

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. THIS DOCUMENT CONTAINS PROPOSALS WHICH, IF IMPLEMENTED, WILL RESULT IN THE CANCELLATION OF THE TRADING OF ORDINARY SHARES ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE.**

**If you are in any doubt about the contents of this document or about what action to take, you are recommended immediately to seek your own professional advice from your stockbroker, solicitor, accountant or other financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising upon investments in shares and other securities.**

If you have sold or otherwise transferred all of your Existing Ordinary Shares in the Company before the date that the Existing Ordinary Shares are marked "ex-entitlement" to the Open Offer by the London Stock Exchange, please immediately forward this document, together with the accompanying Application Form, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected. However, this document and any accompanying documents should not be sent or transmitted in or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations including, but not limited to, the United States, Canada, Japan, Australia, the Republic of Ireland or the Republic of South Africa.

The maximum amount to be raised under the Subscription shall not be more than £2,680,000 and the Open Offer shall not be more than £2,200,000 before expenses.

This document does not constitute a prospectus for the purposes of the Prospectus Regulation Rules made by the Financial Conduct Authority of the United Kingdom (the "FCA") pursuant to sections 73A(1) and (4) of the FSMA and accordingly this document has not been, and will not be, approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of the FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Ordinary Shares are currently admitted to trading on AIM. Application will be made to the London Stock Exchange for the Subscription Shares and the Open Offer Shares which are subscribed for to be admitted to trading on AIM. The Subscription Shares and the Open Offer Shares will not be admitted to trading on any other investment exchange. It is expected that admission of the Subscription Shares and the Open Offer Shares subscribed for will become effective and that dealings will commence at Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the FCA. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this document. The AIM Rules are less demanding than those that apply to entities with securities admitted on the Official List. It is emphasised that no application is being made for admission of the Existing Ordinary Shares, the Subscription Shares, or the Open Offer Shares to the Official List of the FCA.

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**BrandShield Systems Plc**  
*(Incorporated in England & Wales under the Companies Act 1985 with  
Registered No. 02956279)*

**Subscription to raise c£2.68m (\$3.32m)  
Open Offer to raise up to £2.20m  
Approval of Waiver of Obligations under Rule 9 of the Takeover  
Code  
Cancellation of admission of Ordinary Shares to trading on AIM  
and  
Notice of General Meeting**

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SPARK Advisory Partners Limited ("SPARK"), which is authorised and regulated by the Financial Conduct Authority, is acting exclusively for the Company and no-one else in connection with the Rule 9 Waiver and the De-Listing and is not, and will not be, responsible to anyone other than the Company for providing the protections afforded to its clients or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to therein. SPARK makes no representation or warranty, express or implied, as to the contents of this document and SPARK does not accept any liability whatsoever for the accuracy of or opinions contained (or for the omission of any material information) in this document and shall not be responsible for the contents of this document. Nothing in this paragraph shall serve to exclude or limit any responsibilities which SPARK may have under FSMA or the regulatory regime established thereunder.

You are recommended to read the whole of this document. In particular, your attention is drawn to the letter to Shareholders from the Chairman of the Company set out in Part I of this document which explains the background to and reasons for the Proposals and which contains a recommendation from the Independent Directors that you vote in favour of the Resolutions to be proposed at the GM.

The Proposals described in this document are conditional, *inter alia*, on the approval of Shareholders at the General Meeting. Notice of the General Meeting to be held at 11.00 a.m. on 13 October 2023 at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH is set out at the end of this document. Whether or not you are able to attend the General Meeting in person, please send us your vote by

completing and submitting your form of proxy online through the website of our registrar, Link Group at [www.signalshares.com](http://www.signalshares.com) to be received by no later than 48 hours prior to the time set for the meeting. You are urged to complete a valid proxy instruction so as to arrive as soon as possible and in any event not later than 11.00 a.m. on 11 October 2023. You will not receive a form of proxy for the General Meeting in the post. Instead, you will be able to vote online in accordance with the details set out below in the 'Action to be Taken' section of the letter from the chairman. Alternatively, you may request a hard copy proxy form directly from the registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL (telephone number: 0371 664 0391). Copies of this document will be available free of charge during normal business hours on any Business Day at the offices of the Company's solicitors, Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH, from the date of this document until close of business on 12 October 2023 and at the Company's website, [www.brandshield.com](http://www.brandshield.com)

The contents of this document are not to be construed as legal, business or tax advice. Each shareholder should consult his/her or its own legal advisers, financial advisers or tax advisers.

The distribution of this document and/or the accompanying documents, and/or the transfer of Open Offer Entitlements through CREST, in jurisdictions other than the UK, including the United States, Canada, Japan, Australia, the Republic of Ireland and the Republic of South Africa, may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

None of the Open Offer Shares, Open Offer Warrants, the Open Offer Entitlements has been or will be registered under the US Securities Act or under the applicable state securities laws of the United States or under the applicable securities laws of Japan, Canada, Australia, or the Republic of Ireland. Subject to certain exceptions, the Open Offer Shares, Open Offer Warrants, the Open Offer Entitlements may not be offered, sold, taken up, delivered or transferred in or into the United States, Australia, Canada, the Republic of South Africa the Republic of Ireland or Japan and, Application Forms are not being posted to and no Open Offer Entitlements will be credited to a stock account of any person in the United States, Australia, Canada, the Republic of South Africa, the Republic of Ireland and Japan. The attention of Overseas Shareholders and other recipients of this document who are residents or citizens of any country other than the United Kingdom is drawn to the section entitled "Overseas Shareholders" at paragraph 6 of Part IV of this document.

It is the responsibility of persons receiving a copy of this document outside of the United Kingdom, to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection with it and the implications of the Open Offer, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving this document should not distribute or send this document into any jurisdiction when to do so would, or might, contravene local security laws or regulations. **Overseas Shareholders should consult their own legal and tax advisers with respect to the legal and tax consequences of the Open Offer in their particular circumstances.**

#### **Overseas Persons**

The Subscription Shares and Open Offer Shares have not been and will not be registered under the securities laws and regulations of any jurisdiction, in particular, Australia, Canada, Japan, New Zealand or the Republic of South Africa, and may not be offered, sold, resold, or delivered, directly or indirectly, within Australia, Canada, Japan, New Zealand or the Republic of South Africa, or in any jurisdiction where it is unlawful to do so, except pursuant to an applicable exemption.

The Subscription Shares and Open Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") or with any securities regulatory authority of any state or jurisdiction in the United States and may not be offered, sold, resold, or delivered, directly or indirectly in or into the United States or to US persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act, in each case in accordance with any applicable securities laws and regulations of any state or jurisdiction of the United States. The Subscription Shares and the Open Offer Shares herein are only being offered and sold outside the United States in "offshore transactions" within the meaning of, and in accordance with, Regulation S under the US Securities Act. There has not been and will not be a public offer of securities in the United States.

None of the Subscription Shares or the Open Offer Shares, this document or any other document connected with the Subscription Shares or the Open Offer Shares have been or will be approved or disapproved by the US Securities and Exchange Commission or by the securities commissions of any state or other jurisdiction of the United States or any other regulatory authority, nor have any of the foregoing authorities or any securities commission passed comment upon or endorsed the merits of the offering of the Subscription or Open Offer Shares or the accuracy or adequacy of this document or any other document connected with the Subscription or Open Offer. Any representation to the contrary is a criminal offence in the United States.

**Overseas Shareholders and any person (including, without limitation, nominees, custodians and trustees) who has a contractual or other legal obligation to forward this document or an Application Form to a jurisdiction outside the UK should read paragraph 6 of Part IV of this document.**

#### **Information regarding forwarding-looking statements**

This document contains a number of forward-looking statements relating to the Company. The Company considers any statements that are not historical facts as "forward-looking statements". They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Company to differ materially from the information as presented in the relevant forward-looking statement. When used in this document the words "estimate", "project", "intend", "aim", "anticipate", "believe", "expect", "should", and similar expressions, as they relate to the Company or the management of it, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this document. The Company does not undertake any obligation publicly to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

A copy of this document is available at the Company's website – [www.brandshield.com](http://www.brandshield.com). Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this document.

The date of this document is 20 September 2023.

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**KEY STATISTICS**

Issue Price per New Ordinary Share	5.68 pence
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Number of Existing Ordinary Shares in issue	170,331,874
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**Subscription**

Number of Subscription Shares to be issued	47,137,662
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Percentage of Enlarged Issued Share Capital represented by Subscription Shares*	18.40%
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Gross proceeds of the Subscription	£2.68 million
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**Open Offer**

Number of Open Offer Shares to be issued	Up to 38,669,962
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Percentage of Enlarged Issued Share Capital represented by up to the Open Offer Shares*	Up to 15.10%
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Gross proceeds of the Open Offer	Up to £2.20 million
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TIDM	BRSD
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ISIN	GB00BM97CN29
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Legal Entity Identifier ("LEI")	213800K5AXTQDWB6BP80
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\*assuming full take up in the Open Offer



**EXPECTED TIMETABLE OF PRINCIPAL EVENTS***Date and Time (2023)*

Record Date for entitlement under the Open Offer	Close of business on 18 September
Announcement of the Proposals including the Subscription, the Rule 9 Waiver, the Open Offer and the De-Listing	20 September
Ex-Entitlement Date	7.00 a.m. on 20 September
Posting of this Circular and Application Form to Shareholders	20 September
Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	21 September
Latest recommended time and date for requesting withdrawal of Open Offer Entitlements from CREST	4.30 p.m. on 29 September
Latest time for depositing Open Offer Entitlements into CREST	3.00 p.m. on 2 October
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims)	3.00 p.m. on 3 October
Latest time and date for receipt of completed Application Forms and payment in full from Qualifying Shareholders under the Open Offer or settlement of relevant CREST instruction (as appropriate)	11.00 a.m. on 5 October
Result of the Open Offer announced through a Regulatory Information Service	6 October
Voting deadline ( no later than 48 hours before the General Meeting)	11.00 a.m. on 11 October
General Meeting	11.00 a.m. on 13 October
Admission of the Open Offer Shares and the Subscription Shares to trading on AIM	8.00 a.m. on 16 October
CREST accounts expected to be credited for the Open Offer Shares and the Subscription Shares in uncertificated form (where applicable)	16 October
Earliest date for the De-Listing and cancellation of admission of the Ordinary Shares to trading on AIM	7.00 a.m. on 23 October
Posting of share certificates and warrant certificates for the Open Offer Shares and the Subscription Shares by the Registrar (where applicable)	within 14 days of Admission

*The Company reserves the right to alter the date and times referred to above and to accept applications under the Open Offer at any time prior to 5 October 2023. If any of the above times and/or dates change,*

*the revised times and/or dates will be notified to Shareholders by announcement through a Regulatory Information Service.*

*All times are references to London time.*

***All events in the above timetable following the GM are conditional, inter alia, upon the approval of all the Resolutions.***

***The De-Listing requires the approval of not less than 75 per cent. of the votes cast by Shareholders at the General Meeting.***

*If you have any questions on the procedure for acceptance and payment, you should contact Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 pm, Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.*

## DEFINITIONS

The following shall apply throughout this document unless the context otherwise requires:-

<b>“2022 Options”</b>	the share options granted on 26 May 2022 by the Company to Yoav Keren, Yuval Zantkeren and others;
<b>“Act”</b>	the Companies Act 2006;
<b>“acting in concert”</b>	has the meaning given to it in the Takeover Code;
<b>“Admission”</b>	admission of the Open Offer Shares and Subscription Shares to trading on AIM;
<b>“AIM”</b>	a market operated by the London Stock Exchange;
<b>“AIM Rules”</b>	the “AIM Rules for Companies” published by the London Stock Exchange from time to time;
<b>“Articles”</b>	the articles of association of the Company, as amended from time to time;
<b>“Annualised Recurring Revenue” or “ARR”</b>	calculated by annualising the monthly revenue on all of BrandShield’s active subscriptions for its services in a particular month;
<b>“Application Form”</b>	the application form for use in the Open Offer;
<b>“Associates”</b>	any person who, from time to time, is connected or associated with a Shareholder for the purposes of sections 252 to 255 Companies Act 2006;
<b>“Board”</b>	the board of directors of the Company, as set out on page 13;
<b>“Broker Warrants”</b>	the warrants to be issued to Mr Subramanian Subbiah in respect of his fee for brokering the subscription by Joseph Haykov (via Cloak, LLC), details of which are set out in paragraph 5.2 of Part III of this document;
<b>“Business Day”</b>	a day, not being a public holiday, Saturday or Sunday on which clearing banks in London are open for business;
<b>“City Code” or “Takeover Code”</b>	the UK City Code on Takeovers and Mergers;
<b>“Company”</b>	BrandShield Systems Plc;
<b>“Concert Party”</b>	certain Shareholders, as more fully described in paragraph 1 of Part II of this document;
<b>“CREST” or “CREST System”</b>	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as

defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & International Limited is the Operator (as defined in the Regulations);

**“CREST Manual”**

the compendium of documents entitled “CREST Manual” issued by Euroclear from time to time and comprising the CREST Reference Manual, the CREST Central Counterparty Service Manual, the CREST International Manual, the CREST Rules (including CREST Rule 8), the CREST CCSS Operating Manual and the CREST Glossary of Terms;

**“CREST member”**

a person who has been admitted to CREST as a system-member (as defined in the CREST Manual);

**“CREST member account ID”**

the identification code or number attached to a member account in CREST;

**“CREST participant”**

a person who is, in relation to CREST, a system-participant (as defined in the CREST regulations);

**“CREST participant ID”**

shall have the meaning given in the CREST Manual issued by Euroclear;

**“CREST payment”**

shall have the meaning given in the CREST Manual issued by Euroclear;

**“CREST Regulations”**

the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time);

**“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;

**“De-Listing”**

the proposed cancellation of admission of the Ordinary Shares to trading on AIM, subject to passing of Resolution numbered 4 at the General Meeting and in accordance with Rule 41 of the AIM Rules;

**“Directors”**

the directors of the Company (each being a “**Director**”);

**“Disclosure and Transparency Rules”**

The Disclosure Guidance and Transparency Rules published by the Financial Conduct Authority from time to time;

**“Disclosure date”**

19 September 2023, being the latest practicable date prior to the publication of this document;

**“Eligible Shareholders”**

Shareholders on the register of members of the Company on the Record Date;

<b>“Enlarged Ordinary Share Capital”</b>	the enlarged issued ordinary share capital following Admission (assuming full subscription under the Open Offer);
<b>“Euroclear”</b>	Euroclear UK & International Limited;
<b>“Existing Options”</b>	the options over 27,968,483 Ordinary Shares in issue at the date of this document, as set out in more detail in paragraph 2 of Part III;
<b>“Existing Ordinary Share Capital” or “Existing Ordinary Shares”</b>	the existing issued share capital of the Company, being 170,331,874 Ordinary Shares as at the date of this document;
<b>“Existing Warrants”</b>	the warrants over 12,122,247 Ordinary Shares in issue at the date of this document, which entitle the holders to subscribe for Ordinary Shares, as set out in more detail in paragraph 3 of Part III;
<b>“Form of Proxy” or “Proxy Form”</b>	the individual form of proxy for use by Ordinary Shareholders in connection with the General Meeting;
<b>“Founders”</b>	Yoav Keren and Yuval Zantkeren;
<b>“FSMA”</b>	the Financial Services and Markets Act 2000, as amended from time to time;
<b>“Fully Diluted Share Capital”</b>	the issued share capital of the Company assuming (i) completion of the Open Offer and Subscription, and (ii) exercise of all of the Existing Options, the Existing Warrants, the New Options, the Subscription Warrants, the Open Offer Warrants and the Broker Warrants;
<b>“General Meeting” or “GM”</b>	the general meeting of the Company convened for 11.00 a.m. on 13 October 2023, notice of which is set out at the end of this document (including any adjournment of such meeting);
<b>“Group”</b>	the Company and its subsidiary undertakings (as defined in the Act);
<b>“Independent Directors”</b>	the Directors (excluding Yoav Keren, Yuval Zantkeren and Harel Kodesh who are members of the Concert Party);
<b>“Independent Shareholders”</b>	Shareholders who are entitled to vote on the Waiver Resolution, namely Shareholders who are not members of the Concert Party;
<b>“ISIN”</b>	International Securities Identification Number;

<b>“Lapse Date”</b>	the date on which an Open Offer Warrant lapses, being the date that is 4 years after the issue of the Open Offer Shares;
<b>“LTIP” or “Long Term Incentive Plan”</b>	the long term incentive plan of the Company, adopted on 1 December 2020;
<b>“LTIP Options”</b>	the options granted pursuant to the LTIP;
<b>“Money Laundering Regulations”</b>	The Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (as amended and supplemented);
<b>“New Options”</b>	the new unapproved share options over up to 52,724,080 to be granted to Yoav Keren and Yuval Zantkeren, as set out in paragraph 5 of Part I of this document;
<b>“New Employee Options”</b>	the new share options over up to 19,680,800 Ordinary Shares to be granted to employees including 200,000 to Ravit Freedman;
<b>“Notice of General Meeting”</b>	the Notice of General Meeting set out at the end of this document;
<b>“Official List”</b>	the official list of the FCA;
<b>“Open Offer”</b>	the invitation to Qualifying Shareholders to subscribe for Open Offer Shares at the Issue Price on the terms of and subject to the conditions set out or referred to in Part IV of this document;
<b>“Open Offer Entitlement”</b>	with respect to each Qualifying Shareholder, the <i>pro rata</i> entitlement to apply to subscribe for 1 Open Offer Share for every 2 Existing Ordinary Shares held by them on the Record Date pursuant to the Open Offer;
<b>“Open Offer Warrants”</b>	up to 38,669,962 warrants which entitle the holders to subscribe for Ordinary Shares to be issued on a 1:1 basis to subscribers for the Open Offer Shares;
<b>“Open Offer Shares”</b>	the up to 38,669,962 New Ordinary Shares to be issued pursuant to the Open Offer subject to, <i>inter alia</i> , the passing of the Resolutions at the General Meeting;
<b>“Overseas Shareholders”</b>	a Shareholder who has a registered address outside the United Kingdom, or who is a citizen or resident of, or is incorporated or registered in, a country other than the United Kingdom, or who is holding Ordinary Shares for the benefit of such a person (including, without limitation and subject to certain exceptions, custodians, nominees, trustees and agents);
<b>“Ordinary Shareholders”</b>	holders of Ordinary Shares;

<b>“Ordinary Shares”</b>	ordinary shares of 1 penny each in the capital of the Company;
<b>“Placing”</b>	the institutional placing of 29,166,667 new ordinary shares of 1 penny each in the capital of the Company in November 2022 as more fully detailed in paragraph 5.4 of Part III of this document;
<b>“Placing Agreement”</b>	the placing agreement entered into by the Company and Shore Capital Stockbrokers Limited dated 28 November 2022 in respect of the Placing;
<b>“Proposals”</b>	together the Subscription, the Open Offer, the Rule 9 Waiver, the De-Listing, the issue of the New Options, the re-pricing of certain of the Existing Options and the amendments to the exercise period of certain of the Existing Warrants, all as described in this document;
<b>“Record Date”</b>	18 September 2023;
<b>“Registrar”</b>	Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL;
<b>“Register”</b>	the register of members of the Company;
<b>“Retail Investors”</b>	eligible investors (being existing Qualifying Shareholders) in the Open Offer;
<b>“Qualifying CREST Shareholders”</b>	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in uncertificated form on CREST;
<b>“Qualifying Non-CREST Shareholders”</b>	Qualifying Shareholders whose Existing Ordinary Shares on the register of members of the Company on the Record Date are held in certificated form;
<b>“Qualifying Shareholders”</b>	holders of Existing Ordinary Shares on the register of members of the Company on the Record Date for the Offer (other than certain Overseas Shareholders);
<b>“Resolutions”</b>	the resolutions to be tabled at the General Meeting;
<b>“Restricted Jurisdictions”</b>	each and any of the United States, Australia, Canada, Hong Kong, Japan, New Zealand and the Republic of South Africa and any other jurisdiction where the extension or the availability of the Placing would breach any applicable law;



<b>“Rule 9 Waiver”</b>	the waiver by the Panel of the obligations that would otherwise arise on the Concert Party to make a general offer for the Company under Rule 9 of the Takeover Code as a consequence of the allotment and issue of the Subscription Shares and the exercise by them of New Options, Subscription Warrants and Broker Warrants pursuant to the Proposals, granted by the Panel conditional upon the passing of the Waiver Resolution by Independent Shareholders voting on a poll, further details of which are set out in paragraph 6 of Part I of this document;
<b>“Shareholders”</b>	the holders of Ordinary Shares and “Shareholder” shall mean any one of them;
<b>“Subscribers”</b>	the subscribers in the Subscription as set out in paragraph 2 of Part I of this document;
<b>“Subscription”</b>	the conditional Subscription for the Subscription Shares at the Subscription Price;
<b>“Subscription Agreements”</b>	the respective agreements entered into between (1) the Company and (2) the Subscribers, as more fully detailed in paragraph 5.1 of Part III of this document;
<b>“Subscription Price” or “Issue Price”</b>	5.68 pence per Subscription Share and Open Offer Share;
<b>“Subscription Shares”</b>	the 47,137,662 new Ordinary Shares that are the subject of the Subscription;
<b>“Subscription Warrants”</b>	the 47,137,662 warrants which entitle the holders to subscribe for Ordinary Shares to be issued on a 1:1 basis to subscribers for the Subscription Shares;
<b>“Takeover Panel” or “Panel”</b>	the UK Panel on Takeovers and Mergers;
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland; and
<b>“Waiver Resolution”</b>	the Resolution numbered 1 in the Notice of General Meeting, being an ordinary resolution to be voted on by the Independent Shareholders (on a poll) at the General Meeting.

All references in this document to specified times are to London time.

All references in this document to “£” or “pence” are to the lawful currency of the United Kingdom.

All references in this document to “\$” or “cent” are to the lawful currency of the United States of America.

All references to legislation in this document are to English legislation unless the contrary is indicated.

## PART I

### LETTER FROM THE CHAIRMAN OF BRANDSHIELD SYSTEMS PLC

*(Registered in England and Wales, Registered No. 02956279)*

*6<sup>th</sup> Floor 60 Gracechurch Street, London EC3V 0HR*

Azriel Moscovici *(Non-Executive Chairman)*  
Yoav Keren *(Chief Executive Officer)*  
Yuval Zantkeren *(Chief Technical Officer)*  
Ravit Freedman *(Chief Financial Officer)*  
Harel Kodesh *(Non-Executive Director)*  
John Taylor *(Non-Executive Director)*

Dear Shareholder

20 September 2023

**Subscription to raise c£2.68 million (\$3.32 million)**

**Open Offer to raise up to £2.20 million**

**Approval of Waiver of Obligations under Rule 9 of the Takeover Code**

**Cancellation of admission of Ordinary Shares to trading on AIM**

**and**

**Notice of General Meeting**

#### **1. Introduction**

The Company announced today its proposals (the “Proposals”) to:

- Raise \$3.32 million (£2.68 million) in a Subscription of 47,137,662 new Ordinary Shares and up to £2.20 million in an Open Offer of up to 38,669,962 new Ordinary Shares, each at 5.68 pence per Ordinary Share (in each case before expenses);
- Seek a waiver under Rule 9 of the Takeover Code;
- Issue New Options to Directors/Senior management, and re-price certain of the Existing Options; and
- Cancel the admission of its Ordinary Shares to trading on AIM.

This letter sets out the background to and reasons for, and provides further details of, the Proposals.

**Implementation of the Proposals, is conditional, *inter alia*, upon all of the Resolutions being passed at the GM to be held at 11.00 a.m. on 13 October 2023.** The Notice of General Meeting convening the General Meeting at which the Resolutions will be proposed is set out at the end of this document.

**Shareholders should note that unless all the Resolutions are approved at the General Meeting, the Subscription and Open Offer will not complete, and the issue of the New Options, the re-pricing of certain of the Existing Options, and the De-Listing will not occur as currently proposed.**

## 2. Subscription

The Company today announced a conditional Subscription to raise approximately £2.68 million (\$3.32 million) (before expenses) by the issue of the Subscription Shares at the Subscription Price to the Subscribers.

The Subscription Shares will rank *pari passu* with the Existing Ordinary Shares. Following their issue, the Subscription Shares will represent approximately 18.40% of the Enlarged Ordinary Share Capital assuming the Open Offer is fully subscribed (21.68% of the Enlarged Ordinary Share Capital if there is no take up in the Open Offer).

In addition, Subscribers will receive 1 Subscription Warrant for every Subscription Share subscribed. The Subscription Warrants will have an exercise price of 8.52 pence per share and shall be exercisable at any time up until 4 years after Admission (16 October 2027).

Further details of the Subscription Agreements are set out in paragraph 5.1 of Part III of this document.

The Subscribers are as follows:

<b>Name of Subscriber</b>	<b>Amount subscribed</b>	<b>Number of Subscription Shares</b>	<b>Number of Subscription Warrants</b>
Joseph Haykov <sup>1</sup>	£1,774,193 (\$2,200,000)	31,235,801	31,235,801
William Currie Investments Limited ("WCIL")	£403,226 (\$500,000)	7,099,045	7,099,045
Sir Terence Leahy	£403,226 (\$500,000)	7,099,045	7,099,045
Gigi Levi Weiss	£96,774 (\$120,000)	1,703,771	1,703,771
<b>Total</b>	<b>£2,677,419</b> <b>(\$3,320,000)</b>	<b>47,137,662</b>	<b>47,137,662</b>

<sup>1</sup> Joseph Haykov is participating in the Subscription via his investment vehicle, Cloak, LLC.

The Subscription is conditional on, amongst other things: (a) the Subscription Agreements having become unconditional and not having been terminated in accordance with their terms, (b) all of the Resolutions being passed at the General Meeting and (c) Admission having become effective by no later than 8.00 a.m. on 16 October 2023 or such later time as the Company and the respective Subscribers may agree.

The Subscription by Joseph Haykov (via Cloak, LLC) was brokered by Mr Subramanian Subbiah under a broking agreement, as set out in paragraph 5.2 of Part III of this document. Mr Subbiah will receive, conditional on Admission, Broker Warrants as follows:

- 3,123,580 Broker Warrants to subscribe for Ordinary Shares at an exercise price of 5.68 pence and an exercise period ending 4 years following Admission (16 October 2027).

- Up to a further 4,685,370 Broker Warrants to subscribe for Ordinary Shares at an exercise price of 8.52 pence and an exercise period ending 4 years following the date on which Cloak, LLC's Subscription Warrants are exercised ; the actual number issued will be determined in proportion to the number of Subscription Warrants exercised by Joseph Haykov (through Cloak, LLC) of the aggregate number of Subscription Warrants issued to him.

### 3. Details of the Open Offer

Qualifying Shareholders are being offered the opportunity to apply for Open Offer Shares on the basis of:

**1 Open Offer Share for every 2 Existing Ordinary Shares held at the Issue Price of 5.68 pence per share**

In addition, successful applicants under the Open Offer will be issued with Open Offer Warrants, being warrants to subscribe for new Ordinary Shares. The Open Offer Warrants are exercisable within 4 years of issuance (on a monthly basis) at a price of 8.52 pence per Ordinary Share. The Open Offer Warrants will be issued on the basis of 1 Warrant for every 1 Open Offer Share successfully subscribed.

Whilst not members of the Concert Party, William Currie Investments Limited ("WCIL") and Sir Terence Leahy, by virtue of their participation in the Subscription, would have been deemed not to be independent for the purposes of the Waiver Resolution. However, as all Shareholders who did not participate in the Subscription are able to participate on identical terms, and to at least the same extent (as a % of their holding of Existing Ordinary Shares) as WCIL and Sir Terence Leahy via the Open Offer, WCIL and Sir Terence Leahy will be able to vote on the Waiver Resolution.

The Open Offer is conditional on all Resolutions being passed at the General Meeting, and Admission. It is expected that Admission will occur and dealings in the Open Offer Shares will commence on 16 October 2023. If such condition is not fulfilled on or before 8.00 a.m. on 16 October 2023 (or such later date as the Company may reasonably decide) application monies are expected to be returned without interest and any Open Offer Entitlements admitted to CREST will be disabled.

Assuming full take-up under the Open Offer, the issue of the Open Offer Shares will raise gross proceeds of approximately £2.20 million for the Company. The Open Offer Shares will, upon issue, rank *pari passu* all respects with the Company's existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Accordingly, Qualifying Non-CREST Shareholders should note that their Application Forms are not negotiable documents and cannot be traded. Qualifying Non-CREST Shareholders should note that applications in respect of Open Offer Entitlements may only be made by the Qualifying Non-CREST Shareholder originally entitled, or by a person entitled by virtue of a bona fide market claim in accordance with paragraph 3.1(b) of Part IV of this document.

Application will be made for the Open Offer Entitlements in respect of Qualifying CREST Shareholders to be admitted to CREST. It is expected that such Open Offer Entitlements will be admitted to CREST at 8.00 a.m. on 21 September 2023. Applications through the means of the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim.

Qualifying Non-CREST Shareholders will receive an Application Form with this circular which sets out their entitlement to Open Offer Shares as shown by the number of Open Offer Entitlements allocated to them. Qualifying Non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded.

For Qualifying Non-CREST Shareholders, completed Application Forms, accompanied by full payment,

should be returned by post or by hand (during normal business hours only) to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL so as to arrive as soon as possible and in any event so as to be received no later than 11.00 a.m. on 5 October 2023. For Qualifying CREST Shareholders the relevant CREST instructions must have been settled as explained in this circular by no later than 11.00 a.m. on 5 October 2023.

If applications are made for less than all of the Open Offer Shares available, then the lower number of Open Offer Shares will be issued, and any outstanding Open Offer Entitlements will lapse.

Further information on the Open Offer and the terms and conditions on which it is made, including the procedure for application and payment, are set out in Part IV of this circular.

**Members of the Concert Party and Subscribers – who in aggregate hold 92,991,950 Existing Ordinary Shares amounting to 54.59% of the Existing Ordinary Share Capital - have undertaken not to subscribe for shares in the Open Offer. As such there are 38,669,962 shares the subject of the Open Offer, which equates to 1 Open Offer Share for every 2 Existing Ordinary Shares (i.e 50% of each of these Shareholders' holdings) being made available to them in the Open Offer**

#### **Warrants to subscribe for Ordinary Shares**

The Open Offer Warrants will be issued to successful applicants under the terms of the Open Offer on the basis of 1 Warrant for every 1 Open Offer Share subscribed. The maximum number of Open Offer Warrants that may be issued under the Open Offer (and corresponding Ordinary Shares to be allotted pursuant to the exercise of the Warrants) is 38,669,962.

The Open Offer Warrants will be exercisable at the subscription price of 8.52 pence per Ordinary Share on a monthly basis from time to time until the Lapse Date and if not exercised prior to that date shall lapse. The minimum number of Warrants that may be exercised at any one time is 1,000 Warrants (if the holder holds less than 1,000 Warrants then the entire lesser amount).

No exercise of the Open Offer Warrants shall be permitted where such exercise would result in any person or persons acquiring or increasing control of the Company within the meaning given in sections 181 and 182 of the FSMA, without the relevant regulatory approval of such acquisition or increase of control having first been obtained and not having expired prior to such exercise.

**The Open Offer Warrants will be exercisable immediately from the date of issue but will not be listed or admitted to trading. Definitive certificates in respect of the Warrants are expected to be dispatched within 10 days of Admission.**

Upon exercise of the Open Offer Warrants, the resulting new Ordinary Shares will be credited as fully paid and will rank *pari passu* in all respects with the Company's existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

#### **4. Reasons for the Subscription, Open Offer, De-Listing and Use of funds**

The funds secured in the Subscription and Open Offer will enable the Company to continue accelerating its growth in securing new clients and increasing its Annualised Recurring Revenue. In tandem, efforts will continue to reduce operational cash burn and therefore increase gross profit margins further and at a higher level of revenues. These additional funds will be used to expand both the sales team footprint and permit additional marketing spend to reinforce the positive results we are seeing from such activity. The Company announced improvements in gross margin in its recent interim results, highlighting the increase to 68% in the 6 month period to June 2023, up from 58% in 2022 and 55% in 2021. Against that context, and in a sector in which the Company believes is ripe for securing market share, the Board believes aggressive targeting of growth of the top line should continue to be the over-riding strategy. The Directors believe that reducing relative costs remains important in order to secure a cash flow positive outcome in 2024. The Company continually scans the competitive landscape in the digital risk protection market, and is convinced of the opportunities that exist to both penetrate the increasing market size and to concurrently penetrate the existing market through targeting clients from competitors. The Directors believe that the De-Listing will assist in improving margins further and allow the executive to focus on operational excellence without the additional legal and regulatory burdens imposed through our current listed status.

#### **5. Issue of New Options and Re-pricing of Existing Options for Directors and employees**

### 5.1 New Options – Yoav Keren/Yuval Zantkeren

It is proposed that New Options will be awarded to Yoav Keren and Yuval Zantkeren as set out in the table below:

<i><b>Name of Option holder</b></i>	<i><b>Number of New Options</b></i>	<i><b>Exercise Prices</b></i>
Yoav Keren	up to 12,961,260† up to 11,885,500† 326,850 40,120 259,750 798,650 89,910	5.68p 8.52p 10.5p 14p 15p 20p 25p
Total	<b><u>up to 26,362,040</u></b>	
Yuval Zantkeren	up to 12,961,260 † up to 11,885,500 † 326,850 40,120 259,750 798,650 89,910	5.68p 8.52p 10.5p 14p 15p 20p 25p
Total	<b><u>up to 26,362,040</u></b>	

†The number of New Options to be granted as set out in the table above has been calculated assuming that the Open Offer is subscribed in full, and that the Open Offer Warrants are also fully subscribed. In the event that there is no take up in the Open Offer, 5,081,730 and 5,081,730 of the 5.68p and 8.52p New Options respectively would not be issued to the Founders. The actual number of New Options to be issued as result of the Open Offer, to maintain the Founders' fully diluted shareholdings to under 10% of the Fully Diluted Share Capital, will be proportionate to the take up in the Open Offer.

The aim of granting the New Options is to provide a meaningful incentive to the Founders to create value in the BrandShield business. The quantum of New Options to be granted is such that the Founders will (upon the exercise of all options held by them) each own under 10% of the Fully Diluted Share Capital, in the event that that all existing and proposed warrants and options in the Company are fully exercised.

The exercise prices for the New Options range from 5.68 pence to 25 pence. The reason for the spread of prices is to ensure that the grant of the New Options adheres to Israeli Tax Law requirement that the holding will be under 10% at any level of exercise of options and warrants as if all holders of options and warrants up to that level have exercised.

In order to comply with Section 102 of the Israeli Income Tax Ordinance the Founders will need to ensure that each of their respective shareholdings (together with outstanding options held by them) is under 10% of the Fully Diluted Share Capital of the Company at any time. This may involve, as required, the forfeiture by them of Existing Options or New Options. Further details of Section 102 are set out in paragraph 6 of Part III of this document.

The exercise period shall be 10 years from Admission (being 16 October 2033).

**The grant of the New Options is conditional upon the Resolutions being approved by Shareholders at the General Meeting and Admission taking place.**

Since BrandShield listed on AIM via a Reverse Takeover transaction in December 2020 the key executives and founders have delivered strong and consistent growth in terms of Annualised Recurring Revenue ("ARR") and customer numbers, including securing contracts with some of the world's leading companies in a range of sectors. ARR has increased from approximately \$2.87m at the time of admission to trading

on AIM in December 2020 to approximately \$9.71m as at the end of June 2023, representing compound annualised growth in ARR of c60.3%. Despite this growth the share price has performed poorly on the AIM market and successive fundraises have been conducted at prices considerably lower than the original price at which BrandShield joined the market in December 2020 of 20p per share. This has led to sustained dilution of the Founders' equity position in particular and it is the Board's view that it is essential to incentivise both the Founders and key revenue generating executives in an appropriate but fair manner that aligns their interests with those of wider Shareholders.

As such, the Independent Directors believe that the introduction of the New Options achieves that alignment and provides a mechanism for those individuals to maintain a significant position in the Company, should they choose to exercise their options at various prices. Around 50% of the New Options are set at the Subscription Price, with the balance set at exercise prices between 50% (8.52p) and 340% (25p) above the Subscription Price.

### ***5.2 Grant of New Employee Options – Ravit Freedman and other employees***

It is proposed that New Employee Options over up to 19,680,800 Ordinary Shares are awarded to employees, including a Director, Ravit Freedman, (200,000 options), conditional upon Admission.

14,970,800 of these options will have an exercise price of 5.68 pence per share, and 4,710,000 of these options will have an exercise price of 8.52 pence per share, and an exercise period of 10 years.

The number of New Employee Options to be granted has been calculated assuming that the Open Offer is subscribed in full, and that the Open Offer Warrants are fully subscribed. In the event that there is no take up in the Open Offer, 2,034,700 and 2,034,740 of the 5.68p and 8.52p New Employee Options respectively would not be issued.

### ***5.3 Amendment to terms of Existing Options for Directors and employees***

It is proposed that a total of 9,304,909 Existing Options held by employees, and 649,000 Existing Options held by Ravit Freedman, and 3,127,196 Existing Options held by each of Yoav Keren and Yuval Zantkeren, will be re-priced.

Employee options have been used by the Board as a means of incentivising employees, by giving them a stake in the business. Options are typically awarded following a probationary period. However, many of these options have been issued historically at exercise prices significantly higher than the current share price, and at present are not serving the purpose for which they were intended.

In order to comply with the Israeli Tax Authorities ruling (Ruling no. 911), if a re-pricing of "out of the money" options is performed, ALL existing options must be re-priced to the same price, and therefore all the above Existing Options (being those which are "out of the money") will be repriced to the Issue Price of 5.68 pence, subject to Admission.

**It is proposed that all of the above options (which will amount to 7.68 per cent of the Enlarged Ordinary Share Capital (following Admission) will, subject to Admission, be repriced to 5.68 pence per share.**

Further details of the Existing Options held by employees and Directors, which are to be re-priced, are set out in paragraph 2 of Part III of this document.

In addition, 925,236 Existing Options, including 263,037 held by each of Yoav Keren and Yuval Zantkeren, and 399,162 held by other employees have expiry dates of 31 December 2023. It is proposed that the expiry dates are extended to 31 December 2028.



#### **5.4 Amendments to exercise periods of Existing Warrants**

It is proposed that all Existing Warrants whose expiry date is before 1 December 2026 (details of which are set out in paragraph 3 of Part III of this document) have their exercise periods extended to 1 December 2026.

Of the warrants (with an exercise price of 20 pence and an exercise period ending 4 February 2025) issued in the February 2022, 1,785,714 are held by WCIL. The extension of the exercise period of these warrants is a related party transaction (see paragraph 6 below).

As part of Mr Subbiah's Broking Arrangement, New Enterprise Limited will receive the above warrant extension. Given this extension, it was felt appropriate by the Board to extend all other warrants with an exercise period ending prior to 1 December 2026 out to the same point.

#### **6. Related Party Transactions**

There are four related party transactions under Rule 13 of the AIM Rules, these are:

##### ***(i) Subscription by William Currie Investment Limited ("WCIL")***

As WCIL holds 21,846,087 Existing Ordinary Shares, representing 12.83% of the current issued share capital, it is a related party of the Company pursuant to the AIM Rules. Consequently, the participation of WCIL in the Subscription (including the issue of the Subscription Warrants) constitutes a related party transaction for the purposes of AIM Rule 13. The Directors (all of whom are independent of WCIL) consider, having consulted with SPARK, the Company's nominated adviser, that the terms of WCIL's participation in the Subscription are fair and reasonable in so far as Shareholders are concerned.

##### ***(ii) Issue of the New Options to Yoav Keren, Yuval Zantkeren and Ravit Freedman***

Yoav Keren, Yuval Zantkeren and Ravit Freedman are Directors and, as such, each is a related party pursuant to the AIM Rules. Consequently, the issue of the New Options and New Employee Options to them constitute related party transactions for the purposes of AIM Rule 13. The Directors (excluding Yoav Keren, Yuval Zantkeren and Ravit Freedman) consider, having consulted with SPARK, the Company's nominated adviser, that the terms of the grant of New Options and New Employee Options are fair and reasonable in so far as Shareholders are concerned.

##### ***(iii) Amendment to the exercise price and/or exercise period of Existing Options to Directors***

Yoav Keren, Yuval Zantkeren and Ravit Freedman are Directors and, as such, each is a related party pursuant to the AIM Rules. Consequently, the amendment to the exercise price of 3,127,196, 3,127,196 and 649,000 Existing Options held by them respectively (and in the case of Yoav Keren and Yuval Zantkeren, the extension of the exercise period of 263,037 Options each) constitute related party transactions for the purposes of AIM Rule 13. The Directors (excluding Yoav Keren, Yuval Zantkeren and Ravit Freedman) consider, having consulted with SPARK, the Company's nominated adviser, that the terms of the amendments to the Existing Options to Directors are fair and reasonable in so far as Shareholders are concerned.

##### ***(iv) Extension to the exercise period of warrants held by WCIL***

As stated in (i) above, WCIL is a related party of the Company pursuant to the AIM Rules. Consequently, the extension of the exercise period of 1,785,714 warrants held by WCIL constitutes a related party transaction for the purposes of AIM Rule 13. The Directors (all of whom are independent of WCIL) consider, having consulted with SPARK, the Company's nominated adviser, that the terms of the extension of the expiry date of the warrants are fair and reasonable in so far as Shareholders are concerned.

#### **7. Implications of the Proposals under the Code**

The Takeover Code (the "Code") applies to BrandShield. Under Rule 9 of the Code, any person who acquires an interest in shares which, taken together with shares in which that person or any person acting

in concert with that person is interested, carry 30% or more of the voting rights of a company which is subject to the Code is normally required to make an offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with that person, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of the voting rights of the company, an offer will normally be required if such person or any person acting in concert with that person acquires a further interest in shares which increases the percentage of shares carrying voting rights in which that person is interested.

## 7.1 The Concert Party

The issue of the Subscription Shares, the New Options, the Subscription Warrants and the Broker Warrants to members of the Concert Party gives rise to certain considerations under the City Code. Rule 9 of the City Code is designed to prevent the acquisition of control of a company to which the City Code applies without a general cash offer being made to all shareholders of that company.

Joseph Haykov and Gigi Weiss are members of a Concert Party which was deemed to exist at the time of the reverse takeover of BrandShield Limited into Two Shields Investments plc on 1 December 2020.

Under Rule 9 of the City Code ("Rule 9"), when:

- i. any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (together with shares in which persons acting in concert with him are interested) carry 30% or more of the voting rights of a company; or
- ii. a person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% but does not hold shares carrying more than 50% of the voting rights of a company and such person, or persons acting in concert with him, acquires an interest in other shares which increases the percentage of shares carrying voting rights in which he is interested;

then, in either case, an offer under Rule 9 must be made in cash at the highest price paid by the person required to make the offer, or any person acting in concert with such person, for any interest in shares of the company during the 12 months prior to the announcement of the offer.

Accordingly, the participation by Joseph Haykov (via Cloak, LLC) and Gigi Levi Weiss in the Subscription would normally give rise to an obligation on the Concert Party to make a general offer to all Shareholders.

Additionally, the exercise of (i) the Subscription Warrants by Joseph Haykov (via Cloak, LLC) and/or Gigi Weiss, and/or (ii) New Options by Yoav Keren and/or Yuval Zantkeren and/or (iii) Broker Warrants by Subramanian Subbiah, whilst the Concert Party's holding of voting rights is less than 50%, would also normally give rise to an obligation on the Concert Party to make a general offer to all Shareholders. The Company has agreed with the Panel that the persons set out in the Tables below are acting in concert in relation to the Company.

Following Admission, the members of the Concert Party will be interested in 89,347,341 Ordinary Shares, representing between 34.88% (assuming full take up in the Open Offer) and 41.08% (assuming no take up in the Open Offer) of the voting rights of the Company. Assuming exercise in full by the members of the Concert Party of the Existing Options, Existing Warrants, New Options, Subscription Warrants and Broker Warrants (and assuming that no other person exercises any options or any other right to subscribe for shares in the Company), the members of the Concert Party would be interested in between 180,867,647 Ordinary Shares (assuming no take up in the Open Offer, and representing 58.54% of the voting rights of the Company in the Fully Diluted Share Capital and 201,194,567 Ordinary Shares, representing

approximately 54.67% of the voting rights of the Company in the Fully Diluted Share Capital assuming full take up in the Open Offer).

Tables showing the respective individual interests in shares of the members of the Concert Party at Admission and following the exercise of the Existing Options, Existing Warrants, New Options, Subscription Warrants and Broker Warrants held by them is set out below – with Table 1 showing a situation where the Open Offer is fully subscribed by non-Concert Party members and Table 2 showing a situation where there is no take up in the Open Offer by non-Concert Party members.

**Table 1 : showing Concert Party holding assuming the Open Offer is fully subscribed by non-Concert Party members**

Concert Party Member	Number of Existing Ordinary Shares	% of current issued Ordinary Share Capital	Subscription Shares	Ordinary Shares held post Admission	% of Ordinary Share Capital post Admission	Existing Options and Existing Warrants	Maximum number of Shares arising from exercise of Existing Options, New Options, Subscription Warrants, and Broker Warrants,	Maximum Number of Ordinary Shares held by Concert Party Member	Maximum % of Ordinary Share Capital held by Concert Party Member <sup>34</sup>
Yoav Keren	11,888,670	6.98%		11,888,670	4.64%	7,885,800	26,362,040 <sub>2</sub>	46,136,510	12.54%
Yuval Zantkeren	11,888,670	6.98%	-	11,888,670	4.64%	7,885,800	26,362,040 <sub>2</sub>	46,136,510	12.54%
Gigi Levi Weiss	5,413,626	3.18%	1,703,771	7,117,397	2.78%	-	1,703,771	8,821,168	2.40%
New Enterprise Ltd	11,558,235	6.79%	-	11,558,235	4.51%	2,603,024	-	14,161,259	3.85%
Leelavthi Subbiah	3,275,329	1.92%	-	3,275,329	1.28%	-	-	3,275,329	0.89%
Harel Kodesh	1,381,761	0.81%	-	1,381,761	0.54%	-	-	1,381,761	0.38%
Afterdax and Afterdax Partners	10,003,127	5.87%	-	10,003,127	3.91%	-	-	10,003,127	2.72%
Joseph Haykov	998,351	0.59%	31,235,801	32,234,152	12.58%	-	31,235,801	63,469,953	17.25%
Subramanian Subbiah	-	0.00%	-	-	0.00%	-	7,808,950	7,808,950	2.12%
<b>Total</b>	<b>56,407,769</b>	<b>33.12%</b>	<b>32,939,572</b>	<b>89,347,341</b>	<b>34.88%</b>	<b>18,374,624</b>	<b>93,472,602</b>	<b>201,194,567</b>	<b>54.67%</b>

Notes:

<sup>1</sup> Up to 10,163,460 of the New Options to each of Yoav Keren and Yuval Zantkeren will be issued dependent on, and proportionate to, the take up in the Open Offer to each maintain a fully diluted shareholding of under 10%. (In the event that there is no take up of the Open Offer none of the 10,163,460 will be issued – as set out in Table 2 below; in the case of a full take up all 10,163,460 New Options will be issued).

<sup>2</sup> the above table assumes the Open Offer is fully subscribed. Up to 10,163,460 of the New Options awarded to Yoav Keren and Yuval Zantkeren will be issued dependent on the level of take up in the Open Offer).

<sup>3</sup> In order to comply with Section 102 of the Israeli Tax Ordinance the Founders will need to ensure each of their shareholdings is under 10% of the Fully Diluted Share Capital at any point in time. They have indicated a current intention to forfeit Options, if required, to ensure this threshold is not exceeded.

<sup>4</sup> assuming no options or warrants held by persons other than members of the Concert Party are exercised.

**Table 2 : showing Concert Party holding assuming NO take up in the Open Offer by non-Concert Party members**

Concert Party Member	Number of Existing Ordinary Shares	% of current issued Ordinary Share Capital	Subscription Shares	Ordinary Shares held post Admission	% of Ordinary Share Capital post Admission	Existing Options and Existing Warrants	Maximum number of Shares arising from exercise of Existing Options, Existing Warrants, New Options, Subscription Warrants, and Broker Warrants,	Maximum Number of Ordinary Shares held by Concert Party Member	Maximum % of Ordinary Share Capital held by Concert Party Member <sup>23</sup>
Yoav Keren	11,888,670	6.98%		11,888,670	5.47%	7,885,800	16,198,580 <sub>2</sub>	35,793,050	11.64%
Yuval Zantkeren	11,888,670	6.98%	-	11,888,670	5.47%	7,885,800	16,198,580 <sub>2</sub>	35,793,050	11.64%
Gigi Levi Weiss	5,413,626	3.18%	1,703,771	7,117,397	3.27%	-	1,703,771	8,821,168	2.85%
New Enterprise Ltd	11,558,235	6.79%	-	11,558,235	5.31%	2,603,024	-	14,161,259	4.58%
Leelavathi Subbiah	3,275,329	1.92%	-	3,275,329	1.51%	-	-	3,275,329	1.06%
Harel Kodesh	1,381,761	0.81%	-	1,381,761	0.64%	-	-	1,381,761	0.45%
Afterdax and Afterdax Partners	10,003,127	5.87%	-	10,003,127	4.60%	-	-	10,003,127	3.24%
Joseph Haykov	998,351	0.59%	31,235,801	32,234,152	14.82%	-	31,235,801	63,469,953	20.54%
Subramanian Subbiah	-	0.00%	-	-	0.00%	-	7,808,950	7,808,950	2.53%
<b>Total</b>	<b>56,407,769</b>	<b>33.12%</b>	<b>32,939,572</b>	<b>89,347,341</b>	<b>41.08%</b>	<b>18,374,624</b>	<b>73,145,682</b>	<b>180,867,647</b>	<b>58.54%</b>

<sup>1</sup> the above table assumes that there is no take up in the Open Offer.

<sup>2</sup> In order to comply with Section 102 of the Israeli Tax Ordinance the Founders will need to ensure each of their shareholdings is under 10% of the fully diluted share capital at any point in time. They have indicated a current intention to forfeit Options, if required, to ensure this threshold is not exceeded.

<sup>3</sup> assuming no options or warrants held by persons other than members of the Concert Party are exercised.

## 7.2 Waiver of Rule 9 of the City Code

Following Admission, the members of the Concert Party will be interested in shares carrying more than 30% of the voting rights of the Company, but will not hold shares carrying more than 50% of the voting rights of the Company. For so long as they continue to be acting in concert, any acquisition that increases their aggregate interest in shares will be subject to the provisions of Rule 9.

The exercise by the members of the Concert Party of the warrants and options described above would normally trigger an obligation for an offer to be made under Rule 9. However, the Panel has agreed to waive this obligation such that there will be no requirement for an offer to be made in respect of the exercise of such warrants and options.

**If the members of the Concert Party were to exercise their Existing Options, Existing Warrants, New Options, Subscription Warrants and Broker Warrants in full (and assuming that no other person**

**exercises any options or any other right to subscribe for shares in the Company), the members of the Concert Party would hold shares carrying more than 50% of the voting rights of the Company and (for so long as they continue to be acting in concert) could accordingly increase their aggregate interests in shares without incurring any obligation to make an offer under Rule 9, although individual members of the Concert Party will not be able to increase their percentage interests in shares through or between a Rule 9 threshold without Panel consent.**

The Panel has agreed to waive the obligation to make an offer that would otherwise arise under Rule 9 as a result of the Proposals, subject to the approval of Independent Shareholders. Accordingly, Resolution 1 is being proposed at a general meeting of the Company and will be taken on a poll.

**None of the members of the Concert Party are able to vote on the Rule 9 Waiver but may exercise their voting rights in respect of Resolutions 2, 3 and 4.**

**In the event that the Proposals are approved, the Concert Party will not be restricted from making an offer for the Ordinary Shares in the Company.**

Your attention is drawn to Parts II and III of this document which set out certain further information and financial information that is required to be disclosed in this document pursuant to the rules contained in the Takeover Code.

Under Rule 25.2 of the Takeover Code, only the Independent Directors are able to make a recommendation to the Independent Shareholders with respect to the proposed Waiver Resolution. The Independent Directors believe that the Proposals are in the best interests of the Company and hereby recommend that Independent Shareholders vote in favour of the Waiver Resolution. SPARK Advisory Partners Limited, as the Company's independent financial adviser, has provided formal advice to the Independent Directors that it considers the terms of the Proposals to be fair and reasonable and in the best interests of Shareholders and the Company as a whole. In providing this advice, SPARK Advisory Partners Limited has taken into account the Independent Directors' commercial assessments.

### **7.3 Intentions of the Concert Party**

At present the Company is a leading provider of cybersecurity solutions for brand oriented digital risk protection. The Concert Party confirms its intention will be to support BrandShield's strategy as described in "Future Strategy of the Company" set out in paragraph 8 below.

**Immediately following the De-Listing, there will be no market facility for dealing in the Ordinary Shares, and no price will be publicly quoted for the Ordinary Shares. The Company intends to review the options available for allowing dealing in the Company's shares, for example by provision of a matched bargain facility or periodic share auctions, however there is no guarantee that one will be put in place. Any update will be made via the Company's website address ([www.brandshield.com](http://www.brandshield.com)).**

Other than the De-Listing, the Concert Party has confirmed that no changes will be made regarding:

- i. the future business of the Company, including its research and development functions;
- ii. the continued employment of the employees and management of the Company and of its subsidiaries, including any material change in the conditions of employment or in the balance of the skills and functions of the employees and management;
- iii. its strategic plans for the Company, which will therefore have limited repercussions on employment and on the locations of its places of business, including on the location of its headquarters and headquarters functions;
- iv. employer contributions into the Company's pension schemes (including with regard to current arrangements for the funding of any scheme deficit), the accrual of benefits for existing members, and the admission of new members; and
- v. the redeployment of the fixed assets of the Company.

## 7.4 Views of the Independent Directors

The Independent Directors support the Concert Party's stated intentions for the business and its employees. The Independent Directors firmly believe that the Proposals are in the interests of both the Company and its Shareholders. Although the Board is acutely aware that some Shareholders will be concerned about a de-listing from AIM and the consequent reduction in immediate liquidity it sees no prospect in the near to medium term for the Company to achieve a valuation that reflects its actual performance and future potential, demonstrated through sustained growth of ARR and continued penetration of a fast-growing market. BrandShield has been recognised independently as one of the leading players in the Digital Risk Protection sector (Frost and Sullivan Report 2022) and the Independent Directors believe that all its Shareholders will be far more likely to achieve a positive outcome as a de-listed company where it is likely to command higher valuations based on realistic ARR multiples. In short, the Board believes the proposals are significantly more likely to result in a positive outcome for all its stakeholders, including employees and Shareholders. In considering this, the Independent Directors have given due consideration to the assurances relating to the Company, including those given to its employees regarding the implementation of the Proposals.

## 8. FUTURE STRATEGY OF THE COMPANY AND USE OF PROCEEDS

The existing strategy of the Company has delivered continual and material increases in clients serviced and revenue generated. Annual Recurring Revenue has increased from around \$2.87m at the time of admission to trading on AIM in December 2020 to nearly \$10m at present. Over this period, client numbers have increased from 74 to around 210. The strategy going forwards will be the continued targeting of market share in a growing sector and the striving for operational excellence within the Company. Funds will be used to increase the sales footprint of BrandShield and to reinforce our marketing spend in areas that we know yields results. This will be within the backdrop of our more recent efforts to reduce operational cash burn where efficiencies can be found without prejudicing either capability or slowing growth. The costs of Cloud computing will continue to be targeted closely and Research and Development efforts will continue to be targeted at optimal automation of tasks within our leading edge, AI based platform. The Board believes that the implementation of BrandShield 3.0, the UI interface with our customers, will be a step change in capability from our clients and this will be enhanced incrementally to continue to improve functionality. The optimisation of the enforcement element of the Company has yielded considerable efficiencies and this process will continue.

The Board believes that continued growth of client numbers, revenue and margins will be best done in a de-listed environment where the senior management can focus more of its capacity on the core business without the distractions of the additional legal, regulatory burden and cost implications of being a quoted company. The Board also believes that BrandShield is a fast-growing company in a fast-growing sector and the valuation attributed to it by the London markets makes it vulnerable to acquisitive suitors. The Board believes strongly that if any acquisition of BrandShield is considered by other parties, that a considerably higher valuation would be secured in a de-listed environment than if it remained quoted, a situation that would benefit all our Shareholders despite the reduction in immediate liquidity caused by a de-listing.

## 9. De-Listing

### 9.1 Reasons for the De-Listing

The Board has conducted a review of the benefits and drawbacks to the Group retaining its listing on AIM and maintaining its existing corporate structure. The Board believes that the De-Listing is in the best interests of the Company and its Shareholders as a whole. In reaching this conclusion, the Board has considered the following key factors:

- there is, and has been for some time, a lack of liquidity in the Ordinary Shares such that there is a very limited market for the Ordinary Shares;

- there is limited trading of the Ordinary Shares. Over the past 12 months 45,436,247 Ordinary Shares were traded representing approximately 27 per cent. of the current issued share capital and giving an average daily volume of approximately 195,005 Ordinary Shares. Accordingly, the costs associated with maintaining the AIM quotation are considered by the Directors to be disproportionately high when compared to the benefits of being listed on AIM, even though these costs have been, so far as reasonably possible, controlled and minimised by the Company. The Board believes that these funds could be better utilised for the benefit of the Company.
- the management time significant associated additional advisor costs and the legal and regulatory burden associated with maintaining the Company's admission to trading on AIM is, in the Directors' opinion, disproportionate to the benefits to the Company.
- despite demonstrating consistent growth in customer numbers and ARR, alongside maintaining a proactive investor relations programme, the share price performance and subsequent valuation placed on BrandShield since its listing on AIM has reduced in a sustained manner. High growth businesses such as BrandShield will seek to raise expansion capital in order to take advantage of growth opportunities as and when they present themselves. The Board's focus since listing has been the acquisition of new customers and the subsequent growth of its top line revenue as the Company expands to reach critical mass. Fundraises have been conducted at ever-increasing discounts to the original listing price and this has been deeply frustrating to the Board, Founders and our Shareholders. This is despite the fact that the underlying shareholder base has transformed over the listing period and has been enhanced through material stakes being built up by a small and focused number of institutional investors. This change in the shareholder base has not managed to insulate the share price from downward pressure created by generally low volumes of trading across the Aim market. The Board does not believe that it is right to expose our existing Shareholders further to future dilution based valuation multiples that it does not believe reflect a realistic valuation of BrandShield.

The Board therefore believes that the interests of all Shareholders will be better served in an off-market context whereby the Company can continue to focus on high growth levels and the potential to provide all Shareholders with a liquidity event that fairly reflects the true value of the business and its global significance in this sector.

- BrandShield Shareholders, whilst recognising and being willing to accept the risks associated with remaining as an investor in an unlisted company, who anticipate realising greater value in their BrandShield Shares in the future, may wish to remain as Shareholders in BrandShield.

## **9.2 Effect of De-Listing**

The principal effects of the De-Listing will be that:

- Shareholders will no longer be able to buy and sell Ordinary Shares through a public stock market, further reducing the liquidity in the Ordinary Shares; the Company intends to review the options available for allowing dealing in the Company's shares, for example by provision of a matched bargain facility or periodic share auctions, however there is no guarantee that one will be put in place.
- the Company will no longer be required to announce material events or interim results;



- the Company will no longer be required to comply with many of the corporate governance requirements applicable to companies traded on AIM;
- the Company will no longer be subject to the Disclosure Guidance and Transparency Rules and will therefore no longer be required to disclose major shareholdings in the Company;
- the Company will no longer be subject to the AIM Rules, with the consequence that Shareholders will no longer be afforded the protections given by the AIM Rules. Such protections include a requirement to obtain shareholder approval for reverse takeovers and fundamental changes in the Company's business and to announce, *inter alia*, certain substantial and/ or related party transactions; and
- the De-Listing may have either positive or negative taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser immediately.

Shareholders should note that the City Code will continue to apply to the Company following the De-Listing. The Company will also continue to be bound by the Companies Act (which requires Shareholders' approval for certain matters) following the De-Listing.

### **9.3 De-Listing Process**

Under the AIM Rules, the De-Listing can only be effected by the Company after securing a special resolution of Shareholders in a general meeting and the expiry of a period of 20 clear Business Days from the date on which notice of the De-Listing is given to the London Stock Exchange.

In addition, a period of at least five clear Business Days following Shareholders' approval of the De-Listing is required before the De-Listing may become effective. The Resolutions seek (amongst other matters) the approval of Shareholders for the De-Listing. Assuming that the Resolutions are approved, it is proposed that the De-Listing will take place by 7.00 a.m. on 23 October 2023.

### **9.4 Ordinary Share dealing Prior to De-Listing**

If Shareholders wish to buy or sell Ordinary Shares on AIM they must do so prior to the De-Listing becoming effective. As noted above, in the event that Shareholders approve the De-Listing, it is anticipated that the last day of dealings in the Ordinary Shares on AIM will be 20 October 2023 and that the effective date of the Cancellation will be 23 October 2023.

### **9.5 Ordinary Share dealing following De-Listing**

**Immediately following the De-Listing, there will be no market facility for dealing in the Ordinary Shares, and no price will be publicly quoted for the Ordinary Shares. The Company intends to review the options available for allowing dealing in the Company's shares, for example by provision of a matched bargain facility or periodic share auctions, however there is no guarantee that one will be put in place. Any update will be made via the Company's website address ([www.brandshield.com](http://www.brandshield.com)).**

## **10. Current Trading and Future Prospects**

The Company published its financial results for the six month period ended 30 June 2023 on 19

September 2023. The Company's highlights and outlook sections are detailed below:

### **“Financial highlights**

- H1 2023 Annual Recurring Revenue<sub>1</sub> (“ARR”) up 46% to \$9.71m (H1 2022: \$6.67m)
- Positive momentum continued with the August 2023 ARR figure reaching \$9.85m, up 36% vs. \$7.26m in August 2022.
- Delivered revenue growth of 56.3% to \$4.42m in H1 2023 (H1 2022: \$2.83m)
- Loss for the period decreased by 53% to \$2.05m in H1 2023 (H1 2022: \$4.37m)
- As part of operational improvements Gross profit increased from 48% in H1 2022 and 54% in December 2022 to 68% in H1 2023
- Cash of \$1.35m at period end (31 Dec 2022: \$2.60m)

*<sup>1</sup>Annual Recurring Revenue is a non-GAAP measure and an industry specific measure*

### **Operational highlights**

- Strong new business momentum achieved in the first half of 2023, with the Company securing 45 new customer wins in the period to take its total number of customers to 209. This growth continued post-period end, and as at end of August 2023, BrandShield services 214 customers.
- Ongoing sales and marketing initiatives continues to support the growth in the Company's customer footprint, expanding the Group's presence across in key growth sectors such as pharmaceutical, retail, ecommerce and finance.
- BrandShield consolidated its position as one of the leading Digital Risk Protection Provider
  - BrandShield named the third best DRP service provider globally in a 2022 review by Frost & Sullivan ("F&S") the global business consultancy group.
  - BrandShield cognised with the 2023 Global Digital Risk Protection New Product Innovation and Best Practices Award by Frost & Sullivan.

### **Post period-end and Outlook**

- The Company has made a solid start to H2 2023 and look forward to reporting another period of both operational and financial progress.
- Recent focus on reducing cash burn is having a marked impact on gross margins as the Company continues to grow towards becoming cash flow positive”.

The Directors of the Company can confirm that, since the date of publication of these financial results, there has been no significant change in the trading or financial position of the Company.

Following the Proposals, the Company intends to continue operating as it has done over the Company's last financial year and carry out the same activities, and to retain the same business strategy that it did as a quoted public company. Based on current market conditions, the Company does not envisage any significant changes to the Company's trading position once the Proposals are completed.

## **11. Proposals to be voted on at the General Meeting**

For the purposes of effecting the Proposals, the Resolutions will be proposed at the General Meeting. Set out at the end of this document is a notice convening the General Meeting to be held at 11.00 a.m. on 13 October 2023 at the offices of Edwin Coe LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH. The full texts of the Resolutions are set out in that notice.

The Resolutions, which are summarised below, are necessary for the implementation of the Proposals.

### **Resolution 1 (Ordinary Resolution)**

THAT the waiver granted by the Takeover Panel of the obligation that would otherwise arise on the Concert Party, both individually and collectively, to make an offer to the shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the Proposals is hereby approved.

Note: In order to comply with the Takeover Code, this Resolution will be taken on a poll of Independent Shareholders.

***Resolution 2 (Ordinary Resolution)***

Conditional upon the passing of Resolutions 1, 3 and 4, this ordinary resolution will grant the Directors authority to allot New Ordinary Shares for the purposes of the Open Offer, to the extent existing authorities are insufficient. The authority given by this Resolution will expire on the earlier of 16 October 2024 or the date of the Company's next annual general meeting.

***Resolution 3 (Special Resolution)***

Conditional on the passing of Resolutions 1, 2 and 4, this special resolution will grant the Directors authority to disapply the statutory pre-emption rights in respect of the allotment of the new Ordinary Shares to be allotted pursuant to Resolution 2 in connection with the Open Offer. The authority given by this Resolution will expire on the earlier of 16 October 2024 or the date of the Company's next annual general meeting.

***Resolution 4 (Special Resolution)***

Conditional on the passing of Resolutions 1, 2 and 3 that the cancellation of the admission of the Ordinary Shares to trading on AIM is approved.

**12. Action to be taken**

*General Meeting*

The appointment of a proxy will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you so wish and are so entitled.

If your proxy appointment has not been submitted by 11.00 a.m. on 11 October 2023, your vote in relation to the Resolutions will not count.

You can vote either:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions.
- you may request a hard copy Form of Proxy directly from the registrars. Link Group on Tel: 0371 664 0300. Calls are charged at the standard geographical rate and may vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 -17:30, Monday to Friday excluding public holidays in England and Wales. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrars, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 11.00 a.m. on 11 October 2023.
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the Notice of General Meeting.

**13. Recommendation**

**In respect of Resolution 1, the Independent Directors, having been so advised by SPARK Advisory Partners, the Company's Financial and Nominated Adviser, considers that the Proposals are fair and reasonable and in the best interests of Shareholders and the Company as a whole and accordingly recommend that Independent Shareholders vote in favour of the Rule 9 Waiver. In providing its advice to the Independent Directors, SPARK Advisory Partners has taken into account the Independent Directors' commercial assessments. Accordingly, the Independent Directors recommend that Independent Shareholders vote in favour of Resolution 1 as they intend to do in relation to their respective shareholdings.**

**All the Directors recommend that Shareholders vote in favour of Resolutions 2 to 4 (inclusive) as they intend to do in relation to their respective shareholdings.**

Yours faithfully

DocuSigned by:  
  
EF68A8AED8B440D...  
Azriel Moscovici

*Chairman*

## PART II

### INFORMATION ON THE CONCERT PARTY AND ADDITIONAL DISCLOSURES REQUIRED UNDER THE TAKEOVER CODE

#### 1. Information on the Concert Party

(i) Yoav Keren of 4 Shenkar St., Herzliya, Israel 4672504 is Chief Executive Officer of the Company. Yoav was a co-founder (together with Yuval Zantkeren) and CEO of Domain The Net Technologies Limited, which was founded in 2000 and is the largest domain name registrar in Israel. Yoav is the cousin of Yuval Zantkeren.

(ii) Yuval Zantkeren of 4 Shenkar St., Herzliya, Israel 4672504 is Chief Technology Officer of the Company. Yuval was a co-founder (together with Yoav Keren), co-CEO and Chief Technology Officer of Domain The Net Technologies Limited. Yuval is an internet information systems expert. Yuval is the cousin of Yoav Keren.

(iii) New Enterprise Ltd. of Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands, is a Singaporean family fund investment firm owned by Nachiappa Subbiah. It is represented by his son, Professor Subramaniam Subbiah, a former professor at Stanford University;

(iv) AfterDox Ltd, of 9 Ehad Ha'Am St., Tel Aviv Israel 6525101, is an Israeli management company of angel investment and venture capital LLP. The Fund invests in telecommunications, internet, advertising, information technology, and corporate software in Israel, holding shares of the Company for various investors. It is comprised of current and former software and IT executives, many of whom are former executives at Amdocs Limited ("Amdocs"), a NASDAQ listed software and services provider to communications and media companies;

(v) Harel Kodesh of 775 Sand Hill Rd a100, Menlo Park, CA 94025, United States, is currently a partner at BiologyWorks, which develops at-home molecular tests for viral infections. He was an Operating Partner at Silver Lake Partners, a global leader in technology investments with \$39 billion in combined assets under management and committed capital. He is a former Executive VP at Microsoft, Amdocs Limited and VMware, a publicly traded software company listed on the New York Stock Exchange. Harel has been a Director of the Company since July 2021;

(vi) Joseph Haykov of 18911 Collins Ave a1201, Sunny Isles Beach, Florida 33160, is the Chief Executive Officer of Novel Capital Management Advisors, LLC, a hedge fund company based in Florida; Joseph Haykov is participating in the Subscription via his investment vehicle, Cloak, LLC of 533 Airport Blvd., Suite 400, Burlingame CA 94010, of which he has 100% control.

(vii) Leelavathi Subbiah, of Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands, is the wife of Nachiappa Subbiah, the owner of New Enterprise Ltd.

(viii) Professor Subramaniam Subbiah of 33 Moonbeam walk, Singapore 277 243, is the son of Leevathi Subbiah and Nachiappa Subbiah (see (iii) above and (viii) below). He is a former professor of Stanford University and heads up New Enterprise Limited.

(ix) Gigi Levi Weiss, of 140 2nd St. Suite a500, San Francisco, CA 94105, is a founding partner of NFX, a leading seed venture firm in Silicon Valley and Israel.

#### 2. Relationship between the members of the Concert Party

The table below sets out the members of the Concert Party together with the rationale behind their inclusion in it:

Member(s)	Rationale
Yoav Keren, Yuval Zantkeren	Being the founders of BrandShield
Those parties in (iii) to (vii) and (ix) above	Being early investors in BrandShield

Leelavthi Subbiah (vii) above

Being the wife of the owner of New Enterprise Ltd

Professor Subramanian Subbiah (viii) above

Being the son of Leelavthi and Nachiappa Subbiah

### 3. Definitions

For the purposes of this Part II:

- (a) Persons acting in concert comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. A person and each of its affiliated persons will be deemed to be acting in concert all with each other.

Without prejudice to the general application of this definition, the following persons will be presumed to be persons acting in concert with other persons in the same category unless the contrary is established:

- (1) a company ("X") and any company which controls, is controlled by or is under the same control as X, all with each other;
- (2) a company ("Y") and any other company ("Z") where one of the companies is interested, directly or indirectly, in 30% or more of the equity share capital in the other, together with any company which would be presumed to be acting in concert with either Y or Z under presumption (1), all with each other;
- (3) a company's pension schemes, and the pension schemes of any company with which the company is presumed to be acting in concert under presumption (1) or (2), with the company;
- (4) the directors of a company (together with their close relatives and the related trusts of any of them) with the company;
- (5) an investment manager of or investment adviser to:
  - (a) an offeror;
  - (b) an investor in a new company (or other vehicle) formed for the purpose of making an offer; or
  - (c) the offeree company,

with the offeror or offeree company (as appropriate), together with any person controlling#, controlled by or under the same control as that investment manager or investment adviser;

- (6) a connected adviser with its client and, if its client is acting in concert with an offeror or the offeree company, with that offeror or offeree company respectively, in each case in respect of the interests in shares of that adviser and persons controlling#, controlled by or under the same control as that adviser (except in the capacity of an exempt fund manager or an exempt principal trader);
- (7) the directors of a company which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent. (See also Note 5);
- (8) a person, the person's close relatives, and the related trusts of any of them, all with each other;
- (9) the close relatives of a founder of a company to which the Code applies, their close relatives, and the related trusts of any of them, all with each other; and
- (10) shareholders in a private company or members of a partnership who sell their shares or interests in consideration for the issue of new shares in a company to which the Code



applies, or who, in connection with an initial public offering or otherwise, become shareholders in a company to which the Code applies.

For the purposes of presumptions (1) and/or (2):

- (a) a reference to a company includes any other undertaking (including a partnership or a trust) or any legal or natural person;
- (b) under presumption (1), interests of either 30% or more in a company's shares carrying voting rights or the majority of a company's equity share capital do not dilute through a chain of ownership;
- (c) under presumption (2), interests of 30% or more in a company's equity share capital dilute through a chain of ownership;
- (d) the reference in presumption (2) to a company being "indirectly" interested in the equity share capital in another company refers only to the economic rights attached to such shares and not to any voting rights carried by such shares; and
- (e) except for the purposes of establishing whether a person is acting in concert with a new company (or other vehicle) formed for the purpose of making an offer (see paragraph (a) of Note 7 below), if an investor invests in a fund or company and that fund or company in turn invests in another fund or company, the investor's indirect interests in the latter fund or company will (in addition to the investor's direct interests) only be taken into account in determining whether the investor and that fund or company are presumed to be acting in concert under presumption (2) if each link in the chain of interests represents 30% or more of the relevant fund's limited partnership interests or the relevant company's equity share capital.
- (e) "control" means an interest, or aggregate interests, of shares in the capital of a company carrying 30 per cent. or more of the voting rights of such company, irrespective of whether the interest, or aggregate interests, give de facto control;
- (f) "dealings" include the following:
  - i. the acquisition or disposal of securities, of the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to securities, or of general control of securities;
  - ii. the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any securities;
  - iii. subscribing or agreeing to subscribe for securities;
  - iv. the exercise or conversion, whether in respect of new or existing securities, of any securities carrying conversion or subscription rights;
  - v. the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to securities;
  - vi. entering into, terminating or varying the terms of any agreement to purchase or sell securities;
  - vii. the redemption or purchase of, or taking or exercising an option over, any of its own relevant securities by the offeree company or an offeror; and
  - viii. any other action resulting, or which may result, in an increase or decrease in the number of securities in which a person is interested or in respect of which the person has a short position.
- (g) "Derivative" includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security.;



- (h) an “exempt fund manager” is a person who manages investment accounts on a discretionary basis and is recognised by the Panel as an exempt fund manager for the purposes of the Code (see Notes under Exempt principal trader).
- (i) “exempt principal trader” is a principal trader who is recognised by the Panel as an exempt principal trader for the purposes of the Code.
- (j) being “interested” in securities includes where a person who has long economic exposure, whether absolute or conditional, to changes in the price of securities will be treated as interested in those securities. A person who only has a short position in securities will not be treated as interested in those securities.

In particular, a person will be treated as having an interest in securities if the person:

1. owns them: or
2. has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to them or has general control over them; or
3. by virtue of an agreement to purchase, option or derivative
  - a. has the right or option to acquire them or to call for their delivery; or
  - b. is under an obligation to take delivery of them,

whether the right option or obligation is conditional or absolute and whether it is in the money or otherwise; or
4. is party to any derivative:
  - a. whose value is determined by reference to their price; and
  - b. which results, or may result, in the person having a long position in them; and
5. in the case of Rule 5 only, has received an irrevocable commitment in respect of them.

- (k) “Relevant Securities” include:

- (a) securities of the offeree company which are being offered for or which carry voting rights;
- (b) equity share capital of the offeree company and an offeror;
- (c) securities of an offeror which carry substantially the same rights as any to be issued as consideration for the offer; and
- (d) securities of the offeree company and an offeror carrying conversion or subscription rights into any of the foregoing.

#### **4. Interests and Dealings**

##### **4.1 Concert Party**

Other than as set out in paragraph 7.1 of Part I of this document, as at the disclosure date, no member of the Concert Party, nor, any person acting in concert (within the meaning of the City Code) with any member of the Concert Party had (i) any interest in or right to subscribe for any Relevant Securities of the Company; nor (ii) any short positions in respect of Relevant Securities of the Company (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery; nor (iii) borrowed or lent any Relevant Securities of the Company (including, for these purposes, any financial

collateral arrangements of the kind referred to in Note 4 on Rule 4.6 of the City Code); or (iv) any dealing arrangement of the kind referred to in Note 11 of the definition of acting in concert in the City Code.

#### 4.2 Directors' Interests

The interests (all of which are beneficial unless otherwise stated) of the Directors and their immediate families and the persons connected with them (within the meaning of section 252 of the 2006 Act) in the issued share capital of the Company or the existence of which could, with reasonable diligence, be ascertained by any Director as at the date of this document and as expected to be immediately following Admission are as follows:

<b>Name</b>	<b>Number of Existing Ordinary shares at the date of this Document</b>	<b>% of Existing Ordinary Share Capital</b>	<b>Number of Ordinary Shares on Admission</b>	<b>% of Enlarged Ordinary Share Capital†</b>
Yoav Keren	11,888,670	6.98%	11,888,670	4.64%
Yuval Zantkeren	11,888,670	6.98%	11,888,670	4.64%
Azriel Moscovici	-	-	-	-
Ravit Freedman	-	-	-	-
Harel Kodesh	1,381,761	0.81%	1,381,761	0.54%
John Taylor	85,000	0.05%	85,000	0.04%

†assumes full take up of the Open Offer by Qualifying Shareholders

#### 4.3 Connected Advisers

For the purposes of the City Code, the following advisers are acting in concert with BrandShield in respect of the Proposals and who are required to be disclosed are:

<b>Name</b>	<b>Type</b>	<b>Registered Address</b>	<b>Relationship to BrandShield</b>
SPARK Advisory Partners Limited	Private limited company registered in England and Wales	5 St John's Lane, Farringdon, London, EC1M 4BH	Connected Adviser
Shore Capital Stockbrokers Limited	Private limited company registered in England and Wales	57 St James's Street, St. James's, London, SW1A 1LD	Connected Adviser due to ongoing appointment as the Company's Broker (as such term is defined in the AIM Rules)

SPARK Advisory Partners currently holds 100,037 Ordinary Shares, representing 0.06% of the Existing Issued Share Capital. It also has warrants over 375,000 Ordinary Shares with an exercise price of 20 pence.

Shore Capital Stockbrokers Limited currently holds warrants over 160,714 Ordinary Shares with an exercise price of 14 pence and over 421,538 Ordinary Shares with an exercise price of 20 pence.

#### 4.4 Dealings

The following dealings have taken place by members of the Concert Party in the last 12 months:

<b>Name</b>	<b>Date of Dealing</b>	<b>Type of Dealing</b>	<b>Number of shares</b>	<b>Price</b>
New Enterprise Limited	15 November 2022	Acquisition (in a placing by the Company)	141,843	6p
Gigi Levi Weiss	15 November 2022	Acquisition (in a placing by the Company)	1,418,439	6p

## 5. Middle Market Quotations

The following table sets out the middle market quotations for an Existing Ordinary Share, as derived from the AIM Appendix to the Daily Official List of London Stock Exchange, for the first business day of each of the six months immediately preceding the date of this document and for 19 September 2023 (being the latest practicable date prior to the publication of this document):

<b>Date</b>	<b>Price per Ordinary Share</b>
3 <sup>rd</sup> April 2023	4.6p
2 <sup>nd</sup> May 2023	5.3p
1 <sup>st</sup> June 2023	7.3p
3 <sup>rd</sup> July 2023	7.5p
1 <sup>st</sup> August 2023	6.0p
1 <sup>st</sup> September 2023	4.8p
19 September 2023 (being last practicable date)	4.5p

## 6. Additional disclosures required by the City Code

At the close of business on the disclosure date, save as disclosed in paragraph 4.2 of this Part II and paragraphs 2 and 3 of Part III of this document:

- (a) neither the Company nor the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) had any interest in or a right to subscribe for, or had any short position in relation to, any Relevant Securities of any corporate entities that are members of the Concert Party;
- (b) no person acting in concert with the Company had any interest in, or right to subscribe for, had any short position in relation to, or had borrowed or lent any, Relevant Securities of the Company;
- (c) neither the Company nor any of the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) had any interest in or right to subscribe for, or had any short position in relation to any Relevant Securities of the Company, nor has any such person dealt in any such securities during the disclosure period;
- (d) the Company has not redeemed or purchased any of its Relevant Securities during the disclosure period;

- (e) there were no arrangements which existed between the Company or any person acting in concert with the Company or any other person;
- (f) No agreement, arrangement or understanding exists, whereby the New Ordinary Shares pursuant to the Subscription will be transferred to any other person.

#### **7. Documents incorporated by reference**

- 7.1 In accordance with Rule 24.3(a)(iii), the Company's audited consolidated accounts for the last two financial years ending 31 December 2022, and the unaudited interim results for the 6 months ended 30 June 2023, have been published on its website ([www.brandshield.com](http://www.brandshield.com)).

The above documents are available, free of charge, in "read-only" format and can be printed from the web addresses detailed above. Shareholders or other recipients of this document may request a hard copy of the above information incorporated by reference from the Company at its registered office, such copy will be provided to the requester within seven days of receipt of the request. A hard copy of the information incorporated by reference will not be sent to Shareholders or other recipients of this document unless requested.

#### **8. No Significant Change**

- 8.1 There have been no significant changes in the trading or financial position of the Company and its Group since 30 June 2023, being the date to which its last unaudited interim financial information was made up.

## PART III

### ADDITIONAL INFORMATION

#### 1. Responsibility statement

The Directors, whose names appear below, and the Company accept responsibility, both individually and collectively, for the information contained in this document (other than the information concerning the Concert Party and its intentions for which the Concert Party takes sole responsibility, and the Independent Directors' recommendation in relation to the Waiver Resolution) including individual and collective responsibility for compliance with the AIM Rules and any expressions of an opinion. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of that information.

The Directors of the Company are:

Azriel Moscovici (Non-Executive Chairman)\*  
 Yoav Keren (Chief Executive Officer)  
 Yuval Zantkeren (Chief Technical Officer)  
 Ravit Freedman (Chief Financial Officer)\*  
 Harel Kodesh (Non-Executive Director)  
 John Taylor (Non-Executive Director)\*

\*indicates Independent Director for purpose of the Waiver Resolution.

The Independent Directors accept responsibility for their recommendation (including any expressions of opinion) in relation to the Waiver Resolution. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Each member of the Concert Party, whose names are set out in paragraph 1 of Part II of this document, accepts responsibility for the information contained in this document relating to the Concert Party (including its intentions and any expressions of an opinion). To the best of the knowledge and belief of each member of the Concert Party (having taken all reasonable care to ensure that such is the case) the information contained in this document for which they accept responsibility in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. Existing options

At present there are options over 27,968,483 Ordinary Shares (held by employees) outstanding in the Company. Those held by Concert Party members are as follows:

<i><b>Option holder</b></i>	<i><b>Role</b></i>	<i><b>Number of Options</b></i>	<i><b>Exercise Price (pence)</b></i>
Yoav Keren	Director	4,758,604	1.00
		1,897,313	8.00
		966,846	8.64
		<u>263,037</u>	7.13
		<b><u>7,885,500</u></b>	
Yuval Zantkeren	Director	4,758,604	1.00
		1,897,313	8.00
		966,846	8.64
		<u>263,037</u>	7.13
		<b><u>7,885,500</u></b>	

Details of the Existing Options, the exercise price of which are being amended, are set out below:

<b>Name</b>	<b>Role</b>	<b>No of Existing Options</b>	<b>Existing Exercise Price</b>	<b>New Exercise Price</b>
Yoav Keren	Director	263,037 966,846 <u>1,897,313</u> <b>3,127,196</b>	7.13p 8.64p 8p	5.68p 5.68p 5.68p
Yuval Zantkeren	Director	263,037 966,846 <u>1,897,313</u> <b>3,127,196</b>	7.13p 8.64p 8p	5.68p 5.68p 5.68p
Ravit Freedman	Director	500,000 90,000 <u>59,000</u> <b>649,000</b>	25p 25p 8p	5.68p 5.68p 5.68p
Itai Galmor	PDMR	1,374,627 687,165 <u>434,452</u> <b>2,496,244</b>	8.64p 8.64p 8p	5.68p 5.68p 5.68p
Various other employees		4,580,000 1,684,029 145,474 <u>399,162</u> <b>6,808,665</b>	25p 8.64p 8p 7.13p	5.68p 5.68p 5.68p 5.68p
<b>Total</b>		<b>16,208,301</b>		

Details of the Existing Options, the exercise period of which are being amended, are set out below:

<b>Name</b>	<b>Role</b>	<b>No of Existing Options</b>	<b>Existing Exercise Period</b>	<b>New Exercise Period</b>
Yoav Keren	Director	263,037	31 December 2023	31 December 2028
Yuval Zantkeren	Director	263,037	31 December 2023	31 December 2028
Various other employees		399,162	31 December 2023	31 December 2028
<b>Total</b>		<b>925,236</b>	<b>31 December 2023</b>	<b>31 December 2028</b>

### 3. Existing Warrants

At present there are warrants over 12,122,247 Ordinary Shares outstanding in the Company, with exercise prices ranging between 10.5 pence and 25 pence per share.

Existing Warrants held by Concert Party members are as follows:

- New Enterprise Limited holds 2,603,024 warrants with an exercise price of 10.5 pence and an exercise period ending 1 December 2023.
- Harel Kodesh holds 240,000 warrants with an exercise price of 25 pence and an exercise period ending 1 December 2030.

Existing Warrants held by Directors are as follows:

John Taylor, Azriel Moscovici and Harel Kodesh (as referred to above) each hold 240,000 warrants with an exercise price of 25 pence and an exercise period ending 1 December 2030.

It is proposed that the exercise period is extended on certain of the Existing Warrants as follows:

<b><i>Name of Warrant holder</i></b>	<b><i>Number of Existing Warrants</i></b>	<b><i>Exercise Price (pence)</i></b>	<b><i>Current Exercise Period</i></b>	<b><i>Proposed amended exercise period (subject to Admission)</i></b>
New Enterprise Limited *	2,603,024	10.5	1 December 2023	1 December 2026
Rock Pigeon Limited	2,080,517	15	1 December 2023	1 December 2026
Tennyson Securities Limited	101,250	20	1 December 2023	1 December 2026
Optiva Securities Limited	563,885	20	1 December 2023	1 December 2026
SPARK Advisory Partners Limited	375,000	20	1 December 2023	1 December 2026
Various placees from February 2022 Placing†	5,357,143	20	4 February 2025	1 December 2026

\*member of Concert Party

†includes 1,785,714 held by WCIL

#### 4. Directors' Service Agreements



No directors' service contracts have been entered into or amended within six months of the date of the document. The service agreement for each Director is set out below,

**4.1 Yoav Keren** - On 10 November 2020 Yoav Keren entered into a service agreement with the Company to act as Chief Executive at an initial salary of US\$20,000 per annum. Yoav's employment will continue until terminated by other party giving the other twelve (12) months' notice in certain circumstances. If Yoav leaves the Company for a "Good Reason" (being circumstances customary to Israel Severance Pay Law, 5723-2963, which includes health, constructive dismissal by the Company or significant milestones in the employee's life), Yoav may reduce his notice period to no less than 6 months' whilst retaining his 12 months' notice pay. However, if Yoav's employment is terminated without cause, he is entitled to a 12-month salary severance payment. Yoav's service agreement contains confidentiality, non-compete and non-solicitation provisions for a period of 12 months following any termination of Yoav's employment (with such period being calculated from the date of Yoav's 12 months' notice period and not any reduced notice period as a result of Yoav being a leaver for Good Reason). Yoav's holiday entitlement is provided on a Group basis and accordingly his holiday entitlement accrues pursuant to his service agreement with Brandshield Limited.

In addition, Yoav has a service contract dated 10 November 2020 with Brandshield Limited to act as Chief Executive of BrandShield at a salary of 684,000 NIS (approximately US\$200,000) per annum. The material terms of Yoav's service contract are very similar. Yoav's benefits including insurance and health benefits are considered to be in-line with market practice in Israel and are customary in their nature.

**4.2 Yuval Zantkeren** – On 10 November 2020 Yuval Zantkeren entered into a service agreement with the Company to act as Chief Technology Officer at an initial salary of US\$20,000 per annum. Yuval's employment will continue until terminated by other party giving the other twelve (12) months' notice in certain circumstances. If Yuval leaves the Company for a "Good Reason" (being circumstances customary to Israel Severance Pay Law, 5723-2963, which includes health, constructive dismissal by the Company or significant milestones in the employee's life), Yuval may reduce his notice period to no less than 6 months' whilst retaining his 12 months' notice pay. However, if Yuval's employment is terminated without cause, he is entitled to a 12-month salary severance payment. Yuval's service agreement contains confidentiality, non-compete and non-solicitation provisions for a period of 12 months following any termination of Yuval's employment (with such period being calculated from the date of Yuval's 12 months' notice period and not any reduced notice period as a result of Yuval being a leaver for Good Reason). Yuval's holiday entitlement is provided on a Group basis and accordingly his holiday entitlement accrues pursuant to his service agreement with Brandshield Limited.

In addition, Yuval has a service contract dated 10 November 2020 with BrandShield Limited to act as Chief Technology Officer of BrandShield at a salary of 684,000 NIS (approximately US\$200,000) per annum. The material terms of Yuval's service contract are very similar. Yuval's benefits including insurance and health benefits are considered to be in-line with market practice in Israel and are customary in their nature.

**4.3 Ravit Freedman** - On 10 November 2020 Ravit Freedman entered into a service agreement with the Company to act as Chief Financial Officer at an initial salary of £10,000 per annum. Under the service agreement, Ravit will commit 4 days a month to the Company to perform his role and her employment will continue until terminated by either party giving the other notice as follows (i) if terminated by the Company – as required by Israeli law (i.e. a maximum of 30 days as applicable under the circumstances); or (ii) if terminated by Ravit – 90 days' notice. Ravit's service agreement contains confidentiality, non-compete and non-solicitation provisions for a period of 12 months following any termination of Ravit's employment. Ravit's holiday entitlement is provided on a Group basis and accordingly the relevant holiday entitlement accrues pursuant to her service agreement with Brandshield Limited.

In addition, Ravit Freedman has a service contract dated 22 July 2020 with BrandShield to act as Chief Financial Officer of BrandShield at a salary of approximately £39,000 per annum in addition to the payment set out above. This has since increased to £101,100 per annum. Under the service contract, Ravit must commit 5 days a week to Brandshield to perform her role (on a 50-67% hours per day basis), and Ravit's employment will continue until terminated by either party giving the other with a notice as required by Israeli law (i.e. a maximum of 30 days as applicable under the circumstances). Otherwise, the material terms are similar to those of the service agreement. Ravit's benefits including insurance and health benefits are in-line with market practice in Israel and are customary in their nature.



**4.4 Azriel Moscovici** - On 10 November 2020 Azriel Moscovici entered into a letter of appointment with the Company to act as Non-Executive Chairman, at an annual fee of £30,000. Azriel's appointment will continue until either party serves three (3) months' notice or he is not elected at future general meetings of the Company where he is required to offer himself for re-election in accordance with the Articles of the Company. It is anticipated that Azriel's services should be provided for 2 days per calendar month. Azriel's appointment includes a confidentiality undertaking unlimited in time, and provides for customary travel and expenses.

**4.5 John Taylor** - On 1 December 2020, John Taylor entered into a letter of appointment with the Company to act as non-executive director, at an annual fee of £30,000 per annum. John is to provide services for a period of 3 days per calendar month. If the Company requests additional services, John charges a day rate of £750 per day (capped at £5,000 per month). John's appointment will continue until either party serves three (3) months' notice or he is not elected at future general meetings of the Company where he is required to offer himself for re-election in accordance with the Articles of the Company. John's appointment includes a confidentiality undertaking unlimited in time and provides for customary travel and expenses.

**4.6 Harel Kodesh** - On 25 July 2021, Harel Kodesh entered into a letter of appointment with the Company to act as non-executive director, at an annual fee of £30,000. Harel's appointment will continue until either party serves three (3) months' notice or he is not elected at future general meetings of the Company where he is required to offer himself for re-election in accordance with the Articles of the Company. It is anticipated that Harel's services should be provided for 2 days per calendar month. Harel's appointment includes a confidentiality undertaking unlimited in time and provides for customary travel and expenses.

## 5. Material Contracts

### 5.1 Subscription Agreements

Subscription Agreements dated 19 September 2023 have been entered into between (1) the Company and (2) each of the Subscribers. The form of each agreement is identical.

Each of the agreements is conditional, amongst other things, to approval of the Resolutions and Admission having occurred no later than 16 October 2023 or such date as the parties may otherwise agree. Each of the Subscribers agree to subscribe for Ordinary Shares at the Subscription Price.

The Company has provided certain warranties to each of the Subscribers concerning, amongst other things, compliance matters and corporate governance and roles and responsibilities concerning the Company.

### 5.2 Broking Agreement with Mr Subbiah

In consideration of Mr Subramanian Subbiah brokering the investment by Cloak, LLC, Mr Subbiah is entitled to (i) a fee equivalent to 10% of the amount of the Subscription by Cloak, LLC payable in warrants at the Subscription Price with an exercise period ending 4 years following Admission; (ii) a fee equivalent to 15% of the amount of the Subscription by Cloak, LLC will be payable in Broker Warrants at an exercise price of 8.52 pence per Ordinary Share with an exercise period ending 4 years following the time at which the Subscription Warrants held by Cloak, LLC are exercised, conditional upon the number of Subscription Warrants actually exercised by Cloak, LLC; and (iii) New Enterprise Limited shall receive an extension to the exercise period of its (2,603,024) warrants to subscribe for ordinary shares until 1 December 2026.

### 5.3 November 2022 Subscription Agreements – November 2022 Placing

New Enterprise Ltd and Gigi Levi Weiss subscribed for 1,418,439 Ordinary Shares at the subscription price of 6p per Ordinary Share and 141,843 Ordinary Shares at the subscription price of 6p per Ordinary Share respectively in the Company's November 2022 placing of 29,166,667 Ordinary Shares raising £1.75m.

The November 2022 Subscription Agreements have been entered into between (1) the Company and (2) each of New Enterprise Ltd and Gigi Levi Weiss on 28 November 2022. The form of each November 2022 Subscription Agreement was identical. Each of the November 2022 Subscription Agreements was

conditional, amongst other things, to Admission having occurred no later than 8.00 a.m. on 22 November 2022 or such date as the parties may otherwise agree and the Placing Agreement (see 5.4 below) having become unconditional in all respects save for Admission. The Company provided certain warranties to each of New Enterprise Ltd and Gigi Levi Weiss concerning, amongst other things, compliance matters and corporate governance and roles and responsibilities concerning the Company.

#### *5.4 Placing Agreement- November 2022 Placing*

The Company raised £1.75m by issuing 29,166,667 Ordinary Shares at the placing price of 6.0 pence per share in the capital of the Company to certain investors pursuant to the Placing undertaken by way of an accelerated book-build by Shore Capital Stockbrokers Limited as broker and the Company pursuant to the terms of the Placing Agreement. The allotment of the Ordinary Shares subject to the Placing was conditional, amongst other things, on Admission.

The Company and the Directors provided certain warranties and indemnities in favour of Shore Capital Stockbrokers Limited concerning, amongst other things, compliance matters, corporate governance and roles and responsibilities concerning the Company, the Placing documentation, financial information, the shares in the Company, the Placing, verification and due diligence, insolvency and winding up.

### **6. Other – details of the Israeli Tax Ordinance (section 102)**

Section 102 - for the purpose of determining an optionee's entitlement to tax benefits under the '102 Options' track, the optionee's classification as a "Control Owner" (i.e. owner of 10% or more) should be examined through the following 3 tests provided by the ITA in Ruling Application no. 916:

- a. **Share Capital Test:** the ratio of the optionee's holdings in the company's share capital only. This means the holdings rate will be determined according to the ratio between the (i) optionee's holdings in the issued share capital; and (ii) the total share capital.
- b. **The Fully Diluted Test:** the optionee will be tested according to its total fully-diluted holding rate (i.e. based on its holdings in both the share capital and granted options). This means that the rate will be determined according to the ratio between (i) the optionee's holdings of the company's share capital and options; and (ii) the total issued share capital plus total options granted.
- c. **The Economic Test:** the ratio between (i) the optionee's holdings in the company's share capital and options; and (ii) the total issued share capital plus options which were granted with an exercise price either equal to or lower than the exercise price specified in the options assigned to the optionee.

"Control Owner" optionees are not entitled to the tax benefits of the '102 Options' track. An optionee will be considered a "Control Owner" if the result of any of the above tests, at any given time, is 10.00% or more.

### **7. Independent Advice/Consent**

SPARK Advisory Partners Limited, of 5 St Johns Lane, London, EC1M 4BH, has provided competent and independent advice to the Independent Directors, in accordance with the requirements of paragraph 4(a) of the Appendix to the Takeover Code, in relation to the granting of the Panel Waiver. SPARK has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which it appears. SPARK confirms that it is independent of the Concert Party and has no commercial relationship with any of its members.

### **8. Documents Published on the Company's Website**

Copies of the following documents will be made available at the website address [www.brandshield.com](http://www.brandshield.com) from the date of posting of this document up to the date of the General Meeting:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the audited accounts of the Company for the years ended 31 December 2021 and 31 December 2022 and the interim unaudited accounts for the six months ended 30 June 2023;
- (c) the consent letter from SPARK Advisory Partners;
- (d) the service contracts and letters of appointment of each of the Directors set out in paragraph 4 above;
- (e) the material contracts set out in paragraph 5 above; and
- (f) copies of this document.

## PART IV – TERMS AND CONDITIONS OF THE OPEN OFFER

### 1. Introduction

As explained in Part I of this document, the Company is carrying out the Open Offer to raise approximately £2.20 million (before expenses) through the issue of up to 38,669,962 Open Offer Shares at an issue price of 5.68 pence per share. The Company is also proposing to issue up to 38,669,962 Open Offer Warrants to subscribe for new Ordinary Shares at a price of 8.52 pence per share, with a 4 year exercise period.

**Members of the Concert Party and the Subscribers – who in aggregate hold 92,991,950 Existing Ordinary Shares amounting to 54.59% of the Existing Ordinary Share Capital - have undertaken not to subscribe for shares in the Open Offer. As such there are 38,669,962 shares the subject of the Open Offer.**

Upon completion of the Open Offer, the Open Offer Shares will represent approximately 15.10 per cent. of the Company's Enlarged Ordinary Share Capital (if fully subscribed).

The purpose of this Part IV is to set out the terms and conditions of the Open Offer. The Open Offer provides an opportunity for Qualifying Shareholders to apply for, in aggregate, up to 38,669,962 Open Offer Shares *pro rata* (excepting fractional entitlements) to their current holdings at the Issue Price in accordance with the terms of the Open Offer set out in this Part IV. The Open Offer is not being underwritten.

The Open Offer Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue.

The Record Date for entitlements under the Open Offer for Qualifying CREST Shareholders and Qualifying Non-CREST Shareholders is the close of business on 18 September 2023. Open Offer Entitlements attach only to Existing Ordinary Shares held by Qualifying Shareholders as at the Record Date. Application Forms are expected to be posted to Qualifying Non-CREST Shareholders on 20 September 2023 and Open Offer Entitlements are expected to be credited to stock accounts of Qualifying CREST Shareholders in CREST by 21 September 2023.

The latest time and date for payment in full under the Open Offer and receipt of completed Application Forms or settlement of relevant CREST instructions (as appropriate) is expected to be 11.00 a.m. on 5 October 2023 with Admission and commencement of dealings in the Open Offer Shares expected to take place at 8.00 a.m. on 16 October 2023.

**The Open Offer is conditional on all the Resolutions being passed at the General Meeting, and Admission.** It is expected that Admission will occur and dealings in the Open Offer Shares will commence on 16 October 2023. If such condition is not fulfilled on or before 8.00 a.m. on 16 October 2023 (or such later date as the Company may reasonably decide) application monies are expected to be returned without interest by crossed cheque in favour of the applicant(s) (at the applicant's risk) by post as soon as practicable after that date and any Open Offer Entitlements admitted to CREST will be disabled.

This document and, for Qualifying Non-CREST Shareholders only, the Application Form contains the formal terms and conditions of the Open Offer. Your attention is drawn to paragraph 3 of this Part IV, which gives details of the procedure for application and payment for the Open Offer Shares.

Any Qualifying Shareholder who has sold all or part of their registered holding(s) of Existing Ordinary Shares prior to the close of business on 19 September 2023 is advised to consult their stockbroker, bank or other agent through or to whom the sale or transfer was effected as soon as possible since the invitation to apply for Open Offer Shares under the Open Offer may be a benefit which may be claimed from them by the purchasers under the rules of the London Stock Exchange.

### 2. The Open Offer

Subject to the terms and conditions set out below (and, in the case of Qualifying Non-CREST Shareholders, in the Application Form), Qualifying Shareholders are being given the opportunity to apply for any number of Open Offer Shares at the Issue Price (payable in full on application and free of all expenses) up to a maximum of their *pro rata* entitlement to their holdings of Existing Ordinary Shares as at the Record Date, payable in full on application. Qualifying Shareholders' basic entitlements shall be calculated on the basis of:

## 1 Open Offer Share for every 2 Existing Ordinary Shares

registered in the name of each Qualifying Shareholder on the Record Date.

Entitlements of Qualifying Shareholders will be rounded down to the nearest whole number of Open Offer Shares. Qualifying Shareholders may apply to subscribe for less than their Open Offer Entitlement should they so wish.

Valid applications by Qualifying Shareholders will be satisfied in full up to the maximum amount of their individual Open Offer Entitlement. Holdings of Existing Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purpose of calculating entitlements under the Open Offer, as will holdings under different designations and in different accounts.

If you are a Qualifying Non-CREST Shareholder, the Application Form shows the number of Existing Ordinary Shares registered in your name on the Record Date (in Box 3) and also shows the maximum number of Open Offer Shares for which you are entitled to apply if you apply for your Open Offer Entitlement in full (in Box 4). Qualifying CREST Shareholders will have Open Offer Entitlements credited to their stock accounts in CREST and should refer to paragraph 3.2 of this Part IV and also to the CREST Manual for further information on the relevant CREST procedures. Qualifying Shareholders may apply for any number of Open Offer Shares up to the maximum to which they are entitled under the Open Offer (if any).

Any Qualifying Shareholder who validly completes and returns an Application Form or requests registration of the Open Offer Shares comprised in it, or who is a CREST member or CREST sponsored member who makes or is treated as making a valid acceptance in accordance with the procedures set out in this Part IV will be deemed to make the representations and warranties to the Company contained in paragraph 3.1(e) of this Part IV of this document.

The attention of Overseas Shareholders or any person (including, without limitation, a custodian, nominee or trustee) who has a contractual or other legal obligation to forward this document into a jurisdiction other than the United Kingdom is drawn to paragraph 6 of this Part IV. The Open Offer will not be made into certain territories. Subject to the provisions of paragraphs 5 and 6, Shareholders with a registered address in the United States or another Restricted Jurisdiction are not being sent this document and will not be sent an Application Form.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. Accordingly, Qualifying Non-CREST Shareholders should note that their Application Forms are not negotiable documents and cannot be traded. Qualifying Non-CREST Shareholders should note that applications in respect of Open Offer Entitlements may only be made by the Qualifying Non-CREST Shareholder originally entitled, or by a person entitled by virtue of a *bona fide* market claim in accordance with paragraph 3.1(b) of Part IV of this document.

To the extent that Qualifying Shareholders do not take up the offer of Open Offer Shares under the Open Offer, their proportionate ownership and voting interest in the Company will be reduced and the percentage that their shareholdings represent of the ordinary share capital of the Company will, following Admission, be reduced accordingly. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be credited to CREST and be enabled for settlement, applications in respect of the Open Offer may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim in accordance with paragraph 3.2(b) of Part IV of this document raised by CREST Claims Processing Unit.

Open Offer Shares not applied for under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who are not eligible to or do not apply to take up Open Offer Shares will have no rights under the Open Offer nor receive any proceeds from it.

Application will be made for the Open Offer Entitlements to be credited to Qualifying CREST Shareholders' CREST accounts. The Open Offer Entitlements are expected to be credited to CREST accounts on 21 September 2023.

The Existing Ordinary Shares are in registered form, are admitted to trading on AIM and are not traded on



any other exchange. Open Offer Shares will also be in registered form, will be issued credited as fully paid and will rank equally in all respects with the issued Existing Ordinary Shares. Open Offer Shares will be issued only pursuant to the Open Offer and, subject as set out in this Part IV, will not otherwise be marketed or made available in whole or in part to the public.

Overseas Shareholders are referred to the section entitled “Overseas Shareholders” set out in paragraph 6 of Part IV of this Document.

### ***Warrants to subscribe for Ordinary Shares***

The Open Offer Warrants will be issued to successful applicants under the terms of the Open Offer on the basis of 1 Warrant for every 1 Open Offer Share successfully subscribed provided that any fractional entitlements shall be ignored.

The Open Offer Warrants will be exercisable at the subscription price of 8.52 pence per new Ordinary Share on a monthly basis from time to time until the Lapse Date and if not exercised prior to that date shall lapse. The minimum number of Open Offer Warrants that may be exercised at any one time by a warrant holder is warrants over 1,000 Ordinary Shares (if a holder holds warrants over less than 1,000 Ordinary Shares, then that entire lesser amount).

No exercise of the Open Offer Warrants shall be permitted where such exercise would result in any person or persons acquiring or increasing control of the Company within the meaning given in sections 181 and 182 of the FSMA, without the relevant regulatory approval of such acquisition or increase of control having first been obtained and not having expired prior to such exercise.

The Open Offer Warrants will be exercisable immediately from the date of issue but will not be listed or admitted to trading. Definitive certificates in respect of the Warrants are expected to be dispatched within 10 business days of Admission.

### **3. Procedure for Application and Payment**

The action to be taken by Qualifying Shareholders in respect of the Open Offer depends on whether, at the relevant time, a Qualifying Non-CREST Shareholder has an Application Form in respect of their Open Offer Entitlement, or a Qualifying CREST Shareholder has Open Offer Entitlements credited to their CREST stock account.

Qualifying Non-CREST Shareholders who hold all or part of their Existing Ordinary Shares in certificated form will receive the Application Form, enclosed with this document. The Application Form shows the number of Existing Ordinary Shares held at the Record Date. It will also show Qualifying Non-CREST Shareholders their Open Offer Entitlement that can be allotted in certificated form. Qualifying CREST Shareholders who hold all their Existing Ordinary Shares in CREST will be allotted Open Offer Shares in CREST.

Qualifying Shareholders who hold part of their Existing Ordinary Shares in uncertificated form will be allotted Open Offer Shares in uncertificated form to the extent that their entitlement to Open Offer Shares arises as a result of holding Existing Ordinary Shares in uncertificated form. However, it will be possible for Qualifying Shareholders to deposit Open Offer Entitlements into, and withdraw them from, CREST. Further information on deposit and withdrawal from CREST is set out in paragraph 3.2 of this Part IV.

CREST sponsored members should refer to their CREST sponsor, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

Qualifying Shareholders who do not want to take up or apply for Open Offer Shares under the Open Offer should take no action and (if a Qualifying Non-CREST Shareholder) should not complete or return the Application Form.

#### **3.1 *If you receive an Application Form in respect of your entitlement under the Open Offer (Qualifying Non-CREST Shareholders)***

(a) *General*

Subject as provided in paragraph 6 of Part IV of this document in relation to Overseas Shareholders, Application Forms are being sent to Qualifying Non-CREST Shareholders with this document. The Application Form will show the number of Ordinary Shares registered in their name as of the Record Date in Box 3. It will also show the maximum number of Open Offer Shares for which they are entitled to apply under their Open Offer Entitlement in Box 4. Qualifying Non-CREST Shareholders may apply for less than their maximum Open Offer Entitlement should they wish to do so. Qualifying Non-CREST Shareholders may, subject to paragraph 3.1(b) of this Part IV of this document, also hold such an Application Form by virtue of a *bona fide* market claim.

The instructions and other terms set out in the Application Form form part of the terms of the Open Offer to Qualifying Non-CREST Shareholders.

(b) *Bona fide Market Claims*

Applications to acquire Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying Non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a market purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked “ex” for the purposes of entitlement to participate in the Open Offer. Application Forms may not be sold, assigned, transferred or split, except to satisfy *bona fide* market claims up to 3.00 p.m. on 3 October 2023. **The Application Form is not a negotiable document or document of title and cannot be separately traded.** A Qualifying Non-CREST Shareholder who has sold or otherwise transferred all or part of their holding of Existing Ordinary Shares prior to the date upon which the Existing Ordinary Shares were marked “ex” for the purposes of entitlement to participate in the Open Offer, should consult their broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed by the purchaser or transferee.

Qualifying Non-CREST Shareholders who have sold all of their Existing Ordinary Shares should, if the market claim is to be settled outside CREST, complete Box 8 on the Application Form and send the Application Form, together with 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 delivery to the purchaser or transferee. The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into any Restricted Jurisdiction or otherwise in breach of paragraph 6 of this Part IV of this document. Box 9 of the Application Form must be completed and signed by the person(s) to whom the Existing Ordinary Shares the subject of such *bona fide* market claim have been sold or otherwise transferred if they wish to apply using such Application Form for Open Offer Shares.

Qualifying Non-CREST Shareholders who, before the date upon which the Existing Ordinary Shares were so marked “ex”, have sold part only of their registered holding of Existing Ordinary Shares, should complete Box 8 on the Application Form and immediately send the Application Form to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL accompanied by a letter stating the number of *pro rata* entitlements of Open Offer Shares to be included in each split Application Form. The number of *pro rata* Open Offer Entitlements to apply to each split Application Form must be stated and the aggregate must not exceed the number shown in Box 4 of the Application Form. Box 9 of the Application Form on each split Application Form will be marked “Declaration of Sale duly made”. The latest time and date for splitting is 3.00 p.m. on 3 October 2023.

If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph 3.2 below.

(c) *Application procedures*

Qualifying Non-CREST Shareholders wishing to apply to acquire all or any of the Open Offer Shares to which they are entitled should complete the Application Form in accordance with the instructions printed on it. Completed Application Forms should be sent by post or delivered by and (during normal business hours only) to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL, with a cheque drawn in Sterling on a bank or building society in the UK which is either a member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques to be cleared through the facilities provided for members of any of those companies. Cheques should be drawn on a personal account to which the Shareholder has sole or joint title. Third party cheques

may not be accepted with the exception of building society cheques where the bank or building society has endorsed the back of the cheque by adding the Shareholder's details and the branch stamp. Such cheques must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Applications must be received by Link Group (at the address detailed above) no later than 11.00 a.m. on 5 October 2023, after which time Application Forms will not be valid. Once submitted, applications are irrevocable. If an Application Form is being sent by post in the UK, Qualifying Shareholders are recommended to allow at least four working days for delivery. Cheques should be made payable to "Link Market Services Limited Re: BrandShield – Open Offer A/C" and crossed "A/C Payee Only". Post-dated cheques will not be accepted. It is a condition of application that cheques will be honoured on first presentation and the Company may in its absolute discretion elect not to treat as valid any application in respect of which a cheque is not so honoured.

The Company may, in its sole discretion but shall not be obliged to, treat an Application Form as valid and binding on the person by whom or on whose behalf it is lodged, even if not completed in accordance with the relevant instructions or not accompanied by a valid power of attorney where required, or if it otherwise does not strictly comply with the terms and conditions of the Open Offer. The Company further reserves the right (but shall not be obliged) to accept either Application Forms received after 11.00 a.m. on 5 October 2023 with the envelope bearing a legible postmark not later than 11.00 a.m. on 5 October 2023 or applications in respect of which remittances are received before 11.00 a.m. on 5 October 2023 from authorised persons (as defined in FSMA) specifying the Open Offer Shares applied for and undertaking to lodge the Application Form in due course but, in any event, within two Business Days. Multiple applications will not be accepted.

Cheques are liable to be presented for payment upon receipt. If they are presented before the conditions of the Open Offer are fulfilled, the application monies will be kept in a separate bank account until the conditions are fully met. If the Admission condition of the Open Offer is not fulfilled on or before 8.00 a.m. on 16 October 2023, or such later date as the Company may reasonably determine, the Open Offer will lapse, all applications to subscribe for Open Offer Shares shall be void and of no effect and all application monies will be returned (at the applicant's risk) without interest by cheques or CREST payment as soon as is practicable after that date. The Company shall have no other liability or obligation to any person applying for Open Offer Shares in the event that the Open Offer so lapses.

(d) *Effect of application*

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form the applicant:

- (i) requests that the Open Offer Shares for which they have applied be issued to them on the terms set out in this document and subject to the Articles of Association;
- (ii) agrees with the Company that all applications under the Open Offer and contracts resulting from it, shall be governed by, and construed in accordance with, the laws of England;
- (iii) confirms with the Company that, in making the application, they are not relying on any information or representation other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part of it or involved in its preparation shall have any liability for any such information or representation not so contained;
- (iv) represents and warrants that, if the applicant received some or all of their Open Offer Entitlements from a person other than the Company, the applicant is entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim;
- (v) represents and warrants that they are not a person nor are they applying on behalf of a person who by virtue of being resident in or a citizen of any country outside the United Kingdom is prevented by the law of any relevant jurisdiction from lawfully applying for Open Offer Shares;
- (vi) represents and warrants that: (a) they are not in the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares or to use the Application Form in any manner in which they have used or will use it; (b) they are not acting for the account or benefit of a person located within the United States, or any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares and were not acting



for the account or benefit of such a person at the time the instruction to apply for Open Offer Shares was given; and (c) they are not acquiring Open Offer Shares with a view to the offer, sale, resale, delivery or transfer, directly or indirectly, of any such Open Offer Shares into the United States, or any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares, in each case except where proof satisfactory to the Company has been provided that such applicant is entitled to take up their entitlement without any breach of applicable law;

- (vii) confirms that Open Offer Shares have not been offered to them by the Company, or any of its affiliates, by means of any: (a) "directed selling efforts" as defined in Regulation S under the Securities Act; or (b) "general solicitation" or "general advertising" as defined in Regulation D under the Securities Act; and
- (viii) represents and warrants that they are not, and nor are they applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986.

Further representations and warranties are contained in the Application Form.

**Qualifying Shareholders who do not wish to apply for Open Offer Shares under the Open Offer should take no action and should not complete or return the Application Form.**

Should you need advice with regard to these procedures, please contact Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

### **3.2 If you have Open Offer Entitlements credited to your stock account in CREST (Qualifying CREST Shareholders)**

#### **(a) General**

Subject as provided in paragraph 6 of Part IV of this document in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive a credit to their stock account in CREST of their Open Offer Entitlements. Any fractional entitlements to Open Offer Shares will be disregarded in calculating Qualifying CREST Shareholders' Open Offer Entitlements.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the Existing Ordinary Shares held on the Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlements have been allocated.

If for any reason the Open Offer Entitlements cannot be admitted to CREST, or the stock accounts of Qualifying CREST Shareholders cannot be credited, on 21 September 2023, or such later time and/or date as the Company may decide, an Application Form will be sent to each Qualifying CREST Shareholder in substitution for the Open Offer Entitlements which should have been credited to their stock account in CREST. In these circumstances, the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying Non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive such Application Forms.

CREST members who wish to apply to acquire some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

#### **(b) Market claims**

The Open Offer Entitlements will constitute separate securities for the purposes of CREST and will have a separate ISIN number stated at paragraph 3.2(d)(ii) of this Part IV of this document. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled

by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will be transferred accordingly afterwards.

(c) *Unmatched Stock Events (“USE”) instructions*

Qualifying CREST Shareholders who are CREST members and who want to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) a USE instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of Link Group under the participant ID and member account ID specified below, with the number of Open Offer corresponding to the number of Open Offer Shares applied for (subject to paragraph 3.2(g) of this Part IV); and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of Link Group in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in paragraph 3.2(c)(i) above.

(d) *Content of USE instruction in respect of Open Offer Entitlements*

The USE instruction must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Open Offer Entitlement(s) being delivered to Link Group);
- (ii) the ISIN of the Open Offer Entitlements. This is GB00● in respect of the Open Offer Entitlement;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the Open Offer Entitlements are to be debited;
- (v) the participant ID of Link Group in its capacity as a CREST receiving agent. This is 7RA33;
- (vi) the member account ID of Link Group in its capacity as a CREST receiving agent. This is 22214BRA;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 October 2023; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 October 2023.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the USE instruction:

- (i) a contact name and telephone number (in the free format shared note field); and
- (ii) a priority of at least 80.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 5 October 2023 in order to be valid is 11.00.a.m. on that day.

In the event the Open Offer does not become unconditional (ie: Admission does not occur) on or before 8.00 a.m. on 16 October 2023 or such later time and date as the Company may reasonably determine, the Open

Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and Link Group will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable afterwards. Any interest earned on such monies will be retained for the benefit of the Company.

(e) *Deposit of Open Offer Entitlements into, and withdrawal from, CREST*

A Qualifying Non-CREST Shareholder's entitlement under the Open Offer as shown by the number of Open Offer Entitlements set out in their Application Form may be deposited into CREST (either into the account of the Qualifying Non-CREST Shareholder named in the Application Form or into the file name of a person entitled by virtue of a *bona fide* market claim) provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the Open Offer Entitlements are reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing to deposit the entitlement set out in such form into CREST is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements (if any) following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 3.00 p.m. on 2 October 2023.

In particular, having regard to normal processing times in CREST and on the part of Link Group, the recommended latest time for depositing an Application Form with the CREST Courier and Sorting Service, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements (if any) in CREST, is 3.00 p.m. on 2 October 2023, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements (if any) from CREST is 4.30 p.m. on 29 September 2023, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements (if any) following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements (if any) prior to 11.00 a.m. on 5 October 2023.

Delivery of an Application Form with the CREST deposit form duly completed whether in respect of a deposit into the account of the Qualifying Shareholder named in the Application Form or into the name of another person, shall constitute a representation and warranty to the Company and Link Group by the relevant CREST member(s) that they are not in breach of the provisions of the notes under the paragraph headed "Instructions for depositing entitlements under the Open Offer into CREST" in the Application Form, and a declaration to the Company and Link Group from the relevant CREST member(s) that they are not a citizen(s) or resident(s) of any Restricted Jurisdiction and, where such deposit is made by a beneficiary of a market claim, a representation and warranty that the relevant CREST member(s) is/are entitled to apply under the Open Offer by virtue of a *bona fide* market claim.

(f) *Bona fide market claims*

The Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction. Transactions identified by the CREST Claims Processing Unit as "cum" the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will be transferred accordingly afterwards.

(g) *Validity of application*

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 5 October 2023 will constitute a valid application under the Open Offer.

(h) *CREST procedures and timings*

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member

is a CREST sponsored member, to procure that their CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 5 October 2023. In this connection, CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

(i) *Incorrect or incomplete applications*

If a USE instruction includes a CREST payment for an incorrect sum, the Company, through Link Group, reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question (without interest);
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price (or, if lower, the maximum number of Open Offer Shares the subject of the relevant Qualifying CREST Shareholder's Open Offer Entitlement), refunding any unutilised sum to the CREST member in question (without interest); and
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Offer Shares referred to in the USE instruction (or, if lower, the maximum number of Offer Shares the subject of the relevant Qualifying Shareholder's Open Offer Entitlement), refunding any unutilised sum to the CREST member in question (without interest).

(j) *Effect of valid application*

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will by doing so:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the bank account of Link Group in accordance with the CREST payment arrangements shall, to the extent of the payment, discharge in full the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the Open Offer Shares for which they have applied be issued to them on the terms set out in this document and subject to the Articles of Association;
- (iii) agree that all applications under the Open Offer and contracts resulting from it shall be governed by, and construed in accordance with, the laws of England;
- (iv) confirm that, in making the application, the applicant is not relying on any information or representation other than that contained in this document, and the applicant accordingly agrees that no person responsible solely or jointly for this document or any part of it shall have any liability for any such information or representation not so contained;
- (v) represent and warrant that they are not a person who is prevented by the law of any relevant jurisdiction from lawfully applying for Open Offer Shares by virtue of being resident in or a citizen of any country outside the United Kingdom;
- (vi) represent and warrant that:
  - (a) they are not in the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares;
  - (b) they are not acting for the account or benefit of a person located within the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares and they were not acting for the account or benefit of such a person at the time the instruction to apply for Open Offer Shares was given; and
  - (c) they are not acquiring Open Offer Shares with a view to the offer, sale, resale, delivery or transfer, directly or indirectly, of any such Open Offer Shares into the United States, any other Restricted Jurisdiction or any other territory in which it is unlawful to make or accept an offer to apply for Open Offer Shares, in each case except where proof satisfactory to the Company has been provided that such applicant is entitled to take



up their entitlement without breach of applicable law;

- (vii) confirm that Open Offer Shares have not been offered to them by the Company, or any of its affiliates by means of any:
  - (a) “directed selling efforts” as defined in Regulation S under the Securities Act; or
  - (b) “general solicitation” or “general advertising” as defined in Regulation D under the Securities Act;
- (viii) represent and warrant that they are not and nor are they applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (depository receipts) or Section 96 (clearance services) of the Finance Act 1986; and
- (ix) represent and warrant that they are the Qualifying CREST Shareholder originally entitled to the Open Offer Entitlements or that they have received such Open Offer Entitlements (if any) by virtue of a *bona fide* market claim.

(k) *Company’s discretion as to the rejection and validity of applications*

The Company may in its sole discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in Part IV of this document;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the “first instruction”) as not constituting a valid application if, at the time at which Link Group receives a properly authenticated dematerialised instruction giving details of the first instruction or afterwards, either the Company or Link Group have received actual notice from Euroclear of any of the matters specified in Regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by Link Group in connection with CREST.

#### **4. Money Laundering Regulations**

##### **4.1 Holders of Application Forms**

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations 2017, the money laundering provisions of the Criminal Justice Act 1993, Part VIII of FSMA and the Proceeds of Crime Act 2002 (together with other guidance and source books produced in relation to financial sector firms), Link Group may at its absolute discretion require verification of identity from any person lodging an Application Form (in this paragraph, the “applicant”) including, without limitation, any applicant who (i) tenders payment by way of cheque drawn on an account in the name of a person or persons other than the applicant, or (ii) appears to Link Group to be acting on behalf of some other person. In the former case, verification of the identity of the applicant may be required. In the latter case, verification of the identity of any person on whose behalf the applicant appears to be acting may be required.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on prevention of the use of the financial system for the purpose of money laundering (no. 91/308/EEC));
- (ii) if the applicant is a regulated United Kingdom broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations;
- (iii) if the applicant (not being an applicant who delivers their application in person) makes payment by way of a cheque drawn on an account in the applicant's name; or
- (iv) if the aggregate subscription price for Open Offer Shares is less than the Sterling equivalent of €15,000 (approximately £12,870).

In other cases the verification of identity requirements may apply. Satisfaction of these requirements may be facilitated in the following ways:

- (a) if payment is made by building society cheque (not being a cheque drawn on an account in the name of the applicant), by the building society or bank endorsing on the cheque the applicant's name and the number of an account held in the applicant's name at such building society or bank, such endorsement being validated by a stamp and an authorised signature;
- (b) if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the Financial Action Task Force (the non-European Union members of which are Argentina, Australia, Brazil, Canada, Gibraltar, Hong Kong, Iceland, India, Japan, Mexico, New Zealand, Norway, People's Republic of China, Republic of Korea, Russian Federation, Singapore, South Africa, Switzerland, Turkey, the UK Crown Dependencies, the United States and, by virtue of their membership of the Gulf Co-operation Council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide with the Application Form written confirmation that it has that status and that it has obtained and recorded evidence of the identity of the person for whom it acts and that it will on demand make such evidence available to Link Group. If the agent is not such an organisation, it should contact Link Group using the telephone numbers set out in this document; and
- (c) if the Application Form is in respect of Open Offer Shares with an aggregate subscription price of the Sterling equivalent of €15,000 (currently approximately £12,870) or more and is/are lodged by hand by the applicant in person, they should ensure that they have with them evidence of identity bearing their photograph (for example, a passport) and evidence of their address. Third-party cheques will not be accepted. If you deliver your Application Form personally by hand, you should ensure that you have with you evidence of identity bearing your photograph (for example your passport). If, within a reasonable period of time following a request for verification of identity, Link Group have not received evidence satisfactory to them as aforesaid, Link Group may, at their discretion, as the agents of the Company, reject the relevant application, in which event the monies submitted in respect of that application will be returned without interest to the account at the drawee bank from which such monies were originally debited (without prejudice to the rights of the Company to undertake proceedings to recover monies in respect of the loss suffered by it as a result of the failure to produce satisfactory evidence as aforesaid).

#### **4.2 Open Offer Entitlements held in CREST**

If you hold your Open Offer Entitlement in CREST and apply for Open Offer Shares in respect of all or some of your Open Offer Entitlement as agent for one or more persons and you are not a UK or EU regulated person or institution (e.g. a UK financial institution), then, irrespective of the value of the application, the Receiving Agent (Link Group) is obliged to take reasonable measures to establish the identity of

the person or persons on whose behalf you are making the application. You must therefore contact the Receiving Agent before sending any USE instruction or other instruction so that appropriate measures may be taken.

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent, or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence as to the identity of the person or persons on whose behalf the application is made.

## **5. No Public Offering Outside the United Kingdom**

The Company has not taken, nor will take, any action in any jurisdiction that would permit a public offering of Open Offer Shares or Open Offer Warrants other than in the United Kingdom.

## **6. Overseas Shareholders**

### **6.1 General**

The distribution of this document and making of the Open Offer to Overseas Shareholders may be affected by the laws or regulatory requirements of the relevant jurisdiction. Overseas Shareholders who are in any doubt in this respect should consult their professional advisers. No person receiving a copy of this document and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST in any territory other than the United Kingdom may treat the same as constituting an invitation or offer to them, nor should they in any event use such Application Form or credit of Open Offer Entitlements to a stock account in CREST, unless, in the relevant territory, such an invitation or offer could lawfully be made to them or such Application Form or credit of Open Offer Entitlements to a stock account in CREST could lawfully be used without contravention of any legislation or other local regulatory requirements. Receipt of this document and/or an Application Form or the crediting of Open Offer Entitlements to a stock account in CREST does not constitute an invitation or offer to Overseas Shareholders in the territories in which it would be unlawful to make an invitation or offer and in such circumstances they are sent for information only. It is the responsibility of any person receiving a copy of this document and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST to satisfy themselves as to the full observance of the laws and regulatory requirements of the relevant territory in connection with any application for Open Offer Shares, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such other territory.

Persons (including, without limitation, stockbrokers, banks and other agents) receiving an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST should not, in connection with the Open Offer, distribute, communicate or send the Application Form or credit of Open Offer Entitlements in a stock account in CREST into (or to any person subject to the laws of) any Restricted Jurisdictions or any other jurisdiction where to do so would or might contravene local securities laws or regulations.

If an Application Form or a credit of Open Offer Entitlements to a stock account in CREST is received by any person in any such jurisdiction or by the stockbrokers, banks and other agents or nominees of such person, they must not seek to take up the Open Offer Shares except under an express written agreement with the Company. Any person who does distribute, communicate or send an Application Form or credit of Open Offer Entitlements in a stock account in CREST into (or to any person subject to the laws of) any jurisdiction outside the UK, whether under a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this paragraph 6. The Company reserves the right to reject an application to subscribe for Open Offer Shares under any Open Offer Entitlement, submitted by or on behalf

of any person, in any such jurisdiction, or by or on behalf of any person who is acquiring Open Offer Shares or Open Offer Warrants for resale in any such jurisdiction.

The Company reserves the right in its absolute discretion to treat as invalid any application for Open Offer Shares under the Open Offer if it appears to the Company and its agents that such application or acceptance of it may involve a breach of the laws or regulations of any jurisdiction or if in respect of such application the Company has not been given the relevant warranty concerning overseas jurisdictions set out in the Application Form or in this document, as appropriate.

All payments under the Open Offer must be made in Sterling.

## **6.2 *United States***

None of the Open Offer Shares, Open Offer Warrants the Open Offer Entitlements have been or will be registered under the US Securities Act or the laws of any state or other jurisdiction of the United States and, therefore, the Open Offer Shares, Open Offer Warrants and the Open Offer Entitlements may not be directly, or indirectly, offered for subscription or purchase, taken up, sold, delivered, renounced or transferred in or into the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

Accordingly, the Company is not extending the Open Offer into the United States and, subject to certain exceptions, none of this document, the Application Forms or the crediting of Open Offer Entitlements to a stock account in CREST constitutes or will constitute an offer or an invitation to apply for an offer or an invitation to subscribe for any Open Offer Shares or Open Offer Warrants in the United States. Neither this document nor an Application Form will (unless an address within the United Kingdom for services of notices has been notified to the Company) be sent to, and no Open Offer Entitlements will be credited to, a stock account in CREST of any Qualifying Shareholder with a registered address in the United States. Subject to certain exceptions, Application Forms sent from, or post-marked in, the United States will be deemed to be invalid and all persons subscribing for Open Offer Shares and Open Offer Warrants and wishing to hold such Open Offer Shares and Open Offer Warrants in registered form must provide an address for registration of the Open Offer Shares and Open Offer Warrants outside the United States.

## **6.3 *Other Restricted Jurisdictions***

Due to the restrictions under the securities laws of the Restricted Jurisdictions and subject to certain exemptions, Shareholders who have registered addresses in or who are resident or ordinarily resident in, or citizens of, any Restricted Jurisdiction will not qualify to participate in the Open Offer and will not be sent an Application Form and no Open Offer Entitlements will be credited to their CREST stock accounts.

The Open Offer Shares and Open Offer Warrants have not been and will not be registered under the relevant laws of any Restricted Jurisdiction or any of their states, provinces or territories and may not be offered, sold, resold, delivered or distributed, directly or indirectly in or into any Restricted Jurisdiction or to, or for the account or benefit of, any person with a registered address in, or who is resident or ordinarily resident in, or a citizen of, any Restricted Jurisdiction except under an applicable exemption.

No offer of Open Offer Shares or Open Offer Warrants is being made by virtue of this document of the Application Forms into any Restricted Jurisdictions.

## **6.4 *Waiver***

The provisions of this paragraph 6 and of any other terms of the Open Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion. Subject to this, the provisions of this paragraph 6 supersede any terms of the Open Offer inconsistent herewith. References in this paragraph 6 to Shareholders shall include references to the person or persons executing an Application Form, and, in the event of more than one person executing an Application Form, the provisions of this paragraph 6 shall apply jointly and to each of them.



## **7. Settlement And Dealings**

The result of the Open Offer is expected to be announced on 5 October 2023. Application will be made to the London Stock Exchange for Offer Shares to be admitted to trading on AIM. It is expected that Admission of Open Offer Shares will become effective and that dealings in Open Offer Shares will commence at 8.00 a.m. on 16 October 2023. Open Offer Entitlements held in CREST are expected to be disabled in all respects after 11.00 a.m. on 5 October 2023 (the latest date for applications under the Open Offer). Subject to the satisfaction of the Admission condition of the Open Offer, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company. Link Group will instruct Euroclear to credit the appropriate stock accounts of such persons with such persons' entitlements to Open Offer Shares with effect from the date of Admission (expected to be 16 October 2023). The stock accounts to be credited will be accounts under the same participant IDs and member account IDs in respect of which the USE instruction was given.

Notwithstanding any other provision of this document, the Company reserves the right to send Qualifying CREST Shareholders an Application Form instead of crediting the relevant stock account with Open Offer Entitlements and to allot and/or to issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST), or on the part of the facilities and/or systems operated by Link Group in connection with CREST. This right may also be exercised if the correct details (such as participant ID and member account ID details) are not provided as requested on the Application Form.

For Qualifying Non-CREST Shareholders who have applied for Open Offer Shares using an Application Form and whose application has been accepted by the Company, share certificates for the Open Offer Shares issued to such Qualifying Shareholders, are expected to be dispatched by post within ten business days of Admission of Open Offer Shares. No temporary documents of title will be issued. Pending despatch of definitive share certificates, transfers of relevant Open Offer Shares by such Qualifying Shareholders will be certified against the register of members of the Company. All documents or remittances sent by or to an applicant (or their agent as appropriate) through the post are sent at the risk of the applicant.

Qualifying CREST Shareholders should note that they will be sent no confirmation of the credit of Open Offer Shares to their CREST stock account nor any other written communication by the Company in respect of the issue of Open Offer Shares.

## **8. Governing law**

The terms and conditions of the Open Offer as set out in this Part IV and each Application Form shall be governed by, and construed in accordance with, English law. The courts of England and Wales are to have exclusive jurisdiction to settle and dispute which may arise out of or in connection with the Open Offer, this document and any Application Form. By taking up your entitlement under the Open Offer, in accordance with the instructions set out in this document and (where applicable) the Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought to an inconvenient forum.

## **9. Times and dates**

The Company shall, after consultation with its professional advisers, be entitled to amend the dates that the Application Forms are despatched or amend or extend the latest date for acceptance under the Open Offer and all related dates set out in this document and in such circumstances shall notify the FCA and make an announcement on an RIS and, if appropriate, to Shareholders but Qualifying Shareholders may not receive any further written communication.

## PART V – QUESTIONS AND ANSWERS ABOUT THE OPEN OFFER

The questions and answers set out in this Part V are intended to be in general terms only and, as such, you should read Part IV of this document for full details of what action to take. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under FSMA if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

This Part V deals with general questions relating to the Open Offer and more specific questions relating principally to persons resident in the United Kingdom who hold their Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part IV of this document and you should take professional advice as to whether you are eligible for, and/or whether you need to observe any formalities to enable you to take up, your Open Offer Entitlement. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part IV of this document for full details of what action you should take.

If you are a CREST sponsored member, you should also consult your CREST sponsor. If you do not know whether your Existing Ordinary Shares are in certificated or uncertificated form, please call Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult their own appropriate professional advisers for advice. This document is for information only and nothing in this document is intended to endorse or recommend a particular course of action.

### 1. What is an open offer?

An open offer is a way for companies to raise money. Companies usually do this by giving their existing shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings. In this instance Shareholders will also be offered the opportunity to apply for additional shares over and above their entitlement to the extent that other Qualifying Shareholders do not take up their entitlement in full.

This Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire up to 38,669,962 Open Offer Shares in total, at a price of 5.68 pence per share. If you hold Existing Ordinary Shares on the Record Date or have a *bona fide* market claim, unless you are a Shareholder with a registered address in or are located or resident in the United States, or another Restricted Jurisdiction (subject to certain exceptions) you will likely be entitled to buy Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 1 Open Offer Share for every 2 Existing Ordinary Shares held by Qualifying Shareholders on the Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

In addition, Open Offer Subscribers will be issued with Open Offer Warrants to subscribe for new Ordinary Shares. These will comprise Warrants exercisable within 4 years of issuance at the price of 8.52 pence per new Ordinary Share. The Open Offer Warrants will be issued on the basis of 1 Warrant for every 1 Open Offer Share successfully subscribed.

Unlike in a rights issue, Application Forms are not negotiable documents and neither they nor Open Offer Entitlements can be traded.

**2. I hold my existing ordinary shares in certificated form. How do I know I am eligible to participate in the open offer?**

If you receive an Application Form and you are not a holder with a registered address or located or resident in the United States or any other Restricted Jurisdiction (subject to certain exceptions), then you will likely be eligible to participate in the Open Offer as long as you have not sold all of your Existing Ordinary Shares before 7.00 a.m. on 20 September 2023 (the time when the Existing Ordinary Shares are expected to be marked "ex-entitlement" by the London Stock Exchange).

**3. I hold my existing ordinary shares in certificated form. How do I know how many offer shares I am entitled to take up?**

If you hold your Existing Ordinary Shares in certificated form and you do not have a registered address and are not located or resident in the United States or any other Restricted Jurisdiction (subject to certain exceptions), you will be sent an Application Form that shows:

- how many Existing Ordinary Shares you held at the close of business on the Record Date;
- how many Open Offer Shares you are entitled to buy; and
- how much you need to pay if you want to buy all the Open Offer Shares to which you are entitled.

If you have a registered address in the United States or any other Restricted Jurisdiction, you will not receive an Application Form.

If you would like to buy any Open Offer Shares you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Completed Application Forms and a cheque should be returned by post to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or by hand (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 5 October 2023, after which time Application Forms will not be valid.

**4. I hold my existing ordinary shares in certificated form and am eligible to receive an application form. What are my choices in relation to the open offer?**

**4.1 *If you do not want to buy any shares in the Open Offer***

If you do not want to buy the Open Offer Shares to which you are entitled, you do not need to do anything, and you will not receive any Open Offer Shares or any Open Offer Warrants.

You cannot sell your Application Form or your Open Offer Entitlement to anyone else.

If you do not take up your Open Offer Entitlement then, following the issue of the Open Offer Shares under the Open Offer, your interest in the Company will be significantly diluted.

**4.2 *If you want to take up some but not all of your Open Offer Entitlement***

If you want to take up some but not all of the Open Offer Shares to which you are entitled, you should write the number of Open Offer Shares you want to take up in Boxes 2 and 4 of your Application Form; for example, if you are entitled to take up 1,000 shares but you only want to take up 100 shares, then you should write '100' in Boxes 2 and 4. To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example, '100') by 5.68p, which is the price in pounds of each Open Offer Share (giving you an amount of £5.68 in this example). You should write this amount in Box 5, rounding up to the nearest whole pence and this should be the amount your cheque is made out for. You should then return the completed Application Form, together with a cheque for that amount, by post to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or by hand (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 5 October 2023, after which time Application Forms will not be valid. If you post your Application Form by first class post, you should allow at least four Business Days for delivery.

All payments must be in Sterling and made by cheque made payable to “Link Market Services Limited Re: BrandShield – Open Offer A/C” and crossed “A/C Payee Only”. Cheques or banker’s drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct Link Group to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. In addition, you will also receive a definitive warrant certificate for the Open Offer Warrants issued to you on the basis of 1 Warrant for every 1 Open Offer Share issued. Your definitive share certificate for Open Offer Shares and warrant certificate for Open Offer Warrants are expected to be despatched to you within 10 Business Days of 16 October 2023.

#### **4.3 *If you want to take up all of (but not more than) your Open Offer Entitlement***

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the Application Form (ensuring that all joint holders sign (if applicable)), together with your cheque for the amount (as indicated in Box 8 of your Application Form), by post to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or by hand (during normal office hours only) so as to be received by them by no later than 11.00 a.m. on 5 October 2023, after which time Application Forms will not be valid. If you post your Application Form by first-class post, you should allow at least four Business Days for delivery.

All payments must be in Sterling and made by cheque made payable to “Link Market Services Limited Re: BrandShield – Open Offer A/C and crossed “A/C Payee Only”. Cheques or banker’s drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

Cheques will be presented for payment upon receipt. The Company reserves the right to instruct Link Group to seek special clearance of cheques to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be paid on payments made before they are due. It is a term of the Open Offer that cheques shall be honoured on first presentation and the Company may elect to treat as invalid acceptances in respect of which cheques are not so honoured. All documents and cheques sent through the post will be sent at the risk of the sender. Payments via CHAPS, BACS or electronic transfer will not be accepted.

A definitive share certificate will then be sent to you for the Open Offer Shares that you take up. In addition, you will also receive a definitive warrant certificate for the Open Offer Warrants issued to you on



the basis of 1 Warrant for every 1 Open Offer Share issued. Your definitive share certificate for Open Offer Shares and warrant certificate for Open Offer Warrants are expected to be despatched to you within 10 Business Days of 16 October 2023.

**5. I hold my existing ordinary shares in uncertificated form in CREST. What do I need to do in relation to the open offer?**

CREST members should follow the instructions set out in Part IV of this document. Persons who hold Existing Ordinary Shares through a CREST member should be informed by the CREST member through which they hold their Existing Ordinary Shares of the number of Open Offer Shares which they are entitled to buy (if any). If you do not receive this information, you should contact your CREST member.

**6. I acquired my existing ordinary shares prior to the record date and hold my existing ordinary shares in certificated form. What if I do not receive an application form or I have lost my application form?**

If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

- Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 18 September 2023 and who have converted them to certificated form;
- Qualifying Non-CREST Shareholders who bought Existing Ordinary Shares before 18 September 2023 but were not registered as the holders of those shares at the close of business on 18 September 2023; and
- certain Overseas Shareholders.

If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**7. Can I trade my open offer entitlement?**

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying Non-CREST Shareholders should also note that their Application Forms are not negotiable documents and cannot be traded. Qualifying CREST Shareholders should note that, although Open Offer Entitlements will be admitted to CREST they will have limited settlement capabilities (for the purposes of market claims only), Open Offer Entitlements will not be tradable or listed and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim. Open Offer Shares for which an application has not been made under the Open Offer will not be sold in the market for the benefit of those who do not apply under the Open Offer and Qualifying Shareholders who do not apply to take up their Open Offer Entitlement will have no rights under the Open Offer or receive any proceeds from it.

**8. What if I change my mind?**

If you are a Qualifying Non-CREST Shareholder, once you have sent your Application Form and payment to Link Group, you cannot withdraw your application or change the number of Open Offer Shares for which you have applied, except in the very limited circumstances which are set out in this document.

**9. What if the number of offer shares to which I am entitled is not a whole number; am I entitled to fractions of offer shares?**

If the number of Open Offer Shares to which you are entitled is not a whole number, you will not receive a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

**10. I hold my existing ordinary shares in certificated form. What should I do if I have sold some or all of my existing ordinary shares?**

If you hold Existing Ordinary Shares in the Company directly and you sell some or all of your Existing Ordinary

Shares before 18 September 2023, you should contact the buyer or the person/company through whom you sell your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. However, notwithstanding the above, you should not contact the buyer if they are located or resident in, are a citizen of, or have a registered office in a Restricted Jurisdiction. If you sell any of your Existing Ordinary Shares on or after 20 September 2023, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

**11. I hold my existing ordinary shares in certificated form. How do I pay?**

Completed Application Forms should be returned with a cheque drawn in the appropriate form. All payments must be in Sterling and made by cheque made payable to “Link Market Services Limited Re: BrandShield – Open Offer A/C and crossed “A/C Payee Only”. Cheques or banker’s drafts must be drawn on a bank or building society or branch of a bank or building society in the United Kingdom which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker’s drafts to be cleared through the facilities provided by any of those companies or committees and must bear the appropriate sort code in the top right-hand corner and must be for the full amount payable on application. Third-party cheques may not be accepted with the exception of building society cheques or banker’s drafts where the building society or bank has inserted details of the full name of the building society or bank account holder and has added the building society or bank branch stamp. The account name should be the same as that shown on the Application Form. Post-dated cheques will not be accepted.

**12. Will the existing ordinary shares that I hold now be affected by the Open Offer?**

If you decide not to apply for any Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your entitlement, your proportionate ownership and voting interest in the Company will be reduced.

**13. I hold my existing ordinary shares in certificated form. Where do I send my application form?**

You should send your completed Application Form together with a cheque in the appropriate form, by post to Link Group, Corporate Actions, Central Square, 29 Wellington Street, Leeds LS1 4DL or by hand (during normal office hours only). If you post your Application Form by first-class post, you should allow at least four Business Days for delivery. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

**14. I hold my existing ordinary shares in certificated form. When do I have to decide if I want to apply for offer shares?**

Link Group must receive the Application Form by no later than 11.00 a.m. on 5 October 2023, after which time Application Forms will not be valid. If an Application Form is being sent by first class post in the UK, Qualifying Shareholders are recommended to allow at least four Business Days for delivery.

**15. How do I transfer my entitlements into the CREST system?**

If you are a Qualifying Non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (contained in the Application Form), and ensure it is delivered to the CREST Courier and Sorting Service in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this.

**16. I hold my existing ordinary shares in certificated form. When will I receive my new share certificate?**

It is expected that all new share certificates will be posted within 10 Business Days of 16 October 2023.

**17. If I buy existing ordinary shares on or after the Ex-entitlement date, will I be eligible to participate in the open offer?**

If you bought your Existing Ordinary Shares on or after the Ex-entitlement date, you will not be able to participate in the Open Offer in respect of such Ordinary Shares.

**18. Will I be taxed if I take up my entitlements?**

Shareholders who are in any doubt as to their tax position should consult an appropriate professional adviser immediately.

**19. What should I do if I live or am located outside the United Kingdom?**

Your ability to apply to acquire Open Offer Shares and receive corresponding Open Offer Warrants may be affected by the laws of the country in which you live or are located and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are located or resident in the United States or any other Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part IV of this document.

**20. Further assistance**

Should you require further assistance please call Link Group on +44 (0) 371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open from 9.00 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

## NOTICE OF GENERAL MEETING

### BrandShield Systems Plc

*(Incorporated in England & Wales under the Companies Act 1985 with  
Registered No. 02956279)*

**NOTICE IS HEREBY GIVEN THAT** a general meeting (the “**Meeting**”) of BrandShield Systems Plc (the “**Company**”) will be held at the offices of Edwin Coe, LLP, 2 Stone Buildings, Lincoln's Inn, London, WC2A 3TH at 11.00 a.m. on 13 October 2023 to consider and, if thought fit, to pass Resolutions 1 and 2 as ordinary resolutions (with Resolution 1 on a poll of Independent Shareholders) and Resolutions 3 and 4 as special resolutions of the Company:

### RESOLUTIONS

- 1 That the waiver granted by the Panel on Takeovers and Mergers of the obligation that would otherwise arise on the Concert Party (as defined in the circular published by the Company and dated 20 September 2023 of which this notice forms part, hereinafter referred to as the “Circular”) to make a general offer under Rule 9 of the City Code, as a result of the issue to them, in aggregate, of 32,939,572 ordinary shares in the capital of the Company pursuant to the Subscription and the exercise of the Subscription Warrants, New Options and Broker Warrants (as defined in the Circular) held by members of the Concert Party, be and is hereby approved.
- 2 That, conditional upon the passing of Resolutions numbered 1, 3 and 4 in the notice, notwithstanding and without prejudice to the authorities and powers granted to the directors of the Company (“Directors”) pursuant to resolution 5 passed at the annual general meeting of the Company held on 23 August 2023, the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Companies Act”), in addition to all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company (“Rights”) up to an aggregate nominal amount of £775,000 in connection with and for the purposes of the Open Offer (as such term is defined in this Circular), and subject to such terms as the Directors may determine. This authority, unless renewed, extended, varied or revoked by the Company in a general meeting, shall expire on the earlier of 15 months’ after the Resolution is passed, or the date of the Company’s next annual general meeting, , save that the Company may, prior to such expiry, make an offer or agreement in connection with the Open Offer which would or might require shares in the Company to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.
- 3 That, conditional upon the passing of Resolutions numbered 1, 2 and 4 in the notice subject to and conditional on the passing of Resolution 2 above, in accordance with section 571 of the Companies Act and notwithstanding and without prejudice to the authorities and powers granted to the Directors pursuant to resolution 5 passed at the annual general meeting of the Company held on 23 August 2023, the Directors be and are hereby empowered pursuant to section 571 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) of the Company pursuant to the authority conferred by Resolution 2 above as if section 561(1) of the Companies Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £775,000 in connection with and for the purposes of the Open Offer (as such term is defined in this Circular), provided that the authority and power granted by this resolution shall, unless renewed, extended, varied or revoked by the Company in general meeting, shall expire on the earlier of 15 months’ after the Resolution is passed, or the date of the Company’s next annual general meeting, , save that the



Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding the expiry of the power given by this resolution.

- 4 That in accordance with Rule 41 of the AIM Rules, and conditional upon the passing of Resolutions numbered 1, 2 and 3 in the notice the cancellation of the admission of the Ordinary Shares to trading on AIM, the market of that name operated by the London Stock Exchange plc, be and is hereby approved and that the directors of the Company be generally and unconditionally authorised to take all actions reasonable or necessary to effect such cancellation.

Dated 20 September 2023

By order of the Board

*SGH Company Secretaries Limited*

*Company Secretary*

*Registered Office:*

*6<sup>th</sup> Floor, 60 Gracechurch Street*

*London EC3V 0HR*

*Notes of General Meeting :*

The following notes explain your general rights as a shareholder and your right to attend and vote at this General Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of trading on 11 October 2023. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.
2. Shareholders, or their proxies, intending to attend the General Meeting in person are requested, if possible, to arrive at the General Meeting venue at least 20 minutes prior to the commencement of the General Meeting at of 11.00 a.m. (UK time) on 13 October 2023 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that Shareholder. A proxy need not be a Shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions:
  - you may request a hard copy Form of Proxy directly from the registrars. Link Group (previously called Capita), on Tel: 0371664 0300. Calls are charged at the standard geographical rate and may vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 -17:30, Monday to Friday excluding public holidays in England and Wales. The Form of Proxy must be received by Link Group, Central Square, 29 Wellington Street, Leeds, LSI 4DL by 11.00 a.m. on 11 October 2023.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all Shareholders and those who use them will not be disadvantaged.

8. The return of a completed Form of Proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the General Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment of the General Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. on 11 October 2023. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at of 19 September 2023 (being the latest practicable business day prior to the publication of this Notice of General Meeting), the Company's ordinary issued share capital consists of 170,331,874 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 19 September 2023 are 170,331,874.
14. Any Shareholder attending the General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;

(b) the answer has already been given on a website in the form of an answer to a question; or  
(c) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

15. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the General Meeting and may also be inspected at the General Meeting venue, as specified in this Notice of General Meeting, from 10.00 a.m. on the day of the General Meeting until the conclusion of the General Meeting:
  - copies of the directors' letters of appointment or service contracts.
16. You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either this Notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
17. A copy of this Notice of the General Meeting, and other information required by Section 311A of the Act, can be found on the Company's website at [www.brandshield.com](http://www.brandshield.com).