



The Board of Directors
Pagero Group AB (publ)
Box 11006,
Gothenburg SE-404 21,
Sweden

By email for the attention of <Bengt.Nilsson@pagero.com>

5 May 2022

Dear Sirs

TUNGSTEN SHARE PLANS

We are writing to you in connection with the proposal of a recommended all-cash offer to be made by Pagero Group AB (publ) ("**Pagero**") to acquire the entire issued and to be issued ordinary share capital of Tungsten Corporation plc ("**Tungsten**") (the "**Offer**").

Under the current terms of the Offer, which remain subject to agreement, the holders of ordinary shares in Tungsten (each, a "**Share**") shall be entitled to receive for each Share they hold, 48 pence in cash (the "**Offer Price**").

Please accept this letter as confirmation of Tungsten's intention and expectation in relation to the rules of the Tungsten Share Plans (as defined below) with respect to conditional awards over Shares if and to the extent that the Offer is accepted and becomes or is declared unconditional in all respects or, if the Offer is to implemented by way of a scheme of arrangement under Chapter 2 of Part 26 of the Companies Act (the "**Scheme**"), upon the Scheme becoming effective in accordance with its terms (in either case "**Completion**").

If you agree to the terms set out in this letter, we should be grateful if you would sign and return a copy of this letter to Patrick Clark (patrick.clark@tungsten-network.com) by Monday 9 May 2020.

1. As at the date of this letter, the following options and awards were outstanding under the Tungsten Corporation plc Long Term Incentive Plan 2019 ("**LTIP**"), Tungsten Corporation plc Deferred Share Bonus Plan ("**DSBP**"), Tungsten Corporation plc Share Option Scheme ("**UK Plan**"), Tungsten Corporation plc Stock Option Plan (For U.S. Employees and Service Providers) ("**US Plan**"), the Appendix to the rules of the UK Plan governing the grant of share appreciation rights (the "**SARs Plan**") and the terms of an agreement with Darsh Advisers Limited (the "**Adviser's Agreement**") (together, the "**Tungsten Share Plans**"):



Tungsten Share Plan	Form of Award(s)	Number of Tungsten Shares subject to outstanding Awards	Number of Tungsten Shares expected to be issued on (or as soon as reasonably practicable following) Completion
LTIP	Nominal cost options	3,112,670	160,772
DSBP	Nominal cost options	775,371	775,371
UK Plan and US Plan	Options	899,320	148,175
Adviser's Agreement	Nominal cost Shares	478,614	478,614
SARs Plan	Cash only	147,919 (notional Shares only)	N/A

2. Tungsten confirms that no additional options or awards over Shares have been granted pursuant to the Tungsten Share Plans (together "**Awards**") since 1 September 2021, and no further Awards shall be granted prior to the earlier of Completion and 31 December 2022.
3. Pagero acknowledges that, before Completion, Tungsten may continue to operate the Tungsten Share Plans in accordance with the rules of the relevant plan and/or agreement, Tungsten's normal practice and, where applicable, the Tungsten Directors' remuneration policy.
4. Pagero and Tungsten acknowledge that:
 - (i) Tungsten may amend the rules of the Tungsten Share Plans if the board of directors of Tungsten (or any relevant committee) is of the opinion that such amendments are necessary to implement the Offer and the treatment set out in this Agreement, to facilitate the administration of the Tungsten Share Plans and/or to obtain or maintain favourable tax treatment for participants or for Tungsten;
 - (ii) Pagero and Tungsten intend to jointly write to participants in the Tungsten Share Plans on, or as soon as practicable after, public announcement of the Offer to inform them of the impact of the Scheme on their outstanding Awards, the extent to which their Awards will vest and, in the case of options, become exercisable as a result of the Offer (taking into account the Offer Price) and any actions they may need to take in connection with their Awards as a result of the Offer; and



- (iii) Tungsten Shareholder approval will be sought for an amendment to the articles of association of Tungsten so that any Tungsten Shares issued or transferred on or after Completion will be automatically transferred to, or to the order of, Pagero in exchange for the provision by Pagero of the same consideration payable per Share under the Offer (or such other consideration as may be agreed between Pagero and Tungsten and disclosed in the Offer Document).
5. Pagero acknowledges that Tungsten may make any submission to the Panel which it deems necessary to implement the arrangements referred to in this letter, having consulted with Pagero before making any such submission, and Pagero agrees to cooperate as soon as possible and in good faith in the making of any such submission.
 6. Pagero confirms that none of the Awards will be exchanged for, converted into or replaced by any options or awards issued or granted by Pagero or any member of the Pagero Group in respect of the shares in Pagero or any member of the Pagero Group.
 7. Pagero acknowledges that all unvested Awards granted under the LTIP will vest to the extent the relevant performance conditions have been achieved and after applying a pro-rata reduction (as a result of Awards vesting earlier than they would ordinarily as a result of the Transaction) on Completion (in accordance with the relevant plan rules and any other terms on which they were granted) and, to the extent that they do not so vest, will lapse. The number of Tungsten Shares indicated in the above table as “expected to be issued on (or as soon as reasonably practicable following) Completion” under the LTIP is the number of Tungsten Shares expected to vest after applying the performance conditions and pro-rata reduction referred to above.
 8. Pagero acknowledges that all unvested Awards under the DSBP will vest on Completion, in accordance with the relevant plan rules and agreements and any other terms on which they were granted.
 9. Pagero acknowledges that all unvested Awards under the UK Plan and US Plan will vest on Completion in accordance with the relevant plan rules and any other terms on which they were granted. The number of Tungsten Shares indicated in the above table as “expected to be issued on (or as soon as reasonably practicable following) Completion” under the UK Plan and US Plan includes only those Awards which have an exercise price below the Offer Price. If and to the extent that Awards are not exercised, they will lapse within six months of Completion.
 10. Pagero and Tungsten acknowledge that the rights to acquire Tungsten Shares granted to some individuals if certain conditions were met under an exchange right deed dated 25 September 2013 ("**Founder Securities**") will not be satisfied based on the consideration payable per Tungsten Share under the Offer and therefore that Tungsten Shares will not be acquired by participants holding Founder Securities.



11. Pagero and Tungsten acknowledge that, to the extent that the applicable exercise price exceeds the Offer Price, Awards under the SARs Plan will be settled by Tungsten in cash in accordance with the relevant plan rules and any other terms on which they were granted. No Shares will be granted in respect of any Awards under the SARs Plan.

Yours faithfully

[Redacted signature]

For and on behalf of Tungsten Corporation plc

We hereby acknowledge the information provided to us in the letter, dated 5 May 2022, and agree to the terms set out in the sections numbered 2 to 11 above.

[Redacted signature]

For and on behalf of Pagero Group AB (publ)

Date: 9 May 2022

