conditional subscription of Preferred Shares to raise £150 million Adoption of New Articles of Association and Notice of General Meeting

Singer Capital Markets Advisory LLP ("**Singer Capital Markets**") is authorised and regulated in the United Kingdom by the Financial Conduct Authority. Singer Capital Markets is acting as nominated adviser exclusively for the Company and no one else in connection with the matters set out in this Circular and will not regard any other person as its client in relation to the contents of this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Singer Capital Markets, nor for providing advice in relation to the contents of this document nor any matter referred to in it.

You are recommended to read the whole of this document. In particular, your attention is drawn to the letter to Shareholders from the Chairman of the Company set out in Part 1 of this document which explains the background to and reasons for the Proposals and which contains a recommendation from the Directors that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Proposals described in this document are conditional, *inter alia*, on the approval of Shareholders at the General Meeting. Notice of the General Meeting to be held at 12.00 p.m. on 13 January 2022 at the offices of Victoria P.L.C. at Worcester Road, Kidderminster, Worcestershire, DY10 1JR is set out at the end of this document.

In running the General Meeting, the Board's priority remains to safeguard the wellbeing of its colleagues, shareholders and wider communities and will take all necessary and appropriate precautions to ensure their safety. Given the Government's current Covid-19 guidance, the Board is asking that shareholders do not attend the meeting's physical venue. You will not receive a hard copy Form of Proxy for the General Meeting in the post. Instead, you will be able to vote electronically.

Shareholders who hold their shares in certificated form are encouraged to submit their proxy vote online by logging on to www.signalshares.com as soon as possible but in any event, to be valid, no later than 12.00 p.m. on 11 January 2022. Alternatively, you can request a hard copy proxy directly from the Registrars, Link Group on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

Shareholders who hold their shares in uncertificated form may use the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual issued by Euroclear UK & Ireland Limited. The message must be transmitted so as to be received by the issuer's agent, Link Group (CREST ID: RA10) by 12.00 p.m. on 11 January 2022.

Information regarding forwarding-looking statements

This document contains a number of forward-looking statements relating to Victoria P.L.C and its Group. Victoria P.L.C. considers any statements that are not historical facts as “forward-looking statements”. They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of Victoria P.L.C. to differ materially from the information as presented in the relevant forward-looking statement. When used in this document the words “**estimate**”, “**project**”, “**intend**”, “**aim**”, “**anticipate**”, “**believe**”, “**expect**”, “**should**”, and similar expressions, as they relate to Victoria P.L.C. or the management of it, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. Victoria P.L.C. does not intend, nor assume any obligation to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

Important Information to Overseas Shareholders

In the opinion of the Directors, there is a significant risk of civil regulatory or criminal exposure to the Company and its Directors should the opportunity to participate in the Follow-On Preferred Investment be made to investors in Restricted Jurisdictions. On this basis, none of the Preferred Shares, nor this document have been or will be, registered under the relevant laws of any state, province or territory of any of the Restricted Jurisdictions.

This document shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sales of the Preferred Shares, in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Neither the Preferred Shares, nor any securities issued upon exercise or conversion thereof, have been, nor will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or jurisdiction of the United States, and may not be offered and sold within the United States to, or for the account or benefit of, a US person (as such term is defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and such other applicable state securities laws.

Accordingly, the Preferred Shares are only being offered hereby to an “accredited investor” (as defined in Rule 501(a) of Regulation D) pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom to satisfy itself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not, in connection with the Follow-On Preferred Investment and any other matters set out in this document, distribute or send it into any jurisdiction when to do so would, or might, contravene local securities laws or regulations.

ROUNDING

Certain figures included in this Circular have been subject to rounding adjustments. Accordingly, any apparent discrepancies in tables between the totals and the sums of the relevant amounts are due to rounding.

This document is dated 24 December 2021.

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EXPECTED TIMETABLE

Posting of this document to Shareholders	24 December 2021
Latest time and date for receipt of Forms of Proxy in respect of the General Meeting	12.00 p.m. on 11 January 2022
Time and Date of General Meeting	12.00 p.m. on 13 January 2022
Completion of the Follow-On Preferred Investment	14 January 2022

Notes:

All references to times of day in this document are to London time.

Dates set out against events that are expected to occur after the date of the General Meeting assume that the General Meeting is not adjourned and that the Resolutions are passed at the General Meeting.

All of the above times and dates are subject to change at the Company's discretion. In the event of any change, the revised times and dates will be notified to Shareholders by an announcement through a Regulatory Information Service (as defined in the AIM Rules).

DIRECTORS, SECRETARY AND ADVISERS

Directors

Geoffrey Wilding (*Chairman*)
Philippe Hamers (*Group Executive Officer*)
Michael Scott (*Chief Financial Officer*)
Gavin Petken (*Non-Executive Director*)
Zachary Sternberg (*Non-Executive Director*)
Andrew Harrison (*Non-Executive Director*)
Blake Ressel (*Non-Executive Director*)

Company Secretary

David Cressman

Registered office, and business address of the Directors

Worcester Road
Kidderminster
Worcestershire
DY10 1JR

Website address

www.victoriapl.com

Nominated Adviser and Joint Broker to the Company

Singer Capital Markets Advisory LLP
One Bartholomew Lane
London
EC2N 2AX
United Kingdom

Solicitors to the Company

Brown Rudnick LLP
8 Clifford Street London
W1S 2JP
United Kingdom

Solicitors to KED and Koch Equity Development

Jones Day
21 Tudor Street
London EC4Y 0DJ
United Kingdom

Registrars

Link Group
10th Floor,
Central Square,
29 Wellington Street,
Leeds
LS1 4DL
United Kingdom

DEFINITIONS

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

“Act”	the Companies Act 2006;
“Affiliate”	in respect of any person, any other person that, directly or indirectly, controls , is controlled by, or is under common control with that first person, and “control” means, directly or indirectly, (i) owning or controlling (by contract or otherwise) a majority of the voting securities of, or voting rights in respect of, the person concerned, or (ii) having the power to direct the management and policies of the person concerned, or the power to appoint or remove a majority of the board (or equivalent managing body) of the person concerned, in each case, whether through the ownership or control of voting securities, voting rights or beneficial interests, by virtue of provisions in the applicable constitutional documents, or by contract or otherwise, and “controlled” shall be construed accordingly;
“AIM”	AIM, the market of that name operated by the London Stock Exchange;
“AIM Rules”	the “AIM Rules for Companies” published by the London Stock Exchange from time to time;
“Amended Warrant Instrument”	the Existing Warrant Instrument as proposed to be amended and restated, details of which are set out in Part 3 of this document;
“A Preferred Shares”	means the 50,000 perpetual, convertible, redeemable non-voting preferred shares of £250 each, and having a stated value of £1,000 each, to be issued in the capital of the Company in connection with the Follow-on Preferred Investment, having the rights set out in the New Articles;
“Board”	the board of directors of the Company, as set out on page 5;
“B Preferred Shares”	means the 100,000 perpetual, convertible, redeemable non-voting preferred shares of £250 each, and having a stated value of £1,000 each, to be issued in the capital of the Company in connection with the Follow-on Preferred Investment, having the rights set out in the New Articles;
“Business Day”	a day, not being a public holiday, Saturday or Sunday on which clearing banks in London are open for business;
“Closing Price”	the closing middle market price of an Ordinary Share on a particular day as derived from the Daily Official List;
“Company” or “Victoria”	Victoria P.L.C.;
“Completion Date”	the date on which the subscription for and payment of the Follow-On Preferred Investment takes place;
“Directors”	the directors of the Company (each being a “Director”);
“Existing Articles”	the articles of association of the Company in force at the date of this document;

“Existing Preferred Shares”	the 75,000 perpetual convertible redeemable non-voting preferred shares of £250 each, and each having a stated value of £1,000 each, issued to KED on 16 November 2020, and which are to be re-designated as A Preferred Shares following the passing of the Resolutions.
“Existing Warrant Instrument”	the warrant instrument dated 16 November 2020 pursuant to which the Warrants were granted;
“Follow-On Preferred Investment”	the proposed follow-on investment by KED, in addition to the Initial Preferred Investment, of a further sum of £150 million by way of the subscription for the Preferred Shares at the Issue Price, conditional upon the passing of the Resolutions;
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time;
“General Meeting”	the general meeting of the Company convened for 12.00 p.m. on 13 January 2022, notice of which is set out at the end of this document (including any adjournment of such meeting);
“Group”	Victoria P.L.C. and its subsidiary undertakings (as defined in the Act);
“Initial Preferred Investment”	the investment of £75 million by KED, on 16 November 2020 by way of a subscription for the Existing Preferred Shares at the Issue Price;
“Investment Agreement”	the amended and restated conditional subscription agreement dated 23 December 2021 entered into between (1) the Company; and (2) KED in connection with the Follow-On Preferred Investment;
“Issue Price”	£1,000 per Preferred Share;
“KED”	KED Victoria Investments, LLC, a limited liability company formed under the laws of Delaware with registered number 375363 and whose registered office is at c/o Corporation Trust Centre, 1209 Orange Street, Wilmington, Delaware 19801;
“Koch Equity Development”	Koch Equity Development LLC, a limited liability company formed under the laws of Delaware with registered number 3540833 and whose registered office is at c/o Corporation Trust Centre, 1209 Orange Street, Wilmington, Delaware 19801;
“London Stock Exchange”	London Stock Exchange plc;
“New Articles”	the articles of association to be adopted conditional upon the adoption and passing of resolution 4 at the General Meeting to reflect the rights of the Preferred Shares, the key terms of which are set out in Part 3;
“Notice of General Meeting”	the Notice of General Meeting set out at the end of this document;
“Ordinary Shares”	ordinary shares of £0.05 each in the capital of the Company;
“Panel”	The Panel on Takeovers and Mergers;

“Preferred Shares”	together, the A Preferred Shares and the B Preferred Shares and “Preferred Share” means any one of them;
“Proposals”	the proposals set out in this document including the Follow-On Preferred Investment and the Amended Warrant Instrument;
“Registrar” or “Link”	Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
“Register”	the register of members of the Company;
“Regulatory Information Service”	has the meaning given to it in the AIM Rules;
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting;
“Restricted Jurisdictions”	the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland and the Republic of South Africa or any other jurisdiction in which the publication, release or distribution of this document would constitute a violation of the relevant laws or regulations of that jurisdiction and be unlawful;
“Shareholders”	the holders of Ordinary Shares and “Shareholder” shall mean any one of them;
“Singer Capital Markets”	Singer Capital Markets Advisory LLP, nominated adviser and joint broker to the Company;
“Takeover Code”	the City Code on Takeovers and Mergers;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Warrants”	the 12,402,000 warrants issued to KED on 16 November 2020 in connection with the Initial Preferred Investment pursuant to the Existing Warrant Instrument;

PART 1

LETTER FROM THE CHAIRMAN

Directors:

Mr Geoffrey Wilding (*Executive Chairman*)
Mr Philippe Hamers (*Chief Executive Officer*)
Mr Michael Scott (*Chief Financial Officer*)
Mr Andrew Harrison (*Non-Executive Director and Senior Independent Director*)
Mr Gavin Petken (*Non-Executive Director*)
Mr Zachary Sternberg (*Non-Executive Director*)
Mr Blake Ressel (*Non-Executive Director*)

Registered Office:

Worcester Road
Kidderminster
Worcestershire
DY10 1JR

24 December 2021

Dear Shareholder

**Conditional subscription of Preferred Shares to raise £150 million
Adoption of New Articles of Association
and
Notice of General Meeting**

1. Introduction

It is 12 months since shareholders approved a number of resolutions that enabled KED, an affiliate of Koch Equity Development and a subsidiary of Koch Industries, Inc., to subscribe for convertible preferred shares issued by Victoria. This capital, which was significantly less dilutive than ordinary equity issuance would have been, has since been deployed to accelerate Victoria's acquisition-led growth, whilst maintaining the Board's long-expressed leverage policy. Therefore, the Board believes the partnership with KED has been very successful and contributed to the significant wealth creation Victoria's shareholders have experienced.

Consequently, the Board has taken the opportunity to agree with KED the terms of an additional and improved Follow-on Preferred Investment, which would both increase the amount of capital to be invested by £150 million, whilst materially lowering the cost to Victoria of both the Existing Preferred Shares and the Follow-on Preferred Investment.

The purpose of this letter is (a) to advise you of the General Meeting at which the Company is to seek Shareholders' approval for the Resolutions; (b) to provide you with the information on the background and reasons for the Proposals; and (c) to explain why the Directors consider the Proposals to be in the best interests of the Company, its creditors, and its Shareholders as a whole.

In addition, this document sets out why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which are set out at the end of this document.

Shareholders should note that certain Proposals are inter-conditional and conditional upon all of the Resolutions being adopted and passed at the General Meeting. It is expected that completion of the Follow-On Preferred Investment will take place on 14 January 2022.

2. Background to and reasons for the Follow-On Preferred Investment

Shareholders will be aware that, over recent years, Victoria has completed a number of value-accretive acquisitions, which have helped transform Victoria from a small, UK-centric carpet manufacturer into an international flooring business, with operations across Europe, the UK, United States and Australasia. The Initial Preferred Investment by KED has contributed to this development, enabling four value-enhancing acquisitions this year in Italy, the Netherlands, and the USA.

The purpose of the Follow-On Preferred Investment of £150 million is to enable Victoria to continue to move quickly and decisively to capitalise on future potential opportunities.

Prior to deciding upon the Follow-On Preferred Investment, the Board considered a number of alternative means of raising new capital, including raising equity through a placing of ordinary shares, or incurring additional debt from the public debt markets or through institutional lenders, assessing the benefits and drawbacks to the Company and its Shareholders of each these alternatives.

The advantages of the Follow-On Preferred Investment is that it has a less dilutive effect on the Company's Shareholders than an issue of Ordinary Shares today (on the basis the shares are redeemed or converted at a share price greater than the current share price), while, at the same time, also maintaining the Board's long-expressed policy of not over leveraging the Company's financial position. The Follow-On Preferred Investment would not only enhance the position of the Company's creditors by providing an additional capital buffer but, by enabling value-accretive acquisitions, over the long-term, the potential increase to the Company's EBITDA and consequential reduction in the Company's leverage ratio would improve the Company's credit rating over time. The Board anticipates that such growth in EBITDA and reduction in leverage would enhance the Company's share price over the long term for the benefit of the Shareholders, as has been seen since KED made the Initial Preferred Investment in November 2020.

3. Summary of the Follow-On Preferred Investment

Under the Initial Preferred Investment KED subscribed £75 million for the Existing Preferred Shares and committed to subscribe for further preferred shares for a maximum aggregate amount of £100 million. Subject to Shareholder approval, this further commitment is being increased to £150 million alongside a 100bps reduction in the dividend rate on the entire Preferred Shares with effect from the Completion Date. This further commitment will be fully drawn by the Company on the Completion Date.

To give effect to the increase in the Follow-on Preferred Investment and changes to certain economic rights, it is proposed that the Existing Preferred Shares are redesignated as 'A Preferred Shares' and that a new class of preferred shares is created designated as 'B Preferred Shares'.

Subject to Shareholder approval of the Resolutions, the Company proposes to issue to KED a total of 150,000 new Preferred Shares on the Completion Date comprising (i) 50,000 A Preferred Shares; and (ii) 100,000 B Preferred Shares, in each case at the Issue Price. Following the Follow-on Preferred Investment, KED will hold in aggregate (i) 125,000 A Preferred Shares (which will include the Existing Preferred Shares once redesignated as A Preferred Shares); and (ii) 100,000 B Preferred Shares.

The Preferred Shares will rank *pari passu* with the Existing Preferred Shares (once redesignated as A Preferred Shares) and shall have the same rights, priority and liquidation preference and be entitled to the same economics (other than the proposed changes as set out below) and be subject to the same restrictions as set out in the Existing Articles, including:

- No voting rights;
- The Preferred Shares would be perpetual and rank senior in terms of payment priority and liquidation preference to the Ordinary Shares but rank junior in relation to the Company's debt and creditors;
- The Company has the right to redeem the Preferred Shares at any time;
- The Preferred Shares are only convertible into Ordinary Shares of the Company (i) after the sixth (6th) anniversary of the Initial Investment at the then market price of the shares if they have not been previously redeemed by the Company or (ii) at any time upon certain change in control events of the Company;
- All time-related terms shall continue to apply and be by reference to the Initial Preferred Investment completion date in November 2020.

The Company has agreed changes favourable to Victoria in respect of certain of the economic rights of the Preferred Shares as follows:

- The Existing Preferred Shares are currently entitled to a preferred dividend (which compounds on a quarterly basis) at a fixed rate of 9.35 per cent. per annum (if paid in cash) ("**Cash Dividend Rate**") or 9.85 per cent. per annum (if paid in kind or rolled up) ("**PIK Dividend Rate**") for the first three years following November 2020 ("**Third Anniversary**"). Victoria may choose to either pay the dividend in cash or in kind through the allotment of additional Preferred Shares. It is proposed that the Cash Dividend Rate is reduced to 8.35 per cent. and the PIK Dividend Rate to 8.85 per cent. with effect

from the Completion Date. Following the Third Anniversary the Cash Dividend Rate shall accrue at the rate of 3-month LIBOR (or SONIA as applicable) plus 7.35 per cent. and the PIK Dividend Rate shall accrue at the rate of 3-month LIBOR (or SONIA as applicable) plus 7.85 per cent.. Following the fifth anniversary of the Initial Investment, the Cash Dividend Rate and the PIK Dividend Rate will be subject to a finite increase over a period of a further five years, consistent with the terms in the Existing Articles.

- The A Preferred Shares have a redemption call premium (“**Call Premium**”) of 6 per cent. and 3 per cent. in respectively the fourth (4th) and fifth (5th) anniversary after the completion of the Initial Investment before moving to 0 per cent. in the sixth (6th) anniversary onwards, consistent with the terms of the Existing Articles. However, the B Preferred Shares have no Call Premium from the third (3rd) anniversary onwards.
- The existing make-whole premium will continue to apply to the A Preferred Shares on the existing terms until the third (3rd) anniversary and will also apply in respect of the B Preferred Share the same terms until the third (3rd) anniversary.
- Any redemption of the Preferred Shares will comprise a redemption of the A Preferred Shares and the B Preferred Shares *pro rata* to the number of A Preferred Shares and B Preferred Shares in issue at the applicable time.
- The increase in the Follow-on Preferred Investment is not increasing the amount of KED’s Warrants which it acquired at the time of the Initial Investment. The Existing Warrant Instrument though is proposed to be amended as follows:
 - (i) References to ‘Preferred Shares’ within will only include the A Preferred Shares (following the redesignation of the Existing Preferred Shares to A Preferred Shares) with the result that references to ‘Preferred Proceeds’ in the Amended Warrant Instrument will not include the B Preferred Shares;
 - (ii) In the event that the total IRR achieved on the aggregate subscription price paid by KED for both the A Preferred Shares and the B Preferred Shares, plus the Warrants, falls below 12.0 per cent., then the exercise price of the Warrants would be reduced from £3.50 per Ordinary Share to such minimum amount as necessary to ensure that the IRR achieved by KED on such aggregate subscription price would be equal to 12 per cent..

4. Adoption of New Articles

It is proposed that, if the Resolutions are approved, the New Articles being adopted would reflect the rights of the Preferred Shares.

Under resolution 4, the Board is asking Shareholders to approve the adoption by the Company of the New Articles.

A copy of the Company’s Existing Articles and the proposed New Articles will be available for inspection during normal business hours (excluding Saturdays, Sundays and bank holidays) at the Company’s registered office from the date of this document and online at www.victoriapl.com until the close of the General Meeting.

A summary of the changes proposed to the Existing Articles and reflected in the New Articles is set out in Part 2 of this document.

5. Irrevocable Undertakings

Camden Holdings Limited, The Spruce House Partnership LP and Spring Creek Capital, LLC (an Affiliate of KED), have given irrevocable undertakings to the Company and KED to vote in favour of the Resolutions in respect of their beneficial holdings totalling 57,108,650 Ordinary Shares, representing approximately 48.9 per cent. of the Ordinary Shares in issue.

Geoffrey Wilding and his family are discretionary beneficiaries of the Camden Trust which in turn owns Camden Holdings Limited. Zachary Sternberg has an indirect beneficial ownership in Victoria P.L.C. via The Spruce House Partnership LP shareholding. Blake Ressel is Vice President and Manager of KED, an Affiliate of Spring Creek Capital, LLC.

Further Camelot Capital Partners LLC, an existing shareholder in the Company, has also given an irrevocable undertaking to the Company to vote in favour of the Resolutions in respect of their beneficial holdings totalling 6,469,103 Ordinary Shares, representing approximately 5.5 per cent. of the Ordinary Shares in issue.

In aggregate, the Company has received irrevocable undertakings to vote in favour of the Resolutions in respect of beneficial holdings totalling 63,577,753 Ordinary Shares, representing approximately 54.4 per cent. of the Ordinary Shares in issue.

In addition, each of Philippe Hamers, Michael Scott, Gavin Petken and Andrew Harrison have committed to vote in favour of the Resolutions (and to procure that such action is taken by their relevant registered holders) in respect of their beneficial holdings totalling 640,741 Ordinary Shares, representing approximately 0.5 per cent. of the Ordinary Shares in issue.

6. Related Party Transaction

Shareholders are reminded that Spring Creek Capital LLC ("**Spring Creek**"), an affiliate of KED holds 10.7 per cent. of the issued share capital of the Company following KED's on-market purchase in November 2020 of 12.5 million Ordinary Shares. Consequently, Spring Creek is a substantial shareholder as defined by the AIM Rules and therefore KED's participation in the Follow-on Preferred Investment and the Proposals constitutes a related party transaction under Rule 13 of the AIM Rules. The independent directors (being all directors other than Blake Ressel, who is also a director of KED), having consulted with the Company's Nominated Adviser, Singer Capital Markets, consider that the terms of the related party transaction are fair and reasonable insofar as shareholders of the Company are concerned.

7. Resolutions to be voted on at the General Meeting

For the purposes of effecting the Follow-On Preferred Investment, the Resolutions will be proposed at the General Meeting. Set out at the end of this document is a notice convening the General Meeting to be held at 12.00 p.m. on 13 January 2022 at the offices of the Company at Worcester Road, Kidderminster, Worcestershire, DY10 1JR subject to the special arrangements set out in paragraph 8 below. The full text of the Resolutions are set out in that notice.

A summary of the Resolutions are set out below:

- Resolution 1 is an ordinary resolution to grant authority to the Directors, to allot Preferred Shares in the capital of the Company up to a maximum aggregate nominal amount of £94,000,000, being the maximum required for the purposes of issuing the Preferred Shares pursuant to the Follow-On Preferred Investment;
- Resolution 2 is an ordinary resolution to redesignate the Existing Preferred Shares as A Preferred Shares;
- Resolutions 3 is a special resolution to empower the Directors, pursuant to section 570 of the Companies Act, to allot and issue the Preferred Shares and the conversion of the Preferred Shares into Ordinary Shares on a non pre-emptive basis in connection with the general authority granted in Resolution 1;
- Resolution 4 is a special resolution to adopt the New Articles (in replacement of the Existing Articles) in connection with the Follow-On Preferred Investment.

8. Action to be taken

Shareholders listed on the Company's Register at close of business on 11 January 2022 shall be entitled to vote on the Resolutions.

You will not receive a hard copy form of proxy for the General Meeting in the post. Instead, you will be able to vote electronically using the link www.signalshares.com. You will need to log into your Signal Shares account or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group.

Proxy votes must be received no later than 12.00 p.m. on 11 January 2022.

You may request a hard copy form of proxy directly from the Registrars, Link Group, on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

Alternatively, you can request a hard copy proxy card by emailing shareholderenquiries@linkgroup.co.uk.

Given the current public health guidelines issued by the UK Government relating to COVID-19, the General Meeting will be run as a closed meeting and shareholders will not be able to attend in person. The Company will ensure that the legal requirements to hold the General Meeting can be satisfied through the attendance of a minimum number of Directors and/or employees who are Shareholders in person. The Chairman and other Directors of the Company will join the meeting by telephone.

Although Shareholders are not able to attend the General Meeting in person, shareholders are encouraged to return a form of proxy and to vote by proxy on the Resolutions. Details of how to do this can be found on page 18. **To ensure that all proxy votes can be counted and exercised at the General Meeting, please do ensure that you appoint the chairman of the General Meeting as your proxy rather than another individual, due to the restrictions on physical attendance at the General Meeting.**

9. Importance of the Vote and Recommendation

The Directors believe that the Follow-On Preferred Investment and the other matters contemplated by the Resolutions promote the success of the Company for the benefit of Shareholders as a whole and accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. Shareholders should be aware that, if the Resolutions are not approved at the General Meeting, the Proposals will not occur and the net proceeds of the Follow-On Preferred Investment will not be received by the Company.

Yours faithfully

Mr. Geoffrey Wilding
Executive Chairman

PART 2

SUMMARY OF THE PROPOSED CHANGES IN THE NEW ARTICLES

The Company is proposing the adoption of the New Articles in connection with the Follow-On Preferred Investment. An explanation of the principal differences between the Existing Articles and the New Articles is set out below. Other changes, which are of a minor, technical or clarifying nature, have not been noted.

A copy of the proposed New Articles and a copy marked to show the changes from the Existing Articles will be available for inspection at the General Meeting, and are on the Company's website at www.victoriapl.com. The proposed New Articles will also be available at the Company's registered office in accordance with the requirements of the Act, however, in light of the current COVID-19 pandemic and the related government guidance, Shareholders will not be allowed access to the Company's offices and are encouraged to review the proposed New Articles on the Company's website.

Resolution 4 will be proposed as a special resolution. If passed, the New Articles will take effect from the conclusion of the General Meeting.

Share Rights, Ranking, and Capital (Article 5)

The New Articles set out the rights attached to the Ordinary Shares and the rights attached to the Preferred Shares arising from the Follow-On Preferred Investment.

The Preferred Shares will rank ahead of the Ordinary Shares for purposes of income and on a return of assets, or a liquidation, or otherwise.

A new class of A Preferred Shares and B Preferred Shares will be created pursuant to the New Articles. The Existing Preferred Shares will be redesignated as A Preference Shares.

Redemption of Preferred Shares (Article 7)

Under the New Articles, the Preferred Shares may be (i) redeemed at the option of the Company or (ii) subject to mandatory redemption by the Company, in each case, at an applicable redemption price and on terms which remain the same as the Existing Articles.

Conversion of the Preferred Shares (Article 8)

The New Articles provide that the Preferred Shares may be redesignated as, and convert into a number of Ordinary Shares at the election of the holders of the Preferred Shares in certain circumstances. The conversion rights attached to the Preferred Shares under the New Articles, including the circumstances under which the Preferred Shares may convert into Ordinary Shares, remain the same as the Existing Articles.

Allotment and issue of new shares (Article 9)

Under the New Articles the Directors are authorised by Shareholders to allot and issue the Preferred Shares, including Preferred Shares allotted and issued as PIK Dividends, up to an aggregate nominal value of £94,000,000.

As currently provided in the Existing Articles, pre-emption rights under the Act would not apply in respect of either the allotment and issue of the Preferred Shares or the allotment and issue of Ordinary Shares pursuant to a conversion of the Preferred Shares or in connection with the exercise of the Warrants.

Transfers of Shares (Article 23)

As provided in the Existing Articles, the Preferred Shares remain subject to certain transfer restrictions.

Votes of Members (Article 37)

As currently provided in the Existing Articles, the holders of the Preferred Shares are entitled to receive notice and attend, all general meetings but will not have the right to vote at any general meeting.

Directors and Appointment Rights (Article 41)

As currently provided in the Existing Articles, the holders of the Preferred Shares are entitled to appoint one or more directors to the Board. The directors appointed by the holders of the Preferred Shares are authorised to participate in and vote at all meetings of the Board in connection with any matters between any member of the Group (on the one hand) and the holder of the Preferred Shares and its affiliates (on the other hand).

Director Conflicts (Article 52)

As currently provided in the Existing Articles, the New Articles include the right that a Director appointed by the majority Preferred Shareholder, notwithstanding any other provisions of the New Articles and for the purposes of the general duties of directors contained within sections 171-177 of the Act and for all other purposes, shall be entitled to count in the quorum at Company board meetings and vote on matters concerning (i) the rights and obligations of any of the Preferred Shareholders and the rights attaching to the Preferred Shares; and/or (ii) dealings, transactions and disputes between the Company on the one hand and any Preferred Shareholder and/or any of its Affiliates, on the other, that are being considered by the Board (a “**Conflict Situation**”). Such Conflict Situation shall be deemed to be irrevocably authorised by the Directors.

Dividends on Preferred Shares (Article 81)

Preferred Dividends shall accrue on the Preferred Shares at an applicable rate. Preferred Dividends may be paid as either Cash Dividends or PIK Dividends. The Cash Dividend Rate and the PIK Dividend Rate have changed as set out in the section 3 entitled “Summary of the Follow-on Preferred Investment” in Part 1 of this document. For so long as any Preferred Shares remain in issue, other than with the prior written consent of the Majority Preferred Shareholder, no dividends shall be declared or paid in respect of any Ordinary Shares.

PART 3

ADDITIONAL INFORMATION

1. Material contracts

1.1 The Investment Agreement

Pursuant to the Investment Agreement, KED has conditionally agreed to invest £150 million by way of a subscription for the Preferred Shares at the Issue Price. The Follow-On Preferred Investment is conditional upon the passing of the Resolutions.

The Company has given various warranties to KED (with standard financial and time period limitations on liability) as are customary for an investment of this nature.

The Investment Agreement imposes restrictions on the Company to seek the consent of KED prior to carrying out certain actions from the entry into the documents in connection with the Follow-On Preferred Investment until such time as the Preferred Shares are converted or redeemed in full. Also upon completion of the Follow-On Preferred Investment, the Company is obligated to provide KED with certain information as they may require pertaining to the Group.

1.2 The Amended Warrant Instrument

On completion of the Investment Agreement, the Company will enter into the Amended Warrant Instrument under which the Company agrees to vary the terms of the exercise price in relation to the Warrants. Details of the change to the exercise price of the Warrants are contained in Part 1 of this document under the section '*Summary of the Follow-on Preferred Investment*'.

2. Takeover Code Matters

General

The Takeover Code governs, *inter alia*, transactions which may result in the change of control of a public company and applies to the Company.

Under Rule 9 of the Takeover Code, any person who acquires an interest in shares (as defined in the Takeover Code) which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent. of the voting rights of such company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interest in shares is acquired by such person.

An offer under Rule 9 must be in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares acquired during the 12 months prior to the announcement of the offer.

It is noted that when a person holds shares which carry over 50 per cent. of the voting rights of a company, it generally has buying freedom to acquire additional shares without having to make a general offer.

The Panel has not been requested by KED to agree to the waiver of the obligation to make a general offer under Rule 9 of the Takeover Code for the equity share capital which could arise following the conversion of all of the Preferred Shares into Ordinary Shares or upon the allotment and issue of Ordinary Shares to KED upon the exercise of the Warrants. KED may therefore be required to make a mandatory Rule 9 offer for the Company to the extent that following such conversion of the Preferred Shares and/or the exercise of the Warrants this results in KED holding an interest in Ordinary Shares which carry 30 per cent. or more of the voting rights of the Company.

NOTICE OF GENERAL MEETING

Victoria P.L.C.

(Incorporated in England & Wales under the Companies Act 1929 with Registered No. 00282204)

Notice is given that a General Meeting of shareholders of Victoria P.L.C. will be held at Victoria P.L.C. of Worcester Road, Kidderminster, Worcestershire, DY10 1JR at 12.00 p.m. on 13 January 2022 to consider and vote on the resolutions set out below, which will be proposed as ordinary and special resolutions.

Ordinary Resolutions

1. That, subject to the passing of resolutions 2, 3 and 4, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all the powers of the Company to allot perpetual redeemable convertible non-voting preferred shares of £250 each in the capital of the Company convertible into ordinary shares in the capital of the Company pursuant to the New Articles (“**Preferred Shares**”) and to grant rights to subscribe for or convert any security into Preferred Shares in the Company for the purpose of the Follow-On Preferred Investment (as defined in the circular to Shareholders dated 24 December 2021 (the “**Circular**”)) up to an aggregate nominal amount of £94,000,000.

This authority, which is in addition to and not in substitution of the authority obtained at the Company's Annual General Meeting held on 7 September 2021, shall expire 5 years after the date of this resolution, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights granted to subscribe for or convert any security into shares after such expiry and the directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.

2. That, subject to and conditional on the passing of resolutions 1, 3 and 4, each of the existing 75,000 perpetual redeemable convertible non-voting preferred shares of £250 each in the capital of the Company (defined as the “Preferred Shares” in the Existing Articles) be redesignated as “A Preferred Shares” (as defined in the New Articles).

Special Resolutions

3. That, subject to and conditional upon the passing of resolutions 1, 2 and 4, the Directors be generally and unconditionally authorised for the purposes of section 570 of the Companies Act to allot equity securities (within the meaning of section 560 of the Companies Act) for cash pursuant to the authority conferred by resolution 1 above, up to an aggregate nominal amount of £94,000,000, as if section 561 of the Companies Act did not apply to any such allotment.

This authority, which is in addition to and not in substitution of the authority obtained at the Company's Annual General Meeting held on 7 September 2021, shall (unless previously renewed, varied or revoked by the Company in general meeting) expire 5 years after the passing of such resolution, save that the Company may before the expiry of this authority make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

4. That, subject to the passing of resolutions 1, 2 and 3, the articles of association contained in the document attached to these resolutions and initialled be approved and adopted as the new articles of association of the Company (the “**New Articles**”) in substitution for and to the entire exclusion of the existing articles of association (the “**Existing Articles**”).

By Order of the Board

David Cressman
Company Secretary

24 December 2021

Notes:

1. If you are a member of the Company entitled to attend the General Meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A proxy need not be a shareholder of the Company.
2. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Group, on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales; and
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
3. In order for a proxy appointment to be valid a form of proxy must be completed. In each case, the form of proxy must be received by the Company's registrars, Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL by no later than 12.00 p.m. on 11 January 2022.
4. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or other authority under which a proxy form is signed (or a duly certified copy of that power or authority) must be included with the proxy form.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy the hard copy proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy, which, in aggregate, should not exceed the number of shares held by you. Please also indicate if the proxy instruction is one of multiple instructions being given.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members, the first named being the most senior.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's Register of Members at close of business on 11 January 2022 will be entitled to attend and vote at the General Meeting, subject to Note 10 below.
10. Due to the COVID-19 pandemic, while the General Meeting will have a physical presence at the Company's registered office, the General Meeting will be held as a closed meeting and shareholders will not be permitted entry. Shareholders and guests who travel to the General Meeting will not be admitted. To ensure that all proxy votes can be counted and exercised at the General Meeting, please ensure that you appoint the chairman of the General Meeting as your proxy.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 12.00 p.m. on 11 January 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

