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FOR IMMEDIATE RELEASE

The announcement contains inside information.

**Recommended offer
for
ClearStar, Inc. ("ClearStar")
by**

Hanover Bidco 1 Limited ("Hanover Bidco")

(an investment vehicle owned by Hanover Active Equity Fund II, S.C.A. SICAV-RAIF)

- The ClearStar Independent Directors and the Directors of Hanover Bidco are pleased to announce that they have reached agreement on the terms of a recommended offer to be made by Hanover Bidco for the entire issued and to be issued ordinary share capital of ClearStar.
- The Cash Consideration payable to ClearStar Shareholders under the Offer will be 40 pence in cash for each ClearStar Share.
- The Offer values the issued share capital of ClearStar at approximately £14.7 million.
- The Offer represents a premium of 23 per cent. over the Closing Price of 32.5 pence per ClearStar Share on the Latest Practicable Date.
- As an alternative to the Cash Consideration to which they would otherwise be entitled under the Offer, eligible ClearStar Shareholders together with connected family trusts holding 25 per cent. or more of the voting rights in ClearStar who execute an Accredited Investor Letter will be entitled to elect in respect of all (but not part only) of their holding of ClearStar Shares to receive 2 Hanover Bidco Shares for every 5 ClearStar Shares. As a result of Robert Vale's election for the Unlisted Share Alternative, it has been determined by the board of ClearStar that he should not be treated as an independent director for the purposes of the recommendation of the Offer. Accordingly, Robert Vale has taken no part in the consideration of the Offer by the ClearStar Independent Directors.
- The Offer is conditional upon, amongst other things, Hanover Bidco receiving valid acceptances (which have not been withdrawn) in respect of and/or having otherwise acquired or agreed to acquire, ClearStar Shares which constitute more than 50 per cent. of the voting rights attaching to the issued ClearStar Shares.
- Hanover Bidco has received irrevocable undertakings from each of the ClearStar Directors who are interested in ClearStar Shares to accept (or, in respect of the ClearStar Shares beneficially owned by that ClearStar Director, procure acceptance of) the Offer. Such ClearStar Shares amount to, in aggregate, 14,218,325 ClearStar Shares, representing approximately 39.1 per cent. of ClearStar's existing issued share capital as at the Latest Practicable Date. Amongst the ClearStar Directors, Robert Vale has also undertaken to elect for the Unlisted Share Alternative. Hanover Bidco has also received irrevocable undertakings from ClearStar Shareholders William White (together with shares held by his wife) and David Pattillo in respect of 5,175,400 ClearStar Shares. These irrevocable undertakings remain binding even in the event of a higher competing offer. Such ClearStar Shares together amount to, in aggregate, 19,393,725 ClearStar Shares, representing approximately 53.3 per cent. of ClearStar's existing issued share capital as at the Latest Practicable Date. Hanover Bidco has also received a letter of intent from Artemis Investment Management LLP to procure the acceptance of the Offer in respect of 791,500 ClearStar Shares.
- In total, Hanover Bidco has therefore received irrevocable undertakings and a letter of intent in respect of 20,185,225 ClearStar Shares, representing approximately 55.5 per cent. of ClearStar's issued share capital as at the Latest Practicable Date.

- The ClearStar Independent Directors, who have been so advised by finnCap as to the financial terms of the Offer in so far as they relate to the Cash Consideration, consider the terms of the Offer in so far as they relate to the Cash Consideration to be fair and reasonable and in the best interests of ClearStar and ClearStar Shareholders as a whole. In providing advice to the ClearStar Independent Directors, finnCap has taken into account the commercial assessments of the ClearStar Independent Directors.
- Accordingly, the ClearStar Independent Directors intend to unanimously recommend that ClearStar Shareholders accept the Offer and elect for the Cash Consideration.
- The ClearStar Independent Directors offer no view on the Unlisted Share Alternative
- ClearStar is not subject to the UK Takeover Code or any requirements of the UK Takeover Panel.

Commenting on the Offer, Barney Quinn, Chairman of ClearStar said:

"Having served as Chairman of ClearStar since the IPO six years ago, I have been delighted to see the growth of our business, with the company now recognised as having market-leading employment and medical background screening technologies. On behalf of ClearStar's Board, I would like to thank the management team under the leadership of Bob Vale and Ken Dawson and our employees for making ClearStar the company it is today. Up until the outbreak of COVID-19, ClearStar had a good start to the year, and then saw excellent improvement from May onwards following the significant impact on revenues in March and April. However, we have not yet seen a return in much of our traditional business and the ongoing challenges created by the pandemic means that there remains significant near-term uncertainty. The Hanover offer provides us with the financial certainty to continue building our business and enable our employees to play a major role in transforming our industry for the benefit of our customers."

Commenting on the Offer, Matthew Peacock of Hanover Investors said:

"We are delighted to be announcing this recommended cash offer for ClearStar. ClearStar is an excellent company with significant growth potential and we are committed to investing in the business to drive further value. Operating in a fast-moving and consolidating industry, we believe access to significant capital will be key to ClearStar's future success, and that it will be better served in this regard as a private company. Our proposal provides ClearStar shareholders with a clear opportunity to realise value at a significant premium to the current share price."

This summary should be read in conjunction with the full text of the following announcement including the Appendices. The conditions and certain further terms of the Offer are set out in Appendix I to this announcement. Appendix II contains details of the Unlisted Share Alternative. Appendix III contains details of the irrevocable undertakings and letter of intent given to Hanover Bidco. Appendix IV contains the definitions of certain terms used in this announcement.

The person responsible for making this announcement on behalf of ClearStar is Nicholas Dufour, General Counsel and Corporate Secretary.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in the United States or any other jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of ClearStar in the United States or any other jurisdiction in contravention of applicable law.

Any acceptance or other response to the Offer should only be made on the basis of information contained in the Offer Document (which will contain the full terms and conditions of the Offer) and the Form of Acceptance/Election. ClearStar Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been dispatched.

Please be aware that addresses, electronic addresses and certain other information provided by ClearStar Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from ClearStar may be provided to Hanover Bidco during the offer period.

Overseas jurisdictions

The availability of Hanover Bidco Shares in, and the release, publication or distribution of this announcement and/or any accompanying documents (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements.

ClearStar Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions and/or requirements may constitute a violation of the securities laws of any such jurisdiction.

This announcement has been prepared for the purposes of complying with English law, the laws of the Cayman Islands and the AIM Rules and the 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 and regulations of any jurisdiction outside the United Kingdom.

The Offer will be subject to the applicable requirements of English Law, the laws of the Cayman Islands, the AIM Rules, the UK Financial Conduct Authority and section 14(e) of, and Regulation 14E under, the Exchange Act. ClearStar is not subject to the UK Takeover Code or any requirements of the UK Takeover Panel.

Unless otherwise determined by Hanover Bidco, and permitted by applicable law and regulation, the Offer shall not be made available, 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 accept the Offer by any such use, means, instrumentality or form 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 Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction and, to the fullest extent permitted by applicable law, ClearStar and Hanover Bidco disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the Offer to ClearStar 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.

Notes to US investors

The Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, and pursuant to an exemption from the registration requirement of the Securities Act for transactions not involving a public offering and, in accordance with the requirements of the laws of the Cayman Islands. The Hanover Bidco Shares to be issued pursuant to the Offer have not been and will not be registered under the Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States. There will be no public offering of Hanover Bidco Shares in the United States.

The Offer is being made for the securities of a Cayman Islands incorporated company with its shares admitted to trading on AIM. The Offer is not subject to United States disclosure requirements. The financial information on ClearStar included in this announcement has been extracted from ClearStar financial statements which are stated by ClearStar to have been prepared in accordance with US GAAP.

The receipt of cash pursuant to the Offer by a US holder of ClearStar Shares may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each ClearStar Shareholder is urged to consult his or her independent professional adviser immediately regarding the tax consequences of accepting the Offer.

The Offer will be made by Hanover Bidco and no one else.

It may be difficult for US holders of ClearStar Shares to enforce their rights and any claim arising out of US federal securities laws, since Hanover Bidco is incorporated under the laws of England and Wales, and ClearStar is incorporated under the laws of the Cayman Islands and some of their officers and directors are residents of non-US jurisdictions. US holders of ClearStar Shares 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 judgment.

This announcement does not constitute an offer of securities for sale in the United States or an offer to acquire securities in the United States. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the United States or any other country in which such offer may not be made other than: (i) in accordance with the tender offer requirements under the Exchange Act, or the securities laws of such other country, as the case may be; or (ii) pursuant to an available exemption from such requirements.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Offer, passed comment upon the fairness or merits of the Offer or passed comment upon the adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence in the United States.

To the extent permitted by applicable law, in accordance with normal UK market practice, Hanover Bidco or its nominees or brokers (acting as agents) or their respective affiliates may from time to time make certain purchases of, or arrangements to purchase, shares or other securities in ClearStar, other than pursuant to the Offer, at any time prior to completion of the Offer. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any such purchases, or arrangements to purchase, will comply with all applicable UK and Cayman Islands rules, the AIM Rules and Rule 14e-5 under the Exchange Act. To the extent required by the applicable law, any information about such purchases will be disclosed on a next day basis to a Regulatory Information Service including the Regulatory News Service on the London Stock Exchange website, www.londonstockexchange.com. To the extent that such information is made public in the United Kingdom, this information will also be deemed to be publicly disclosed in the United States.

Notes regarding Hanover Bidco Shares

The Hanover Bidco Shares to be issued pursuant to the Offer have not been and will not be registered under the relevant securities laws of any Restricted Jurisdiction. No prospectus in relation to the Hanover Bidco Shares has been, or will be, lodged with, or registered by, the FCA in the United Kingdom. Accordingly, the Hanover Bidco Shares are not being, and may not be, offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of relevant laws of, or require registration thereof in, such jurisdiction (absent registration under relevant securities laws or pursuant to an exemption, if available, from any applicable registration requirements and otherwise in compliance with all applicable laws).

The Hanover Bidco Shares are not being, and may not be, offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, to the public in the Cayman Islands. For these purposes, the expression "public" does not include an exempted or ordinary non-resident company registered under the Companies Law (2020 Revision), or a foreign company registered under Part IX of that Law, or any such company acting as general partner of a partnership registered under the Exempted Limited Partnership Law (2018 Revision), or any director or officer of the same acting in such capacity.

Forward-looking statements

This announcement contains certain forward-looking statements, including statements regarding Hanover Bidco and ClearStar and their plans, objectives and expected performance. Such statements relate to events and depend on circumstances that will occur in the future and are subject to risks, uncertainties and assumptions. There are a number of factors which could cause actual

results and developments to differ materially from those expressed or implied by such forward-looking statements, including, among others: the enactment of legislation or regulation that may impose costs or restrict activities; the re-negotiation of contracts or licences; fluctuations in demand and pricing in the employee screening industry; fluctuations in exchange controls; changes in government policy and taxations; industrial disputes; war and terrorism. These forward-looking statements speak only as at the date of this announcement.

No profit forecasts or estimates

No statement in, or referred to in, this announcement or incorporated by reference into this announcement is intended as or shall be deemed to be a profit forecast or estimate for any period. No statement in, or referred to in, this announcement or incorporated by reference into this announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for ClearStar, Hanover Bidco or the enlarged Hanover Bidco Group (as applicable) for the current or future financial years would necessarily match or exceed the historic published cash flow from operations, free cash flow, earnings or earnings per share for ClearStar, Hanover Bidco or the enlarged Hanover Bidco Group (as applicable).

Publication of this announcement

A copy of this announcement will be available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Hanover Bidco's website at www.hanoverinvestors.com and ClearStar's website at www.clearstar.net.

The contents of Hanover Bidco's website and ClearStar's website are not incorporated into and do not form part of this announcement.

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 arithmetic aggregation of the figures that precede them.

Definitions

Certain words and terms used in this announcement are defined in Appendix IV of this announcement.

Time

All times shown in this announcement are London times, unless otherwise stated.

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FOR IMMEDIATE RELEASE

16 September 2020

The announcement contains inside information

**Recommended offer
for
ClearStar, Inc. ("ClearStar")
by**

Hanover Bidco 1 Limited ("Hanover Bidco")

(an investment vehicle owned by Hanover Active Equity Fund II, S.C.A. SICAV-RAIF)

1. Introduction

The ClearStar Independent Directors and the directors of Hanover Bidco are pleased to announce that they have reached an agreement on the terms of a recommended offer, to be made by Hanover Bidco, to acquire the entire issued and to be issued share capital of ClearStar.

The terms of the Offer are set out in paragraph 2 below and consist, inter alia, of the Cash Consideration and an Unlisted Share Alternative.

The Offer is conditional upon, amongst other things, Hanover Bidco receiving valid acceptances (which have not been withdrawn) in respect of and/or having otherwise acquired or agreed to acquire ClearStar Shares which constitute more than 50 per cent. of the voting rights attaching to the ClearStar Shares.

Hanover Bidco has received irrevocable undertakings and a letter of intent to accept the Offer in respect of an aggregate of 20,185,225 ClearStar Shares representing 55.5 per cent. of ClearStar's issued share capital as at the Latest Practicable Date (see paragraph 7 below for further details). As a result of Robert Vale's election for the Unlisted Share Alternative, it has been determined by the board of ClearStar that he should not be treated as an independent ClearStar Director for the purposes of the recommendation of the Offer. Accordingly, Robert Vale has taken no part in the consideration of the Offer by the ClearStar Independent Directors.

The ClearStar Independent Directors, who have been so advised by finnCap as to the financial terms of the Offer in so far as they relate to the Cash Consideration, consider the terms of the Offer in so far as they relate to the Cash Consideration to be fair and reasonable and in the best interests of ClearStar and ClearStar Shareholders as a whole. In providing advice to the ClearStar Independent Directors, finnCap has taken into account the commercial assessments of the ClearStar Independent Directors.

Accordingly, the ClearStar Independent Directors intend to unanimously recommend that ClearStar Shareholders accept the Offer and elect for the Cash Consideration.

The ClearStar Independent Directors offer no view on the Unlisted Share Alternative.

2. Summary of Terms

The Offer will be subject to the conditions and further terms set out in Appendix I to this announcement and to be set out in the Offer Document and will be made on the following basis:

for each ClearStar Share 40 pence in cash

The ClearStar Shares will be acquired under the Offer fully paid and free from all liens, equitable interests, charges, encumbrances, options, rights of pre-emption and any other third party rights or interests of any nature whatsoever and together with all rights attaching thereto, including the right to receive and retain all dividends and other distributions and returns of value declared, paid or made after the Offer becomes or is declared unconditional in all respects.

The Offer values the issued share capital of ClearStar at approximately £14.7 million.

The Offer represents a premium of 23 per cent. over the Closing Price of 32.5 pence per ClearStar Share on the Latest Practicable Date.

If any dividend or other distribution or return of value is proposed, declared, made, paid or becomes payable by ClearStar in respect of a ClearStar Share on or after the date of this announcement and prior to the Offer becoming or being declared unconditional in all respects, Hanover Bidco will have the right to reduce the value of the consideration payable for each ClearStar Share by up to the amount per ClearStar Share of such dividend, distribution or return of value except where the ClearStar Share is or will be acquired pursuant to the Offer on a basis which entitles Hanover Bidco to receive the dividend, distribution or return of value and to retain it.

If any such dividend, distribution or return of value is paid or made after the date of this announcement and Hanover Bidco exercises its rights described above, ClearStar Shareholders will be entitled to receive and retain that dividend (or other distribution or return of value) and any reference in this announcement to the consideration payable under the Offer shall be deemed to be a reference to the consideration as so reduced. Any exercise by Hanover Bidco of its rights referred to in this paragraph shall be the subject of an announcement and, for the avoidance of doubt, shall not be regarded as constituting any revision or variation of the terms of the Offer.

As an alternative to the Cash Consideration to which they would otherwise be entitled under the Offer, eligible ClearStar Shareholders together with connected family trusts holding 25 per cent. or more of the voting rights in ClearStar who execute an Accredited Investor Letter will be entitled to elect in respect of all (but not part only) of their holding of ClearStar Shares to receive:

for every 5 ClearStar Shares 2 Hanover Bidco Shares

The Unlisted Share Alternative is conditional upon the Offer becoming or being declared unconditional in all respects. The Unlisted Share Alternative will remain open for acceptance for as long as the Offer remains open for acceptance.

Fractional entitlements to Hanover Bidco Shares under the Unlisted Share Alternative will be rounded down to the nearest whole number and will not be allotted or issued to ClearStar Shareholders but will be disregarded.

Further details of the Unlisted Share Alternative are set out in Appendix II.

3. Background to and reasons for the Offer

Hanover Investors recognises the strength of ClearStar as a provider of employment intelligence. However, Hanover Investors believes that ClearStar will be better positioned for success in a private equity environment with improved access to capital and a longer term investment horizon.

The Offer represents an opportunity for a certain cash exit for ClearStar Shareholders at a significant premium to the Closing Price on the Latest Practicable Date.

Hanover Bidco confirms that, following implementation of the Offer, the existing contractual and statutory employment rights, including in relation to pensions, of all ClearStar employees will be honoured.

Hanover Bidco views ClearStar as a growth investment and intends to invest materially in order to drive growth while ensuring that customer service remains best in class. Key investment areas will include technology, finance and sales. In addition, Hanover Bidco intends to support ClearStar with any equity required to grow the business inorganically through domestic and international acquisitions.

Hanover Bidco has no intentions to make any change to ClearStar's principal places of business, including the location of ClearStar's headquarters and headquarters' functions, or fixed assets.

On or shortly after the date the Offer becomes or is declared unconditional in all respects it is proposed that the non-executive ClearStar Directors will resign from the board of ClearStar and will be replaced by directors appointed by Hanover Bidco. Hanover Bidco is not currently

contemplating any employee redundancies, and will instead seek to review and improve ClearStar's remuneration schemes to ensure that key executives are retained.

4. Background to and reasons for ClearStar Independent Directors' recommendation

ClearStar's core business, as a human capital integrity and risk mitigation company, is to provide background check reports for employment screening purposes. ClearStar has a very clear and focused strategy to expand and upscale its direct client base while also growing its range of medical screening solutions. With investment in sales and marketing as well as enhancing its portfolio of products, including the launch of breath alcohol screening, ClearStar saw good growth in both revenues and adjusted EBITDA in 2019.

Given ClearStar's strong customer relationships and pipeline of opportunities, this momentum continued into the early months of 2020 and as a result the ClearStar Directors remain confident in the long term prospects of ClearStar. However, COVID-19 has created significant near term uncertainty. With the widespread recruitment freezes and job losses as a result of the pandemic, screening volumes were significantly reduced in March and April 2020 across all of the Company's channels and services. Whilst ClearStar has seen improvements in its revenue since May, the ClearStar Independent Directors are conscious that the fourth quarter is a historically slow quarter for the industry which could be accentuated by the additional uncertainty created by the 2020 presidential election in the United States in November. As a result, the ClearStar Independent Directors are uncertain as to the potential near term impact on revenue for the current financial year and the consequential knock on effect of any delays in converting the near-term pipeline of opportunities.

The ClearStar Independent Directors also believe that to exploit fully the available market opportunity, through organic growth and by taking advantage of the consolidation opportunities available in the background screening industry due to the current economic environment, ClearStar will need to have a more balanced capital structure requiring additional investment. Set against a background of a declining pool of readily available capital and increased difficulty in fundraising for small cap companies such as ClearStar there is no certainty that such funding would be available. Furthermore, were such funding to be achieved, such additional investment would lead to inevitable dilution.

Many competitors of ClearStar are now owned and/or backed by private equity firms with a focus on growth on a longer-term basis than is typical in a public company environment, which provides them with the expertise and financial resources needed to develop technologies to maintain and/or gain a competitive edge in the industry. In the view of the ClearStar Independent Directors, the Offer allows ClearStar Shareholders to realise a full cash exit at an attractive price. In view of the limited trading liquidity in ClearStar Shares this was an important factor in considering the recommendation and the ClearStar Independent Directors believe that the Offer presents an opportunity for all ClearStar Shareholders to realise their investment in ClearStar at a premium to the prevailing share price which may not otherwise be achievable in the near-term future due to the near term economic uncertainty in ClearStar's markets and ClearStar's limited trading liquidity.

Having taken into account these matters, the ClearStar Independent Directors believe that the terms of the Offer to are fair and reasonable in so far as they relate to the Cash Consideration and that the Offer is in the best interests of ClearStar Shareholders, employees and customers as a whole, and therefore unanimously recommend that ClearStar Shareholders accept the Offer by Hanover Bidco.

5. Information regarding ClearStar

ClearStar is a technology and service provider to the background check and medical screening industries, mainly supporting background screening companies, employers and employees with their recruitment and employment application decisions. ClearStar primarily provides employment intelligence to its clients through a suite of IT applications for day-to-day use in their business. Employment intelligence aims to improve business insight to support better recruitment and other decisions affecting employees generally, by increasing the quality, reliability and visibility of information available to management.

The IT suite consists of a collection of applications that utilises data from over 3,000 sources ranging from résumés to records with local authorities. ClearStar's primary business involves searching the relevant source of data for specific employment intelligence

information based on clients' bespoke requirements for its employment applicants and workforce integrity. ClearStar extracts the required input and this information is then processed, allowing the client to make a swift decision in respect of the relevant applicant, thereby minimising bottlenecks in the hiring process, and/or maintaining timely workforce compliance.

ClearStar is incorporated in the Cayman Islands and is therefore not subject to the UK Takeover Code and is not subject to the jurisdiction of the UK Takeover Panel.

6. Information regarding the Hanover Fund and Hanover Bidco

6.1 The Hanover Fund

HAEF II GP S.a.r.l. (the "**General Partner**") is the general partner of Hanover Active Equity Fund II, S.C.A. SICAV-RAIF (the "**Hanover Fund**"). The Hanover Fund is a Luxembourg investment company formed to invest in small-cap public companies and private equity situations, primarily in the UK and Nordics, and currently has a total of approximately £190 million in committed capital.

Hanover Investors Management (Malta) Limited (the "**Hanover Manager**") has been appointed by the General Partner as the manager of the Hanover Fund and in turn Hanover Investors Management LLP ("**Hanover Investors**") provides certain investment advisory services to the Hanover Manager in respect of the Hanover Fund.

Hanover Investors was registered on 7 January 2005 and is authorised and regulated by the FCA. Matthew Peacock is the founding partner of Hanover Investors.

6.2 Hanover Bidco

Hanover Bidco is a newly incorporated company formed at the direction of Hanover Investors (on behalf of the Hanover Fund) for the purpose of implementing the Offer. Hanover Bidco is currently wholly owned by Hanover Holdco 1 Limited which is wholly owned by the Hanover Fund.

Hanover Bidco is a private limited company incorporated in England and Wales on 4 June 2020 under the UK Companies Act with registered number 12646050. It has its registered office at 25 Savile Row, London, England, W1S 2ER.

7. Irrevocable Undertakings and Letter of Intent

Hanover Bidco has received irrevocable undertakings from each of the ClearStar Directors who are interested in ClearStar Shares to accept (or, in respect of the ClearStar Shares beneficially owned by that ClearStar Director, procure acceptance of) the Offer. Such ClearStar Shares amount to, in aggregate, 14,218,325 ClearStar Shares, representing approximately 39.1 per cent. of ClearStar's existing issued share capital as at the Latest Practicable Date. Amongst the ClearStar Directors, Robert Vale has also undertaken to elect for the Unlisted Share Alternative. These irrevocable undertakings remain binding even in the event of a higher competing offer.

Hanover Bidco has received irrevocable undertakings from David Pattillo and William White to accept (or, in respect of the ClearStar Shares beneficially owned by them, procure acceptance of) the Offer. Such ClearStar Shares amount to, in aggregate, 5,175,400 ClearStar Shares, representing approximately 14.2 per cent. of ClearStar's existing issued share capital as at the Latest Practicable Date. These irrevocable undertakings remain binding even in the event of a higher competing offer.

Hanover Bidco has also received a letter of intent from Artemis Investment Management LLP to procure the acceptance of the Offer in respect of 791,500 ClearStar Shares.

In total, Hanover Bidco has therefore received irrevocable undertakings and a letter of intent in respect of 20,185,225 ClearStar Shares, representing approximately 55.5 per cent. of ClearStar's existing issued share capital as at the Latest Practicable Date.

Further details in respect of irrevocable undertakings received by Hanover Bidco are set out in Appendix III of this announcement.

8. Financing of the Offer

The Cash Consideration due under the Offer will be funded by cash from the equity subscription of Hanover Bidco A Shares by the Hanover Fund.

Pursuant to a subscription agreement, the General Partner has agreed, on behalf of the Hanover Fund, that it or one of its wholly owned subsidiaries will subscribe for a sufficient number of Hanover Bidco A Shares at a price of £1 per Hanover Bidco A Share so as to provide Hanover Bidco with the amount required to satisfy the aggregate Cash Consideration payable in accordance with the Offer (excluding any ClearStar Shares for which irrevocable undertakings electing for the Unlisted Share Alternative have been received by Hanover Bidco as of the date of this announcement). The obligation to subscribe for Hanover Bidco A Shares is conditional upon the Offer becoming or having been declared unconditional in all respects in accordance with its terms.

Hanover Bidco has confirmed to ClearStar that sufficient cash resources are available to the Hanover Fund to satisfy the total Cash Consideration payable pursuant to the terms of the Offer. Full acceptances of the Offer would involve a maximum cash payment of approximately £10.8 million (excluding any ClearStar Shares for which irrevocable undertakings electing for the Unlisted Share Alternative have been received by Hanover Bidco as of the date of this announcement).

9. ClearStar Share Schemes

Under the terms of the Offer, all participants who hold options under the ClearStar Share Scheme where the exercise price per ClearStar Share subject to an option is less than the price per ClearStar Share available under the Offer will be able: (i) either to exercise their option(s) up to the date of closing of the Offer and accept the Offer after which any unexercised option(s) will lapse; or (ii) to agree that their option(s) lapse in exchange for a payment from Hanover Bidco equal to the excess of the price per ClearStar Share available under the Offer over the exercise price of the option(s).

The Offer extends to any ClearStar Shares unconditionally allotted or issued and any Treasury Shares unconditionally sold or transferred by ClearStar, in each case, prior to the date on which the Offer closes (or such earlier date as Hanover Bidco may determine) as a result of the exercise of options granted under the ClearStar Share Schemes.

The ClearStar Share Schemes will terminate on closing of the Offer, and options which have not been exercised prior to that time will automatically lapse.

Participants in the ClearStar Share Schemes will be contacted separately regarding the effect of the Acquisition on their rights under the ClearStar Share Schemes.

10. Cancellation of listing of ClearStar Shares and compulsory acquisition

If the Offer becomes or is declared unconditional in all respects and Hanover Bidco has by virtue of its shareholdings and acceptances of its Offer acquired, or agreed to acquire, ClearStar Shares carrying at least 75 per cent. of the voting rights of ClearStar, Hanover Bidco intends to procure the making of an application by ClearStar for cancellation of the admission to trading of ClearStar Shares on AIM. A notice period of not less than 20 Business Days prior to the cancellation will commence on the date on which the Offer becomes or is declared unconditional in all respects provided Hanover Bidco has obtained 75 per cent. or more of the voting rights as described above or otherwise as soon as Hanover Bidco obtains 75 per cent. or more of the voting rights as described above. ClearStar will announce when the relevant voting threshold has been attained by Hanover Bidco, that the notice period has commenced and of the anticipated date of cancellation of the admission to trading of ClearStar Shares on AIM. Delisting would significantly reduce the liquidity and marketability of all ClearStar Shares not assented to the Offer at that time.

If the Offer becomes or is declared unconditional in all respects and Hanover Bidco acquires, through acceptances under the Offer and/or otherwise acquires, 90 per cent. or more of the ClearStar Shares to which the Offer relates, Hanover Bidco will exercise its rights pursuant to the provisions of section 88 of the Cayman Companies Law in connection with the Offer, Hanover Bidco intends to apply such provisions to acquire compulsorily any ClearStar Shares not acquired or agreed to be acquired by or on behalf of Hanover Bidco pursuant to the Offer or otherwise on the same terms as the Offer.

11. Offer related arrangement

On the Latest Practicable Date, Hanover Bidco, Hanover Investors and ClearStar entered into the Tender Offer Agreement under which the parties have agreed that the obligation to make an offer to all ClearStar Shareholders if Hanover Bidco becomes interested in 30 per

cent. or more of voting rights in ClearStar in accordance with article 46.1 of the articles of association of ClearStar will be unanimously waived by the ClearStar Independent Directors in respect of the gathering of irrevocable undertakings in excess of 30 per cent. of the voting rights in ClearStar and in respect of the making of the Offer on the terms and conditions set out in the Offer Document.

The Tender Offer Agreement also contains certain undertakings, assurances and confirmations among the parties, including with respect to the co-operation of the parties relating to the implementation of the Offer. Pursuant to the Tender Offer Agreement, the parties agreed to co-operate and assist each other in obtaining any clearances required to satisfy the Conditions and the Tender Offer Agreement also sets out their agreement as to the treatment, in relation to the Offer, of participants in the ClearStar Share Schemes.

12. Further information

Your attention is drawn to the further information contained in the Appendices which form part of this announcement.

Action to be taken

If you wish to accept the Offer in respect of ClearStar Shares in certificated form (that is not in CREST), please return the Form of Acceptance/Election duly completed, by post or by hand (during normal business hours only) to the Receiving Agent, Link Group, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom as soon as possible and, in any event, to be received by no later than 1.00 p.m. on the First Closing Date. The procedure for acceptance will be set out in the Offer Document and in the Form of Acceptance/Election.

If you wish to accept the Offer in respect of your ClearStar Dis (that is in CREST), please send (or, if you are a CREST sponsored member procure that your CREST sponsor sends) a TTE Instruction in accordance with the procedure set out in the Offer Document and in the Form of Acceptance/Election, as soon as possible and in any event so that the TTE Instruction settles not later than 1.00 p.m. on the First Closing Date.

The person responsible for making this announcement on behalf of ClearStar is Nicolas Dufour, General Counsel and Corporate Secretary.

Enquiries:

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Harry Chathli, Claire Norbury, Joe Quinlan

Addleshaw Goddard LLP and Maples and Calder LLP are retained as legal advisers to ClearStar. Herbert Smith Freehills LLP is retained as legal adviser to Hanover Bidco.

Important notice

The statements contained in this announcement are not to be construed as legal, business, financial or tax advice. If you are in any doubt about the Offer or the contents of this announcement, you should consult your own legal, financial and/or tax adviser for legal, business, financial and/or tax advice.

Further information

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in the United States or any other jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of ClearStar in the United States or any other jurisdiction in contravention of applicable law.

Any acceptance or other response to the Offer should only be made on the basis of information contained in the Offer Document (which will contain the full terms and conditions of the Offer) and the Form of Acceptance/Election. ClearStar Shareholders are advised to read the formal documentation in relation to the Offer carefully once it has been dispatched.

Please be aware that addresses, electronic addresses and certain other information provided by ClearStar Shareholders, persons with information rights and other relevant persons in connection with the receipt of communications from ClearStar may be provided to Hanover Bidco during the offer period.

Overseas jurisdictions

The availability of Hanover Bidco Shares in, and the release, publication or distribution of this announcement and/or any accompanying documents (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements.

ClearStar Shareholders who are in any doubt regarding such matters should consult an appropriate independent adviser in the relevant jurisdiction without delay. Any failure to comply with such restrictions and/or requirements may constitute a violation of the securities laws of any such jurisdiction.

This announcement has been prepared for the purposes of complying with English law, the laws of the Cayman Islands and the AIM Rules and the 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 and regulations of any jurisdiction outside the United Kingdom.

The Offer will be subject to the applicable requirements of English Law, the laws of the Cayman Islands, the AIM Rules, the UK Financial Conduct Authority and section 14(e) of, and Regulation 14E under, the Exchange Act. ClearStar is not subject to the UK Takeover Code or any requirements of the UK Takeover Panel.

Unless otherwise determined by Hanover Bidco, and permitted by applicable law and regulation, the Offer shall not be made available, 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 accept the Offer by any such use, means, instrumentality or form 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 Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward,

distribute or send them in or into or from any Restricted Jurisdiction where to do so would violate the laws in that jurisdiction.

Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction and, to the fullest extent permitted by applicable law, ClearStar, and Hanover Bidco disclaim any responsibility or liability for the violation of such restrictions by any person.

The availability of the Offer to ClearStar 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.

Notes to US investors

The Offer is being made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, and pursuant to an exemption from the registration requirement of the Securities Act for transactions not involving a public offering and, in accordance with the requirements of the laws of the Cayman Islands. The Hanover Bidco Shares to be issued pursuant to the Offer have not been and will not be registered under the Securities Act or under the relevant securities laws of any state or territory or other jurisdiction of the United States. There will be no public offering of Hanover Bidco Shares in the United States.

The Offer is being made for the securities of a Cayman Islands incorporated company with its shares admitted to trading on AIM. The Offer is not subject to United States disclosure requirements. The financial information on ClearStar included in this announcement has been extracted from ClearStar financial statements which are stated by ClearStar to have been prepared in accordance with US GAAP.

The receipt of cash pursuant to the Offer by a US holder of ClearStar Shares may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each ClearStar Shareholder is urged to consult his or her independent professional adviser immediately regarding the tax consequences of accepting the Offer.

The Offer will be made by Hanover Bidco and no one else.

It may be difficult for US holders of ClearStar Shares to enforce their rights and any claim arising out of US federal securities laws, since Hanover Bidco is incorporated under the laws of England and Wales, and ClearStar is incorporated under the laws of the Cayman Islands and some of their officers and directors are residents of non-US jurisdictions. US holders of ClearStar Shares 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 judgment.

This announcement does not constitute an offer of securities for sale in the United States or an offer to acquire securities in the United States. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by the use of the mails of, or by any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the United States or any other country in which such offer may not be made other than: (i) in accordance with the tender offer requirements under the Exchange Act, or the securities laws of such other country, as the case may be; or (ii) pursuant to an available exemption from such requirements.

Neither the US Securities and Exchange Commission nor any US state securities commission has approved or disapproved the Offer, passed comment upon the fairness or merits of the Offer or passed comment upon the adequacy or completeness of this announcement. Any representation to the contrary is a criminal offence in the United States.

To the extent permitted by applicable law, in accordance with normal UK market practice, Hanover Bidco or its nominees or brokers (acting as agents) or their respective affiliates may from time to time make certain purchases of, or arrangements to purchase, shares or other securities in ClearStar, other than pursuant to the Offer, at any time prior to completion of the Offer. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices.

Any such purchases, or arrangements to purchase, will comply with all applicable UK and Cayman Islands' rules, the AIM Rules and Rule 14e-5 under the Exchange Act. To the extent required by the applicable law, any information about such purchases will be disclosed on a next day basis to a Regulatory Information Service including the Regulatory News Service on the London Stock Exchange website, www.londonstockexchange.com. To the extent that such information is made public in the United Kingdom, this information will also be deemed to be publicly disclosed in the United States.

Notes regarding Hanover Bidco Shares

The Hanover Bidco Shares to be issued pursuant to the Offer have not been and will not be registered under the relevant securities laws of any Restricted Jurisdiction. No prospectus in relation to the Hanover Bidco Shares has been, or will be, lodged with, or registered by, the FCA in the United Kingdom. Accordingly, the Hanover Bidco Shares are not being, and may not be, offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly in or into the United States, Canada, Australia or Japan or any other jurisdiction if to do so would constitute a violation of relevant laws of, or require registration thereof in, such jurisdiction (absent registration under relevant securities laws or pursuant to an exemption, if available, from any applicable registration requirements and otherwise in compliance with all applicable laws).

The Hanover Bidco Shares are not being, and may not be, offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, to the public in the Cayman Islands. For these purposes, the expression "public" does not include an exempted or ordinary non-resident company registered under the Companies Law (2020 Revision), or a foreign company registered under Part IX of that Law, or any such company acting as general partner of a partnership registered under the Exempted Limited Partnership Law (2018 Revision), or any director or officer of the same acting in such capacity.

Forward-looking statements

This announcement contains certain forward-looking statements, including statements regarding Hanover Bidco and ClearStar and their plans, objectives and expected performance. Such statements relate to events and depend on circumstances that will occur in the future and are subject to risks, uncertainties and assumptions. There are a number of factors which could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements, including, among others: the enactment of legislation or regulation that may impose costs or restrict activities; the re-negotiation of contracts or licences; fluctuations in demand and pricing in the employee screening industry; fluctuations in exchange controls; changes in government policy and taxations; industrial disputes; war and terrorism. These forward-looking statements speak only as at the date of this announcement.

No profit forecasts or estimates

No statement in, or referred to in, this announcement or incorporated by reference into this announcement is intended as or shall be deemed to be a profit forecast or estimate for any period. No statement in, or referred to in, this announcement or incorporated by reference into this announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for ClearStar, Hanover Bidco or the enlarged Hanover Bidco Group (as applicable) for the current or future financial years would necessarily match or exceed the historic published cash flow from operations, free cash flow, earnings or earnings per share for ClearStar, Hanover Bidco or the enlarged Hanover Bidco Group (as applicable).

Publication of this announcement

A copy of this announcement will be available subject to certain restrictions relating to persons resident in Restricted Jurisdictions on Hanover Bidco's website at www.hanoverinvestors.com and ClearStar's website at www.clearstar.net.

The contents of Hanover Bidco's website and ClearStar's website are not incorporated into and do not form part of this announcement.

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 arithmetic aggregation of the figures that precede them.

Definitions

Certain words and terms used in this announcement are defined in Appendix IV of this announcement.

Time

All times shown in this announcement are London times, unless otherwise stated.

**APPENDIX I
CONDITIONS AND FURTHER TERMS OF THE OFFER**

**PART A
CONDITIONS OF THE OFFER**

The Offer and any dispute or claim arising out of, or in connection with, it (whether contractual or non-contractual in nature) will be governed by, and construed in accordance with, English law and be subject to the jurisdiction of the courts of England. The Offer will be made on the terms and conditions set out in the Offer Document.

Conditions

The Offer is subject to the following Conditions:

1. Acceptance Condition

valid acceptances being received by 1.00 p.m. on the First Closing Date (or such later time(s) and date(s) prior to the Long Stop Date as Hanover Bidco may decide) in respect of ClearStar Shares which, taken together with all other ClearStar Shares that Hanover Bidco (and /or its nominee) shall have acquired or agreed to acquire, whether pursuant to the Offer or otherwise, carry, in aggregate, more than 50 per cent. of the voting rights then exercisable at a general meeting of ClearStar, including for this purpose, any such voting rights attaching to any ClearStar Shares that may be unconditionally allotted or issued before the Offer becomes or is declared unconditional as to acceptances whether pursuant to the exercise of any outstanding conversion or subscription rights or otherwise, and for this purpose:

- 1.1 ClearStar Shares which have been unconditionally allotted but not issued before the Offer becomes or is declared unconditional as to acceptances, whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise, shall be deemed to carry the voting rights they will carry upon issue;
- 1.2 the acceptances received pursuant to the Offer are or will be treated as valid acceptances for the purposes of section 88 of the Cayman Companies Law; and
- 1.3 all percentages of voting rights and share capital are to be calculated by reference to the percentage held and in issue outside treasury,

and in addition, the Offer will be conditional upon the following Conditions and, accordingly, the Offer will not become or be declared unconditional in all respects unless the following Conditions (as amended if appropriate) have been satisfied, or where relevant, waived by Hanover Bidco;

2. General antitrust, regulatory and third party clearances

- 2.1 no government or governmental, quasi-governmental, supranational, statutory, administrative or regulatory body, authority, court, trade agency, association, institution, environmental body, Merger Control Authority or any other person or body in any jurisdiction (each a "**Relevant Authority**") having decided to take, instituted, implemented or threatened any action, proceedings, suit, investigation, enquiry or reference, or made, proposed or enacted any statute, regulation, order or decision or taken any other steps and there not continuing to be outstanding any statute, regulation, order or decision, which would or might:

- 2.1.1 make the Offer or the acquisition of any ClearStar Shares, or control of ClearStar by Hanover Bidco void, illegal or unenforceable or otherwise restrict, restrain, prohibit, delay or interfere with the implementation thereof, or impose additional conditions or obligations with respect thereto, or require material amendment thereof or otherwise challenge or interfere therewith;
- 2.1.2 require or prevent the divestiture by any member of the ClearStar Group or any company of which 20 per cent. or more of the voting capital is held by any member of the ClearStar Group or any partnership, joint venture, firm or company in which any member of the ClearStar Group may hold a 20 per cent. or more direct or indirect interest (the "**wider ClearStar Group**") or by any member of the Hanover Bidco Group or any company of which 20 per cent. or more of the voting

capital is held by the Hanover Bidco Group or any partnership, joint venture, firm or company in which any member of the Hanover Bidco Group may hold a 20 per cent. or more direct or indirect interest (the "**wider Hanover Bidco Group**") of all or any material portion of their respective businesses, assets or property or impose any material limitation on the ability of any of them to conduct their respective businesses or own any of their assets or property;

- 2.1.3 impose any limitation on or result in a delay in the ability of any member of the wider ClearStar Group or the wider Hanover Bidco Group to acquire or to hold or to exercise effectively any rights of ownership of shares or loans or securities convertible into shares in any member of the wider ClearStar Group or of the wider Hanover Bidco Group held or owned by it or to exercise management control over any member of the wider ClearStar Group or of the wider Hanover Bidco Group in each case which is material in the context of the Offer;
- 2.1.4 require any member of the wider Hanover Bidco Group or the wider ClearStar Group to acquire or offer to acquire any shares or other securities in any member of the wider ClearStar Group in each case which is material in the context of the Offer; or
- 2.1.5 otherwise materially and adversely affect the assets, business, profits or prospects of any member of the wider Hanover Bidco Group or of any member of the wider ClearStar Group in each case which is material in the context of the Offer,

and all applicable waiting and other time periods during which any such Relevant Authority could decide to take, institute, implement or threaten any such action, proceeding, suit, investigation, enquiry or reference having expired, lapsed or been terminated;

- 2.2 all necessary notifications and filings having been made, all applicable waiting periods (including any extensions thereof) under any applicable legislation or regulations of any jurisdiction having expired, lapsed or been terminated, in each case in respect of the Offer and the acquisition of any ClearStar Shares, or of control of ClearStar, by Hanover Bidco, and all authorisations, orders, recognitions, grants, consents, licences, confirmations, clearances, permissions and approvals ("**Authorisations**") necessary in any jurisdiction for, or in respect of, the Offer and the proposed acquisition of any ClearStar Shares, or of control of ClearStar, by Hanover Bidco and to carry on the business of any member of the wider Hanover Bidco Group or of the wider ClearStar Group having been obtained, in terms and in a form reasonably satisfactory to Hanover Bidco, from all appropriate Relevant Authorities and from any persons or bodies with whom any member of the wider Hanover Bidco Group or the wider ClearStar Group has entered into contractual arrangements (where the absence of any such Authorisations would be material and adverse in the context of the Offer) and all such Authorisations remaining in full force and effect at the time at which the Offer becomes unconditional in all respects and, save as Disclosed, Hanover Bidco having no knowledge of an intention or proposal to revoke, suspend or modify or not to renew any of the same and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

3. **Matters arising as a result of any arrangement, agreement etc**

- 3.1 save as Disclosed, there being no provision of any arrangement, agreement, licence, permit or other instrument to which any member of the wider ClearStar Group is a party or by or to which any such member or any of their assets is or may be bound, entitled or be subject to and which, in consequence of the Offer or the acquisition or proposed acquisition of any ClearStar Shares, or control of ClearStar, by Hanover Bidco or otherwise, would or would reasonably, result in (in each case to an extent which is material in the context of the wider ClearStar Group when taken as a whole):
 - 3.1.1 any monies borrowed by, or other indebtedness actual or contingent of, or grant available to, any such member of the wider ClearStar Group being or becoming repayable or being capable of being declared immediately or prior to its or their stated maturity or the ability of any such member to borrow monies or incur any indebtedness being inhibited or becoming capable of being withdrawn;

- 3.1.2 the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member or any such security (whenever arising or having arisen) being enforced or becoming enforceable;
- 3.1.3 any such arrangement, agreement, licence or instrument being terminated or adversely modified or affected, or any action being taken of an adverse nature or any obligation or liability arising thereunder;
- 3.1.4 any assets of any such member being disposed of or charged, or right arising under which any such asset could be required to be disposed of or charged, other than in the ordinary course of business;
- 3.1.5 the interest or business of any such member of the wider ClearStar Group in or with any firm or body or person, or any agreements or arrangements relating to such interest or business, being terminated or adversely modified or affected;
- 3.1.6 any such member ceasing to be able to carry on business under any name under which it presently does so;
- 3.1.7 the creation of liabilities (actual or contingent) by any such member; or
- 3.1.8 the financial or trading position of any such member being prejudiced or adversely affected,

and no event having occurred which, under any provision of any arrangement, agreement, licence or other instrument to which any member of the wider ClearStar Group is a party, or to which any such member or any of its assets may be bound, entitled or subject, could result in any of the events or circumstances as are referred to in paragraphs (3.1.1 to 3.1.8) of this condition 3.1;

4. Events since 31 December 2019

- 4.1 save as Disclosed, no member of the wider ClearStar Group having, since 31 December 2019:
 - 4.1.1 issued, agreed to issue or proposed the issue of additional shares or securities of any class, or securities convertible into, or exchangeable for or rights, warrants or options to subscribe for or acquire, any such shares, securities or convertible securities (save as, (a) between ClearStar and wholly-owned subsidiaries of ClearStar before the date hereof or (b) upon, pursuant to or in respect of the exercise and/or vesting of any options or awards granted under the ClearStar Share Schemes), or redeemed, purchased or reduced any part of its share capital;
 - 4.1.2 sold or transferred or agreed to sell or transfer any Treasury Shares;
 - 4.1.3 recommended, declared, paid or made or proposed to recommend, declare, pay or make any dividend or other distribution other than to ClearStar or a wholly-owned subsidiary of ClearStar;
 - 4.1.4 agreed, authorised, proposed or announced its intention to propose any merger or demerger or acquisition or disposal of assets or shares (other than in the ordinary course of trading) or to any material change in its share or loan capital;
 - 4.1.5 issued, authorised or proposed the issue of any debentures or incurred any indebtedness or contingent liability;
 - 4.1.6 acquired or disposed of or transferred, mortgaged or encumbered any asset or any right, title or interest in any asset (other than in the ordinary course of trading);
 - 4.1.7 other than in the ordinary course of business, entered into or varied or announced its intention to enter into or vary any contract, arrangement or commitment (whether in respect of capital expenditure or otherwise) which is of a long-term or unusual nature or involves or could involve an obligation of a nature or magnitude;

- 4.1.8 entered into or proposed or announced its intention to enter into any reconstruction, amalgamation, transaction or arrangement (otherwise than in the ordinary course of business);
- 4.1.9 taken any action nor having had any steps taken or legal proceedings started or threatened against it for its winding-up or dissolution or for it to enter into any arrangement or composition for the benefit of its creditors, or for the appointment of a receiver, administrator, trustee or similar officer if it or any of its assets (or any analogous proceedings or appointment in any overseas jurisdiction) (in each case to an extent which is material in the context of the wider ClearStar Group taken as a whole);
- 4.1.10 been unable, or admitted in writing that it is unable, to pay its debts or having stopped or suspended (or threatened to stop or suspend) payment of its debts generally or ceased or threatened to cease carrying on all or a substantial part of its business;
- 4.1.11 entered into or varied or made any offer to enter into or vary the terms of any service agreement or arrangement with any of the ClearStar Directors to a material extent;
- 4.1.12 waived, compromised or settled any claim which is material in the context of the wider ClearStar Group taken as a whole; or
- 4.1.13 entered into, or made an offer (which remains open for acceptance) to enter into, any agreement, arrangement or commitment or passed any resolution with respect to any of the transactions or events referred to in this paragraph 4.1;

5. No adverse change, litigation, or similar

- 5.1 since 31 December 2019, save as Disclosed:
 - 5.1.1 there having been no adverse change in the business, assets, financial or trading position or profits or prospects of any member of the wider ClearStar Group;
 - 5.1.2 no litigation, arbitration proceedings, prosecution or other legal proceedings having been instituted, announced or threatened by or against or remaining outstanding against any member of the wider ClearStar Group and no enquiry or investigation by or complaint or reference to any Relevant Authority against or in respect of any member of the wider ClearStar Group having been threatened, announced or instituted or remaining outstanding in each case which would have a material adverse effect on the wider ClearStar Group when taken as a whole; and
 - 5.1.3 no contingent or other liability having arisen or been incurred which might reasonably be expected to have a material adverse effect on the wider ClearStar Group when taken as a whole;
- 5.2 Hanover Bidco not having discovered that, save as Disclosed, the financial, business or other information concerning the wider ClearStar Group which has been Disclosed at any time by or on behalf of any member of the wider ClearStar Group whether publicly (by the delivery of an announcement to a Regulatory Information Service) or to Hanover Bidco or its professional advisers, either contains a misrepresentation of fact or omits to state a fact necessary to make the information contained therein not misleading and has a material adverse effect on the wider ClearStar Group when taken as a whole;

6. Anti-corruption and sanctions

- 6.1 any past or present member, director, officer or employee of the wider ClearStar Group is engaging in or has at any time during the course of such person's employment with, or performance of services for or on behalf of, the wider ClearStar Group engaged in an activity, practice or conduct which would constitute an offence under the UK Bribery Act 2010, the US Foreign Practices Act of 1977 or any other applicable anti-corruption legislation or regulation;
- 6.2 any past or present member, director, officer or employee of the wider ClearStar Group is engaging in or has at any time engaged in any act of bribery or has paid or agreed to pay

any bribe including any “inducement fee” given or agreed to give any similar gift or benefit or paid or agreed to pay to a concealed bank account or fund to or for the account of, any customer, supplier, governmental official or employee, representative of a political party, or other person for the purpose of obtaining or retaining business or otherwise engaged in any activity, done such things (or omitted to do such things) in contravention of the UK Bribery Act 2010, the US Foreign Corrupt Practices Act 1977, as amended, or any other anti-corruption legislation applicable to the wider ClearStar Group, in each case which is material in the context of the wider ClearStar Group when taken as a whole;

- 6.3 any asset of any member of the wider ClearStar Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition);
- 6.4 any past or present member, director, officer or employee of the ClearStar Group has engaged in any business with, made any investments in, or made any funds or assets available to or received any funds or asset from: (a) any government, entity or individual in respect of which US, UK or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US, UK or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control or HM Revenue & Customs; or (b) any government, entity or individual named by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states, save that this shall not apply if and to the extent it is or would be unenforceable by reason of breach of any applicable Blocking Law; or
- 6.5 any member of the ClearStar Group being engaged in any transaction which would cause Hanover Bidco to be in material breach of any law or regulation upon its acquisition of ClearStar, including the economic sanctions of the United States Office of Foreign Assets Control, or HM Revenue & Customs, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the United Kingdom, the European Union or any of its member states, save that this shall not apply if and to the extent it is or would be unenforceable by reason of breach of any applicable Blocking Law;

7. **Environmental**

- 7.1 any past or present member of the wider ClearStar Group has not complied with all applicable legislation or regulations of any jurisdiction or any notice or requirement of any Relevant Authority with regard to the storage, disposal, discharge, spillage, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or harm human health which non-compliance would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the wider ClearStar Group which is material in the context of the wider ClearStar Group when taken as a whole;
- 7.2 there has been a disposal, spillage, emission, discharge or leak of waste or hazardous substance or any substance likely to impair the environment or harm human health on, or from, any land or other asset now or previously owned, occupied or made use of by any past or present member of the wider ClearStar Group, or in which any such member may now or previously have had an interest, which would be likely to give rise to any liability (whether actual or contingent) on the part of any member of the wider ClearStar Group which is material in the context of the wider ClearStar Group when taken as a whole;
- 7.3 there is or is likely to be any obligation or liability (whether actual or contingent) to make good, repair, reinstate or clean up any property now or previously owned, occupied or made use of by any past or present member of the wider ClearStar Group or in which any such member may now or previously have had an interest under any environmental legislation or regulation or notice, circular or order of any Relevant Authority in any jurisdiction which is material in the context of the wider ClearStar Group when taken as a whole; or
- 7.4 circumstances exist whereby a person or class of persons would be likely to have any claim or claims in respect of any product or process of manufacture, or materials used

therein, now or previously manufactured, sold or carried out by any past or present member of the wider ClearStar Group which claim or claims would be likely to affect adversely any member of the wider ClearStar Group which is material in the context of the wider ClearStar Group when taken as a whole.

**PART B
WAIVER AND INVOCATION OF CONDITIONS**

1. To the extent permitted by law, Hanover Bidco reserves the right to waive, in whole or in part, all or any of the conditions set out in paragraphs 2 to 7 (inclusive) of Part A of this Appendix I, in its sole discretion.
2. The Offer will lapse unless all of the conditions set out in paragraphs 1 to 7 (inclusive) of Part A of this Appendix I have been fulfilled or where appropriate, have been determined by Hanover Bidco to be waived or to be or remain satisfied, by midnight on the 21st day after the later of:
 - 2.1 the First Closing Date; and
 - 2.2 the date on which the Offer becomes or is declared unconditional as to acceptances, or, in each case, such later date as Hanover Bidco and ClearStar may agree, being no later than the Long Stop Date.
3. Subject to paragraph 4 of this Part B, Hanover Bidco shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as fulfilled any of the Conditions set out in paragraphs 2 to 7 (inclusive) of Part A of this Appendix I by a date earlier than the latest date specified above in paragraph 2 of this Part B for the fulfilment or waiver thereof, notwithstanding that the other Conditions may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any of such Conditions may not be capable of fulfilment.
4. Hanover Bidco has undertaken to ClearStar pursuant to the Tender Offer Agreement to waive or to seek to invoke any unfulfilled Conditions to the Offer not later than 8.00 a.m. on the Business Day after the date that the Acceptance Condition set out in paragraph 1 of Part A of this Appendix I has become or been declared satisfied.

**PART C
FORM OF THE OFFER**

Hanover Bidco reserves the right, with the consent of ClearStar, to elect to implement the acquisition of the ClearStar Shares by way of a Scheme or a Merger.

APPENDIX II INFORMATION ON THE UNLISTED SHARE ALTERNATIVE

1. Terms

As an alternative to all of the Cash Consideration to which they would otherwise be entitled under the Offer, eligible ClearStar Shareholders together with their connected family trusts holding 25 per cent. or more of the voting rights in ClearStar and who execute an Accredited Investor Letter will be able to elect for the Unlisted Share Alternative to receive Hanover Bidco Shares in respect of all (but not part only) of their holding of ClearStar Shares, subject to the terms and conditions of the Unlisted Share Alternative.

As at the Latest Practicable Date, Bidco was wholly owned by Hanover Holdco 1 Limited which is wholly owned by the Hanover Fund. Hanover Holdco 1 Limited holds Bidco A Shares. Following the Offer becoming or being declared unconditional in all respects, neither the Hanover Fund or the Hanover Investors will be issued with any Hanover Bidco Shares, but may subsequently subscribe for further Hanover Bidco A Shares.

Fractions of Hanover Bidco Ordinary Shares will not be allotted or issued pursuant to the Offer to ClearStar Shareholders and entitlements will instead be rounded down to the nearest whole number of Hanover Bidco Ordinary Shares. No cash consideration will be paid for fractional entitlements.

The Hanover Bidco Shares to be issued under the Unlisted Share Alternative will be issued credited as fully paid and will rank pari passu in all economic respects with all the Hanover Bidco A Shares, including the right to receive in full all dividends and other distributions, if any, declared, made or paid after the date hereof.

The Hanover Bidco Shares will be B ordinary shares of £1 each in the capital of Hanover Bidco and they will:

- rank pari passu in all economic respects with all the Hanover Bidco A Shares;
- not be listed or traded on the AIM or any other regulated exchange or market;
- be non-transferable (except with Hanover Bidco's consent or to family members or family trusts);
- not carry any voting rights;
- not give the right to be represented at the board of directors of Hanover Bidco;
- be subject to a customary drag-along right for the benefit of the holders of Hanover Bidco A Shares;
- benefit from a customary tag-along right;
- entitle their holder during a period of six months from when the Offer becomes or is declared unconditional in all respects to request the holders of Hanover Bidco A Shares to purchase their Hanover Bidco Shares at a price in cash equal to the Cash Consideration;
- benefit from customary information rights; and
- benefit from certain limited minority protections, including a veto (requiring the approval of a majority of Hanover Bidco Shares) to certain corporate actions, including an issue of shares or other securities on a non pre-emptive basis where such holder has not been offered the opportunity to subscribe pre-emptively.

2. Availability

The Unlisted Share Alternative will only be implemented if the Offer becomes or has been declared unconditional in all respects in accordance with its terms.

The availability of the Unlisted Share Alternative to certain overseas shareholders will be restricted. If Hanover Bidco believes that an election for the Unlisted Share Alternative by any ClearStar Shareholder may infringe applicable legal or regulatory requirements, or may result in a requirement for a registration under the Securities Act, the Exchange Act or any

other securities laws in the United States, or the securities laws of any other Restricted Jurisdiction, Hanover Bidco will have the right to deem that such ClearStar Shareholder has not validly elected for the Unlisted Share Alternative and such ClearStar Shareholder will instead receive the Cash Consideration in accordance with the terms of the Offer.

Robert Vale, the CEO of ClearStar, has confirmed that he has agreed to participate in the Unlisted Share Alternative and subscribe for the following number of Hanover Bidco Shares:

Director	Total of ClearStar Shares	Number of Hanover Bidco Shares
Robert Vale	9,693,000	3,877,200

3. Risk factors

The Hanover Bidco Shares will be unlisted, not admitted to trading on any stock exchange, not capable of being deposited in an ADR programme and will be subject to, among other things, restrictions on transfer.

Eligible ClearStar Shareholders should ascertain whether acquiring or holding the Hanover Bidco Shares is affected by the laws of the relevant jurisdiction in which they reside and consider whether Hanover Bidco Shares are a suitable investment in light of their own personal circumstances and are, therefore, strongly recommended to seek their own independent financial, tax and legal advice in light of their own particular circumstances and investment objectives before deciding whether to elect for the Unlisted Share Alternative. Any decision to elect for the Unlisted Share Alternative should be based on independent financial, tax and legal advice and a full consideration of this announcement (including the factors listed below).

The attention of eligible ClearStar Shareholders, who may be considering electing for the Unlisted Share Alternative, is drawn to certain risk factors and other investment considerations relevant to such an election, which include, inter alia, the following:

- Hanover Bidco is an unlisted private limited company and there currently is, and there is expected to continue to be, no market in Hanover Bidco Shares;
- Hanover Bidco Shares will not be listed or traded on the AIM or any other regulated exchange or market;
- Hanover Bidco Shares are non-transferable (except with Hanover Bidco's consent or to family members or a family trust);
- Hanover Bidco will not be subject to the disclosure, corporate governance and shareholder protection requirements of any recognised investment exchange;
- Hanover Bidco Shares will not carry any voting rights and ClearStar Shareholders electing for the Unlisted Share Alternative will, thus, have very limited influence over decisions made by Hanover Bidco;
- the Hanover Bidco Shares held by eligible electing ClearStar Shareholders will represent a minority interest in Hanover Bidco and Hanover Fund will have control over Hanover Bidco;
- Hanover Bidco Shares will not give the right to be represented at the board of directors of Hanover Bidco;
- the structuring and future operation of Hanover Bidco may not be tax efficient for electing ClearStar Shareholders. ClearStar Shareholders considering electing to receive Unlisted Share Alternative should seek their own tax advice;
- further issues of Hanover Bidco Shares or other shares in Hanover Bidco may have a dilutive effect on ClearStar Shareholders who elect to become holders of Hanover Bidco Ordinary Shares; and
- no dividends or other distributions are currently contemplated in respect of the Hanover Bidco Shares.

APPENDIX III
INFORMATION ON THE IRREVOCABLE UNDERTAKINGS AND LETTER OF INTENT

1. Irrevocable undertakings electing for the Unlisted Share Alternative from ClearStar Directors

Robert Vale, the CEO of ClearStar, has given an irrevocable undertaking to, among other things:

- accept or procure acceptance of the Offer: and
- elect for the Unlisted Share Alternative,

in relation to the ClearStar Shares currently held by him, as well as any further ClearStar Shares which he may become the registered or beneficial owner of or otherwise interested in.

This irrevocable undertaking remains binding even in the event of a higher competing offer.

Name	Number of ClearStar Shares	Percentage of ClearStar issued share capital
Robert Vale	9,693,000	26.7

2. Irrevocable undertakings electing for the Cash Consideration from ClearStar Directors

The following ClearStar Directors have given irrevocable undertakings to, among other things, to accept or procure acceptance of the Offer in relation to the following ClearStar Shares currently held by them, as well as any further ClearStar Shares which they may become the registered or beneficial owner of or otherwise interested in. These ClearStar Directors are not eligible to validly elect for the Unlisted Share Alternative. These irrevocable undertakings remain binding even in the event of a higher competing offer.

Name	Number of ClearStar Shares	Percentage of ClearStar issued share capital
Barney Quinn	309,325	0.85
Kenneth Dawson	4,090,000	11.2
Robert Vale	9,693,000	26.7
André Schnabl	126,000	0.35

3. Irrevocable undertakings from other ClearStar Shareholders

The following ClearStar Shareholders have given an irrevocable undertakings to, among other things, accept or procure acceptance of the Offer in relation to the following ClearStar Shares currently held by them, as well as any further ClearStar Shares which they may become the registered or beneficial owner of or otherwise interested in. These ClearStar Shareholders are not eligible validly to elect for the Unlisted Share Alternative. These irrevocable undertakings remains binding even in the event of a higher competing offer.

Name	Number of ClearStar Shares	Percentage of ClearStar issued share capital
William White (together with shares held by his wife)	3,811,500	10.4
David Pattillo	1,363,900	3.75

4. **Irrevocable undertakings from other ClearStar Shareholders**

Artemis Investment Management LLP has given a letter of intent to Hanover Bidco to procure the acceptance of the Offer in respect of 791,500 ClearStar Shares.

Save for the irrevocable undertakings and letter of intent referred to in this Appendix III, and the Tender Offer Agreement, Hanover Bidco does not have any arrangement with any person relating to relevant securities of ClearStar.

APPENDIX IV DEFINITIONS

The following definitions apply throughout this announcement unless the context requires otherwise:

"Accredited Investor Letter"	the letter in relation to the Offer whereby a US person represents and warrants to Hanover Bidco, among other things, that he/she is an "accredited investor" for the purposes of the Securities Act
"Acquisition"	the proposed acquisition by Hanover Bidco of the entire issued and to be issued share capital of ClearStar to be implemented by means of the Offer or, should Hanover Bidco so elect, by means of a Scheme or Merger
"AIM"	the Alternative Investment Market of the London Stock Exchange
"AIM Rules"	the AIM Rules for companies issued by the London Stock Exchange
"Australia"	the Commonwealth of Australia, its states, territories and possessions
"Blocking Law"	any provision of Council Regulation (EC) No. 2271/1996 of 22 November 1996 (or any law implementing such Regulation in any Member State of the European Union or the United Kingdom) or any similar blocking or anti-boycott law
"Business Day"	a day (other than a Saturday or Sunday) on which banks are open for general business in London
"Canada"	Canada, its provinces and territories and all areas subject to its jurisdiction and any political sub-division thereof
"Cash Consideration"	the consideration of 40 pence per ClearStar Share, payable in cash in accordance with the terms and conditions of the Offer
"Cayman Companies Law"	the Companies Law (2020 Revision) of the Cayman Islands (as amended)
"certificated" or "in certificated form"	a share or other security which is not in uncertificated form (that is, not in CREST)
"ClearStar"	ClearStar, Inc. an exempted company incorporated in the Cayman Islands with limited liability with number MC-287331
"ClearStar DI"	the dematerialised depositary interests which are transferred through the CREST system and represent the underlying ClearStar Shares that are held on trust by the depositary for the holders of the depositary interests
"ClearStar Directors"	the directors of ClearStar as at the date of this announcement
"ClearStar Group"	ClearStar and its subsidiary undertakings

"ClearStar Independent Directors"	Barney Quinn, André Schnabl and Kenneth Dawson
"ClearStar Share Schemes"	any applicable employee share plans of ClearStar
"ClearStar Shareholders" or "Shareholders"	holders of ClearStar Shares from time to time
"ClearStar Shares"	the existing unconditionally allotted or issued and fully paid ordinary shares of US\$0.0001 each in the capital of ClearStar and any further such shares which are unconditionally allotted or issued and fully paid, and any Treasury Shares unconditionally sold or transferred by ClearStar, in each case, before the date on which the Offer closes (or such earlier date(s) as Hanover Bidco may determine), including any such shares so unconditionally allotted or issued pursuant to the exercise of options granted under the ClearStar Share Schemes
"Closing Price"	the closing price of a ClearStar Share as derived from the daily official list of the London Stock Exchange on any particular date
"Conditions"	the conditions to the Offer set out in of Part A of Appendix I of this announcement, and a "Condition" means any one of them
"CREST"	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations)
"CREST sponsor"	a CREST participant admitted to CREST as a CREST sponsor
"CREST sponsored member"	a CREST member admitted to CREST as a sponsored member
"Depository"	Link Market Services Trustees Limited
"Depository Interests" or "DIs"	the dematerialised depository interests in respect of ClearStar Shares issued by the Depository
"Disclosed"	information which has been: <ul style="list-style-type: none"> (i) fairly disclosed by, or on behalf of, ClearStar to Hanover Bidco on or before the date of this announcement; (ii) disclosed in the annual report and accounts for ClearStar for the financial year ended 31 December 2019; (iii) disclosed in the interim results for the six months ended 30 June 2020; (iv) disclosed in any announcement to a RIS by, or on behalf of, ClearStar, prior to the publication of this announcement; or (v) disclosed in this announcement.
"Euroclear"	Euroclear UK & Ireland Limited, the operator of CREST
"Exchange Act"	the US Securities Exchange Act of 1934, as amended

"FCA"	the UK Financial Conduct Authority or its successor from time to time
"finnCap "	finnCap Limited, financial adviser and nominated adviser to ClearStar
"First Closing Date"	the date which is 20 US Business Days after posting of the Offer Document
"Form of Acceptance/Election"	the form of acceptance and election for use by ClearStar Shareholders who hold their ClearStar Shares in certificated form in connection with the Offer
"General Partner"	HAEF II GP S.a.r.l.
"Hanover Bidco"	Hanover Bidco 1 Limited
"Hanover Bidco Group"	Hanover Bidco and its subsidiary undertakings
"Hanover Bidco A Shares"	A ordinary shares of £1 each in the capital of Hanover Bidco
"Hanover Bidco Shares"	non-voting B ordinary shares of £1 each in the capital of Hanover Bidco to be issued credited as fully paid pursuant to the Unlisted Share Alternative
"Hanover Fund"	Hanover Active Equity Fund II, S.C.A. SICAV-RAIF
"Hanover Investors"	Hanover Investors Management LLP
"Hanover Manager"	Hanover Investors Management (Malta) Limited
"Latest Practicable Date"	15 September 2020, being the last Business Day prior to the date of this announcement
"London Stock Exchange"	London Stock Exchange plc
"Long Stop Date"	31 December 2020
"Merger"	a statutory merger under Part XVI of the Cayman Companies Law
"Merger Control Authority"	any national, supra-national or regional, government or governmental, quasi-governmental, statutory, regulatory or investigative body or court, in any jurisdiction, responsible for the review and/or approval of mergers, acquisitions, concentrations, joint ventures, or any other similar matter
"Offer"	the recommended offer to be made by Hanover Bidco to acquire all of the issued and to be issued ClearStar Shares subject to the terms and the conditions to be set out in the Offer Document and the Form of Acceptance/Election relating thereto, and including, where the context so permits, the Unlisted Share Alternative, and, where the context so requires, any subsequent revision, variation, extension or renewal of such offer
"Offer Document"	the document to be sent to ClearStar Shareholders on behalf of Hanover Bidco containing the terms and conditions of the Offer

"Receiving Agent"	Link Group, a trading name of Link Market Services Limited
"Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001/3755)
"Regulatory Information Service" or "RIS"	a primary information provider which has been approved by the FCA to disseminate regulated information
"Restricted Jurisdiction"	any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Offer is sent or made available to ClearStar Shareholders in that jurisdiction including Australia, Canada, Japan and the United States
"Scheme"	a scheme under section 86 of the Cayman Companies Law
"Securities Act"	the US Securities Act of 1933, as amended
"subsidiary" and "subsidiary undertaking"	have the meanings given to them in the UK Companies Act
"Tender Offer Agreement"	means the tender offer agreement entered into between Hanover Bidco, the Hanover Fund, Hanover Investors and ClearStar on the Latest Practicable Date to regulate their conduct in respect of the Offer
"Treasury Shares"	ClearStar Shares held in the name of ClearStar as treasury shares in accordance with the Cayman Companies Law
"TTE Instruction"	a Basic Offer TTE Instruction or an Alternative TTE instruction (as the context requires)
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"UK Companies Act"	the Companies Act 2006
"UK Takeover Code"	the City Code on Takeovers and Mergers
"UK Takeover Panel"	the Panel on Takeovers and Mergers
"uncertificated" or "in uncertificated form"	a share or other security title to which is recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST
"Unlisted Share Alternative"	the alternative whereby certain eligible ClearStar Shareholders who validly accept the Offer and execute an Accredited Investor Letter may irrevocably elect to receive Hanover Bidco Shares instead of the Cash Consideration to which they would otherwise have been entitled under the Offer, as referred to in Appendix II of this announcement
"United States of America", "US" or "United States"	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia, and all other areas subject to its jurisdiction
"US Business Day"	a day (other than a Saturday or Sunday) on which banks are open for general business in New York

"US Persons"	as defined in Regulation S under the Securities Act
"US\$" or "dollar"	dollar, the lawful currency for the time being of the US and references to "cent" and "c" shall be construed accordingly
"£" or "Sterling"	pounds sterling, the lawful currency for the time being of the UK and references to "pence" and "p" shall be construed accordingly