

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as regards the contents of this letter or its enclosure, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your ordinary shares in Sumo Group plc, please send this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of ordinary shares in Sumo Group plc, you should retain this document and consult the bank, stockbroker or other agent through whom the sale was effected. However, this document should not be forwarded or transmitted into any jurisdiction where to do so would constitute a violation of the relevant laws or regulations of that jurisdiction.

The distribution of this document in or into jurisdictions other than the United Kingdom may be restricted by the laws or regulation of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about, and observe, any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction.

16 August 2021

To: Sumo Group plc shareholders and persons with information rights

PUBLICATION OF SCHEME DOCUMENT OF SUMO GROUP PLC

On 19 July 2021, the boards of Sumo Group plc (the **Company**) and Tencent Holdings Limited (**Tencent**), announced that they had agreed on the terms of a recommended all cash acquisition by Tencent, through its indirect wholly-owned subsidiary, Sixjoy Hong Kong Limited (**Tencent Bidco**), of the entire issued and to be issued ordinary share capital of the Company (the **Proposed Acquisition**) to be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the **Scheme**).

The Company is pleased to confirm that the scheme document in relation to the Scheme (the **Scheme Document**) and the Forms of Proxy alongside various supporting documents are now available to access on the Company's website at www.sumogroupplc.com/investors-centre/. You will also be posted hard copies of the Forms of Proxy and the Virtual Meeting Guide.

The Company draws your attention to the 'action to be taken' section on pages 8-12 of the Scheme Document for details of how to vote and the relevant deadlines for voting if you are a Sumo Shareholder that is entitled to attend and vote at the Court Meeting and the General Meeting. This letter is not to be taken as a summary of the information in the Scheme Document and should not be regarded as a substitute for reading the Scheme Document in full.

Terms used in this letter and not defined herein have the meaning given to them in the Scheme Document.

Please be aware that addresses, electronic addresses and certain other information provided by you for the receipt of communications from the Company may be provided to Tencent Bidco during the offer period as required under Section 4 of Appendix 4 of the City Code on Takeovers and Mergers (the **Code**).

If you wish to contact the Company regarding administrative matters in view of the Scheme Document, please call Link Group on 0371 664 0321 (or +44 371 664 0321 from overseas). Lines are open 9.00 am – 5.30 pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

We would also like to remind all persons with a direct or indirect interest of 1% or more in the relevant securities of the Company of their disclosure obligations under Rule 8 of the Code (as further referred to below). If a 1% disclosure requirement is triggered, then under Rule 8 you must disclose the interest you hold in all relevant securities.

Yours faithfully,

Ian Livingstone
Chairman
Sumo Group plc

Enc.

The City Code

The Company is subject to the Code. Details of the Code can be found on the Takeover Panel's website at: www.thetakeoverpanel.org.uk.

The directors of the Company accept responsibility for the information contained in this notification (including any expressions of opinion). To the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case), the information contained in this notification is in accordance with the facts and does not omit anything likely to affect the import of the information.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

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

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

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

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

Hard copy available

You may request a copy of the Scheme Document and any information incorporated into it by reference to another source, in hard copy form and may also request that all future documents, announcements and information sent to you in relation to the Proposed Acquisition should be in hard copy form. Any request should be sent to Link Group, Central Square, 10th Floor, 29 Wellington Street, Leeds, England, LS1 4DL or by calling Link Group on 0371 664 0321 (or +44 371 664 0321 from overseas). Lines are open 9.00 am – 5.30 pm (UK time), Monday to Friday (excluding public holidays in England and Wales).

A hard copy of the Scheme Document or other information will not be sent to you unless so requested.