

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF THE MARKET ABUSE REGULATION (EU) NO.596/2014 AS IT FORMS PART OF ENGLISH LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018. UPON PUBLICATION OF THIS ANNOUNCEMENT, THIS INSIDE INFORMATION WILL BE CONSIDERED TO BE IN THE PUBLIC DOMAIN.

FOR IMMEDIATE RELEASE

16 May 2023

**RECOMMENDED CASH ACQUISITION
OF
THE FULHAM SHORE PLC ("FULHAM SHORE")
BY
GREAT SEA KITCHENS LIMITED ("BIDCO")**

a newly-incorporated company established on behalf of TORIDOLL Holdings Corporation
to be implemented by means of a Court-sanctioned scheme of arrangement
under Part 26 of the Companies Act 2006

Recommended Cash Acquisition update

On 5 April 2023, the boards of Fulham Shore and Bidco announced that they had reached agreement on the terms of a recommended all cash acquisition pursuant to which Bidco will acquire the entire issued and to be issued share capital of Fulham Shore.

The board of Fulham Shore is now providing the following update on the Acquisition, which will be effected by means of a Court-sanctioned scheme of arrangement between Fulham Shore and relevant Fulham Shore Shareholders under Part 26 of the Companies Act.

Capitalised terms used in this announcement shall, unless otherwise defined, have the meanings set out in Part Eight of the Scheme Document (as defined below).

Publication and posting of the Scheme Document

The board of Fulham Shore announces that it has today published a circular in relation to the Acquisition (the "**Scheme Document**"), together with the Forms of Proxy for the Court Meeting and the General Meeting. The Scheme Document sets out, amongst other things, the full terms and conditions of the Scheme, an explanatory statement under section 897 of the Companies Act 2006, an expected timetable of principal events, notices of the Court Meeting and General Meeting and details of the actions to be taken by Fulham Shore Shareholders.

Hard copies of the Scheme Document and Forms of Proxy for the Court Meeting and the General Meeting have been posted today to Fulham Shore Shareholders and, for information only, to persons with information rights. Fulham Shore will also be sending details of the proposals being made to holders of the Share Options. Copies of the Scheme Document, Forms of Proxy and the proposals being made to holders of the Share Options will also be made available on Fulham Shore's website at <https://announcement.fulhamshore.com/> and TORIDOLL's website at www.toridoll.com/ir/announcement later today.

Notices of the Court Meeting and General Meeting

As further detailed in the Scheme Document, to become Effective, the Scheme requires, among other things, that the requisite majority of Scheme Shareholders vote in favour of the Scheme at the Court Meeting and that the requisite majority of Fulham Shore Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Scheme is also subject to the satisfaction or (where applicable) waiver of the Conditions and further terms set out in the Scheme Document.

Notices convening the Court Meeting and the General Meeting, each of which will be held at the offices of Marriott Harrison LLP, 80 Cheapside, London EC2V 6EE, are set out in the Scheme Document. The Court Meeting will start at 11.00 a.m. on 9 June 2023 (London time) and the General Meeting at 11.15 a.m. on 9 June 2023 (London time) (or as soon as reasonably practicable thereafter as the Court Meeting shall have been concluded or adjourned). Forms of Proxy for use at such meetings will be enclosed with the Scheme Document.

It is important that, for the Court Meeting, as many votes as possible are cast so that the Court may be satisfied that there is a fair representation of opinion of Scheme Shareholders. Scheme Shareholders are therefore strongly urged to complete, sign and return their Forms of Proxy, or, alternatively, submit their proxy online or through the CREST electronic proxy appointment service, for both the Court Meeting and the General Meeting, as soon as possible.

Scheme Shareholders should read the Scheme Document in its entirety before making a decision in respect of the Scheme.

Recommendation

The Independent Fulham Shore Directors, who have been so advised by Singer Capital Markets and Rothschild & Co as to the financial terms of the Acquisition, consider the terms of the Acquisition to be fair and reasonable. In providing advice to the Independent Fulham Shore Directors, Singer Capital Markets and Rothschild & Co have taken into account the commercial assessments of the Independent Fulham Shore Directors. Singer Capital Markets and Rothschild & Co are providing independent financial advice to the Independent Fulham Shore Directors for the purposes of Rule 3 of the Code.

The Independent Fulham Shore Directors consider the Acquisition to be in the best interests of the Fulham Shore Shareholders as a whole and, accordingly, the Independent Fulham Shore Directors unanimously recommend that Fulham Shore Shareholders (to the extent they are entitled to) vote, or procure the vote, in favour of the Scheme at the Court Meeting and the Resolutions to be proposed at the General Meeting, as each of the Independent Fulham Shore Directors who beneficially hold a total of 112,763,505 Fulham Shore Shares representing approximately 17.8 per cent. of the issued share capital of Fulham Shore (and representing approximately 21.8 per cent. of the Fulham Shore Shares eligible to vote at the Court Meeting) as at the Latest Practicable Date have irrevocably undertaken to do.

Irrevocable undertakings and letters of intent

In total, Bidco has received commitments from Nabil Mankarious, irrevocable undertakings and letters of intent from the Independent Fulham Shore Directors and certain other Fulham Shore shareholders in respect of approximately 54.29 per cent. of Fulham Shore's issued share capital (and approximately 44.00 per cent of the Fulham Shore Shares eligible to vote at the Court Meeting) as at the Latest Practicable Date. Further information on these undertakings and letters of intent is set out in paragraph 8 of Part Seven of the Scheme Document.

Share Option Plans

In accordance with Rule 15 of the Code, holders of the Share Options will be contacted by letter on or around the date of this announcement. Such letters will include details regarding the effect of the Scheme on the holders of the Share Options' rights under the relevant agreements granting the Share Options and, where required, the appropriate proposals to holders of such Share Options in accordance with Rule 15 of the Code.

Delisting and cancellation of admission to trading of Fulham Shore Shares

Fulham Shore Shares are currently admitted to trading on the AIM market operated by the London Stock Exchange. Before the Effective Date, an application will be made to the London Stock Exchange for the cancellation of the admission to trading of Fulham Shore Shares on AIM and to de-list Fulham Shore from AIM, to take effect on the business Day following the Effective Date. Trading in Fulham Shore Shares is expected to end at the close of business on the business Day before the Effective Date, assuming that the Scheme has been approved at Court and by Fulham Shore Shareholders. As soon as practicable after the Effective Date, it is intended that Fulham Shore will be re-registered as a private limited company under the relevant provisions of the Companies Act.

On the Effective Date, share certificates in respect of Fulham Shore Shares will cease to be valid and should, if so requested by Fulham Shore, be sent to Fulham Shore for cancellation. On the Effective Date, entitlements to Fulham Shore Shares held within the CREST system will be cancelled.

Timetable

The Scheme Document contains an expected timetable of principal events relating to the Scheme, which is also set out below. The Scheme remains conditional on the approval of Scheme Shareholders at the Court Meeting and of Fulham Shore Shareholders of the Resolution to be proposed at the General Meeting and to the satisfaction or waiver of the other Conditions set out in the Scheme Document. The Scheme is expected to become Effective two Business Days after the Court Hearing. Any update to the expected timetable will be announced through a Regulatory Information Service, with such announcement being made available on Fulham Shore's website at <https://announcement.fulhamshore.com/> and TORIDOLL's website at www.toridoll.com/ir/announcement later today.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and/or date
Publication of the Scheme Document	16 May 2023
Latest time for lodging Forms of Proxy for the:	
Court Meeting (the BLUE Form of Proxy)	11.00 a.m. on 7 June 2023 ⁽¹⁾
General Meeting (the WHITE Form of Proxy)	11.15 a.m. on 7 June 2023 ⁽²⁾
Voting Record Time for the Court Meeting and the General Meeting	6.00 p.m. on 7 June 2023 ⁽³⁾
Court Meeting	11.00 a.m. on 9 June 2023
General Meeting	11.15 a.m. on 9 June 2023 ⁽⁴⁾
The following dates are indicative only and are subject to change⁽⁵⁾	
Court Hearing	7 July 2023
Last day of dealings in, and for registration of transfers of, and disablement in CREST of, Fulham Shore Shares	10 July 2023
Scheme Record Time	6.00 p.m. on 10 July 2023
Dealings in Fulham Shore Shares suspended	7.30 a.m. on 11 July 2023
Effective Date of the Scheme	11 July 2023
Delisting and Cancellation of admission of Fulham Shore Shares to trading on AIM	By 7.00 a.m. on 12 July 2023
Latest date for dispatch of cheques and electronic payments and crediting of CREST for Cash Consideration due under the Scheme	Within 14 days of Cancellation
Long-stop Date	31 December 2023 ⁽⁶⁾

Notes:

- (1) The BLUE Forms of Proxy for the Court Meeting must be lodged not later than 48 hours before the time appointed for the Court Meeting, excluding any part of a day that is not a business day. The BLUE Forms of Proxy for the Court Meeting not lodged by this time will be invalid.
- (2) The WHITE Forms of Proxy for the General Meeting must be lodged not later than 48 hours before the time appointed for the General Meeting, excluding any part of a day that is not a business day. The WHITE Forms of Proxy for the General Meeting not lodged by this time will be invalid.
- (3) If either the Court Meeting or the General Meeting is adjourned, the Voting Record Time for the relevant adjourned meeting will be 6.00 p.m. on the day which is two days before the date of the adjourned meeting, excluding any part of a day that is not a business day.
- (4) Or as soon as the Court Meeting shall have concluded or been adjourned.
- (5) These dates and times 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) a copy of the Court Order is delivered to the Registrar of Companies.
- (6) This is the latest date by which the Scheme may become Effective unless Bidco and Fulham Shore agree (and the Panel and, if required, the Court permit) a later date.

Shareholder Helpline

If you have any questions about this announcement, the Scheme Document, the Court Meeting or the General Meeting or how to complete the Forms of Proxy or to appoint a proxy through the CREST electronic proxy appointment service, please contact the Fulham Shore's Registrars on +44 (0) 370 703 6004. The line is open between 8.30 a.m. and 5.30 p.m. (London time), Monday to Friday, excluding public holidays in England and Wales. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Fulham Shore's Registrars cannot provide advice on the merits of the Acquisition nor give any financial, legal or tax advice.

Enquiries:

Fulham Shore

Tel: +44 (0) 20 3026 8129

David Page

Nick Wong

Singer Capital Markets (Rule 3 adviser, Nominated Adviser and Broker to Fulham Shore)

Tel: +44 (0) 207 496 3000

Shaun Dobson

James Moat

Asha Chotai

Rothschild & Co (Rule 3 adviser to Fulham Shore)

Tel: +44 (0) 207 280 5000

Edward Duckett

Simon Cope-Thompson

Jamie Hutton

Hudson Sandler – Financial PR to Fulham Shore

Tel: +44 (0) 207 796 4133

Alex Brennan

Peel Hunt LLP (Financial Adviser to Bidco, TORIDOLL and Capdesia)

Tel: +44 (0) 20 7418 8900

Michael Nicholson

George Sellar

Rebecca Bankhead

Winston & Strawn London LLP is providing legal advice to TORIDOLL, Capdesia and Bidco.

Marriott Harrison LLP is providing legal advice to Fulham Shore.

Important notices

Peel Hunt LLP ("Peel Hunt"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Bidco and for no one else in connection with the matters referred to in this announcement and will not be responsible to any person other than Bidco for providing the protections afforded to clients of Peel Hunt, nor for providing advice in relation to the matters referred to herein. Neither Peel Hunt nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Peel Hunt in connection with the matters referred to in this announcement, or otherwise.

Singer Capital Markets Advisory LLP ("Singer Capital Markets"), which is authorised and regulated in

the United Kingdom by the FCA, is acting as financial adviser and nominated adviser to Fulham Shore and no-one else in connection with the matters described in this Announcement and will not be responsible to anyone other than Fulham Shore for providing the protections afforded to clients of Singer Capital Markets nor for providing advice in connection with the matters referred to herein. Neither Singer Capital Markets nor any of its affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Singer Capital Markets in connection with this Announcement, any statement contained herein, the Acquisition or otherwise.

N.M. Rothschild & Sons Limited ("**Rothschild & Co**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to Fulham Shore and no one else in connection with the Acquisition or any matters referred to in in this Announcement. In connection with such matters, Rothschild & Co, its affiliates and its or their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Fulham Shore for providing the protections afforded to their clients or for providing advice in relation to the Acquisition, the contents of this Announcement or any other matter referred to in this Announcement or owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person other than Fulham Shore in connection with the matters referred to in this Announcement, or otherwise.

This Announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or an invitation to purchase any securities or a solicitation of an offer to buy, otherwise acquire, subscribe for, sell or otherwise dispose of any securities pursuant to the Acquisition or otherwise, nor shall there be any purchase, sale, issuance or exchange of securities or such solicitation in any jurisdiction in which such offer, invitation, solicitation, purchase, sale, issuance or exchange is unlawful. The Acquisition will be made solely by means of the Scheme Document (or, if applicable, the offer document containing any Takeover Offer) and the accompanying Forms of Proxy, which will contain the full terms and conditions of the Acquisition, including details of how to vote in respect of the resolutions proposed in connection with the Acquisition. Any approval, decision in respect of, or other response to, the Acquisition should be made only on the basis of the information contained in the Scheme Document (or, if applicable, the offer document containing any Takeover Offer).

This Announcement has been prepared in connection with proposals in relation to a scheme of arrangement pursuant to and for the purpose of complying with English law, the Takeover Code and the AIM Rules and information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom. Nothing in this Announcement should be relied on for any other purpose.

The statements contained in this Announcement are made as at the date of this Announcement, unless some other time is specified in relation to them, and the release of this Announcement shall not give rise to any implication that there has been no change in the facts set out in this Announcement since such date.

This Announcement does not constitute a prospectus or prospectus exempted document.

No person should construe the contents of this Announcement as legal, financial or tax advice and any interested person should consult its own adviser in connection with such matters.

Fulham Shore and Bidco urge Fulham Shore Shareholders to read the whole of the Scheme Document when it becomes available because it will contain important information relating to the Acquisition and if they are uncertain as to any of its contents, to consult with an appropriate professional adviser.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom may be restricted by the laws and/or regulations of those jurisdictions and therefore persons into whose possession this Announcement comes who are subject to the laws and/or regulations of any jurisdiction other than the United Kingdom should inform themselves about and observe any such applicable restrictions in their jurisdiction. In particular, the ability of persons who are not resident in the United Kingdom to vote their Fulham Shore Shares with respect to the Scheme at the Court Meeting, or to appoint another person as proxy to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdiction in which they are located. Further details in relation to the Overseas Shareholders will be contained in the Scheme Document. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent

permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Unless otherwise determined by Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Acquisition will not be made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Scheme by any such means from within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and all documents relating to the Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving this Announcement and all documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions where to do so would violate the laws in that jurisdiction. If the Acquisition is implemented by Takeover Offer (unless otherwise permitted by applicable law or regulation), the Takeover Offer may not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, facsimile, email or other electronic transmission, telex or telephone of interstate or foreign commerce of, or any facility of a national state or other securities exchange of any Restricted Jurisdiction) and the Takeover Offer will not be capable of acceptance by any such use, means instrumentality or facilities or from or within any Restricted Jurisdiction.

The availability of the Acquisition to Fulham Shore Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

Further details in relation to Overseas Shareholders will be contained in the Scheme Document.

Additional information for US investors

Fulham Shore Shareholders in the United States should note that the Acquisition relates to the securities of a company incorporated in England and Wales and is proposed to be effected by means of a scheme of arrangement under the laws of England. This Announcement, the Scheme Document and certain other documents relating to the Acquisition have been or will be prepared in accordance with English law, the Takeover Code and UK disclosure requirements, format and style, all of which differ from those in the United States. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure requirements of and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of the United States tender offer and proxy solicitation rules. If, in the future, Bidco exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the United States, the Acquisition will be made in compliance with applicable United States laws and regulations, including any applicable exemptions under the US Exchange Act.

Fulham Shore's financial statements, and all financial information that is included in this Announcement or that may be included in the Scheme Document, or any other documents relating to the Acquisition, have been or will be prepared in accordance with IFRS and may not be comparable to financial statements of companies in the United States or other companies whose financial statements are prepared in accordance with US generally accepted accounting principles.

The receipt of cash pursuant to the Acquisition by a US holder as consideration for the transfer of its Fulham Shore Shares pursuant to the Scheme will likely be a taxable transaction for United States federal income tax purposes and under applicable United States state and local, as well as foreign and other, tax laws. Each Fulham Shore Shareholder is urged to consult his independent professional adviser immediately regarding the tax consequences of the Acquisition applicable to him.

It may be difficult for US holders to enforce their rights and claims arising out of US federal securities laws, since Bidco and Fulham Shore are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the US. US holders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

In accordance with normal practice in the UK and consistent with Rule 14e-5(b) of the US Exchange Act, Bidco, certain affiliated companies and their nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, shares in Fulham Shore outside the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases or arrangements to purchase will be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at www.londonstockexchange.com.

Forward-looking statements

This Announcement (including information incorporated by reference in this Announcement), oral statements made regarding the Acquisition, and other information published by Bidco, TORIDOLL Group or Fulham Shore contain statements about Bidco, TORIDOLL Group and/or Fulham Shore that are or may be deemed to be forward-looking statements. All statements other than statements of historical facts included in this Announcement, may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "hopes" "projects", "continue", "schedule" or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's, TORIDOLL's or Fulham Shore's operations and potential synergies resulting from the Acquisition; and (iii) the effects of government regulation on Bidco's, TORIDOLL Group's or Fulham Shore's business.

These forward-looking statements are not guarantees of future performance. By their nature, such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the entities' ability to control or estimate precisely. These factors include, but are not limited to, the satisfaction of or failure to satisfy all or any of the conditions to the Acquisition, as well as additional factors, such as changes in political and economic conditions, changes in the level of capital investment, retention of key employees, changes in customer habits, success of business and operating initiatives and restructuring objectives, the impact of any acquisitions or similar transactions, changes in customers' strategies and stability, competitive product and pricing measures, changes in the regulatory environment, fluctuations of interest and exchange rates and the outcome of any litigation. For a description of important factors which could cause actual results to differ from forward-looking statements in relation to the Fulham Shore Group, refer to the annual report for Fulham Shore for the financial year ended 27 March 2022. Neither Bidco, TORIDOLL Group or Fulham Shore, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Announcement. All subsequent oral or written forward-looking statements attributable to Bidco, TORIDOLL Group or Fulham Shore or any of their respective members, directors, officers or employees or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Bidco, TORIDOLL Group and Fulham Shore disclaim any obligation to update any forward-looking or other statements contained in this Announcement, except as required by applicable law.

No profit forecasts or estimates

No statement in this Announcement is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that earnings or earnings per share for Fulham Shore for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Fulham Shore.

Disclosure requirements of the Takeover Code (the "Code")

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an

offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Right to switch to a Takeover Offer

Bidco reserves the right to elect, with the consent of the Panel, to implement the Acquisition by way of a Takeover Offer for the entire issued and to be issued share capital of Fulham Shore as an alternative to the Scheme. In such an event, the Takeover Offer will be implemented on the same terms or, if Bidco so decides, on such other terms being no less favourable (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme and subject to the amendment referred to in Part B of **Error! Reference source not found.** to this Announcement.

Publication of this Announcement on website

A copy of this Announcement and the documents required to be published pursuant to Rules 26.1 and 26.2 of the Takeover Code will be available, free of charge, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on Fulham Shore's website at <https://announcement.fulhamshore.com/> and on TORIDOLL's website at <https://www.toridoll.com/ir/announcement/> by no later than 12:00 p.m. on the Business Day following this Announcement.

In accordance with Rule 30.3 of the Takeover Code, Fulham Shore Shareholders, persons with information rights and participants in Fulham Shore Share Plans may request a hard copy of this announcement by contacting Fulham Shore's registrars, Computershare Investor Services, or by calling 0370 703 6004 or from overseas +44 (0)370 703 6004. Calls are charged at the standard geographical rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 a.m. to 5.30 p.m. (London time), Monday to Friday

(except public holidays in England and Wales). Please note that Computershare Limited cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes. For persons who receive a copy of this announcement in electronic form or via a website notification, a hard copy of this announcement will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Acquisition should be in hard copy form.

For the avoidance of doubt, the contents of this website and any websites accessible from hyperlinks on this website are not incorporated into and do not form part of this Announcement.

Information relating to Fulham Shore Shareholders

Please be aware that addresses, electronic addresses and certain information provided by Fulham Shore Shareholders, persons with information rights and other relevant persons for the receipt of communications from Fulham Shore may be provided to Bidco during the Offer Period as required under Section 4 of Appendix 4 of the Takeover Code to comply with Rule 2.11(c) of the Takeover Code.

Right to receive documents in hard copy form

Any person entitled to receive a copy of documents, announcements and information relating to the Acquisition is entitled to receive such documents in hard copy form free of charge. A person may also request that all future documents, announcements and information in relation to the Acquisition are sent to them in hard copy form. Hard copies of such documents, announcements (including this Announcement), and information will not be sent unless requested.

A hard copy of this Announcement may be requested by contacting Computershare Investor Services on 0370 703 6004 or from outside of the United Kingdom +44 (0)370 703 6004. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 8.30 am - 5.30 pm, Monday to Friday excluding public holidays in England and Wales.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures that precede them.