

BLACKDOWN

Strictly Private and Confidential

The Directors
Gresham House plc
5 New Street Square
London
EC4A 3TW

4 August 2023

Dear Sirs

Statement regarding the Rule 15 letters to be sent to Gresham House Share Plan Participants in relation to the recommended cash offer for Gresham House plc by Seed Bidco Limited (a newly incorporated company controlled by funds advised by Searchlight Capital Partners UK, L.P. and its affiliates)

We refer to the letters to be sent to Gresham House Share Plan Participants (as defined in the scheme document sent to the shareholders of Gresham House plc on or around 4 August) in accordance with Rule 15 of The City Code on Takeovers and Mergers (the “**Rule 15 Letters**”).

We hereby confirm that we have given and not withdrawn our consent to the publication of the Rule 15 Letters with the inclusion of the references to our name in the form and context in which they appear.

This letter is for information only and should not be relied upon by any other person.

Yours faithfully,

Blackdown Partners Limited



Authorised/signatory



Authorised signatory