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If you have sold or otherwise transferred your shares in Network International Holdings PLC, please send this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. However, this letter should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

NETWORK INTERNATIONAL HOLDINGS PLC

14 April 2023

To: *Network International Holdings PLC shareholders and persons with information rights*

Dear Sir or Madam,

Announcement regarding possible offer for Network International Holdings PLC ("Network")

On 13 April 2023, Network announced that it had received a preliminary and conditional proposal from CVC Capital Partners Limited and Francisco Partners Funds (together, the "Consortium") regarding a possible offer to acquire the entire issued and to be issued share capital of Network (the "Possible Offer").

In accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the "Code"), please find a copy of the announcement in relation to the Possible Offer (the "Announcement") enclosed with this letter.

Copies of this letter and the Announcement can also be found on Network's website at <https://investors.networkinternational.ae/investors/>. For the avoidance of doubt, the contents of Network's website are not incorporated into, and do not form part of, this letter. This letter is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

Although the Announcement has put Network into what is known as an "offer period" under the Code, there can be no certainty that an offer will be made for Network, nor as to the terms on which any offer may be made.

We would like to remind all persons with a direct or indirect interest of 1% or more in Network's relevant securities of their disclosure obligations under Rule 8 of the Code (as summarised below).

Further announcements will be made in due course.

Yours faithfully,

Ron Kalifa
Chair
Network International Holdings PLC

Important information

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from Network may be provided to the Consortium during the offer period as required under Section 4 of Appendix 4 of the Code.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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% 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.