



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACQUISITION, THE CONTENTS OF THIS DOCUMENT OR WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN PERSONAL FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER 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 FINANCIAL ADVISER IN THE RELEVANT JURISDICTION.

Terms beginning with a capital letter that are used in this letter (and its terms and conditions) are defined in the Glossary at the end.

To all holders of options under the following Clinigen discretionary share incentive plans:

- 1. The Clinigen Group Long Term Incentive Plan;**
- 2. The Clinigen Group Long Term Incentive Plan 2015;**
- 3. The Clinigen Group All Staff Long Term Incentive Plan; and**
- 4. The Clinigen Group Joint Venture All Staff Long Term Incentive Plan**
(together the "LTIPs")

AND

- 5. The Clinigen Group Company Share Option Plan (the "CSOP")**

**Recommended cash acquisition of Clinigen Group plc ("Clinigen") by Triley Bidco Limited
(a newly-formed company indirectly owned by the Triton Funds) ("Bidco")**

URGENT ACTION REQUIRED – PLEASE DO NOT IGNORE THIS COMMUNICATION

Action is required from you to exercise your Option(s).

You need to take action if you want to buy Clinigen Shares using your Option(s). This will NOT happen automatically.

If you want to buy Clinigen Shares as set out in the Proposal (see below), you must make an online instruction via the Equiniti portal at <http://www.esportal.com/clients/Clinigen> by no later than 23:59pm (GMT) on Monday 31 January 2022.

We recommend you take action as soon as possible. If you are leaving employment, please refer to the part of this letter headed "What happens if I leave employment?" which are also relevant for you and may mean you have different opportunities to buy Clinigen Shares using your Option(s).

From Clinigen Group plc and Triley Bidco Limited

5 January 2022

Dear Colleague

What is this letter about?

On 8 December 2021, the Clinigen Board and the Bidco Board announced that they had reached agreement on the terms of a recommended cash acquisition of Clinigen by Bidco, a newly-formed company indirectly owned by the Triton Funds, under which Bidco will acquire the entire issued and to be issued ordinary share capital of Clinigen (the "**Acquisition**").

The purpose of this letter is to explain:

- the effect of the Acquisition on the Option(s) granted to you under the LTIPs and/or the CSOP,
- the proposal which Bidco is making to Option holders (the "**Proposal**"), and
- the steps you should take if you want to accept the Proposal for your Option(s), and other action you can take.

This letter should be read together with the Scheme Document, which was sent to shareholders on 20 December 2021 and contains the full details of the Scheme.

How and when will the Acquisition take effect?

It is intended that the Acquisition will be implemented by way of the Scheme.

If the Scheme is approved by Clinigen Shareholders, all other conditions are satisfied or waived and the Court sanctions the Scheme (which is currently expected to occur on a date in early Q2 of 2022 (the "**Court Sanction Date**")), it is expected that Bidco will become the owner of Clinigen two business days after the Court Sanction Date (the "**Effective Date**").

On the Effective Date, Bidco will buy all Clinigen Shares subject to the Acquisition under the terms of the Scheme.

At this stage, we cannot be more precise as to the Court Sanction Date and Effective Date. When these are known, we will update you with the relevant dates and the relevant consequences for your Option(s) (if any).

The full terms of the Acquisition and the Scheme are set out in the Scheme Document, which can be found at <https://www.clinigengroup.com/corporate/offer-for-clinigen-group-plc> or <https://announcements.triton-partners.com/announcements>. A copy of this letter can also be found on this website.

All Clinigen Shares acquired under the Scheme will automatically be bought by Bidco for **883 pence** each in cash.

How does the Acquisition affect my LTIP option(s)?

Court approval of the Scheme also impacts your LTIP options depending whether you have Vested LTIP options or Unvested LTIP options at the Court Sanction Date.

The different treatment is explained below.

- **LTIP options which have already vested at the Court Sanction Date ("Vested LTIP options")** - LTIP options granted in years 2014 to 2018 have vested and are already exercisable.
- **LTIP options which have not vested before the Court Sanction Date ("Unvested LTIP options")** - LTIP options granted from 2019 to 2021 have currently not yet vested as they have not yet been held for three years or met their performance conditions,

However, on the Court Sanction Date the right to exercise any Unvested LTIP option(s) will be accelerated, i.e. Unvested LTIP option(s) will vest early.

Having reviewed performance, the remuneration committee of the Clinigen Directors has decided that:

- all 2020 and 2021 Unvested LTIP options can be exercised in full; and
- all 2019 Unvested LTIP options can be exercised over 50% of the Clinigen Shares under option.

There will be no (further) reduction to Unvested LTIP options to reflect the fact that the Scheme is causing the LTIP options to become exercisable earlier than would normally be the case.

Any Vested LTIP option(s) or Unvested LTIP option(s) which are not exercised will lapse shortly after the Court Sanction Date.

If any Unvested LTIP option becomes a Vested LTIP option before the Court Sanction Date, the Company will contact you with relevant details.

How does the Acquisition affect my CSOP option(s)?

CSOP options have already vested and are already exercisable. However, as with the LTIP options, you will lose any CSOP option shortly after the Court Sanction Date because any CSOP options will cease to be exercisable and lapse one month after the Effective Date.

Proposal for you to exercise your LTIP options and CSOP options at the time of the Acquisition

To help you receive value for your Options in as straightforward way as possible at the time of the Acquisition, Clinigen and Bidco have agreed a proposal for your Options. The proposal is that you give an instruction by 23:59pm (GMT) on Monday 31 January 2022 that, if the Scheme is approved by the Court and any other remaining conditions are met, your Option(s) will then be immediately

exercised after the Court Sanction Date over the maximum number of Clinigen Shares you can receive (subject to performance conditions) (the "**Proposal**").

You can only accept the Proposal to exercise your LTIP option(s) and CSOP option using the Equiniti portal at <http://www.esp-portal.com/clients/Clinigen> by 23:59pm (GMT) on Monday 31 January 2022. The reason we are asking you to take action now and imposing a deadline for acceptance of the Proposal some time in advance of the expected Court Sanction Date is that it takes time to process all elections and we want to be prepared for the Court Sanction Date so that there is no rush to process relevant acceptances.

When you exercise your Option(s) through the Equiniti portal, you will receive the full number of Clinigen Shares to which you are entitled. Those Clinigen Shares will then automatically be sold on your behalf at the Offer Price of 883 pence per Clinigen Share under the Scheme, and you will receive the sale proceeds for your Clinigen Shares less any deductions for income tax and social security contributions which Clinigen is required to deduct (and in the case of a CSOP option your exercise price). The net amount due to you will then be paid to you through the payroll of your employer.

Clinigen and Bidco have agreed that CSOP optionholders can fund the exercise of your CSOP option(s) by taking advantage of a cashless exercise facility which allows you to exercise your CSOP option(s) without having to pay the exercise price in advance. Instead, if you use the Proposal you would give an undertaking to pay the exercise price out of the cash which you will receive for your Clinigen Shares under the Scheme. All the Clinigen Shares which you acquire on the exercise of your CSOP option(s) will be acquired as part of the Scheme and the exercise price will be deducted from the cash due to you and then paid to Clinigen.

What if I am a PDMR or on an insider list?

If you are a Person Discharging Managerial Responsibilities ("**PDMR**") or an insider under the Clinigen Group-Wide Dealing Policy (the "**Dealing Code**"), or you have otherwise been told the Dealing Code applies to you, you do not need to obtain permission under the Dealing Code to accept the Proposal as general clearance has been given. However, if you want to exercise your Option in any other way or sell Clinigen Shares, you must contact Amanda Miller for clearance in advance.

What are the tax consequences of exercising my Option(s)?

A general description of the taxation consequences of the courses of action open to you is set out in Appendix 2 (for LTIP options) and Appendix 3 (for CSOP options) to this letter.

What if I leave?

If you leave or have left employment or give or have been given notice to end employment, this is likely to affect your ability to exercise your Option(s) and accept the Proposal, and you may need to take other action. You may lose your Option(s), even if you have accepted the Proposal already.

Is there any other action that I can take?

If your Option(s) are already exercisable, you do not have to wait until the Court Sanction Date to buy Clinigen Shares or accept the Proposal to do this.

If you want (and are able) to exercise your Option(s) to buy Clinigen Shares before the Court Sanction Date, please make an online instruction via the Equiniti portal which can be accessed via <http://www.esp-portal.com/clients/Clinigen>. You need to do this by the Court Sanction Date (or such other date as the Company may notify you). You should also read the section above under "*What if I am a PDMR or on an insider list?*".

If you want to pay your exercise price for your CSOP option(s) yourself please also contact Equiniti.

If you choose to exercise your Option(s) to buy Clinigen Shares before the Voting Record Time, you will be able to vote on whether to approve the Scheme as a Clinigen Shareholder. Please see the Scheme Document for further details.

Any Clinigen Shares you own at the Scheme Record Time will automatically be bought by Bidco under the Scheme for 883 pence for each Clinigen Share.

If you choose to sell any Clinigen Shares before the Scheme Record Time, you will instead receive sale proceeds based on the market value of Clinigen Shares on the date you sell (which may not be the same as 883 pence per Clinigen Share, particularly after commission and other dealing costs are taken into account).

After the Court Sanction Date, if you have not already taken action to buy Clinigen Shares, you may choose to buy Clinigen Shares under your Options in the period up to one month after the Effective Date (or the expiry date of your Options if earlier). Your Clinigen Shares would in this case automatically be sold to Bidco for 883 pence for each Clinigen Share but it may take some time for you to receive payment and there will be a separate process for this. If you would like to do this, please contact the Equiniti helpline.

What happens if I do nothing?

If the Scheme is approved by the Court and takes effect, your Option(s) will lapse and cease to be exercisable one month after the Effective Date. If this happens and you have not already taken action, you will not be able to exercise your Option(s) and they will be worthless.

It is therefore very important that you read this letter carefully and decide what to do, including taking any relevant action (as set out in the paragraph below headed "**ACTION REQUIRED**").

When will I receive the cash for my Clinigen Shares?

If you accept the Proposal, you will receive the cash due to you for your Clinigen Shares as soon as possible once your Clinigen Shares have been acquired by Bidco and the Acquisition Value has been received from Bidco on your behalf. Payment will be made through the payroll of your employer into the bank account into which your salary is (or was) normally paid, after deduction of any tax liabilities and exercise price.

ACTION REQUIRED

If you wish to exercise your Option(s) using the Proposal, you should do this by accessing the Equiniti portal at <http://www.esp-portal.com/clients/Clinigen> and following the instructions set out there as soon as possible and in any event by 23:59pm (GMT) on Monday 31 January 2022.

If you have any questions on the information set out in this letter or the Equiniti portal please contact the Equiniti helpline on 0371 384 2891. Lines are open 08:30 – 17:30 Monday to Friday, excluding weekends and UK Bank Holidays.

Recommendation

The Clinigen Board recommends that you exercise your LTIP options and/or CSOP options to buy Clinigen Shares on the Court Sanction Date as set out in the Proposal. You should, however, consider your own personal circumstances, including your tax position, when deciding your preferred timing for exercising your LTIP options and/or CSOP options, including accepting the Proposal.

The Clinigen Board, which has been so advised by RBC Europe Limited (trading as RBC Capital Markets) ("**RBC Capital Markets**") and Numis Securities Limited ("**Numis**") as to the financial terms of the Proposal, considers the Proposal set out in this letter for Options to be exercised to the fullest extent possible and the resulting Clinigen Shares to be bought as part of the Scheme to be fair and reasonable in the context of the Acquisition. In providing their advice to the Clinigen Board, RBC Capital Markets and Numis have taken into account the commercial assessments of the Clinigen Board. RBC Capital Markets and Numis are providing independent financial advice to the Clinigen Board for the purposes of Rule 15(b) of the City Code.

What if you have questions?

If you have any questions about the Scheme and your options under the LTIPs and/or the CSOP, please contact Equiniti at myshareplan@equiniti.com.

Important notes

Nothing in this letter or its appendices constitutes financial advice to any holder of shares, share awards or share options in Clinigen.

Please note that none of Clinigen, Equiniti, Triton, Bidco or any of their employees can give you investment or tax advice. If you are in any doubt as to the contents of this document or what action

you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

If you have received this letter electronically, you may request a hard copy of this letter, free of charge, by contacting Equiniti on 0371 384 2891. You may also request that all future documents, announcements, and information to be sent to you in relation to the Acquisition should be in hard copy form.

Yours faithfully,

Yours faithfully,

Shaun Chilton

Thomas Cheung

CEO

Director

For and on behalf of

For and on behalf of

Clinigen Group plc

Triley Bidco Limited

Glossary

"Acquisition" has the definition given to it in the section of the letter above entitled "What is this letter about?".

"Acquisition Value" means the 883 pence (or such higher amount as may be agreed between Clinigen and Triton) to be paid by Bidco for each Clinigen Share under the Acquisition.

"Bidco" means Triley Bidco Limited.

"Clinigen" means Clinigen Group plc.

"Clinigen Board" means the board of directors of Clinigen as at the date of this letter.

"Clinigen Shareholders" means the registered holders of Clinigen Shares from time to time.

"Clinigen Shares" means the ordinary shares of £0.001 each in the capital of Clinigen from time to time.

"Court" means the High Court of Justice in England and Wales.

"Court Sanction" means the Court sanctioning the Scheme under section 899 of the Companies Act 2006.

"Court Sanction Date" has the meaning given to it in the section of the letter above entitled, "*How and when will the Acquisition take effect?*".

"CSOP" means the Clinigen Group Company Share Option Plan.

"CSOP option" means a right which has been granted to acquire Clinigen Shares under the CSOP.

"Dealing Code" means the Clinigen Group-Wide Dealing Policy.

"Effective Date" has the meaning given to it in the section of the letter above entitled, "*How and when will the Acquisition take effect?*".

"LTIPs" mean The Clinigen Group Long Term Incentive Plan, The Clinigen Group Long Term Incentive Plan 2015, The Clinigen Group All Staff Long Term Incentive Plan and The Clinigen Group All Staff Joint Venture Long Term Incentive Plan.

"LTIP option" means a right which has been granted to acquire Clinigen Shares under the LTIPs.

"Option" means an LTIP option or a CSOP option.

"Scheme" means the scheme of arrangement under Part 26 of the Companies Act 2006 which is the procedure by which Bidco will become the holder of the entire issued and to be issued ordinary share capital of Clinigen.

"Scheme Document" means the document setting out the terms of the Scheme dated 20 December 2021 sent to Clinigen Shareholders and which can be found at <https://www.clinigengroup.com/corporate/offer-for-clinigen-group-plc> or <https://announcements.triton-partners.com/announcements>.

"Scheme Record Time" means 6:00pm (GMT) on the business day immediately after the Court Sanction Date.

"Triton" means Triton Investment Management Limited, a company incorporated and registered in Jersey with company number 120654 whose registered office is at 5/6 Esplanade 1st Floor, St Helier, Jersey, JE2 3QA.

"Voting Record Time" means 6:30pm (GMT) on 14 January 2022 (or, if the Court Meeting is adjourned, the date which is two business days before the date set for such adjourned meeting).

APPENDIX 1

Terms & Conditions

These Terms & Conditions accompany the letter dated 5 January 2022 to holders of LTIP options and/or CSOP options (the "**LTIP and CSOP options Letter**") and the instructions on the online Equiniti portal which has been set for the purposes of the Proposal contained in that letter. It should also be read together with the Scheme Document.

The information collected when you submit your instruction will be used for data processing for which Equiniti is responsible and will be transmitted to any person(s) who requires such information for the purposes of carrying out your instructions. Such persons will include Clinigen and Bidco or any agents they may appoint and may include bank details for the purposes of making payments.

1. Any instruction submitted using the online Equiniti portal is conditional upon Clinigen Shareholders approving the Acquisition and Court Sanction.
2. Your instruction will be of no effect unless it is completed correctly online and submitted by the stated deadlines. Neither Clinigen nor any other person: (a) is under any duty to give notice of any defect or irregularity in any instruction or incur any liability for failure to give any such notification; or (b) will be responsible for any loss if your instruction is incorrectly completed or where it has not been possible to obtain clarification of your instructions.
3. Any choice submitted using the online Equiniti portal to exercise your LTIP options and/or CSOP options will become irrevocable when your instruction is made and it will not be possible to change your mind after this time (except with the agreement of Clinigen).
4. By completing and submitting an instruction you confirm that:
 - a. you have received and read the LTIP and CSOP options Letter and have read, understood and agree to these Terms & Conditions and that you are aware of the terms of the Scheme Document;
 - b. you are entitled to exercise your LTIP options and/or CSOP options and accept that they will continue in accordance with their terms until they are exercised, vest or lapse and will not be exercised or vest at all if they lapse before the date on which the exercise or vesting would otherwise be effective (as described above);
 - c. your LTIP options and/or CSOP options will be exercised on the Court Sanction Date to the maximum extent possible;
 - d. in the case of CSOP options, you agree to accept the cashless exercise proposal set out in the LTIP and CSOP options Letter;
 - e. you appoint Clinigen, or any person nominated by Clinigen, as your agent and authorise such agent to execute, complete and sign and submit any document and to do anything on your behalf as necessary or desirable to give effect to the exercise of your LTIP options and/or CSOP options in accordance with your instruction;
 - f. if you hold other LTIP options and/or CSOP options for which you have not given an instruction, you understand that if you have not validly exercised these LTIP options and/or CSOP options before they lapse in accordance with the rules of the LTIPs and/or CSOP (as applicable), you will receive no value for them; and

- g. completion of an instruction may, if Clinigen determines it appropriate, be treated as being effective as if it were duly completed and received by the deadline specified in the LTIP and CSOP options Letter, notwithstanding that it is not completed or received strictly in accordance with the terms of the online portal, the LTIP and CSOP options Letter and these terms and conditions, or by the deadline specified, and you agree that Clinigen will determine all questions as to form and validity, including the timing of receipt, of any instructions in their absolute discretion.
5. Except to the extent that your employer has an obligation to account for such liabilities following exercise, you will be responsible for payments owed to any tax authorities of any income tax, National Insurance contributions or other social security obligations and capital gains tax liabilities arising in connection with your LTIP options and/or CSOP options. You agree to indemnify Clinigen and Bidco in respect of any income tax and employee social security contributions, for which Clinigen or your employing company is liable to account in respect of, or, as a result of the exercise of your LTIP options and/or CSOP options, and the acquisition of the resulting Clinigen Shares and their sale under the Scheme or otherwise.
6. Terms defined in the online portal (or accompanying letter or Appendices) or the Scheme Document have the same meaning when used in these Terms & Conditions.
7. The Clinigen Shares in respect of which you exercise your LTIP options and/or CSOP options may be issued directly to you in certificated form. Alternatively, while the beneficial interest in Clinigen Shares will at all times be held by you, they may be issued to or retained by Equiniti or any other person designated by Clinigen as your nominee to be held on your behalf until they are transferred to Bidco in accordance with the Scheme or Clinigen's articles of association for the Acquisition Value for each of your Clinigen Shares. If the Clinigen Shares are issued to Equiniti or that other designated person, either may do such acts or things which it considers necessary or desirable to ensure that your Clinigen Shares in respect of which you exercise your LTIP options and/or CSOP options are transferred to Bidco in accordance with the Scheme or Clinigen's articles of association for the Acquisition Value for each of your Clinigen Shares. You authorise Bidco to pay the cash consideration due to you under the Acquisition to Clinigen and/or your employing company and/or Equiniti or any other person designated by Clinigen as your nominee for onward payment and you authorise any necessary deductions required for taxation and/or social security contributions.
8. Any choice submitted using the online Equiniti portal shall also be effective to accept any other proposal to acquire the issued and to be issued share capital of Clinigen at a higher price per Clinigen Share, as determined by the Clinigen Board.

These Terms & Conditions and any non-contractual obligation arising out of or in connection with these Terms & Conditions are subject to English law and the jurisdiction of the courts of England and Wales.

If there is any discrepancy between the LTIP and CSOP options Letter, these Terms & Conditions, and the rules of the LTIPs and/or CSOP (as applicable) or applicable legislation, the rules of the LTIPs and/or CSOP (as applicable) or applicable legislation (as appropriate) apply.

APPENDIX 2

Taxation – LTIPs

The following is a summary of the likely tax implications of the exercise of your LTIP option(s) and acceptance of the Proposal. The precise taxation consequences for you will depend on your particular circumstances. The information in this Appendix is intended as a general guide only and is not a full description of all the circumstances in which a tax liability may occur and nor does it constitute advice to you. If you are in any doubt as to the tax implications for your situation and, in particular, if you are subject to tax in more than one jurisdiction, you are advised to seek independent professional advice before taking any action in connection with this letter.

United Kingdom

Income tax and NICs

Income tax and employee's National Insurance contributions ("**NICs**") is payable on the market value of the Clinigen Shares acquired on exercise of your LTIP option(s).

Any income tax will be payable through Pay-As-You-Earn and NICs will also be deducted and payable by Clinigen on your behalf.

The relevant amounts payable in respect of income tax and employee's NICs will be deducted from the proceeds of sale of the Clinigen Shares resulting from the exercise of your LTIP option(s).

Capital gains tax

When your Clinigen Shares are acquired by Bidco under the Scheme you will be treated as having disposed of them for capital gains tax (CGT) purposes.

CGT is payable on any gain over the value of the shares at the date of exercise. On the basis that you will sell your Clinigen Shares immediately after exercise of your LTIP option(s), there should be no CGT payable by you.

Overseas tax advice

The Company believes that you will be subject to income taxation on the value of the Clinigen Shares you receive under the Proposal (that value being 883 pence multiplied by the number of Clinigen Shares you receive). Depending on your relevant tax jurisdiction, social security and other taxes may also arise on receipt of your Clinigen Shares.

If your tax or other liability is required to be paid on your behalf by your employing company, relevant taxation and other liabilities will be deducted from the proceeds of sale of your Clinigen Shares and only the balance will be paid to you. If you are required to account for tax yourself to your relevant tax authority, you will be paid the proceeds of sale of your Clinigen Shares to Bidco without any deduction. It is up to you to complete relevant paperwork and pay relevant taxation in due time. You should make sure you retain sufficient cash proceeds to do so. Clinigen or your employing company may also be making separate reports to local tax authorities.

APPENDIX 3

United Kingdom Taxation – CSOP

The following is a summary of the likely UK tax implications of the exercise of your CSOP option(s) and acceptance of the Proposal. The precise taxation consequences for you will depend on your particular circumstances. The information in this Appendix is intended as a general guide only and is not a full description of all the circumstances in which a tax liability may occur and nor does it constitute advice to you. If you are in any doubt as to the tax implications for your situation and, in particular, if you are subject to tax in any jurisdiction other than the UK, you are advised to seek independent professional advice before taking any action in connection with this letter. The following assumes that you are tax resident in the UK and have been so resident from the date of grant of your CSOP option(s) up to the date of exercise.

The following is based on current legislation and published HM Revenue & Customs guidance.

Option exercise

As your CSOP option is being exercised three years or more after it was granted there will be no income tax charge or liability for national insurance contributions ("**NICs**") on the exercise of the CSOP option.

Disposal of Clinigen Shares

If you dispose of your Clinigen Shares solely for cash under the Scheme, capital gains tax will be chargeable on the amount by which the disposal proceeds (883 pence per share under the Scheme) exceed the total exercise price paid under the CSOP option.

Notes

The distribution of this document and/or the accompanying documents (in whole or in part) in or into jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

In providing their advice to the Clinigen Board, RBC Capital Markets and Numis have taken into account the commercial assessments of the Clinigen Board.

Each of RBC Capital Markets and Numis has given and not withdrawn its written consent to the issue of this document with the inclusion of the references to its name in the form and context in which they appear.

RBC Capital Markets, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting for Clinigen and no one else in connection with the Acquisition and will not be responsible to anyone other than Clinigen for providing the protections afforded to clients of RBC Capital Markets, or for providing advice in connection with matters referred to in this document.

Numis, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Clinigen and no one else in connection with the matters set out in this document and will not be responsible to anyone other than Clinigen for providing the protections afforded to clients of Numis or its affiliates, nor for providing advice in relation to any matter referred to herein.

Neither this letter nor any of the accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, or otherwise dispose of, any securities or the solicitation of any vote or approval pursuant to the Acquisition or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.

The directors of Clinigen (whose names are set out in the Scheme Document) accept responsibility for the information contained in this document (including any expressions of opinion). To the best of the knowledge and belief of the directors of Clinigen (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts.

The directors of Bidco and the Triton Responsible Persons (whose names are set out in the Scheme Document) accept responsibility for the information contained in this document (including any expressions of opinion) relating to Bidco. To the best of the knowledge and belief of the directors of Bidco and the Triton Responsible Persons (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.