

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It should be read in conjunction with the accompanying offer document containing the Offer for your Watchstone Shares dated 16 July 2021 (the "Offer Document"). When considering 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 professional financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your Watchstone Shares, please forward this document, the enclosed reply paid envelope and accompanying Offer Document at once 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 transferee. Such documents should not, however, be mailed or otherwise forwarded, transmitted, distributed or sent in or into or from any Restricted Jurisdiction as doing so may render invalid any purported acceptance of the Offer.

This Offer is not being made, directly or indirectly, in or into or from, or by the use of mails or any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities from within any Restricted Jurisdiction. Accordingly, copies of this document and the Offer Document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, transmitted, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving this document (including custodians, nominees and trustees) must not mail or otherwise forward, transmit, distribute or send it in or into or from any Restricted Jurisdiction as doing so may render invalid any purported acceptance of the Offer.

A Form of Acceptance which is received in an envelope postmarked in any Restricted Jurisdiction or otherwise appearing to Polygon or its agents to have been sent from any Restricted Jurisdiction may not constitute a valid acceptance of the Offer.

finnCap, which is regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Polygon as financial adviser (within the meaning of the Rules of the Financial Services Authority) and no-one else in connection with the Offer and will not be responsible to anyone other than Polygon for providing the protections afforded to clients of finnCap or for giving advice in relation to the Offer or any other matter described in this document or in the Offer Document.

This document (the "Form of Acceptance") should be read in conjunction with the Offer Document. All words and expressions defined in the Offer Document have the same meaning in this Form of Acceptance, unless the context otherwise requires. The terms and conditions of the Offer as contained or referred to in the Offer Document are deemed to be incorporated herein.

FORM OF ACCEPTANCE OF AUTHORITY
in respect of the
Mandatory cash offer
at 34 pence per share
by
POLYGON GLOBAL PARTNERS LLP
for the shares in
WATCHSTONE GROUP PLC
not already owned by Polygon or the Polygon Funds

ACTION TO BE TAKEN TO ACCEPT THE OFFER

Please read Parts A, B, C and D of Appendix 1 to the Offer Document, the terms of which are deemed to be incorporated in and form part of this Form of Acceptance.

- To accept the Offer, please read pages 2 and 4 of this Form of Acceptance, where detailed instructions on how to complete it are set out, and complete and sign where indicated on page 3.
- Send the completed and signed Form of Acceptance (together with your share certificate(s) and/or other document(s) of title) to Computershare Investor Services PLC at Corporate Actions Projects, Bristol, BS99 6AH, as soon as possible, and in any event so as to be received not later than 1:00 p.m. (London time) on 6 August 2021.
- The full terms and conditions of the Offer are set out in the Offer Document.
- If you hold Watchstone Shares both certificated and uncertificated form, you should complete a Form of Acceptance for those held in certificated form only. You should take the action set out in paragraph 10(d) of Part I (Letter from the Designated Members of Polygon) of the Offer Document for Watchstone Shares held in uncertificated form.
- If your Watchstone Shares are in certificated form and your share certificate(s) and/or other document(s) of title are with your bank, stockbroker or other agent, you should complete and sign this Form of Acceptance and arrange for it to be lodged by such agent with the relevant document(s), unless your share certificate(s) and/or other document(s) of title is/are lost, in which case please refer to Note 5 of page 4 of this Form of Acceptance.
- If your share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, this Form of Acceptance should nevertheless be completed, signed and returned as stated above and the certificate(s) and/or other document(s) of title forwarded as soon as possible thereafter. Do not detach any part of this Form of Acceptance. If you hold Watchstone Shares jointly with others, you must arrange for all your co-holders to sign this Form of Acceptance.
- **If you have any queries as to how to complete this Form of Acceptance, please contact Computershare by telephoning 0370 707 4040 if calling from within the UK or +44 370 707 4040 if calling from overseas.**

HOW TO COMPLETE THIS FORM OF ACCEPTANCE AND AUTHORITY

The provisions of Parts A, B and C of Appendix 1 of the Offer Document are deemed to be incorporated into and form part of this Form of Acceptance.

1 THE OFFER

To accept the Offer, insert in Box 1 the total number of Watchstone Shares in respect of which you wish to accept the Offer. You must also sign Box 2 which will constitute the acceptance of the Offer, and complete Box 3 and, if appropriate, Box

4 and/or Box 5. If you do not insert a number in Box 1 and you have signed Box 2, a valid acceptance will be deemed to be made by you in respect of all the Watchstone Shares held by you and, subject to the rights of withdrawal set out in

paragraph 3 of Part B Appendix 1 to the Offer Document, such acceptance shall be irrevocable.

COMPLETE HERE ➡

2 SIGNATURE(S)

YOU MUST SIGN BOX 2, REGARDLESS OF WHICH OTHER BOXES YOU COMPLETE.

In the case of joint holders, ALL must sign.

By signing Box 2 you irrevocably undertake, represent, warrant and agree as provided in Appendix 1 to the Offer Document, including as provided in Part C of the Offer Document relating to certain matters concerning any Restricted Jurisdiction.

EACH SIGNATURE BY AN INDIVIDUAL MUST BE SIGNED IN THE PRESENCE OF A WITNESS who must not be a joint registered holder and must be over the age of eighteen and not your spouse or a member of your immediate family. The witness should state his or her name and address and sign

where indicated. The same witness may witness each signature of joint holders. If the acceptance is not made by the registered holder(s), the acceptor should insert his name(s) and capacity (e.g. executor) in which he is making the acceptance (refer to the notes on page 4 of this Form of Acceptance).

A company may affix its common seal which should be affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 36A or 36B of the Companies Act applies may execute this Form of Acceptance as a deed by two directors or one director and the company secretary signing in the execution part of Box 2 or,

in the case of a company incorporated outside the UK, it may execute this Form of Acceptance by any person duly authorised who may sign in accordance with the laws of the territory in which the relevant company is incorporated and, in all cases, inserting the name of the company above their signatures.

SIGN HERE ➡

3 FULL NAME(S) AND ADDRESS(ES)

Complete Box 3 with the full name and address of the sole or first-named holder together with the full name(s) and address(es) of any joint holders in BLOCK CAPITALS. Your attention is also drawn to Boxes 4 and 5.

COMPLETE HERE ➡

4 OVERSEAS PERSONS

Unless you put "NO" in Box 4, then, by signing and returning this Form of Acceptance, you will be deemed to have given the representations and warranties set out in paragraph (c) in Part C of

Appendix 1 to the Offer Document. If you put "NO" in Box 4, then, unless Polygon exercises its right to treat your acceptance as valid, you will be deemed not to have validly accepted the Offer. Your

attention is also drawn to Box 5.

COMPLETE HERE ➡

5 ALTERNATIVE ADDRESS

If you want the consideration to which you are entitled under the Offer or returned documents to be sent to someone (who must be outside any Restricted Jurisdiction) other than the sole or

first-named registered holder at the address set out in Box 3 (e.g. your bank manager or stockbroker), you should complete Box 5. Box 5 must be completed with an address outside any

Restricted Jurisdiction by holders with registered addresses in any Restricted Jurisdiction and by holders who have completed Box 3 with an address in any Restricted Jurisdiction.

COMPLETE HERE ➡

PLEASE COMPLETE AS EXPLAINED ON PAGES 2 AND 4

1 TO ACCEPT THE OFFER
 Complete Boxes 1 and 3 and sign Box 2 in the presence of a witness.
 If appropriate, please also complete Boxes 4 and/or 5.

BOX 1

Total number of Watchstone Shares for which you wish to accept the Offer

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2 SIGN HERE TO ACCEPT THE OFFER
Execution by an individual or individuals

BOX 2

<p>Executed as a deed by:</p> <p>1. Signature</p> <p>2. Signature</p> <p>3. Signature</p> <p>4. Signature</p>	<p>Witnessed by: See paragraph 2 on page 2 for details as to who may act as witness:</p> <p>1. Signature..... Name..... Date.....</p> <p>2. Signature..... Name..... Date.....</p> <p>3. Signature..... Name..... Date.....</p> <p>4. Signature..... Name..... Date.....</p>
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Note: The signature of each registered holder should be witnessed by a person over 18 years of age

Execution by a company
 * The common seal of the company named below was affixed/Executed as a deed on behalf of the company named below:

Name of company in the presence of	Name of Director	AFFIX SEAL HERE
.....	Signature
.....	Name of Director/Company Secretary*	Signature appropriate

3 FULL NAME(S) (as shown on your share certificate(s) AND ADDRESS(ES))
 (to be completed in BLOCK CAPITALS)

BOX 3

First-named registered holder	Joint registered holders		
1. Forename(s) (Mr/Mrs/Miss or title) Surname	2. Forename(s) (Mr/Mrs/Miss or title) Surname	3. Forename(s) Mr/Mrs/Miss or title) Surname	4. Forename(s) (Mr/Mrs/Miss or title) Surname
Address	Address	Address	Address
Postcode	Postcode	Postcode	Postcode
Tel no.	Tel no.	Tel no.	Tel no.

In case of a query, please state daytime telephone number (outside any Restricted Jurisdiction)

4 OVERSEAS SHAREHOLDERS
 Put "NO" in this Box only if you are unable to give the representations and warranties set out in Part C of Appendix 1 to the Offer Document.

BOX 4

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5 ALTERNATIVE ADDRESS (to be completed in BLOCK CAPITALS)
 Address (outside any Restricted Jurisdiction) to which consideration to which you are entitled or returned documents should be sent, if not as set out in Box 3.

BOX 5

Name

Full Address

.....

..... Postcode

FURTHER NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed personally as a deed by the registered holder or, in the case of a joint holding, by **ALL** of the joint holders or under a power of attorney which should be lodged with this Form of Acceptance. In each case, this Form of Acceptance must be signed in the presence of an independent witness who should state his name and address and sign where indicated (see paragraph 2 on page 2 for further details). A company may affix its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 36A or 36B of the Companies Act applies may execute this Form of Acceptance by a director and the company secretary or by two directors signing Box 3 of this Form of Acceptance or, in the case of a company incorporated outside the UK, may execute this Form of Acceptance by any person duly authorised who may sign in accordance with the laws of the territory in which the relevant company is incorporated and, in all cases, inserting the name of the company above their signatures. Each such person signing this Form of Acceptance should state the office which he holds in that company.

In order to avoid delay and inconvenience to yourself, the following points may assist you:

1. If a holder is away from home (e.g. abroad or on holiday):

Send this Form of Acceptance, the Offer Document and reply-paid envelope by the quickest means (e.g. air mail), but not in or into or from any Restricted Jurisdiction, to the holder for execution or, if he has executed a power of attorney, have this Form of Acceptance signed by the attorney, in the presence of a witness. In the latter case, the power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Form of Acceptance. No other signatures are acceptable.

2. If you have sold or transferred all of your holding of Watchstone Shares:

You should at once pass this Form of Acceptance, together with the Offer Document and reply-paid envelope to the purchaser or transferee or to the stockbroker, bank or other agency through whom the sale was effected for transmission to the purchaser or transferee. If your Watchstone Shares are in certificated form, and you wish to sell part of your holding of Watchstone Shares and also wish to accept the Offer in respect of the balance but are unable to obtain the balance certificate by 1:00 p.m. (London time) on 6 August 2021, you should ensure that the stockbroker or other agent through whom you make a sale obtains the appropriate endorsement or indication, signed on behalf of Watchstone's registrars, Link Asset Services, in respect of the balance of your holding of Watchstone Shares and forwards this on to Computershare at the address referred to in paragraph 11 below.

3. If the sole holder has died:

If a grant of probate or letters of administration has/have been registered with Watchstone's registrars, Link Asset Services, this Form of Acceptance must be signed by the personal representative(s) of the deceased, each in the presence of a witness, and returned to Link Asset Services at the address set out in paragraph 11 below. If a grant of probate or letters of administration has/have not been registered with Watchstone's registrars, the personal representative(s) or the prospective personal representative(s) should sign this Form of Acceptance, each in the presence of a witness, and forward it with the share certificate(s) or other document(s) of title to Computershare at the address set out in paragraph 11 below. However, the grant of probate or letters of administration must be lodged with Computershare before the consideration due under the Offer can be forwarded to the personal representative(s).

4. If one of the joint holders has died:

This Form of Acceptance must be signed by all the surviving holders, each in the presence of a witness, and lodged with Computershare at the address set out in paragraph 11 below with the share certificate(s) and/or other document(s) and accompanied by the death certificate, grant of probate or letters of administration in respect of the deceased holder.

5. If your Watchstone Shares are in certificated form and your share certificate(s) is/are held by your stockbroker, bank or other agent:

Complete this Form of Acceptance and, if the share certificate(s) is/are readily obtainable, deliver this completed Form of Acceptance to your bank, stockbroker or other agent for lodging with Computershare at the address set out in paragraph 11 below, accompanied by the share certificate(s). If the share certificate(s) is/are not readily obtainable, send this Form of Acceptance duly completed to Computershare at the address set out in paragraph 11 below with a note saying, for example, "Share certificate(s) to follow", and arrange for the share certificate(s) to be forwarded to at the address set out in paragraph 11 below as soon as possible thereafter. It is helpful for your agent to be informed of the full terms of the Offer.

6. If your Watchstone Shares are in certificated form and the share certificate(s) has/have been lost:

Complete this Form of Acceptance and lodge it, together with a letter of explanation and any share certificate(s) available, with Computershare at the address set out in paragraph 11 below. At the same time, you should write to Link Asset Services, at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, requesting that they send you a letter of indemnity for completion. When completed, the letter of indemnity must be lodged with Computershare at the address set out in paragraph 11 below in support of this Form of Acceptance.

7. If your Watchstone Shares are in CREST:

You should take the action set out in paragraph 10(d) of Part I (Letter from the Designated Members of Polygon) of the Offer Document to transfer your Watchstone Shares to an escrow balance.

8. If the Form of Acceptance is signed under a power of attorney:

The completed Form of Acceptance, together with the share certificate(s) and/or other document(s) of title, should be lodged with Computershare at the address set out in paragraph 11 below, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be noted by Computershare and returned as directed.

9. If your name or other particulars differ from those appearing on the share certificate(s), for example:

- (a) Name on the share certificate
- Correct name

Complete this Form of Acceptance with the correct name and lodge it with Computershare at the address set out in paragraph 11 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same.

- (b) Incorrect address on the share certificate(s):
- Write the correct address in Box 3 of this Form of Acceptance.

- (c) Change of name:
- If you have changed your name, lodge your marriage certificate or the deed poll with this Form of Acceptance for noting.

10. If you are not resident in the UK:

The attention of Watchstone Shareholders not resident in the UK is drawn to the following sections of the Offer Document: paragraph 11 of Part I (Letter from the Designated Members of Polygon); paragraph 6 of Part B of Appendix 1; paragraph (c) of Part C of Appendix 1; and paragraph (c) of Part D of Appendix 1.

11. Payment of consideration:

The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent to Computershare at Corporate Actions Projects, Bristol, BS99 6AH.