



# Partner Share Programme

## Frequently Asked Questions

The purpose of this document is to provide answers to frequently asked questions (FAQ's) related to the Partner Share Equity Programme ("**Share Programme**") operated by The ERM International Group Limited (the "**Company**"), supporting Partner understanding of the programme and the various processes during the investment cycle. The FAQ's are generic questions representing the type of queries we regularly receive from our Partners.

*This document is for general information only. ERM cannot provide advice in respect of any investment in ERM shares and employees must satisfy themselves of their own legal and tax implications. The Company and its Board of Directors retain the discretion to award shares to such persons and in such manner and terms as it considers appropriate. Eligibility to receive shares and all share offerings will at all times be subject to the Company's Articles of Association, the Investment Agreement with KKR, and all relevant securities legislation or other applicable laws and regulations. The ERM Partner Share Programme is a discretionary programme and neither the terms of the programme nor any provision in this document shall form part of any terms and conditions of employment at ERM.*

---

## PROGRAMME OVERVIEW

The Partner Share Programme by The ERM International Group Limited provides Partners the opportunity to invest in the Company through a structured equity offering. The programme is discretionary, subject to Company Articles, securities laws, and the Board's decisions.

By enabling Partners to acquire ownership of shares of the Company (the "Shares"), it is intended to align, incentivise and motivate shareholder interest in the continued growth and success of ERM. In addition, the Share Programme is intended to promote the ability of ERM to recruit and retain talented individuals by providing them with an opportunity to own shares and participate in the long-term future of the ERM Group as investors.

## GENERAL

### **How does the Company offer shares to its senior employees under the Partner Share Programme?**

The Company's shares are not registered under UK, US or local securities laws and therefore may only be offered or sold as unregistered securities, in accordance with applicable exemptions from those registration requirements. In offering equity to ERM employees, the Company can only do so in accordance with its Articles and all relevant securities laws and regulations in effect at the time of the offer. For this reason, a full prospectus is provided at the time of offer, ensuring

that each employee receives the information necessary to evaluate the investment. Any offer of shares will be made only under the terms set out in that prospectus and no reliance should be placed on any other statements or sources of information.

### **What does “sweet” strip mean?**

A “sweet” strip refers to the ratio of Ordinary shares to Preference shares offered to a newly promoted or newly hired Partners. Currently the Sweetened Strip consists of 2 Ordinary shares for every 66 Preferences shares, compared to the Standard Strip of 1 ordinary share for every 66 preference shares.

### **What does “sweet” equity mean?**

“Sweet” equity is a term commonly used in private equity transactions and refers to the shares set aside to incentivise the Company’s management. At ERM this refers to the equity offered to Partners as part of the Partner Share Programme.

### **What are bonus shares and when are they offered?**

Bonus Shares are awarded to Partners who have made a significant contribution to the sustainable growth of ERM, typically offered on an annual basis. These are discretionary awards of Ordinary shares only and there is no guarantee of receiving them. The Partner Share Programme is discretionary, and participation or awards are not guaranteed.

ERM cannot guarantee that an offering will be made by or on a specific date or otherwise. Share offers will not be made in circumstances when ERM cannot reasonably comply with local law requirements.

### **How many bonus shares can I be offered annually?**

The Share Programme is a discretionary programme and there is no guarantee that bonus shares will be offered. For each investment cycle a Share Allocation Framework is established. This framework outlines the sources and uses of shares to ensure that there are adequate shares available throughout the cycle for new Partners, bonus shares awards and any proposed general offerings.

### **What is the current minimum investment in the Company required for a Partner?**

When you become a Partner, you are invited to invest in the Company. In this current cycle, new Partners are offered the opportunity to buy a combination of two types of shares - Ordinary and Preference shares - together as a ‘strip’ or combination in a fixed ratio.

The ‘Standard Strip’ investment is: 746 Ordinary shares; and 49,236 Preference shares. This works out to 1 Ordinary share for every 66 Preference shares.

Newly promoted or hired Partners are typically offered a sweetened strip. The ‘Sweetened Strip’ is: 1,492 Ordinary shares; and 49,236 Preference shares. This works out to 2 ordinary shares to 66 preference shares.

The cost of the investment is subject to the prevailing value of the Company’s Shares. The price of Preference shares is fixed at US\$1.00 per share. All Ordinary shares are priced at the prevailing share value at the time of the investment, as set by the Board in accordance with the Articles.

It is important to note that future investment cycles may have a different equity structure and management incentive program. When a transaction or sale event occurs, your eligibility to

participate in any future management incentive program will be reviewed in accordance with that new program and the new share capital structure.

### **How is the minimum investment determined?**

Partners are expected to maintain an appropriate equity stake reflecting the minimum investment described above. The minimum investment is intended to represent a 'material' interest in ERM.

### **Is it expected that the initial investment for new Partners may be more difficult in some parts of the world?**

In many countries where securities laws permit, Partners may elect to pay for their preference shares in two (2) instalments (or tranches) provided that the full amount is paid by the Second Tranche Payment Date set out in the Offering Memorandum provided at the time of the offering. The Offering Memorandum also sets out the terms governing this instalment option.

Please note that this instalment option is currently not available for Partners residing in South Africa and Australia.

### **Why is Partner equity not considered an employment term?**

While it's an expectation that Partners invest in the Company, participation in the Share Programme is not a condition of employment.

The Share Programme is not an 'employee benefit' - it is a personal investment opportunity offered to selected senior managers at the Partner level.

The Share Programme is discretionary and nothing stated in presentations, offer letters, or offering documents issued to you at the time of becoming a Partner constitutes part of your terms and conditions of employment at ERM. Participation in the Share Programme shall not be construed as conferring any legal rights to continued employment, nor does it prevent ERM from taking disciplinary or performance-related action, including termination, regardless of your participation in the Share Programme or shareholding in the Company.

### **What's the difference between A, B, C and D Ordinary shares?**

There are four different classes of ordinary shares that the Company can issue to shareholders - A, B, C and D ordinary shares. The share rights and restrictions attaching to each of these classes of shares are set out in detail in the Company's Articles.

- A ordinary shares: issued to Partners who reinvested at the time of the KKR transaction and were rolled over into a new share strip (with A preference shares), following a ratio of 1 ordinary share to 66 Preference shares.
- B ordinary shares: issued to external investors as part of their share strip (with B preference shares) using the same ratio (1 ordinary share to 66 preference shares as applied to Partners who reinvested at the time of the KKR transaction).
- C ordinary shares: A pool of ordinary shares available to issue to employees during the investment cycle. This is known as the "sweet equity" pool, typically used to incentivise management (i.e. Partners)
- D ordinary shares: ordinary shares that may be issued to Partners joining through an acquisition by ERM.

## THE SHARE OFFER PROCESS

### **When will I be offered my initial investment? How long after joining ERM will I be asked to invest?**

As a new Partner, you will be offered the opportunity to make your initial minimum investment at the next share offering following your start date at ERM which typically occurs once per financial year (FY), subject to the investment cycle and liquidity event timing.

### **How do I get information about the share offer, and what I need to do?**

We aim to provide new partners being offered the initial investment opportunity approximately four (4) weeks notice of the planned share offer to allow time to plan and prepare for the investment opportunity. In addition ERM provides an optional briefing which explains the share offer process.

If you are eligible to participate, you will receive an invitation to your preferred email address. This will include instructions on how to:

- Access the Offering Memorandum and associated documents; and
- Accept or decline the offer via the online portal.

To participate, you must complete all required steps by the deadline, which include:

- Accept the offer online;
- Correctly sign and submit any required paperwork; and
- Complete payment by the due date.

Please note that late submissions will not be accepted. This applies to both the paperwork and payments made after the due date. To help ensure timely receipt, we recommend allowing at least (3) three business days for payment processing.

If a payment is initiated on or before the due date but it is not received by the offer process close date, it may still be accepted, provided that satisfactory evidence can be provided demonstrating that the payment was sent prior to the offer process close date and it is received within a reasonable timeframe thereafter.

### **How long is the Partner share offer open for?**

The offer process is a formal, legal process open for a prescribed period. The share offer is open for a defined period of time determined at the time of the offer process and is typically between two (2) to four (4) weeks.

### **Do I have to pay for all my shares upfront? Can I make payment in instalments over a number of years?**

Typically, the offering terms allow you to pay for your initial investment in two instalments, provided you reside outside of Australia and South Africa (where local securities laws do not permit this option).

If you elect to pay by instalments, you must select this option when accepting your offer by ticking the relevant box during the online acceptance process. You must also provide a correctly signed Power of Attorney for instalment payments.

The payment shall be split as follows:

- **Upfront:** Full payment for all your ordinary shares and fifty per cent (50%) of your Preference shares, and
- **Second Instalment:** Payment of the remaining fifty per cent (50%) of the Preference shares by the Second Tranche Payment Date set out in the Offering Memorandum.

### **What happens if I can't meet the Share Programme response due date?**

The share offer schedule is designed to provide you with sufficient time to review your options, accept or decline the offer and arrange payment by the due date. If you choose to decline the offer, or if you do not complete the required steps within the specified timeframe, the offer will lapse and will no longer be available to you.

If you wish to defer your initial investment to the next offering, you must submit a formal request within the defined timeframe by emailing [shareholder.response@erm.com](mailto:shareholder.response@erm.com).

Please note:

- any Bonus share offers cannot be deferred, and will lapse;
- there is no guarantee that you will be offered any bonus shares in the future; and
- any future offer may be subject to the terms of a new equity structure and will be subject to the prevailing share price applicable at the time of that offering

### **How does the Board make decisions around financial hardship cases?**

If you are experiencing genuine financial hardship that may prevent you from investing, you are encouraged to first discuss with your RCEO. Any formal request for an alternative arrangement should then be submitted to [shareholder.response@erm.com](mailto:shareholder.response@erm.com)

The share team will then work with your RCEO to develop a recommendation for an investment approach that reflects the exceptional circumstances of your case. The recommendation must be supported by the Chief People Officer (CPO) and Group General Counsel (GGC), before being submitted to the Board for a decision. The Board will consider these requests on a case-by-case basis and, in its absolute discretion, make the final decision.

### **Can I purchase more shares – if so, what type of shares, are there limits?**

Any share offer that is made to a Partner is for a specific amount and class of shares and either must be accepted in full or rejected. There is no option to invest more or less than the amount offered. There may be additional opportunities to invest in future offerings, subject to the discretion of the Board. For example, an existing Partner may be awarded bonus shares or the Company may decide to conduct a general offering.

### **What is an accredited investor?**

An accredited investor is someone who is legally allowed to invest in certain types of private investments that aren't available to the general public, like private company shares. These rules are set by the U.S Securities and Exchange Commission (SEC) to make sure investors properly understand the risks of these kinds of investments.

When a share offer goes live, there will be a question on the online portal explaining what an accredited investor is and asking you to confirm whether you are an accredited investor. This is data that ERM is required to collect to ensure we are complying with the US securities laws applicable to ERM share offers.

## **Why is being an accredited investor important to the ERM share plan and offer process?**

ERM's share offers are structured to meet the requirements of certain exemptions under applicable US securities laws, which are impacted by the number of accredited investors that are included in an offer of ERM securities. ERM is required to collect data on whether the individuals it offers shares to are accredited investors to be able to ensure we are complying with applicable US securities laws.

## **INVESTMENT CYCLE & VALUATION**

### **How long do you expect this investment cycle will be?**

KKR have made their investment in ERM from their long-term CORE Investment fund so we expect they will hold their investment for 10-15 years from the transaction date of 13 October 2021.

### **Will I have an opportunity to sell my shares during the KKR investment cycle?**

The investment terms agreed with KKR include provisions for a series of liquidity events. These are designed to occur if there has been no sale of ERM, public listing or similar exit event that would otherwise offer Partners an opportunity to sell their shares ("**Exit**").

If no Exit has occurred, eligible Partner shareholders may have the opportunity to sell up to 10% of their A Preference shares in an annual liquidity event in each of the years following the third anniversary of the transaction with KKR (each opportunity is referred to as an *Interim Liquidity Event*).

The KKR transaction completed on 13 October 2021, and Interim Liquidity Events have been held on

- the third anniversary of the KKR transaction, being 13 October 2024; and
- the fourth anniversary of the KKR transaction, being 13 October 2025.

Partners will be eligible to participate in Interim Liquidity Events if they have held their A preference shares for at least three years prior to the relevant event.

The sale price at which the A Preference shares are sold in these events will be equal to the

- original subscription price paid by the relevant ERM Partner, plus
- the accrued and unpaid dividend on those shares up to the sale date

Pursuant to the Investment Agreement, KKR have agreed that, if no Exit has occurred by the fifth anniversary of the transaction (i.e. around 13<sup>th</sup> October 2026), they will procure that an event will occur whereby Partners will be able to sell up to 50% of their total equity through a *Reset Liquidity Event*.

This event will allow Partners to sell up to 50% of their total equity holdings, which includes both ordinary and preferences shares and will take place at some time after the 5<sup>th</sup> anniversary.

It is expected that any remaining shares not sold at that time will be 'rolled-over' into a new management share program for the ERM Group. It is anticipated that if you want to remain a Partner, you will be expected to retain at least 50% of your original shareholding.

If you subsequently decide to leave, all shares held at that time will be subject to the leaver buyback provisions and payment terms.

Partners may continue to make discretionary requests to the Board to sell their shares in exceptional circumstances or on compassionate grounds.

Note that all liquidity events are subject to availability of funding and compliance with applicable tax and regulatory requirements.

### **What happens after the Reset Liquidity Event?**

The specifics of what might happen after the Reset Liquidity Event have not been determined. This is because that event will involve an equity reset, with a new equity structure and management incentive program to be put in place at that time.

### **What is the current/future value of my ERM shares? Can I get an illustration of the long-term value of my shares?**

Your shares are not publicly traded, so there is no live market price to indicate their current value. An opportunity to realise share value occurs as and when there is a liquidity event or Exit.

### **Can ERM guarantee what my shares will be worth in the future?**

No, ERM cannot predict or promise what your shares will be worth in the future. The actual value will depend on various factors linked to how the company performs over the long term.

There are two key drivers that affect the value of ERM (and therefore the value of your Ordinary shares in ERM):

- EBITDA growth – this is a measure of how much profit ERM makes before certain costs; and
- Valuation multiple – this is how much investors are willing to pay for each unit of EBITDA.

### **Can ERM guarantee what my shares will be worth based on past share values or investment cycles?**

Each investment cycle is unique. Any statements regarding past share values and private equity investment cycles are just for context. They do not reflect what ERM expects to happen in the future.

The value of shares can go down as well as up, and past performance is no guarantee of future outcomes.

For a full list of risk factors, please refer to the Offering Memorandum provided to you at the time of offering.

### **How do I get the interest payment from some of my shares?**

Preference shares are bought at a fixed price and earn an 8% dividend, which builds up over time. This dividend is calculated every quarter and added to the value of your shares (often referred to as 'accrued gains') (see Article 4.1(a) of the Articles).

These dividends aren't paid out regularly in cash. Instead, any unpaid accrued value on the preference shares is added to the total value you receive when:

- there is a sale or liquidity event; or
- your shares are bought back (for example, if you leave ERM)

Under the Articles, there is no obligation on the Company to distribute or pay the dividends on the A Preference shares in cash. Any dividends accrued or paid are not interest.

**I joined ERM part way through the investment cycle, is the value of my shares pro-rated?**

No, the value of shares is not pro-rated.

**The Share Certificates state "The ERM International Group Limited xx Shares of \$0.01 Each". Why does it reference \$0.01 when we paid more than that per share?**

The value referenced on the share certificate is the nominal or par value of the shares. This is the standard value as set out in the Articles for the relevant share class. It does not refer to the price you paid for the shares or have any bearing on the future market value of the shares for the purposes of a future liquidity or sale event.

**What is the independent share valuation process?**

The Articles require the Board to determine the share valuation of Ordinary shares twice a year, which is to be informed by a valuation carried out by an independent professional advisor.

This is a valuation of the ERM shares, not a valuation of the overall business. This is used to support the internal market in ERM shares and helps determine the price at which ordinary shares are offered to new Partners and the price at which they are bought back from Partners who are leaving during that period.

## SHARE TRANSFERS

**Can I transfer shares to a family member or a family trust so that they can receive any sale proceeds?**

Yes, but only in certain situations and with Board approval. Under the Articles, the Board may allow a Partner to transfer their shares to:

- a spouse, child or grandchild, or
- a qualifying family trust if it meets the definition in the Articles

**What do I need to transfer shares to a family trust?**

If you want to transfer shares to a family trust, you will need to prove to the satisfaction of the Board that:

- the terms of the trust meet all the criteria in the Articles; and
- the trust is legally able to comply with the same rules under the Articles and the terms on which the shares are issued and held, that apply to all shareholders.

You may be asked to provide a legal opinion confirming this. If requested, you will need to arrange and pay for this.

**Can the shares be registered in the name of the trust?**

Under English law (which applies to the shares as the Company is incorporated in the UK), shares can't be registered directly in the name of a trust unless it is an incorporated trust (i.e. a trust corporation). Otherwise, the shares are held in the personal names of the trustees instead.

### **Can my trust or family member invest directly in shares?**

No, shares must first be acquired/held by you as a Partner. After they are issued to you, you may request to transfer them, subject to Board approval. Direct investment or subscription by your trust or family member is not permitted.

### **Is there any tax impact?**

Transfers to a family member or family trust may be considered a taxable event. It is your responsibility to seek appropriate tax advice and make sure you meet any local tax reporting requirements arising from a transfer.

## **TAX**

### **If I am someone who has moved from one country to another as part of an internal mobility move – how do I know which tax jurisdiction applies?**

You should seek independent tax advice on the tax implications of your investment and relocation, as tax rules vary across jurisdictions.

If you have relocated under an ERM mobility package, you will have been offered tax advice as part of your move. In that case, you should speak with your allocated advisor to discuss this topic further.

### **Can I purchase the shares using a tax efficient 'wrapper' account, such as a UK ISA or US IRA account?**

The shares offered to you are being made in your personal capacity as a Partner and employee of the ERM Group. We are not able to issue shares to nominees, trustees, custodians or similar vehicles. The offer must be accepted by you personally, and the shares will be issued in your name and recorded as such on the Company's share register.

While the Company's Articles may, in some case, permit shares to be held through other vehicles, doing so would mean that the vehicle would be treated as the legal shareholder under UK company law. This would require us to deal directly with that vehicle-not you-on all future share-related matters, such as:

- A requirement to sell your shares if you cease to be employed by ERM; and
- Participation in a future buyout event where all shareholders are required to participate in such sale.

Although you may, to some extent, have some control over a nominee or similar vehicle, we are not able to review or assess these arrangements on a case-by-case basis to ensure they won't interfere with the required shares transfers or participation in any future buyout events referred to above.

If you can personally accept the offer and legally hold the shares in your name, then any tax-efficient structures you set up in the background, are generally acceptable, provided that they do not restrict in any way your ability to fully control discretion over your shares.

### **What information does ERM provide for tax reporting purposes?**

Each shareholder is responsible for their personal tax reporting and ERM is unable to provide guidance to shareholders on what information they may need to report to tax authorities.

From August 2024, live shareholding information is readily available to shareholders through the MUFG Investor Centre. This allows you to:

- View your current shareholdings in real time;
- Access the history of your share transactions (including allotments, buybacks and dividend payments); and
- Track quarterly increases in accrued coupon on your A Preference Shares.

### **Once the value is realised, how much tax will I have to pay?**

Each Partner will buy these shares at a value that the Board has assessed to be market value. In the future, if you sell your shares, you may need to pay tax, but this depends on your personal situation and the laws in your country

Tax and legal rules vary by country, and individual, so you must seek your own legal, tax and financial advice on the implications of buying holding and selling such shares. ERM cannot provide individuals with personal tax, legal or investment advice.

## **LEAVERS**

### **What happens when a Partner leaves ERM?**

When a Partner ceases to be employed by ERM, the 'leaver' provisions in the Articles will apply (see Article 13 of the Articles). You are automatically treated as having given notice to transfer your shares under Article 13.1. This means your shares may be bought back by the Employee Benefit Trust ("EBT") after your employment has terminated.

### **Will my shares be bought back automatically when I leave or retire?**

Not necessarily. It is important to understand that the buyback of your shares is not automatic when you leave or retire. The Board decides if and when the shares will be bought back, and the timing of the share transfer/buyback. You don't have a guaranteed right to an immediate buyback.

### **How does the buyback work if approved by the Board?**

Currently, if approved by the Board, your shares will be purchased by the EBT. This means the EBT will buyback all your shares at the prescribed price and on the payment terms set out in Article 13.2 of the Articles, after which you are no longer considered a shareholder.

For Good Leavers and Intermediate Leavers, the payment terms are:

- 50% paid in cash upfront; and
- 50% via a 2-year promissory note which accrues interest at 3%.

The promissory note is a legal IOU from the Company for part of the cash value of your shares. Its value is based on the share price determined during the buyback process. Even though you no longer own the shares once the buyback happens, the promissory note means the Company still owes you money representing the value of those shares.

### **Can my exit agreement change the terms of the share buyback?**

No. Any separation or settlement agreement cannot override the provisions in the Articles. This means the Company cannot be required to buyback your shares at a certain date, or on certain terms. No promises or commitments about the timing or terms of a buyback can be made except with the prior approval of the Board.

### **What are the categories of leavers?**

A "Good Leaver" is anyone who retires, is made redundant, resigns at least three years after first being issued shares, dies or is permanently ill / disabled, or is otherwise terminated without cause. A Good Leaver will receive the price determined in the latest Board valuation for their Ordinary Shares and the subscription price together with the full dividend accrual on their A Preference Shares up to the buy-back date.

An "Intermediate Leaver" is anyone who resigns within three years of first being issued shares. An Intermediate Leaver will receive the lower of the subscription price paid or latest Board valuation for their Ordinary Shares and the subscription price together with full dividend accrual for their A Preference Shares up to the buy-back date.

A "Bad Leaver" is anyone who is not a Good Leaver or Intermediate Leaver (for example, someone who is terminated for cause) or anyone who leaves and competes / solicits clients or staff. A Bad Leaver gets the lower of the subscription price paid or latest Board valuation for their Ordinary Shares and the subscription price for their A Preference Shares (with no dividend accrual). The Bad Leaver will receive a Promissory Note for the full consideration of the share buyback at a rate of 0% repayable in full on the earlier of a Realisation Date and the seventh anniversary of the Termination Date.

A leaver who was previously a Good Leaver or Intermediate Leaver shall immediately become a Bad Leaver if they solicit customers or employees from ERM or otherwise establish a competing business, in each case within 2 years of ceasing employment at ERM. See also article 13.2.g.v. in the Articles for additional treatment.

### **Can I cash out my ERM shares?**

No. The Company's shares are not a liquid or traded stock and there are restrictions on transferring or and selling them, as set out in the Articles.

Generally, you can realise the value of your shares when there is a liquidity event or if you leave ERM and the Board approves a buyback of your shares under the leave provisions in the Articles. There is no right to sell shares early due to personal financial hardship, difficulties or divorce, but you can make an application to the Remuneration Committee under Article 11.3 requesting the EBT buyback some of your shares.

Any such transfer is only permitted with approval of the Remuneration Committee and typically such approval is only considered in exceptional circumstances. If you would like to request to sell some of your shares to the EBT, please email [shareholder.response@erm.com](mailto:shareholder.response@erm.com) with your request and provide an explanation of the rationale for the request.

## **What happens to my shares if I pass away?**

If a Partner who holds shares passes away, this is treated as a leaver event under the Articles. This means they cease to be an employee, and a buyback process is triggered and the EBT will buy back the shares. The cash proceeds from that buyback are then paid to the estate of the deceased Partner, and distributed according to the Partner's will or applicable probate laws.

It's important to note:

- the shares themselves do not pass to beneficiaries through a will, and
- only the cash value from the buyback is passed on through the estate.

## **What happens if I am made redundant?**

If you are made redundant, you will be treated as Good Leaver. This means you will be entitled to the share price and payment terms that apply to for Good Leavers under the Articles.

## **Can I opt to keep some of my shares after I leave my employment with ERM?**

Possibly, but only in limited circumstances. You may request to retain some of your shares if you are fully retiring from the profession you are currently engaged in and any business similar to what ERM does. You must not plan to continue working in the same profession or any similar business or industry or in competition with ERM.

Even then, retaining shares after leaving is not guaranteed. The decision is made entirely at the discretion of the Board, who will carefully consider each request on a case-by-case basis. The decision of the Board in considering exceptional circumstances is final and there is no right of appeal.

## **What counts as 'retirement' for a Good Leaver status?**

To be treated as a Good Leaver due to retirement, you generally need to either:

- stop working altogether (i.e. no longer be economically active) or
- pursue another activity that is not related to ERM's business or the current profession you are engaged in.

If you leave ERM but continue working for a competitor or in a role similar to what you did at ERM, this is unlikely to be considered genuine retirement and you may not qualify as a Good Leaver on that basis.

## **What is the process for requesting to retain shares on retirement?**

You may request to retain some of your shares only if you are fully retiring under the conditions set out in Article 13.4. To qualify you must be retiring completely from the type of business carried on by ERM and must not continue working in any similar business, industry, or in competition with ERM.

Such retention is in the absolute discretion of the Board on a case-by-case basis and, if granted, will be conditional upon you committing to selling your remaining shares at the next sale event or exit transaction.

If you would like to request to retain shares upon retirement, please email [shareholder.response@erm.com](mailto:shareholder.response@erm.com) with your request and provide an explanation of the rationale for the request.

All requests will be carefully considered by the Board. The decision is at the absolute discretion of the Board; the Board decision is final and there is no right of appeal.

### **How long does the leaver share buyback process take?**

All leaver buybacks must be approved by the Board and this process can take 1-2 months depending on the availability of Board members and the timing of board meetings.

Once the buyback is approved, Ocorian Limited, who act as the trustee of the EBT will contact you to complete the share transfer documentation. This usually takes an additional 1-2 weeks.

Payment cannot be made until the EBT has received all requested, and correctly completed, documents from you.

## **SHAREHOLDING INFORMATION**

From August 2024, ERM appointed MUFG (formerly Link Group) as its share registrar and shareholders now obtain information on their shareholdings online via the MUFG Investor Centre.

Information about your current shareholding is available through the MUFG Investor Centre, which provides up-to-date access to your equity details. This allows you to:

- View your current shareholdings in real time;
- Access the history of your share transactions (including allotments, buybacks and dividend payments); and
- Track quarterly increases in accrued coupon on your A Preference Shares.

New Partners being allocated shares for the first time will receive an email communication with instructions on how to access the MUFG Investor Centre, following the close of the Share Offering.

Please refer to the [ERM Partner Share Plan Guidance](#) available on Partnerspace for additional detail on how to access the information in the MUFG Investor Centre.

Share offerings and liquidity events are managed and administered by MUFG through a separate online portal.

### **Contact Details**

MUFG are the first point of contact for all queries regarding the share programme. MUFG will liaise with the ERM Share Team to resolve more complex matters. Please direct all queries to MUFG:

- By telephone on +44 (0) 371 664 0321; or
- By email at: [ERMqueries@cm.mpms.mufg.com](mailto:ERMqueries@cm.mpms.mufg.com)

The ERM Share team can be contacted by email [shareholder.response@erm.com](mailto:shareholder.response@erm.com).

### **Additional information**

Additional information on the Share Programme is available

- On ERM Partnerspace (on Sharepoint under "[Shareholder Information](#)" and on Viva Engage);

- In the Company's Articles, which are available on Minerva and from UK Companies House (at [company-information.service.gov.uk](https://company-information.service.gov.uk)); and
- In the offering documentation you were provided at the time of your original share offer(s) (since September 2024 the offering documentation has been provided electronically via a dedicated online portal administered by MUFG).

The parent company of the ERM Group is The ERM International Group Limited (TEIGL). A summary explanation of the direct and ultimate ownership of this company is available on Minerva.

We also provide overview sessions for those who have not yet been offered or completed their initial investment. These sessions are usually held just prior to a share offering and form a component of the Partner Onboarding Journey and Path to Partnership (P2P) journey.