

This letter is important. Please read it carefully.

If you are in any doubt about the Acquisition or the contents of this document or what action you should take, you are recommended to seek your own personal financial, tax and legal advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

5 April 2023



The Hyve Group plc Value Creation Plan 2021 (“VCP”) and the recommended cash acquisition of Hyve Group plc by Heron UK Bidco Limited

Dear Colleague,

As you know, the boards of Hyve Group plc (“**Hyve**”) and Heron UK Bidco Limited (“**Bidco**”) announced on 15 March 2023 that they had reached agreement on the terms of a recommended cash offer for the entire issued and to be issued share capital of Hyve by Bidco (the “**Acquisition**”).

Bidco is a newly established limited company formed by Providence Equity Partners L.L.C. and its affiliates (“**Providence**”) for the purposes of the Acquisition.

Terms defined in the Scheme Document will have the same meaning in this letter unless it says otherwise.

Why are we writing to you?

We are writing to explain how the Acquisition will affect the outstanding A ordinary shares in Hyve’s wholly-owned subsidiary, Hyve Holdings Limited which you acquired under the terms of the VCP (your “**VCP Shares**”).

Please read everything in this letter carefully. **Its contents are very important.**

If you participate in other Hyve share plans, you will receive links to separate letters about the effect of the Acquisition on your other options or awards under those plans. Please also read those letters carefully.

The Acquisition

The Acquisition will result in Hyve becoming wholly owned by Bidco.

The Acquisition is intended to take place through what is called a “scheme of arrangement” (the “**Scheme**”). This is a procedure that is subject to approval by Hyve Shareholders and the Court. In particular, as part of the Acquisition, the Court is expected to sanction the Scheme on a date referred to throughout this letter as “**Court Sanction**”. This date is not the date on which the

Acquisition will be completed. The Acquisition is currently expected to complete a few days after Court Sanction on the “**Effective Date**”.

Further information about the Scheme is set out in the Scheme Document dated 5 April 2023 which has been sent to Hyve Shareholders. This letter should be read together with the Scheme Document. Copies of the Scheme Document and this letter are also available on the Hyve website at: [Hyve Group | Hyve Group Investors](#) and on the Bidco website at: [Offer for HYVE Group PLC | Providence Equity \(provequity.com\)](#).

If you already hold Hyve Shares, you should have received a copy of the Scheme Document in your capacity as a Hyve Shareholder. This letter does not address the steps you can take in relation to the Hyve Shares you may already hold, and you should refer to the Scheme Document for a full description of your voting rights in respect of any such Hyve Shares.

What are the terms of the Acquisition?

The terms of the Acquisition are set out in full in the Scheme Document. However, in summary, Hyve Shareholders will be entitled to receive **£1.08 in cash** for each Hyve Share they own at the Scheme Record Time.

When is the Acquisition likely to take place?

The Acquisition should take effect shortly after the date of the Court Sanction which is currently expected to be on or around 17 May 2023. Shareholder approval of the Acquisition is expected to be obtained on 3 May 2023.

How will the Acquisition affect my VCP Shares?

Normally, your VCP Shares would vest in three tranches on the vesting dates notified to you at the time of grant, determined by reference to the extent to which the applicable performance conditions that apply to your VCP Shares have been satisfied, as determined by the Hyve remuneration committee, in accordance with rules 6.3 and 11.1.1 of the VCP. On vesting, your VCP Shares would ordinarily be expected to be acquired by Hyve and you would receive Hyve Shares equal in value to the VCP value accrued in respect of the VCP Shares.

However, as a result of the Acquisition, your VCP Shares will vest early on the date of the Court Sanction. Your VCP Shares will then be acquired by Hyve and you will receive Hyve Shares equal in value to the value of the VCP Shares at that time (as determined by the Hyve remuneration committee by reference to the extent to which the applicable performance conditions have been satisfied). The Hyve Shares you receive will then be automatically acquired by Bidco for £1.08 in cash for each Hyve Share under the Scheme.

What do I need to do?

You do not need to do anything as your VCP Shares will vest automatically on the date of the Court Sanction.

Any actions required in respect of your VCP Shares will be taken on your behalf by an attorney acting pursuant to the power of attorney which you granted when subscribing for the VCP Shares.

Will my VCP Shares vest in full?

The extent to which your VCP Shares will vest on Court Sanction and be acquired for value by Hyve is determined by reference to the extent to which the applicable performance conditions that

apply to your VCP Shares have been satisfied, as determined by the Hyve remuneration committee, in accordance with rules 6.3 and 11.1.1 of the VCP.

When will I receive payment for my Hyve Shares?

Any consideration due to you in respect of your Hyve Shares that Bidco will acquire under the Scheme will be paid to you via payroll (less any income tax and social security contributions that Hyve is required to withhold and applicable fees).

Can I opt out of the Scheme and retain my VCP Shares or my Hyve Shares?

No. If Court Sanction and the Effective Date occur, your VCP Shares will vest and be acquired by Hyve in consideration for Hyve Shares. Any Hyve Shares that you receive in consideration for your VCP Shares will be automatically acquired by Bidco under the Scheme.

What if I leave my employment with the Hyve Group?

The leaver provisions under rules 5.3 and 10.5 of the VCP and the articles of association of Hyve Holdings Limited will apply in the normal way if you leave Hyve before your VCP Shares vest.

What are the tax implications?

A summary of the tax position for UK taxpayers is set out in the Appendix to this letter. Please note that the Appendix does not constitute tax advice.

To the extent that any income tax, social security contributions or applicable fees are due on the vesting of your VCP Shares, such costs will be deducted and withheld from the consideration due to you under the Scheme.

What if I have questions?

If you have any questions that relate to your VCP Shares, please contact shareplans@hyve.group. If you are in any doubt as to the effect the Acquisition will have on your personal tax position or as to the action you should take, you are strongly recommended to seek your own independent financial and/or tax advice.

Important notes

The Directors of Hyve, who have been so advised by Goldman Sachs International and Numis Securities Limited, as to the financial terms of the proposals in this letter, consider the terms of the proposals set out in this letter for VCP participants to be fair and reasonable in the context of the Acquisition. In providing their advice to the Directors of Hyve, Goldman Sachs International and Numis Securities Limited have taken into account the commercial assessments of the Directors of Hyve. Goldman Sachs International and Numis Securities Limited are providing independent financial advice to the Directors of Hyve for the purposes of Rules 3 and 15(b) of the City Code on Takeovers and Mergers.

Nothing in this letter constitutes financial advice to any holder of Hyve Shares or VCP Shares.

You may request a hard copy of this letter, free of charge, by emailing shareplans@hyve.group and including your name, and the address to which the hard copy should be sent. You may also

request that all future letters, documents, announcements and information to be sent to you in relation to the Acquisition should be in hard copy form.

If there is a conflict between the information in this letter and Appendix and the Scheme Document, the VCP rules or any relevant legislation, the VCP rules or the legislation (as applicable) will apply.

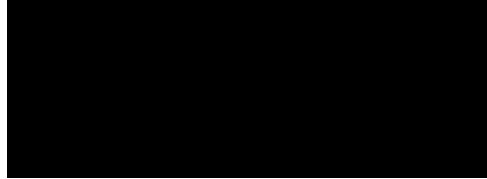
Yours faithfully



Company Secretary

For and on behalf of
Hyve Group Plc

Yours faithfully



Director

For and on behalf of
Heron UK Bidco Limited

APPENDIX

UK Tax Summary

This tax summary applies to the holders of VCP Shares working, resident and domiciled in the UK for tax purposes at all relevant times. It is intended as a guide only. The precise tax consequences for you will depend on your particular circumstances. Please be aware that you are responsible for your personal tax position and that neither Hyve nor Bidco (nor any of their respective officers, employees or advisers) can provide you with tax advice. If you are in any doubt as to your tax position, or if you are subject to tax in another jurisdiction, you should seek your own advice from a professional adviser without delay.

Capital gains tax

There will be capital gains tax (“**CGT**”) on the disposal of your VCP Shares to Hyve in exchange for Hyve Shares to the extent that the value of the Hyve Shares exceeds the acquisition costs of the VCP Shares plus any additional amount on which you have paid income tax (if any) in respect of the adjustment of the VCP Shares in February 2022.

It is unlikely that you will have any CGT to pay on the subsequent disposal of your Hyve Shares to Bidco under the Scheme. This is because the CGT base cost of the Hyve Shares you acquire on the disposal of your VCP Shares should be equal to the amount on which you have paid CGT (if any) in respect of the disposal of your VCP Shares.

Please note that special rules on calculating CGT gains apply where you hold other Hyve Shares, whether or not acquired under the Hyve share plans, or you buy and sell portions of Hyve Shares at different times.

If you have to pay any CGT, you will have to pay it through self-assessment. It will not be deducted for you through payroll. This means that you will have to complete a self-assessment tax return (in hard copy or online).

Note also that you will only have to pay CGT to the extent that your gains from the disposal of any Hyve Shares and any other chargeable gains you make in that tax year exceed your personal CGT allowance for the tax year in which the disposal takes place (which is £6,000 for the 2023/24 tax year). You may also be able to reduce your CGT liability by using losses or claiming reliefs.

Accounting for Tax under Self-Assessment

Under the self-assessment regime, taxpayers are required to provide HMRC with all the information needed to calculate their taxable income (from all sources) and any chargeable gains. The time limit for filing a return on-line and paying your CGT (if any) is 31 January after the end of the tax year in which the chargeable gain arises. For example, if you sell your Hyve Shares in the 2023/2024 tax year (i.e. between 6 April 2023 and 5 April 2024) the deadline is 31 January 2025.

Income tax and National Insurance Contributions

No income tax or National Insurance contributions should arise on either the disposal of your VCP Shares to Hyve or the subsequent disposal of your Hyve Shares to Bidco under the Scheme.

Notes

The distribution of this letter (in whole or in part) in or into or from jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this letter comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent possible, the companies and persons involved in the Acquisition disclaim any responsibility or liability for the violation of such restrictions by any person.

Goldman Sachs International, which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for Hyve and no one else in connection with the matters referred to in this document and will not be responsible to anyone other than Hyve for providing the protections afforded to clients of Goldman Sachs International, or for providing advice in connection with the matters referred to in this document.

Goldman Sachs International has given and not withdrawn its written consent to the issue of this letter with the inclusion of references to its name in the form and context in which they are included.

Numis Securities Limited ("**Numis**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for Hyve and no one else in connection with the matters referred to in this document and will not be responsible to anyone other than Hyve for providing the protections afforded to clients of Numis nor for providing advice in relation to any matter referred to herein. Neither Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents), 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 Numis in connection with this document, any statement contained herein or otherwise.

Numis has given and not withdrawn its written consent to the issue of this letter with the inclusion of references to its name in the form and context in which they are included.

Neither this letter nor any accompanying documents do or are intended to constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities in any jurisdiction pursuant to the Acquisition (a) in which such offer or invitation is not authorised, (b) in which the person making such offer or invitation is not qualified to do so, or (c) in which, or to any person to whom, it is unlawful to make such offer or invitation or where the making of such offer or invitation would impose any unfulfilled registration, qualification, publication or approval requirements on Hyve, Bidco or any of their respective directors, officers, agents, affiliates and advisers. No action has been taken nor will be taken in any jurisdiction by any such person that would permit a public offering of any securities in any jurisdiction where action for that purpose is required, nor has any such action been taken with respect to the possession or distribution of this letter other than in any jurisdiction where action for that purpose is required. Neither Hyve nor Bidco nor their respective directors, officers, agents, affiliates or advisers accept any responsibility for any violation of any of these restrictions by any other person.

The Hyve Directors, whose names are set out in paragraph 2.1 of Part VII of the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion), other than information for which responsibility is taken by the Bidco Director and the Providence Responsible Persons. To the best knowledge and belief of the Hyve Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this letter (including any expressions of opinion) for which they accept responsibility

is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Bidco Director and the Providence Responsible Persons, whose names are set out in paragraphs 2.2 and 2.3 of Part VII of the Scheme Document, accept responsibility for the information contained in this letter (including any expressions of opinion) relating to Bidco and Providence and themselves and their respective immediate families, related trusts and other connected persons and persons acting in concert with Bidco and Providence. To the best of the knowledge and belief of the Bidco Director and the Providence Responsible Persons (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this letter (including any expressions of opinion) for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.