

BMO GLOBAL SMALLER COMPANIES PLC (the "Company")
Legal Entity Identifier: 2138008RRULYQP8VP386

3.5 per cent. Convertible Unsecured Loan Stock 2019

14 June 2019

Reminder to CULS Holders of Final Opportunity to Exercise Conversion Rights

The Company reminds holders ("CULS Holders") of 3.5 per cent. Convertible Unsecured Loan Stock 2019 ("CULS") constituted by the Trust Deed dated 30 July 2014 that they have the **FINAL RIGHT** to convert ("Conversion Rights") the whole or such part (being an integral multiple of £1 nominal) of their CULS as they may specify into fully paid ordinary shares of 25p each in the capital of the Company ("Ordinary Shares") at any time during the period of twenty-eight days ending on 31 July 2019 (the "Final Conversion Date") in accordance with the terms of issue of the CULS which were set out in the prospectus of the Company dated 27 June 2014.

Failure to exercise Conversion Rights

This announcement is issued by way of a reminder only and is not to be read as a recommendation to CULS Holders to exercise their Conversion Rights. You are not obliged to exercise your right to convert but in accordance with the Trust Deed, the upcoming conversion period is the last period during which CULS Holders will be entitled to convert their CULS into Ordinary Shares.

If you do not exercise your Conversion Rights on this occasion you will have no further opportunity to do so.

The Trustee may, at its absolute discretion and without any responsibility for any loss occasioned thereby, at any time during the period of ten days before the Final Conversion Date, exercise all Conversion Rights not exercised by CULS Holders on or before the Final Conversion Date at the Conversion Price and sell for the benefit of the CULS Holders entitled thereto the Ordinary Shares allotted on such conversion, provided that the Trustee shall only exercise such Conversion Rights if an Independent Financial Adviser (acting as an expert and not an arbitrator) has stated in writing that in its opinion the exercise of such Conversion Rights and prompt sale by the Trustee would be in the interests of the CULS Holders concerned as a body. The proceeds of any Conversion Rights thus exercised by the Trustee will be distributed to the CULS Holders who did not exercise their rights on a pro rata basis. If this discretion is not exercised by the Trustee, the nominal value of any CULS not previously redeemed, purchased or converted will be repaid by the Company on 31 July 2019.

Basis of Conversion

The number of Ordinary Shares to be issued by the Company on the exercise of a Conversion Right shall be determined by dividing the nominal amount of the CULS to be converted by the conversion price of 977.6970 pence. Fractions of Ordinary Shares will not be issued on the exercise of Conversion Rights, and no payment of cash or other adjustment will be made in lieu thereof.

Considerations for CULS Holders

Whether or not CULS Holders decide to convert their CULS will depend, among other things, on their own individual circumstances including their tax position.

Stockholders are advised to consult their own professional advisors as to the tax implications of exercising or not exercising their conversion rights, as tax treatment will depend on individual circumstances

Conversion Procedures

CULS held in certificated form

Holders of CULS in certificated form should refer to the instructions on their CULS certificate(s). In order to exercise, in whole or part, the Conversion Rights which are conferred by any CULS held in certificated form, the CULS Holder must lodge the relevant CULS certificate(s) at the office of the Company's Registrar, Computershare Investor Services PLC, Corporate Actions Project, Bristol BS99 6AH by 5.00 p.m. during the 28 days ending on 31 July 2019, having completed and signed the notice of exercise of Conversion Rights thereon. If your CULS certificate has been lost, defaced or destroyed, please write to the Registrar at the above address, advising them of such loss and requesting them to send you a letter of indemnity for completion and return. A form of nomination, if required, should be requested from the Registrar. Once lodged, a notice of exercise of Conversion Rights shall be irrevocable, save with the consent of the Company.

CULS held in uncertificated form

CREST members should refer to the CREST Manual for information on the CREST procedures and authentication required to effect conversion. The Conversion Rights which are conferred by any CULS held in uncertificated form shall be exercisable if an Uncertificated Conversion Notice is received during the 28 days ending at 2 p.m. on 31 July 2019. The prescribed form of Uncertificated Conversion Notice is an Unmatched Stock Event ("**USE**") instruction which, on settlement will have the effect of crediting a stock account of the Registrar in accordance with the details specified below. The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain the following details in addition to any other information required for settlement in CREST:

- (a) the nominal amount of CULS in respect of which Conversion Rights are being exercised;
- (b) the Registrar's participant ID: 0RA22;
- (c) the Registrar's member account ID: FCGSC;
- (d) the Member Account ID of the CULS Holder;
- (e) the corporate action number, which will be allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- (f) the corporate action ISIN: GB00BNH7RK38; and
- (g) the intended settlement date: 31 July 2019.

The USE instruction should be input to settle by no later than 2 p.m. on 31 July 2019 in order to receive Ordinary Shares arising from conversion within 14 days thereafter. Once lodged, an Uncertificated Conversion Notice shall be irrevocable, save with the consent of the Company.

Issue of Ordinary Shares

Ordinary Shares arising on conversion will be sent in certificated form where CULS are held in certificated form, and un-certificated form where CULS are held in un-certificated form.

Ordinary Shares allotted pursuant to the exercise of Conversion Rights will be allotted not later than 14 days after, and with effect from, the Conversion Date.

Certificates for Ordinary Shares, and certificates for the balance of any CULS not converted, will be despatched to holder(s) in accordance with their instructions not later than 28 days after 31 July 2019.

The Registrar will instruct Euroclear to credit the Participant ID and Member ID Account as specified in validly received Uncertificated Conversion Notices with the number of Ordinary Shares arising on conversion, and the balance of any CULS not converted, not later than 14 days after and with effect from the Conversion Date.

In accordance with normal practice The Law Debenture Trust Corporation p.l.c. as trustee for holders of the CULS expresses no opinion as to the merits of exercising the right to convert CULS referred to in this notice. The Law Debenture Trust Corporation p.l.c. has however, authorised it to be stated that it has given its consent to the issue of this notice and has no objection to the information contained herein being presented to CULS Holders for their consideration.

Interest

Interest is due on the CULS issued by the Company for the six months to (but excluding) 31 July 2019 and will cease to accrue thereafter. The payment will be made on 31 July 2019 to CULS Holders on the register on 12 July 2019 (whether or not such holders choose to exercise their Conversion Rights). The ex-dividend date is 11 July 2019.

Enquiries

If you have any queries regarding the above procedures, these should be referred to the Company's Registrar, Computershare Investor Services PLC, on 0370 889 4088 (from within the UK) or on +44 370 889 4088 (from outside the UK). This helpline is available between 9.00am and 5.30pm (UK time) Monday to Friday (except UK public holidays). Calls from outside the UK will be charged at international rates. Please note that calls may be monitored or recorded.

For and on behalf of BMO Global Smaller Companies PLC
14 June 2019

The market prices of Ordinary Shares and CULS (as derived from the London Stock Exchange's Daily Official List) and Net Asset Value ("NAV") of the Ordinary Shares (derived from BMO) are as follows:

	Ordinary Share Price (p)	CULS 2019 Price [per £1 of nominal value] (p)	NAV (Diluted including income) per Ordinary share (p)
1 February 2019	1320	136.5	1318.38
1 March 2019	1320	131	1343.89
1 April 2019	1310	136.5	1358.02
1 May 2019	1334	136.5	1398.03
3 June 2019	1314	133	1388.86
13 June 2019	1334	133.75	1421.01