

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document and/or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser. The whole of this Document should be read.**

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please forward this Document, together with the accompanying Form of Proxy, as soon as possible 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. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors, whose names appear on page 3 of this Document, and the Company accept responsibility, collectively and individually, for the information contained in this Document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The distribution of this Document and any accompanying documents to jurisdictions other than the United Kingdom may be restricted by applicable laws or regulations and this Document does not form part of any offer or invitation to sell or issue or the solicitation of any offer to purchase or subscribe for Ordinary Shares in any jurisdiction where such offer, invitation or solicitation is unlawful. Persons in jurisdictions other than the United Kingdom into whose possession this Document and/or any of the accompanying documents comes should inform themselves about and observe such applicable legal or regulatory requirements in such jurisdiction. Any failure to do so may constitute a violation of the securities laws of any such jurisdiction.

**This Document is not a prospectus for the purposes of the Prospectus Rules. Accordingly, this Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom (in its capacity as UK Listing Authority or otherwise) pursuant to sections 85 and 87 of the FSMA, the London Stock Exchange or any other authority or regulatory body and has not been approved for the purposes of section 21 the FSMA.**

Application will be made for the New Shares to be admitted to trading on the AIM market of the London Stock Exchange. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

**This Document does not comprise an admission document under the AIM Rules and the London Stock Exchange nor the UK Listing Authority have examined or approved the contents of this Document. This Document does not constitute a recommendation regarding securities of the Company. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the New Shares to the Official List. The New Shares will not be dealt on any other recognised investment exchange and no other such application will be made.** Subject to certain conditions being satisfied, including the passing of the Resolutions at the General Meeting, it is anticipated that Admission will become effective and that dealings in the Placing Shares and the Consideration Shares will commence on AIM at 8.00 a.m. on 31 July 2017.

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## Marlowe plc

*(incorporated and registered in England and Wales under number 09952391)*

### **PROPOSED PLACING OF 2,597,402 ORDINARY SHARES AT 385 PENCE PER SHARE, ALLOTMENT OF CONSIDERATION SHARES IN RELATION TO PROPOSED ACQUISITION OF DUCTCLEAN (UK) LIMITED AND NOTICE OF GENERAL MEETING**

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Your attention is drawn to the letter from the Chairman of the Company set out in pages 8 to 12 of this Document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of Marlowe plc, to be held at its offices at 20 Grosvenor Place, London SW1X 7HN at 11.00 a.m. on 28 July 2017, is set out at the end of this Document. To be valid the accompanying Form of Proxy for use in connection with the meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Capita, by not later than 11.00 a.m. on 26 July 2017. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish. For full details on proxy appointments, see the notes to the Notice of General Meeting and the Form of Proxy.

Cenkos, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting as nominated adviser and financial adviser to the Company in connection with the matters described in this Document and is not acting for any other persons in relation to Admission. Cenkos is acting exclusively for the Company and for no one else in relation to the contents of this Document and persons receiving this Document should note that Cenkos will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos or for advising any other person on the arrangements described in this Document. Cenkos has not authorised the contents of, or any part of, this Document and no liability whatsoever is accepted by Cenkos for the accuracy of any information or opinions contained in this Document or for the omission of any information. The responsibilities of Cenkos as the Company's nominated adviser and broker under the AIM Rules for Companies and the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person in respect of his decision to acquire shares in the capital of the Company in reliance on any part of this Document or otherwise.

The New Shares to be issued will, following their issue, rank *pari passu* with the Existing Ordinary Shares and will rank in full for all dividends and other distributions thereafter declared, made or paid on the ordinary share capital of the Company.

The New Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, New Zealand, the Republic of Ireland, the Republic of South Africa or Japan, nor has any prospectus in relation to the New Shares been lodged with or registered by the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exceptions, the New Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into such jurisdictions. Overseas Holders and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this Document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

This Document may contain statements about Marlowe that are or may be "forward-looking statements". All statements, other than statements of historical facts, included in this Document 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", "should", "anticipates", "estimates", "projects", "would", "could", "continue", "potential" or words or terms of similar substance or the negative thereof, are forward-looking statements. These forward-looking statements include matters which are not facts. They appear in a number of places throughout this Document and include (without limitation) statements regarding the Directors' intentions, understanding, beliefs or current expectations concerning, among other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditors of Marlowe. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules), Marlowe does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Marlowe or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this Document are based on information available to the Directors at the date of this Document, unless some other time is specified in relation to them, and the posting or receipt of this Document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

Shareholders should not construe the contents of this Document as legal, tax or financial advice, and should consult with their own advisers as to the matters described herein.

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## DIRECTORS OF THE COMPANY

Derek O'Neill	<i>Non-executive Chairman</i>
Alex Dacre	<i>Chief Executive</i>
Nigel Jackson	<i>Executive Director</i>
Charles Skinner	<i>Non-executive Director</i>
Peter Gaze	<i>Non-executive Director</i>

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	<i>2017</i>
Announcement of the Acquisition and Placing	13 July
Posting of this document	13 July
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 26 July
General Meeting	11.00 a.m. on 28 July
Admission and commencement of dealings if the Resolutions are passed of the Consideration Shares and the Placing Shares	8.00 a.m. on 31 July
If the Resolutions are passed, the Consideration Shares and Placing Shares credited to CREST stock accounts	31 July
Despatch of definitive share certificates, if the Resolutions are passed, in respect of the Consideration Shares and Placing Shares	week commencing 7 August

*Notes:*

- (i) References to times in this Document are to London time (unless otherwise stated).
- (ii) If any of the above times or dates should change, the revised times and/or dates will be notified by an announcement to an RIS.
- (iii) The timing of the events in the above timetable and in the rest of this Document is indicative only.

## PLACING AND ISSUE STATISTICS

Issue Price per Consideration Share	<b>393.88 pence</b>
Issue Price per Placing Share under the Placing	<b>385 pence</b>
Number of existing Ordinary Shares prior to Admission of the Consideration Shares or the Placing Shares	<b>30,916,995</b>
Number of Consideration Shares to be issued by the Company	<b>878,031</b>
Number of Placing Shares to be offered by the Company	<b>2,597,402</b>
Gross proceeds received by the Company from the Placing Shares	<b>£10,000,000</b>
Estimated total net proceeds of the Placing	<b>£9,680,000</b>
Number of Ordinary Shares in issue following Admission of the Consideration Shares and the Placing Shares	<b>34,392,428</b>
Percentage of Enlarged Share Capital represented by the Consideration Shares and Placing Shares <sup>1</sup>	<b>10.1%</b>

<sup>1</sup> For the purposes of this calculation it is assumed that no Ordinary Shares will be issued between the day prior to date of this Circular and the allotment and issue of the Consideration Shares and the Placing Shares.

## DEFINITIONS

The following definitions apply throughout this Document and the accompanying Form of Proxy, unless the context requires otherwise or unless it is otherwise specifically provided:

<b>“Acquisition”</b>	the proposed acquisition by the Company of the entire issued share capital of the Target Company described in this Document
<b>“Acquisition Agreement”</b>	the share purchase agreement dated 12 July 2017 relating to the Acquisition, made between the Company and the Sellers, a summary of which is set out in paragraph 4 of the letter from the Chairman of the Company set out in pages 8 to 12 of this Document
<b>“Acquisition Resolutions”</b>	resolutions 1 and 2 in the notice of the General Meeting relating to the allotment of the Consideration Shares
<b>“Admission”</b>	admission of the Consideration Shares and the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules which is expected to occur at 8.00 a.m. on 31 July 2017
<b>“AIM”</b>	AIM, a market operated by the London Stock Exchange
<b>“AIM Rules”</b>	the AIM rules for companies published by London Stock Exchange
<b>“Business Day”</b>	a day (other than a Saturday or Sunday) on which commercial banks are open for general business in London, England
<b>“Capita Asset Services”</b>	a trading name of Capita Registrars Limited
<b>“Cash Consideration”</b>	£3,278,812 to be paid by the Buyer pursuant to the Acquisition on Completion
<b>“Cenkos”</b>	Cenkos Securities plc (registered number 05210733)
<b>“Closing Price”</b>	the closing middle market quotation of an Existing Ordinary Share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
<b>“Company” or “Marlowe”</b>	Marlowe plc (registered number 09952391)
<b>“Completion”</b>	completion of the Acquisition, pursuant to the Acquisition Agreement
<b>“Completion Consideration”</b>	the Cash Consideration and the Consideration Shares
<b>“Consideration Shares”</b>	the 878,031 new Ordinary Shares to be issued by the Company at the Issue Price pursuant to the Acquisition on Completion
<b>“CREST”</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
<b>“CREST Manual”</b>	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CREST Courier and Sorting Services Manual, Daily Timetable, CREST Application Procedures and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since) as published by Euroclear

<b>“CREST member”</b>	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
<b>“CREST Participant”</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended)
<b>“CREST sponsor”</b>	a CREST Participant admitted to CREST as a CREST sponsor
<b>“CREST sponsored member”</b>	a CREST member admitted to CREST as a sponsored member (which includes all-CREST personal members)
<b>“Directors” or “Board”</b>	the directors of the Company whose names appear on page 3 of this Document
<b>“Document”</b>	this document which for the avoidance of doubt does not comprise a prospectus (under the Prospectus Rules) or an admission document (under the AIM Rules)
<b>“Enlarged Group”</b>	the Company and its subsidiaries following Completion
<b>“Enlarged Share Capital”</b>	the issued ordinary share capital of Marlowe immediately following Admission
<b>“Capita Asset Services”</b>	a trading name of Capita Registrars Limited
<b>“Euroclear”</b>	Euroclear UK & Ireland Limited, the operator of CREST
<b>“Existing Ordinary Shares”</b>	the Ordinary Shares in issue at the date of this Document
<b>“Form of Proxy”</b>	the form of proxy accompanying this Document for use at the General Meeting
<b>“FCA”</b>	the Financial Conduct Authority of the UK
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“General Meeting”</b>	the general meeting of the Company as described in this Document, notice of which is set out at the end of this Document
<b>“Issue Price”</b>	393.88 pence per Consideration Share
<b>“Listing Rules”</b>	the Listing Rules of the UKLA made in accordance with section 73A(2) of FSMA
<b>“Lloyds”</b>	Lloyds Bank plc
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“New Shares”</b>	the Consideration Shares and the Placing Shares
<b>“Official List”</b>	the Official List of the UK Listing Authority
<b>“Ordinary Shares”</b>	ordinary shares of 50 pence each in the capital of the Company
<b>“Overseas Holders”</b>	Shareholders with registered addresses in, or who are citizens, residents or nationals of, jurisdictions outside the UK
<b>“Participant ID”</b>	the identification code or membership number used in CREST to identify a particular CREST member or other CREST Participant
<b>“Placees”</b>	those persons who have conditionally agreed to subscribe for the Placing Shares under the Placing

<b>“Placing”</b>	the proposed issue and allotment at the Issue Price of the Placing Shares to the Placees which is conditional on, <i>inter alia</i> , the passing of the Placing Resolutions as described in this Document
<b>“Placing Agreement”</b>	the conditional agreement dated 12 July 2017 and made between Cenkos and the Company in relation to the Placing, further details of which are set out in paragraph 9 of the letter from the Chief Executive of the Company set out in page 9 of this Document
<b>“Placing Resolutions”</b>	Resolutions 3 and 4 in the notice of the General Meeting relating to the Placing
<b>“Placing Shares”</b>	the 2,597,402 new Ordinary Shares to be issued by the Company pursuant to the Placing at the Issue Price, conditional on, <i>inter alia</i> , the passing of the Placing Resolutions
<b>“Prospectus Rules”</b>	the Prospectus Rules made in accordance with EU Prospectus Directive 2003/71/EC
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting as set out in the notice of General Meeting at the end of this Document
<b>“RIS”</b>	a regulatory information service as defined by the Listing Rules
<b>“Sellers”</b>	Nigel Jones, Sandra Jones, Simon Layer, Paul Davies, Jamie Carraher, Mark Stottor, Darren Bone and Colin Armstrong
<b>“Shareholders”</b>	holders of Ordinary Shares
<b>“Target Company”</b>	Ductclean (UK) Limited
<b>“Target Group”</b>	the Target Company and its subsidiary
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“UK Listing Authority” or “UKLA”</b>	the UK Listing Authority, being the FCA acting as competent authority for the purposes of Part IV of FSMA

# LETTER FROM THE CHAIRMAN OF MARLOWE PLC

(incorporated and registered in England and Wales under number 09952391)

## Directors:

Derek O'Neill      *Non-executive Chairman*  
Alex Dacre        *Chief Executive*  
Nigel Jackson     *Executive Director*  
Charles Skinner   *Non-executive Director*  
Peter Gaze        *Non-executive Director*

## Registered Office:

20 Grosvenor Place  
London  
SW1X 7HN

13 July 2017

Dear Shareholder

## **PROPOSED PLACING OF 2,597,402 ORDINARY SHARES AT 385 PENCE PER SHARE, ALLOTMENT OF CONSIDERATION SHARES IN RELATION TO PROPOSED ACQUISITION OF DUCTCLEAN (UK) LIMITED AND NOTICE OF GENERAL MEETING**

### **1. Introduction**

The Company announced on 13 July 2017 that it had exchanged a conditional contract to acquire the entire issued share capital of the Target Company for a total consideration of up to £9.237 million.

The completion of the Acquisition is conditional on the passing of the Acquisition Resolutions at the General Meeting. If the Acquisitions Resolutions are not passed at the General Meeting, the Acquisition will remain conditional and will therefore not proceed. The Completion Consideration will be settled by the allotment to certain of the Sellers of the Consideration Shares. The payment of the Cash Consideration which will be financed through the proceeds of the Placing.

The Company proposes to raise approximately a further £10 million through a placing for the reasons set out in paragraph 6 below. The Placing is conditional, *inter alia*, on the passing of the Placing Resolutions at the General Meeting.

The Issue Price of 393.88 pence per Consideration Share represents the average closing mid-market price at which the Ordinary Shares were quoted on AIM for the 20 Business Days ending on 11 July 2017.

The issue price of 385 pence per Placing Share represents a premium of 1.99 per cent. against the mid-market price of 377.50 pence per share at which the Ordinary Shares were quoted on AIM as at close of trading on 12 July 2017, the last trading day prior to announcement of the Acquisition.

The purpose of this Document is to set out the background to and reasons for the Acquisition and the Placing, to give details of them and to recommend that you vote in favour of each of the Resolutions required to be passed to allot the Consideration Shares and the Placing Shares. The allotment of the Consideration Shares and the Placing Shares is conditional, *inter alia*, on the passing respectively of the Acquisition Resolutions and the Placing Resolutions at the General Meeting, and is expected to complete at 8.00 a.m. on 31 July 2017, being the expected date of Admission. The notice of General Meeting is set out at the end of this Document.

### **2. Background to and reasons for the Acquisition**

The Target Company is a well-established ductwork cleaning and asbestos remediation company.

In line with Marlowe's strategy of acquiring businesses in the outsourced business service sector that provide critical asset maintenance services in the UK, the Acquisition will broaden the capabilities of the Enlarged Group and create a third complementary division in air hygiene.

The Board believes the Acquisition will:

- provide a strong platform for growth through consolidation of the fragmented air hygiene market;

- increase the breadth of Marlowe's critical asset maintenance service offering;
- increase Marlowe's scale and customer base; and
- provide extensive cross selling opportunities across the fire and security and water treatment customer bases of Marlowe.

The Acquisition is expected to be immediately earnings enhancing.

A summary of the principal terms of the Acquisition Agreement is set out in paragraph 4 below.

### **3. Information on the Target Group**

The Target Group was founded in 1998 and is headquartered in Welwyn Garden City. It provides ventilation maintenance and contamination remediation services including:

- Ventilation hygiene including general ventilation and ductwork, kitchen extract ducts, bathroom extracts and fire damper inspection;
- Contaminated ductwork work including asbestos remediation in ductwork; and
- Training courses in ventilation hygiene and asbestos awareness.

In addition to its headquarters in Welwyn Garden City, it operates from four other branches in the UK and employs around 185 people of which 60 are duct cleaning operatives and 70 are asbestos remediation operatives. Its key customers include local councils, hotels, universities and FTSE companies.

In line with businesses in Marlowe's other sectors of fire and security and water treatment, the Target Group operates in a regulated environment. The Directors believe that this regulation should drive the Target Group's growth. In April 2006 it became a serious offence if injury results from unmaintained duct systems. In addition, there are various statutory requirements and other regulations placed on building owners and tenants regarding maintenance of ductwork.

Asbestos management and remediation is a highly regulated industry. Key legislation includes the Control of Asbestos Regulations 2012 and Hazardous Waste Regulations. To undertake asbestos remediation a company requires Health & Safety Executive licenses.

The following financial information has been extracted from the audited accounts of the Target. For the 12 months to 30 September 2016, it recorded underlying EBITDA (adjusted for non-recurring items) of £1.8 million (2015: £1.2 million) on audited revenues of £16.7 million (2015: £12.6 million) and profit before tax of £1.0 million (2015: £0.3 million). The audited fixed assets of the Target at 30 September 2016 were £2.2 million and the net assets were £1.7 million. Net assets being acquired include a property in Welwyn Garden City independently valued at £1.5 million and working capital of £0.9 million.

### **4. The Acquisition Agreement**

Pursuant to the Acquisition Agreement, the Company has agreed to purchase the entire issued share capital of the Target Company. The aggregate consideration payable to acquire the entire issued share capital of the Company is £6.737 million payable on Completion and up to a further £2.5 million conditional on the Target Company's EBITDA in the periods to 30 September 2019.

The Company has a right to choose the form in which any deferred consideration is settled. Resolutions 1 and 2 therefore include a proposed authority to allot up to 2,500,000 Ordinary Shares in settlement of any deferred consideration payable.

Completion of the Acquisition Agreement is conditional on the passing of the Resolutions.

### **5. Details of the Consideration Shares**

Application will be made to the London Stock Exchange for the Consideration Shares to be admitted to trading on AIM. Subject to, *inter alia*, the passing of the Resolutions, it is expected that Admission will take place and that trading will commence on AIM at 8.00 a.m. on or around 31 July 2017. Following

the issue of the Consideration Shares (and the Placing Shares), the Company will have 34,392,428 Ordinary Shares in issue and there are no shares held in treasury.

The Issue Price of 393.88 pence per Consideration Share represents the average closing mid-market price at which the Ordinary Shares were quoted on AIM for the 20 Business Days ending on 11 July 2017.

The allotment of the Consideration Shares is conditional on, amongst other things, the Acquisition Agreement becoming unconditional save in respect of conditions relating to Admission.

The Consideration Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

## **6. Background to and reasons for the Placing**

Since its initial public offering in spring 2016, Marlowe has successfully developed its platform within the fire and security and water segments of the critical asset management services sector. The Target offers Marlowe the opportunity to move into a new segment. Marlowe has historically financed its acquisitions through equity fundraisings as well as debt facilities. It intends to use approximately £3.279 million of the proceeds of the Placing to pay the Cash Consideration. The remaining £6.421 million net proceeds of the Placing will provide resources for future acquisitions alongside Marlowe's existing debt facility.

## **7. The Placing**

The Company proposes to raise approximately £10 million gross (approximately £9.68 million net of expenses) through the issue of the Placing Shares through Cenkos, the Placing not being underwritten, at the Issue Price.

The Company's existing share authorities, which allow it to issue shares on a non pre-emptive basis, are insufficient to allow the Placing to proceed. Therefore the Placing is conditional, *inter alia*, on the passing of the Placing Resolutions.

If the Placing Resolutions are not passed at the General Meeting, the Placing Shares will not be issued and the proceeds of the Placing will not be available to the Company.

The issue price of 385 pence per Placing Share represents a premium of 1.99 per cent. against the mid-market price of 377.50 pence per share at which the Ordinary Shares were quoted on AIM as at close of trading on 12 July 2017, the last trading day prior to announcement of the Placing. Following their admission, the Placing Shares will represent approximately 7.55 per cent. of the Company's then enlarged issued ordinary share capital.

The Placing is conditional, amongst other matters, on the passing of the Placing Resolutions at the General Meeting, and is expected to complete at 8.00 a.m. on 31 July 2017, being the expected date of Admission. The notice of General Meeting is set out at the end of this Document.

The Placing Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. Subject to, *inter alia*, the passing of the Placing Resolutions, it is expected that Admission will take place and that trading will commence on AIM at 8.00 a.m. on or around 31 July 2017. Following the issue of the Placing Shares (and the Consideration Shares), the Company will have 34,392,428 Ordinary Shares in issue and there are no shares held in treasury.

## **8. Use of the proceeds of the Placing**

The net proceeds of the Placing are expected to be approximately £9.68 million and will be applied for the purposes described in paragraph 6 above.

## 9. Details of the Placing Agreement

The Placing Agreement contains customary warranties and an indemnity from the Company in favour of Cenkos together with provisions which enable Cenkos to terminate the Placing in certain circumstances prior to Admission, including where any warranties are found to be untrue, inaccurate or misleading in any material respect or in the event of a material adverse change in the financial position or prospects of the Company's group in the context of the Placing or Admission.

The Placing Agreement is conditional, *inter alia*, upon:

- (a) Shareholder approval of the Placing Resolutions at the General Meeting;
- (b) the Placing Agreement having become unconditional in all respects (save for the condition relating to Admission) and not having been terminated in accordance with its terms prior to Admission; and
- (c) Admission becoming effective not later than 8.00 a.m. on 31 July 2017 or such later time and/or date as the Company and Cenkos may agree, being not later than 31 August 2017.

Under the Placing Agreement the Company has agreed to pay to Cenkos all the costs and expenses of the Placing including a commission (exclusive of VAT) of 3 per cent. of the aggregate value at the Placing Price of the Placing Shares.

## 10. Risk Factors

The attention of Shareholders is drawn to the risk factors set out on page 13 of this document.

## 11. General Meeting

You will find set out at the end of this Document a notice convening the General Meeting to be held at the Company's offices at 20 Grosvenor Place, London SW1X 7HN, at 11.00 a.m. on 28 July 2017 at which the Resolutions will be proposed as ordinary or special resolutions.

## 12. Resolutions

The Resolutions are proposed in the notice of General Meeting as set out at the end of this document. They are proposed as ordinary and special resolutions.

The Directors do not currently have sufficient authorities in place to allot the Consideration Shares. Therefore, the Directors are seeking (i) authority to allot up to 3,378,031 new Ordinary Shares in order to complete the Acquisition and allot new Ordinary Shares which the Company may resolve to allot in satisfaction of the earn out which may become payable pursuant to the Acquisition Agreement and (ii) a specific disapplication of the statutory pre-emption rights to allot the new Ordinary Shares referred to at (i) above, to allow such allotment(s) to proceed.

**Shareholders should be aware that the issue of the Consideration Shares, and therefore Completion, cannot take place if either Resolution 1 or 2 is not passed. The passing of Resolution 2 is conditional on the passing of Resolution 1.**

The Directors also do not currently have sufficient authorities in place to undertake the Placing. Therefore, the Directors are seeking (i) authority to allot up to 2,597,402 new Ordinary Shares in order to complete the Placing and (ii) a specific disapplication of the statutory pre-emption rights to allot the new Ordinary Shares referred to at (i) above, to allow the Placing to proceed.

**Shareholders should be aware that the issue of the Placing Shares cannot take place if either Resolution 3 or Resolution 4 is not passed. The passing of Resolution 4 is conditional on the passing of Resolution 3. Shareholders should also be aware that the passing of Resolution 3 is conditional on the passing of Resolution 1 so as to ensure that the Placing does not proceed if the Acquisition does not.**

Following the Acquisition and the Placing, the Directors will not have the power to allot any further new Ordinary Shares. Therefore, the Directors are seeking (i) authority to allot up to 5,158,864 new Ordinary Shares (representing approximately 15 per cent. of the enlarged issued share capital following the Acquisition and the Placing) and (ii) a specific disapplication of the statutory pre-emption rights to allot

the new Ordinary Shares referred to at (ii) above, should the Directors consider that to be in the best interests of the Company. The authorities pursuant to Resolutions 5 and 6 will in practice expire on 19 September 2017 at the Company's next Annual General Meeting.

### **13. Action to be taken in respect of the General Meeting**

Shareholders will find accompanying to this Document a Form of Proxy for use in connection with the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions thereon so as to be received by Capita, The Registry, 34 Beckenham Road, Kent BR3 4TU as soon as possible and in any event not later than two Business Days before the time of the General Meeting. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting at the General Meeting should he/she/it so wish.

### **14. Recommendation**

The Directors believe the Acquisition and the Placing to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the Resolutions as they intend so to do in respect of their beneficial shareholdings amounting to 8,899,847 Existing Ordinary Shares.

Yours faithfully

**Derek O'Neill**  
*Chairman*

## **RISK FACTORS**

THE FOLLOWING FACTORS DO NOT PURPORT TO BE AN EXHAUSTIVE LIST OR EXPLANATION OF ALL THE RISK FACTORS ARISING IN CONNECTION WITH THE ACQUISITION. IN PARTICULAR, THE GROUP'S PERFORMANCE MIGHT BE AFFECTED BY CHANGES IN THE MARKET AND/OR ECONOMIC CONDITIONS AND IN LEGAL, REGULATORY AND TAX REQUIREMENTS. ADDITIONALLY, THERE MAY BE RISKS OF WHICH THE BOARD IS NOT AWARE OR BELIEVES TO BE IMMATERIAL WHICH MAY, IN THE FUTURE, ADVERSELY AFFECT THE GROUP'S BUSINESS AND THE MARKET PRICE OF THE CONSIDERATION SHARES. IN SUCH CASES, THE MARKET PRICE OF THE CONSIDERATION SHARES MAY DECLINE AND HOLDERS OF CONSIDERATION SHARES MAY LOSE ALL OR PART OF THEIR INVESTMENT.

### **Acquisition not proceeding**

There can be no assurance that the conditions to the Acquisition Agreement will be satisfied and that the Acquisition will be completed.

### **Integration of the Target Group**

Successful integration of the Target Group is important to achieving the Company's growth plan. Although the Target Group has an operating history, this may not be determinative of the Company's ability to implement its business strategy. The results of the Company's operations will depend on many factors including, but not limited to, its ability to manage the acquired assets and retain and attract key personnel. Failure to implement the business strategy could materially impact the Enlarged Group's financial results.

### **Environmental**

A significant proportion of the Target Group's revenues relate to the investigation and removal of asbestos from residential and commercial properties, as well as those with industrial and/or manufacturing uses. A failure to remove fully asbestos from a property could cause the Target Group to be liable in damages to employees and other persons on the premises in respect of the presence of asbestos, and the Target Group's historical employer liability insurance may not fully cover any damages for which the Target Group is deemed liable in the future. Such events could have a material adverse effect on the Target Group's business, financial condition or results of operations.

Laws and regulations, which may be amended over time, may also impose liability on the Target Group for the presence of asbestos and/or for the release of asbestos into the air, land or water, as a result of a failure to properly remove asbestos. Such presence, release or migration can form the basis for liability to third parties for personal injury or other damages. The Target Group and/or its customers may be affected by the additional cost of environmental liabilities imposed by regulation relating to asbestos, which could have a material adverse effect on the Target Group's business, financial condition or results of operations.

## NOTICE OF GENERAL MEETING

# Marlowe plc

*(incorporated and registered in England and Wales under number 09952391)*

NOTICE is hereby given that a General Meeting of Marlowe plc will be held at its offices at 20 Grosvenor Place, London SW1X 7HN on 28 July 2017 at 11.00 a.m. to consider and, if thought fit, pass the following Resolutions, of which Resolutions numbered 1, 3 and 5 will be proposed as Ordinary Resolutions and Resolutions numbered 2, 4 and 6 will be proposed as Special Resolutions.

### ORDINARY RESOLUTION

1. That the directors be and they are hereby generally and unconditionally authorised in addition to all existing authorities to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) up to an aggregate nominal amount of £1,689,015.50 (being 3,378,031 ordinary shares of 50 pence each) pursuant to the Acquisition as detailed in the Circular for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling 6 months after the passing of this Resolution.

### SPECIAL RESOLUTION

2. That, subject to the passing of Resolution number 1 above, the directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution number 1 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to pursuant to Resolution 1 above up to an aggregate nominal amount of £1,689,015.50 and shall expire on the date falling 6 months after the passing of this Resolution except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offers or agreements as if the power conferred by this Resolution had not expired.

### ORDINARY RESOLUTION

3. That the directors be and they are hereby generally and unconditionally authorised in addition to all existing authorities to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) up to an aggregate nominal amount of £1,298,701 (being 2,597,402 ordinary shares of 50 pence each) pursuant to the Placing as detailed in the Circular for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling 6 months after the passing of this Resolution.

### SPECIAL RESOLUTION

4. That, subject to the passing of Resolutions number 1 and 3 above, the directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution number 3 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited pursuant to Resolution 3 above to an aggregate nominal amount of £1,298,701 and shall expire on the date falling 6 months after the passing of this Resolution except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offers or agreements as if the power conferred by this Resolution had not expired.

## ORDINARY RESOLUTION

5. That the directors be and they are hereby generally and unconditionally authorised in addition to all existing authorities to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) in addition to such authorities as may be granted pursuant to Resolutions 1 to 4 above up to an aggregate nominal amount of £2,579,432 (being 5,158,864 ordinary shares of 50 pence each) provided that this authority shall, unless renewed, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offers agreements as if the authority conferred by this resolution had not expired.

## SPECIAL RESOLUTION

6. That the directors be and they are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution number 5 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to:

- 6.1 the allotment of equity securities in connection with a rights issue or other *pro rata* offer in favour of holders of equity securities where the equity securities respectively attributable to the interests of all those persons at such record dates as the directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held by them subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, practical or legal difficulties under the laws of any territory or the requirements of any regulatory body or stock exchange or by virtue of equity securities being represented by depositary receipts or any other matter whatsoever and shall expire upon the expiry of the general authority conferred by Resolution number 5 above; and
- 6.2 the allotment (otherwise than pursuant to Resolutions number 1 to 4 above) of equity securities up to an aggregate nominal amount of £2,579,432 and shall expire upon the expiry of the general authority conferred by Resolution number 5 above,

except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted and/or shares held by the Company in treasury to be sold or transferred after such expiry and the directors may allot equity securities and/or sell or transfer shares held by the Company in treasury in pursuance of such offers or agreements as if the power conferred by this Resolution had not expired.

By Order of the Board

**Derek O'Neill**  
*Company Secretary*

Dated 13 July 2017

Marlowe plc  
20 Grosvenor Place  
London  
SW1X 7HN

*Notes:*

1. A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint another person of his/her choice as that Shareholder's proxy to exercise all or any of that Shareholder's rights to attend and to speak and vote at the meeting on his/her behalf. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy does not need to be a shareholder of the Company.
2. A Form of Proxy for use in connection with the meeting is enclosed with the document of which this notice forms part. Completion and return of a Form of Proxy will not prevent a Shareholder from attending and voting in person at the meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
3. To appoint a proxy or proxies Shareholders must complete a Form of Proxy, sign it and return it, together with the power of attorney or, any other authority under which it is signed, or a notorially certified copy of such authority, to the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Kent BR3 4TU so that it is received no later than 11.00 a.m. on 26 July 2017.
4. Only those members entered on the register of members of the Company at close of business on 26 July 2017 or, in the event that this meeting is adjourned, in the register of members as at close of business on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members by the close of business on 26 July 2017 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 11.00 a.m. on 28 July 2017 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Asset Services (CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Asset Services, The Registry, 34 Beckenham Road, Kent BR3 4TU.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.