

## TENDER FORM FOR USE BY HOLDERS OF CERTIFICATED SHARES ONLY

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant or from another appropriately qualified and duly authorised independent adviser.**

This Tender Form should be read in conjunction with the document relating to the Tender Offer sent to Shareholders on 18 January 2024 (the “**Tender Document**”). Unless the context otherwise requires, the definitions used in the Tender Document apply to this Tender Form.

If you have sold or transferred all of your common shares (“**Common Shares**”) in the Quarto Group Inc., a company incorporated and registered in Delaware (the “**Company**”) please pass this Tender Offer but not this personalised tender form (the “**Tender Form**”) to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. This Tender Document and the accompanying Tender Form must not, however, be sent or transmitted in, or into any of the Restricted Territories. If you have sold only part of your holding of Common Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

# THE QUARTO GROUP INC.

## Common Share Tender Form for use in respect of the Tender Offer

### ACTION TO BE TAKEN IF YOU WISH TO TAKE UP THE TENDER OFFER

- To tender Common Shares you should complete the relevant parts of Box 1 (on page 3) of this Tender Form.
- Sign Box 3 (on page 3) in the presence of a witness, who must be over 18 years of age and who must also sign and give his/her name and address.
- If the Common Shares tendered are held jointly with others, all joint holders must sign.
- Complete, if relevant, Box 4A and/or Box 4B (on page 5).
- Properly sign, execute and deliver: (i) an IRS Form W-9 and a Form s302, if you are a U.S. person; or (ii) one or more IRS Forms W-8BEN, IRS Forms W-8BEN-E or other applicable IRS Forms W-8 and a Form s302. For these purposes, a “U.S. person” is any beneficial owner of Common Shares being tendered pursuant hereto that is (a) an individual citizen or resident alien of the United States as determined for U.S. federal income tax purposes; (b) a corporation (including an entity taxable as a corporation) created or organized in or under the laws of the United States or any state in the United States or the District of Columbia or otherwise classified as a U.S. domestic corporation for U.S. federal income tax purposes; (c) an estate the income of which is subject to United States federal income tax regardless of its source; (d) a trust if: (i) a court within the United States is able to exercise primary jurisdiction over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust; or (ii) that has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person; or (e) a partnership, limited liability company or other entity classified as a partnership for United States federal income tax purposes that is created or organized in or under the laws of the United States or any state in the United States or the District of Columbia. An IRS Form W-9, W-8BEN and a Form s302 is attached hereto. Other IRS Forms are available at [www.irs.gov](http://www.irs.gov).
- The tax forms should be completed at a Registered Shareholder level, which is to confirm, the registered name or entity name present upon the relevant register operated by the Registrar, Link Group. Kindly note that neither the Receiving Agent nor Quarto Group are able to assist with the completion of such tax forms, and cannot offer tax advice. Shareholders are therefore urged to seek assistance from a relevant US taxation expert prior to completion of the above forms. Please consult your own tax advisor with respect to how such Forms should be completed in light of your own personal circumstances.
- A Non-U.S. Holder must furnish a properly executed IRS Form W-8BEN, IRS Form W-8BEN-E, Form S302 Certification (or applicable successor form). For avoidance of doubt, any previously submitted taxation forms prior to the date of this document, cannot be relied upon for this event and will not be utilised.
- Return this Tender Form, duly completed and signed together with your share certificate(s) or other document(s) of title, by post or by hand (during normal business hours) to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL as soon as possible and, in any event, so as to arrive by no later than the Closing Date of 1 p.m. on the 15<sup>th</sup> of February 2024.

## Notes

If you hold your Common Shares in certificated form and some or all of your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent), or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by Link Group by not later than the Closing Date together with any share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter stating that the (remaining) share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by no later than the Closing Date.

**Shareholders holding Common Shares in uncertificated form (that is, as Depositary Interests through CREST) should not complete this Tender Form. Refer to the Tender Document for further instructions.**

Please read Part IV of the Tender Document, which sets out the terms and conditions of the Tender Offer which are deemed to be incorporated in, and form part of, this Tender Form.

A Tender Form returned postmarked in the United States or any of the Restricted Territories or otherwise appearing to the Company or its agents to have been sent from the United States or any of the Restricted Territories may not be accepted as a valid tender.

**If you hold Common Shares in CREST or in certificated form and you have any queries relating to the procedure for tendering please contact Link Group on + 0371 664 0321 (or +44 (0) 371 664 0321 if calling from outside the United Kingdom). 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. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.**

Further copies of this Tender Form and the Tender Document are available from Link Group Services by calling the shareholder helpline above.

## HOW TO COMPLETE THIS FORM

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**1**

### **Election to Participate in the Tender Offer**

Enter the number of Common Shares in respect of which you wish to accept the Tender Offer in the part of Box 2 next to the tender price.

If you have signed Box 3 but do not complete Box 2, you will be deemed not to have accepted the Tender Offer.



**Complete here  
(if appropriate)**

**2**

### **Signatures**

If you wish to participate in the Tender Offer you **MUST** sign Box 3, regardless of which other Box(es) you complete. In the case of a joint holding, all the joint holders must sign.

*Notes:*

**You must also enclose your share certificate(s) and applicable tax forms (see above).**



**Complete here  
(if appropriate)**

**3**

### **3A Alternative address for consideration and returned documents(s)**

If the address shown in Box 1 has changed or is incorrect, you should insert in box 4A the correct address. If you would like your consideration and/or other documents to be sent to someone other than the first-named registered holder at the address to which the Tender Document was sent (e.g. your bank manager or stockbroker) you should complete Box 4B. You should not insert in Box 4A or Box 4B any address that is in a Restricted Territory.



**Complete here  
(if appropriate)**

## TENDER FORM

1

PLEASE COMPLETE IN BLOCK CAPITALS. INSTRUCTIONS AND FURTHER NOTES ARE SET OUT ON PAGE 6 OF THIS FORM

Number of shares held as at 16 February 2024 (for information purposes only)

Please note that the number of Common Shares stated may differ from your actual holding at the time of election

2

### ELECTION TO PARTICIPATE IN THE TENDER OFFER

Enter the number of Common Shares that you wish to tender the tender price in the box below.

**TENDERED SHARES WILL BE ACCEPTED AT THE FIXED PRICE. DO NOT ENTER MORE COMMON SHARES IN AGGREGATE THAN YOU HOLD AT THE RECORD DATE (15<sup>th</sup> February 2024).**

Price per Common Share at which a Shareholder tenders Common Shares under the Tender Offer	Number of Common Shares
£1.50 (tender price)	

3

### SIGN HERE TO PARTICIPATE IN THE TENDER OFFER

(a) Signature by the individual

Witnessed by

Witness name and Address

First holder and Date:

Signature:

Name and Address

2024		
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First holder and Date:

Signature:

Name and Address

2024		
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First holder and Date:

Signature:

Name and Address

2024		
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First holder and Date:

Signature:

Name and Address

2024		
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**Note:** The signature of each registered holder should be witnessed and the witness must also sign and print his/her name and address where indicated.

#### (b) Execution by a company

The common seal was affixed/executed as a deed on behalf of the company named above in the presence of: Executed and delivered as a deed by:

Affix Company Seal here

Signature

Name of director

Signature

Name of director/secretary/witness

PLEASE ENTER HERE A DAYTIME TELEPHONE NUMBER (INCLUDING STD CODE) WHERE YOU CAN BE REACHED IN THE EVENT OF A QUERY ARISING FROM COMPLETION OF THIS TENDER FORM

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4

**4A ALTERNATIVE ADDRESS**

New/Correct registered address (to be written on BLOCK CAPITALS)

Name and Address:

Post Code:

**4B CHANGE OF ADDRESS**

Address outside the United States to which consideration or returned documents should be sent, if not as set out above (to be written in BLOCK CAPITALS)

Address:

Post Code:

**PLEASE REMEMBER TO RETURN YOUR VALID SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENT(S) OF TITLE IN RESPECT OF THE COMMON SHARES THAT YOU WISH TO TENDER**

**IF YOU HAVE LOST YOUR CERTIFICATE(S) AND HAVE ALREADY APPLIED FOR A LETTER OF INDEMNITY, PLACE A CROSS 'X' IN THIS BOX**

## **FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS TENDER FORM**

**A. Where a power of attorney has been granted**

If a holder has executed a power of attorney, the attorney must sign this Tender Form. The original power of attorney must be lodged with this completed Tender Form with Link Group by post or by hand (during normal business hours) at Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL. Link Group will note the power of attorney and return it as directed.

**B. If the sole holder has died**

If probate or letters of administration has/have been registered with Link Group, this Tender Form must be executed by the personal representative(s) of the deceased, in the presence of a witness, and lodged with Link Group by post or by hand (during normal business hours) at Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL. If probate or letters of administration has/have been granted but has/have not been registered with the Company's registrars, the personal representative(s) should execute this Tender Form and lodge it with Link Group at the address above with the share certificate(s) and/or document(s) of title. A copy of the probate or letters of administration must be lodged as soon as possible thereafter and in any event by no later than 1.00 p.m. (London time) on the Closing Date in order to validate this Tender Form.

**C. If one or more of the joint holders has died**

This Tender Form is valid if executed by all the surviving holders, each in the presence of a witness, and lodged with Link Group at the address above, accompanied by the share certificate(s) and/or other document(s) of title, and, in all cases, a valid copy of the death certificate, probate or letters of administration in respect of the deceased joint holder.

**D. If you hold your Common Shares in certificated form and your share certificate(s) and/or other document(s) of title are held by your stockbroker, bank or other agent**

If some or all of your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent), or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by Link Group by not later than the Closing Date together with any share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter stating that the (remaining) share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by no later than the Closing Date. If you have lost your share certificate(s) and/or other document(s) of title, you should write to Link Group for a letter of indemnity in respect of the lost share certificate(s) which, when completed in accordance with the instructions given, should be returned to Link Group at the address referred to above so as to be received by no later than the Closing Date.

**E. If you hold your Common Shares in certificated form and your name(s) or other particulars are shown incorrectly on the certificate**

- **Incorrect name(s)** – complete and lodge this Tender Form with the correct name(s) accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has executed this Tender Form are one and the same.
- **Incorrect address** – write the correct address in Box 4A of this Tender Form and lodge it together with an accompanying letter of explanation.
- **Change of name(s)** – lodge your marriage certificate or the relevant deed poll with this Tender Form for noting.

**THIS TENDER FORM IS FOR CERTIFICATED SHARES ONLY.** Further copies of this Tender Form and the Tender Document are available from Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL.