

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

It should be read together with the scheme circular to TClarke Shareholders dated 2 May 2024 (the "Scheme Document") which contains further details of the Acquisition and the Scheme referred to in this letter.

The contents of this letter are not to be construed as legal, business, financial or tax advice. If you are in any doubt as to the action you should take, you are recommended to seek your own 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 from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

The Scheme Document can be viewed, together with a copy of this letter, on the investor relations section of TClarke's website at [www.tclarke.co.uk/investors](http://www.tclarke.co.uk/investors).

Unless otherwise defined in this letter, all words and expressions defined in the Scheme Document have the same meanings in this letter.

If you have any questions on this letter, other than those relating to financial or tax advice, you should consult the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk).

TClarke plc  
30 St. Mary Axe  
London  
EC3A 8BF

Regent Acquisitions Limited  
Regent House  
Kendal Avenue  
London  
W3 0XA

**To: Holders of awards granted under the TClarke plc 2021 Long-Term Incentive Plan**

2 May 2024

Dear Award Holder

**Recommended cash acquisition of TClarke plc by Regent Acquisitions Limited – Impact on your awards over shares in TClarke plc granted under the TClarke plc 2021 Long-Term Incentive Plan**

On 16 April 2024, the TClarke Board and Regent Directors announced they had agreed the terms of a recommended cash offer by Regent to acquire the entire issued and to be issued share capital of TClarke (other than the Excluded Shares) (the "**Acquisition**").

The purpose of this letter is to explain the effect of the Acquisition on the outstanding, unvested options over TClarke Shares which have been granted to you by TClarke (your "**Awards**") under the TClarke plc 2021 Long-Term Incentive Plan (the "**LTIP**") and the proposal being made to you in relation to your Awards (the "**Proposal**").

This letter does not apply to any options or awards over TClarke Shares which have been granted to you under any other share incentive plans or arrangements adopted or implemented by TClarke, or any TClarke Shares you already own (including any TClarke Shares recently acquired by you in connection with the vesting of conditional awards which were granted to you pursuant to the TClarke plc Equity Incentive Plan) – you will receive a separate letter in relation to such other options or awards or other TClarke Shares, if applicable to you.

### 1. **What are the terms of the Acquisition?**

Under the terms of the Acquisition, which is subject to the conditions and further terms set out in the Scheme Document, each TClarke Shareholder (other than any member of the Wider Regent Group) will be entitled to receive:

#### **160 pence in cash for each TClarke Share (the "Cash Consideration")**

In addition, TClarke Shareholders on TClarke's register of members at the relevant record date will be entitled to receive and retain a final dividend of 4.525p for each TClarke Share for TClarke's financial year ended 31 December 2023 (the "**Final Dividend**"), regardless of whether the Acquisition becomes Effective (and without any reduction to the Cash Consideration if the Acquisition does become Effective). Subject to approval at the TClarke AGM, the Final Dividend is due to be paid on 7 June 2024. TClarke Shares acquired in respect of Awards will not be entitled to the Final Dividend as such shares will be acquired after the relevant record date of 17 May 2024.

### 2. **How will the Acquisition take effect?**

It is intended that the Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement between TClarke and the TClarke Shareholders under Part 26 of the Companies Act (the "**Scheme**").

The purpose of the Scheme is to provide for Regent to become owner of the whole of the issued and to be issued share capital of TClarke (other than the Excluded Shares) (the "**Scheme Shares**"). This is to be achieved by the transfer of the Scheme Shares held by Scheme Shareholders to Regent. In consideration for which the Scheme Shareholders will receive the Cash Consideration.

In order to become effective, the Scheme must be approved by the TClarke Shareholders at the Court Meeting and certain other Conditions applicable to the Acquisition (as outlined in the Scheme Document) must be satisfied (or, where applicable, waived). Once the Conditions are satisfied (or, where applicable, waived), the Scheme will need to be sanctioned by the Court. If the Scheme is sanctioned by the Court, it will be binding on all Scheme Shareholders and the Scheme Shares will be transferred to Regent, in consideration for which TClarke Shareholders will receive the Cash Consideration.

Further details of the Scheme, including the Conditions that must be satisfied in order for the Scheme to become effective and the Acquisition to take place, are set out in Part 3 of the Scheme Document.

### 3. **When will the Acquisition take place?**

The timing of the Acquisition will depend on a number of factors, including approval of the Scheme by the TClarke Shareholders and the satisfaction of the Conditions and the Court Sanction. An expected timeline of key events relating to the Acquisition is set out on page 10 of the Scheme Document.

It is currently expected that the Court Sanction will take place on 21 June 2024, with the Effective Date expected to be 25 June 2024. **These dates are indicative only** and will depend, among other things, on the date upon which: (i) the Conditions are satisfied or (if capable of waiver) waived; (ii) the Court sanctions the Scheme; and (iii) the Court Order is delivered to the Registrar of Companies. If any of the expected times and/or dates above change, the revised times and/or dates will be notified to TClarke Shareholders by announcement through a Regulatory Information

Service with such announcement being made available on TClarke's website at [www.tclarke.co.uk/investors](http://www.tclarke.co.uk/investors).

If the Scheme becomes Effective, any TClarke Shares in issue at a time known as the "**Scheme Record Time**" will automatically be sold to Regent under the terms of the Scheme and in return the Scheme Shareholders will receive the Cash Consideration for the Scheme Shares. The Scheme Record Time is currently expected to be 6.00pm (UK time) on the business day before the Effective Date. The holders of any TClarke Shares which are in issue on 17 May 2024 will also be entitled to receive the Final Dividend.

#### 4. **What is the effect of the Acquisition on my outstanding Awards?**

Under the rules of the LTIP, your Awards will become exercisable by you in connection with the Acquisition. You will be entitled to exercise your Awards over the number of TClarke Shares which are determined to 'vest' in connection with the Acquisition.

Ordinarily, the number of TClarke Shares that vest under your Awards would be determined by reference to the extent to which any performance conditions applicable to your Awards have been met over the full three-year performance period. However, because your Awards will become exercisable before the end of such three-year performance period as a result of the Acquisition, the extent to which your Awards will vest in connection with the Acquisition is required to be determined by the Remuneration Committee of the board of directors of TClarke (the "**Remuneration Committee**") on a discretionary basis.

##### *2022 LTIP Awards and 2023 LTIP Awards*

The Remuneration Committee has determined that the Awards granted to you on 16 March 2022 and 27 March 2023 will vest in full in connection with the Acquisition and will not be subject to a time pro-rata reduction. You will therefore be entitled to exercise those Awards in full and acquire the full number of TClarke Shares over which such Awards were originally granted.

##### *2024 LTIP Awards*

The Remuneration Committee has further determined that the Award granted to you on 27 March 2024 will not vest to any extent in connection with the Acquisition and will lapse with immediate effect on the Effective Date. You will not have an opportunity to acquire TClarke Shares in connection with this Award.

Details of the number of TClarke Shares under your Awards can be requested from the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk).

#### 5. **What is the Proposal under this letter / the Instruction Form?**

The Proposal is that you agree to exercise your Awards (to the extent that they have not already been exercised by you) to the fullest extent possible on the date of the Court Order sanctioning the Scheme and then participate in the Acquisition in respect of the TClarke Shares you acquire in connection with your Awards. If you participate in the Acquisition, you will sell the TClarke Shares that you acquire in connection with your Awards on the same basis as other TClarke Shareholders and you will be entitled to receive an amount which is equal to the Cash Consideration for each such TClarke Share (your "**Sale Proceeds**"). Note that, as the TClarke Shares you acquire following exercise of your Awards will not be issued on or before 17 May 2024, you will not be entitled to receive the Final Dividend in respect of those shares.

You are not required to pay any money to exercise your Awards as your Awards were granted as nil-cost options which have no exercise price.

If you wish to accept the Proposal and exercise your Awards to the fullest extent possible and participate in the Acquisition in respect of any TClarke Shares acquired in connection with your Awards, **you should complete, sign and submit the enclosed Instruction Form. You must return your Instruction Form to the Company Secretary at offer@tclarke.co.uk by no later than 5pm (UK time) on 24 May 2024.** If you do so, the vesting and exercise of your Awards will take effect immediately on the Scheme being sanctioned by the Court.

The Proposal is conditional only on approval of the Acquisition by TClarke Shareholders, the Conditions being satisfied or (if capable of waiver) waived and the Court sanction of the Scheme and not on any particular level of acceptances or any approval from participants in any of the TClarke employee share plans.

6. **What are the tax liabilities associated with my Awards and sale of my TClarke Shares and how can I pay them?**

***The below is a summary of the expected UK tax position in relation to the exercise of your Awards and sale of the TClarke Shares that you acquire on such exercise, based on UK law as at 2 May 2024. It is provided for information purposes only and is not a definitive statement of your tax position – it does not take into account your personal circumstances. If you are in any doubt about your tax position, you should contact an appropriately qualified financial adviser.***

*Income tax and National Insurance contributions*

Income tax and employee National Insurance contributions ("**NICs**") will be payable in connection with the exercise of your Awards. Your income tax and NICs liability is payable on the value of the TClarke Shares you acquire on the date of exercise and at the marginal rate which is applicable to you (your "**Tax Liability**"). Your Tax Liability must be collected by your employer company and paid to HMRC on your behalf via PAYE.

If you agree to the Proposal by completing and returning the enclosed Form of Instruction you will authorise TClarke to satisfy your Tax Liability by a partial settlement of the exercise of your Awards in cash, in an amount which is equal to the value of your Tax Liability. TClarke will then remit this amount to HMRC on your behalf. The remainder of your Awards will be settled with TClarke Shares, which you will then sell to Regent as part of the Acquisition. This process is referred to as "**net settlement**".

If you wish to take any other course of action than accepting the Proposal, TClarke will not apply net settlement to the exercise of your Awards and, instead, you will be required to pay an amount equal to your Tax Liability to the Company in advance, and as a condition, of the exercise of your Awards.

*Capital gains tax*

Broadly, for TClarke Shares resulting from the exercise of Awards, no capital gains tax ("**CGT**") liability should arise on the disposal as part of the Scheme as the gains on these TClarke Shares should have been fully subject to income tax when you received them.

It is your responsibility to determine whether you have a CGT liability in connection with the disposal of your TClarke Shares and account for any CGT due to HM Revenue & Customs through self-assessment. If you believe you will have any CGT to pay on the disposal of your TClarke Shares or if you are in any doubt about your tax position, you should contact an appropriately qualified financial adviser.

7. **When will I receive payment of my Sale Proceeds under the Proposal?**

You will receive the Sale Proceeds for your TClarke Shares due to you via payroll as soon as reasonably practicable following the Effective Date and in the normal manner in which payments are made to you by TClarke or any member of the TClarke Group.

If you will require your Sale Proceeds to be paid into a different bank account to that held on file for you by TClarke (or the relevant member of the TClarke Group), you must contact the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk) urgently in order to update your bank details. If you do not update your bank details and a payment fails to clear on this basis, TClarke will not be held responsible for this.

8. **What happens if I do nothing?**

**If you do nothing your Awards will not be exercised and will lapse six months after the date of the Court Order sanctioning the Scheme and you will no longer have any right or entitlement to receive TClarke Shares or any compensation in connection with your Awards.**

9. **What happens if I leave TClarke before the date of the Court Order sanctioning the Scheme?**

For your Awards to vest and be capable of exercise, you must be an employee of the TClarke Group at the date the Court Order sanctioning the Scheme is obtained. If you leave before the date of the Court Order sanctioning the Scheme, your Awards will lapse (unless you leave in certain specified 'Good Leaver' circumstances specified in the rules of the LTIP).

10. **What happens if the Acquisition does not go ahead?**

The Acquisition is conditional on various Conditions being satisfied (or, where applicable, waived) including: (i) approval of the Scheme by the TClarke Shareholders at a meeting to be held on 29 May; (ii) obtaining certain regulatory approvals; and (iii) the sanction of the Court. Whilst it is expected that TClarke Shareholders will approve the Acquisition and the Court will sanction the Scheme, this cannot be guaranteed.

If the Court does not sanction the Scheme at the Court Hearing, or any of the Conditions are not met (or, where applicable, waived), any exercise instructions you have given will be void and your Awards will be unaffected. The Remuneration Committee's determination of the extent to which your Awards have vested in connection with the Acquisition will also not apply, and the vesting of such Awards will be determined by reference to the applicable performance conditions and the rules of the LTIP in the normal manner.

11. **Where can I get further information?**

If you have any queries in relation to this letter, you should contact the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk) without delay.

**However, please note that neither TClarke and its officers and employees nor Regent and its officers and employees may provide you with any legal, tax or financial advice. If you are in any doubt as to the action you should take you should seek your own financial advice from an independent professional adviser as soon as possible.**

12. **RECOMMENDATION FROM THE TCLARKE DIRECTORS**

The TClarke Directors, who have been so advised by Cavendish as to the financial terms of the Proposal, consider the terms of the Proposal to be fair and reasonable. Cavendish is providing independent financial advice to the TClarke Directors for the purposes of Rule 3 of the Code. In providing its financial advice to the TClarke Directors, Cavendish has taken into account the commercial assessments of the TClarke Directors.

**The TClarke Directors recommend that you accept the Proposal. You should consider your own personal circumstances, including your tax position, when deciding whether to accept the Proposal.**

**Yours faithfully**

**Iain McCusker**

*On behalf of the TClarke Directors*

**TClarke plc**

**Deep Valecha**

*On behalf of the Regent Directors*

**Regent Acquisitions Limited**

## **NOTES**

1. The TClarke Directors, whose names are set out in paragraph 2.1 of Part 7 of the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) other than the information (and any expressions of opinion) for which responsibility is taken by others pursuant to paragraph 2 below. To the best of the knowledge and belief of such TClarke Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
2. The Regent Directors, whose names are set out in paragraph 2.3 of Part 7 of the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to Regent, the Wider Regent Group, the Regent Directors and their respective immediate families and the related trusts of and persons connected with the Regent Directors and the persons deemed to be acting in concert (as such term is defined in the Code) with Regent. To the best of the knowledge and belief of the Regent Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.
3. This letter is governed by and should be construed in accordance with English law.
4. Your Awards are governed by the rules of the LTIP and the applicable legislation. If there is any inconsistency between those rules and the applicable legislation and this letter, the rules and such legislation will prevail.
5. Accidental omission to despatch this letter, or any failure to receive the same by, any person to whom the Proposal is made or should be made, will not invalidate the Proposal in any way. Receipt of documents will not be acknowledged and documents will be despatched at your own risk by post.
6. Cavendish Capital Markets Limited ("**Cavendish**"), which is authorised and regulated by the FCA in the United Kingdom, is acting solely for TClarke as financial adviser and Rule 3 Adviser in relation to the matters referred to in this letter and for no one else. Cavendish will not be responsible to anyone other than TClarke for providing the protections afforded to its clients or for providing advice in relation to the contents of this letter or any arrangement referred to herein. Cavendish has given, and not withdrawn, its consent to the inclusion in this letter of the references to its name and the advice it has given to TClarke in the form and context in which they appear.
7. A copy of this letter will be available to view on the investor relations section of TClarke's website at [www.tclarke.co.uk/investors](http://www.tclarke.co.uk/investors) (subject to any applicable restrictions relating to persons resident in Restricted Jurisdictions).
8. The release, publication or distribution of this letter and any accompanying documents (in whole or in part) in or into jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Scheme disclaim any responsibility or liability for the violation of such restrictions by any person.

9. 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 Scheme or otherwise, in any jurisdiction in which such offer, invitation or solicitation is unlawful.



**THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the contents of this document or the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, 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 from another appropriately authorised independent financial adviser if you are taking advice in a territory outside the United Kingdom.

This instruction form ("**Instruction Form**") should be read in conjunction with the accompanying letter from TClarke and Regent dated 2 May 2024 ("**Letter**") and the Scheme Document dated 2 May 2024. Words and expressions defined in the Letter and the Scheme Document shall have the same meaning in this Instruction Form unless the context otherwise requires.

**INSTRUCTION FORM – LTIP AWARDS**

If you wish to accept the Proposal, please:

- insert your full name and address in the box below and sign the execution block at the end of this Instruction Form in the presence of a witness in accordance with the instructions below; and
- return it to the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk) so that it is received by no later than 5pm (UK time) on 24 May 2024.

**IF YOU DO NOTHING, your Awards will lapse in accordance with the rules of the LTIP.**

If you wish to take any other action in relation to your Awards or have any questions that relate to your Awards or this Instruction Form, please contact the Company Secretary at [offer@tclarke.co.uk](mailto:offer@tclarke.co.uk) as soon as possible and in any event, no later than 5pm (UK time) on 24 May 2024.

To: The Directors, TClarke plc (incorporated in England and Wales with registered number 00119351), 30 St. Mary Axe, London, England, EC3A 8BF.

The Director, Regent Acquisitions Limited (incorporated in England and Wales with registered number 11294258) Regent House, Kendal Avenue, London, United Kingdom, W3 0XA

From: ***Please insert your full name and address in the boxes below.***

Name	
Address	

- .....
1. By completing, executing and returning this Instruction Form, I hereby:
    - 1.1 confirm that I have received and read the Scheme Document, the Letter and this Instruction Form and have understood them;
    - 1.2 confirm that I am the holder of outstanding Awards and that I am entitled to exercise my Awards which are in the form of nil-cost options in connection with the Acquisition pursuant to the rules of the LTIP;
    - 1.3 to the fullest extent possible, exercise my Awards which are in the form of nil-cost options on the date of the Court Order sanctioning the Scheme;
    - 1.4 irrevocably and unconditionally accept the Proposal and agree to sell the TClarke Shares acquired in connection with my Awards to Regent under the terms of the Acquisition;
    - 1.5 irrevocably appoint any of the TClarke Directors (or their nominee) from time to time to be my true and lawful attorney ("**Attorney**") with full power and authority in my name and on my behalf to approve, sign, execute (as a deed or otherwise) and deliver any document and do any act or thing which the Attorney, in their absolute and unfettered discretion, considers necessary or desirable in order to give effect to my instructions on this Instruction Form or otherwise in connection with the Acquisition. The Attorney has the full power to appoint in writing a substitute to act as my Attorney for these purposes. All powers of attorney and authorities conferred by this Instruction Form are given by way of security for the performance of my obligations and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971. I confirm and accept that the execution of this Instruction Form constitutes my undertaking to ratify and confirm any action properly taken on my behalf by my attorney appointed under this Instruction Form;
    - 1.6 if applicable to me, request clearance under the TClarke Share Dealing Code to undertake the dealings constituted by my instructions in this Instruction Form and I understand that my Instruction Form will be of no effect to the extent that clearance is not given. TClarke may treat me as having given it notice of those dealings from the date on which they take effect;
    - 1.7 acknowledge and agree that the Tax Liability arising on the exercise of my Awards will be satisfied by the partial settlement of the exercise of my Awards in cash in an amount which is equal to my Tax Liability and that such cash amount will be paid to HMRC by TClarke on my behalf;
    - 1.8 indemnify TClarke, each member of the TClarke Group and Regent against any Tax Liability arising in connection with the exercise of my Awards;
    - 1.9 acknowledge and undertake to TClarke (or to any member of the TClarke Group as TClarke may direct) to pay any balance of any Tax Liability not discharged pursuant to paragraph 1.7;
    - 1.10 confirm that the decisions which I have made on the Instruction Form are irrevocable and cannot be withdrawn or altered except with the agreement of TClarke and Regent and that I have signed the Instruction Form as a deed;

- 1.11 agree that if I submit multiple Instruction Forms, only the initial Instruction Form that is received will have effect. Any subsequent Instruction Forms that are received will be disregarded and of no effect;
  - 1.12 agree that this Instruction Form will be of no effect unless it is (i) duly completed and (ii) received on or before 5pm (UK time) on 24 May 2024. However, I understand that TClarke and Regent reserve the right, at their discretion, to accept an Instruction Form which is incorrectly completed and/or received after this time;
  - 1.13 accept that documents or payments sent by, to or from me in connection with my Awards will be sent at my own risk to the address shown on the Instruction Form;
  - 1.14 acknowledge that neither TClarke nor Regent will be responsible for any consequential loss in the event that this Instruction Form is incorrectly completed or where it has not been possible to obtain clarification of my instructions or where this Instruction Form is delayed or fails to arrive;
  - 1.15 acknowledge that if the TClarke Shareholders do not approve the Scheme, or if the Scheme does not for any reason complete, this Instruction Form will have no effect and I acknowledge that my Awards will continue in accordance with the rules of the LTIP;
  - 1.16 subject to the above, confirm that I have no further entitlement to the Awards or to receive TClarke Shares in connection with them and I hereby waive all rights and / or claims I have (current, present or future) in respect of the Awards (other than the rights pursuant to this Form of Instruction);
  - 1.17 acknowledge that the Scheme is subject to, among other things, the Conditions to the Scheme set out in Part 3 of the Scheme Document which form part of the terms set out in this Instruction Form;
  - 1.18 undertake that (other than pursuant to the Acquisition) I will not sell, transfer, charge, mortgage or grant any third-party interest over the TClarke Shares acquired on exercise of the Awards; and
  - 1.19 understand and acknowledge that if my Awards (or any part thereof) have lapsed, completion of this Instruction Form will be of no effect in respect of such lapsed Awards (or lapsed part thereof).
2. This Instruction Form shall be governed by and construed under English law and I agree to submit to the exclusive jurisdiction of the courts of England and Wales as regards any claim or matter arising hereunder (including non-contractual claims or disputes).

**EXECUTED AND DELIVERED AS A DEED** by

)  
) .....

\_\_\_\_\_

(please print your name)  
in the presence of:

Witness signature

\_\_\_\_\_

Witness name

\_\_\_\_\_

Witness address

\_\_\_\_\_

\_\_\_\_\_

Witness occupation

Date: \_\_\_\_\_ 2024

\_\_\_\_\_

PLEASE NOTE THAT YOUR SIGNATURE MUST BE WITNESSED BY SOMEONE OVER THE AGE OF 18, WHO IS NOT YOUR SPOUSE/CIVIL PARTNER OR OTHERWISE RELATED TO YOU AND WHO IS PHYSICALLY PRESENT WHEN YOU SIGN THIS INSTRUCTION FORM.

**General Notes**

Signing and returning this Instruction Form is your confirmation that you want to accept the Proposal and agree to the terms of the Letter and this Instruction Form. It is important that you read these documents carefully.

**IF YOU WISH TO ACCEPT THE PROPOSAL, YOU MUST NOW SEND THIS INSTRUCTION FORM DULY COMPLETED TO THE COMPANY SECRETARY AT OFFER@TCLARKE.CO.UK AS SOON AS POSSIBLE AND IN ANY EVENT SO AS TO BE RECEIVED NO LATER THAN 5PM (UK TIME) ON 24 MAY 2024.**